

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

5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

5.1.1 Promoters and substantial shareholders' shareholdings

The details of our Promoters and substantial shareholders, their respective shareholdings in our Company before and after our IPO are as follows:

Name	Nationality / Country of incorporation	Before our IPO				After our IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
<u>Promoters and substantial shareholders</u>									
Radiant Capital ⁽³⁾	Malaysia	183,600,050	45.90	-	-	178,349,000	36.40	-	-
Salimi Bin Khairuddin	Malaysian	-	-	183,600,050	45.90 ⁽⁴⁾	-	-	178,349,000	36.40 ⁽⁴⁾
Khairul Nazri Bin Kamarudin	Malaysian	-	-	183,600,050	45.90 ⁽⁴⁾	-	-	178,349,000	36.40 ⁽⁴⁾
Dato' Sharman	Malaysian	88,399,950	22.10	40,000,000	10.00 ⁽⁵⁾	48,951,000	9.99	48,951,000	9.99 ⁽⁵⁾
Datin Annie A/P V Sinniah	Malaysian	40,000,000	10.00	88,399,950	22.10 ⁽⁶⁾	48,951,000	9.99	48,951,000	9.99 ⁽⁶⁾

Notes:

- (1) Based on our issued share capital of 400,000,000 Shares before our IPO.
- (2) Based on our enlarged issued share capital of 490,000,000 Shares after our IPO.
- (3) Radiant Capital is held by Salimi Bin Khairuddin and Khairul Nazri Bin Kamarudin with equity interest of 61.00% and 39.00%, respectively.
- (4) Deemed interested by virtue of his direct shareholdings in Radiant Capital pursuant to Section 8 of the Act.
- (5) Deemed interested by virtue of his spouse's shareholdings in our Company pursuant to Section 8 of the Act.

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

(6) Deemed interested by virtue of her spouse's shareholdings in our Company pursuant to Section 8 of the Act.

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

As at the LPD, the Shares held by our Promoters and substantial shareholders have the same voting rights and there is no arrangement between our Company and our shareholders with third parties, the operation of which may at a subsequent date result in a change of control of our Company.

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

5.1.2 Profiles of Promoters and substantial shareholders

The profiles of our Promoters and substantial shareholders are as follows:

(i) Radiant Capital

Promoter and substantial shareholder

Radiant Capital was incorporated in Malaysia on 9 April 2021 under the Act as a private company limited by shares under the name of Radiant Capital Sdn Bhd (Registration No. 202101013134 (1413433-P)).

As at the LPD, the issued share capital of Radiant Capital is RM100 comprising 100 ordinary shares. The principal activity of Radiant Capital is investment holding in shares.

As at the LPD, the directors and shareholders and their respective shareholdings in Radiant Capital are as follows:

Directors and shareholders	Direct interest in Radiant Capital	
	No. of shares	%
Salimi Bin Khairuddin	61	61.00
Khairul Nazri Bin Kamarudin	39	39.00

(ii) Dato' Sharman

Promoter, substantial shareholder and Deputy Chairman / Executive Director

Dato' Sharman, a Malaysian aged 45, is our Promoter, substantial shareholder, Deputy Chairman and Executive Director.

He was appointed to our Board on 29 December 2020 and is a Director of Steel Hawk Engineering since 3 October 2012. He is responsible for the overall strategic management of our Group, developing our business, overseeing and monitoring the progress of our onshore and offshore projects and coordinating with our project managers on project risk management, budget / cost controls and planning. He has approximately 20 years of experience in the O&G industry specifically in supplying oilfield equipment, parts and components as well as providing EPCC, installation and maintenance services for onshore and offshore facilities with knowledge in mechanical engineering, procurement and project management.

He attended St. Michael's Institution, Ipoh, until December 1996 and obtained his Malaysian Education Certificate (SPM). He went on to obtain a Malaysia Higher School Certificate (STPM) in December 1998 thereafter. Subsequently, he graduated from Universiti Sains Malaysia with a Bachelor of Engineering (Honours) (Aerospace Engineering) in August 2002. He was admitted as a Graduate of The Institution of Engineers, Malaysia in the Discipline of Aerospace in March 2017.

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

He began his career as an engineering lecturer with Prime College (currently known as SEGi College Subang Jaya) in January 2004 until June 2004, where he lectured engineering subjects for undergraduate engineering students.

In July 2004, he incorporated SS Innovations Sdn Bhd and assumed the role as the Managing Director and Chief Executive Officer where he was responsible for the overall strategic, operational and financial management of the company. SS Innovations Sdn Bhd was involved in the trading of automated packaging machinery as well as supply of 2 types of oilfield equipment (i.e. helicopter refuelling system and carbon dioxide fire suppression systems) and had gradually reduced its business since September 2012 until it became dormant in 2019 and subsequently dissolved in September 2023.

In October 2012, he incorporated Steel Hawk Engineering and assumed the role of Director / Chief Technical Officer. Dato' Sharman together with Salimi Bin Khairuddin and Khairul Nazri Bin Kamarudin have been the driving force for the overall business activities such as strategic planning and business development activities of Steel Hawk Engineering. He was subsequently promoted to Deputy Chairman of our Group in April 2022. The Deputy Chairman has overall responsibility for the development of our Group's business, especially its business strategies, corporate governance and sustainability goal and ensuring legal requirements of our Board are met, while also reviewing the performance of our Chief Executive Officer and Chief Operating Officer.

He is also a member of the American Society of Mechanical Engineers (ASME), an organisation promoting the art, science and practice of mechanical engineering since 2022.

He is the spouse of Datin Annie A/P V Sinniah. Save as disclosed in **Section 5.2.4(ii)** of this Prospectus, he does not have any involvement in other businesses or corporations outside our Group.

(iii) Salimi Bin Khairuddin

Promoter, substantial shareholder and Executive Director / Chief Executive Officer

Salimi Bin Khairuddin, a Malaysian aged 37, is our Promoter, substantial shareholder, Executive Director and Chief Executive Officer. He was appointed to our Board on 29 December 2020 and is a Director of Steel Hawk Engineering since 25 February 2015. He oversees the overall operations of our Group and onshore engineering division of our Group, monitors and coordinates our onshore projects and manages the engineering design and fabrication of our oilfield equipment. He has approximately 14 years of experience in the O&G industry specified to fabrication, engineering design and quality assurance / quality control of oilfield equipment as well as maintenance and modification services for onshore facilities.

In May 2010, he graduated with the Malaysian Skills Diploma in Welding and Fabrication Technology – Fabrication Management from the National Youth Skills Institute.

He joined Amalgamated Metal Corporation Sdn Bhd in October 2010, as a Production Coordinator and was involved in establishing safety and quality assurance / quality control programs, reviewing engineering design drawings and coordinating and monitoring projects undertaken by the company. He left Amalgamated Metal Corporation Sdn Bhd in March 2013.

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

In March 2013, he joined True Features Corporation Sdn Bhd as a Quality Assurance and Quality Control Inspector responsible for performing quality and technical inspections of oilfield equipment as well as coordinating quality assurance and quality control activities.

He left True Features Corporation Sdn Bhd in May 2013 and joined our Group in June 2013 as a Quality Assurance and Quality Control Manager and was responsible for managing the quality assurance and quality control division, as well as coordinating our offshore and onshore projects and engineering works. In February 2015, he was promoted to Chief Operating Officer (Onshore) and was subsequently promoted to Chief Executive Officer of our Group in April 2022 to oversee the overall operations and onshore engineering division of our Group.

Save as disclosed in **Section 5.2.4(iii)** of this Prospectus, he does not have any involvement in other businesses or corporations outside our Group.

(iv) Khairul Nazri Bin Kamarudin

Promoter, substantial shareholder and Chief Operating Officer

Khairul Nazri Bin Kamarudin, a Malaysian aged 35, is our Promoter, substantial shareholder and Chief Operating Officer. He was a member of our Board from 29 December 2020 to 5 October 2023. He is a Director of Steel Hawk Engineering since 25 February 2015.

He oversees the offshore engineering division of our Group, monitors and coordinates our offshore projects and is responsible for work order scheduling as well as facilitating internal and external communications. He has approximately 10 years of experience in the O&G industry specified to engineering design, installation and commissioning of oilfield equipment.

In 2013, he graduated with a Bachelor of Engineering Technology (Hons) in Mechatronics from Universiti Kuala Lumpur.

