

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

5.1 OUR PROMOTERS AND SUBSTANTIAL SHAREHOLDER

5.1.1 Promoters and Substantial Shareholder's shareholdings

The following table shows the shareholdings of our Promoters and Substantial Shareholder before and after our IPO:

Name	Nationality / Country of incorporation	Before our IPO ⁽¹⁾				After our IPO ⁽²⁾			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)
Promoter and Substantial Shareholder									
Tee Chee Chiang	Malaysian	279,580,624	95.10	-	-	240,380,624	61.32	-	-
Promoter									
Chan Wai Hoong	Malaysian	11,760,000	4.00	-	-	13,960,000 ⁽³⁾	3.56 ⁽³⁾	-	-

Notes:

(1) Based on the issued share capital of 294,000,000 Shares after the completion of the Acquisitions, and before our IPO.

(2) Based on the enlarged issued share capital of 392,000,000 Shares after our IPO.

(3) Assuming full subscription of the Pink Form Shares. Should the Pink Form Shares not be subscribed, he will hold 11,760,000 Shares representing 3.00% of the enlarged issued share capital of 392,000,000 Shares after our IPO.

Save for Tee Chee Chiang, there are no other persons who are able to, directly or indirectly, jointly or severally, exercise control over our Company. As at the LPD, our Promoters and Substantial Shareholder have the same voting rights as the other Shareholders of our Company and there is no arrangement between our Company and our shareholders with any third parties, the operation of which may, at a subsequent date, result in the change in control of our Company.

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

5.1.2 Profiles of Promoters and Substantial Shareholder

(i) **Tee Chee Chiang**

Promoter, Substantial Shareholder and Non-Independent Executive Vice Chairman

Tee Chee Chiang, a Malaysian male, aged 48, is our Promoter, Substantial Shareholder and Non-Independent Executive Vice Chairman. He currently oversees the overall strategic direction of our Group including business development partnership and marketing. He was appointed to our Board on 22 November 2023.

He graduated with a Bachelor of Engineering degree in Chemical Engineering from Monash University, Clayton Australia in September 1998. He started his career as a Production Executive in Dash Medical Gloves Sdn Bhd, which was a supplier of disposable latex and synthetic gloves in August 1998 where he was tasked to ensure the quality and consistent output of in the production of medical gloves. In June 1999, due to his interest and preference of the Information Technology industry, he joined CMC Technology (M) Sdn Bhd, which was a time attendance system provider as an Analyst to develop and enhance the attendance system. In April 2000, he left CMC Technology (M) Sdn Bhd and joined PacificNet-NTSC.com Sdn Bhd, which was an e-commerce platform solutions provider in the same month as an IT Executive where he was involved in the development of e-commerce website platforms for clients. He then left PacificNet-NTSC.com Sdn Bhd in October 2000. He joined Cap Gemini Ernst & Young Consultants Sdn Bhd, which was an IT service and consulting company in November 2000 as a Consultant in IT Consulting & Services and was promoted as a Senior Consultant in IT Consulting & Services in January 2002, where he was entrusted with implementing solutions for clients with Customer Relationship Management, Middleware, Infrastructure, Cyber Security and Java Technology. He was also entrusted with implementing data centre and call centre solutions for a major insurance company in Malaysia using systems from brands such as Oracle, Microsoft, Avaya, EMC, Veritas and IBM Servers.

During his tenure with Cap Gemini Ernst & Young Consultants Sdn Bhd, he obtained his postgraduate diploma in Information Technology from Staffordshire University, Stoke-on-Trent England in February 2002.

In August 2002, he left Cap Gemini Ernst & Young Consultants Sdn Bhd and joined Scope International (M) Sdn Bhd, which was an IT and operations centre for the Malaysian Standard Chartered Bank in September 2002 as a System Analyst where he was involved in implementing and providing support for Customer Relationship Management system for a major bank in Hongkong and Singapore. In July 2003, he left Scope International (M) Sdn Bhd to set up VTCM as a director and shareholder. He has been instrumental in the growth and expansion of our Group for the past 19 years. In January 2024, he was re-designated as the Non-Independent Executive Vice Chairman of our Group where he assumed his current responsibilities.

As at the LPD, he also holds directorships in several private limited companies, details of which are disclosed in Section 5.2.3(i) of this Prospectus.

He has no family relationship with the Promoters, Substantial Shareholder, Directors and other Key Senior Management of our Group.

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

(ii) Chan Wai Hoong
Promoter, Non-Independent Executive Director and CEO

Chan Wai Hoong, a Malaysian male, aged 54 is our Promoter, Non-Independent Executive Director and CEO. He provides the day-to-day strategic leadership of our Group, including making impactful decisions for our Group's operations and development. He was appointed to our Board on 22 November 2023.

He graduated with a Master of Science in Engineering Business Management from the University of Warwick, United Kingdom in July 1995. He also completed his Engineering Council Examination Part 2 in in September 1995 and fulfilled the academic requirements for registration in the United Kingdom as a Chartered Engineer.

He started his career in January 1995 as a business analyst in Time Quantum Technology Sdn Bhd, which was a technology consultancy and system integrator for Time Telecommunications Sdn Bhd where he acted as a liaison between business stakeholders and IT teams, translating business needs into technical requirements and solutions. He then left Time Quantum Technology Sdn Bhd in June 1997 and joined Modular Corp Sdn Bhd, which was a company involved in the supply of smart cards, developing smart card application and provision of related consultancy services in the same month, where he acted as the functional lead for smart card application implementation. In June 1998, he left Modular Corp Sdn Bhd and joined Arthur Andersen & Co., which was an audit, tax and consulting firm in September 1998 as an Experienced Consultant in the business consulting division. He acted as a consultant for Oracle Enterprise Resource Planning Distribution module implementation and Siebel Customer Relationship Management implementation where he was involved in assessing client's needs, analysing existing processes, provide solutions and offer ongoing support and guidance for Oracle systems. Thereafter, he left Arthur Andersen & Co. in May 2001 and joined Cap Gemini (Malaysia) Sdn Bhd, which was a business and technology consultant and system integrator in the same month as a Senior Consultant where he was responsible to lead the Oracle Customer Relationship Management software module. In January 2003, he was promoted to Manager in Cap Gemini (Malaysia) Sdn Bhd where he acted as an Oracle Customer Relationship Management solution architect, Oracle Customer Relationship Management software development team lead and pre-sales team leader until April 2003 when Cap Gemini (Malaysia) Sdn Bhd ceased their Malaysian operations.

In August 2003, he was invited by Innovation Associates Consulting Sdn Bhd, which was a company which was involved in system integration and consultancy to assume the role as Manager with similar responsibilities which he had in Cap Gemini (Malaysia) Sdn Bhd. He was then promoted to Senior Manager in January 2006 where he was responsible for project and program management of Oracle Customer Relationship Management implementation. He was also responsible for building and growing the Customer Relationship Management service line with the technology consulting division of Innovation Associates Consulting Sdn Bhd.

In August 2008, he left Innovation Associates Consulting Sdn Bhd and joined VTCM as an operations director where he assumed the role with similar responsibilities as he had as the Senior Manager in Innovation Associates Consulting Sdn Bhd for Oracle Customer Relationship Management solution. In August 2012, he was promoted to the Chief Operating Officer and Executive Director where he oversees and optimise the day-to-day operations of VTCM and is responsible for implementing the strategic plans and goals of VTCM. In September 2016, he was further promoted to the CEO and Executive Director where he assumed his current responsibilities. In January 2024, he was re-designated as the Non-Independent Executive Director and CEO of our Group.

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

As at the LPD, he also holds directorships in several private limited companies, details of which are disclosed in Section 5.2.3(ii) of this Prospectus.

He has no family relationship with the Promoters, Substantial Shareholder, Directors and other Key Senior Management of our Group.

(The rest of this page is intentionally left blank)

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

5.1.3 Changes in our Promoters' and Substantial Shareholder's shareholdings

The changes in our Promoters' and Substantial Shareholder's respective shareholdings in our Company since our incorporation are as follows:

Name	Nationality / Country of incorporation	As at date of incorporation		Before our IPO ⁽¹⁾				After our 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	(%)
Promoter and Substantial Shareholder													
Tee Chee Chiang	Malaysian	1	50.00	-	-	279,580,624	95.10	-	-	240,380,624	61.32	-	-
Promoter													
Chan Wai Hoong	Malaysian	-	-	-	-	11,760,000	4.00	-	-	13,960,000 ⁽³⁾	3.56 ⁽³⁾	-	-

Notes:

(1) Based on the issued share capital of 294,000,000 Shares after the completion of the Acquisitions, and before our IPO.

(2) Based on the enlarged issued share capital of 392,000,000 Shares after our IPO.

(3) Assuming full subscription of the Pink Form Shares. Should the Pink Form Shares not be subscribed, he will hold 11,760,000 Shares representing 3.00% of the enlarged issued share capital of 392,000,000 Shares after our IPO.

5.1.4 Promoters and Substantial Shareholder remuneration and benefits-in-kind

Save for the dividends to be paid or proposed to be paid as set out in Section 12.13 of this Prospectus, if any, to our Promoters and/or Substantial Shareholder and the aggregate remuneration and benefits paid or proposed to be paid to our Promoters and/or Substantial Shareholder for services rendered to our Group in all capacities for the FYE 2021, FYE 2022, FYE 2023 and proposed to be paid for the financial period commencing from 1 September 2023 up to the LPD as set out in Section 5.2.4 of this Prospectus, there are no other amount or benefits that has been paid or intended to be paid to our Promoters and/or Substantial Shareholder within the 2 years preceding the date of this Prospectus.

