

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

5.1 PROMOTERS AND/OR SUBSTANTIAL SHAREHOLDERS

5.1.1 Promoters' and substantial shareholders' shareholdings

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

| Name | Country of Incorporation/ Nationality | ⁽¹⁾ Before our IPO but after the Acquisition | | | | ⁽²⁾ After our IPO and the Share Transfer | | | |
|--|--|---|-------|---------------|----------------------|---|----------------------|---------------|-------------------------|
| | | Direct | | Indirect | | Direct | | Indirect | |
| | | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| <u>Promoters and substantial shareholders</u> | | | | | | | | | |
| Yeo Hock Cheong | Malaysian | 561,000,200 | 34.01 | 412,499,800 | ⁽³⁾ 25.00 | 100,180,000 | 5.01 | 739,820,200 | ⁽³⁾⁽⁴⁾ 36.99 |
| Kayavest | Malaysia | - | - | - | - | 327,320,400 | 16.37 | - | - |
| <u>Promoter</u> | | | | | | | | | |
| Salihudin | Malaysian | - | - | - | - | 1,500,000 | ⁽⁵⁾ 0.075 | - | - |
| <u>Substantial shareholders</u> | | | | | | | | | |
| Mikro MSC | Malaysia | 412,499,800 | 25.00 | - | - | 412,499,800 | 20.62 | - | - |
| BEH | Malaysia | 329,999,800 | 20.00 | - | - | 229,999,800 | 11.50 | - | - |
| SJR Holdings | Malaysia | - | - | 329,999,800 | ⁽⁶⁾ 20.00 | - | - | 229,999,800 | ⁽⁶⁾ 11.50 |
| Mohammad Suffian Bin Md Yusof | Malaysian | - | - | 329,999,800 | ⁽⁷⁾ 20.00 | - | - | 229,999,800 | ⁽⁷⁾ 11.50 |

Notes:

- (1) Based on the issued share capital of 1,650,000,000 Shares before our IPO but after the Acquisition.
- (2) Based on the enlarged issued share capital of 2,000,000,000 Shares after our IPO and the Share Transfer.
- (3) Deemed interested by virtue of his direct shareholding in Mikro MSC pursuant to Section 8(4) of the Act.
- (4) Deemed interested by virtue of his direct shareholding in Kayavest pursuant to Section 8(4) of the Act.
- (5) Assuming all our IPO Shares allocated to him under the Pink Form Allocation are fully subscribed.
- (6) Deemed interested by virtue of its direct shareholding in BEH pursuant to Section 8(4) of the Act.
- (7) Deemed interested by virtue of his direct shareholding in SJR Holdings and indirect shareholding in BEH respectively, pursuant to Section 8(4) of the Act.

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

5.1.2 Profiles of Promoters and/or substantial shareholders

(a) **Yeo Hock Cheong**

Promoter, substantial shareholder, Executive Director/CEO

Yeo Hock Cheong, a Malaysian male, aged 46, is our Promoter, substantial shareholder, Executive Director/CEO. He was appointed to our Board on 1 February 2024. He was appointed as the Executive Director and CEO of BESB since March 2018 and is responsible for determining our Group's strategic direction and business development.

In 1995, he completed his secondary education in Phor Tay Private High School in George Town, Penang.

Upon graduating, he worked as a technical assistant to his father where he assisted in various handyman task including installation of television antennas for residential houses. During the course of his apprenticeship, his job scope expanded to include the disposal and/or recycling of unwanted television antennas, where he then saw an opportunity in the business of selling and distribution of scrap metal and related recycled products.

As such, in March 2006, he founded Jin Yeng Trading, a sole proprietor involved in the selling and distribution of scrap metal and related recycled products, as well as the trading of praying materials. He was responsible for the business development and overall management of the business.

In July 2010, he ceased business under Jin Yeng Trading and incorporated Golden World Metal Sdn Bhd with Teoh Soon Tek. The business of Jin Yeng Trading was subsequently expired in October 2016. As a director of Golden World Metal Sdn Bhd, he was responsible for overseeing the business strategy and development, as well as the overall management of the company. To date, he remains as a non-executive director and shareholder of Golden World Sdn Bhd, where the company has its own independent and standalone management team to undertake its day-to-day management and operations.

In May 2012, he co-founded Global Provestment Sdn Bhd with Teoh Soon Tek, a company involved in the planting and trading of agriculture products. In October 2012, he co-founded Eagle I Holdings Sdn Bhd with Teoh Soon Tek, a company involved in the activity of providing transportation and weighing services. In June 2017, he co-founded GPI Management Sdn Bhd with Teoh Soon Tek, a company involved in the provision of business management consultancy services.

He joined BESB as the Executive Director, CEO and shareholder in March 2018 after acquiring 75% direct equity interest in BESB. He has played an instrumental role on every aspect of the operation and business development since his involvement in BESB, where he formulated business plans in line with our Group's strategic goals and expended the customer base of our Group.

Subsequent to joining BESB, he founded BTH Power Sdn Bhd in December 2019, a company involved in operation in electricity generation facility, wholesale of variety goods including metal and non-metal waste, scrap and recycled materials. The company dissolved in October 2022.

Presently, he also holds directorship in several private limited companies. Please refer to Section 5.2.3(b) of this Prospectus for further details.

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

(b) Salihudin

Promoter, Executive Director/Finance Director

Salihudin, a Malaysian male, aged 53, is our Promoter, Executive Director/Finance Director. He was appointed to our Board on 10 January 2024. He was appointed as the Chief Financial Officer of BESB since August 2023 and Finance Director of our Group since 10 January 2024, and is responsible for managing and advising on the strategic financial direction of the Group.

He obtained a Bachelor of Accounting with honours from the International Islamic University Malaysia in 1996.

He started his career in Azman, Wong, Salleh & Co as Audit Assistant in December 1995 where he was involved in several audit assignments. He left in June 1996 to join Malaysian Resources Corporation Berhad as Corporate Executive in Business Development & Corporate Affairs where he co-ordinated submissions to the relevant authorities in relation to various corporate exercises. He resigned in March 1999 and took a short career break.

In September 1999, he joined a subsidiary of Universiti Tun Abdul Razak Sdn Bhd for a short stint as Operation Executive in Business Development for 3 months before leaving to join Aseambankers Malaysia Berhad ("**Aseambankers**") (now known as Maybank Investment Bank Berhad) as Senior Officer in Corporate Finance. His experience in Aseambankers includes partaking corporate finance exercises such as initial public offering, mergers and acquisitions, private placement, etc. He subsequently left to join AmMerchant Bank Berhad (now known as AmInvestment Bank Berhad) ("**AmInvestment Bank**") in December 2002 as Assistant Manager in Investment Banking where he specialised in initial public offering works ranging from origination to preparation and submission. In April 2007, he was seconded to PT AmCapital Indonesia for 2 years as Associate Director in Corporate Finance where he assisted in the setting up of the corporate finance unit of PT AmCapital Indonesia and was involved in underwriting of debt and equity papers as well as a cross border transaction for mergers and acquisitions exercise.

In November 2009, he left AmInvestment Bank to join Delcom Services Sdn Bhd (a subsidiary of Deleum Berhad) as General Manager in Corporate Finance where he oversaw the corporate finance function of the company. He rejoined AmInvestment Bank in April 2011 as Associate Director in Corporate Finance where he assumed a similar portfolio of his last position in AmInvestment Bank. He resigned in December 2015 and joined Bursa Malaysia Berhad in January 2016 as Vice President in Securities Market where he oversaw the marketing function of initial public offerings on Bursa Malaysia and played an integral role in the development of the LEAP Market of Bursa Malaysia. During his tenure with Bursa Malaysia Berhad, he was recognised by **PETRONAS** group for his commitment and effort in driving the "PETRONAS Lestari: Road to Bursa" programme, a collaboration initiative between PETRONAS, investment banks and corporate finance advisors to encourage listing activities for companies in the oil and gas sector of Malaysia.

He left Bursa Malaysia Berhad in August 2021 to join SALIHIN Consulting Group Sdn Bhd ("**SALIHIN**") as Head of the Capital Marketing Division where he was responsible for, among others, incubating potential companies in preparation for such companies to undertake an initial public offering exercise and evaluating financial performances of small-to-medium enterprises for fundraising exercises. He left SALIHIN in March 2023 to take a short career break before joining Newman Trust Investment Bank Ltd, an offshore bank incorporated in Labuan, Malaysia, in June 2023 as Director in Advisory for a period of 2 months before joining our Group.

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

(c) Kayavest

Promoter and substantial shareholder

Kayavest, our Promoter and substantial shareholder, was incorporated on 11 May 2023 in Malaysia under the Act as a private limited company under its present name. The principal activity of Kayavest is an investment holding company solely to invest in our Company.

As at the LPD, the issued share capital of Kayavest is RM1,000 comprising 1,000 ordinary shares. Yeo Hock Cheong is the sole director and sole shareholder of Kayavest.