After graduation, he joined our Group in February 2014 as a Senior Mechanical Engineer, and was responsible for preparing engineering drawings, coordinating engineering reviews and managing and executing work orders for installation, maintenance and fabrication activities. In February 2015, he was promoted to Chief Operating Officer (Offshore) to oversee the offshore engineering division of our Group. In October 2023, he stepped down from our Board as the Executive Director of our Group and assumed his current position and responsibility as Chief Operating Officer of our Group.

Save as disclosed in **Section 5.4.4(i)** of this Prospectus, he does not have any involvement in other businesses or corporations outside our Group.

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

(v) Datin Annie A/P V Sinniah

Promoter, substantial shareholder and Human Resource and Administration Director

Datin Annie A/P V Sinniah, a Malaysian aged 63, is our Promoter, substantial shareholder and Human Resource and Administration Director. She was a member of our Board from 29 December 2020 to 5 October 2023.

She is responsible for overseeing the human resource and administration division of our Group including developing and implementing our Group's overall human resource and recruitment strategy, developing our remuneration policies including performance evaluation as well as managing training and counselling programs for our Group's employees. She has approximately 17 years of experience in the management of back-end support functions for companies, covering finance, human resource and administration.

Upon completion of her secondary education, she was employed for various administrative and finance functions until 2007. Subsequently, she obtained an Executive Master in Management from Asia e University in 2016.

In July 2007, she joined SS Innovations Sdn Bhd as a director and Chief Financial Officer and was responsible for overseeing the finance functions of the company, including budgeting, accounting, preparation of payroll, invoices, monthly and annual financial reports as well as establishing financial policies and procedures for the company. SS Innovations Sdn Bhd was involved in the trading of automated packaging machinery as well as the supply of 2 types of oilfield equipment (i.e. helicopter refuelling system and carbon dioxide fire suppression systems) and had gradually reduced its business since September 2012 until it became dormant in 2019 and subsequently dissolved in September 2023.

In October 2012, she joined our Group as a Human Resource Manager where she was responsible for overseeing our human resource functions, including developing and implementing human resource strategies, addressing any management and / or employee issues, managing our recruitment process and organising orientation and training programs.

In March 2016, she was redesignated to Finance Manager and was responsible for overseeing our finance functions, including our budgeting, accounting, taxation reporting, cash flow forecasting, preparation of quarterly management reports, payroll, invoices and monthly and annual financial reports. In July 2019, she was promoted to Human Resource and Administration Director, a position which she presently holds. In October 2023, she stepped down from our Board as the Executive Director of our Group but remained her position and responsibility as Human Resource and Administration Director.

She is the spouse of Dato' Sharman. Save as disclosed in **Section 5.4.4 (ii)** of this Prospectus, she does not have any involvement in other businesses or corporations outside our Group.

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

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

Save as disclosed below, there are no other changes in the shareholdings of our Promoters and substantial shareholders in our Company since 29 December 2020, being the incorporation date of our Company:

Name	As at incorporation				As at 31 December 2021				As at 31 December 2022			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Promoters and substantial shareholders												
Radiant Capital ⁽⁵⁾	-	-	-	-	73,440,020	45.90	-	-	73,440,020	45.90	-	-
Salimi Bin Khairuddin	20	50.00	-	-	-	-	73,440,020 ⁽⁶⁾	45.90	-	-	73,440,020 ⁽⁶⁾	45.90
Khairul Nazri Bin Kamarudin	20	50.00	-	-	-	-	73,440,020 ⁽⁶⁾	45.90	-	-	73,440,020 ⁽⁶⁾	45.90
Dato' Sharman	-	-	-	-	70,559,980	44.10	-	-	70,559,980	44.10	-	-
Datin Annie A/P V Sinniah	-	-	-	-	-	-	70,559,980 ⁽⁷⁾	44.10	-	-	70,559,980 ⁽⁷⁾	44.10

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

Name	As at 31 December 2023				Before our IPO				After our IPO			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽³⁾	No. of Shares	% ⁽³⁾	No. of Shares	% ⁽⁴⁾	No. of Shares	% ⁽⁴⁾
<u>Promoters and substantial shareholders</u>												
Radiant Capital ⁽⁵⁾	73,440,020	45.90	-	-	183,600,050	45.90	-	-	178,349,000	36.40	-	-
Salimi Bin Khairuddin	-	-	73,440,020 ⁽⁶⁾	45.90	-	-	183,600,050 ⁽⁶⁾	45.90	-	-	178,349,000 ⁽⁶⁾	36.40
Khairul Nazri Bin Kamarudin	-	-	73,440,020 ⁽⁶⁾	45.90	-	-	183,600,050 ⁽⁶⁾	45.90	-	-	178,349,000 ⁽⁶⁾	36.40
Dato' Sharman	35,359,980	22.10	16,000,000 ⁽⁸⁾	10.00	88,399,950	22.10	40,000,000 ⁽⁸⁾	10.00	48,951,000	9.99	48,951,000 ⁽⁸⁾	9.99
Datin Annie A/P V Sinniah	16,000,000	10.00	35,359,980 ⁽⁷⁾	22.10	40,000,000	10.00	88,399,950 ⁽⁷⁾	22.10	48,951,000	9.99	48,951,000 ⁽⁷⁾	9.99

Notes:

- (1) Based on our issued share capital of 40 Shares as at incorporation.
- (2) Based on our issued share capital of 160,000,000 Shares after our listing on the LEAP Market.
- (3) Based on our issued share capital of 400,000,000 Shares after the Bonus Issue but before our IPO.
- (4) Based on our enlarged issued share capital of 490,000,000 Shares after our IPO.
- (5) Radiant Capital is held by Salimi Bin Khairuddin and Khairul Nazri Bin Kamarudin with equity interest of 61.00% and 39.00%, respectively.
- (6) Deemed interested by virtue of his direct shareholdings in Radiant Capital pursuant to Section 8 of the Act.
- (7) Deemed interested by virtue of her spouse's shareholdings in our Company pursuant to Section 8 of the Act.
- (8) Deemed interested by virtue of his spouse's shareholdings in our Company pursuant to Section 8 of the Act.

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

5.2 DIRECTORS

5.2.1 Composition of our Board

Our Board comprises the following members:

Name	Age	Gender	Nationality	Date of appointment	Designation
Tan Sri Acryl Sani Bin Abdullah Sani	63	Male	Malaysian	5 October 2023	Independent Non-Executive Chairman
Dato' Sharman	45	Male	Malaysian	29 December 2020	Deputy Chairman / Executive Director
Salimi Bin Khairuddin	37	Male	Malaysian	29 December 2020	Executive Director / Chief Executive Officer
Haslinda Binti Hussein	46	Female	Malaysian	1 May 2021	Independent Non-Executive Director
Y.M. Tengku Saifan Bin Tengku Putra	43	Male	Malaysian	5 October 2023	Independent Non-Executive Director
Zariner Binti Ismail	56	Female	Malaysian	5 October 2023	Independent Non-Executive Director

None of our Directors represent any corporate shareholder on our Board. Please refer to **Section 5.6** of this Prospectus for details on the family relationship and / or association between our Promoter, substantial shareholders, Directors and Key Senior Management.

5.2.2 Profiles of Directors

The profiles of our Directors are as follows:

(i) Tan Sri Acryl Sani Bin Abdullah Sani
Independent Non-Executive Chairman

Tan Sri Acryl Sani, a Malaysian aged 63, is our Chairman and Independent Non-Executive Director. He was appointed to our Board on 5 October 2023.

He obtained his Bachelor of Civil Engineering with Honours from Universiti Teknologi Malaysia in 1985. Subsequently, in January 2000, he took a brief career break to pursue his Diploma in Management Science with the National Institute of Public Administration (Institut Tadbiran Awam Negara). Upon completion of the Diploma in November 2000, he subsequently went on to obtain his Master of Science in Management from the Universiti Utara Malaysia in September 2002.

He has accumulated approximately 37 years of experience in the Polis Diraja Malaysia (PDRM). He joined the PDRM in February 1986 as a Cadet Assistant Superintendent. He has held various positions within the PDRM before working his way up through the ranks.

