

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

5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

5.1.1 Promoters and Substantial Shareholders' shareholdings

The details of our Promoters and Substantial Shareholders and their respective shareholdings in our Company before our IPO (after completion of the Acquisition) and after our IPO are as follows:

Name	Nationality	Before our IPO and after the completion of the Acquisition				After our IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	⁽¹⁾ %	No. of Shares	⁽¹⁾ %	No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %
Promoters and Substantial Shareholders									
Edison Kong	Malaysian	274,637,224	90.00	⁽³⁾ 30,515,236	10.00	274,637,224	64.80	⁽³⁾ 30,515,236	7.20
Eileen Liuk	Malaysian	30,515,236	10.00	⁽⁴⁾ 274,637,224	90.00	30,515,236	7.20	⁽⁴⁾ 274,637,224	64.80

Notes:

(1) Based on the total number of 305,152,460 Shares before our IPO and after the completion of the Acquisition.

(2) Based on the enlarged total number of 423,822,460 Shares after our IPO.

(3) Deemed interested by virtue of his spouse, Eileen Liuk's shareholdings pursuant to Section 197 of the Act.

(4) Deemed interested by virtue of her spouse, Edison Kong's shareholdings pursuant to Section 197 of the Act.

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

[The rest of this page has been intentionally left blank]

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

5.1.2 Profiles of our Promoters and Substantial Shareholders

(i) Edison Kong

Promoter, Substantial Shareholder and Managing Director

Edison Kong, a Malaysian, aged 43, is our Promoter, Substantial Shareholder and Managing Director. Please refer to Section 5.2.2 (ii) of this Prospectus for details of Edison Kong's profile.

(ii) Eileen Liuk

Promoter, Substantial Shareholder and Executive Director

Eileen Liuk, a Malaysian, aged 44, is our Promoter, Substantial Shareholder and Executive Director. Please refer to Section 5.2.2 (iii) of this Prospectus for details of Eileen Liuk's profile.

[The rest of this page has been intentionally left blank]

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

5.1.3 Changes in our Promoters' and Substantial Shareholders' shareholding in our Company

The table below sets out the changes in our Promoters' and Substantial Shareholders' shareholdings since incorporation and up to the completion of our IPO:

Name	As at 25 April 2023 (Date of Incorporation)				As at 29 May 2023			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Promoters and Substantial Shareholders								
Edison Kong	-	-	-	-	51	51.00	-	-
Eileen Liuk	-	-	-	-	-	-	⁽⁵⁾ 51	51.00
Substantial shareholder								
Yew Kong Seong ⁽¹⁾	100	100.00	-	-	49	49.00	-	-

Name	Before our IPO and after the completion of the Acquisition				After our IPO			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %	No. of Shares	⁽³⁾ %	No. of Shares	⁽³⁾ %
Promoters and Substantial Shareholders								
Edison Kong	274,637,224	90.00	⁽⁴⁾ 30,515,236	10.00	274,637,224	64.80	⁽⁴⁾ 30,515,236	7.20
Eileen Liuk	30,515,236	10.00	⁽⁵⁾ 274,637,224	90.00	30,515,236	7.20	⁽⁵⁾ 274,637,224	64.80
Substantial shareholder								
Yew Kong Seong ⁽¹⁾	-	-	-	-	-	-	-	-

Notes:

- (1) Being the subscriber shareholder of SDCG.
- (2) Based on the total number of 305,152,460 Shares before our IPO and after the completion of the Acquisition.
- (3) Based on the enlarged total number of 423,822,460 Shares after our IPO.
- (4) Deemed interested by virtue of his spouse, Eileen Liuk's shareholdings pursuant to Section 197 of the Act.
- (5) Deemed interested by virtue of her spouse, Edison Kong's shareholdings pursuant to Section 197 of the Act.

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

As of the date of this Prospectus, we have only one class of shares in our Company, namely ordinary shares, all of which rank equally with one another. There are no special rights attached to our Shares. The Shares held by our Promoters and substantial shareholders will have the same voting rights with the other shareholders of our Company, and there is no arrangement between our Company and our Promoters, with any third parties, which may at a subsequent date, result in the change in control of our Company.

Save for our Promoters and substantial shareholders named above, we are not aware of any other persons who is able to, directly or indirectly, jointly or severally, exercise control over our Company.

5.1.4 Benefits paid or intended to be paid or given to our Promoters and Substantial Shareholders

Save as disclosed below, there are no other amount or benefits paid, intended to be paid or given to our Promoters and substantial shareholders within the 2 years preceding the date of this Prospectus:

- (i) Remuneration and benefits-in-kind arising from employment and directorship paid to our Promoters and Substantial Shareholders for services rendered to our Group in all capabilities as disclosed in Section 5.2.4 of the Prospectus;
- (ii) Dividend paid to our Promoters and Substantial Shareholders as follows,

	FY 2021	FY 2022	FP 2023	From 1 October 2023 up to the LPD
	RM'000	RM'000	RM'000	RM'000
Promoters and Substantial Shareholders				
Edison Kong	1,800	5,670	-	1,800
Eileen Liuk	200	630	-	200

- (iii) The issuance of 305,152,360 Shares as consideration for the Acquisition.

[The rest of this page has been intentionally left blank]

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

5.2 BOARD OF DIRECTORS

5.2.1 Directors' shareholdings

The details of our Directors and their respective shareholdings in our Company before our IPO (after completion of the Acquisition) and after our IPO (assuming full subscription of the Shares allocated for our Directors under the Pink Form Allocations) are as follows:

Name / Designation	Nationality	Before our IPO and after the completion of the Acquisition				After our IPO ⁽⁵⁾			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	⁽¹⁾ %	No. of Shares	⁽¹⁾ %	No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %
Ir. Dr. Khairul Azmy Bin Kamaluddin/ <i>Independent Non-Executive Chairman</i>	Malaysian	-	-	-	-	⁽⁵⁾ 555,000	0.13	-	-
Edison Kong/ <i>Managing Director</i>	Malaysian	274,637,224	90.00	⁽³⁾ 30,515,236	10.00	274,637,224	64.80	⁽³⁾ 30,515,236	7.20
Eileen Liuk/ <i>Executive Director</i>	Malaysian	30,515,236	10.00	⁽⁴⁾ 274,637,224	90.00	30,515,236	7.20	⁽⁴⁾ 274,637,224	64.80
YM Raja Nor Azlina Binti Raja Azhar/ <i>Independent Non-Executive Director</i>	Malaysian	-	-	-	-	⁽⁵⁾ 340,000	*	-	-
Wong Poh May/ <i>Independent Non-Executive Director</i>	Malaysian	-	-	-	-	⁽⁵⁾ 340,000	*	-	-
Wong Keng Fai/ <i>Independent Non-Executive Director</i>	Malaysian	-	-	-	-	⁽⁵⁾ 340,000	*	-	-

Notes:

* Less than 0.1%.

(1) Based on the total number of 305,152,460 Shares after completion of the Acquisition and before our IPO.

(2) Based on the enlarged total number of 423,822,460 Shares after our IPO.

(3) Deemed interested by virtue of his spouse, Eileen Liuk's shareholdings pursuant to Section 197 of the Act.

(4) Deemed interested by virtue of her spouse, Edison Kong's shareholdings pursuant to Section 197 of the Act.

(5) Assuming our Independent Non-Executive Chairman/ Directors subscribe in full for their Pink Form Allocations.

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

5.2.2 Profiles of our Directors

The profiles of our Directors are as follows:

(i) **Ir. Dr. Khairul Azmy Bin Kamaluddin,**
Independent Non-Executive Chairman

Ir. Dr. Khairul Azmy bin Kamaluddin, a Malaysian male aged 61, is the Company's Independent Non-Executive Chairman. He was appointed to the Board on 14 August 2023.