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

5.2 BOARD OF DIRECTORS

5.2.1 Shareholdings of our Directors

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

Name	Before our IPO ⁽¹⁾				After our IPO ⁽²⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)
Thomas Chew Hock Hin	-	-	-	-	400,000 ⁽³⁾	0.10 ⁽³⁾	-	-
Tee Chee Chiang	279,580,624	95.10	-	-	240,380,624	61.32	-	-
Chan Wai Hoong	11,760,000	4.00	-	-	13,960,000 ⁽⁴⁾	3.56 ⁽⁴⁾	-	-
Ng Kim Kiat	-	-	-	-	400,000 ⁽³⁾	0.10 ⁽³⁾	-	-
Lee Siew Mee	-	-	-	-	400,000 ⁽³⁾	0.10 ⁽³⁾	-	-
Tengku Munazirah Binti Tengku Abdul Samad Shah	-	-	-	-	400,000 ⁽³⁾	0.10 ⁽³⁾	-	-

Notes:

- (1) Based on the issued share capital of 294,000,000 Shares after the completion of the Acquisitions, and before our IPO.
- (2) Based on the enlarged issued share capital of 392,000,000 Shares upon our IPO.
- (3) Assuming full subscription of the Pink Form Shares reserved for our eligible Directors.
- (4) Assuming full subscription of the Pink Form Shares. Should the Pink Form Shares not be subscribed, he will hold 11,760,000 Shares representing 3.00% of the enlarged issued share capital of 392,000,000 Shares after our IPO.

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

5.2.2 Profiles of our Directors

The profiles of Tee Chee Chiang and Chan Wai Hoong are set out in Section 5.1.2 of this Prospectus.

The profile of our other Directors are as follows:

(i) Thomas Chew Hock Hin
Independent Non-Executive Chairman

Thomas Chew Hock Hin, a Malaysian male, aged 53, is our Independent Non-Executive Chairman. He was appointed to our Board on 30 January 2024.

He graduated with a Bachelor of Commerce from the University of Melbourne, Australia in January 1994. He subsequently obtained his Master of Business Administration from Heriot-Watt University, United Kingdom in July 1997. He was admitted as a Certified Practising Accountant in Australia (“CPA”) since April 1996 and progressed to obtain his CPA fellowship in September 2022. He was also admitted as a Chartered Accountant of the Malaysian Institute of Accountants since January 2000.

He has more than 30 years of experience in the technology and consulting industry. He started his career as an Analyst in Andersen Consulting Sdn Bhd (renamed to Accenture Solutions Sdn Bhd in 2021), which was a management and technology consulting firm in January 1993 and went through several promotions. Throughout his tenure with Andersen Consulting Sdn Bhd, he was involved in management consulting, system integration, outsourcing and digital transformation, serving both local and global clients and has led technology-driven business transformation programs in over 10 countries globally. In December 2012, he rose through the ranks to become Managing Director of Anderson Consulting Sdn Bhd, a position held until his retirement in February 2023, where he was responsible for several business portfolios acting the roles Regional Client Account Lead, Regional Outsourcing Sales Lead and Malaysia Resources Industry Group Lead. He is currently self-employed as an advisor where he assists organisations in leveraging technology to transform their businesses through system implementation.

As at the LPD, he does not hold directorships in companies outside of our Group.

He has no family relationship with the Promoters, Substantial Shareholder, Directors and Key Senior Management of our Group.

(ii) Ng Kim Kiat
Independent Non-Executive Director

Ng Kim Kiat, a Malaysian male, aged 54, is our Independent Non-Executive Director. He was appointed to our Board on 30 January 2024. He is the chairman of our Audit and Risk Management Committee and a member of our Remuneration Committee and Nomination Committee.

He graduated with a Bachelor of Accountancy (Honors) from Universiti Putra Malaysia (formerly known as Universiti Pertanian Malaysia) in August 1995. He has been a member of the Malaysian Institute of Accountants and also a member of the Malaysian Institution of Taxation since September 1998 and February 1999 respectively. He has also been licensed as an approved company auditor, tax agent and liquidator in Malaysia since October 2000, October 2000 and December 2005 respectively.

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

He started his career as an audit assistant in an audit firm, namely Y.S. Wong & Co in May 1995 carrying out audit of financial statements for private companies and related income tax reporting. He was subsequently promoted to the position of audit semi-senior in January 1996 before leaving the firm in February 1997. In March 1997, he joined another audit firm, namely SC Lim, Ng & Co. (formerly known as S.C. Lim & Co) as an audit senior. Over the years, he rose through the ranks to become its audit partner in September 2000 whereby he was also tasked with the business development of the firm, which had offices in Muar and Kuala Lumpur.

Meanwhile, he also joined Crowe Malaysia (formerly known as Horwath or Crowe Horwath) in January 2009 as its audit partner whereby he oversaw its entire operation of newly opened Muar branch. Crowe Malaysia was converted into a limited liability partnership, namely Crowe Malaysia PLT in January 2019. In December 2019, he withdrew as partner from SC Lim, Ng & Co. to focus his audit career with Crowe Malaysia PLT. In April 2021, he was made a director of Kairous Acquisition Corp Limited, a special purposed acquisition company incorporated in Cayman Islands and listed on NASDAQ Stock Exchange in the United States of America, a position which he has since relinquished in November 2023.

In October 2022, he was made Partner of Silver Ocean PLT, a firm providing corporate recovery services, and in November 2022, he was made Partner in Crowe Muar Advisory PLT, also a firm providing corporate recovery services. In May 2023, he was also made Partner of Serling Academy PLT, a firm providing training services. He left Crowe Malaysia PLT in December 2023 and Crowe Muar Advisory PLT in January 2024 and rejoined SC Lim, Ng & Co. PLT (which was converted from SC Lim, Ng & Co in September 2023) as its audit partner in January 2024.

As at the LPD, he holds directorships in several private limited companies, details of which are disclosed in Section 5.2.3(iii) of this Prospectus.

He has no family relationship with the Promoters, Substantial Shareholder, Directors and Key Senior Management of our Group.

(iii) Lee Siew Mee
Independent Non-Executive Director

Lee Siew Mee, a Malaysian female, aged 49, is our Independent Non-Executive Director. She was appointed to our Board on 30 January 2024. She is the chairwoman of our Remuneration Committee and a member of our Audit and Risk Management Committee and Nomination Committee.

She graduated with a Bachelor of Management from the Universiti Sains Malaysia in July 2000. During her time with University Sains Malaysia, she participated in a student exchange program with the University of Victoria in British Columbia, Canada from January 1997 to April 1997 and Chubu University, Japan from October 1998 to March 1999. She has obtained certification for ITIL V3 Intermediate Lifecycle: Service Strategy in December 2011, ITIL Intermediate Operational Support and Analysis in March 2013, Coursera Data Science Specialization in April 2016, Microsoft Certified Azure AI Fundamentals and Microsoft Certified Azure Data Fundamentals in October 2020, as well as Microsoft Certified Power Platforms Fundamentals in March 2021. She is also a trained PMI Agile Practitioner since February 2022 and Certified Application Consultant with SAP since November 2001.

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

She started her career as an Analyst of Andersen Consulting Sdn Bhd (renamed to Accenture Solutions Sdn Bhd in 2021), which was a management and technology consulting firm in August 2000, where she led the design and build of Systems, Applications and Products (SAP) solutions for several companies in Asia to fully integrate their core utility business processes. She was promoted as a Consultant in September 2003 and Consulting Manager in September 2006, where she was responsible for technology solutions and management consulting practises for energy and utilities industry.

She left Andersen Consulting Sdn Bhd in May 2010, and joined BP BSC Asia Sdn Bhd, which was a company involved in provision of support services in July 2010 as an Applications Delivery Manager where she was responsible for management of SAP applications, vendor and stakeholder management covering several markets globally, and was redesignated in January 2016 as a Global Service Delivery Lead, where she was responsible for managing a large team of vendors to deliver IT operation services for the company's downstream time-critical business applications, as well as oversaw cross portfolio initiatives that include infra re-platforming on mega data centres and ServiceNow implementation. In July 2019, she was redesignated as the Project Management and Transformation Lead of the Data Platform Portfolio for BP BSC Asia Sdn Bhd, where she managed and oversaw the IT modernization and transformation roadmap activities for a portfolio of 16 live IT services comprising over 300 individuals in multi-disciplinary squads and professions across different regions, as well as enabling portfolio level alignment and performance reporting of the data portfolio. She left BP BSC Asia Sdn Bhd in December 2020 to take a career break.

In October 2021, she joined Bolttech Device Protection Asia Sdn Bhd, which was an insurance intermediary for device and home electronics and provider of related services, as a Program Manager for Group Customer Experience Transformation, where she manages the company's Customer Experience solution on the AWS cloud, supporting contact centres in 30 countries across Europe, the United States of America and Asia. She was subsequently promoted as Product Manager, where she was involved in managing the company's core payment gateway product as well, a position she still holds at present.

As at the LPD, she does not hold directorships in companies outside of our Group.

She has no family relationship with the Promoters, Substantial Shareholder, Directors and Key Senior Management of our Group.

(iv) Tengku Munazirah Binti Tengku Abdul Samad Shah
Independent Non-Executive Director

Tengku Munazirah Binti Tengku Abdul Samad Shah, a Malaysian female, aged 37 is our Independent Non-Executive Director. She was appointed to our Board on 22 February 2024. She is the chairwoman of our Nomination Committee and a member of our Audit and Risk Management Committee and Remuneration Committee.