(d) Mikro MSC

Substantial shareholder

Mikro MSC, our substantial shareholder, was incorporated on 19 June 2006 in Malaysia under the Companies Act, 1965 and deemed registered under the Act as a private limited company under its present name. Mikro MSC was subsequently converted to a public limited company on 17 March 2009 via the internal restructuring exercise of its previous holding company, namely Mikro Berhad. Mikro MSC was admitted to the Official List and the listing of and quotation for its entire enlarged issued share capital on the MESDAQ Market (now known as ACE Market) of Bursa Securities on 15 September 2009 after assumed the listing status of Mikro Berhad.

Mikro MSC is principally involved in the research, development, design and manufacture analogue, digital and computer controlled electronic systems or devices for use in electrical, electronic and other industries and provision of technical and maintenance services.

As at the LPD, the issued share capital of Mikro MSC is RM155,011,787 comprising of 1,073,490,940 ordinary shares. The directors of Mikro MSC are as follow:

| Name | Designation |
|---------------------------------|--|
| Datuk Aznam Bin Mansor | Non-Independent Non-Executive Chairman |
| Yim Yuen Wah | Managing Director |
| Syed Mohd Hafiz Bin Syed Mohd | Executive Director/ CEO |
| Goh Yoke Chee | Executive Director |
| Nor Azlan Bin Zainal | Independent Non-Executive Director |
| Wan Adli Ridzwan Bin Wan Hassan | Independent Non-Executive Director |
| Dr Wang Hong | Independent Non-Executive Director |
| Sindi, Mohammed Nabil M | Independent Non-Executive Director |
| Michael Aw Ming Han | Non-Independent Non-Executive Director |
| Yang Shing Sing | Non-Independent Non-Executive Director |

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

As at the LPD, the substantial shareholders of Mikro MSC are as follows:

| Name | Direct Shareholdings | |
|---|-----------------------------|----------|
| | No. of shares | % |
| Cartaban Nominees (Tempatan) Sdn Bhd - RHB Trustees Berhad for Kenanga Islamic Absolute Return Fund | 322,039,800 | 29.99 |
| Yeo Hock Cheong | 215,731,223 | 20.10 |
| Yim Yuen Wah | 136,373,900 | 12.70 |
| Low Khok Heng @ Low Choon Huat | 98,789,311 | 9.20 |

(e) BEH
Substantial shareholder

BEH, our substantial shareholder, was incorporated on 16 November 2016 in Malaysia under the Act as a private limited company under the name Felements App Sdn Bhd and assumed its present name on 25 January 2019. The principal activity of BEH is as an investment holding company solely to invest in our Group.

As at the LPD, the issued share capital of BEH is RM1,000 comprising of 1,000 ordinary shares. The director of BEH is Amir Mursyidi Bin Jusoh and the sole shareholder is SJR Holdings.

As at the LPD, BEH does not have any subsidiary or associated company.

(f) SJR Holdings
Substantial shareholder

SJR Holdings, our substantial shareholder, was incorporated on 23 May 2013 in Malaysia under the Companies Act, 1965 and deemed registered under the Act as a private limited company under its present name. The principal activity of SJR is investment holding and general trading.

As at the LPD, the issued share capital of SJR Holdings is RM2.00 million comprising 2,000,000 ordinary shares. Mohammad Suffian Bin Md Yusof is the sole director and sole shareholder of SJR Holdings.

As at the LPD, SJR Holdings has one wholly-owned subsidiary (namely BEH) and does not have any associated company.

(g) Mohammad Suffian Bin Md Yusof
Substantial shareholder

Mohammad Suffian Bin Md Yusof, a Malaysian male, aged 42, is our substantial shareholder.

He graduated from Nagaoka University of Technology, Japan with a Bachelor of Engineering (Mechanical Engineering) in August 2008.

Upon graduating, he started his career as Process Engineer at Tenaga Cables Industries Sdn Bhd, where he was involved in the designing and implementation of new processes in the facilities of the company. He left the company in March 2011 to take a brief career break.

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

In July 2011, he founded Ibnuyusof Enterprise, a business involved in the franchising of food & beverages businesses. His responsibilities involved planning and implementing marketing and sales strategies for franchises as well as managing the overall operations of the business. This business subsequently ceased in August 2018. In April 2013, he founded Cinta Hati Umami Shoppe, a business involved in content creation for social media platforms where he oversaw all operations including but not limited to online marketing, web development, video editing, and animation. The business ceased and expired in August 2018.

In August 2017, he founded Richclick Solution, a business involved in providing advisory services in relation to online marketing strategies, particularly on social media platforms. In June 2020, he ventured into investing in small to medium enterprises with significant growth potential by taking over SJR Holdings.

As at the LPD, his investment involves companies in various industries such as construction, food & beverages and information technology, where none of his investments are in the same industry as our Group nor are customers and suppliers of our Group.

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

5.1.3 Changes in Promoters' and substantial shareholders' shareholdings

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

| | As at incorporation | | | | ⁽¹⁾ Before our IPO but after the Acquisition | | | | ⁽²⁾ After our IPO and the Share Transfer | | | |
|--|---------------------|--------|---------------|---|---|-------|---------------|----------------------|---|----------------------|---------------|-------------------------|
| | Direct | | Indirect | | Direct | | Indirect | | Direct | | Indirect | |
| | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| <u>Promoters and substantial shareholders</u> | | | | | | | | | | | | |
| Yeo Hock Cheong | - | - | - | - | ⁽³⁾ 561,000,200 | 34.01 | 412,499,800 | ⁽⁴⁾ 25.00 | 100,180,000 | 5.01 | 739,820,200 | ⁽⁴⁾⁽⁵⁾ 36.99 |
| Kayavest | - | - | - | - | - | - | - | - | 327,320,400 | 16.37 | - | - |
| <u>Promoter</u> | | | | | | | | | | | | |
| Salihudin | 1,000 | 100.00 | - | - | - | - | - | - | 1,500,000 | ⁽⁶⁾ 0.075 | - | - |
| <u>Substantial shareholders</u> | | | | | | | | | | | | |
| Mikro MSC | - | - | - | - | 412,499,800 | 25.00 | - | - | 412,499,800 | 20.62 | - | - |
| BEH | - | - | - | - | 329,999,800 | 20.00 | - | - | 229,999,800 | 11.50 | - | - |
| SJR Holdings | - | - | - | - | - | - | 329,999,800 | ⁽⁷⁾ 20.00 | - | - | 229,999,800 | ⁽⁷⁾ 11.50 |
| Mohammad Suffian Bin Md Yusof | - | - | - | - | - | - | 329,999,800 | ⁽⁸⁾ 20.00 | - | - | 229,999,800 | ⁽⁸⁾ 11.50 |

Notes:

- (1) Based on the issued share capital of 1,650,000,000 Shares before our IPO but after the Acquisition.
- (2) Based on the enlarged issued share capital of 2,000,000,000 Shares after our IPO and the Share Transfer.
- (3) The subscriber shares will be transferred to Yeo Hock Cheong before our IPO but after the Acquisition.
- (4) Deemed interested by virtue of his direct shareholding in Mikro MSC pursuant to Section 8(4) of the Act.
- (5) Deemed interested by virtue of his direct shareholding in Kayavest pursuant to Section 8(4) of the Act.
- (6) Assuming all our IPO Shares allocated to him under the Pink Form Allocation are fully subscribed.
- (7) Deemed interested by virtue of its direct shareholding in BEH pursuant to Section 8(4) of the Act.
- (8) Deemed interested by virtue of his direct shareholding in SJR Holdings and indirect shareholding in BEH respectively, pursuant to Section 8(4) of the Act.

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

5.1.4 Persons exercising control over the corporation

Save for our Promoters and/or substantial shareholders as set out in Section 5.1 of this Prospectus, there is no other person who is able to, directly or indirectly, jointly or severally, exercise control over our Company. As at the LPD, our Promoters and/or substantial shareholders have the same voting rights as our other shareholders and there is no arrangement between our Company and our shareholders with any third party, the operation of which may, at a subsequent date, result in the change in control of our Company.

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

Save for the issuance of our Shares pursuant to the Acquisition as disclosed in Section 6.2.2(a) of this Prospectus and aggregate remuneration and benefits paid or proposed to be paid for services rendered to our Group in all capacities as disclosed in Section 5.2.4 of this Prospectus, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and/or substantial shareholders within the two (2) years preceding the date of this Prospectus.