He graduated with a Bachelor of Science in Electrical Engineering (Power) from the Southern Illinois University in March 1985. His other qualifications include a Master of Science in Building Services Engineering from Brunel University in July 1997 and a Doctor of Philosophy in Electrical and Electronic from University Malaysia Sabah in November 2017. He is presently a holder of several committee memberships, amongst others, a member and a qualified professional engineer in electrical engineering awarded by the Board of Engineers, Malaysia (BEM), the president of the Biomedical Engineering Association of Malaysia (BEAM), a member of the Institute of Engineering Malaysia (IEM) and the annual council meeting member of the International Federation of Healthcare Engineers (IFHE). In addition to the above, he is also currently a holder of several accreditations, namely a certified energy manager by the Malaysian Green Technology and Climate Change Corporation, a certified healthcare facility manager by the International Advisory Council for Healthcare Facility Management and a certified MyCREST Facilitator and Assessor by CIDB.

He began his career in August 1985 with the MOH as an Acting Chief Engineer at the Hospital Kota Bharu, where he was involved in assisting the management of the hospital's engineering support unit and provision of maintenance work on hospital support services. While continuing to pursue his career, during which time he was positioned as the Senior Electrical Engineer at the hospital, he was granted by MOH a full-time study leave to pursue a Master of Science in Building Services Engineering from Brunel University from 1995 to 1997. During his tenure with MOH, he held various positions from August 1985 to November 2022. The last position that he held before his retirement was Senior Deputy Director (Services), where he was responsible for provision of strategic directions for the development, implementation and monitoring of all programs and activities for hospital support and clinic support services, biomedical engineering services and the MOH's engineering sustainability program.

In May 2023, he had established his own sole proprietorship, HCES Consultant, which is involved in technical consultation for healthcare engineering, facility management, building surface condensation and mold, energy management and sustainability in design, a position he currently holds.

Further details of Ir. Dr. Khairul Azmy bin Kamaluddin's principal business performed outside our Group and his principal directorships are set out in Section 5.2.3 of this Prospectus.

(ii) **Edison Kong**
Promoter, Substantial Shareholder and Managing Director

Edison Kong, a Malaysian male aged 43, is our Managing Director. He was appointed to our Board on 25 April 2023.

He graduated with a Bachelor of Mechanical Engineering from the University Tun Hussein Onn, Malaysia in August 2003. He was admitted into the Board of Engineers Malaysia in November 2008 as a graduate engineer and the Institution of Engineers

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

Malaysia in March 2009 as a graduate member. In October 2009, he was registered with Green Building Index Sdn Bhd as an accredited Green Building Index Facilitator. He is also registered with ASEAN Centre for Energy under the ASEAN Energy Management Scheme as a Certified Energy Manager in June 2010 and the Malaysia Building Automation System Association ("BASAM") as a BASAM System Integrator in November 2018.

He began his career in July 2003 with Sigma Elevator (M) Sdn Bhd as a Sales Engineer, where he was involved in sales and marketing of lift and escalator services, advising consultants or clients on lift and escalator design and human traffic analysis on buildings. He left Sigma Elevator (M) Sdn Bhd in June 2004 and joined PFT Worldwide Corporation Sdn Bhd in the same month as a Project Engineer, where he was responsible for marketing and business development, project coordination, supervision and overseeing projects until March 2007, when he left as Senior Project Engineer. In April 2007, he joined Formis Automation Sdn Bhd as a Building Automation System Support Specialist, where he was in charge of marketing and business development, pre-sales and post-sales support, building automation system design and document for project tenders, product sourcing and management of a team of pre-sales and system implementers. He left Formis Automation Sdn Bhd in August 2008.

In September 2008, he joined SDC as the Head of Mechanical and Engineering Department/Director of Services, where he was responsible for sales, project management, conducting seminars and providing solutions to clients for renewable energy projects and building management system until April 2010. He was appointed as SDC's Deputy Managing Director in May 2010, where he was responsible for securing projects in the building management system and solar energy, managing and overseeing SDC's operations. In January 2011, he was appointed as the Acting Managing Director of SDC where he oversaw SDC's business development, project management and operations. In June 2011, he assumed the position of Managing Director of SDC where he is responsible for formulating and directing the overall strategy, growth and business of our Group.

He is the spouse of Eileen Liuk, our Promoter, substantial shareholder and Executive Director.

Further details of Edison Kong's principal business performed outside our Group and his principal directorships are set out in Section 5.2.3 of this Prospectus.

(iii) Eileen Liuk
Promoter, Substantial Shareholder and Executive Director

Eileen Liuk, a Malaysian female aged 44, is our Executive Director. She was appointed to our Board on 14 August 2023.

She graduated with a Bachelor of Mechanical Engineering from the University Tun Hussein Onn, Malaysia in August 2003.

She began her career in August 2003 with M & C Engineering and Trading Sdn Bhd as a Sales Engineer, where she assisted in preparing tender documents for building management system services as well as sales and marketing services until March 2004. In April 2004, she joined Formis Automation Sdn Bhd as an Account Manager, where she was responsible for project account management, managing sales activities of designated accounts, costings and tenders, sales and marketing, market research and analysis, material sourcing and price negotiation. She left Formis Automation Sdn Bhd in July 2009.

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

In September 2009, she joined SDC as Business Manager, where she reported to the former Managing Director. She was primarily responsible to lead the marketing and business development function of the company, as well as material sourcing and price negotiation. In May 2010, she was promoted as SDC's Sales Director.

She is the spouse of Edison Kong, our Promoter, substantial shareholder and Managing Director.

Further details of Eileen Liuk's principal business performed outside our Group and her principal directorships are set out in Section 5.2.3 of this Prospectus.

(iv) YM Raja Nor Azlina Binti Raja Azhar
Independent Non-Executive Director

YM Raja Nor Azlina Binti Raja Azhar, a Malaysian, aged 56, is our Independent Non-Executive Director. YM was appointed to our Board on 14 August 2023 and is also a chairperson of our Nomination Committee and a member of our Remuneration Committee and Audit and Risk Management Committee.

YM graduated with a Bachelor of Laws from the University of Bristol, United Kingdom in June 1990. YM was called to the Bar of England and Wales as a Barrister-at-Law of the Honourable Society of Lincoln's Inn in July 1991.

YM undertook her pupillage with Messrs Raja Azhar & Husain Safri in September 1991 and was admitted as an Advocate and Solicitor of the High Court of Malaya in July 1992. Following completion of her pupillage, YM commenced her legal career with Messrs Raja Azhar & Husain Safri as a Managing Partner, a position she continues to hold till present. YM is currently involved in providing consultancy and corporate advisory work in relation to litigation, conveyancing and commercial matters.

Further details of YM Raja Nor Azlina binti Raja Azhar's principal business performed outside our Group and her principal directorships are set out in Section 5.2.3 of this Prospectus.

(v) Wong Poh May
Independent Non-Executive Director

Wong Poh May, a Malaysian, aged 44, is our Independent Non-Executive Director. She was appointed to our Board on 14 August 2023 and is also a chairperson of our Audit and Risk Management Committee and a member of our Remuneration Committee and Nomination Committee.

She graduated with an Advanced Diploma in Commerce (Financial Accounting) from the Tunku Abdul Rahman College, Malaysia in May 2003 and completed the Association of Chartered Certified Accountants ("ACCA") qualification examination in December 2003. She was admitted as a Member of the ACCA in February 2007 and progressed to obtain her ACCA's fellowship in February 2012. In September 2010, she was admitted as a Chartered Accountant of the Malaysian Institute of Accountants and subsequently obtained her Practising Certificate in November 2018. She is also an Associate Member of the Chartered Tax Institute of Malaysia since May 2019 and had obtained her chartered tax practitioner's qualification in May 2021. She is also currently a registered company secretary with the CCM.

She began her career in September 2003 with Messrs Khoo Wong & Chan as an Audit Assistant, where she was mainly responsible for assisting her Audit Senior in statutory audits.

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

In April 2005, she left Messrs Khoo Wong & Chan as an Audit Semi-Senior and joined Messrs Ernst & Young (Malaysia) as Associate 1 in the Assurance and Advisory Business Services Division in May 2005 until she left Messrs Ernst & Young (Malaysia) as Senior Associate 1 in December 2007. Throughout her employment with Messrs Ernst & Young (Malaysia), she was involved in statutory audits and special purpose audits of both public and private companies in various industries.

She joined Messrs Deloitte (Singapore) in January 2008 as a Senior Associate Year 2 and left shortly in March 2008. At Messrs Deloitte (Singapore), she was responsible for statutory audits of private companies in Singapore.