She obtained a Swiss Diploma in Hotel Operational Management and Swiss Higher Diploma in Hospitality Management from the Swiss Hotel Management School, Switzerland in January 2007 and January 2008 respectively. She graduated with a Bachelor of Arts (Hons) in Hospitality Management from the University of Derby in November 2008 and Swiss Hotel Management School in January 2009.

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

After a short break from graduation, she started her career as a Club Concierge at the Ritz-Carlton Millenia, a hotel located in Singapore in November 2009 where she handled high profile guests, delivered personalised service, organised personalised tours and arranged meetings for VIP guests. She left Ritz-Carlton Millenia in January 2010 and took a break.

In April 2011, she founded The Hope Factory Sdn Bhd, a social enterprise that creates awareness and supports other non-profit organizations by channeling their profit back to 6 different areas of need including medical care, protecting children, sheltering the homeless, education, preventing hunger and bringing awareness to animal rights to the public, where she was responsible for directing all operations, branding, overseeing pricing decisions, as well as planning fundraising events and campaigns. She is also the President of Pertubuhan Harapan Istimewa Malaysia, a non-governmental organization set up under The Hope Factory Sdn Bhd, a position she continues to hold. The Hope Factory Sdn Bhd was dissolved in January 2017 and its functions were taken over by Pertubuhan Harapan Istimewa Malaysia.

In April 2021, she joined Sin Heap Lee Development Sdn Bhd, a property development company as an Executive Officer for Property Development. She holds the position as Head of Governmental Affairs in SHL Consolidated Berhad, the holding company of Sin Heap Lee Development Sdn Bhd, where she is responsible for leading the company's objectives involving local, state and federal government affairs, maintaining and nurturing relationships with the government, associated authorities and all committees to facilitate project development.

She also holds several roles in non-governmental organizations. These include among others, Secretary General of Koperasi Pumas Berhad since February 2023, Royal Patron of Persatuan Kebajikan A Plus since March 2020, a Trustee of Yayasan Perintis Malaysia since June 2019, Royal Patron of Humanitarian Aid Selangor Society since June 2017 and Royal Patron of Persatuan Insan Istimewa IMC Selangor since March 2017.

As at the LPD, she holds directorships in several private limited companies, details of which are disclosed in Section 5.2.3(iv) of this Prospectus.

She has no family relationship with the Promoters, Substantial Shareholder, Directors and Key Senior Management of our Group.

(The rest of this page is intentionally left blank)

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

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

Save as disclosed below, our Directors are not involved in other businesses or corporations. Thomas Chew Hock Hin and Lee Siew Mee do not have any present involvement or past involvement in any other corporations.

The following table sets out the principal directorships of our Directors outside our Group and the principal business activities performed by our Directors outside our Group as at the LPD (“**Present Involvement**”) and those other principal directorships of our Directors outside our Group that were held within the past 5 years up to the LPD (“**Past Involvement**”):

(i) Tee Chee Chiang

Name of company	Principal activities	Nature of interest or involvement	Date of appointment	Date of resignation	Equity interest
Present Involvement					
Forwen Sdn Bhd	In the process of winding-up, it was previously involved in mobile/wireless business solutions The notice of intention to strike off company had been submitted on 18 December 2023.	Director / Shareholder	19 August 2005	-	90.00
Vetece Sdn Bhd	Investment holding of properties	Director / Shareholder	15 July 2010	-	99.00
VTCGB	Investment holding of VTCS	Director / Shareholder	1 August 2012	-	95.10
Rapidfy Dotcom Sdn Bhd	Dormant, it was previously involved in the provision of mobile/wireless business solution	Director / Shareholder	19 June 2014	-	99.99
Petbacker Sdn Bhd	Operating an online platform providing pet caring services	Director / Shareholder	10 April 2017	-	100.00
Eng Hong Palm Mill Sdn Bhd	Palm oil mill; transportation and common carriers/logistics	Shareholder	-	-	2.83
Tea Yiu Bing & Sons Sdn Bhd	Investment holding in oil palm plantations	Shareholder	-	-	7.34
Petbacker Limited	Pet care services	Director / Shareholder	17 November 2017	-	100.00
Petbacker Pty Ltd	Pet care services	Shareholder	-	-	100.00

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

<u>Name of company</u>	<u>Principal activities</u>	<u>Nature of interest or involvement</u>	<u>Date of appointment</u>	<u>Date of resignation</u>	<u>Equity interest</u>
Present Involvement					
Petbacker Co. Ltd.	Dormant	Director	24 February 2020	-	-
Petbacker Pte Ltd	Pet care services	Director / Shareholder	27 October 2017	-	100.00
Petbacker India Private Limited	Pet care services	Shareholder	-	-	99.90
Past Involvement					
Nuflit Malaysia Sdn Bhd	Dissolved on 5 June 2020 Previously involved in information communication technology (ICT) system security	Director / Shareholder	10 April 2017	5 June 2020	80.00 ⁽¹⁾

Note:

(1) He held 80.00% direct equity interest before the company was dissolved on 5 June 2020.

(ii) Chan Wai Hoong

<u>Name of company</u>	<u>Principal activities</u>	<u>Nature of interest or involvement</u>	<u>Date of appointment</u>	<u>Date of resignation</u>	<u>Equity interest</u>
Present Involvement					
Chemfield Hardware Trading Sdn Bhd	Trading in all kinds of chemicals	Director / Shareholder	15 November 2006	-	6.00
VTCGB	Investment holding in VTCS	Director / Shareholder	1 August 2012	-	4.00
Rapidfy Dotcom Sdn Bhd	Dormant, it was previously involved in the provision of mobile/wireless business solution	Director / Shareholder	19 June 2014	-	*
Past Involvement					
-	-	-	-	-	-

Note:

* Negligible

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

(iii) Ng Kim Kiat

<u>Name of company</u>	<u>Principal activities</u>	<u>Nature of interest or involvement</u>	<u>Date of appointment</u>	<u>Date of resignation</u>	<u>Equity interest</u>
Present Involvement					
Best Agenda Sdn Bhd	Property investment holding	Director / Shareholder	01 September 2005	-	50.00
SCLN Tax Services Sdn Bhd	Tax compliance and advisory services	Director / Shareholder	24 February 2010	-	30.00
Mesti Perkasa Sdn Bhd	The process for members' voluntary winding-up had commenced on 1 May 2021.	Director	03 March 2010	-	-
Thenar Solutions Sdn Bhd	Provision of OEM software for parking concessionaire	Director / Shareholder	14 June 2016	-	31.10
Padiyo Sdn Bhd	Investment holdings of quoted shares	Director / Shareholder	14 June 2016	-	50.00
NGL Consulting Sdn Bhd	Investment holding of quoted shares	Director / Shareholder	26 April 2021	-	70.00
K Force Headhunting Sdn Bhd	Holding company of Mesti Perkasa Sdn Bhd	Director / Shareholder	24 November 2010	-	52.50
Sterling Academy PLT	Provision of training services	Partner	19 May 2023	-	-
Silver Ocean PLT	Provision of corporate recovery services	Partner	11 October 2022	-	-
SC Lim, Ng & Co PLT	Provision of audit services	Partner	3 January 2024	-	-
Padiyo Solutions Sdn Bhd	Development of cloud-based corporate secretarial solution	Director ⁽¹⁾ / Shareholder	14 November 2018 ⁽¹⁾	16 January 2019 ⁽¹⁾	54.95
Past Involvement					
DYDX Services Sdn Bhd	Provision of business support services including but not limited to accounting services	Director / Shareholder	17 June 2010	10 March 2020	50.00 ⁽²⁾
Kairous Acquisition Corp Limited	Special purpose acquisition company	Director / Shareholder	7 April 2021	26 November 2023	0.13 ⁽⁴⁾

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

<u>Name of company</u>	<u>Principal activities</u>	<u>Nature of interest or involvement</u>	<u>Date of appointment</u>	<u>Date of resignation</u>	<u>Equity interest</u>
Crowe Muar Consulting Sdn Bhd (operations have ceased)	Ceased operation since July 2023, previously engaged in provision of training, consultancy and corporate recovery services	Director / Shareholder	05 May 2014	29 Dec 2023	50.00 ⁽³⁾
Crowe Muar Tax Sdn Bhd	Management and tax consulting	Director / Shareholder	03 March 2005	29 Dec 2023	50.00 ⁽³⁾
Crowe Malaysia PLT	Provision of audit services	Partner	01 January 2009	29 December 2023	-
Crowe Muar Advisory PLT	Provision of corporate recovery services	Partner	23 November 2022	16 January 2024	-

Notes:

- (1) He was appointed as a director on 14 November 2018 and resigned on 16 January 2019.
- (2) He held 50.00% direct equity interest before the disposal of such interest on 5 June 2020.
- (3) He held 50.00% direct equity interest before the disposal of such interest on 29 January 2024.
- (4) He held 0.13% direct equity interest before the disposal of such interest on 26 November 2023.