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

5.2 DIRECTORS

5.2.1 Directors' shareholdings

The shareholdings of our Directors in our Company before and after our IPO together with the Share Transfer assuming that they will fully subscribe for their respective entitlements under the Pink Form Allocations are set out below:

| Name | Designation | ⁽¹⁾ Before our IPO but after the Acquisition | | | | ⁽²⁾ After our IPO and the Share Transfer | | | |
|---|--|---|-------|---------------|----------------------|---|-------|---------------|-------------------------------------|
| | | Direct | | Indirect | | Direct | | Indirect | |
| | | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Tan Sri Dr Azmil Khalili Bin Dato' Khalid | Independent Non-Executive Chairman | - | - | - | - | ⁽³⁾ 500,000 | 0.025 | - | - |
| Yeo Hock Cheong | Executive Director/CEO | 561,000,200 | 34.01 | 412,499,800 | ⁽⁴⁾ 25.00 | 100,180,000 | 5.01 | 739,820,200 | ⁽⁴⁾ ⁽⁵⁾ 36.99 |
| Salihudin | Executive Director/Finance Director | - | - | - | - | ⁽³⁾ 1,500,000 | 0.075 | - | - |
| Dr Wang Hong | Non-Independent Non-Executive Director | - | - | - | - | ⁽³⁾ 500,000 | 0.025 | - | - |
| Tan Suat Hoon | Independent Non-Executive Director | - | - | - | - | ⁽³⁾ 500,000 | 0.025 | - | - |
| Ahmad Lutfi B.Abdull Mutalip @ Talib | Independent Non-Executive Director | - | - | - | - | ⁽³⁾ 500,000 | 0.025 | - | - |
| Rozainah Binti Baharuddin | Independent Non-Executive Director | - | - | - | - | ⁽³⁾ 500,000 | 0.025 | - | - |

Notes:

- (1) Based on the issued share capital of 1,650,000,000 Shares before our IPO but after the Acquisition.
- (2) Based on the enlarged issued share capital of 2,000,000,000 Shares after our IPO and the Share Transfer.
- (3) Assuming that all our Issue Shares allocated to our Directors under the Pink Form Allocations are fully subscribed.
- (4) Deemed interested by virtue of his direct shareholding in Mikro MSC pursuant to Section 8(4) of the Act.
- (5) Deemed interested by virtue of his direct shareholding in Kayavest pursuant to Section 8(4) of the Act.

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

5.2.2 Profiles of Directors

Save for Yeo Hock Cheong (our Executive Director/CEO) and Salihudin (our Executive Director/ Finance Director) whose profiles have been set out in Section 5.1.2 of this Prospectus, the profiles of our Directors are as follows:

(a) Tan Sri Dr Azmil Khalili Bin Dato' Khalid

Tan Sri Dr Azmil Khalili Bin Dato' Khalid, a Malaysian male, aged 64, is our Independent Non-Executive Chairman. He was appointed to our Board on 1 February 2024.

He obtained his Bachelor of Science in Civil Engineering from University of Hertfordshire, UK and Northrop University, USA in 1984 and his Master of Business Administration ("**MBA**") from California State University, USA in 1986. He was conferred his Doctorate of Science (Honorary) by the University of Hertfordshire, UK in November 2013.

He began his career in Tarmac National Construction PLC as a site engineer for a year from July 1981 to September 1982 during his placement year, where he was involved in the construction of the longest cut-and-cover tunnel in the UK. Upon graduating with his bachelor's degree, he worked as an academic advisor in California State University concurrently while he undertook his studies for his MBA from September 1984 to March 1986.

Upon returning to Malaysia after completing his MBA, he worked as a Corporate Planner for Komplek Kewangan Malaysia Berhad (presently known as Amanah Capital Malaysia Berhad) in June 1986 where he was seconded to its subsidiary company, Trust International Insurance and Reinsurance Company, where he was involved in the restructuring and corporate strategy planning of the company. He left to join Citibank N.A (presently known as Citibank Malaysia Berhad) ("**Citibank**") in September 1987 as a Management Trainee and left as Vice President in August 1993. During his tenure with Citibank, he handled and managed the overall sales and credit responsibilities in Malaysia, where he also double hatted as the Country Credit Head of Citibank.

In September 1993, he jointed MTD Capital Bhd ("**MTD Capital**") as Director/General Manager of Corporate Planning where he spearheaded the listing exercise of MTD Capital on the Main Board of the Kuala Lumpur Stock Exchange (presently known as Main Market of Bursa Securities) and was responsible for the privatisation of the Kuala Lumpur-Karak Highway. In January 1995, he was seconded to WCT Engineering Berhad ("**WCT**") to assume the position of Executive Chairman where he played an instrumental role in the listing of WCT on the Main Board of the Kuala Lumpur Stock Exchange.

Upon the successful listing of WCT, he returned to MTD Capital in March 1996 to take on the role of Group Managing Director and Chief Executive Officer where he oversaw the operations of MTD Capital before assuming the position of Group President and Chief Executive Officer of MTD and its subsidiaries (collectively, "**MTD Group**") from April 2005 to April 2011, where his portfolio expanded to oversee the overall operations of MTD Group. During his tenure as Group President, he also acted as the President and Chief Executive Officer of MTD ACPI Engineering Berhad (a subsidiary of MTD Capital listed on Bursa Securities) and Chairman of MTD Walkers PLC (a foreign subsidiary of MTD Capital listed on the Colombo Stock Exchange of the Republic of Sri Lanka).

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

In April 2011, he took on the role as Group President & Chief Executive Officer for The AlloyMtd Group (a multinational infrastructure conglomerate principally involved in construction, real estate & property development and manufacturing) and ANIH Berhad (a toll concession company), where he was responsible for directing the overall corporate strategy of the aforementioned companies.

He resigned as Group President & Chief Executive Officer from The AlloyMtd Group and ANIH Berhad in August 2017 to set up AFK Group Sdn Bhd and related companies (collectively, "**AFK Group**"), consisting of companies principally involved in the management of family office and investment holding in shares of companies in the financial sector, real estate and private equity investment. He presently remains as the Group President and Chief Executive Officer of AFK Group.

In April 2022, he and his wife co-founded Yayasan Al Baqiyat Al Salihat Asmah Azimah, a non-profit organisation providing relief, aid and assistance to communities in need in Malaysia.

He is presently the Independent Non-Executive Chairman of the Board of UEM Edgenta Berhad, Non-Independent Non-Executive Director of Reach Energy Berhad and Independent Non-Executive Director of Sapura Industrial Berhad. He is also the Chairman/ Executive Director of the Board of Cenviro Sdn Bhd, a subsidiary of Khazanah Nasional Berhad principally involved in the operation of integrated waste management centre, recycling and recovery.

Presently, he also holds directorship in several private limited companies. Please refer to Section 5.2.3(a) of this Prospectus for further details.

(b) Dr Wang Hong

Dr Wang Hong, a Singaporean male, aged 58, is our Non-Independent Non-Executive Director. He was appointed to our Board on 1 February 2024.

He obtained his Bachelor of Engineering (Semiconductor Physics and Devices) from Zhejiang University, China in 1988, Master of Engineering and Doctor of Philosophy from Nanyang Technological University (NTU), Singapore in 1998 and 2001 respectively.

He commenced his career as a graduate engineer in Institute of Semiconductors of the Chinese Academy of Sciences, China in September 1988 where he was involved in the development of indium phosphide (InP) based opto-electronic integrated circuits. In October 1994, He received the Royal Research Fellowship from United Kingdom where he worked with the British Telecom Laboratories on the development of InP-based heterostructure field-effect transistors for a year.

In December 1996, he relocated to Singapore where he took on the role as a research staff in the School of Electrical and Electronic Engineering of NTU where he was undertaking research and development (R&D) works in the field of micro and nano electronics and photonics. He was subsequently promoted to Assistant Professor in September 2001 where in addition to his existing R&D works, he led the establishment and operations of the cleanroom facility in NTU. In March 2008, he was promoted to Associate Professor, a role he presently assumes, where he conducts lectures and tutorials for undergraduate and postgraduate students of the NTU School of Electrical and Electronic Engineering.

Presently, he is an Independent Non-Executive Director in Mikro MSC. Please refer to Section 5.2.3(d) of this Prospectus for further details.

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

(c) Tan Suat Hoon

Tan Suat Hoon, a Malaysian female, aged 55, is our Independent Non-Executive Director. She was appointed to our Board on 1 February 2024. She is also the Chairman of our Audit and Risk Management Committee and a member of our Nomination Committee and Remuneration Committee.

She obtained her Diploma in Commerce (Management Accounting) from Tunku Abdul Rahman College, Kuala Lumpur in 1992. She was admitted as an Associate of the Chartered Institute of Management Accountants, United Kingdom (“**CIMA**”) and the Association of Chartered Certified Accountants, United Kingdom (“**ACCA**”) in 1996 and as Fellow in 2001 for both CIMA and ACCA. She has also been admitted as a Chartered Accountant with Malaysian Institute of Accountants (“**MIA**”) since 1996. She is presently a member of CIMA and MIA.

She began her career as an Audit Assistant with KPMG Peat Marwick (now known as KPMG PLT) (“**KPMG**”) in 1992 and left as an Audit Senior in 1996 where she was involved in audit assignments of private and public listed companies in various industries.