In March 2008, she joined Messrs Ernst & Young (Singapore) as an Audit Senior in the Assurance and Advisory Business Services Division, where she was responsible for supervising various audit engagements and guiding the team in the execution of audit tasks.

In April 2009, she left Messrs Ernst & Young (Singapore) and joined BP Asia Pacific (Malaysia) Sdn Bhd within the same month as an Accountant, where she was responsible for the preparation of the group's financial outlook forecast and plan data and compliance. She left BP Asia Pacific (Malaysia) Sdn Bhd in January 2010.

In January 2010, she joined Focus Point Holdings Berhad as a Group Accountant, where she was responsible for the preparation of consolidated accounts, drafting financial statements and the monthly analysis on the group's performance. In addition, during her tenure in Focus Point Holdings Berhad, she was one of the company's representatives in the due diligence working group for the initial public offerings process. She left Focus Point Holdings Berhad in January 2011 after completion of the initial public offerings and took a maternity break until August 2011.

In August 2011, she joined Opus Group Berhad as a Finance Manager, where she was responsible for group financial reporting matters. Opus Group Berhad, Propel Berhad and Faber Group Berhad were amalgamated to be known as UEM Edgenta Berhad ("**UEM Edgenta**") in October 2014. During her tenure with UEM Edgenta, she held various positions from August 2011 to September 2018. The last position that she held was Head of Finance Operation (Asset Consultancy), where she was responsible for reporting to the Chief Financial Officer and Managing Director of Asset Consultancy as well as leading and coaching a team supporting the business unit of the asset consultancy and geotechnical infra services of UEM Edgenta in several areas, which included finance operation, group reporting, project accounts, budgeting, taxation, corporate finance and treasury.

In September 2017, she incorporated her own company, WPM Corporate Services Sdn Bhd and commenced business operations in provision of accounting, bookkeeping, tax, advisory and secretarial services in November 2018 after she obtained her Practising Certificate from Malaysian Institute of Accountants. In August 2019, she had also co-founded Ace Alpine Advisory Sdn Bhd, which is involved in the provision of accounting, bookkeeping, company secretary activities and tax consultancy services, where she is also currently responsible for overseeing the activities of the company.

Further details of Wong Poh May's principal business performed outside our Group and her principal directorships are set out in Section 5.2.3.

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

(vi) Wong Keng Fai
Independent Non-Executive Director

Wong Keng Fai, a Malaysian male aged 33, is our Independent Non-Executive Director. He was appointed to our Board on 6 December 2023, and is also a chairperson of our Remuneration Committee and a member of our Audit and Risk Management Committee and Nomination Committee.

He graduated with a Bachelor of Science in Mathematics with Physics from the University of Southampton in June 2014. He is a Chartered Financial Analyst and has been a member of the CFA Institute since November 2019. He is also a holder of the Capital Markets Services Representative's Licence issued by the SC since July 2019.

He began his career in August 2014 with E2 Power Sdn Bhd, a subsidiary of Oversea-Chinese Banking Corporation as an Associate, where he assisted in operational projects and management matters in the Loan Operation Department, IT Department, Financial Controller Department and Head of Operation and Technology Office. He was subsequently promoted to Manager in February 2016 where he led multiple operational improvement projects in the Loan Operation Department.

In September 2016, he left E2 Power Sdn Bhd and joined Mercury Securities within the same month as an Associate in the Corporate Finance Department, where he assisted his team in several corporate exercises such as takeovers, merger and acquisitions, initial public offerings, private placements and rights issues for Malaysian public listed companies. He left Mercury Securities in May 2018.

In June 2018, he joined Visionnaires Capital Pte Ltd, Singapore ("**Visionnaires**") as a Senior Associate in the Corporate Finance Department, where he was involved in mergers and acquisitions exercises, fundraising deals and provision of strategic advisories.

In May 2019, he left Visionnaires and subsequently joined QuantePhi Sdn Bhd as a Team Lead in the Merger and Acquisition and Corporate Finance Department, a position he continues to hold till present. He is currently responsible for the management of a team of analysts in deal structuring, negotiation and execution process along with provision of advisories in respect of mergers and acquisitions, fundraising and debt restructuring exercises.

Further details of Wong Keng Fai's principal business performed outside our Group and his principal directorships are set out in Section 5.2.3 of this Prospectus.

[The rest of this page has been intentionally left blank]

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

5.2.3 Principal directorships and principal business activities of our Directors outside our Group

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

(i) Ir. Dr. Khairul Azmy Bin Kamaluddin

<u>Company</u>	<u>Principal activities</u>	<u>Position held</u>	<u>Date of appointment</u>	<u>Date of resignation</u>	<u>Equity interest held (%)</u>	
					<u>Direct</u>	<u>Indirect</u>
<u>Present involvement</u>						
HCES Consult	Technical consultation for healthcare engineering, facility management, building surface condensation and mold, energy management and sustainability in design	Sole Proprietor	11 May 2023	-	100.00	-
<u>Past involvement</u>						
-	-	-	-	-	-	-

(ii) Edison Kong

<u>Company</u>	<u>Principal activities</u>	<u>Position held</u>	<u>Date of appointment as director</u>	<u>Date of resignation</u>	<u>Equity interest held (%)</u>	
					<u>Direct</u>	<u>Indirect</u>
<u>Present involvement</u>						
-	-	-	-	-	-	-

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

Company	Principal activities	Position held	Date of appointment as director	Date of resignation	Equity interest held (%)	
					Direct	Indirect
<u>Past involvement</u>						
Panaltech Consulting Sdn Bhd	Energy efficiency consultant and to provide energy audit and saving solutions services, training, building and facilities maintenance, supply of electrical system, and to design, supply, install repair and maintenance of air-conditioning system, mechanical system and ventilation system, consulting	Director and Shareholder	30 August 2018	30 December 2022	60.00 ⁽¹⁾	40.00
Eco Niaga Sdn Bhd	Construction and development; promotion of green technology element and approach in facility management, operation and engineering relation; and to provide information and communication, technology services	Director and Shareholder	2 July 2019	15 February 2023	30.00	-

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

Notes:

(1) He held 60.00% direct equity interest and 40.00% indirect equity interest by virtue of his spouse's equity interest in Panaltech Consulting Sdn Bhd prior to the disposal of such interest on 30 December 2022.

(2) He held 30.00% direct equity interest in Eco Niaga Sdn Bhd prior to the disposal of such interest on 15 February 2023.

(iii) Eileen Liuk

<u>Company</u>	<u>Principal activities</u>	<u>Position held</u>	<u>Date of appointment as director</u>	<u>Date of resignation</u>	<u>Equity interest held (%)</u>	
					<u>Direct</u>	<u>Indirect</u>
<u>Present involvement</u>						
-	-	-	-	-	-	-
<u>Past involvement</u>						
Panaltech Consulting Sdn Bhd	Energy efficiency consultant and to provide energy audit and saving solutions services, training, building and facilities maintenance, supply of electrical system, and to design, supply, install repair and maintenance of air-conditioning system, mechanical system and ventilation system, consulting	Director and Shareholder	30 August 2018	30 December 2022	40.00 ⁽¹⁾	60.00

Note:

(1) She held 40.00% direct equity interest and 60.00% indirect equity interest by virtue of her spouse's equity interest in Panaltech Consulting Sdn Bhd prior to the disposal of such interest on 30 December 2022.