(iv) Tengku Munazirah Binti Tengku Abdul Samad Shah

<u>Name of company</u>	<u>Principal activities</u>	<u>Nature of interest or involvement</u>	<u>Date of appointment</u>	<u>Date of resignation</u>	<u>Equity interest</u>
Present Involvement					
Samadiyah Sdn Bhd	Dormant	Director / Shareholder	5 December 2012	-	12.5
Past Involvement					
-	-	-	-	-	-

The involvement of our Directors mentioned above in other principal business activities outside of our Group will not affect their commitment and responsibilities to our Group in their respective roles as our Directors, as:

- (a) our Independent Non-Executive Directors are not involved in the day-to-day operations of our Group. Their involvement in other business activities outside our Group will not affect their contributions to our Group as the principal activities of those companies are not similar to our Group's business; and

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

- (b) our Non-Independent Executive Directors are not actively involved in any business activities outside our Group. Their involvement will not affect their ability to perform their roles and responsibilities as well as their contribution to our Group.

5.2.4 Directors' remuneration and benefits-in-kind

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid to our current Directors for services rendered to our Group for FYE 2022 and FYE 2023 and proposed to be paid for FYE 2024 are as follows:

FYE 2022	Salaries RM'000	Fees and allowances RM'000	Bonuses RM'000	Statutory contributions ⁽¹⁾ RM'000	Benefits-in- kind RM'000	Total RM'000
Non-Independent Executive Directors						
Tee Chee Chiang	325	-	-	18	-	343
Chan Wai Hoong	235	-	-	47	-	282
FYE 2023	Salaries RM'000	Fees and allowances RM'000	Bonuses RM'000	Statutory contributions ⁽¹⁾ RM'000	Benefits-in- kind RM'000	Total RM'000
Non-Independent Executive Directors						
Tee Chee Chiang	322	-	-	31	-	353
Chan Wai Hoong	235	-	-	47	-	282
FYE 2024	Salaries RM'000	Fees and allowances ⁽²⁾ RM'000	Bonuses RM'000	Statutory contributions ⁽¹⁾ RM'000	Benefits-in- kind RM'000	Total RM'000
Independent Non-Executive Directors						
Thomas Chew Hock Hin	-	22	-	-	-	22
Ng Kim Kiat	-	22	-	-	-	22
Lee Siew Mee	-	22	-	-	-	22
Tengku Munazirah Binti Tengku Abdul Samad Shah	-	22	-	-	-	22
Non-Independent Executive Directors						
Tee Chee Chiang	322	-	-	31	-	353
Chan Wai Hoong	235	-	-	47	-	282

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

Notes:

- (1) Includes employer's contribution to employees' provident fund, social security organisation and employment insurance scheme, where applicable.
- (2) Fees and allowances for the Independent Non-Executive Directors are computed on a pro-rated basis, commencing from 1 February 2024 to 31 August 2024.

5.3 BOARD PRACTICES

5.3.1 Directors' term of office

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

Directors	Date of appointment	Date of expiry of the current term of office	Approximate no. of years in office up to the date of this Prospectus
Thomas Chew Hock Hin	30 January 2024	Subject to retirement at our first annual general meeting	Less than a year
Tee Chee Chiang	22 November 2023	Subject to retirement at our first annual general meeting	Less than a year
Chan Wai Hoong	22 November 2023	Subject to retirement at our first annual general meeting	Less than a year
Ng Kim Kiat	30 January 2024	Subject to retirement at our first annual general meeting	Less than a year
Lee Siew Mee	30 January 2024	Subject to retirement at our first annual general meeting	Less than a year
Tengku Munazirah Binti Tengku Abdul Samad Shah	22 February 2024	Subject to retirement at our first annual general meeting	Less than a year

Pursuant to our Constitution, all our Directors shall retire from office at the conclusion of the first annual general meeting and an election of Directors shall take place each year at the annual general meeting in every subsequent year where at least one third (1/3) of our Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election. Accordingly, all our Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting.

Our Directors to retire in each year shall be those who have been longest in office since their last election or appointment but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

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

Our Directors shall have power at any time and from time to time, to appoint any person(s), subject to recommendation by the Nomination Committee and the approval by our Board, to be a Director, either to fill a casual vacancy or as an additional Director to the existing Board. Any Director so appointed shall hold office only until the next annual general meeting of our Company and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

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

- (i) The Board is to effectively represent and promote the interests of our shareholders and stakeholders with a view to add long-term value to our Company's shares.
- (ii) The Board discharges its responsibilities in meeting our Group's goals, the Board should, among others undertake the following:
 - (a) Strategic planning - to review and approve strategies, business plans and key policies for our Group and monitor Key Senior Management's performance in implementing them to determine whether the business is being properly managed;
 - (b) Corporate goal - to set corporate values and clear lines of responsibility and accountability, including governance systems and processes that are communicated throughout our Group;
 - (c) Compliance to regulation - to ensure full compliance and to carry out the duties of the Board in accordance with the relevant provisions of the Listing Requirements, the CMSA, the Act, the MCCG and all applicable laws, regulations and guidelines;
 - (d) Risk management – to review the information and risk management and internal control system and the effectiveness of the management;
 - (e) Independent and transparent - to ensure that there shall be unrestricted access to independent advice or expert advice at VETECE's expense in furtherance of our Board's duties;
 - (f) Code of conduct - to formalise the ethical standards through a code of conduct which will be applicable throughout our Group and ensure compliance to this code of conduct;
 - (g) Succession planning - to ensure that our Key Senior Management has the necessary skills and experience, has and there is a proper and robust succession plan for our Key Senior Management and Executive Directors (“ED(s)”) in place. Succession planning refers to the process of selecting, training, appointing, monitoring, evaluating and if warranted, replacing any management to ensure succession;
 - (h) Management proposals - to review, challenge and decide on our Key Senior Management's proposals for our Group, and monitor its implementation by Key Senior Management;
 - (i) Judgmental timing - to ensure that our Board has adequate procedures in place to receive reports from our Key Senior Management periodically and / or on a timely manner, so that the Board has reasonable grounds to make proper judgement on financial matters and business prospects of our Group on an ongoing basis;

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

- (j) Financial and non-financial reporting - to ensure all our directors are able to understand financial statements and form a view of the information presented, and to ensure the integrity of our Group's financial and non-financial reporting. Each director shall read the financial statement of our Group and carefully consider whether what they disclose is consistent with the director's own knowledge of our Group's affairs;
 - (k) Related party management - to establish procedures to assess any related party transactions or conflict of interest situations that may arise within our Company or Group, including any transaction, procedure or course of conduct that raises questions of management integrity;
 - (l) Board committee - to establish and ensure the effective functioning and monitoring of our Board Committees then to delegate appropriate authority and terms of reference to such committees established by our Board;
 - (m) Board balance - to strive to achieve an optimum balance and dynamic mix of competent and diverse skillsets amongst the members of our Board;
 - (n) Governance culture - together with our Key Senior Management, promote good corporate governance culture within our Group which reinforces ethical, prudent and professional behaviour; and
 - (o) Stakeholder communication - to ensure that our Group has in place procedures to enable effective communication with stakeholders;
- (iii) Our Board will direct and supervise our Key Senior Management, the business and affairs of our Group including, in particular:
- (a) Sustainability management - to review and adopt a strategic plan for the long-term value creation and includes strategies on economic, environment and social considerations;
 - (b) Performance management - to establish policies for strengthening the performance of our Group including ensuring that our Key Senior Management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
 - (c) Risk management - to identify principal risks, set the risk appetite within which our Board expects our Key Senior Management to operate and ensure the implementation of appropriate systems to manage the significant financial and non-financial risks and to ensure there is a sound framework for internal controls and risk management;
 - (d) Internal audit - to establish an internal audit function to obtain assurance of regular review and / or appraisal of the effectiveness of the system of internal controls within our Company and Group. Our Board should explain in summary the means that exist for obtaining such assurance of regular review and / or appraisal;
 - (e) Internal control - to review the adequacy and integrity of our Group's internal control system and management information systems, including systems for complying with applicable laws, regulations, rules, directives and guidelines;
 - (f) Debt repayment capacity - to decide on whatever steps necessary to protect our Company's and Group's financial position and the ability generate cash flow to meet its debts and other obligations when they fall due, and ensuring that such steps are taken; and

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

- (g) Law and regulations - to ensure that the operations of VETECE are conducted prudently and within the framework of relevant laws and regulations.
- (iv) Pursuant to the MCCG, the positions of Chairman and CEO are held by different individuals. The Chairman should be leading the Board in its collective oversight of management, while the CEO focuses on business and day-to-day operation of the Group. In the event that the positions of the Chairman of the Board and CEO are held by the same person, our Company shall give an explanation and justification in the Annual Report of our Company.

