

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT

5.1 PROMOTER AND SUBSTANTIAL SHAREHOLDER

5.1.1 Promoter's and substantial shareholder's shareholdings

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

Name	Nationality	Before IPO ⁽¹⁾				After IPO ⁽²⁾			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
KBH	Malaysian	768,910,000	100.0	-	-	668,910,000	65.2	-	-

Notes:

- (1) Based on the share capital of 768,910,000 Shares after completion of the Acquisitions and transfer of 1 subscriber Share to KBH but before our IPO.
- (2) Based on the enlarged share capital of 1,025,213,000 Shares after our IPO.

Our Promoter and substantial shareholder do not have different voting rights from the other shareholders of our Group.

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5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

5.1.2 Profiles of Promoter and substantial shareholder

(a) Kang Beng Hai

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

KBH, a Malaysian male, aged 50, is our Non-Independent Executive Director and Managing Director. He was appointed to our Board on 4 January 2023. He is also our Promoter and substantial shareholder. KBH has more than 30 years of experience in manufacturing and trading of sheet metal products, scaffoldings and steel-related products. He is principally responsible for overseeing the day-to-day operations and implementation of the business strategies, corporate directions and business development of our Group.

KBH had his secondary education interrupted in December 1987 to assist in his family poultry-farm in Kepala Batas, Penang. In August 1999, he co-founded BW Yee Seng Hardware Sdn Bhd (now known as BWYS Steel) with two other unrelated parties (Yap Kock Wah and Vu Chee Keong) where he was responsible for the sales of steel products as well as overseeing the operations of the company. During this period, he is able to gain valuable knowledge and management experience as well as access to business networks within the steel products trading business.

In March 2008, he established Prima Max Scaffold System Sdn Bhd (now known as YS Success) which commenced operations in the sales of roofing sheets and other building materials and subsequently ventured into manufacturing of roofing sheets business in 2011. He then expanded our Group's business to include manufacture of roof trusses, industrial racking systems, welded pipes and supply of scaffoldings. He continues to spearhead our Group's business.

Details of which his involvements in other companies outside of our Group are set out in Section 5.2.2(b) of this Prospectus.

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5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT *(cont'd)*

5.1.3 Changes in the Promoter's and substantial shareholder's shareholdings

The changes in our Promoter and substantial shareholder's respective shareholdings since our incorporation are as follows:

Name	As at incorporation				Before IPO ⁽¹⁾				After IPO ⁽²⁾			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
KBH	-	-	-	-	768,910,000	100.0	-	-	668,910,000	65.2	-	-

Notes:

- (1) Based on the share capital of 768,910,000 Shares after completion of the Acquisitions and transfer of 1 subscriber Share to KBH but before our IPO.
- (2) Based on the enlarged share capital of 1,025,213,000 Shares after our IPO.

5.1.4 Persons exercising control over the corporation

Save for our Promoter as set out in Section 5.1.1 of this Prospectus, we are not aware of any other person(s) who is able to, directly or indirectly, jointly or severally, exercise control over our Company.

5.1.5 Benefits paid or intended to be paid

Save for the dividends declared and paid to our Promoter and substantial shareholder as disclosed below and the aggregate remuneration and benefits in-kind paid or to be paid to our Promoter and substantial shareholder as disclosed in Section 5.5 of this Prospectus, there are no amount or benefit paid and intended to be paid or given to our Promoter and substantial shareholder within the 2 years preceding the date of this Prospectus and up to the LPD.

	Dividends declared and paid		
	FYE 2021	FYE 2022	1 January 2023 up to the LPD
	RM'000	RM'000	RM'000
KBH	1,600	11,135	3,000

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT *(cont'd)*

5.2 DIRECTORS

5.2.1 Profiles of Directors

The profiles of our Directors are as follows:

(a) Dato' Saidi bin Ismail
Independent Non-Executive Chairman

Dato' Saidi bin Ismail, a Malaysian male, aged 63, is our Independent Non-Executive Chairman and was appointed to our Board on 1 August 2023.

He graduated with a Bachelor of Islamic Studies at University Kebangsaan Malaysia in August 1983. He obtained his Master of Public Administration from University Sains Malaysia in August 2002.

In September 1983, he began his career as a Superintendent of Customs of the enforcement unit at the Royal Malaysia Customs in Johor. He was then transferred to the Enforcement Unit of the Royal Malaysia Customs, Kedah and Perlis in April 1990 and August 2001 respectively, holding the same position, where he was principally involved in enforcing customs regulations. In September 2005, he was transferred to the Human Resources and Organisational Division at Putrajaya where he assisted in managing the personnel in the customs department and evaluating their performance.

He was transferred to Seremban in December 2005 and to Kuala Lumpur in December 2006, to lead the respective enforcement units. In November 2009, he was promoted to Senior Customs Assistant (Grade W52) where he was responsible for leading and managing customs operations. In April 2011, he was assigned the role of Deputy of Customs Director in the Indirect Tax Division in Kedah where he mainly assisted in administration of matters in relation to indirect taxes. In April 2013, he was transferred to Putrajaya where he assumed the position of Head of Branch in the Import / Export Division where he was responsible in overseeing and regulating the movement of goods across borders. In August 2014, he served as a Deputy Director at the Academic Customs Malaysia in Melaka.

His last role at the Royal Malaysian Customs, starting from July 2017, was as a Customs Director in Penang, leading and managing various departments including Human Resources, Indirect Tax and Import and Export. He was responsible for overseeing and managing customs operations, strategies and policies. During his 37 years tenure with Royal Customs Malaysia, he held various positions until his retirement in February 2020.

In March 2021, he was also appointed as a director of Prompt Dynamic Logistics Sdn Bhd where he was responsible for overseeing customs and logistics matters and he subsequently resigned in February 2023.

Details of which his involvements in other companies outside of our Group are set out in Section 5.2.2(a) of this Prospectus.

(b) Kang Beng Hai
Non-Independent Executive Director, Managing Director, Promoter and substantial shareholder

Please refer to Section 5.1.2(a) of this Prospectus for his profile.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

(c) Kang Yi Ki
Non-Independent Executive Director

Kang Yi Ki, a Malaysian female, aged 27, is our Non-Independent Executive Director and was appointed to our Board on 1 August 2023. She has 4 years of experience in the business of manufacturing and trading of sheet metal products. She is responsible for overseeing our Group's human resources division.

She graduated with a Bachelor of Business from La Trobe University Australia in December 2018.

She began her career with our Group in June 2019 as a Business Development Manager where she was responsible for export sales of the racking division. Since then, she underwent rotations through various departments within our Group including purchasing, sales and marketing and production departments, which allowed her to gain exposure and experience in the entire spectrum of our Group's business.

She was later re-designated to Head of Racking Division of YS Global in April 2022 where she was mainly responsible for all sales for the industrial racking systems division. In April 2023, she was re-designated to Senior Vice President and assumed her current responsibilities where she is mainly responsible for overseeing strategic planning, execution and management of human resources.

She does not have any present or past involvements in other companies outside of our Group.

(d) See Swee Sie
Independent Non-Executive Director

See Swee Sie, a Malaysian female, aged 58, is our Independent Non-Executive Director and was appointed to our Board on 1 August 2023. She is the Chairperson of our Nomination Committee as well as a member of our Audit and Risk Committee and Remuneration Committee.