She joined Malaysian International Merchant Bankers Berhad (which was taken over by Eon Bank Berhad and subsequently by Hong Leong Bank Berhad) in 1996 as an Executive in Corporate Finance and left in 2002 as a Manager. She then joined AmlInvestment Bank as a Manager, Corporate Finance in 2002 and left in 2017 as Senior Vice President, Corporate Finance. In 2017, she joined Pen Petroleum Sdn Bhd which is involved in petroleum retailing as Group Senior Finance Manager and left in 2018. She was responsible for the supervision of the finance department in Pen Petroleum Sdn Bhd. She joined Kenanga Investment Bank Berhad as Senior Vice President, Corporate Finance in 2018 and left in 2021. She has accumulated more than 20 years of experience in corporate finance, advisory and debt capital market in the investment banking industry and was involved in initial public offerings, capital and fund-raising exercises, corporate restructuring, mergers and acquisitions, privatisation and take-overs.

Subsequently, she joined Texchem Corporation Sdn Bhd, a subsidiary of Texchem Resources Bhd (“**TRB**”), in June 2021 as Group Chief Financial Officer and was responsible for finance and treasury matters for TRB’s group of companies which are involved in the industrial, polymer engineering, food and restaurant segments. She was transferred to TRB as the Special Officer-Regulatory, Presidential Office in July 2022 and left in September 2022. She was responsible for ensuring compliance of TRB with the relevant regulatory requirements and to manage ad-hoc projects assigned by the Presidential Office.

Currently, she serves as the Chief Financial Officer of Northeast Precision Sdn Bhd, a company involved in the manufacturing of precision engineering components which she joined since September 2022 and is responsible for the financial and corporate matters.

She was appointed as the Independent Non-Executive Director of Central Global Berhad, PGF Capital Berhad and Smart Asia Chemical Berhad since 3 January 2023, 31 May 2023 and 17 April 2023 respectively. Please refer to Section 5.2.3(e) of this Prospectus for further details.

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

(d) Ahmad Lutfi B.Abdull Mutalip @ Talib

Ahmad Lutfi B.Abdull Mutalip @ Talib, a Malaysian male, aged 53, is our Independent Non-Executive Director. He was appointed to our Board on 1 February 2024. He is also the Chairman of our Nomination Committee and a member of our Audit and Risk Management Committee and Remuneration Committee.

He graduated with a Bachelor of Laws with Honours from International Islamic University Malaysia in August 1995. He was admitted as an advocate and solicitor of the High Court of Malaya in 1996 and obtained his professional qualification as a Chartered Secretary and Administrator from the Institute of Chartered Secretaries and Administrators, United Kingdom (External) in the same year.

He started his career as Legal Assistant with Hisham Sobri & Kadir in May 1996 and was subsequently promoted to a Partner in January 2000, where he was principally involved in the general corporate and commercial practice area.

He left Hisham Sobri & Kadir in August 2000 to set up the law firm Azmi & Associates, where he was one of the Founding Partners of the law firm. He is presently the Managing Partner and Head of Global Financial Services and Islamic Banking of Azmi & Associates, where he oversees the aforementioned practice areas as well as is responsible for the overall management of the firm.

He has also been appointed as an Independent Non-Executive Director for Malaysian Industrial Development Finance Berhad since February 2016 until to date, where he chairs the Board Risk Management Committee and a member of Board Audit & Compliance Committee and Board Technology Committee. He is concurrently a member of the Shariah Committee since January 2018, where he provides advice on Shariah compliance in relation to matters relating to policies, governance and operations.

He also served as an Independent Non-Executive Director for Bank Simpanan Nasional, a state-owned bank, for a tenure of 4 years from August 2019 to August 2023. In addition to carrying out duties of an independent non-executive director where he chaired the Board Nomination and Remuneration Committee and a member of Board Risk Management Committee, Board Audit & Compliance Committee and Board Tender Committee, he was concurrently a member of the Shariah Committee since April 2020, where he provides advice on Shariah compliance in relation to matters relating to policies, governance and operations, and he currently holds this position.

Presently, he also holds directorship in several public and private limited companies. Please refer to Section 5.2.3(f) of this Prospectus for further details.

(e) Rozainah Binti Baharuddin

Rozainah Binti Baharuddin, a Malaysian female, aged 50, is our Independent Non-Executive Director. She was appointed to our Board on 1 February 2024. She is also the Chairman of our Remuneration Committee and a member of our Audit and Risk Management Committee and Nomination Committee.

She graduated from the University of Exeter, United Kingdom with a Bachelor of Arts in Social Studies with Honours in Business Economics in July 1996. She was subsequently certified as a member of The Malaysian Association of Certified Public Accountants (now known as The Malaysian Institute of Certified Public Accountants) in December 2000. She is also a member of the MIA since April 2001.

She began her career in January 1997 as Audit Assistant in KPMG Peat Marwick Malaysia (presently known as KPMG) and left as Audit Semi-Senior in May 2000.

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

During her tenure with KPMG, she was responsible for providing support in audit field works for the statutory audits and internal control reviews of numerous clients' as well as assisting in the preparation of consolidated group financial statements. She subsequently joined Aseambankers (presently known as Maybank Investment Bank Berhad) in June 2000 as a Senior Officer in the Corporate Finance Department where she was involved in the preparation of financial models and submission documents for corporate proposals to be submitted to regulatory bodies.

She left Aseambankers in April 2002 to join Commerce International Merchant Bankers Berhad (presently known as CIMB Investment Bank Berhad) ("**CIMB**") in May 2002 as Executive in the Corporate Finance Department and was progressively promoted to Manager. In May 2005, she transferred internally to the Group Finance Division, where she was involved in numerous finance-related projects and assignments. She was subsequently promoted to Senior Manager in January 2006 and transferred internally to the International Banking And Transaction Services ("**IBTS**") Department of the Investment Banking division in August 2007.

Her role in the IBTS Department included, among others, supporting various business initiatives undertaken and challenges faced by the business units within IBTS. She was promoted to Associate Director and subsequently transferred internally to the Group Human Resource Department Division in August 2008, where she was involved in a number of human resource assignments involving succession planning, employee branding, post-acquisition integration exercise, etc. She subsequently joined the Group CEO's office in December 2009 where she reported directly to the CEO of CIMB Investment Bank Berhad. During her tenure, she worked alongside the unit heads of the Investment Banking Division on a number of business enhancement initiatives and was the lead-coordinator for group-wide projects. She left CIMB as a Director in November 2013.

She joined Khazanah Nasional Berhad as a Senior Vice President in November 2013 where she was tasked with establishing and setting up of Khazanah Research Institute ("**KRI**"), a non-profit research organisation sponsored by Khazanah Nasional Berhad. Upon the readiness of KRI to commence operations, her employment was transferred to KRI, where she took on the role of COO in February 2014 and was promoted to Director and COO in June 2016. Her role included overseeing the operations of the company as well as managing the overall development and expansion of the company.

She resigned from KRI in May 2019 to take a career break. During her career break, she joined Kausar Wealth Management Sdn Bhd in August 2019 as an Inheritance Planning Consultant for Muslims on a part time basis and she is still presently involved in this role. In April 2021, she joined Wellfarer Group Sdn Bhd, a company involved in the provision of family office and wealth management services as Director where she is involved in the overall management of the company.

Presently, she also holds directorship in a private limited company. Please refer to Section 5.2.3(g) of this Prospectus for further details.

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

5.2.3 Principal business performed outside our Group

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

(a) Tan Sri Dr Azmil Khalili Bin Dato' Khalid

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|---|--|---|---------------------|---------------------|-------------------------|---------------------|
| | | | | | Direct | Indirect |
| <u>Present involvement</u> | | | | | | |
| UEM Edgenta Berhad (Listed on Main Market) | Investment holding with subsidiaries principally involved in facilities management services, engineering and construction works, digital technology, energy performance management services, property development, etc | Independent Non-Executive Chairman | 24 May 2019 | - | - | - |
| Sapura Industrial Berhad (Listed on Main Market) | Investment holding with subsidiaries involved in automotive component manufacturing, research, design and development, trading of autoparts and manufacturing and assembly of aerospace tooling and fixtures | Independent Non-Executive Director | 20 March 2023 | - | - | - |
| Reach Energy Berhad (Listed on Main Market) | Investment holding with subsidiaries principally engaged in the exploration, development and sale of crude oil and other petroleum products | Non-Independent Non-Executive Director / Indirect Shareholder | 23 January 2017 | - | 2.66 | 1.91 ⁽¹⁾ |