5.3.2 Audit and Risk Management Committee

The Audit and Risk Management Committee shall solely comprise of Independent Non-Executive Directors. The Audit and Risk Management Committee was constituted on 31 January 2024 with the function of assisting our Board in fulfilling its oversight responsibilities. The composition of our Audit and Risk Management Committee is set out below:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Ng Kim Kiat	Chairman	Independent Non-Executive Director
Lee Siew Mee	Member	Independent Non-Executive Director
Tengku Munazirah Binti Tengku Abdul Samad Shah	Member	Independent Non-Executive Director

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

Matters relating to external audit

- (i) Recommend appointment or re-appointment of external auditors, audit fees and any questions of resignation or dismissal of the external auditors;
- (ii) Review and report to the board letter of resignation from the external auditors or suggestions for their dismissal, including a copy of any written representations or statement of circumstances in relation with the resignation made by the external auditors, if applicable and whether there is reason /supported by grounds) to believe that the external auditor is not suitable for re-appointment.
- (iii) Monitor the effectiveness of the external auditors' performance and their independence and objectivity; and
- (iv) Review and discuss with the external auditors on the following and report the same to our Board:
- the nature, scope and plan of the audit before the audit commences and ensure co-ordination where more than one audit firm is involved;
 - audit report;
 - evaluations of the system of internal controls;
 - the assistance given by the employees to the external auditors;

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

- (e) external auditors' report of deficiencies in internal control and management's response thereto;
- (f) any significant audit findings, reservations, difficulties encountered, or material weaknesses reported by the external auditors;
- (g) the annual evaluation of the performance of the external auditors, including the suitability, objectivity and independence of the external auditors which takes into consideration the following:
 - the external auditors' ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan;
 - the competence, audit quality and resource capacity of the external auditors in relation to the audit;
 - the information presented in the Annual Transparency Report of the audit firm;
 - the nature and extent of the non-audit services tendered and the appropriateness of the level of fees;
 - written assurance from the external auditors confirming that they are, and have been independent through the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirement; and
 - the conduct of an annual evaluation on the performance of the external auditor and undertaking follow-up measures, where required.
- (v) Review the external auditor's audit report, management letter and management's response to the management letter;
- (vi) Shall be advised of significant use of the external auditors in performing non-audit services within our Group, considering both the types of services rendered and the fees, such that their position as auditors are not deemed to be compromised;
- (vii) Review with the external auditors for the Statement on Risk Management and Internal Control of our Group for inclusion in the Annual Report;
- (viii) Discuss problems and reservations arising from the interim and final audits, and any matter the auditor may wish to discuss (in the absence of our Executive Directors and our Key Senior Management where necessary);
- (ix) The Management will seek clearance from the Audit and Risk Management Committee, in the event that the non-audit fees paid to our Company's external auditors, or a firm or corporation affiliated to the external auditors' firm are significant (e.g. constitute 50% of the total amount of audit fees paid to our Company's external auditors) and our Company is required to state the details on the nature of non-audit services rendered in the Audit and Risk Management Committee's Report;
- (x) To assist in fulfilling our Board's stewardship accountability to its shareholders and financial stakeholders; and
- (xi) To provide assurance to our Board with quality and reliable financial information and are responsible for the accuracy and integrity of our Group's financial reporting.

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

Matters relating to internal audit

- (i) Review with the internal auditors on the following and report the same to our Board:
 - (a) annual audit plan which is risk-based and focused on significant risk areas to ensure adequate scope and comprehensive coverage over the activities of our Group;
 - (b) effectiveness of the internal audit processes as well as the adequacy of resources, competency and the necessary authority for the internal audit function;
 - (c) internal audit report containing the internal audit findings, investigations undertaken and whether or not appropriate actions are taken by the management, based on recommendations of the internal auditors and to follow-up on remedial actions;
 - (d) ensure the internal audit function is independent of the activities its audits and the internal auditors report directly to the Audit and Risk Management Committee and review their performance on annual basis. The head of internal audit should have relevant qualifications and be responsible for providing assurance to the Audit and Risk Management Committee that the internal controls are operating effectively. The internal auditors will be responsible for the regular review and/ or appraisal of the effectiveness of risk management, internal control and governance processes within our Group; and
 - (e) approve any appointment or termination of internal auditors.
- (ii) Take cognizance of resignations of internal auditors and provide the resigning internal auditor with an opportunity to submit his reasons for resigning upon receipt of such notice of resignation;
- (iii) Review the appraisal or assessment of performance of the internal auditors on an annual basis;
- (iv) Review with the internal auditors on the external auditors' report of deficiencies in internal control and management's response thereto and report the same to our Board; and
- (v) Review any special audit which the Audit and Risk Management Committee deems necessary.

Matters relating to risk management and internal control

- (i) Review the Statement of Risk Management and Internal Control to be published in the Annual Report and report the same to our Board;
- (ii) Review and assess the adequacy and effectiveness of internal control systems and risk management policies and framework in identifying, measuring, monitoring and controlling risk and the extent to which these are operating effectively;
- (iii) Review our Group's risk profile and risk tolerance and our Group's risk management plans to mitigate business risks as identified from time to time;
- (iv) Assess the adequacy of the business recovery / disaster recovery procedures;
- (v) Assess processes and procedures to ensure compliance with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies;

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

- (vi) Ensure that the key risks are effectively managed in accordance with our Group's risk management policies and strategies;
- (vii) Carry out other responsibilities, functions or assignments as may be defined by our Board from time to time; and
- (viii) Review our Key Senior Management's efforts to embed risk management in all aspects of our Group's activities.

Matters relating to related party transactions / Conflicts of interest situations

- (i) Review related party transactions entered into by our Company or our Group and to determine if such transactions are undertaken on an arm's length basis and normal commercial terms and on terms not more favourable to the related parties than those generally available to the public, and to ensure that our Board reports such transactions annually to the shareholders via the annual report;
- (ii) Review conflict / potential conflict of interests' situation that may arise within our Company or our Group, including any transaction, procedure or course of conduct that raises questions of our Key Senior Management's integrity;
- (iii) In order to mitigate any possible conflict of interest situation, our Directors will declare to the Audit and Risk Management Committee and our Board their interests in other companies at the onset and as and when there are changes in their respective interests in companies outside our Group.
- (iv) The Audit and Risk Management Committee will first evaluate if such Director's involvement gives rise to an actual or potential conflict of interest with our Group's business after the disclosure provided by such Director. After a determination has been made on whether there is an actual or potential conflict of interest of a Director, the Audit and Risk Management Committee will then:
 - (a) immediately inform our Board of the conflict of interest situation;
 - (b) make recommendations to our Board to direct the conflicted Director to:
 - i. withdraw from all his executive involvement in our Group in relation to the matter that has given rise to the conflict of interest (in the case where the conflicted Director is an executive director); and
 - ii. abstain from all Board deliberation and voting in the matter that has given rise to the conflict of interest.
- (v) In relation to (iv)(b) above, the conflicted Director and persons connected to him (if applicable) shall be absent from any Board discussion relating to the recommendation of the Nomination Committee and the conflicted Director and persons connected to him (if applicable) shall not vote or in any way attempt to influence the discussion of, or voting on, the matter at issue. The conflicted Director, may however at the request of the Chairperson of the Board, be present at the Board meeting for the purpose of answering any questions.
- (vi) In circumstances where a Director is determined to have a significant, ongoing and irreconcilable conflict of interest with our Group, and where such conflict of interest significantly impedes the Director's ability to carry out his/her fiduciary responsibility to the Group, the Audit and Risk Management Committee may determine that a resignation of the conflicted Director from the Board is appropriate and necessary.

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

- (vii) Ensure that our Group has adequate procedures and processes in place to monitor and track related party transactions and to review these processes; and
- (viii) Report to Bursa Securities, if there is any related party transaction which exceeded the shareholders' mandate and provide full reasoning and detailed explanations. Related party transaction and conflict / potential conflict of interest of interests' situation that may arise within our Company or our Group including any transaction, procedure or course of conduct that raises questions of management integrity.

Whistleblowing and fraud

- (i) To ensure that proper investigations are carried out, on a timely basis, for substantiated cases reported by any whistleblower to the Chairman of our Board or the Chairman of the Audit and Risk Management Committee, and report the results and conclusion of such investigations, with the appropriate cause of action shall be recommended to our Board for approval, in accordance with our Group's whistleblowing policy; and
- (ii) Review the Group's policies and procedures for detecting fraud.

Overseeing financial reporting

- (i) Review and deliberate the quarterly results and year-end financial statements, before the approval by our Board, focusing particularly on:
 - (a) any changes in or implementation of accounting policies and practices;
 - (b) significant or material adjustments with financial impact arising from the audit;
 - (c) significant matters highlighted including financial reporting issues, significant judgements made by Management, significant and unusual events or transactions, and how these matters are addressed;
 - (d) the going concern assumptions;
 - (e) the appropriateness of Management's selection of accounting policies and disclosures in compliance with approved accounting standards and other regulatory requirements;
 - (f) compliance with applicable financial reporting standards;
 - (g) litigation that could affect the results materially; and
 - (h) Proposed dividend by the Management.
- (ii) Monitor the integrity of the financial statements of the Group;
- (iii) Assess whether the financial reports represent a true and fair view of the Group's performance and ensure compliance with the regulatory requirements;
- (iv) To ensure the competency of the accounting staff and adequacy of the resources and infrastructure of the finance function; and
- (v) To propose best practices on disclosure in the financial statements and the annual reports of the Group, to be in line with the recommendations set out in the MCCG and other applicable rules and regulations.

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

5.3.3 Remuneration Committee

The Remuneration Committee was constituted on 31 January 2024 by our Board. The composition of our Remuneration Committee is set out below:

Name	Designation	Directorship
Lee Siew Mee	Chairwoman	Independent Non-Executive Director
Ng Kim Kiat	Member	Independent Non-Executive Director
Tengku Munazirah Binti Tengku Abdul Samad Shah	Member	Independent Non-Executive Director

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

- (i) Review and recommend to our Board the remuneration policy and procedures for Directors and Management, including the fee structure and level of remuneration for our Vice Executive Chairman, Executive Director and Key Senior Management.

In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements. The remuneration policy should align with our Group's business strategies and long-term objectives, complexity and performance of our Group as well as skills and experience required. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and designed to promote the long-term success of the Group;

- (ii) Formulate policies, guidelines and set criteria for remuneration packages for our Directors and to ensure that our Directors are fairly and appropriately remunerated according to the general market sentiments or conditions;
- (iii) Review and recommend to our Board on the remuneration framework of our Non-Executive Directors, particularly on whether the remuneration remains appropriate to each Directors' contribution, by taking into account the level of expertise, commitment and responsibilities undertaken. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain Directors of caliber, and yet not to excessive.