She graduated with an LLB (Hons) degree from the University of London in August 1990. She obtained her Certificate of Legal Practice (CLP) from the Legal Profession Qualifying Board, Malaysia in November 1991. She was admitted as an Advocate & Solicitor of the High Court of Malaya in October 1992.

She joined Messrs Shearn Delamore & Co in November 1991 to undertake her pupillage. In August 1992, she left Messrs Shearn Delamore & Co and joined Messrs Onn Hussein & Yee as an Associate in November 1992. During her tenure there, she practised in the area of banking litigation. In October 1994, she left Messrs Onn Hussein & Yee to join Messrs Chung, Huang & Khalid as an Associate where she was responsible for handling banking litigation files. In December 1995, she left Messrs Chung, Huang & Khalid to join Messrs Eugene Lye & Co in March 1996 as an Associate where she managed both conveyancing and litigation files for the firm. She then left Messrs Eugene Lye & Co in November 1997 to set up her own legal firm, Messrs S S See & Associates (now known as Messrs Anoop & See) where she holds the position of Managing Partner.

She is a certified adjudicator as well as a sports arbitrator empanelled by the Asian International Arbitration Centre. She is also an adjudicator and mediator of the Asian Institute of Alternative Dispute Resolution in which she has been admitted as a pioneer member.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

Currently, she is the President of the Federation of Women Lawyers, Penang. She is the legal adviser of the National Council of Women's Organisations in Penang and International Women's Association, Penang, Malaysia Semiconductor Industry Association and Penang Mental Health Advisory Council (PgCare Society).

She does not have any past involvements in other companies outside our Group. Details of which her present involvements in other companies outside of our Group are set out in Section 5.2.2(c) of this Prospectus.

(e) Teresa Tan Siew Kuan
Independent Non-Executive Director

Teresa Tan Siew Kuan, a Malaysian, aged 54, is our Independent Non-Executive Director. She was appointed to our Board on 1 August 2023. She is the Chairperson of our Remuneration Committee as well as a member of our Audit and Risk Committee and Nomination Committee.

She graduated with a Bachelor of Economics from the University of Adelaide, Australia in April 1992. She is a member of the Certified Practising Accountant ("**CPA**") (Australia) since August 1997 and the Malaysian Institute of Accountants since March 2012.

She started her career in February 1992 at Kassim Chan + Co (now known as Deloitte) as an Audit Assistant where she was mainly responsible for external audit fieldwork for financial statements. In October 1993, she left Kassim Chan + Co and joined Coopers & Lybrand (now known as PricewaterhouseCoopers) as a Tax Assistant where she was tasked with the preparation of tax returns and tax computation. In June 1995, she left Coopers & Lybrand and joined Malaysian International Merchant Bankers Berhad (now known as Hong Leong Investment Bank Berhad) in the same month as an Executive of Corporate Finance where she was responsible for the execution and submission of initial public offerings exercises to the relevant authorities and several fund-raising exercises for public listed companies in the Northern Region of Peninsular Malaysia. She was holding her final post in Malaysian International Merchant Bankers Berhad as an Assistant Vice President of Corporate Finance where she led the corporate advisory team in the Penang branch in various corporate exercises.

In July 2004, she left Malaysian International Merchant Bankers Berhad and joined K&N Kenanga Berhad (now known as Kenanga Investment Bank Berhad) in August 2004 as a Senior Manager of Corporate Finance in the Penang branch where she was mainly involved in providing corporate advisory services to corporate/institutional clients and public listed companies. She left K&N Kenanga Berhad as Senior Manager in August 2007 and took a career break until August 2008.

In August 2008, she joined KDU College Penang (now known as UOW Malaysia KDU Penang University College) as a lecturer and was mainly lecturing in subjects of accounting and auditing. She left KDU College Penang in November 2009 and rejoined K&N Kenanga Berhad in February 2010 as a Senior Manager of the investment banking division where she was responsible for marketing the group's products and services. In March 2014, she was transferred to Kenanga Investors Berhad as the Vice President of Business Development, responsible for marketing and distribution of products and services to the retail market segment and the financial operational and administrative matters of the Penang branch.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

In November 2017, she left Kenanga Investors Berhad and joined TT Vision Holdings Berhad as its Chief Finance Officer where she was responsible for the overall finance and accounts of the group and handling the listing exercise of TT Vision Holdings Berhad on the LEAP Market of Bursa Securities. In September 2019, she left TT Vision Holdings Berhad and she currently provides management and business consultancy services mainly in the Northern Region of Peninsular Malaysia on a freelance basis.

She is currently the Independent Non-Executive Director of PLB Engineering Berhad and IQ Group Holdings Berhad.

She does not have any past involvements in other companies outside our Group. Details of which her present involvements in other companies outside of our Group are set out in Section 5.2.2(d) of this Prospectus.

(f) Lim Chee Hoong
Independent Non-Executive Director

Lim Chee Hoong, a Malaysian, aged 63, is our Independent Non-Executive Director and was appointed to our Board on 1 August 2023. He is the Chairman of our Audit and Risk Committee as well as a member of our Nomination Committee and Remuneration Committee.

He completed his Sijil Pelajaran Malaysia (SPM) with Sekolah Menengah Jenis Kebangsaan Hua Lian at Taiping, Perak in December 1978. In November 1980, he completed his Upper Form VI at Han Chiang High School and obtained his Higher School Certificate after having passed the University of Cambridge Local Examinations Syndicate in collaboration with the University of Malaya.

He has more than 40 years of experience in the field of accounting. He is a member of the Malaysian Association of Certified Public Accountants since January 1993 and a member of the Malaysian Institute of Accountants since June 2001. In January 2007, he obtained his Practising Certificate as a Certified Public Accountant with the Malaysian Institute of Certified Public Accountants. He is also a member of the Malaysian Institute of Taxation since September 2008. In December 2010, he obtained his Practising Certificate as a Chartered Accountant with the Malaysian Institute of Accountants to engage in public practice and provision of regulated services such as audit, taxation and liquidation.

He started his career as an Articled Clerk in May 1981 with Coopers & Lybrand (now known as PricewaterhouseCoopers) where his main roles include assisting in audit engagements and supporting the audit teams. In August 1988, he left Coopers & Lybrand and joined Seal Incorporation Berhad as an Accountant Supervisor in the same month where he was responsible for the preparation of accounting reports to the management. In January 1990, he left Seal Incorporation Berhad and joined Kinta Properties Sdn Bhd as a Senior Accounts Executive in the same month where he assisted with financial tasks and perform routine accounting duties.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

In March 1991, he left Kinta Properties Sdn Bhd and joined Kassim Chan + Co (now known as Deloitte) as an Audit Senior in the same month where he was primarily responsible for the planning of audits, supervision of field teams, review of audit work papers and finalisation of accounts. In June 1993, he left Kassim Chan + Co and joined Syuen Corporation Sdn Bhd in the same month as Group Financial Controller and Group Company Secretary where he was in charge of finance and accounting matters while also handling company secretary matters. In June 1997, he left Syuen Corporation Sdn Bhd and joined Transcyber Management Sdn Bhd in July 1997 as an Accountant where he was responsible for handling finance and accounting matters. He left Transcyber Management Sdn Bhd in May 1998.