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

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|---|---|--------------------------------|---------------------|---------------------|-------------------------|-----------------------|
| | | | | | Direct | Indirect |
| Yayasan Albaqiyat Alsalihat Asmah Azimah | Foundation advancing health, education, religion, community development, poverty relief, public welfare, and other purposes beneficial to the public at large | Director | 4 April 2022 | - | - | - |
| AFA Infrastructure and Development Sdn Bhd | Holding company for AFA Project and Management Services Sdn Bhd | Director/ Shareholder | 6 July 2023 | - | 100.00 | - |
| AFA Project and Management Services Sdn Bhd | Provision of project and management services | Director/ Indirect Shareholder | 14 November 2023 | - | - | 100.00 ⁽²⁾ |
| Reach Energy Ventures Sdn Bhd | Investment holding with shares in companies in the oil & gas industry | Director | 11 February 2020 | - | - | - |
| Shan Poornam Sdn Bhd | Provision of management services for Cenviro Sdn Bhd | Director | 5 July 2019 | - | - | - |
| Cenviro Sdn Bhd | Investment holding with subsidiary principally involved in the operation of integrated waste management centre, recycling and recovery | Director | 1 October 2018 | - | - | - |
| AF Gourmet (KSA) Sdn Bhd | Restaurants | Director | 18 August 2010 | - | - | * ⁽³⁾ |
| AF Gourmet Sdn Bhd | Restaurants | Director/ Shareholder | 18 August 2010 | - | 50.00 | - |

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

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|------------------------------------|---|--------------------------|---------------------|---------------------|-------------------------|----------------------|
| | | | | | Direct | Indirect |
| ANIH Berhad | Toll concession | Director/ Shareholder | 4 August 2023 | - | 49.00 | - |
| AFK Group International Sdn Bhd | Family office in the business of private equity investments, asset management and real estate investments | Director/ Shareholder | 18 August 2010 | - | 90.00 | - |
| AFK Group Sdn Bhd | Family office in the business of private equity investments, asset management and real estate investments | Director/ Shareholder | 18 August 2010 | - | 50.00 | - |
| AFK Capital Sdn Bhd | Family office in the business of private equity investments, asset management and real estate investments | Director/ Shareholder | 18 August 2011 | - | 33.33 | - |
| Juniper Capital Sdn Bhd | Family office | Director/ Shareholder | 24 February 2011 | - | 99.00 | - |
| Kembara Bakat Sdn Bhd | Family office | Director | 20 October 2011 | - | - | - |
| Ableace Raakin Sdn Bhd | Sale of Islamic finance products and trading of commodities such as palm oil, rubber, soy beans and cocoa | Director | 1 August 2019 | - | - | - |
| Azimah Holdings Sdn Bhd | Property investment holding company | Director/ Shareholder | 1 June 1989 | - | 25.00 | 14.00 ⁽⁴⁾ |

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

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|--|--|------------------------------------|----------------------|------------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| Azimah Properties Sdn Bhd | Property investment holding company | Director/ Shareholder | 30 September 1992 | - | 2.00 | - |
| Rentas Cita Sdn Bhd | Dormant | Director/ Shareholder | 8 October 1996 | - | 0.01 | - |
| Deep Quest Sdn Bhd | Dormant | Director/ Shareholder | 15 December 1993 | - | 50.00 | - |
| Primo Virtue Sdn Bhd | Provision of interior design and renovation contracting services | Shareholder | - | - | 60.00 | - |
| <u>Past involvement</u> | | | | | | |
| UEM Sunrise Berhad (Listed on Main Market) | Investment holding with subsidiaries principally involved in property development, land trading, property investment, project procurement and management, hotel operations | Independent Non-Executive Director | 13 December 2017 | 21 June 2021 | - | - |
| Waver Offshore Sdn Bhd | Provision of services, equipment and consultancy in the oil and gas industry | Director | 8 May 2019 | 26 November 2020 | - | - |
| Rentas Utama Sdn Bhd (Struck off on 10 November 2023) | Dissolved | Director/ Shareholder | 20 May 1999 | - | 99.00 | - |
| Mega Legacy (M) Sdn Bhd | Property development | Director | 26 June 2019 | 21 June 2021 | - | - |

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

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|---------------------------------------|---|---------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| Alloy Toll Management Sdn Bhd | Management and operation of highway toll | Director | 8 November 2011 | 31 December 2021 | - | - |
| Alloy Maintenance Engineering Sdn Bhd | Provision of maintenance services for highway | Director | 8 November 2011 | 31 December 2021 | - | - |

Notes:

* Negligible

(1) Deemed interested by virtue of his spouse's shareholdings in Reach Energy Berhad pursuant to Section 59 of the Act.

(2) Deemed interested by virtue of his shareholdings in AFA Infrastructure and Development Sdn Bhd pursuant to Section 8(4) of the Act.

(3) Deemed interested by virtue of his shareholdings in AF Gourmet Sdn Bhd pursuant to Section 8(4) of the Act.

(4) Deemed interested by virtue of his spouse's shareholdings in Reach Energy Berhad pursuant to Section 59 of the Act.

(b) Yeo Hock Cheong

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|-----------------------------------|---|------------------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| <u>Present involvement</u> | | | | | | |
| GPI Management Sdn Bhd | Business management consultancy services | Director / Shareholder | 8 June 2017 | - | 95.00 | - |
| Eagle I Holdings Sdn Bhd | Engaged in the activity of providing transportation and weighing activities | Director / Shareholder | 8 October 2012 | - | 100.00 | - |

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

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|---|--|------------------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| Global Provestment Sdn Bhd | Planting and trading of agriculture products | Director / Shareholder | 24 May 2012 | - | 65.00 | - |
| Golden World Metal Sdn Bhd | Sales and distributions of scrap metal and related recycle products and export and import of aluminium, metal and non-metal waste and scrap | Director / Shareholder | 29 July 2010 | - | 95.00 | - |
| Kayavest | Investment holding company in shares of the Company | Director / Shareholder | 11 May 2023 | - | 100.00 | - |
| Mikro MSC (Listed on ACE Market) | Research, development, design and manufacture analogue, digital and computer controlled electronic systems or devices for use in electrical, electronic and other industries such as power distribution industries and provision of technical and maintenance services | Shareholder | - | - | 30.57 | - |
| Elridge Energy Group Sdn Bhd ⁽¹⁾ | Dormant | Director / Shareholder | 30 November 2023 | - | 100.00 | - |
| Past involvement | | | | | | |
| O&G 8Electricals (M) Sdn Bhd | Trading and wholesale of car accessories, agriculture products, electrical and electronic goods | Director | 5 January 2015 | - | - | - |
| | | | | 13 September 2019 | | |

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

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|--|---|--------------------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| Rhinoceros Tyre Sdn Bhd (Struck off on 24 March 2023) | Trading in all types of tyres and semi tyres for all types of vehicles; | Director | 29 January 2015 | 22 October 2020 | - | - |
| BEH | Investment holding company in shares of the Company | Director | 16 November 2016 | 13 May 2020 | - | - |
| I Citenex Sdn Bhd (Struck off on 24 March 2023) | Trading of electrical appliances and other similar products | Director | 1 December 2016 | 29 December 2021 | - | - |
| BTH Power Sdn Bhd (Struck off on 6 October 2022) | Dormant with no future plans, initially intended for the setting up of boiler plant | Director/ Shareholder | 23 December 2019 | - | 100.00 | - |

Note:

- (1) *The company was incorporated with the intention of being the listing vehicle of BESB for the IPO prior to the incorporation of EEHB. The company is currently dormant and is in the process of undergoing a change of name.*

(c) Salihudin

As at the LPD, Salihudin does not have any principal directorships and principal business activities performed outside of our Group.

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

(d) Dr Wang Hong

| <u>Company</u> | <u>Principal activities</u> | <u>Position held</u> | <u>Date of appointment</u> | <u>Date of resignation</u> | <u>% of shareholdings held</u> | |
|-------------------------------------|--|------------------------------------|----------------------------|----------------------------|--------------------------------|-----------------|
| | | | | | <u>Direct</u> | <u>Indirect</u> |
| <u>Present involvement</u> | | | | | | |
| Mikro MSC (Listed on ACE Market) | Research, development, design and manufacture analogue, digital and computer controlled electronic systems or devices for use in electrical, electronic and other industries such as power distribution industries and provision of technical and maintenance services | Independent Non-Executive Director | 29 May 2023 | - | - | - |
| <u>Past involvement</u> | | | | | | |
| Nil | | | | | | |

(e) Tan Suat Hoon

| <u>Company</u> | <u>Principal activities</u> | <u>Position held</u> | <u>Date of appointment</u> | <u>Date of resignation</u> | <u>% of shareholdings held</u> | |
|--|--|------------------------------------|----------------------------|----------------------------|--------------------------------|-----------------|
| | | | | | <u>Direct</u> | <u>Indirect</u> |
| <u>Present involvement</u> | | | | | | |
| Central Global Berhad (Listed on Main Market) | Investment holding company with its subsidiaries principally involved in the manufacturing and trading of crepe paper masking and construction | Independent Non-Executive Director | 3 January 2023 | - | - | - |
| PGF Capital Berhad (Listed on ACE Market) | Investment holding company with subsidiaries principally involved in manufacturing, property development and agriculture | Independent Non-Executive Director | 31 May 2023 | - | - | - |

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

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|----------------------------|---|------------------------------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| Smart Asia Chemical Berhad | Investment holding company with subsidiaries principally involved in the development, manufacturing, distribution and sale of decorative paints and protective coatings for household and industrial applications | Independent Non-Executive Director | 17 April 2023 | - | - | - |