The determination of remuneration packages of Non-Executive Directors shall be a matter for our Board as a whole;

- (iv) Review and recommend to our Board on the total individual remuneration package for Executive Directors and Key Senior Management including where appropriate, bonuses, incentive payments within the terms of the agreed remuneration policy and based on individual performance.

The Executive Directors shall abstain from the deliberation and voting on their own remuneration;

- (v) Review and recommend to our Board and subsequently to the shareholders' approval at a general meeting, the fees of our Directors and any benefits payable to the Directors including any compensation payable to the Directors in connection with any loss of employment of Director or former Director. Such compensation shall be determined in accordance with relevant contractual terms and shall be fair and not excessive for our Group;

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

- (vi) Consider the appointment of independent experts to facilitate the Remuneration Committee in carrying out its functions;
- (vii) Review any major changes in remuneration policy and employee benefit structures throughout our Company or Group, and if thought fit, recommend them to the Board for adoption;
- (viii) Consider and review any renewal of service contracts of the Executive Directors as and when due, as well as any service contracts and remuneration package for newly appointed Directors prior to their appointment; and
- (ix) Review and recommend to our Board regarding any proposed new employees' share option scheme to be given to the employees of our Group and/or amendments to the existing scheme.

The individuals concerned must abstain from discussing their own remuneration. The detailed remuneration of each Director should be disclosed in the Annual Report on a named basis.

5.3.4 Nomination Committee

The Nomination Committee was constituted on 31 January 2024 by our Board. The composition of our Nomination Committee is set out below:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Tengku Munazirah Binti Tengku Abdul Samad Shah	Chairwoman	Independent Non-Executive Director
Ng Kim Kiat	Member	Independent Non-Executive Director
Lee Siew Mee	Member	Independent Non-Executive Director

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

New Appointment

- (i) Assess and recommend to our Board, nominees for all directorships and committee members. In making its recommendations, the Nomination Committee should consider the candidates proposed by our Board, and within the bounds of practicability, by any other senior executive, Director or major shareholder. The Nomination Committee may also utilise independent sources including directors' registry, industry and professional association, open advertisements and independent search firms to identify suitably qualified candidates.

The Nomination Committee shall evaluate the balance of skills, knowledge, experience and diversity on the existing Board and prepare a description of the role and capabilities required for particular appointment and to ensure our Board comprises at least 1 woman director and to review the participation of women in senior management to ensure there is healthy talent pipeline for recommendation to our Board. In making its recommendations, the Nomination Committee shall assess and consider the following attributes or factors:

- a) professionalism;
- b) existing number of directorships held, including on boards of non-listed companies;

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

- c) confirmation of not being an undischarged bankrupt or involved in any court proceedings in connection with the promotion, formation or management of a corporation or involving fraud or dishonesty punishable on conviction with imprisonment or subject to any investigation by any regulatory authority under any legislation;
- d) commitment (including time commitment);
- e) merit and against objective criteria with due regard for diversity in gender, age, experience, skills and cultural background;
- f) contribution and performance;
- g) background, character, integrity, and competence;
- h) any business interests that may result in a conflict of interest that may arise within the Company or the Group; and
- i) in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities / functions as expected from Independent Non-Executive Directors. In considering independence, it is necessary to focus not only a director's background and current activities qualify him or her as independent but also whether the Director can act independently of management.

Our Company should disclose in its annual report how candidates for Non-Executive Directors positions were sourced including whether such candidates were recommended by the existing board members, management or major shareholders.

If the selection of candidates was solely based on recommendations made by the existing board members, management or major shareholders, the Nomination Committee should explain why other sources were not used;

- (ii) Recommend to our Board, the appointment of Chairman's position (Board/Committee) in consultation of the Board; and
- (iii) Recommend to our Board, Directors to fill the seats on Board Committees, in consultation with the Chairman of those committees.

Re-election, Re-appointment, Re-designation and Resignation/Termination

- (i) Recommend to our Board on the re-appointment of any Non-Executive Directors at the conclusion of his or her specified term of office, re-election of any Director under the retirement by rotation provisions in the Company's Constitution;
- (ii) Make any necessary recommendations to our Board concerning the continuation in office of any Director at any time, including the suspension or termination of service of an Executive Director as an employee of our Company subject to provision of the law and their service contracts;

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

- (iii) Recommend to our Board on the re-designation of the Independent Director to Non-Independent Director should the tenure of an Independent Director exceed a cumulative terms limit of 9 years. If the Board intends to retain an Independent Director beyond 9 years but not more than cumulative term of 12 years, it should be subjected to the following:
 - a) annual assessment by the Nomination Committee, regarding the independence and contributions; and
 - b) annual shareholders' approval through two-tier voting process in a general meeting, where our Board provides strong justification on the recommendation in the explanatory notes to the resolution in the notice of a general meeting.

Specific Nomination and Succession Planning

- (i) Recommend suitable candidates for the role of Senior Independent Director, as applicable.
- (ii) Review our Board's succession plans.
- (iii) Review and make recommendations on Succession Planning for management.

Annual Performance Assessment of Board, Board Committees and Individual Directors

- (i) Assess annually:
 - a) the required mix of skills and experience of our Board, including the core competencies which Non-Executive Directors should bring to our Board;
 - b) the effectiveness of our Board as a whole, the Board Committees and the contribution of each individual Director including his time commitment, character, experience and integrity vide a formal and objective assessment. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions shall be properly documented;
 - c) the character, experience, integrity and competence of Directors, chief executive and chief financial officer and to ensure they have time to discharge their respective roles;
 - d) the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether they have carried out their duties in accordance with their Terms of Reference; and
 - e) the independence of Independent Directors to ensure the Director can act independently of management.

The Nomination Committee may engage a professional, experienced and independent party to facilitate the Board evaluation.

Induction training programme analysis

- (ii) Review and define orientation and induction plans for new Directors.
- (iii) Review our Directors' continuing education programmes.
- (iv) Assess annually the training needs of each Director, review the fulfilment of such training, and disclose details in the annual report as appropriate.

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

Size of Board and Independent Directors

- (i) Review the structure, size and composition (including skills, knowledge, experience and diversity of our Board and core competencies which Non-Executive Directors should bring to our Board).
- (ii) Assess desirable number of Independent Directors.
- (iii) Recommend to our Board the Company's gender, age, experience and diversity policies, targets and discuss measures to be taken to meet those targets.
- (iv) Develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors.

Statement about the activities of the Nomination Committee

- (i) Review and recommend to our Board a statement about the activities of the Nomination Committee in the discharge of its duties for the financial year for incorporation into the annual report. The statement must include the requirements as set out in Rule 2.20A of the Listing Requirements and contain the following information:
 - a) the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the Company;
 - b) our Board nomination and election process of Directors and criteria used in the selection process; and
 - c) assessment undertaken by the Nomination Committee in respect of our Board, Board Committees and individual Directors together with the criteria for such assessment.

5.3.5 Malaysian Code on Corporate Governance

Our Board acknowledges and take cognisance of the MCCG which contains best practices and guidance for listed companies to improve upon or to enhance their corporate governance as it forms an integral part of their business operations and culture. Our Board believes that our current Board composition provides an appropriate balance in terms of skills, knowledge and experience to promote the interest of all shareholders and to govern our Group effectively. Our Company has adopted the recommendations under the MCCG to have a Board comprising a majority of independent directors. Further, our Group has at least 30% women directors on our Board whereby we have 2 women directors out of a total of 6 Directors. As such, we are also in compliance with Rule 15.02(1) of the Listing Requirements. Our Chairman of the Board is also not a member of our Audit and Risk Management Committee, Remuneration Committee or Nomination Committee.

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

5.4 KEY SENIOR MANAGEMENT

5.4.1 Key Senior Management team

The composition of our Key Senior Management is set out below:

<u>Name</u>	<u>Age</u>	<u>Nationality</u>	<u>Designation</u>
Tee Chee Chiang	48	Malaysian	Non-Independent Executive Vice Chairman
Chan Wai Hoong	54	Malaysian	Non-Independent Executive Director and CEO
Yeoh Kim Kooi	40	Malaysian	Chief Financial Officer
Fon Wai Kein	44	Malaysian	Head of Enterprise, Application Integration and SSO Management
Goh Yeh Hwang	45	Malaysian	Head of Enterprise, Infrastructure On-Premises and Cloud Solution
Wong Thean Chee	44	Malaysian	Head of Enterprise, Data Engineering, Analytics and CRM

5.4.2 Profiles of our Key Senior Management

The profiles of our Key Senior Management are as follows:

(i) Tee Chee Chiang

Please refer to Section 5.2.2(ii) of this Prospectus for details of Tee Chee Chiang's profile.

(ii) Chan Wai Hoong

Please refer to Section 5.2.2(iii) of this Prospectus for details of Chan Wai Hoong's profile.

(iii) Yeoh Kim Kooi

Yeoh Kim Kooi, a Malaysian male, aged 40, is our Chief Financial Officer. He is responsible for managing and overseeing financial and accounting functions of our Group.

He graduated from Oxford Brookes University, United Kingdom in July 2008 with a Bachelor of Science in Applied Accounting. He has been a member of the Association of Chartered Certified Accountants since October 2008 and he was admitted as a fellow of the Association of Chartered Certified Accountants in October 2013. He is also a member of the Malaysian Institute of Accountants since January 2010.