In November 1997, he had set up his own audit firm, Messrs Lim Chee Hoong & Company (now known as Messrs CHI-LLTC) which commenced operations in June 1998 where he was responsible for overseeing the audit team for statutory audit services. Messrs CHI-LLTC assumed its present name after admitting several other partners to the firm beginning from January 2001 including Tang Boon Hiap, Lam Foong Kei, Wu Thien Loong and Ong Sheik Yoong. In December 2001, he joined Messrs Lee Teik Swee & Co where he served as one of the partners for overseeing the operation of the audit firm from December 2001 to October 2013. He was also a partner of an audit firm, TNL Partners PLT, from June 2020 to December 2022. He currently also serves as the Executive Director of Lim Tang Tax Services Sdn Bhd, a company providing tax advisory services, in which he is also the sole shareholder.

He is currently the Independent Non-Executive Director of Pelikan International Corporation Berhad, OKA Corporation Bhd and Ritamix Global Limited, a public limited company listed on the Hong Kong Stock Exchange and a Non-Independent Non-Executive Director of PRG Holdings Berhad.

Details of his involvements in other companies outside of our Group are set out in Section 5.2.2(e) of this Prospectus.

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5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

5.2.2 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) Dato' Saidi Bin Ismail

Present involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held as at LPD	
					Direct	Indirect
HK Setia Security Services Sdn Bhd	Provision of security services, security systems services and private security activities	Director	3 July 2023	-	70.0	-

Past involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	Involvement other than as a director
Prompt Dynamics Logistics Sdn. Bhd.	Transportation services for containers	Director	1 March 2021	3 February 2023	-

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

(b) KBH

Present involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held as at LPD	
					Direct	Indirect
YHTJ (Sabah)	Investment holdings in properties, previously involved in sales and rental of scaffoldings and other steel related products	Director	07 July 2006	-	85.0	-
YHTJ (Sarawak)	Investment holdings in properties, previously involved in buying, selling, renting and operating of self-owned or leased real estate for non-residential buildings	Director	22 May 2009	-	99.0	-
Kang BH Holdings Sdn Bhd	Investment holdings in shares. The company is currently dormant	Director	31 October 2012	-	90.0	-
Visage Global Sdn Bhd	Subcontractor services for construction and trading of construction materials	Director	10 July 2014	-	70.0	-
Visage Industries	Investment holdings in properties, previously involved in provision of design, manufacture, supply and installation of light weight steel roof truss system and metal roofing	Director	26 May 2014	-	100.0	-
YHTJ R&D	Research and development on engineering and technology	Director	24 October 2016	-	100.0	-
Hektar Emas Sdn Bhd	Investment holdings in properties	Director	17 March 2023	-	100.0	-

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

Past involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	Involvement other than as a director
BW Yee Seng (M) Sdn Bhd	Trading and renting in scaffoldings and related products	Director	26 April 2002	(1)-	(1)-
Solid Recycle Sdn Bhd	Dealing with building materials, scaffolding hardware and machinery	Director	25 September 2012	26 June 2023	(2)Shareholder with 40% equity interest
Eco High	Manufacturing and renting of construction material and products, to involve in all kinds of construction works	-	-	-	(3)Shareholder with 44% Indirect equity interest via BWYS Steel
SNT Industries Sdn Bhd	To carry on the business in manufacture of carpentry products and materials for industrial and home improvement, such as lego box kitchens, plywood doors and all kinds of building materials related to same	N/A	N/A	-	(4)Shareholder with 75% equity interest

Notes:

- (1) He has ceased to be the director and shareholder of BW Yee Seng (M) Sdn Bhd with the dissolution of the company on 18 January 2019.
- (2) He has ceased to be a shareholder of Solid Recycle Sdn Bhd on 21 July 2023.
- (3) He has ceased to be an indirect shareholder of Eco High on 8 December 2022.
- (4) He has ceased to be a shareholder of SNT Industries Sdn Bhd on 14 August 2023.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

(c) See Swee Sie

Present involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held as at LPD	
					Direct	Indirect
Anoop & See Advocates & Solicitors ⁽¹⁾	Legal Services	Partner ⁽¹⁾	3 January 1998	-	50.0	-

Note:

(1) See Swee Sie set up her legal firm, Messrs S S See & Associate in January 1998, as a sole proprietor. In January 2008, Messrs S S See & Associates was converted to a partnership and underwent a change of name to Messrs Anoop & See and See Swee Sie has held the position of managing partner since then.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

(d) Teresa Tan Siew Kuan

Present involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held as at LPD	
					Direct	Indirect
PLB Engineering Berhad	Investment holding company and provides management services to its subsidiaries which principally involved in construction and property development	Independent Non-Executive Director	5 October 2022	-	-	-
IQ Group Holdings Berhad	Investment holding company and provides management services to its subsidiaries which principally involved in design and manufacture of lighting, security and convenience products	Independent Non-Executive Director	1 March 2023	-	-	-

(e) Lim Chee Hoong

Present involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held as at LPD	
					Direct	Indirect
CHI-LLTC ⁽¹⁾	Providing audit services	Partner ⁽¹⁾	3 November 1997	-	-	-

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held as at LPD	
					Direct	Indirect
PRG Holdings Berhad	Investment holding company and provision of management services. The principal activities of the subsidiaries are mainly property development, provision of smart energy solving solution and manufacturing and sale of upholstery and safety webbings.	Non-Independent Non-Executive Director ⁽²⁾	25 May 2023 ⁽²⁾	-	~	~
Lim Tang Tax Services Sdn Bhd	Taxation, accounting and financial consultancy services	Director	1 June 2005	-	100.0	-
Modular Management Services Sdn Bhd	Provision of business advisory and management services	-	-	-	0.1	-
Pelikan International Corporation Berhad	Investment holding company where its subsidiaries is principally involved in manufacturing and sales of inkjet cartridges, toner and stationery products	Independent Non-Executive Director	3 June 2019	-	-	-
Ritamix Global Limited	(i) Distribution of animal feed additives and, to a lesser extent, human food ingredients; and (ii) Manufacturing of animal feed additives premixes	Independent Non-Executive Director	8 April 2021	-	-	-
OKA Corporation Bhd	Investment holding company where its subsidiaries is principally involved in manufacture and sale of pre-cast concrete products	Independent Non-Executive Director	1 June 2023	-	-	-

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

Past involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	Involvement other than as a director
Choo Bee Metal Industries Berhad	Processing of steel coils into steel products, fabrication of steel products and trading of hardware products	Independent Non-Executive Director	1 July 2011	31 May 2023	-
TNL Partners PLT ⁽³⁾	Providing audit services	Partner	22 June 2020	20 December 2022	-

Notes:

~ Represents amount less than 0.1%.