Past involvement

Nil

(f) Ahmad Lutfi B.Abdull Mutalip @ Talib

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|-----------------------------------|---|-----------------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| <u>Present involvement</u> | | | | | | |
| AAA Consulting Sdn Bhd | Investment holding company for shares of a company providing corporate secretarial services | Director/ Shareholder | 15 November 2006 | - | 25.00 | - |
| Impact Analytix Sdn Bhd | Provision of advisory, consultancy and business contracting services in relation to IT and software solutions | Director/ Shareholder | 24 November 2009 | - | 66.67 | - |
| Prudenz Corporatehouse Sdn Bhd | Provision of integrated management consulting services and corporate secretarial services | Director | 21 September 2012 | - | - | 100.00 |

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

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|--|---|---------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| Malaysian Industrial Development Finance Bhd | Investment holding with subsidiaries principally involved in the provision of financing, leasing and industrial hire-purchase services to industries and businesses in Malaysia | Director | 22 February 2016 | - | - | - |
| EPL PSI SPV 1 PLT | Investment holding in ETHIS Global Sdn Bhd, a company principally involved in the provision of Shariah-compliant crowdfunding services | Partner | 24 January 2020 | - | - | - |
| <u>Past involvement</u> | | | | | | |
| Amanah International Finance Sdn Bhd | Provision of real estate and short-term financing services | Director | 1 March 2017 | 1 September 2019 | - | - |

Note:

(1) Deemed interested by virtue of his shareholdings in AAA Consulting Sdn Bhd pursuant to Section 8(4) of the Act.

(g) Rozainah Binti Baharuddin

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|-----------------------------------|---|---------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| <u>Present involvement</u> | | | | | | |
| Wellfarer Group Sdn Bhd | Provision of family office and wealth management services | Director | 31 March 2021 | - | - | - |

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

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|---|----------------------|---------------------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| <u>Past involvement</u> | | | | | | |
| Baz Sdn Bhd (Dissolved on 11 October 2019) | Dormant | Director / Shareholder | 23 February 2001 | 20 January 2014 | 16.00 | - |

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

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.

Further, the involvement of our Executive Directors in other businesses or corporations 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. Such businesses do not require their involvement on a daily basis as these businesses are managed by their respective management. Our Executive Directors are of the view that although they are involved in other businesses as set out above, they are able to devote sufficient time and attention to the affairs of our Group to carry out their respective duties. The involvement of our Independent Non-Executive Directors in other directorships or business activities outside our Group are not expected to affect their contribution to our Group as they are not involved in our Group's day-to-day operations.

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

5.2.4 Directors remuneration and benefits

The remuneration of our Directors including fees, salaries, bonuses, other emoluments and benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board. The Director's fees and any benefits payable to our Directors shall be subject to annual approval by our shareholders pursuant to an ordinary resolution passed at a general meeting in accordance with our Constitution. Please refer to Section 15.1 for further details.

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

| | Directors' fees | Salaries | ⁽¹⁾ Bonuses | Other emolument | Benefits-in- kind | Total |
|---|--------------------|----------|------------------------|--------------------|----------------------|--------|
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| FYE 2023 (Paid) | | | | | | |
| Tan Sri Dr Azmil Khalili Bin Dato' Khalid | - | - | - | - | - | - |
| Yeo Hock Cheong | - | 690 | 225 | 113 | - | 1,028 |
| Salihudin | - | 100 | - | 12 | - | 112 |
| Dr Wang Hong | - | - | - | - | - | - |
| Tan Suat Hoon | - | - | - | - | - | - |
| Ahmad Lutfi B.Abdull Mutalip @ Talib | - | - | - | - | - | - |
| Rozainah Binti Baharuddin | - | - | - | - | - | - |
| FYE 2024 (Proposed) | | | | | | |
| Tan Sri Dr Azmil Khalili Bin Dato' Khalid | 52 | - | - | 10 | - | 62 |
| Yeo Hock Cheong | - | 720 | - | 88 | - | 808 |
| Salihudin | - | 240 | - | 30 | - | 270 |
| Dr Wang Hong | 40 | - | - | 8 | - | 48 |
| Tan Suat Hoon | 40 | - | - | 16 | - | 56 |
| Ahmad Lutfi B.Abdull Mutalip @ Talib | 40 | - | - | 16 | - | 56 |
| Rozainah Binti Baharuddin | 40 | - | - | 16 | - | 56 |

Note:

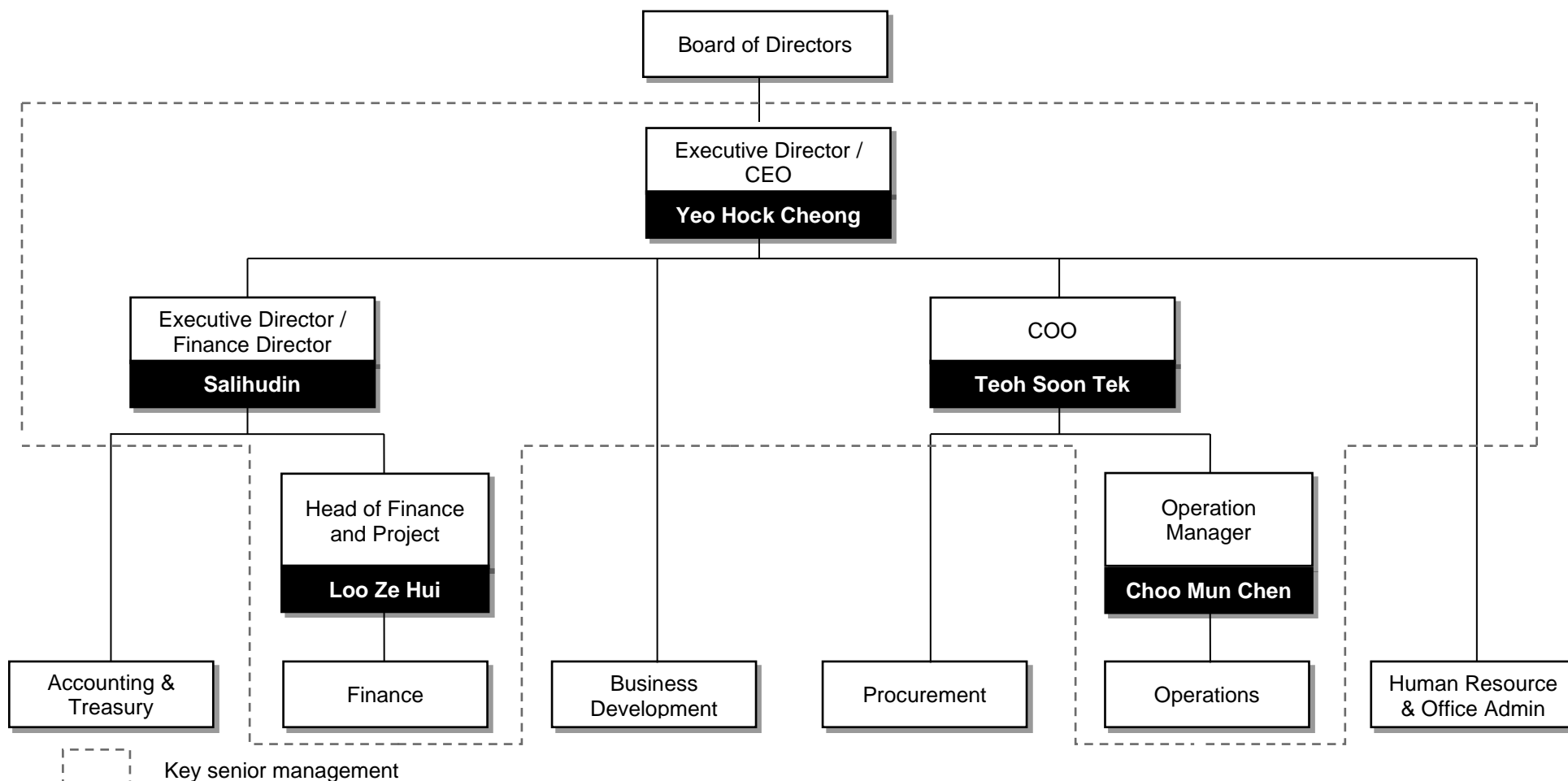
(1) The bonuses for FYE 2024 are not included. Such bonuses, if any, will be determined at a later date based on the individual's performance and our Group's performance, and will be subject to recommendation of our Remuneration Committee and approval by our Board.