He started his career as an Audit Junior with Ng Chin Huan & Associates, an audit firm in December 2004 where he was responsible for assisting senior audits in their audits and then joined another audit firm, Chong & Co, as an Audit Semi-Senior in May 2007. Subsequently, he left Chong & Co in December 2008 to join Crowe Horwath (Kuala Lumpur) (now known as Crowe Malaysia PLT), an audit firm as an Audit Senior

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

Associate in January 2009. He left Crowe Horwath in November 2010 to join Baker Tilly TFW LLP (Singapore), an audit firm as an Audit Senior in March 2011. At Baker Tilly TFW LLP (Singapore), he audited clients from various industries, which include manufacturing facilities, industrial products and plantation.

In February 2012, he left Baker Tilly TFW LLP (Singapore) to join Lobb Heng Pte Ltd, which was a company involved in commodities trading as an Assistant Finance Manager in March 2012. At Lobb Heng Pte Ltd, he assisted in planning, managing and maintaining all financial and accounting functions of the company until May 2012. In October 2012, he joined Darco Water Systems Sdn Bhd, which was a company involved in water treatment as Financial Controller and in that capacity was responsible for managing the accounting and finance functions of the company in Malaysia. He was subsequently promoted in July 2013 to Group Financial Controller at Darco Water Technologies Limited, Singapore where he was responsible for the group's corporate finance, corporate communications and overall financial operations. He left Darco Water Technologies Limited in March 2016 to join Powerus Sdn Bhd, which was a company involved in commodities export as Group Financial Controller in April 2016, where he was responsible for the overall control and monitoring of financial performance of the company. However, he soon left Powerus Sdn Bhd in August 2016 as the industry was severely impacted by the moratorium of export of bauxite and thereafter he provided freelance assistance to companies on finance and accounting matters.

In November 2016, he joined Nova Laboratories Sdn Bhd, which was a company involved in manufacturing of pharmaceutical products as the Chief Financial Officer overseeing the overall control and monitoring of the financial performance of the Company. He was subsequently redesignated as the Chief Financial Officer of Nova Wellness Group Berhad, the holding company of Nova Laboratories Sdn Bhd, upon its listing on the ACE Market of Bursa Securities in July 2018. He subsequently left Nova Wellness Group Berhad in September 2018 and took a career break before he joined Pecca Leather Sdn Bhd, which was a company involved in leather seat manufacturing in January 2019 as Financial Controller overseeing the overall control and monitoring of the financial performance of the Company. In January 2020, he left Pecca Leather Sdn Bhd and joined Hager + Elsaesser Asia Pte Ltd, which was a water treatment company in February 2020 as the Regional Financial Controller where he oversaw the control and monitoring of the company's regional financial performance. In October 2020, he left Hager + Elsaesser Asia Pte Ltd and resumed his freelancing activities due to the MCO imposed by the Government. In July 2022, he joined Unique Luxury Sdn Bhd, which was a medical center as a Chief Financial Officer overseeing the overall financial activities of the company. In December 2022, he left Unique Luxury Sdn Bhd and continued his freelancing activities until he then joined VTCM in June 2023 where he assumed his current responsibilities.

As at the LPD, he does not hold directorships in other private limited companies. Details of his past involvements are disclosed in Section 5.4.4(i) of this Prospectus.

He has no family relationship with the Promoters, Substantial Shareholder, Directors and other Key Senior Management of our Group.

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

(iv) Fon Wai Kein

Fon Wai Kein, a Malaysian male, aged 44, is our Head of Enterprise Application Integration and SSO Management. He is responsible for leading the business development, sales and delivery of Enterprise Application Integration & Single Sign-On solutions for our Group.

He graduated with a Bachelor of Science and Information from the University of South Australia in May 2004.

He started his career in May 2004 as an Application Consultant with Hypertronics Pte Ltd in Singapore, where he was responsible for conducting process workshops, developing training materials and job aids, conducting system training and system functionality testing, and providing post-production support to end-users. He left Hypertronics Pte Ltd, which was a company which was involved in the manufacturing of electrical equipment and supplies in January 2006 and returned to Malaysia in February 2006 to join Orisoft Berhad (now known as Tricor Orisoft Technology Sdn Bhd), which was an IT software solutions company as an Application Consultant. At Orisoft Berhad, he was responsible for deploying the human resources management system of the company, system designing, ensuring compliance with system implementation schedules, and providing post-production support to end-users. He left Orisoft Berhad in May 2008.

In June 2008, he joined atQuest Solution Sdn Bhd, a company which was involved in provision of IT solutions and system integration as a Functional Consultant, where he orchestrated user requirements sessions, designed customer relationship management work processes, developed functional specifications documents, performed detailed design specifications for application functionality as well as real-time integrations and batch interfaces with various backend systems.

He left atQuest Solution Sdn Bhd in December 2009 and joined VTCM in the same month as a Consultant. He was promoted to Senior Consultant in September 2011, Manager in September 2013 and Senior Manager in September 2017. Over the years he was with VTCM, he was responsible for managing different projects for VTCM. He was promoted to Associate Director in September 2019 and was re-designated as Head of Enterprise Application Integration and SSO Management where he assumed his current responsibilities.

As at the LPD, he also holds directorships in several private limited companies, details of which are disclosed in Section 5.4.4(ii) of this Prospectus.

He has no family relationship with the Promoters, Substantial Shareholder, Directors and other Key Senior Management of our Group.

(v) Goh Yeh Hwang

Goh Yeh Hwang, a Malaysian male, aged 45, is our Head of Enterprise Infrastructure On-Premises and Cloud Solution. He is responsible for leading the business development, sales and delivery of Enterprise Infrastructure On-Premises and Cloud solutions which includes implementation and migration service for servers and database, as well as cyber security and IT Infrastructure managed service outsource initiatives.

He graduated with a Bachelor's degree in Computer Science, majoring in Software Engineering from the University of Malaya in June 2003.

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

He started his career as a Developer with eQuad Technology Sdn Bhd, a company which was involved in the trading and servicing of IT equipment, parts and related products in March 2003, where he was involved in game development until July 2003. He joined Scope International (M) Sdn Bhd, which was an IT and operations centre for Standard Chartered Bank Malaysia Berhad in August 2003 as a Graduate Trainee and was later confirmed as a Developer, where he was a Siebel customer relationship management system developer, actuate reporting tool system developer, system administrator and database administrator. He left Scope International (M) Sdn Bhd in August 2005.

In August 2005, he joined VTCM as a Consultant and was promoted to Team Leader in March 2007, Manager in September 2010 and Senior Manager in September 2013. Throughout his tenure with VTCM, he was involved as a Siebel system administrator and database administrator, Siebel developer, as well as deployment and development of Middleware, Java and Database systems. In September 2021, he was promoted to Associate Technical Director where he was responsible for deployment and development of cloud, infrastructure and database systems. He was re-designated as the Head of Enterprise Infrastructure On-Premises and Cloud Solution.

As at the LPD, he does not hold directorships in companies outside of our Group.

He has no family relationship with the Promoters, Substantial Shareholder, Directors and other Key Senior Management of our Group.

(vi) **Wong Thean Chee**

Wong Thean Chee, a Malaysian male, aged 44, is our Head of Enterprise Data Engineering, Analytics and CRM. He has more than 20 years of experience in enterprise data management and analytics solution in telecommunication, financial services, higher education and logistics industries. He is responsible for leading the business development, sales and delivery of Enterprise Data Engineering and Analytics solutions as well as Enterprise Customer Relationship Management solution for our Company.

He graduated with a Bachelor of Science (Honours) in Computing and Information System from the London Guildhall University in March 2002. He is also a Sales Specialist in Business Intelligence Applications since March 2013 by the Oracle University and a Oracle Business Intelligence Implementation Specialist since September 2014.

He started his career as a Management Information System Executive with Pearson Malaysia Sdn Bhd, which was a company involved in publication and sale of education materials in January 2001, where he provided software and hardware support to end-users. He left Pearson Malaysia Sdn Bhd in August 2001 and joined HSI (M) Sdn Bhd, which was an IT solution provider in the same month, where he was involved in application development and implementation of the product of the company in the hospitality industry. He left HSI (M) Sdn Bhd in April 2003 and joined Sunway University in May 2003 as an Analyst Programmer, where he led the system analysis, design and implementation of the Education Management System for Sunway University until August 2004.

In September 2004, he joined MSTi Corporation Sdn Bhd, a company which was involved in trading of computer software and hardware and the rendering of IT related consulting services as an Analyst Programmer, where he was responsible for product development and project implementation of the company's Enterprise Resource Planning application for their clients. He left MSTi Corporation Sdn Bhd in August 2005 and joined Accenture Solutions Sdn Bhd, which was a management and technology

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

consulting firm in September 2005 as an Analyst Programmer, where he was responsible for delivery and implementation of Oracle Human Resource Management System and SAP Enterprise Resource Planning for their clients. He left Accenture Solutions Sdn Bhd in February 2007.

He joined Swisslog (M) Sdn Bhd, which was a company involved in supply and construction of turnkey logistic systems in February 2007 as a Software Consultant. In this role, he was one of the few key team members that drive and deliver end-to-end project implementation as well as application support to the company's clients across the Europe and Asia regions until January 2009. He subsequently joined Asia-Pacific Information Services Sdn Bhd, which was a company providing technical and IT support services to the DHL group of companies in Asia and Europe regions in February 2009 as a Senior Service Support Specialist, where he was responsible for providing time critical application support to the DHL group of companies and its clients covering the Asia and Europe regions. He left Asia-Pacific Information Services Sdn Bhd in March 2011.