- (1) Lim Chee Hoong incorporated Messrs Lim Chee Hong & Company in November 1997. After forming a partnership, Messrs Lim Chee Hoong & Company underwent a name change to Messrs CHI-LLTC and he has held the position of partner since November 1997.
- (2) Lim Chee Hoong was appointed as the Independent Non-Executive Director of PRG Holdings Berhad on 21 July 2003 and he was later designated to the position of Non-Independent Non-Executive Director on 25 May 2023.
- (3) Lim Chee Hoong incorporated TNL Partners PLT on 22 June 2020 together with two other partners, namely Tang Boon Hiap and Ng Leong Teck. He subsequently withdrew from the partnership on 20 December 2022.

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5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

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

The involvements of our Directors in those business activities outside our Group do not give rise to any conflict of interest situation with our business activities, after taking into consideration the following factors:

- (a) the involvement of our Independent Non-Executive Directors will not affect their contributions to our Group as they only attend board meetings to provide oversight and check-and-balance to our Group's affairs. Their roles are to ensure that our Group has the proper corporate governance in conducting our business activities from time to time; and
- (b) the involvement of our Executive Director in those business activities do not require significant amount of their management time as they are not involved in the management and day-to-day operations of these business, other than attending meetings of the board of directors on which they serve. Such businesses do not require their involvement on a daily basis as these businesses are managed by their respective management.

Based on the above considerations, our Board is of the view that the involvements of the Directors in other companies do not affect their abilities to perform their executive roles and responsibilities to our Group. Our Executive Directors spend most of their time in the operations and affairs of our Group. As such, their involvements in other businesses and operations outside of our Group are not expected to have any effect on their contribution to our Group.

5.2.3 Board practice**(A) Board**

Our Board members are from diversified backgrounds in terms of age and expertise. They have professional experience ranging from corporate, accounting and consulting as well as industry experience. Our Board is of the opinion that at present there is adequate diversity in skills, experience, age, cultural background and gender in its composition.

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

- (a) Our Board shall assume ultimate accountability and responsibility for the performance and affairs of our Group. Our Board is collectively responsible for meeting the objectives and goals of our Group and shall in so doing effectively represent and promote the legitimate interests of our Group and its shareholders. Our Board, at all times, shall retain full and effective control over our Group and shall direct and supervise the business and affairs of our Group.
- (b) Our Board shall ensure that management has in place appropriate processes for risk assessment, management and internal controls and monitoring performance against agreed benchmarks. Our Board shall work with management as collaborators in advancing the interests of our Group.
- (c) Our Board has delegated certain responsibilities to committees which operate in accordance with the Board Charter and delegated the day-to-day management of our Group's business to our Executive Directors and the key senior management, subject to an agreed authority limit.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

- (d) The principal roles and responsibilities of our Board are:
- (i) ensure that all its directors are able to understand financial statements and form a view on the information presented;
 - (ii) together with key senior management, promote good corporate governance culture within our Group which reinforces ethical, prudent and professional behaviour;
 - (iii) set the strategic plan including setting performance objectives and approving operating budgets for our Group and ensuring that the strategies promote sustainability within the aspects of environment, social and economy and necessary resources are in place for our Group to meet its objectives. Our Board is also responsible for monitoring the implementation of the strategic plan by the key senior management;
 - (iv) overseeing the conduct of our Group's business and build sustainable value for our shareholders by monitoring financial performance against approved budget, determine dividend policy and the amount, nature and timing of dividends to be paid and also to conduct a review of our Group's funding requirements on a continuing basis, including significant treasury matters, approval of financing arrangements, or payment authority and other signatories;
 - (v) identifying principal risks on a continuous basis and ensuring the implementation of appropriate internal controls and mitigation measures such as to establish an internal audit function which reports directly to the Audit and Risk Management Committee, oversight of the Audit and Risk Management Committee's evaluation of auditor's performance and independence, and reviews relevant arrangements brought forth by the Audit and Risk Management Committee;
 - (vi) overseeing the development and implementation of a corporate disclosure policy (including an investor relations program or shareholder communications policy) for our Group;
 - (vii) succession planning, including appointing, assessing, training, fixing the compensation of and where appropriate, replacing Executive Directors and the key senior management and overseeing our Group's human capital development process, monitor and compensate against pre-determined evaluation criteria;
 - (viii) reviewing the adequacy and the integrity of our Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines to ensure an effective framework for internal controls and risk management;
 - (ix) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
 - (x) ensuring that our Group's financial statements are true and fair and conform with the accounting standards;
 - (xi) monitoring and reviewing policies and procedures relating to occupational health and safety and compliance with relevant laws and regulations;
 - (xii) ensuring that our Group adheres to high standards of ethics and corporate behaviour;

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

- (xiii) periodically review an anti-bribery and anti-corruption compliance programme which includes clear policies and objectives that adequately addresses corruption risk; and
 - (xiv) approve the Whistleblowing Policy and Procedures to encourage reporting of any legitimate concerns over any wrongdoing in our Group.
- (e) In overseeing the conduct of our Group's business, our Board shall ensure that an appropriate financial planning, operating and reporting framework as well as risk management framework is established. Elements under this combined framework include the business plan, the budget, financial statements, divisional strategic/performance reviews reports and risk management reports.

In accordance with our Constitution, an election of Directors shall take place each year at the annual general meeting of our Company, where one-third of our 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. This is provided always that all 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.

Save for KBH who was appointed on 4 January 2023, all our other Directors were only appointed to our Board on 1 August 2023 and have served for less than one year on our Board as at LPD. All our Directors will retire and be eligible for re-election at our forthcoming first annual general meeting. The members of our Board are set out in Section 5.2.1 of this Prospectus.

(B) Audit and Risk Management Committee

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

Name	Designation	Directorship
Lim Chee Hoong	Chairman	Independent Non-Executive Director
See Swee Sie	Member	Independent Non-Executive Director
Teresa Tan Siew Kuan	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 on financial reporting and risk management. Our Audit and Risk Management Committee has full access to all information and documents/resources as well as to the internal and external auditors as well as our key senior management team.

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

- (a) review our Group's quarterly results and year-end financial statements before submission to the Board;
- (b) review with the external auditors and report to the Board on the audit plan, audit report and evaluation on internal controls and co-ordination of the external auditors;
- (c) review with the internal auditors and report to the Board on the internal audit process including the internal audit plan, the adequacy and effectiveness of the internal audit function and the implementation of the recommendations of the internal audit function;

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

- (d) review any related party transactions and conflict of interest situations that may arise and make recommendation to Board that such transactions are at arm's length and in the best interest of our Group including any transaction, procedure or course of conduct that raises question of management integrity; and
- (e) establish, maintain and periodically review an anti-corruption compliance programme which includes clear policies and objectives that adequately address corruption risks.

External Auditors

- (a) nominate and recommend the appointment of external auditors, to consider the adequacy of experience, resources and audit fees of the external auditors;
- (b) to review any letter of resignation from the external auditors and any questions of resignation or dismissal;
- (c) to discuss with the external auditors, prior to the commencement of audit, the audit plan which states the nature and scope of audit;
- (d) to review major audit findings arising from the interim and final external audits, the audit report and the assistance given by our Group's officers to the external auditors;
- (e) to review with the external auditors, their evaluation of the system of internal controls, their management letter and management's responses;
- (f) to review whether there is reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment;
- (g) assess the suitability, objectivity and independence of the external auditor on an annual basis based on established policies and procedures, and the annual performance evaluation of the external auditor undertaken by the Audit and Risk Management Committee.