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

He held various leadership positions in the PDRM from 2002 to 2018, including Commandant of Kuala Kubu Bharu Police College and Deputy Director for the Criminal Investigation Department Unit. He has served as Police Commissioner of Sarawak and Chief Police Officer of Terengganu and Perak, and was also the Director of several police departments including the Crime Prevention and Community Policing, Commercial Crime Investigation and Internal Security and Public Order departments. In August 2020, he took on the role of Deputy Inspector-General and was later promoted to the Inspector-General of Police of Malaysia in May 2021. He retired from the PDRM in June 2023.

Having retired from the PDRM in June 2023, he now serves as the Independent and Non Executive Deputy Chairman of Dagang NeXchange Berhad, Independent Non Executive Chairman of Cheetah Holdings Berhad and the Chairman of Perbadanan Usahawan Nasional Berhad, having been appointed on 1 August 2023, 31 January 2024 and 1 September 2023 respectively.

Save as disclosed in **Section 5.2.4(i)**, he does not have any involvement in other businesses or corporations outside our Group.

(ii) Dato' Sharman
Deputy Chairman / Executive Director

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

(iii) Salimi Bin Khairuddin
Executive Director / Chief Executive Officer

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

(iv) Haslinda Binti Hussein
Independent Non-Executive Director

Haslinda Binti Hussein, a Malaysian aged 46, is our Independent Non-Executive Director. She was appointed to our Board on 1 May 2021 as our Chairperson. Subsequently, she was re-designated to Independent Non-Executive Director on 5 October 2023. She has 23 years of experience in finance related functions, involving accounting, tax, budget planning, financial modelling, corporate exercise managements, investment and fund management.

In December 1999, she graduated with a Degree in Commerce majoring in Accounting from Adelaide University, Australia. She is a Chartered Accountant of the Chartered Accountant Australia and New Zealand since March 2003 and a Chartered Accountant of the Malaysian Institute of Accountants ("**MIA**") since November 2018.

She began her career in January 2000 as an auditor in Arthur Andersen and later joined Ernst & Young, Malaysia in June 2002. In June 2003, she joined PETRONAS Dagangan Berhad and was transferred to PETRONAS in 2010. She remained employed with PETRONAS until July 2016 with her last position being Head of Portfolio Management for PETRONAS group. During her 13 years of tenure in PETRONAS group, she also held other senior positions including Senior Manager of Group Planning & Performance and Senior Manager of Executive Vice President & Group CFO Office where she assisted in the initial public offering of KLCC stapled REIT in 2013 and PETRONAS' corporate bond issuance of Sukuk and Global Medium Term Note program in 2015. Her experience in PETRONAS also includes tax, budgeting, financial modelling, financial accounting as well as financial reporting and management.

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

In September 2016, she joined her family business, Zain Azahari Holdings Sdn Bhd and has since assumed the role of Finance Director. Zain Azahari Holdings Sdn Bhd is an investment holding company principally involved in holding public equity, bonds and investment properties as well as operating a private art gallery in Malaysia. As a Finance Director, she is primarily responsible for strategising and implementing investment decisions with minimal involvement in day-to-day operations of this company.

In November 2018, she was appointed as an Independent Non-Executive Director of Privasia Technology Berhad, a company listed on the ACE Market. Subsequently, she resigned as an Independent Non-Executive Director of Privasia Technology Berhad in November 2022 due to personal commitments.

Save as disclosed in **Section 5.2.4(iv)**, she does not have any involvement in other businesses or corporations outside our Group.

(v) Y.M. Tengku Saifan Rafhan Bin Tengku Putra
Independent Non-Executive Director

Tengku Saifan Rafhan Bin Tengku Putra, a Malaysian aged 43, is an Independent Non-Executive Director appointed to our Group on 5 October 2023.

He graduated with Honours in a Bachelor of Arts degree in the field of Politics with Economics from Goldsmiths College, University of London in 2002. In 2008, he decided to pursue higher achievements in academia and obtained an International Masters in Small and Medium Enterprises at the Asia Europe Institute of the University of Malaya in 2010.

In October 2004, he started his career with Teltalk (Malaysia) Sdn Bhd (a company involved in information and communication technologies (ICT) development and services, computer and computer accessories trading) as a director until 2006. Subsequently, in March 2006, he then joined Wota Sdn Bhd (a company involved in the provision of consultancy and software development services) as a director and subsequently left in September 2016. He was also employed by Mercury Securities Sdn Bhd (a company involved in stockbroking and corporate finance advisory) as a Dealer's Representative in December 2011, where he worked in the brokerage house and executed trades for clients. He resigned in November 2012 and joined GM Integrated Systems Sdn Bhd (a company involved in the provision of electronic and general engineering consultancy and services as well as general trading) as a director in August 2013. He left the company in February 2019 to join Kasturi Media Sdn Bhd (a company engaged as a signboard and advertising contractor and agent providing custom media solutions to outdoor advertising agencies and direct clients throughout Malaysia) as a director. He helped the company secure billboard locations in key areas within the Klang Valley and has been serving as a director until the present.

He was also a holder of a valid Capital Markets Services Representative's License since 16 December 2011 until 8 October 2023. He was previously acting as an agent in M&A Securities Sdn Bhd (a company involved in the provision of corporate finance services dealing in securities and acting as stock and share broker) where he was responsible for handling private high net worth individuals and corporate clients and subsequently left in October 2023.

He was awarded the Darjah Kebesaran Ahli Mahkota Selangor on 11 December 2019 by the Duli Yang Maha Mulia Sultan of Selangor. On 1 August 2023, he was appointed as Orang Besar Istana bearing the title of Tengku Maha Kurnia Bijaya Diraja with the Watakah Perlantikan given on 29 August 2023 by the Duli Yang Maha Mulia Sultan of Selangor.

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

Please refer to **Section 5.2.4(v)** in relation to his involvement in other businesses or corporations outside our Group.

(vi) Zariner Binti Ismail
Independent Non-Executive Director

Puan Zariner Binti Ismail, Malaysian aged 56, was appointed as an Independent Non-Executive Director of our Group on 5 October 2023.

She graduated from De Monfort University (formerly known as Leicester Polytechnic in the United Kingdom) with a Bachelor of Science (Honours) in Combined Studies (Accounting with Law) in July 1991. On January 1992, she pursued her Association of Chartered Certified Accountants qualification ("**ACCA**") at Emile Woolf Colleges. She obtained her ACCA Professional Degree from Taylor's University College, Lakeside Campus in 2010. She also holds a Master of Science in Professional Accountancy from University of London, United Kingdom (2020). She is a Chartered Accountant and a member of MIA since July 2019.

She is a seasoned professional with a career spanning over 30 years in various accounting and financial management positions. She began her career in 1993 as a Junior Tax Associate in Deloitte Tax Services Sdn Bhd (formerly Kassim & Chan Tax Services Sdn Bhd) before moving to Sutra Air Charter (M) Sdn Bhd (a logistic company involved in aircraft charter and cargo services) as a junior accountant in September 1994. She was subsequently promoted to Group Financial Controller cum Administrator in 1997, whereupon she left in December 1998.

From December 1998 to February 1999, she had a brief stint with Swasta Setia Holdings Sdn Bhd. She joined Business Technology Resources Sdn Bhd ("**BTR**") in February 1999 as Accountant and was seconded to BTR Capital Partners Sdn Bhd as an Account Manager from January 2000 to April 2001. She then returned to BTR in May 2001 and was employed as an Accountant until June 2002. She moved to OSK Securities Berhad in September 2002 as a Business Development Executive before joining Mardi Corporation Sdn Bhd (formerly known as Marditech Corporation Sdn Bhd) (an agency under Malaysia's Ministry of Agriculture and Industry that promotes inventions and technological innovations to cater for the needs of the agriculture industry) in January 2003 as Senior Accountant and Administration Executive.