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

(iv) **YM Raja Nor Azlina Binti Raja Azhar**

<u>Company</u>	<u>Principal activities</u>	<u>Position held</u>	<u>Date of appointment as director</u>	<u>Date of resignation</u>	<u>Equity interest held (%)</u>	
					<u>Direct</u>	<u>Indirect</u>
<u>Present involvement</u>						
Raja Azhar & Husain Safri, Kuantan branch	Law Firm	Managing Partner	-	-	100.00	-
<u>Past involvement</u>						
-	-	-	-	-	-	-

(vi) **Wong Poh May**

<u>Company</u>	<u>Principal activities</u>	<u>Position held</u>	<u>Date of appointment as director</u>	<u>Date of resignation</u>	<u>Equity interest held (%)</u>	
					<u>Direct</u>	<u>Indirect</u>
<u>Present involvement</u>						
WPM Corporate Services Sdn Bhd	Provision of accounting, bookkeeping, secretarial services and tax consultancy services	Director and Shareholder	6 September 2017	-	100.00	-
Ace Alpine Advisory Sdn Bhd	Provision of accounting, bookkeeping and tax consultancy services	Director and Shareholder	8 August 2019	-	50.00	-
<u>Past involvement</u>						
-	-	-	-	-	-	-

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

(vi) Wong Keng Fai

Company	Principal activities	Position held	Date of appointment as director	Date of resignation	Equity interest held (%)	
					Direct	Indirect
<u>Present involvement</u>						
Capbright Sdn Bhd	Venture capital companies and activities of holding companies	Director and shareholder	3 October 2023	-	62.00	-
<u>Past involvement</u>						
Yield Mountain Sdn Bhd	Retail of sale of any kind of product over the internet, wholesale of a variety of goods without any particular specialization; business management consultancy services	Director	24 July 2019	24 May 2022	-	-

The involvement of our Independent Non-Executive Chairman and Independent Non-Executive Directors in the above business activities outside our Group will not affect their contributions to our Group and does not give rise to any actual or potential conflict of interest situation with our business, as the principal activities of these companies are not similar to our Group's business nor are they customers or suppliers to our Group. Their involvement in the business activities outside our Group will not affect their contributions to our Group, as our Independent Non-Executive Chairman and Independent Non-Executive Directors are not involved in the day-to-day operations of our Group.

As such, our Board is of the view that although they are involved in other businesses as set out above, they are able to devote sufficient time and attention to the affairs of our Group to carry out their respective duties.

[The rest of this page has been intentionally left blank]

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

5.2.4 Remuneration and material benefits-in-kind of our Directors

The remuneration, which includes our Directors' fees, salaries, bonuses, other emoluments, allowances and benefits-in-kind, must be considered and recommended by our Remuneration Committee and subsequently be approved by our Board. Our Directors' fees and/or benefits must be further approved by our shareholders at a general meeting.

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to our Directors for services rendered in all capacities to our Group for FY 2023 and proposed for FY 2024 are as follows:

FY 2023

<u>Name</u>	<u>Directors' Fees</u> RM'000	<u>Salaries</u> RM'000	<u>(1) Bonuses</u> RM'000	<u>(2) Other emolument</u> RM'000	<u>Allowances</u> RM'000	<u>Benefits in-kind</u> RM'000	<u>Total</u> RM'000
<u>Executive Directors</u>							
Edison Kong	-	249	20	52	8	-	329
Eileen Liuk	-	237	19	50	-	-	306
<u>Independent Non-Executive Chairman</u> ⁽³⁾							
Ir. Dr. Khairul Azmy Bin Kamaluddin	-	-	-	-	(4) *	-	*
<u>Independent Non-Executive Directors</u> ⁽³⁾							
YM Raja Nor Azlina Binti Raja Azhar	-	-	-	-	(4) *	-	*
Wong Poh May	-	-	-	-	(4) *	-	*
Wong Keng Fai	-	-	-	-	(5) -	-	-

(*) Amount is not more than RM500

Notes:

(1) Bonuses were paid in April 2023, and ratified and approved by the Remuneration Committee and the Board on 25 September 2023.

(2) Includes employer's contribution to employees' provident fund, social security organisation and employment insurance scheme, where applicable.

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

- (3) There were no remuneration and benefits in-kinds (including any contingent or deferred remuneration) for the Independent Non-Executive Chairman and Independent Non-Executive Directors for FY 2023. The remuneration to the Independent Non-Executive Chairman and Independent Non-Executive Directors will commence upon the Listing.
- (4) Refers to the meeting allowance.
- (5) Wong Keng Fai was appointed to the Board on 6 December 2023. Hence, he did not receive any meeting allowance for FY 2023.

Proposed for FY 2024

Name	(1) Directors' Fees RM'000	Salaries RM'000	Bonuses RM'000	(3) Other emolument RM'000	Allowances RM'000	Benefits in-kind RM'000	Total RM'000
<u>Executive Directors</u>							
Edison Kong	30	312	(2)-	68	-	-	410
Eileen Liuk	30	300	(2)-	66	-	-	396
<u>Independent Non-Executive Chairman</u>							
Ir. Dr. Khairul Azmy Bin Kamaluddin	30	-	-	-	(4) *	-	30
<u>Independent Non-Executive Directors</u>							
YM Raja Nor Azlina Binti Raja Azhar	30	-	-	-	(4) *	-	30
Wong Poh May	30	-	-	-	(4) *	-	30
Wong Keng Fai	30	-	-	-	(4) *	-	30

(*) Amount is not more than RM500

Notes:

- (1) The estimated remuneration to the Independent Non-Executive Chairman and Independent Non-Executive Directors for FY 2024 is only for the remaining periods for FY 2024 after the listing and subject to shareholder's approval at a general meeting pursuant to Section 230 of the Act.
- (2) Bonuses are not included as it will be determined later depending on the performance of the individuals and our Group, subject to the recommendation of the Remuneration Committee and approval by our Board.
- (3) Includes employer's contribution to employees' provident fund, social security organisation and employment insurance scheme, where applicable.
- (4) Refers to the meeting allowance.

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

5.3 BOARD PRACTICES

5.3.1 Board

Our Board is committed to inculcating good corporate governance practices in our Group from time to time in accordance with the practices and guidance based on the Malaysian Code on Corporate Governance. Our Board believes that corporate governance is extremely important to the success of our Group's business.

Our Board has the overall responsibility for the long-term success of our Group and delivery of sustainable value to our stakeholders. Our Board must act with integrity, lead by example, keep abreast of his/her responsibilities as a Director and of the conduct, business activities and development of our Company. In discharging its fiduciary duties and responsibilities, our Board has adopted a charter which sets out, among others, the following:

- (i) together with the key senior management, promoting good corporate governance culture within the Group which enforces ethical, prudent and professional behavior;
- (ii) reviewing and adopting a strategic plan for the Group, including setting performance objectives and approving operating budgets for the Group and ensuring that the strategies promote sustainability;
- (iii) monitoring the implementation of strategic plans by management;
- (iv) on a timely basis, reviewing and approving all quarterly and annual financial statements for announcement to Bursa Securities and stakeholders, based on the recommendation by the Audit and Risk Management Committee;
- (v) overseeing the conduct of the Group's business to evaluate whether the business is being properly managed, monitoring the Group's performance and building sustainable value for all stakeholders of the Group;
- (vi) reviewing the Board and key senior management remuneration policy and procedure;
- (vii) identifying and evaluating business risks and ensuring implementation of a managed and sound risk management framework;
- (viii) reviewing the adequacy and integrity of the internal control system and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- (ix) reviewing and overseeing the appointment, resignation or termination of Directors, company secretaries, auditors and key senior management;
- (x) ensuring that control measures for corruption prevention are put in place as well as the systematic review, monitoring and enforcement of the Company's anti-bribery and corruption policy;
- (xi) ensuring establishment of succession plans for the Board members and key senior management, including appointing, training, fixing the compensation of and where appropriate, replacing key senior management;
- (xii) ensuring the Board is supported by at least a suitably qualified and competent Company Secretary to whom shall advise on compliance with applicable laws and any amendment to the laws and regulations related to the Malaysian Code on Corporate Governance, Act and Listing Requirements;

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

- (xiii) formalizing ethical standards of conduct through a code of conduct and ethics for Directors and management and ensuring compliance;
- (xiv) developing and implementing an investors' relations programme and a shareholders or stakeholders communication policy; and
- (xv) ensuring there is regular monitoring and communication between the Company and subsidiaries on financial and non-financial performance to ensure overall compliance to the strategic direction and vision of the Group.