Internal Auditors

- (a) review the adequacy of scope, functions and resources of the internal auditors (that was engaged to undertake the internal audit function), and that it has the necessary authority to carry out its work;
- (b) review 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;
- (c) review the major findings of internal audit investigations and ensure that appropriate actions are taken on the recommendations of the internal audit function; and
- (d) review and approve any appointment, termination or resignation of the internal auditors.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

Risk Management

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

Conflict of Interest and Related Party Transactions

- (a) to review any related party transactions including recurrent related party transactions or conflict of interest situations that may arise within our Group including any transaction, procedure or course of conduct that raises questions of management integrity and report the same to our Board; and
- (b) to establish policies and procedures to manage potential conflict of interest situations including potential conflict of interest between any director and our Company as well as between our Company and its subsidiaries.

Others

- (a) to maintain and keep under review the whistle-blowing mechanism of our Group which shall be in accordance with the Whistle-blowing Policy, which aims to provide protection and confidentiality;
- (b) to discuss and review the major findings of any internal investigations and the management's response;
- (c) to perform any other work that it is required or empowered to do by statutory legislation or guidelines as prepared by the relevant government authorities;
- (d) where the Audit and Risk Management Committee is of the view that a matter reported by it to our Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the Audit and Risk Management Committee must promptly report such matter to Bursa Securities; and
- (e) if applicable, to review the allocation of options during the year if any, under any of our Company's employee share issuance scheme to ensure that this was in compliance with the allocation criteria determined by the scheme committee set up for that purpose and in accordance with any related by-laws.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

(C) Nomination Committee

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

Name	Designation	Directorship
See Swee Sie	Chairperson	Independent Non-Executive Director
Teresa Tan Siew Kuan	Member	Independent Non-Executive Director
Lim Chee Hoong	Member	Independent Non-Executive Director

The key duties and responsibilities of our Nomination Committee include the following:

- (a) identify, consider and recommend to our Board suitable candidates for appointment as Directors. Our Nomination Committee shall not solely rely on recommendations from our existing Board members, management or substantial shareholders, but will also utilise independent sources to identify suitably qualified candidates;
- (b) develop and implement the fit and proper policy for the appointment and re-election of Directors of our Group that addresses the board quality and integrity;
- (c) review and recommend to our Board the re-election of Directors who retired by rotation pursuant to our Constitution and re-appointment of Directors who retired pursuant to relevant sections of the Act, subject to the conduct of the fit and proper assessment;
- (d) recommend to our Board, Directors to fill the vacancies on Board committees and recommend to our Board in respect of Directors' independence and conflicts of interests, if any, the steps to be taken to manage potential conflicts of interest;
- (e) develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors, of which there should be a formal, rigorous and transparent process for the appointment of directors (including re-appointments) and key senior management;
- (f) establish a policy on Board composition having regard to the mix of skills, independence, experience, age, cultural background and diversity (including gender diversity) required to meet the needs of our Group;
- (g) assess annually the effectiveness of our Board as a whole, the committees of our Board and the contribution of each individual Director including his time commitment, character, experience and integrity;
- (h) consider the size and balance of our Board with a view to determine the impact of the number upon our Board's effectiveness and recommend it to our Board;
- (i) recommend to our Board on our Group's gender diversity policies, targets and discuss measures to be taken to meet those targets while ensuring the Board comprises sufficient women directors as recommended by the latest Malaysian Code on Corporate Governance and to review the participation of women in key senior management to ensure there is healthy talent pipeline;
- (j) recommend to Board, protocol for accepting new directorships; and
- (k) review and recommend the extension of contracts of the Executive Directors, key senior management and any other person our Board so determines.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

(D) Remuneration Committee

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

Name	Designation	Directorship
Teresa Tan Siew Kuan	Chairperson	Independent Non-Executive Director
See Swee Sie	Member	Independent Non-Executive Director
Lim Chee Hoong	Member	Independent Non-Executive Director

The key duties and responsibilities of our Remuneration Committee include the following:

- (a) review our Group's policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of Directors and key senior management, and recommend to our Board for approval;
- (b) recommend to our Board the remuneration of executive Directors, non-executive Directors and key senior management in all its forms and to review our Group's remuneration policies and procedures which should be disclosed in the annual report;
- (c) determine a fair remuneration of Executive Directors and key senior management to attract, retain and motivate Executive Directors and key senior management and in doing so, the Remuneration Committee shall set performance measures for incentive plans which should be aligned with the business strategy and long-term objectives of our Group, complexity of our Group's activities, and reflects the experience and level of responsibilities;
- (d) ensure fees and benefits payable to the Directors, and any compensation for loss of employment of Executive Directors are approved by the shareholders at general meetings; and
- (e) review and recommend to our Board, the remuneration packages of Non-Executive Directors for shareholders' approval at our general meeting in accordance with the Act and ensure that remuneration and incentives for Non-Executive Directors should not conflict with their obligation in bringing objectivity and independent judgment on matters discussed.

5.2.4 Existing or proposed service agreements

As at the LPD, there are no existing or proposed service agreements entered into between the companies within our Group with our Directors.

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5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

5.2.5 Directors' shareholdings

The shareholdings of our Directors in our Company before and after our IPO, assuming that our Directors (except for KBH) will fully subscribe for their respective entitlements under the Pink Form Allocations, are set out below:

Names	Designation / Nationality	Before IPO ⁽¹⁾				After IPO ⁽²⁾			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Saidi bin Ismail	Independent Non-Executive Chairman / Malaysian	-	-	-	-	300,000	~	-	-
KBH	Non-Independent Executive Director / Managing Director / Malaysian	768,910,000	100.0	-	-	668,910,000	65.2	-	-
Kang Yi Ki	Non-Independent Executive Director / Malaysian	-	-	-	-	1,000,000	~	-	-
See Swee Sie	Independent Non-Executive Director / Malaysian	-	-	-	-	300,000	~	-	-
Teresa Tan Siew Kuan	Independent Non-Executive Director / Malaysian	-	-	-	-	300,000	~	-	-
Lim Chee Hoong	Independent Non-Executive Director / Malaysian	-	-	-	-	300,000	~	-	-

Notes:

~ less than 0.1%.

(1) Based on the share capital of 768,910,000 Shares after completion of the Acquisitions and transfer of 1 subscriber Share to KBH but before our IPO.

(2) Based on the enlarged share capital of 1,025,213,000 Shares after our IPO.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

5.3 KEY SENIOR MANAGEMENT

5.3.1 Profiles of key senior management

(a) Lau Ken Wah
Chief Operating Officer

Lau Ken Wah, a Malaysian, aged 47, is the Chief Operating Officer of our Group. He is responsible for overseeing our Group's day-to-day operations and sales including managing all production activities, manufacturing processes and allocation of resources within our Group and ensuring our Group meets production targets efficiently and effectively.

He graduated with a Bachelor's degree in Commerce majoring in Accounting and Information Systems from the Curtin University of Technology, Australia in December 2000.

Prior to passing his final paper for Bachelor's degree in Commerce majoring in Accounting and Information Systems, he began his career in July 1999 as a project coordinator at Applied Computers Sdn Bhd where he was responsible for technical and support for projects. He was then promoted to Account Manager in July 2000 where he was responsible for client relationship management. He left Applied Computers Sdn Bhd in February 2001.