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

5.3 KEY SENIOR MANAGEMENT

5.3.1 Management structure

The management reporting structure of our Group is as follows:



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

5.3.2 Key senior management shareholdings

The shareholdings of our key senior management in our Company before and after our IPO together with the Share Transfer, save for our Executive Directors, which are disclosed in Section 5.2.1 of this Prospectus, assuming that they will fully subscribe for their respective entitlements under the Pink Form Allocations are set out below:

| Name | Designation | ⁽¹⁾ Before our IPO but after the Acquisition | | | | ⁽²⁾ After our IPO and the Share Transfer | | | |
|---------------|-----------------------------|---|---|---------------|---|---|-------|---------------|---|
| | | Direct | | Indirect | | Direct | | Indirect | |
| | | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Teoh Soon Tek | COO | - | - | - | - | ⁽³⁾ 800,000 | 0.040 | - | - |
| Loo Ze Hui | Head of Finance and Project | - | - | - | - | ⁽³⁾ 500,000 | 0.025 | - | - |
| Choo Mun Chen | Operation Manager | - | - | - | - | ⁽³⁾ 500,000 | 0.025 | - | - |

Notes:

(1) Based on the issued share capital of 1,650,000,000 Shares before our IPO but after the Acquisition.

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

(3) Assuming that that all our Issue Shares allocated to our key senior management under the Pink Form Allocations are fully subscribed.

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

5.3.3 Profiles of our key senior management

Save for our Executive Directors whose profiles have been set out in Section 5.1.2 of this Prospectus, the profiles of the other key senior management of our Group are as follows:

(a) Teoh Soon Tek

Teoh Soon Tek, a Malaysian male, aged 43, is our COO. He is responsible for overseeing the day-to-day operational activities of our Group which includes the manufacturing, warehousing and domestic and international logistics activities of our Group.

In 1999, he completed his secondary education in Chung Ling High School in George Town, Penang.

Upon graduating, he worked in Wanjun Engineering Sdn Bhd, a company involved in engineering and provision of machining solutions, as a technical assistant where he assisted in technical jobs. He left Wanjun Engineering Sdn Bhd in September 2002 as Production Supervisor to join Rapid Synergy Sdn Bhd as a Program Engineer where he was responsible for the programming of precision tools for the production of mould productions. He resigned in March 2003 to take a career break.

In October 2003, he joined Eng Lian Hup Trading Sdn Bhd as a salesman where he was tasked with stocktaking for the construction materials of the company. He was subsequently promoted to Sales Executive in January 2004 where he was in-charge of the sales and marketing of the company's products. He left Eng Lian Hup Trading Sdn Bhd in September 2006 to join Jin Yeng Trading, a business involved in the selling and distribution of scrap metal and related recycled products, as well as the trading of praying materials, as Assistant Manager where he assisted in the management of the operations and logistics of the company.

In December 2006, he started a sole proprietor known as United Metal Trading, which is a business involved in the trading of metal and hardware. He ceased the business in December 2007. In March 2010, he founded Enviro-Action Sdn Bhd, a company intended to undertake the trading of recycled products. The company remained dormant and was struck off in August 2014.

In March 2010, he co-founded Magna Bioenergy Sdn Bhd with Datin Cheah Lay Fong, a company intended to undertake the manufacturing and trading of biofuel and biomass products. The company remained dormant was subsequently struck off in June 2018

In July 2010, he joined Golden World Metal Sdn Bhd as the Director cum Head of Operations, where he was responsible for the overall operations and logistics of the company. He left Golden World Sdn Bhd in March 2018 but remained as a non-executive director and shareholder, where the company has its own independent and standalone management team to undertake its day-to-day management and operations.

He joined BESB as a director and Head of Operations in March 2018, and was subsequently re-designated to COO in November 2023.

Presently, he also holds directorship in several private limited companies. Please refer to Section 5.3.4(a) of this Prospectus for further details.

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

(b) Loo Ze Hui

Loo Ze Hui, a Malaysian male, aged 32, is our Head of Finance and Project. He is responsible for the preparation of financial projections and financial evaluation for potential businesses and projects to be undertaken by our Group.

He graduated with a Bachelor of Science in Actuarial Science from Cass Business School, City, University of London (currently known as Bayes Business School) in June 2014.

He started his career as Graduate Trainee in Public Bank Berhad in June 2015 where his role included assisting in credit and financial statements analysis, preparing credit papers and enhancing of credit risk rating mechanism. He left Public Bank Berhad in March 2018 as Senior Executive to join HSBC Amanah Bank Malaysia Bhd as Assistant Business Manager, where he was responsible for managing the business relationship and provision of financial solutions for a portfolio of more than 40 corporate clients.

In September 2020, he joined BESB as Head of Finance and Project, a position that he presently holds.

(c) Choo Mun Chen

Choo Mun Chen, a Malaysian male, aged 34, is our Operation Manager. He is responsible for managing the manufacturing and warehousing operations of our Group.

He completed his Diploma in Technology majoring in Quantity Surveying from Tunku Abdul Rahman College in February 2013.

He started his career as Executive Assistant in Consumer Probe (M) Sdn Bhd, a market research firm, in May 2013 where his role involves assisting in the preparation of market research briefs and commissioning of research works. He left in May 2015 to join Public Bank Berhad as Financial Executive, where he assisted in the sale and marketing of financial products as well as the management of customer relationship.

He subsequently left Public Bank Berhad in September 2017 to join New Edge Safety Door (HQ) Sdn Bhd, a metal door and doorframe manufacturer, in October 2017 as Sales Manager. His role as Sales Manager includes planning and implementing sale strategies as well as monitoring the overall sales of the company.

In August 2019, he left to join BESB as Operation Manager, a position that he presently holds.

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

5.3.4 Principal business performed outside our Group

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

(a) Teoh Soon Tek

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|-----------------------------------|---|--------------------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| <u>Present involvement</u> | | | | | | |
| GPI Management Sdn Bhd | Business management consultancy services | Director/ Shareholder | 8 June 2017 | - | 5.00 | - |
| Golden World Metal Sdn Bhd | Sales and distributions of scrap metal and related recycle products and export and import of aluminium, metal and non-metal waste and scrap | Director/ Shareholder | 29 July 2010 | - | 5.00 | - |
| Global Provestment Sdn Bhd | Planting and trading of agriculture products | Director/ Shareholder | 24 May 2012 | - | 5.00 | - |
| <u>Past involvement</u> | | | | | | |
| Eagle I Holdings Sdn Bhd | Engaged in the activity of providing transportation and weighing services | Director | 8 October 2012 | 2 May 2023 | - | - |
| O&G 8lectricals (M) Sdn Bhd | Trading and wholesale of car accessories, agriculture products, electrical and electronic goods | Director | 5 January 2015 | 13 September 2019 | - | - |

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

| Company | Principal activities | Position held | Date of appointment | Date of resignation | % of shareholdings held | |
|---|--|--------------------------|---------------------|---------------------|-------------------------|----------|
| | | | | | Direct | Indirect |
| Rhinoceros Tyre Sdn Bhd (Struck off on 24 March 2023) | Trading in all types of tyres and semi tyres for all types of vehicles; | Director | 29 January 2015 | 22 October 2020 | - | - |
| BEH | Investment holding company in shares of the Company | Director | 16 November 2016 | 26 June 2023 | - | - |
| I Citenex Sdn Bhd (Struck off on 24 March 2023) | Trading of electrical appliances and other similar products | Director | 1 December 2016 | 29 December 2021 | - | - |
| E&D Tenaga Hijau Sdn Bhd (Struck off on 12 October 2022) | Dormant with no future plans, initially intended to do scrap metal recycling | Director/ Shareholder | 30 October 2020 | - | 50.00 | - |

(b) Loo Ze Hui

As at the LPD, Loo Ze Hui does not have any principal directorships and principal business activities performed outside of our Group.

(c) Choo Mun Chen

As at the LPD, Choo Mun Chen does not have any principal directorships and principal business activities performed outside of our Group.

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

5.3.5 Key senior management remuneration and benefits

The remuneration of our Executive Director/CEO and Executive Director/Finance Director are set out in Section 5.2.4 of this Prospectus. The remuneration of our key senior management including salaries, bonuses, other emoluments and benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board.

The aggregate remuneration and material benefits-in-kind (in bands of RM50,000) paid or proposed to be paid to our key senior management for services rendered in all capacities to our Group for FYE 2023 and FYE 2024 are as follows:

| | ⁽¹⁾ Remuneration band | |
|---------------|----------------------------------|---|
| | <u>FYE 2023 (Paid)</u> | <u>⁽²⁾ FYE 2024 (Proposed)</u> |
| | <u>RM'000</u> | <u>RM'000</u> |
| Teoh Soon Tek | 300-350 | 200-250 |
| Loo Ze Hui | 150-200 | 100-150 |
| Choo Mun Chen | 150-200 | 100-150 |

Notes:

- (1) *The remuneration for key senior management includes salaries, bonuses, allowances and other emoluments.*
- (2) *The bonuses for FYE 2024 are not included. Such bonuses, if any, will be determined at a later date based on the individual's and our Group's performance, and will be subject to recommendation of our Remuneration Committee and approval by our Board.*

5.4 BOARD PRACTICES

Our Board takes note of the recommendations under the MCCG released on 28 April 2021. As at the LPD, our Board has adopted all relevant recommendations of the MCCG in terms of the composition of our Board and the relevant committees, save for the following:

- (a) Practice Note 5.9 of the MCCG recommends that all the board of directors should comprise at least 30% women directors. As at the LPD, our Board comprises two (2) female Directors out of seven (7) Directors, which represents 28.57% of our Board, and thus, is a departure from the Practice Note 5.9 of the MCCG. Pursuant thereto, we shall use our best endeavour to identify and appoint suitable female Directors within two (2) years after Listing in order to meet such recommendation.