In January 2004, she joined Integrated Petroleum Services Sdn Bhd (a PETRONAS vendor company dealing in deepwater oil rigs and barge services) as Office Manager. She left in June 2006 to join CyberSecurity Malaysia (a national cyber security specialist agency under the purview of Malaysia's Ministry of Communications and Digitals with the objective of providing a broad range of cybersecurity innovation-led services, programmes, and initiatives to reduce vulnerability of digital systems, and at the same time strengthen Malaysia's self-reliance in cyberspace), serving as the Head of Finance & Admin. In October 2007, she resigned from her previous employment and joined Idaman Unggul Berhad (provider of insurance services and timber concession business) in November 2007 as the Head of Finance and Admin. She left in October 2009 and joined Shoraka Advisers Sdn Bhd (formerly a licensed boutique corporate finance firm) in November 2009 as the Head of Finance & Admin. She left in October 2011 and in November 2011, she served as the Group Accountant at Seloga Holdings Berhad and was promoted to Chief Financial Officer in 2013. Later in October of the same year, she joined Rakyat Holdings Sdn Bhd (a non-banking subsidiary of Bank Kerjasama Rakyat Malaysia Berhad) as their Chief Financial Officer. In August 2018, she left the firm to concentrate on her business venture in AnNedjma Capital Sdn Bhd (an investment holding / private entity company) where she then served as Director / Partner.

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

At present, she is also a member of the board of Trustee of Yayasan Inovasi Malaysia, a foundation established under the Ministry of Science, Technology and Innovation (MOSTI), having been appointed in April 2021. In addition, she serves as a director in ECA Integrated Solution Berhad, having been appointed in March 2022.

Please refer to **Section 5.2.4(vi)** in relation to her involvement in other businesses or corporations outside our Group.

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

5.2.3 Directors' shareholdings

The shareholdings of our Directors in our Company before and after our IPO are as follows:

Name	Designation	Nationality	Before our IPO				After our IPO			
			Direct		Indirect		Direct		Indirect	
			No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Tan Sri Acryl Sani Bin Abdullah Sani	Independent Non-Executive Chairman	Malaysian	-	-	-	-	1,000,000	0.20 ⁽²⁾	-	-
Dato' Sharman	Deputy Chairman / Executive Director	Malaysian	88,399,950	22.10	40,000,000	10.00 ⁽³⁾	48,951,000	9.99	48,951,000	9.99 ⁽³⁾
Salimi Bin Khairuddin	Executive Director / Chief Executive Officer	Malaysian	-	-	183,600,050	45.90 ⁽⁴⁾	-	-	178,349,000	36.40 ⁽⁴⁾
Haslinda Binti Hussein	Independent Non-Executive Director	Malaysian	-	-	-	-	300,000	0.06 ⁽²⁾	-	-
Y.M. Tengku Saifan Rafhan Bin Tengku Putra	Independent Non-Executive Director	Malaysian	-	-	-	-	300,000	0.06 ⁽²⁾	-	-

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

Name	Designation	Nationality	Before our IPO				After our IPO			
			Direct		Indirect		Direct		Indirect	
			No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Zariner Binti Ismail	Independent Non-Executive Director	Malaysian	-	-	-	-	300,000	0.06 ⁽²⁾	-	-

Notes:

- (1) Based on our issued share capital of 400,000,000 Shares before our IPO.
- (2) Based on our enlarged issued share capital of 490,000,000 Shares after our IPO and assuming full subscription by our Independent Non-Executive Chairman and Independent Non-Executive Directors of their respective entitlement under the pink form allocation as referred to in **Section 4.1.1(ii)**.
- (3) Deemed interested by virtue of his spouse's shareholdings in our Company pursuant to Section 8 of the Act.
- (4) Deemed interested by virtue of his direct shareholdings in Radiant Capital pursuant to Section 8 of the Act.

Our Directors may subscribe for Issue Shares under the public balloting portion as set out in **Section 4.1.1(i)** of this Prospectus. None of our Directors represents any corporate shareholder on our Board.

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

5.2.4 Principal directorships and principal business activities outside our Company

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

(i) Tan Sri Acryl Sani Bin Abdullah Sani

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Present involvement						
Dagang NeXchange Berhad	Deputy Chairman	1 August 2023	-	Negligible	-	Investment holding, whilst its subsidiaries are involved in technology in respect of the semiconductor foundry, energy in respect of upstream O&G exploration and production as well as equipment supply and maintenance services, and information technology in the provisioning of e-services for trade facilitation, technology consulting and system integration, as well as subsea telecommunications services
Dagang Net Technologies Sdn Bhd	Director	1 September 2023	-	-	-	Development, management and provision of business to government (B2G) e-commerce services and computerised transaction facilitation services
Perbadanan Usahawan Nasional Berhad	Chairman	1 September 2023	-	-	-	Providing venture capital, financing and management expertise to small sized and medium sized bumiputera businesses
Marksman Sports World Arms & Ammunition Sdn Bhd	Shareholder	-	-	30.00	-	To import, supply, sell and repair arms and ammunitions

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

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Pro Elite Sdn Bhd	Director and Shareholder	23 August 2023	-	30.00	-	General cleaning of buildings; security systems service activities; private security activities
DNeX Semiconductor Sdn Bhd	Director	10 November 2023	-	-	-	Investment holding in the manufacturing of semiconductor wafers and suppliers multinational fabless and integrated device manufacturer
Cheetah Holdings Berhad	Chairman	31 January 2024	-	-	-	Investment holding, whilst its subsidiaries are involved in product designing, product development, marketing and dealers of garments, apparels and ancillary products and electronic commerce
Past involvement						
Kop Mantap Berhad	Director	2 January 2018	1 October 2019	-	-	Investment holdings, whilst its subsidiaries are involved in: <ul style="list-style-type: none"> a. civil & infrastructure, geotechnical, water & waste water, marine & port infrastructure, power plant, mechanical & electrical, facility management; b. sales and purchase (trade) as well as the supply of technology and IT based goods; c. conducting academic programmes related to policing and crime; d. provide trained personnel for body guard services, cash-in-transit services, static & armed guards, and security training courses; e. providing logistics, distribution and transportation services; f. involved in the aviation, drone and marine industry, providing services such of Aviation & Marine (Maintenance Repair and Overhaul (MRO), supplier, training and consultancy; and g. providing travel agency services, namely Inbound Tours, Outbound Tours and Ticketing.

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

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Kop Travel & Tours Sdn Bhd	Director	1 August 2018	1 October 2019	-	-	Dry / wet food and raw materials, food and beverage (cans, bottles and packages), cooked food (Islamic), food / supplementary drinks (food supplement); arts, entertainment and tourism, photography, performing art stages / exhibitions, amusement parks and carnivals / parties, professional artists and entertainers; rental and management, vehicles / machinery, recreational vehicles, P.A musical systems and instruments, hotels, guest houses and training centers, homestay
Kop Tradtech Sdn Bhd	Director	1 August 2018	31 August 2020	-	-	Publication / printing / supply / maintenance of all types of computer hardware including PC / notebook / printer / document scanner / machinery / product from paper / tarpaulin, canvas materials, stationery, clothing and equipment, textiles, printing services, publishing, broadcasting, furniture, laboratory furniture
PBLT Sdn Bhd	Alternate Director	19 January 2018	29 November 2018	-	-	Construction of government buildings and leasing of these buildings
PBLT Sdn Bhd	Director	28 January 2022	12 July 2023	-	-	Construction of government buildings and leasing of these buildings

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

(ii) Dato' Sharman

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Present involvement						
-	-	-	-	-	-	-
Past involvement						
SS Innovations Sdn Bhd	Director and shareholder	22 May 2021	-	-	-	Involved in trading and supplying of oilfield equipment, trading and supplying of engineering equipment and spare parts, food and beverages franchise (Dissolved on 21 September 2023)
SKM Capital Sdn Bhd	Director and shareholder	24 May 2019	-	-	-	Involved in the provision of engineering consultancy services for oil and gas pipeline cleaning and maintenance using pig trap system (Wound up on 31 May 2021 and dissolved on 20 December 2022)
Sharmannie Holdings Sdn Bhd	Director and shareholder	21 October 2016	-	-	-	Involved in trading and property investment (Dissolved on 25 January 2019)

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

(iii) Salimi Bin Khairuddin

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Present involvement						
Radiant Capital ⁽¹⁾	Director	9 April 2021	-	61.00	-	Investment holding in shares
Past involvement						
-	-	-	-	-	-	-

Note:

(1) Radiant Capital is the Promoter and substantial shareholder of our Company.

(iv) Haslinda Binti Hussein

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Present involvement						
Cipela Mansion Sdn Bhd	Director	19 February 2024	-	-	-	Export and import of a variety of goods without any particular specialisation; provision of consultancy services in public relation and communications and retail sale of any kind of product over the internet
Past involvement						
Privasia Technology Berhad	Independent Non-Executive Director	12 November 2018	30 November 2022	-	-	Investment holding company listed on the ACE Market of Bursa Securities and through its subsidiaries is mainly involved in outsourcing, consultation, e-procurement, provision of total wireless and communication solutions, and provision of high-speed internet broadband access (satellite services).