In February 2001, he co-founded Te-Base Technology Sdn Bhd where he was responsible for overseeing the day-to-day operations, managing sales and marketing activities, and spearheading the development and implementation of effective marketing strategies. In January 2007, as part of a merger exercise, some projects and the development team under Te-Base Technology Sdn Bhd were transferred to Spartan System Solution Sdn Bhd pursuant to which he assumed the role of Principal Consultant at Spartan System Solution Sdn Bhd. During this period, he was responsible for executing and managing key project operations of Spartan System Solution Sdn Bhd while also overseeing the operations of Te-Base Technology Sdn Bhd. In February 2008, he left Spartan System Solution Sdn Bhd.

He joined Smartag Solution Sdn Bhd (now known as SMTrack Berhad) in March 2008 as Sales and Marketing Director where he was mainly responsible for the sales revenue and budget forecast, as well as the development and execution of the marketing strategies. He left Smartag Solution Sdn Bhd as Chief Marketing Officer in August 2010. Thereafter, he managed a children creative development centre operated by Synoray Ventures Sdn Bhd from November 2006 when he became a director and shareholder until the dissolution of Synoray Ventures Sdn Bhd in May 2016. He joined EP-TEC Solutions Sdn Bhd as a Business Development Manager in December 2011. His role included leading the development and implementation of marketing programs and strategising sales activities. He left EP-TEC Solutions Sdn Bhd in July 2016.

In July 2016, he joined NEC Corporation of Malaysia Sdn Bhd as a Senior Account Manager, where he was responsible for managing and developing the company's key accounts in the retail vertical segment, overseeing profit and loss for all accounts and creating and developing new business strategies for existing and new key enterprise accounts. He was subsequently promoted as Account Director in July 2017.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

He left NEC Corporation of Malaysia Sdn Bhd and joined Xangars Solutions Sdn Bhd in May 2018 as the Director of Sales and Operations. He was responsible for leading and managing the day-to-day operations of the company, as well as developing and implementing the operational procedures, business strategies and sales strategies of the company. He left Xangars Solutions Sdn Bhd in July 2019 and took a career break.

In February 2020, he joined ENClip Solution Sdn Bhd as the Sales Director where he was responsible for overseeing and managing sales and marketing activities. During his time at ENClip Solution Sdn Bhd, he also co-founded 3Logic Technologies Sdn Bhd in November 2021, a company established to complement and support ENClip Solution Sdn Bhd's operations, in providing the software solutions and products. At 3Logic Technologies Sdn Bhd, he served as a director where he was responsible for overseeing the day-to-day operations and executing telecommunication and cloud software solutions. He left ENClip Solution Sdn Bhd in January 2022 and also resigned as a director of 3Logic Technologies Sdn Bhd in June 2022.

In January 2022, he joined our Group as Senior Vice President (Group Operations) and was subsequently reassigned as our Chief Operating Officer in March 2023 where he assumed his current responsibilities.

Details of his involvements in other companies outside of our Group are set out in Section 5.3.2(a) of this Prospectus.

(b) Sim Kay Wah
Chief Financial Officer

Sim Kay Wah, a Malaysian, aged 47, is the Chief Financial Officer of our Group. He is responsible for overseeing our Group's overall accounting and financial matters including financial reporting and planning, corporate finance, taxation, treasury management and internal audit.

He graduated with a Bachelor degree in Accountancy from Royal Melbourne Institute of Technology, Australia ("**RMIT**") in November 1999. He obtained his certificate for CPA from CPA Australia and became a member of CPA in April 2003. He was subsequently admitted as a Fellow of CPA Australia in August 2022. He is also a member of the Malaysian Institute of Accountants since May 2003. Thereafter, he obtained his Master degree in Finance from RMIT in April 2004. He obtained his qualification as a Chartered Management Accountant from the Chartered Institute of Management Accountants in January 2017.

Prior to graduating from RMIT, he began his career as a consultant specialising in auditing and corporate finance at Hanifah Teo & Associate in October 1999 and was later transferred to BDO Capital Consultants Sdn Bhd in May 2000. He left BDO Capital Consultants Sdn Bhd in June 2001. He then joined Deloitte KassimChan (now known as Deloitte Malaysia) as a consultant in corporate restructuring, corporate finance and auditing from July 2001 to May 2003. Thereafter, he joined Naza Motor Trading Sdn Bhd as an Assistant Manager in Corporate Finance Department from May 2003 to June 2004 where he was responsible for group accounts reporting.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

He left Naza Motor Trading Sdn Bhd and joined PM Securities Berhad as an Assistant Manager in September 2004, where he led a team of corporate finance professionals in serving clients in the area of equity financing, restructuring, and advisory. He left PM Securities Berhad to join Limahsoon Berhad as its Financial Controller in May 2007, where he was responsible for the financial infrastructure support including financial systems, procedures, human capital, and accounting policies, as well as the development of business strategies and financial models.

He left Limahsoon Berhad to join Smartag Solutions Berhad as Chief Financial Officer in November 2009, where he was involved in the listing of Smartag Solutions Berhad on the Bulletin Board of the United States. He left Smartag Solutions Berhad to join RCG Matrix Sdn Bhd as a Financial Controller in September 2010. He was appointed as the Deputy Chief Financial Officer of RCG Holdings Limited in December 2010 and was promoted to Chief Financial Officer of China eWallet Payment Group Limited (formerly known as RCG Holdings Limited) in March 2014. He was responsible for the corporate finance, corporate strategies and planning, accounting and finance, and investor relations division of China eWallet Payment Group Limited. In January 2022, he left China eWallet Payment Group Limited and joined our Group as Senior Vice President (Group Finance) and was subsequently redesignated as Chief Financial Officer where he assumed his current responsibilities.

Since November 2015, he serves as an Independent Non-Executive Director of Bahvest Resources Berhad as well as its Audit Committee Chairman.

Details of his involvements in other companies outside of our Group are set out in Section 5.3.2(b) of this Prospectus.

(c) Larry Lim Eng Sooi
Head of Corporate Governance, Affairs and Compliance

Larry Lim Eng Sooi, a Malaysian, aged 59, is the Head of Corporate Governance, Affairs and Compliance of our Group. He is responsible for corporate affairs, administering and overseeing our Group's corporate governance policies and procedures as well as internal control systems.

He completed his secondary education at St. Xavier's Institution, Penang in December 1981. In May 1982, he joined Kah Motor Company Sdn Bhd as a wages clerk at Permatang Pauh, Butterworth. He joined Public Finance Berhad as a clerk (now known as Public Bank Berhad) in September 1983 and was subsequently promoted to Officer Trainee in October 1991 where he was responsible for frontline products such as savings accounts, fixed deposit accounts, automated teller machine cash replenishment and hire purchase collections. In October 1992, he was promoted to Operations Officer in the hire purchase collections and recovery department. In August 1995, he was further promoted to Senior Operations Officer in the hire purchase collections and recovery department. Thereafter, he became the Head of the Credit Administration Centre, Seberang Jaya in November 1999 where he was in charge of the hire purchase collections and recovery department.