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

Name	Age	Designation	Date of appointment as Director	Date of expiration of the current term in office	Approximate no. of years in office as at LPD
Ir. Dr Khairul Azmy Bin Kamaluddin	61	Independent Non-Executive Chairman	14 August 2023	Subject to retirement by rotation at our first AGM	Less than 1 year
Edison Kong	43	Managing Director	25 April 2023	Subject to retirement by rotation at our first AGM	Less than 1 year
Eileen Liuk	44	Executive Director	14 August 2023	Subject to retirement by rotation at our first AGM	Less than 1 year
YM Raja Nor Azlina Binti Raja Azhar	56	Independent Non-Executive Director	14 August 2023	Subject to retirement by rotation at our first AGM	Less than 1 year
Wong Poh May	44	Independent Non-Executive Director	14 August 2023	Subject to retirement by rotation at our first AGM	Less than 1 year
Wong Keng Fai	33	Independent Non-Executive Director	6 December 2023	Subject to retirement by rotation at our first AGM	Less than 1 year

5.3.2 Audit and Risk Management Committee

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

Name	Position	Directorship
Wong Poh May	Chairperson	Independent Non-Executive Director
YM Raja Nor Azlina Binti Raja Azhar	Member	Independent Non-Executive Director
Wong Keng Fai	Member	Independent Non-Executive Director

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

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

- (i) reviewing the Group's quarterly results and year-end financial statements before submission to the Board, focusing particularly on:
 - a) changes in or implementation of major accounting policy changes;
 - b) significant and unusual events or transactions, and how these matters are addressed;
 - c) significant adjustments arising from the management;
 - d) compliance with accounting standards and other legal requirements; and
 - e) the going concern assumption.
- (ii) reviewing with the external auditors on the following and reporting the same to the Board:
 - a) considering the nomination and appointment of external auditors, and considering the adequacy of experience and resources of the external auditors and determining the audit fee;
 - b) reviewing any letter of resignation from the external auditors and any questions of resignation or dismissal;
 - c) reviewing whether there is reason (supported by grounds) to believe that the external auditor is not suitable for reappointment;
 - d) discussing with the external auditors, prior to the commencement of audit, the audit plan which states the nature and scope of audit;
 - e) reviewing any significant audit findings, reservations, difficulties encountered or material weaknesses reported by the external auditors from the interim and final external audits, the audit report and the assistance given by the Group's employees to the external auditors;
 - f) reviewing with the external auditors, their evaluation of the system of internal controls, their management letter and management's responses;
 - g) discussing the contracts for the provision of non-audit services which can be entered into and procedures that must be followed by the external auditors; and
 - h) conducting an annual assessment on the suitability, objectivity and independence of the external auditors to safeguard the quality and reliability of audited financial statements.
- (iii) reviewing with the internal auditors on the following and reporting the same to the Board:
 - a) the adequacy of scope, functions and resources of the firm of internal auditors (that was engaged to undertake the internal audit function) and that it has the necessary authority to carry out its work;

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

- b) the internal audit plan, processes as well as the results of the internal audit assessments and investigations undertaken, and ensuring that appropriate actions are taken on the recommendations of the internal audit function;
 - c) the major findings of internal audit investigations and management's response, and ensuring that appropriate actions are taken on the recommendations of the internal audit function;
 - d) effectiveness of the internal audit processes as well as the adequacy of the resource requirements, competency and the budget of the internal audit function;
 - e) mandating the internal audit function to report directly to the Audit and Risk Management Committee; and
 - f) review and approve any appointment, termination or resignation of the firm of internal auditors.
- (iv) reviewing and reporting to the Board the annual statement of risk management and internal control to be published in the Annual Report;
 - (v) reviewing and reporting to the Board any related party transactions and conflict of interest situations that arose, persist or may arise within the Group including any transaction, procedure or course of conduct that raises questions of management integrity and the measures taken to resolve, eliminate, or mitigate such conflicts;
 - (vi) assessing processes and procedures to ensure compliance with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies;
 - (vii) overseeing the sustainability management of the Group;
 - (viii) overseeing the anti-bribery management of the Group; and
 - (ix) reviewing the following areas of risk management:
 - a) reviewing the adequacy of the Group's risk management framework and assessing the resources and knowledge of the management and employees involved in the risk management process;
 - b) reviewing the effectiveness of internal control systems deployed by the management to address those risks;
 - c) reviewing and recommending corrective measures undertaken to remedy failings and/or weaknesses;
 - d) reviewing and further monitoring principal risks that may affect the Group directly or indirectly and if deemed necessary, recommend additional course of action to mitigate such risks;
 - e) monitoring and communicating the risk assessment results to the Board; and
 - f) highlighting the actual and potential impact of any failing or weakness, particularly those related to financial performance or conditions affecting the Group.

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

5.3.3 Remuneration Committee

The current members of our Remuneration Committee are as follows:

Name	Position	Directorship
Wong Keng Fai	Chairperson	Independent Non-Executive Director
YM Raja Nor Azlina Binti Raja Azhar	Member	Independent Non-Executive Director
Wong Poh May	Member	Independent Non-Executive Director

The key duties and responsibilities of our Remuneration Committee are, among others, the following:

- (i) considering the scope of service agreements and remuneration of executive Directors and key senior management of the Group and make such recommendations to the respective Boards of Directors of the Group as it thinks fit;
- (ii) reviewing and making recommendations to the respective Board of Directors of the Group on the remuneration policies and packages of executive Directors and key senior management of the Group;
- (iii) on an annual basis and after taking due consideration of the assessment by the Nomination Committee of the effectiveness and contribution of every Director, executive Directors and key senior management concerned, reviewing the remuneration packages of Directors and key senior management of the Group and recommend to the Board specific adjustments in remuneration packages, if any;
- (iv) reviewing and making recommendations to the respective Board of Directors of the Group on Director's fees and other remuneration of non-executive Directors and independent Directors linking the level of remuneration to their level of responsibilities and contribution to their respective Board of Directors;
- (v) overseeing any major changes in employee remuneration and benefit structures throughout the Group;
- (vi) reviewing the policies governing the remuneration of Directors as well as the policies governing the remuneration and promotion of key senior management of the Group annually;
- (vii) recommending to the Board the appointment of the services of such advisers or consultants, as it deems necessary to fulfill its responsibilities;
- (viii) in considering its recommendations to the respective Board of Directors of the Group, ensuring that performance-related elements of remuneration should form a significant proportion of the total remuneration package of executive Directors and key senior management of the Group and should be designed to align their interests with those of shareholders and to give such executive Directors and key senior management the incentives to perform at the highest levels;
- (ix) recommending to the respective Board of Directors of the Group, reasonable remuneration packages needed to attract, retain and motivate the Group's executive Directors and key senior management of required quality; and

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

- (x) considering and recommending to the respective Board of Directors of the Group, where to position the executive Directors and key senior management relative to other companies and to be aware what comparable companies are paying, taking account of relative performance and using such comparisons with caution.

5.3.4 Nomination Committee

The current members of our Nomination Committee are as follows:

Name	Position	Directorship
YM Raja Nor Azlina Binti Raja Azhar	Chairperson	Independent Non-Executive Director
Wong Poh May	Member	Independent Non-Executive Director
Wong Keng Fai	Member	Independent Non-Executive Director

The key duties and responsibilities of our Nomination Committee are, among others, the following:

- (i) developing, maintaining and reviewing the criteria to be used in the recruitment of Directors and key senior management;
- (ii) formulating, maintaining and reviewing the re-appointment and re-election process of Directors having due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;
- (iii) formulating a Fit and Proper Policy and ensuring that all Directors fulfil the fit and proper criteria and for conducting assessments of the fitness and properness of candidates to be appointed onto the Board and Directors who are seeking for re-election;
- (iv) assessing and recommending to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making the recommendations, the Nomination Committee will also consider candidates proposed by the Managing and Executive Directors, and within the bounds of practicability, by any other key senior management, Director or shareholder;
- (v) recommending to the Board the nominees to fill the seats on Board's Committees;
- (vi) reviewing Board and key senior management succession plans and making recommendations to the Board on succession planning policy for key senior management;
- (vii) leading the succession planning and appointment of Board members;
- (viii) reviewing the training needs or programs for the Board and facilitating Board induction and training programs;
- (ix) reviewing annually, the term of office and performance of the Board committees and each of its members to determine whether the Board committees members have carried out their duties in accordance with the respective terms of references of the Board committees;
- (x) implementing annual assessments on the effectiveness and performance of the Board as a whole, the committees of the Board, as well as the contribution, performance, character, experience, integrity, competence and time to effectively discharge his or her role as a Director, including non-executive Directors and executive Directors;