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

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Strategos Central Bakehouse Sdn Bhd	Director	15 February 2021	17 September 2021	-	-	To carry on the business in all kinds of bakery products and to operate as central kitchen and its related activities

(v) Y.M. Tengku Saifan Rafhan Bin Tengku Putra

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Present involvement						
Kasturi Media Sdn Bhd	Director	25 February 2019	-	-	-	Engaged as signboard, advertising contractors and agents
Past involvement						
GM Integrated Systems Sdn Bhd	Director	12 August 2013	20 February 2019	-	-	Electronic and general engineering consultancy and services; general trading; investment holding

(vi) Zariner Binti Ismail

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Present involvement						
ECA Integrated Solution Berhad	Director	31 March 2022	-	Negligible	-	Investment holdings whilst its subsidiary is involved in automated manufacturing solutions and is involved in the provision of integrated production systems and standalone automated equipment

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

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Yayasan Inovasi Malaysia	Director	19 April 2021	-	-	-	To develop and promote creative skills in the fields of science and technology; to nurture and support scientific innovation; to conduct educational and awareness programmes
AnNedjma Capital Sdn Bhd	Director and shareholder	26 February 2021	-	2.18	-	Investment holding company, focusing on investment opportunities in both public and private entities, mainly focusing on companies principally involved in the provision of IT services and energy services
Arcadia Acres Sdn Bhd	Director	21 March 2022	-	-	-	Investment holding in equities, focusing on investment opportunities in both public and private entities mainly focusing on companies principally involved in the provision of IT services and energy services
Titanium Parade Sdn Bhd	Director	8 April 2019	-	-	-	Activities of holding companies; export and import of a variety of goods without any particular specialisation; property investment
HG Mekar Sdn Bhd	Director and shareholder	3 April 2019	-	40.00	-	General trading; share trading and investment; property development; food and beverages
Pembinaan Berjaya	Partner	-	-	-	-	Construction and supply of building materials, electrical and electronic goods, electrical components and wiring accessories, street and area cleaning services

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

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Past involvement						
Sage Paradigm Sdn Bhd	Director	30 October 2017	18 February 2019	-	-	Business management consultancy services (Dissolved on 22 July 2022)
AKM Ekuiti Sdn Bhd	Shareholder	-	-	-	-	Activities of holding companies (Dissolved on 30 March 2020)
Nautical Equity Sdn Bhd	Shareholder	-	-	-	-	Commission agents (Dissolved on 18 January 2019)

The involvement of our Directors in those business activities outside our Group does not give rise to any conflict of interest situation with our business. The involvement of our Executive Directors in other directorships or businesses does not preclude them from allocating or committing their time and effort to our Group as they are not involved in the management and day-to-day operations of these businesses, other than attending meetings of the board of directors on which they serve.

Further, the involvement of our Independent Non-Executive Directors in other directorships or businesses will not and would not be expected to affect their commitment and responsibilities to our Group as the Independent Non-Executive Directors' involvement in our Group are to the extent of attending meetings and discharging their roles and responsibilities as our independent directors.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**5.2.5 Directors' remuneration and material benefits-in-kind**

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

FYE 2023	Director's fees	Salaries	Bonuses	Allowances	Statutory Contributions (EPF, SOCSO and EIS)	Benefits-in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Tan Sri Acryl Sani Bin Abdullah Sani	36	-	-	2	-	-	38
Dato' Sharman	75	435	-	3	57	-	570
Salimi Bin Khairuddin	39	60	-	3	9	10	120
Haslinda Binti Hussein	60	-	-	1	-	-	61
Y.M. Tengku Saifan Rafhan Bin Tengku Putra	12	-	-	1	-	-	13
Zariner Binti Ismail	12	-	-	1	-	-	13

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

(Proposed) FYE 2024	Director's fees	Salaries	Bonuses	Allowances	Statutory Contributions (EPF, SOCSO and EIS)	Benefits-in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Tan Sri Acryl Sani Bin Abdullah Sani	144	-	-	6	-	-	150
Dato' Sharman	120	480	-	3	53	10	666
Salimi Bin Khairuddin	48	60	-	3	8	10	129
Haslinda Binti Hussein	60	-	-	4	-	-	64
Y.M. Tengku Safian Rafhan Bin Tengku Putra	48	-	-	3	-	-	51
Zariner Binti Ismail	48	-	-	3	-	-	51

The remuneration of our Directors, which includes Director's fees, salaries, bonuses and allowances as well as other benefits, must be considered and recommended by our Remuneration Committee and subsequently be approved by our Board, subject to the provisions of our Constitution. Our Directors' fees must be further approved or endorsed by our shareholders in a general meeting.

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

5.3 BOARD PRACTICES

5.3.1 Directorship

The details of the date of expiration of the current term of office for each of the Directors and the period for which the Directors have served in office are as follows:

Name	Designation	Date of appointment	Date of expiration of the current term in office	No. of year(s) in office
Tan Sri Acryl Sani Bin Abdullah Sani	Independent Non-Executive Chairman	5 October 2023	At the next AGM in 2024	Less than 1 year
Dato' Sharman	Deputy Chairman / Executive Director	29 December 2020	At the AGM in 2025	Less than 4 years
Salimi Bin Khairuddin	Executive Director / Chief Executive Officer	29 December 2020	At the AGM in 2025	Less than 4 years
Haslinda Binti Hussein	Independent Non-Executive Director	1 May 2021	At the next AGM in 2024	Less than 3 years
Y.M. Tengku Saifan Raffhan Bin Tengku Putra	Independent Non-Executive Director	5 October 2023	At the next AGM in 2024	Less than 1 year
Zariner Binti Ismail	Independent Non-Executive Director	5 October 2023	At the next AGM in 2024	Less than 1 year

In accordance with our Constitution, all our Directors shall retire from office at the first annual general meeting and an election of our Directors shall take place each year at the annual general meeting in every subsequent year where 1/3 of our Directors for the time being or if their number is not 3 or a multiple of 3, then the number nearest to 1/3 shall retire by 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 who is retiring at a meeting shall retain office until the close of the meeting.

Our Board acknowledges and takes cognisance of the MCCG which came into effect on 28 April 2021, 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. The latest recommendations of the MCCG, which include amongst others, the Chairman of the board should not be a member of the Audit and Risk Management Committee, Nomination Committee, or Remuneration Committee. Tan Sri Acryl Sani Bin Abdullah Sani, our Independent Non-Executive Chairman, is not a member of the Audit and Risk Management Committee, Nomination Committee or Remuneration Committee. In this regard, our Group is in compliance with the MCCG as at the LPD.

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

5.3.2 Audit and Risk Management Committee

Our Audit and Risk Management Committee was established on 27 February 2024 and its members were appointed by our Board. Our Audit and Risk Management Committee comprises the following members:

Name	Designation	Directorship
Zariner Binti Ismail	Chairperson	Independent Non-Executive Director
Haslinda Binti Hussein	Member	Independent Non-Executive Director
Y.M. Tengku Saifan Rafhan Bin Tengku Putra	Member	Independent Non-Executive Director

The primary function of the Audit and Risk Management Committee is to assist our Board in the discharge of its responsibilities in relation to accounting and financial reporting practices of our Group as well as assist our Board in identifying, assessing, managing, monitoring and controlling the risks in areas that are applicable to our Group to ensure that the risk management process is in place and functioning.