In September 2004, he was transferred to the Hire Purchase Credit Control department in Public Bank Berhad's Credit Administration Centre in Butterworth retaining his designation. In October 2008, he was promoted to Head of the Credit Administration Centre.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

In March 2011, he left Public Bank Berhad to join our Group as the Senior Vice President (Sales) where he was responsible for all sales and marketing activities. In March 2014, he was also appointed as the Occupational Safety and Health Committee Chairperson where he was responsible for overseeing the safety and health performance of BWYS Steel and the same for YS Success in September 2015. In July 2014, he was redesignated to Senior Vice President (Head, Credit Administration and Compliance) where he was responsible for all credit administration, credit risk management and upkeeping our Group's Standard of Conduct compliance.

In January 2017, he was appointed as our Senior Vice President, Plant Operations and Credit Administration in which his roles include overseeing the production, maintenance, quality control, quality management systems, warehouse, logistics, safety and health, as well as formulating credit administration and compliance policies. In June 2019, he was appointed as our Senior Vice President overseeing the entire operations and profitability of business activities including scaffoldings and metal roofing as well as specific areas of the plant operations. He was subsequently redesignated as our Corporate Governance, Affairs and Compliance in March 2023 where he assumed his current responsibilities.

He does not have any present involvements in other companies outside our Group. Details of which his past involvements in other companies outside of our Group are set out in Section 5.3.2(c) of this Prospectus.

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5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

5.3.2 Principal business performed outside our Group

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

(a) Lau Ken Wah

Present involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held as at LPD	
					Direct	Indirect
Te-Base Technology Sdn Bhd	Dormant with no intended activities	Director	10 February 2001	-	60.0	-

Past involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	Involvement other than as a director
3logic Technologies Sdn Bhd	General trading	Director	26 November 2021	28 June 2022	⁽¹⁾ Shareholder with 40% equity interest

Note:

(1) He had ceased to be a shareholder of 3logic Technologies Sdn Bhd on 21 July 2022.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

(b) Sim Kay Wah

Present involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held as at LPD	
					Direct	Indirect
Bahvest Resources Berhad	Investment holding company which its subsidiaries are principally involved in gold mining activities	Independent Non-Executive Director	20 November 2015	-	-	-

Past involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	Involvement other than as a director
Tag Station MSC Sdn Bhd	Provision of IT and IT-related products	Director	1 August 2011	(1)-	(1)-
RCG (Malaysia) Sdn Bhd	Investment holding in shares. The subsidiaries are principally involved in provision of IT and IT-related products, trading and distribution of computer technology products	Director	1 August 2011	(2)-	(2)-
RCG Matrix Sdn Bhd	Trading and distribution of computer technology products	Director	1 August 2011	1 October 2021	-
RCG Land Sdn Bhd	Buying, selling, renting and operating of self-owned or leased real estate	Director	1 August 2011	1 October 2021	-

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

Company	Principal activities	Position held	Date of appointment	Date of resignation	Involvement other than as a director
TT Life Holdings (M) Berhad	Activities of holding companies, export and import of a variety of goods without any particular specialisation, buying, selling, renting and operating of self-owned or leased real estate	Director	25 September 2020	28 February 2022	-

Notes:

- (1) He had ceased to be the director of Tag Station MSC Sdn Bhd with the dissolution of the company on 24 January 2022.
- (2) He had ceased to be the director of RCG (Malaysia) Sdn Bhd with the dissolution of the company on 23 March 2022.

(c) Larry Lim Eng Sooi

Past involvements

Company	Principal activities	Position held	Date of appointment	Date of resignation	Involvement other than as a director
Eco High	Manufacturing and renting of construction material and products; to involve in all kinds of construction works	Director	31 July 2017	19 January 2022	⁽¹⁾ Shareholder with 3% equity interest

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (cont'd)

Company	Principal activities	Position held	Date of appointment	Date of resignation	Involvement other than as a director
SNT Industries Sdn Bhd	To carry on the business in manufacture of carpentry products and materials for industrial and home improvement, such as lego box kitchens, plywood doors and all kinds of building materials related to same	Director	31 October 2013	14 August 2023	⁽²⁾ Shareholder with 15% equity interest

Notes:

- (1) He had ceased to be a shareholder of Eco High on 8 December 2022.
- (2) He had ceased to be a shareholder of SNT Industries Sdn Bhd on 14 August 2023.

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5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT *(cont'd)*

5.3.3 Existing or proposed service agreements

As at the LPD, save for the service agreements of Lau Ken Wah and Sim Kay Wah as disclosed below, there are no existing or proposed service agreements (contracts for services) entered into between the companies within our Group with our key senior management.

- (a) The salient terms of the service contract of Lau Ken Wah dated 14 December 2023 as our Chief Operating Officer are as follows:
- (i) The duration of the service contract shall commence on 14 December 2023 and shall terminate on 13 December 2026;
 - (ii) The service contract may be terminated by either party giving to their 3 months' notice in writing or 3 months' salary in lieu of such notice.
- (b) The salient terms of the service contract of Sim Kay Wah dated 14 December 2023 as our Chief Financial Officer are as follows:
- (i) The duration of the service contract shall commence on 14 December 2023 and shall terminate on 13 December 2026;
 - (ii) The service contract may be terminated by either party giving to their 3 months' notice in writing or 3 months' salary in lieu of such notice.

5.3.4 Key senior management's shareholdings

The shareholdings of our key senior management in our Company before and after our IPO are set out below:

Names / Designation / Nationality	Before IPO				After IPO ⁽¹⁾⁽²⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Lau Ken Wah / Chief Operating Officer / Malaysian	-	-	-	-	2,000,000	0.2	-	-
Sim Kay Wah / Chief Financial Officer / Malaysian	-	-	-	-	2,000,000	0.2	-	-
Larry Lim Eng Sooi / Head of Corporate Governance, Affairs and Compliance / Malaysian	-	-	-	-	2,000,000	0.2	-	-

Notes:

- (1) Based on the enlarged share capital of 1,025,213,000 Shares after our IPO.
- (2) Assuming our key senior management will fully subscribe for their respective entitlements under the Pink Form Allocations.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

5.4 RELATIONSHIPS AND ASSOCIATIONS

Save as disclosed below, there are no family relationships or association between or amongst our Promoter, substantial shareholder, Directors and key senior management as at the LPD:

- (a) KBH, our Promoter, substantial shareholder, Non-Independent Executive Director and Managing Director, is the father of Kang Yi Ki, our Non-Independent Executive Director.