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

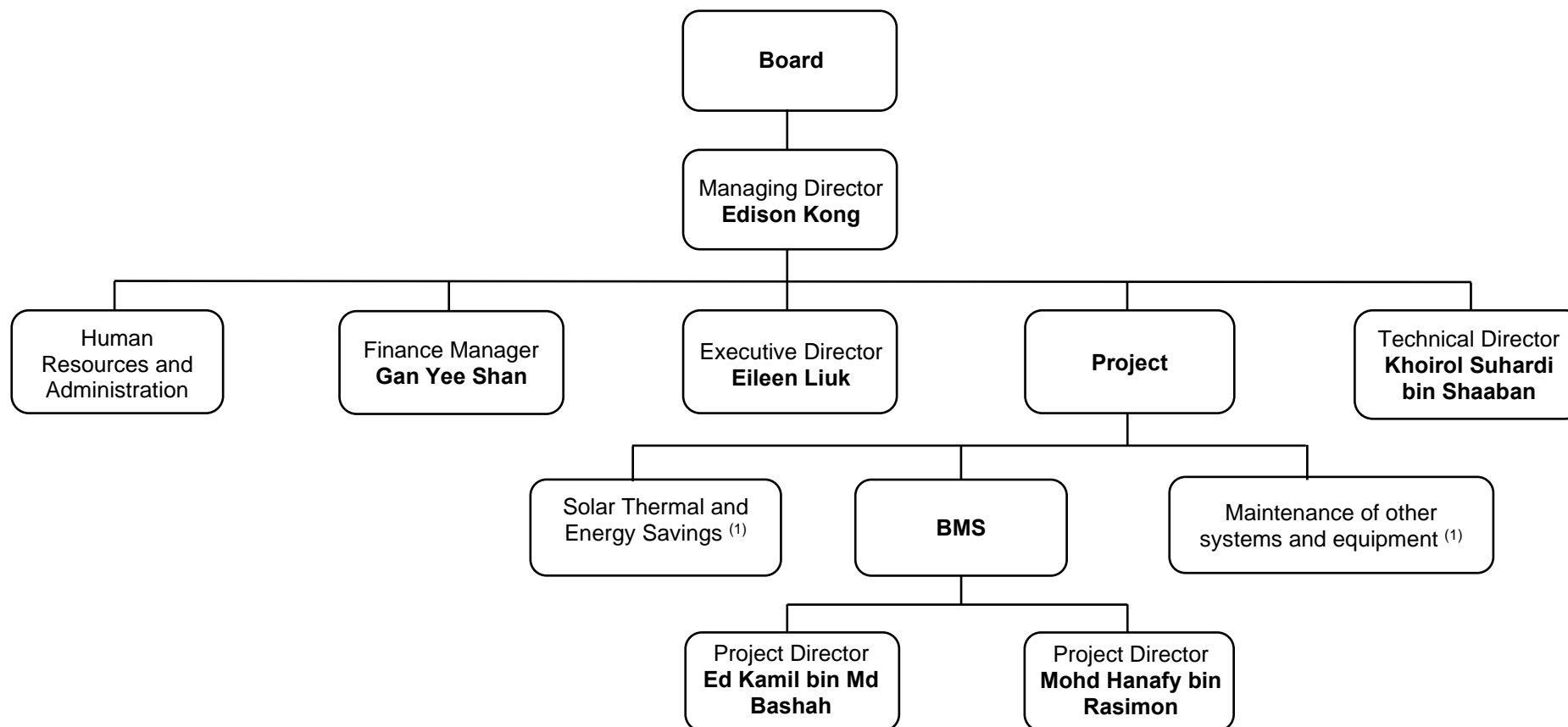
- (xi) examining the size of the Board with a view to determining the impact of the number upon its effectiveness;
- (xii) reviewing the required mix of skills and experience and other qualities, including core competencies which non-executive Directors should bring to the Board;
- (xiii) developing the criteria to assess independence and to assess on an annual basis, the independence of the independent non-executive Directors and recommend the same to the Board;
- (xiv) recommending the re-election of Directors retiring by rotation pursuant to the Company's Constitution;
- (xv) establishing time commitment expectations and protocol for the members of the Board;
- (xvi) reviewing the attendance of the Directors at Board and/or Board committees' meeting;
- (xvii) reviewing with the Managing and Executive Directors, their goals and objectives and to assess their performance against these objectives as well as their contribution to the corporate strategy; and
- (xviii) ensuring that the composition of the Board is refreshed periodically.

[The rest of this page has been intentionally left blank]

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

5.4 MANAGEMENT REPORTING STRUCTURE

Our Group's management reporting structure is as follows:



Note:

Edison Kong, our Managing Director, is responsible in overseeing the solar thermal and energy savings project department and maintenance of other systems and equipment project department. He is assisted by one project manager, two project engineers and two technicians.

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

5.5 KEY SENIOR MANAGEMENT

5.5.1 Key Senior Management's shareholdings

The details of our Key Senior Management and their respective shareholdings in our Company before our IPO (after completion of the Acquisition) and after our IPO (assuming full subscription of the Shares allocated for our Key Senior Management under the Pink Form Allocations) are as follows:

Name/ Designation	Nationality	Before our IPO and after the completion of the Acquisition				After our IPO ⁽⁵⁾			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	⁽¹⁾ %	No. of Shares	⁽¹⁾ %	No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %
Edison Kong/ Managing Director	Malaysian	274,637,224	90.00	⁽³⁾ 30,515,236	10.00	274,637,224	64.80	⁽³⁾ 30,515,236	7.20
Eileen Liuk/ Executive Director	Malaysian	30,515,236	10.00	⁽⁴⁾ 274,637,224	90.00	30,515,236	7.20	⁽⁴⁾ 274,637,224	64.80
Ed Kamil Bin Md Bashah/ Project Director	Malaysian	-	-	-	-	3,700,000	0.87	-	-
Khoirol Suhardi Bin Shaaban/ Technical Director	Malaysian	-	-	-	-	3,700,000	0.87	-	-
Mohd Hanafy Bin Rasimon/ Project Director	Malaysian	-	-	-	-	3,700,000	0.87	-	-
Gan Yee Shan/ Finance Manager	Malaysian	-	-	-	-	350,000	*	-	-

Notes:

* Less than 0.1%.

(1) Based on the total number of 305,152,460 Shares after the completion of the Acquisition and before our IPO.

(2) Based on the enlarged total number of 423,822,460 Shares after our IPO.

(3) Deemed interested by virtue of his spouse, Eileen Liuk's shareholdings pursuant to Section 197 of the Act.

(4) Deemed interested by virtue of her spouse, Edison Kong's shareholdings pursuant to Section 197 of the Act.

(5) Assuming our Key Senior Management subscribe in full for their Pink Form Allocations.

Our Key Senior Management may also subscribe for additional excess Shares under those allocated for other Eligible Persons.

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

5.5.2 Profiles of our Key Senior Management

The profiles of our Key Senior Management are as follows:

- (i) **Edison Kong**
Promoter, Substantial Shareholder and Managing Director

Edison Kong, a Malaysian, aged 43, is our Promoter, Substantial Shareholder and Managing Director. Please refer to Section 5.2.2 (ii) of this Prospectus for details of Edison Kong's profile.

- (ii) **Eileen Liuk**
Promoter, Substantial Shareholder and Executive Director

Eileen Liuk, a Malaysian, aged 44, is our Promoter, Substantial Shareholder and Executive Director. Please refer to Section 5.2.2 (iii) of this Prospectus for details of Eileen Liuk's profile.

- (iii) **Ed Kamil Bin Md Bashah**
Project Director

Ed Kamil Bin Md Bashah, a Malaysian, aged 45, is our Project Director. He is responsible for the management of BMS projects of our Group.

He graduated with a Bachelor of Electrical Engineering from Universiti Teknologi Mara in September 2005.

He started his career as a Floor Manager for an outlet under Golden Arches Restaurant Sdn Bhd in August 2005, where he was responsible in planning, organizing, controlling various operational tasks performed in the outlet until March 2006. In April 2006, he joined Dancomair Engineering Sdn Bhd as a Service and Project Executive, where he was responsible for managing the maintenance teams in performing compressor maintenance works at clients' premises. He left Dancomair Engineering Sdn Bhd in August 2006.