The Audit and Risk Management Committee undertakes, amongst others, the following functions:

I. Financial Reporting

- (i) Review the quarterly results and the year-end financial statements of our Group, and recommending to our Board for approval, focusing particularly on:
 - (a) changes in or implementation of major accounting policy changes;
 - (b) significant matters highlighted including financial reporting issues, significant judgement made by management, significant and unusual events or transactions and how these matters are addressed;
 - (c) significant adjustment arising from the audit;
 - (d) major judgemental areas;
 - (e) the going concern assumption; and
 - (f) compliance with accounting standards, regulatory and other legal requirements.
- (ii) Review and provide advice on whether the financial statements taken as a whole provide a true and fair view of our Company's financial position and performance;
- (iii) Ask probing questions to ascertain whether the financial statements are consistent with operational and other information known, where there are significant matters requiring judgement;

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

II. External Auditors

- (i) Consider and recommend to our Board the appointment or re-appointment of external auditors and to fix their fees (audit and non-audit), after assessing their independence and capabilities as well as the effectiveness of the external audit process;
- (ii) Review the following and report the same to our Board:
 - (a) 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 to the resignation made by the external auditors, if applicable; and
 - (b) whether there is reason (supported by grounds) to believe that the external auditor is not suitable for re-appointment.
- (iii) Assess the suitability, objectivity and independence of the external auditors on an annual basis based on the policies and procedures that have been established and the annual performance evaluation of the external auditors undertaken by the committee. The policies and procedures must include among others considerations on:
 - (a) the criteria to guide decisions on the appointment and re-appointment of the external auditor. The criteria should include an assessment of the competence, audit quality and resource capacity of the external auditor in relation to the audit. The assessment should also consider information presented in the Annual Transparency Report of the audit firm. If the Annual Transparency Report is not available, the Committee may engage the audit firm on matters typically covered in an Annual Transparency Report including the audit firm's governance and leadership structure as well as measures undertaken by the firm to uphold audit quality and manage risks;
 - (b) the appropriateness of audit fees to support a quality audit;
 - (c) requirement for non-audit service to be approved by the Committee before they are rendered by the external auditor and its affiliates while taking into account the nature of the non-audit services and the appropriateness of the level of fees;
 - (d) requirement to obtain written assurance from the external auditor confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements; and
 - (e) the conduct of an annual evaluation on the performance of the external auditor and undertaking follow-up measures, where required.
- (iv) Review the following with the external auditors and report the same to our Board:
 - (a) audit plan, its scope and nature;
 - (b) audit report;
 - (c) evaluation of the system of internal controls;

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

- (d) the assistance given by the employees to the external auditors, including any difficulties or disputes with management encountered during the audit; and
- (e) external auditors' management letter and management's response thereto.

III. Internal Audit

In relation to the internal audit function, the responsibilities of the committee are to:

- (a) review the adequacy of the scope, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;
- (b) review the internal audit plan, programme, processes, and the reporting structure;
- (c) review the findings of the internal auditor's reports, investigations undertaken and whether or not appropriate actions are taken by the management, based on the recommendations of the internal auditors;
- (d) review the appraisal or assessment of the performance of the internal audit function on an annual basis; and
- (e) review any special audit which the Committee deems necessary.

IV. Related Party Transactions ("RPT") and Recurrent RPT ("RRPT") and Conflict of Interest Situation ("COI")

Monitor, review and report to our Board any RPT, RRPT and COI that may arise within our Company or Group, including any transaction, procedures or course of conduct that raises questions on management integrity.

V. Risk Management

- (i) Ensure that an appropriate risk reporting structure is established to facilitate reporting of risks to management and our Board;
- (ii) Oversee our Group's overall risk management framework and policies;
- (iii) Review the risk management framework, policies and processes, which include identifying, managing, monitoring, treating and mitigating significant risks of our Group, and recommend for approval by our Board;
- (iv) Review and assess the risk appetite and risk tolerance of our Group;
- (v) Review the regulatory and clinical compliance reports and any other reports within the purview of the Committee;
- (vi) Review the significant risks identified and assess the mitigating actions put in place to manage these risks;
- (vii) Ensure that the key risks are effectively managed in accordance with our Group's risk management policies and strategies;
- (viii) Review the adequacy of resources in managing the risk management framework;

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

- (ix) Review and deliberate reports on non-compliance findings by regulatory agencies;
- (x) Review the Statement on Risk Management and Internal Control for inclusion in our Company's Annual Report, and recommend to our Board for approval; and
- (xi) Carry out other responsibilities, functions or assignments as may be defined by our Board from time to time.

VI. Others

- (i) Review all financial-related reports / statements as required by the Listing Requirements, for inclusion in the Annual Report;
- (ii) Verify allocation of units or options issued pursuant to the various incentive or retention schemes implemented by our Group (if any);
- (iii) Obtain regular updates from the management regarding compliance matters;
- (iv) Review findings, queries or investigations by the regulatory agencies (if any);
- (v) Review the adequacy and appropriateness of the Anti-Bribery and Corruption Policy, and Whistleblowing Policy, when necessary; and
- (vi) Carry out any other functions that may be mutually agreed upon by the Committee and our Board.

5.3.3 Nomination Committee

Our Nomination Committee was established on 27 February 2024 and its members were appointed by our Board. Our Nomination Committee comprises the following members:

Name	Designation	Directorship
Haslinda Binti Hussein	Chairperson	Independent Non-Executive Director
Y.M. Tengku Saifan Rafhan Bin Tengku Putra	Member	Independent Non-Executive Director
Zariner Binti Ismail	Member	Independent Non-Executive Director

Our Nomination Committee is set up to recommend candidates to our Board. The final decision on the appointment of any of the Directors shall be made by our Board.

Our Nomination Committee undertakes, amongst others, the following functions:

- (i) Assess and review the size, composition, mix of skills and experience, and diversity (including gender diversity) of our Board and Board Committees, and recommend to our Board for approval;
- (ii) Identify, consider and recommend to our Board suitable candidates for appointment of Directors. The Committee shall not solely rely on recommendations from existing board members, management or major shareholders, but will also utilise independent sources to identify suitably qualified candidates. In making the recommendations, the Committee shall:

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

- (a) assess the candidates' skills, expertise, experience, professionalism, commitment, integrity, character and competence;
 - (b) consider board diversity including age and gender diversity; and
 - (c) in the case of candidates for the position of Independent Non-Executive Directors, evaluate the candidates' ability to discharge such responsibilities / functions as are expected from Independent Non-Executive Directors.
- (iii) If the selection of candidates was solely based on recommendations made by our existing Board, management or major shareholders, the Committee should explain why other sources were not used;
 - (iv) Recommend to our Board on the appointment of members of each Board Committee;
 - (v) Recommend to our Board the appointment, cessation, suspension, dismissal and / or any senior management movement including re-designation, re-deployment, transfer or secondment of senior management of our Group;
 - (vi) Assess annually the effectiveness of our Board as a whole, Board Committees, and the contribution of each individual Director and Chief Executive Officer including his / her character, competence, experience and time commitment. All assessments and evaluations carried out by the Committee in the discharge of its duties shall be disclosed in the Annual Report;
 - (vii) Review the tenure of each director and ensure that the annual re-election of a director is subject to the satisfactory evaluation of the director's performance and contribution to our Board;
 - (viii) Review and assess the independence of Independent Directors on an annual basis;
 - (ix) Recommend to our Board with reasons on the re-election of Directors who retired by rotation pursuant to our Company's Constitution and re-appointment of Directors who retired pursuant to relevant sections of the Act;
 - (x) Ensure all appointments and re-election of directors are evaluated through a transparent process, including meeting the criteria of the Fit and Proper Policy;
 - (xi) Evaluate and review the performance of our Board and senior management including, taking into consideration our Company's performance in managing material sustainability risks and opportunities;
 - (xii) Review Board and senior management succession plans and oversees the development of a diverse pipeline for Board and management succession, including the future Chairman, Executive Directors and Chief Executive Officer;
 - (xiii) Facilitate Board induction programme for newly appointed Directors;
 - (xiv) Identify suitable educational and training programmes for the continuous development of our Directors to ensure our Directors keep abreast with developments in the industry, regulatory changes and board business trends;
 - (xv) Review and recommend to our Board, the development and implementation of the relevant policies and procedures on nomination related matters concerning our Group;

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

- (xvi) Review annually the term of office, effectiveness and performance of the Audit and Risk Management Committee and each of its members to determine whether the Audit and Risk Management Committee and its members have carried out their duties in accordance with their terms of reference;
- (xvii) Consider and examine such matters as the Committee considers appropriate; and
- (xviii) Carry out such other duties or functions as may be delegated by our Board from time to time or required by the regulatory authority.