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5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT *(cont'd)*

5.5 REMUNERATION AND BENEFITS

5.5.1 Directors

The aggregate remuneration and 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 the FYE 2021, FYE 2022 and FYE 2023 are as follows:

FYE 2021 Director	Directors fees RM'000	Salaries RM'000	Bonuses RM'000	(1)Statutory contributions RM'000	Benefits -in-kind RM'000	Total RM'000
KBH	-	794	212	128	-	1,133
Kang Yi Ki	-	61	18	14	-	94

FYE 2022 Director	Directors fees RM'000	Salaries RM'000	Bonuses RM'000	(1)Statutory contributions RM'000	Benefits -in-kind RM'000	Total RM'000
KBH	-	862	159	165	-	1,185
Kang Yi Ki	-	64	12	14	-	90

FYE 2023 Director	Directors fees RM'000	Salaries RM'000	Bonuses RM'000	(1)Statutory contributions RM'000	Benefits -in-kind RM'000	Total RM'000
Dato' Saidi bin Ismail	(2)-	-	-	-	-	(2)-
KBH	-	862	(3)-	142	-	1,004
Kang Yi Ki	-	120	(3)-	15	-	135
See Swee Sie	(2)-	-	-	-	-	(2)-
Teresa Tan Siew Kuan	(2)-	-	-	-	-	(2)-
Lim Chee Hoong	(2)-	-	-	-	-	(2)-

Notes:

- (1) Including contributions to Employee Provident Fund, SOSCO and Employment Insurance System.
- (2) Dato' Saidi bin Ismail, See Swee Sie, Teresa Tan Siew Kuan and Lim Chee Hoong were appointed to our Board on 1 August 2023. These Independent Non-Executive Directors are not entitled to any fees until after our Listing. Their monthly fees are as follows:

Directors	RM
Dato' Saidi bin Ismail	6,000
See Swee Sie	4,000
Teresa Tan Siew Kuan	4,000
Lim Chee Hoong	4,000

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

- (3) The final 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.

The remuneration for our Directors must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board. Any change in Director's fees as set out in our Constitution must be approved by our shareholders through an ordinary resolution passed at a general meeting where appropriate notice of the proposed changes should be given. Please refer to Section 14.4.1 of this Prospectus for further details.

5.5.2 Key senior management

The aggregate remuneration and 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 the FYE 2021, FYE 2022 and FYE 2023 are as follows:

FYE 2021	Remuneration band (in bands of RM50,000)		
	Remuneration	Benefits-in-kind	Total
	RM'000	RM'000	RM'000
Lau Ken Wah	(1)N/A	(1)N/A	(1)N/A
Sim Kay Wah	(1)N/A	(1)N/A	(1)N/A
Larry Lim Eng Sooi	300 – 350	0 – 50	300 – 350

FYE 2022	Remuneration band (in bands of RM50,000)		
	Remuneration	Benefits-in-kind	Total
	RM'000	RM'000	RM'000
Lau Ken Wah	300 – 350	0 – 50	300 – 350
Sim Kay Wah	300 – 350	0 – 50	300 – 350
Larry Lim Eng Sooi	300 – 350	0 – 50	350 – 400

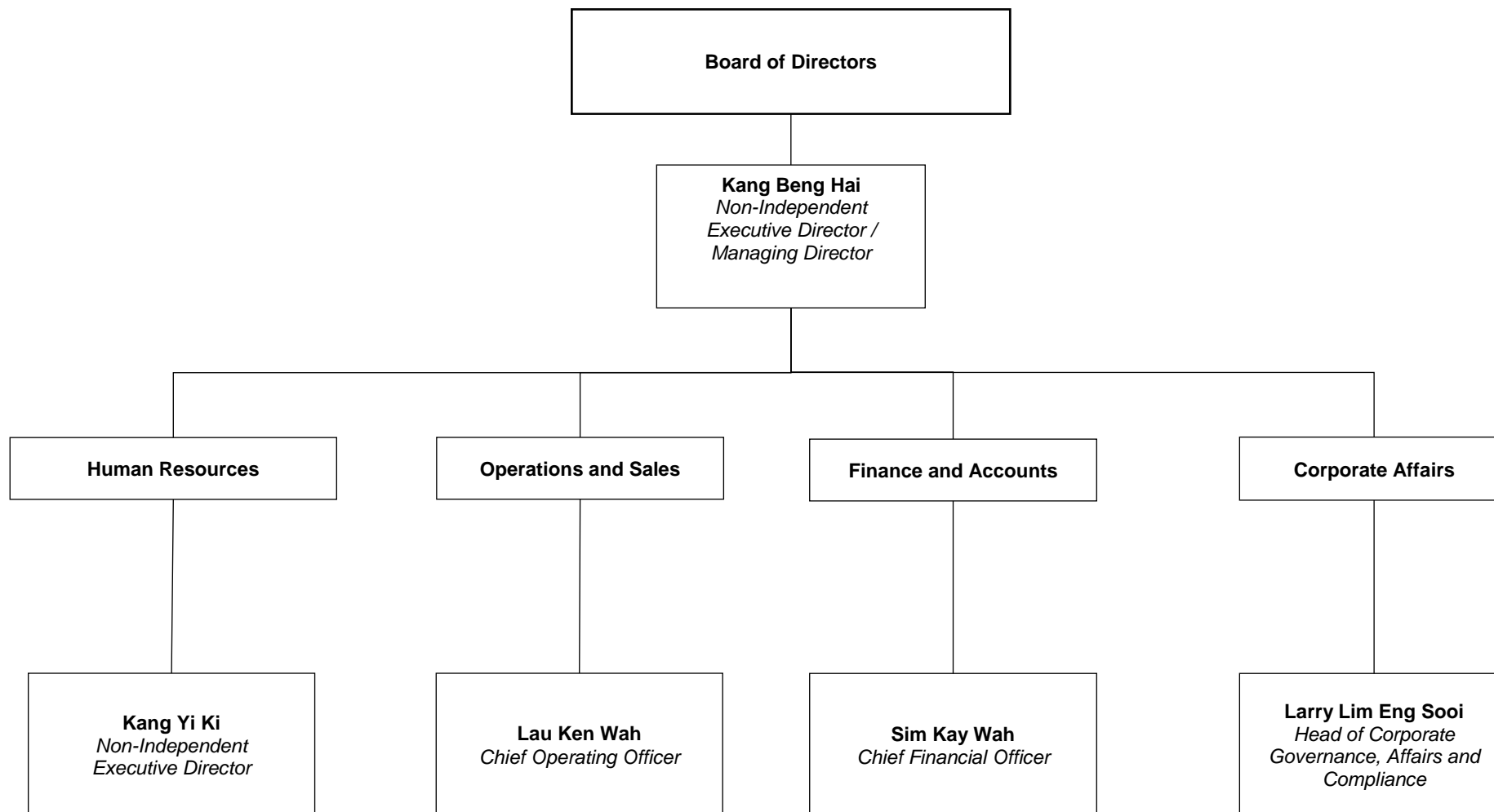
Proposed for FYE 2023	Remuneration band (in bands of RM50,000)		
	Remuneration	Benefits-in-kind	Total
	RM'000	RM'000	RM'000
Lau Ken Wah	350 – 400	0 – 50	350 – 400
Sim Kay Wah	350 – 400	0 – 50	350 – 400
Larry Lim Eng Sooi	350 – 400	0 – 50	350 – 400

Note:

- (1) Joined our Group during FYE 2022.

5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

5.6 MANAGEMENT REPORTING STRUCTURE



5. INFORMATION ON PROMOTER, DIRECTORS, SUBSTANTIAL SHAREHOLDER AND KEY SENIOR MANAGEMENT (*cont'd*)

5.7 DECLARATION FROM PROMOTER, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, none of our Promoter, Directors and 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 laws was 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 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 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 such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his/her part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (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/her 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) being the subject of any current investigation or disciplinary proceeding, or 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) have any unsatisfied judgment against him/her.

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