Thereafter, he started his career as a project engineer in September 2006 at Metronic Engineering Sdn Bhd where he was responsible ensuring timely completion of assigned projects until August 2008. In September 2008, he joined Formis Automation Sdn Bhd as a Senior Project Engineer where he was responsible for leading a team of engineers and project management. He left Formis Automation Sdn Bhd in July 2009.

In August 2009, he joined SDC as a Project Engineer, where he was responsible for managing projects assigned to him. He was subsequently promoted to Project Manager of SDC in October 2014, where he was involved in leading project teams to monitor all projects and ensure timely completion of the same, successful implementation, testing and handover to clients. In November 2014, he was appointed as director of KED. Prior to his departure from SDC in December 2017, he, together with Khoirol Suhardi Bin Shaaban incorporated SPE, which was principally involved in consultancy in building automation systems and SPM, which was principally involved in consultancy and trading in building automation systems, in February 2016 and May 2017, respectively. During his tenure in SPE and SPM, he was a director and responsible for project management. In December 2022, he left SPE and re-joined SDC in January 2023 as a Project Director, where he assumes his current responsibilities. In June 2023, the application to strike off SPM under Section 550 of the Act was submitted to the CCM. In July 2023, Ed Kamil Bin Md Bashah resigned as a director in SPE and dispose of his shareholdings.

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

Further details of Ed Kamil Bin Md Bashah's principal business performed outside our Group and his principal directorships are set out in Section 5.5.3.

(iv) Khoirol Suhardi Bin Shaaban

Technical Director

Khoirol Suhardi Bin Shaaban, a Malaysian, aged 45, is our Technical Director. He is responsible for the management of the technical and servicing department of our Group which oversees the testing and commissioning of our projects and providing support services to our clients upon the handover.

He graduated with a Bachelor of Communications and Computer Engineering from Universiti Kebangsaan Malaysia in October 2002. He was admitted into the Board of Engineers Malaysia in July 2003 as a graduate engineer. He was certified by Tridium University with Niagara 4 Technical Certification in July 2017 and Niagara 4 Analytics Certification in July 2018. He was also registered with BASAM as a BASAM System Integrator since November 2018.

He began his career as a Project Engineer in Metronic Engineering Sdn Bhd in January 2002 where he was responsible for project management on building automation systems projects for Berjaya Times Square. In November 2003, he left Metronic Engineering Sdn Bhd and joined Berjaya Times Square Management Sdn Bhd as a Maintenance Executive where he was responsible for handling building automation systems of Berjaya Times Square. He was promoted as an Assistant Manager in January 2005 where he was responsible for overseeing the building operations of Berjaya Times Square until April 2006.

In April 2006, he joined Formis Automation Sdn Bhd as a Project Engineer where he was responsible for project management for building automation systems projects. In November 2008, he left Formis Automation Sdn Bhd and joined Dunham-Bush Holding Berhad as a Branch Manager for its Bangladesh operations where he was involved in project management for air conditioning system and building automation system in a shopping complex. In February 2011, he left Dunham-Bush Holding Berhad and returned to Malaysia.

In February 2011, he joined SDC as a Mechanical and Engineering Manager where he was responsible for managing the project department in respect of solar energy and building automation system projects. In November 2014, he was appointed as director of KED. Prior to his departure from SDC in December 2017, he, together with Ed Kamil Bin Md Bashah incorporated SPE, which was principally involved in consultancy in building automation systems and SPM, which was principally involved in consultancy and trading in building automation systems in February 2016 and May 2017, respectively. During his tenure in SPE and SPM, he was a director and responsible for managing the technical department and financial operations. In December 2022, he left SPE and re-joined SDC in January 2023 as a Technical Director, where he assumed his current responsibilities. In June 2023, the application to strike off SPM under Section 550 of the Act was submitted to the CCM. In July 2023, Khoirol Suhardi Bin Shaaban resigned as a director in SPE and dispose of his shareholdings.

Further details of Khoirol Suhardi Bin Shaaban's principal business performed outside our Group and his principal directorships are set out in Section 5.5.3.

[The rest of this page has been intentionally left blank]

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

(v) Mohd Hanafy Bin Rasimon
Project Director

Mohd Hanafy Bin Rasimon, a Malaysian, aged 37, is our Project Director. He is responsible for the overall implementation and management for our Group's BMS projects.

He graduated with a Bachelor of Electrical Engineering from Universiti Teknikal Malaysia Melaka in October 2009. He also obtained an Executive Master in Operation and Project Management with Honors from Universiti Malaysia Pahang in November 2019.

In June 2009, he started his career in ERL Maintenance Support Sdn Bhd as a Project Engineer, where he was in charge of monitoring and coordinating project installation as well as mechanical and engineering services for the Express Railway Link stations from Kuala Lumpur International Airport to Kuala Lumpur Sentral until May 2010. In July 2010, he joined Metronic Engineering Sdn Bhd as an Engineer where he was responsible for project management. He was promoted as a Senior Project Engineer in June 2013 where he assumed similar responsibilities.

In November 2014, he left Metronic Engineering Sdn Bhd and joined SDC as an Assistant Project Manager in December 2014 and promoted to Project Manager in January 2018, where he was responsible for leading project teams to monitor all projects and ensure timely completion of the same, successful implementation, testing and handover to clients. In January 2023, he was promoted to Project Director, where he assumed his current responsibilities.

Further details of Mohd Hanafy Bin Rasimon's principal business performed outside our Group and his principal directorships are set out in Section 5.5.3.

(vi) Gan Yee Shan
Finance Manager

Gan Yee Shan, a Malaysian female aged 36, is our Finance Manager. She is responsible for the reporting of our Group's financial statements to our Board, as well as supervision of our Group's finance department.

She graduated with a Bachelor of Accounting with Honours from the University Tenaga Nasional, Malaysia in October 2011. She is registered as a Chartered Accountant and has been a member of the Malaysian Institute of Accountants since September 2014.

She began her career in December 2009 with Grant Thornton Malaysia as an intern, where she assisted the senior auditors in audit fieldwork. She completed her internship in May 2010 and proceeded to complete the final semester of her accounting degree. She re-joined Grant Thornton Malaysia in July 2011 as a Junior Associate Auditor, where she was involved in the audit of public listed and private companies and initial public offering exercises as reporting accountant. She left Grant Thornton Malaysia in September 2014 as a Senior Associate Auditor.

In November 2014, she joined Bioalpha Holdings Berhad as an Assistant Finance Manager, where she assisted in the preparation of financial statements and supervision of the finance department. She was promoted to Finance Manager in January 2016 where she was responsible for the preparation of financial statements and supervision of the day-to-day operations of the finance department. She left Bioalpha Holdings Berhad in October 2016 and joined CIMB Bank Berhad in November 2016 as an Assistant Sales Manager, where she was responsible for marketing and sales of retail banking products. In August 2019, she left CIMB Bank Berhad.

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

In October 2019, she joined SDC as our Finance Manager, where she assumed her current responsibilities.

Further details of Gan Yee Shan's principal business performed outside our Group and her principal directorships are set out in Section 5.5.3.