5.3.4 Remuneration Committee

Our Remuneration Committee was established on 27 February 2024 and its members were appointed by our Board. Our Remuneration Committee comprises the following members:

Name	Designation	Directorship
Y.M. Tengku Saifan Rafhan Bin Tengku Putra	Chairman	Independent Non-Executive Director
Haslinda Binti Hussein	Member	Independent Non-Executive Director
Zariner Binti Ismail	Member	Independent Non-Executive Director

Remuneration Committee also provides recommendations to our Board on the remuneration of the Executive Directors and Key Senior Management of our Company and our Group in all its forms such that the component parts of remuneration are structured to link rewards to corporate and individual performance.

Our Remuneration Committee undertakes, amongst others, the following functions:

- (i) Review Group's policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of Directors and senior management and recommend to our Board for approval;
- (ii) In determining the remuneration packages of Directors and senior management, the Committee should take into consideration the following:
 - (a) technical competency, skills, expertise and experience;
 - (b) qualification and professionalism;
 - (c) integrity;
 - (d) roles and responsibilities;
 - (e) company's performance in managing material sustainability risks and opportunities; and
 - (f) aligned with the business and risk strategies, and long-term objectives of our Group.
- (iii) Review remuneration packages of Directors, senior management and key consultants, having regard to our Group's operating results, individual performance and comparable market statistics and recommend to our Board for approval;

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

- (iv) Review the compensation policy of our Directors and senior management, and ensure the compensations offered are in line with market practice;
- (v) Ensure fees and benefits payable to Directors, and any compensation for loss of employment of Executive Directors are approved by shareholders at General Meetings;
- (vi) Oversee any major changes in employee remuneration and benefit structures throughout our Group;
- (vii) Recommend to our Board any performance related pay schemes for our Company or Group;
- (viii) Recommend to our Board the appointment of experts or consultants, where necessary to fulfil its responsibilities; and
- (ix) To carry out other responsibilities, functions or assignments as may be agreed by our Board from time to time.

5.4 KEY SENIOR MANAGEMENT

5.4.1 Composition of our Key Senior Management

Our Key Senior Management comprises the following:

Name	Age	Gender	Nationality	Designation
Dato' Sharman	45	Male	Malaysian	Deputy Chairman / Executive Director
Salimi Bin Khairuddin	37	Male	Malaysian	Executive Director / Chief Executive Officer
Khairul Nazri Bin Kamarudin	35	Male	Malaysian	Chief Operating Officer
Datin Annie A/P V Sinniah	63	Female	Malaysian	Human Resource and Administration Director
Vintra A/P Vijayakumar	34	Female	Malaysian	Chief Financial Officer

5.4.2 Profiles of Key Senior Management

The profiles of our other Key Senior Management are as follows:

- (i) **Dato' Sharman**
Promoter, substantial shareholder and Deputy Chairman / Executive Director

Please refer to **Section 5.1.2(ii)** of this Prospectus for his profile.
- (ii) **Salimi Bin Khairuddin**
Promoter, substantial shareholder and Executive Director / Chief Executive Officer

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

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

(iii) Khairul Nazri Bin Kamarudin

Promoter, substantial shareholder and Chief Operating Officer

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

(iv) Datin Annie A/P V Sinniah

Promoter, substantial shareholder and Human Resource and Administration Director

Please refer to **Section 5.1.2(v)** of this Prospectus for her profile.

(v) Vinthra A/P Vijayakumar

Chief Financial Officer

Vinthra A/P Vijayakumar, a Malaysian aged 34, is our Chief Financial Officer. She is responsible for overseeing all aspects of financial, accounting and compliance functions of our Group, including financial planning, asset management, financial reporting, taxation and budgeting.

She obtained her Bachelor of Accounting from Universiti Tenaga Nasional in November 2013. She has been a member of the MIA as a Chartered Accountant since 2016.

She began her career with Emkay Tang & Co as Audit Assistant in October 2012, where she was responsible for audit, accounts, taxation and secretarial assignments. She left Emkay Tang & Co in January 2018.

Thereafter, she joined Multi-Purpose Capital Holdings Berhad (now known as Multiple-Purpose Capital Holdings Sdn Bhd) as Senior Accounts Executive in January 2018. She was responsible for handling full set of accounts, financial reports and other financial matters. She left Multi-Purpose Capital Holdings Berhad in July 2022.

In August 2022, she joined Steel Hawk Defence as Finance Manager where she was responsible for preparing financial reports and information. She was subsequently appointed as Chief Financial Officer of our Group in December 2022 to lead the Finance Department. She brings with her approximately 12 years of experience in accounting and finance industry.

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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**5.4.3 Key Senior Management's shareholdings**

The details of our Key Senior Management and their direct and indirect shareholdings before and after our IPO are as follows:

Name	Nationality	Designation	Before our IPO				After our IPO ⁽³⁾			
			Direct		Indirect		Direct		Indirect	
			No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Dato' Sharman	Malaysian	Deputy Chairman / Executive Director	88,399,950	22.10	40,000,000 ⁽⁵⁾	10.00	48,951,000	9.99	48,951,000 ⁽⁵⁾	9.99
Salimi Bin Khairuddin	Malaysian	Executive Director / Chief Executive Officer	-	-	183,600,050 ⁽⁴⁾	45.90	-	-	178,349,000 ⁽⁴⁾	36.40
Khairul Nazri Bin Kamarudin	Malaysian	Chief Operating Officer	-	-	183,600,050 ⁽⁴⁾	45.90	-	-	178,349,000 ⁽⁴⁾	36.40
Datin Annie A/P V Sinniah	Malaysian	Human Resource and Administration Director	40,000,000	10.00	88,399,950 ⁽⁶⁾	22.10	48,951,000	9.99	48,951,000 ⁽⁶⁾	9.99
Vintra A/P Vijayakumar	Malaysian	Chief Financial Officer	-	-	-	-	100,000	0.02	-	-

Notes:

- (1) Based on our issued share capital of 400,000,000 Shares before our IPO.
- (2) Based on our enlarged issued share capital of 490,000,000 Shares after our IPO.
- (3) Assuming our Key Senior Management fully subscribed for their respective allocations under the Pink Form Allocation.

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

- (4) Deemed interested by virtue of his direct shareholdings in Radiant Capital pursuant to Section 8 of the Act.
- (5) Deemed interested by virtue of his spouse's shareholdings in our Company pursuant to Section 8 of the Act.
- (6) Deemed interested by virtue of her spouse's shareholdings in our Company pursuant to Section 8 of the Act.

5.4.4 Involvement of Key Senior Management in other businesses or corporations

Save as disclosed in **Section 5.2.4** above and this **Section 5.4.4**, none of our Key Senior Management has any directorship or principal business activities performed outside our Group for the past 5 years up to the LPD:

(i) **Khairul Nazri Bin Kamarudin**

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
<u>Present involvement</u>						
Radiant Capital ⁽¹⁾	Director	9 April 2021	-	39.00	-	Investment holding in shares
<u>Past involvement</u>						
-	-	-	-	-	-	-

Note:

- (1) Radiant Capital is the Promoter and substantial shareholder of our Company.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)(ii) **Datin Annie A/P V Sinniah**

Company	Position held	Date appointed as Director	Date resigned as Director	Equity interest as at the LPD (%)		Principal activities
				Direct	Indirect	
Present involvement						
-	-	-	-	-	-	-
Past involvement						
SS Innovations Sdn Bhd	Director and shareholder	22 May 2021	-	-	-	Involved in trading and supplying of oilfield equipment, trading and supplying of engineering equipment and spare parts, food and beverages franchise. (Dissolved on 21 September 2023)
Sharmannie Holdings Sdn Bhd	Director and shareholder	21 October 2016	-	-	-	Involved in trading and property investment (Dissolved on 25 January 2019)

The involvement of our Key Senior Management in the business activities outside our Group as stated above:

- (i) does not give rise to any conflict of interest situation with our business; and
- (ii) does not preclude them from allocating or committing their time and effort to our Group as they are not involved in the management and day-to-day operations of these businesses. Such businesses do not require their involvement on a daily basis as these businesses are managed by their respective management.