He joined VTCM in March 2011 as a Manager and was promoted to Senior Manager in September 2013, where he was responsible for overseeing the overall delivery of enterprise data management and business intelligence projects as well as human capital management for the team. He was promoted to Associate Director in September 2017 where he assumed his current responsibilities. He was re-designated as the Head of Enterprise Data Engineering, Analytics and Customer Relationship Management.

As at the LPD, he does not hold directorships in companies outside of our Group.

He has no family relationship with the Promoters, Substantial Shareholder, Directors and other Key Senior Management of our Group.

5.4.3 Shareholdings of our Key Senior Management

The direct and indirect shareholdings of our Executive Directors who are part of the Key Senior Management before and after our IPO are set out in Section 5.2.1 of this Prospectus.

The following table sets out the direct and indirect shareholdings of our other Key Senior Management, assuming full subscription of Pink Form Shares. reserved for our eligible employees.

Name	Before our IPO ⁽¹⁾				After our IPO ⁽²⁾⁽³⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)
Goh Yeh Hwang	2,656,585	0.90	-	-	3,256,585 ⁽⁴⁾	0.83 ⁽⁴⁾	-	-
Yeoh Kim Kooi	-	-	-	-	-	-	-	-
Fon Wai Kein	-	-	-	-	600,000	0.15	-	-
Wong Thean Chee	-	-	-	-	600,000	0.15	-	-

Notes:

- (1) Based on the issued share capital of 294,000,000 Shares after the completion of the Acquisitions, and before our IPO.
- (2) Based on the enlarged issued share capital of 392,000,000 Shares upon our IPO.
- (3) Assuming full subscription of the Pink Form Shares.
- (4) Should the Pink Form Shares not be subscribed, he will hold 2,656,585 Shares representing 0.68% of the enlarged issued share capital of 392,000,000 Shares after our IPO.

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

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

The principal activities performed outside of our Group at present and in the past 5 years preceding the LPD by our Executive Directors who are part of our Key Senior Management are set out in Section 5.2.3 of this Prospectus.

Save as disclosed below, our Key Senior Management are not involved in other businesses or corporations. Goh Yeh Hwang and Wong Thean Chee do not have any present involvement or past involvement in other corporations.

The following table sets out the Present Involvement and Past Involvement of our Key Senior Management as at the LPD:

(i) Yeoh Kim Kooi

<u>Name of company</u>	<u>Principal activities</u>	<u>Nature of interest or involvement</u>	<u>Date of appointment</u>	<u>Date of resignation</u>	<u>Equity interest</u>
Present Involvement					
-	-	-	-	-	-
Past Involvement					
Nixel Sdn Bhd	Export and import of computer hardware, software and peripherals; other information technology service activities; activities of holding companies	Director	25 April 2019	8 January 2020	-
Acelence Sdn Bhd	Computer programming activities; other management consultant activities	Director	21 August 2020	11 May 2022	-

(The rest of this page is intentionally left blank)

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

(ii) Fon Wai Kein

<u>Name of company</u>	<u>Principal activities</u>	<u>Nature of interest or involvement</u>	<u>Date of appointment</u>	<u>Date of resignation</u>	<u>Equity interest</u>
Present Involvement					
M&H Net Worth Sdn Bhd	Investment advisory services in a gamification application	Shareholder	-	-	0.83
M & H Game Sdn Bhd	Dormant, previously involved in investment advisory services in a gamification application	Shareholder	-	-	1.23
Seraphim Solution Enterprise	Dormant, the business was set up for provision of IT consultancy and solution, sale of hardware and software but has yet to commence business.	Sole Proprietor	17 July 2020	-	100.00
Past Involvement					
-	-	-	-	-	-

The involvement of our Key Senior Management mentioned above in other principal business activities outside of our Group will not affect their commitment and responsibilities to our Group in their respective roles as our Key Senior Management, as they are not actively involved in any business activities outside our Group. Their involvement will not affect their ability to perform their roles and responsibilities as well as their contribution to our Group.

(The rest of this page is intentionally left blank)

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

5.4.5 Key Senior Management's remuneration and benefits-in-kind

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid to our Executive Directors who are part of the Key Senior Management for services rendered to our Group for FYE 2022 and FYE 2023 and proposed to be paid for FYE 2024 are set out in Section 5.2.4 of this Prospectus.

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid to our other Key Senior Management for FYE 2022 and FYE 2023 and proposed to be paid for FYE 2024 are as follows:

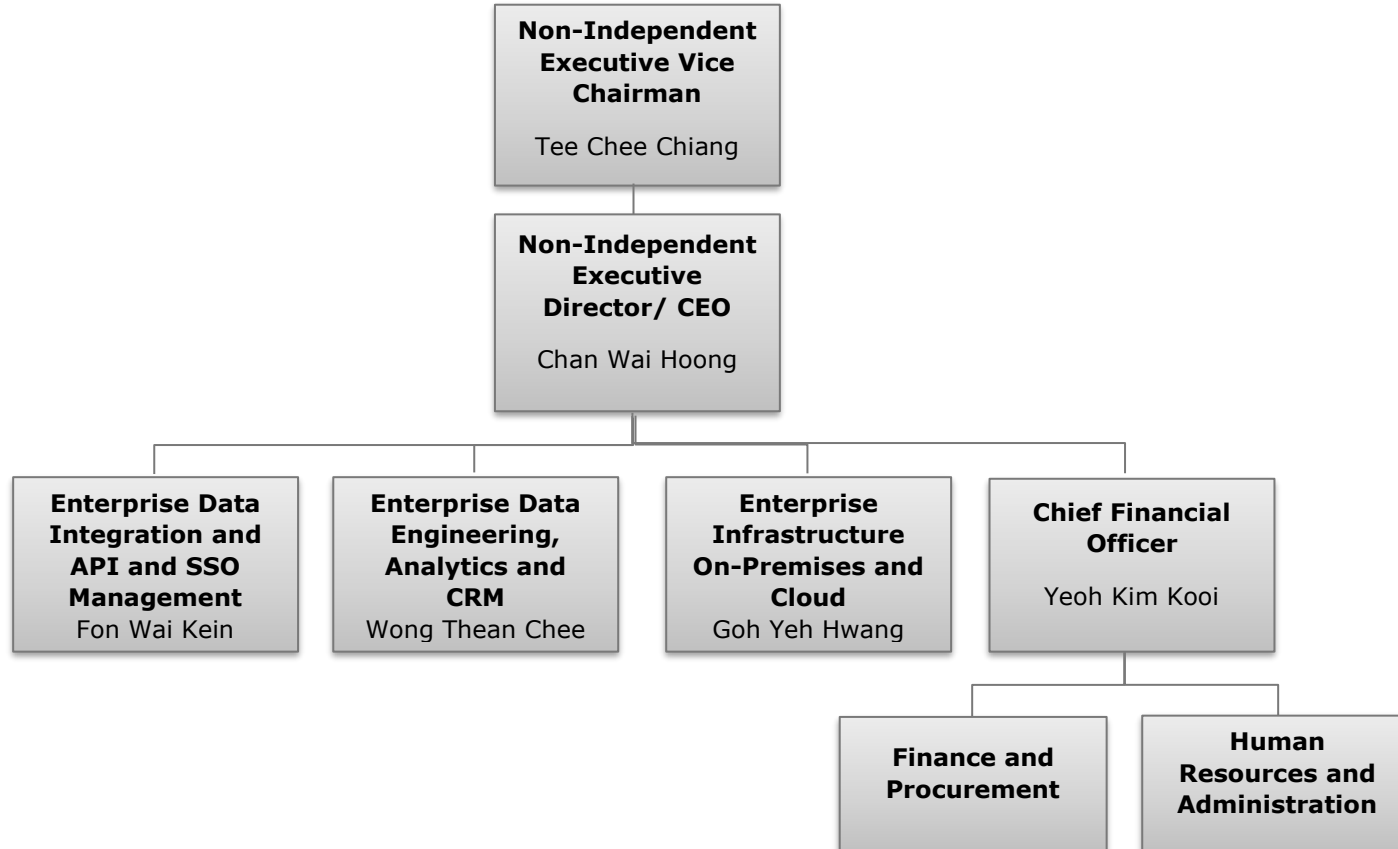
Name	Remuneration band (in bands of RM50,000)		
	FYE 2022	FYE 2023	Proposed for FYE 2024
Yeoh Kim Kooi	-	50,000 – 100,000	150,000 – 200,000
Fon Wai Kein	200,000 – 250,000	200,000 – 250,000	250,000 – 300,000
Goh Yeh Hwang	200,000 – 250,000	200,000 – 250,000	250,000 – 300,000
Wong Thean Chee	250,000 – 300,000	250,000 – 300,000	250,000 – 300,000

(The rest of this page is intentionally left blank)

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

5.4.6 Management reporting structure

The management reporting structure of our Group is as follows:



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

5.5 DECLARATION BY OUR PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

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

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

5.6 FAMILY RELATIONSHIPS AND ASSOCIATIONS

There is no family relationship and/or association between any of our Promoters, Substantial Shareholder, Directors and Key Senior Management.

5.7 EXISTING OR PROPOSED SERVICE AGREEMENTS

As at the LPD, there are no existing or proposed service agreements entered into or to be entered into by our Directors or any member of our Key Senior Management with our Group.

(The rest of this page is intentionally left blank)