[The rest of this page has been intentionally left blank]

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

5.5.3 Principal directorships and principal business activities of our Key Senior Management outside our Group

Save for the involvement of Edison Kong and Eileen Liuk which are detailed in Section 5.2.3 and as disclosed below, none of our Key Senior Management have any principal directorship and principal business activity performed outside our Group in the past 5 years up to the LPD:

(i) Ed Kamil Bin Md Bashah

<u>Name of company</u>	<u>Principal activities</u>	<u>Designation</u>	<u>Date of appointment</u>	<u>Date of resignation</u>	<u>Equity interest (%)</u>	
					<u>Direct</u>	<u>Indirect</u>
<u>Present Involvement</u>						
SPM	Consultancy and trading in building automation systems <i>(Notice to strike off company was issued on 14 December 2023 but has yet to be gazetted)</i>	Director	24 May 2017	-	-	-(1)
<u>Past Involvement</u>						
Kejuruteraan Cekap Hijau	Electrical engineering	Sole Proprietor	8 February 2017	27 September 2023 ⁽²⁾	100.00	-
SPE	Consultancy in building automation systems	Director and Shareholder	25 February 2016	21 July 2023 ⁽³⁾	50.00	-
Dynamic Uco Enterprise	Inactive, it was previously principally as used cooking oil collector	Sole Proprietor	22 August 2022	21 August 2023 ⁽⁴⁾	100.00	-

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

Notes:

- (1) He held 50.00% indirect equity interest in SPM by virtue of his 50.00% direct equity interest in SPE pursuant to Section 8(4) of the Act prior to the disposal of his interest in SPE on 21 July 2023.
- (2) He held 100.00% direct equity interest in Kejuruteraan Cekap Hijau prior to the termination of the business on 27 September 2023.
- (3) He held 50.00% direct equity interest in SPE prior to the disposal of such interest on 21 July 2023.
- (4) He held 100.00% direct equity interest in Dynamic Uco Enterprise prior to the expiry of the business on 21 August 2023.

(ii) **Khoirol Suhardi Bin Shaaban**

<u>Name of company</u>	<u>Principal activities</u>	<u>Designation</u>	<u>Date of appointment</u>	<u>Date of resignation</u>	<u>Equity interest (%)</u>	
					<u>Direct</u>	<u>Indirect</u>
<u>Present Involvement</u>						
SPM	Consultancy and trading in building automation systems <i>(Notice to strike off company was issued on 14 December 2023 but has yet to be gazetted)</i>	Director	24 May 2017	-	-	-(1)
<u>Past Involvement</u>						
SPE	Consultancy in and installation of BAS	Director and Shareholder	25 February 2016	21 July 2023 ⁽²⁾	50.00	-

Notes:

- (1) He held 50.00% indirect equity interest in SPM by virtue of his 50.00% direct equity interest in SPE pursuant to Section 8(4) of the Act prior to the disposal of his interest in SPE on 21 July 2023.
- (2) He held 50.00% direct equity interest in SPE prior to the disposal of such interest on 21 July 2023.

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

(iii) Mohd Hanafy Bin Rasimon

<u>Name of company</u>	<u>Principal activities</u>	<u>Designation</u>	<u>Date of appointment / commencement</u>	<u>Date of resignation / cessation</u>	<u>Equity interest (%)</u>	
					<u>Direct</u>	<u>Indirect</u>
<u>Present Involvement</u>						
-	-	-	-	-	-	-
<u>Past Involvement</u>						
Hanafy Engineering Services	Electrical wirings and air conditioner installation services	Sole Proprietor	7 September 2016	19 October 2020 ⁽¹⁾	100.00	-
IOT Technology	Closed-circuit television security system and card access, extra low voltage, information and communication technologies and electrical installation	Sole Proprietor	20 October 2019	19 October 2020 ⁽²⁾	100.00	-

Notes:

(1) He held 100.00% direct equity interest in Hanafy Engineering Services prior to the expiry of the business on 19 October 2020.

(2) He held 100.00% direct equity interest in IOT Technology prior the expiry of the business on 19 October 2020.

[The rest of this page has been intentionally left blank]

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

(iv) Gan Yee Shan

Name of company	Principal activities	Designation	Date of appointment	Date of resignation	Equity interest (%)	
					Direct	Indirect
<u>Present Involvement</u>						
Actec Lighting House	Retail sale of lighting and electrical accessories and installation	Partner	14 April 2021	-	50.00	-
<u>Past Involvement</u>						
Acdel Lighting House	Retail sale of lighting and electrical accessories and installation	Partner	14 April 2021	14 April 2022 ⁽¹⁾	50.00	-
GY Tree Advisory	Accounting services	Sole Proprietor	21 October 2022	27 July 2023 ⁽²⁾	100.00	-

Notes:

(1) She held 100.00% direct equity interest in Acdel Lighting House prior to the expiry of the business on 14 April 2022.

(2) She held 100.00% direct equity interest in GY Tree Advisory prior to the disposal of such interest on 27 July 2023.

Our Board notes that SPM (currently owned by Ed Kamil Bin Md Bashah and Khoirol Suhardi Bin Shaaban) is in the process of being struck off. In respect of Gan Yee Shan, she is not involved in the management and day-to-day operations of Actec Lighting House, whose principal activity is not similar to our Group's business nor are they customers or suppliers to our Group. Accordingly, our Board is of the view that the involvement of our Key Senior Management in the business activities outside our Group listed above will not affect their continued contributions to the day-to-day management of our Group and does not give rise to any actual or potential conflict of interest situation with our business.

[The rest of this page has been intentionally left blank]

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

5.5.4 Remuneration and material benefits-in-kind of our Key Senior Management

Save for the remuneration and material benefits-in-kind of Edison Kong and Eileen Liuk which are detailed in Section 5.2.4, the aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to our Key Senior Management for services rendered in all capacities to our Group for the FY 2023 and FY 2024 are as follows:

Key Senior Management	Remuneration band (in bands of RM50,000)	
	FY 2023	⁽¹⁾ Proposed for FY 2024
Ed Kamil Bin Md Bashah	100,000 – 150,000	150,000 – 200,000
Khoirol Suhardi Bin Shaaban	100,000 – 150,000	150,000 – 200,000
Mohd Hanafy Bin Rasimon	100,000 – 150,000	150,000 – 200,000
Gan Yee Shan	100,000 – 150,000	100,000 – 150,000

Note:

- (1) Bonuses are not included as it will be determined later depending on the performance of the individuals and our Group, subject to the recommendation of the Remuneration Committee and approval by our Board.

5.6 ASSOCIATIONS OR FAMILY RELATIONSHIPS BETWEEN OUR DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY SENIOR MANAGEMENT

Save as disclosed below, there are no other family relationships and/or association between any of our Directors, Promoters, Substantial Shareholders and Key Senior Management as at the LPD:

Name	Relationship
Directors, Promoter, Substantial Shareholder and Key Senior Management	
Edison Kong	• Spouse of Eileen Liuk
Eileen Liuk	• Spouse of Edison Kong

5.7 DECLARATIONS BY OUR DIRECTORS, PROMOTERS AND KEY SENIOR MANAGEMENT

As at the LPD, none of our Directors, Promoters and Key Senior Management is or has been involved in any of the following events (whether within or outside Malaysia):

- (i) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which such person was a partner or any corporation of which such person was a director or member of key senior management;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;

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

- (iv) in the last 10 years, any judgment was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on such person's part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (v) in the last 10 years, the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on such person's part that relates to the capital market;
- (vi) the subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining such person from engaging in any type of business practice or activity;
- (vii) 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
- (viii) any unsatisfied judgment against such person.

5.8 SERVICE CONTRACTS

As at the LPD, there are no existing or proposed service agreements entered into or to be entered into by our Directors or Key Senior Management with our Group which provide for benefits upon termination of employment.

5.9 MANAGEMENT SUCCESSION PLAN

Our Board believes that the success of the Group depends on the ability to retain our key senior management personnel as well as attract and retain skilled personnel.

Our Group has implemented a formal Succession and Contingency Planning Policy where we have put in place a process to groom new management staff to gradually assume the responsibilities of senior management. Our Group's strategy for management continuity is driven by our top management who is responsible for identifying key competencies and requirements of candidates. If the need arises, we will recruit qualified personnel with knowledge and expertise of our business to enhance our operations. Our Group's succession plan consists of, among others, the following:

- (i) Structured career planning and development – Our senior management trains the lower and middle management employees to gradually assume more responsibilities;
- (ii) Recruitment and Selection – Our Group will groom internal candidates to assume the key roles within the organisation. If we do not have a suitable candidate, the Group will recruit qualified personnel with knowledge and expertise of our business;
- (iii) Managing Director's Succession Plan – The Board will work with the Managing Director to plan for the Managing Director's succession;
- (iv) Emergency succession contingency plan – The Board will maintain an emergency succession contingency plan should an unforeseen event such as death or disability occurs that prevents the Managing Director from continuing to discharge his /her duties. The plan identifies the individuals who would act in an emergency and their responsibilities; and
- (v) The Nomination Committee will review and update the Succession and Contingency Planning Policy annually or when deemed necessary.