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

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

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid to our Key Senior Management for services rendered to our Group in all capacities for the FYE 2023 and proposed FYE 2024 are as follows:

Key Senior Management	Remuneration Band	
	FYE 2023	Proposed for FYE 2024
	RM'000	RM'000
Dato' Sharman	550 - 600	650 - 700
Salimi Bin Khairuddin	100 - 150	100 - 150
Khairul Nazri Bin Kamarudin	50 - 100	100 - 150
Datin Annie A/P V Sinniah	150 - 200	100 - 150
Vinthra A/P Vijayakumar	50 - 100	50 - 100

Note:

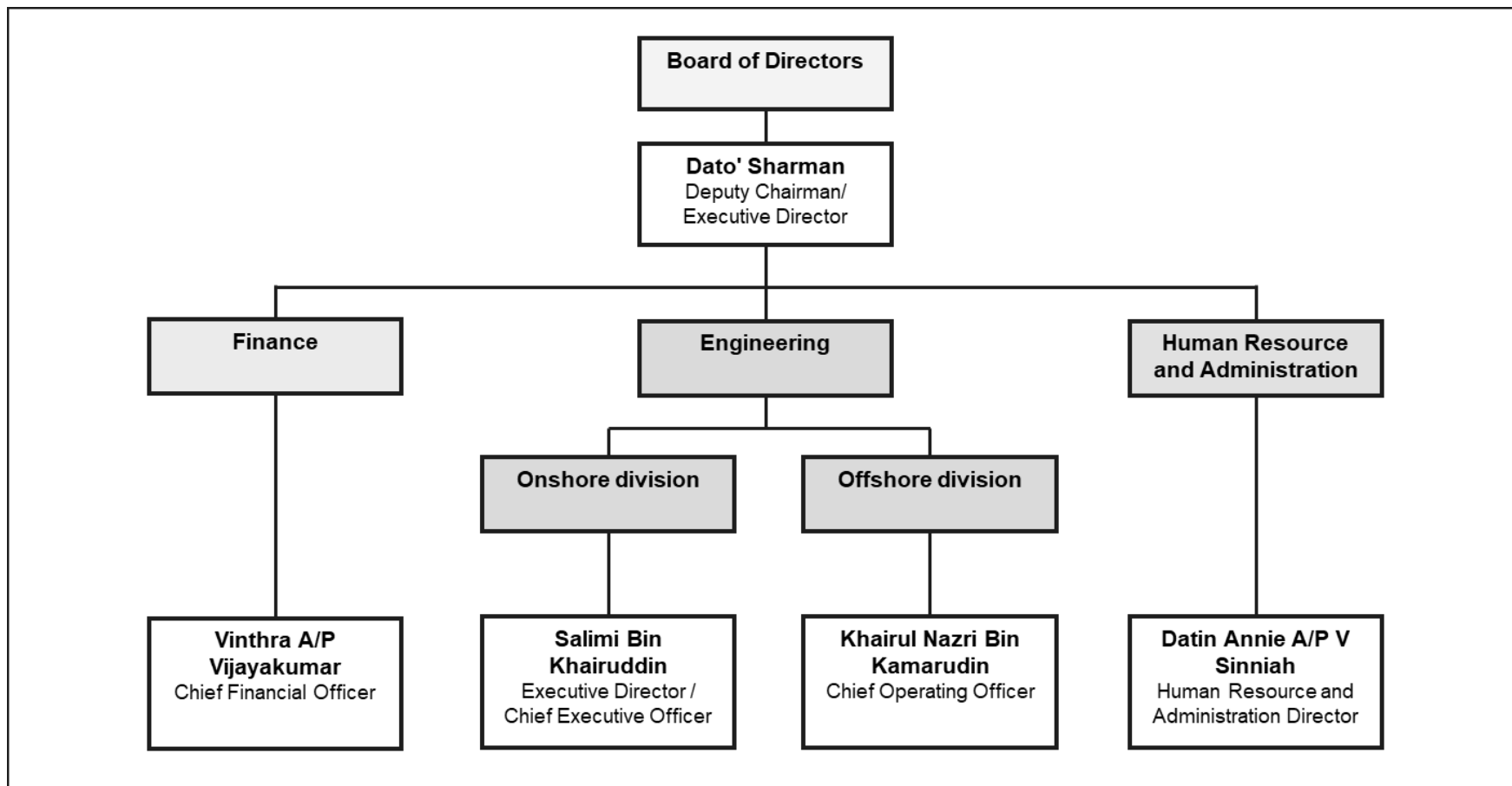
The above remuneration comprises salaries, bonuses, fees and allowances.

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

5.5 DECLARATIONS FROM OUR PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

None of our Promoters, Directors and Key Senior Management is or was involved in any of the following events, whether within or outside Malaysia:

- (i) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he / she was a partner or any corporation of which he / she was a director or member of key senior management;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) in the last 10 years, such person was charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding. If convicted, the date must be calculated from the date of conviction or if sentenced to imprisonment, from the date of release from prison;
- (iv) in the last 10 years, any judgment was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (v) in the last 10 years, such person 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) the subject of any order, judgment 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, such person has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; and
- (viii) any unsatisfied judgment against any of them.

5.6 FAMILY RELATIONSHIPS AND ASSOCIATIONS

Save as disclosed below, there is no family relationship and / or association between any of our Promoters, substantial shareholders, Directors and / or Key Senior Management as at the LPD:

Name	Designation	Relationship
Dato' Sharman	Deputy Chairman / Executive Director	Spouse of Datin Annie A/P V Sinniah
Datin Annie A/P V Sinniah	Human Resource and Administration Director	Spouse of Dato' Sharman

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

5.7 SERVICE AGREEMENTS

As at the LPD, save as disclosed below, none of our Directors and / or Key Senior Management has any existing or proposed service agreement with our Group:

- (i) Service Agreement dated 1 March 2024 entered into between Steel Hawk and Dato' Sharman, for the appointment of Dato' Sharman as our Deputy Chairman / Executive Director for 5 years commencing from 7 April 2022 at a monthly salary of RM50,000. Either party shall have the option to extend this Service Agreement for a further period of 5 years thereafter on the terms and conditions to be mutually agreed upon. At the conclusion of the 10 years period, our Company and Dato' Sharman shall negotiate a revised Service Agreement. In the event no further Service Agreement is drawn-up and/or executed, our Company and Dato' Sharman agree that the terms listed herein shall serve to regulate Dato' Sharman's terms of service.

The salient terms of the abovementioned Service Agreement, which are subject to the review of our Remuneration Committee, are as follows:

- (a) the base salary shall increase at an annual rate of 10% of the base salary in effect for the year immediately preceding such increase;
- (b) Dato' Sharman will be eligible to receive bonuses on a discretionary basis to which the bonuses are to be determined and approved by the Board; and
- (c) in the event the Service Agreement is terminated prematurely by either party prior to the expiry of the contract period, payment of a liquidated sum equivalent to 2 months of basic salary plus (3 months x number of years in service).

5.8 MANAGEMENT SUCCESSION PLAN

Our Board believes that the success of our Group depends on the abilities to retain our Key Senior Management. We have implemented a management succession plan, where we have put in place a process to groom new management staff to gradually assume the responsibilities of senior management. Our Group's strategy for management continuity is driven by our top management who is responsible for identifying key competencies and requirements of candidates. If the need arises, we will recruit qualified personnel with knowledge and expertise of our business to enhance our operations.

Our Group's management succession plan consists of, amongst others, the following:

- (i) recruitment and selection – identifying key competencies and requirements for managerial and key senior positions for succession planning, and identifying potential successor's readiness to facilitate skills transfer so as to ensure smooth running and continuity of our Group's operations;
- (ii) competitive remuneration and employee benefits – our Group provides competitive remuneration and employee benefits to our employees in our effort to retain our employees;
- (iii) structured career planning and development – our senior management trains the lower and middle management employees to gradually assume more responsibilities; and
- (iv) continuous training and education – our middle management actively participates in discussions and decision-making in the operation of our Group. Such active participation will ensure a better understanding of our Group's operations and enable the personnel to equip themselves with the necessary knowledge and skills to succeed in senior management roles.

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

Additionally, our Key Senior Management has clearly defined leadership roles and responsibilities within the departments of our Group respectively, which is supported by the lower and middle management staff.

Our Group's management support plan for our Executive Directors consists of, amongst others, the following:

- (i) clearly defined the roles and responsibilities of our Key Senior Management to facilitate monitoring of daily operations of our Group;
- (ii) hierarchical organisation structure that sets out the reporting relationships, level of authority and responsibilities of each department to facilitate efficient reporting flow of information from upwards, downwards and across different departments;
- (iii) second delegate or deputies to managerial personnel; and
- (iv) Key Senior Management are responsible to oversee its respective functions and report directly to our Executive Directors.

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