5.4.1 Board

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

- (a) together with senior management, promote good corporate governance culture within our Group which reinforce ethical, prudent and professional behaviour;
- (b) to review, challenge and decide on management's proposals for our Group and monitor its implementation by the management;
- (c) to ensure that the strategic plan of our Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- (d) to supervise and assess management performance to determine whether our Group's businesses are being properly managed;

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

- (e) to ensure there is a sound framework for internal controls and risk management;
- (f) to understand the principal risks of our Company's business and recognise that business decisions involve the taking of appropriate risks;
- (g) to set the risk appetite within which our Board expects the management to operate and ensure that there is an appropriate risk management framework to identify, evaluate, manage and monitor significant financial and non-financial risks;
- (h) to ensure that the senior management has the necessary skills and experience and there are measures in place to provide for the orderly succession of our Board and key senior management;
- (i) to ensure that our Company has in place procedures to enable effective communication with our stakeholders;
- (j) to ensure that all our Directors are able to understand financial statements and form a view on the information presented; and
- (k) to ensure the integrity of our Group's financial and non-financial reporting.

In accordance with our Constitution, an election of Directors shall take place each year at the AGM. At our first AGM, all our Directors shall retire from office, and at the AGM in every subsequent year, 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 from office provided always that all our Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

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

| Director | Designation | Date of appointment | Date of expiration of the current term of office at AGM | No. of years and months in office |
|---|--|----------------------------|--|--|
| Tan Sri Dr Azmil Khalili Bin Dato' Khalid | Independent Non-Executive Chairman | 1 February 2024 | Subject to retirement at the AGM in year 2025 | 1 month |
| Yeo Hock Cheong | Executive Director/ CEO | 1 February 2024 | Subject to retirement at the AGM in year 2025 | 1 month |
| Salihudin | Executive Director/ Finance Director | 10 January 2024 | Subject to retirement at the AGM in year 2025 | 1 month |
| Dr Wang Hong | Non-Independent Non-Executive Director | 1 February 2024 | Subject to retirement at the AGM in year 2025 | 1 month |

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

| Director | Designation | Date of appointment | Date of expiration of the current term of office at AGM | No. of years and months in office |
|--------------------------------------|------------------------------------|----------------------------|--|--|
| Tan Suat Hoon | Independent Non-Executive Director | 1 February 2024 | Subject to retirement at the AGM in year 2025 | 1 month |
| Ahmad Lutfi B.Abdull Motalip @ Talib | Independent Non-Executive Director | 1 February 2024 | Subject to retirement at the AGM in year 2025 | 1 month |
| Rozainah Binti Baharuddin | Independent Non-Executive Director | 1 February 2024 | Subject to retirement at the AGM in year 2025 | 1 month |

5.4.2 Audit and Risk Management Committee

The main function of our Audit and Risk Management Committee is to assist our Board in examining our Group's matters pertaining to the financial reporting, risk management and internal control, internal and external audit processes, related party transaction and conflict of interests' situation. The Audit and Risk Management Committee's duties and responsibilities as stated in its terms of reference include, amongst others, the following:

- (a) to review in depth the quarterly results and year-end financial statements of our Group before submission to our Board, focusing particularly on:
 - (i) the going concern assumption;
 - (ii) any changes in or implementation of major accounting policies and practices;
 - (iii) significant matters highlighted including financial reporting issues, significant judgements made by the management, significant and unusual events or transactions, and how these matters are addressed; and
 - (iv) compliance with applicable accounting standards, regulatory and other legal requirements for financial reporting;
- (b) to consider any legal matters of our Group that may have a significant impact on our Group's financial statements;
- (c) to review the following matters with the external auditors:
 - (i) the audit plan, its nature and scope;
 - (ii) the audit report;
 - (iii) there being no conflict of interest situations that could affect the independence of the external auditors;
 - (iv) the external auditors' evaluation of system of internal control and significant suggestions for improvements and management's response thereto;

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

- (v) the external auditors' management letter and the management's response thereto;
- (vi) the problems and reservations arising from the interim and final external audits, and any matters the external auditors and/or internal auditors may wish to discuss (in the absence of the management, where necessary); and
- (vii) the assistance given by the employees of our Group to the external auditors;
- (d) to assess the suitability, objectivity and independence of the external auditors to safeguard the quality and reliability of the audited financial statements. If the assessment result is satisfactory, the Audit and Risk Management Committee will recommend the nomination of the suitable audit firm as external auditors of our Company;
- (e) to consider the appointment, removal, any letter of resignation or dismissal of the external auditors, including whether there is reason (supported by grounds) to believe that our Company's external auditors are not suitable for reappointment;
- (f) to review the following in respect of internal audit:
 - (i) the adequacy of the audit scope and coverage, functions, competency and resources of the internal audit function and that it has the necessary authority to carry out its functions;
 - (ii) the internal audit plan, processes, the results of the internal audit assessments, investigation undertaken and whether or not appropriate action has been taken on the recommendations of the internal audit functions; and
 - (iii) the performance of the internal audit function;
- (g) to consider the appointment, termination, dismissal or resignation of the internal auditors and provide the resigning internal auditors an opportunity to submit his reason for resignation;
- (h) to review and assess the followings in respect of our Group's overall risk management and internal control:
 - (i) our Company's policies, processes and procedures for the oversight and management of risks;
 - (ii) the risk profile, risk appetite and levels of tolerance (including subsequent review and adjustment, where necessary) and the effective communication of the same throughout our Group;
 - (iii) the management's efforts to embed a risk management in all aspect of our Group's activities and promoting a risk awareness culture within our Group;
 - (iv) the adequacy and integrity of the internal control to manage the selected areas representing significant risks;
 - (v) the implementation of the management action plans in mitigating significant risks identified; and
 - (vi) the efficiency and effectiveness of the review mechanism and the accountability at an executive level for risk management and internal control;

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

- (i) to consider the appropriate disclosures on the risk management and internal control in our Company's annual reports;
- (j) to review any related party transactions and situations where a conflict of interest may arise within our Group, including any transaction, procedure or course of conduct that raises questions of management integrity, and to consider the appropriateness of such transactions before recommending them to our Board for approval;
- (k) in respect of the recurrent related party transactions of a revenue or trading nature which are subjected to shareholders' mandate, to consider the prescribed guidelines and review procedures to monitor and ascertain that such transactions are in compliance with the terms of the shareholders' mandate;
- (l) to review the Audit and Risk Management Committee report prepared at the end of each financial year that complies with the provisions of the applicable Listing Requirements;
- (m) to involve and consider other matters as may be directed by our Board from time to time; and
- (n) to promptly report to Bursa Securities on any matter reported by it to our Board, which has not been satisfactorily resolved resulting in the breach of the applicable Listing Requirements.

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

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

| <u>Name</u> | <u>Designation</u> | <u>Directorship</u> |
|---------------------------------------|--------------------|------------------------------------|
| Tan Suat Hoon | Chairman | Independent Non-Executive Director |
| Ahmad Lutfi B. Abdull Mutalip @ Talib | Member | Independent Non-Executive Director |
| Rozainah Binti Baharuddin | Member | Independent Non-Executive Director |

Our Nomination Committee will review the composition, performance and effectiveness of our Audit and Risk Management Committee and each of its members annually.

5.4.3 Remuneration Committee

The main function of our Remuneration Committee is to assist our Board in fulfilling its responsibility on matters relating to the compensation and benefits of our Directors and key senior management. The Remuneration Committee's duties and responsibilities as stated in its terms of reference include, amongst others, the following:

- (a) to research, formulate and recommend to our Board the broad policy for the remuneration of Directors and key senior management, drawing from outside advice as necessary, with the objective of attracting, retaining and motivating the right talents in our Board and key senior management to drive our Group's long-term objectives;
- (b) to review annually our Directors' remuneration structure (cover all aspects of remuneration including Directors' fees, salaries, allowances, bonuses, other emoluments and benefit-in-kind) of our Directors and key senior management in all forms by referring to the remuneration policy for Directors and key senior management adopted by our Board;
- (c) to ensure that remuneration packages of Executive Directors and key senior management are reflective of our Group's demands, complexities and performance as

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

a whole as well as skills, experience and level of responsibility required in line with the strategic objectives of our Group;

- (d) to ensure that remuneration payable to Non-Executive Directors reflects the experience, expertise and time required of our Non-Executive Directors to discharge their duties and responsibilities undertaken. The remuneration packages of Non-Executive Directors shall be a matter to be decided by our Board as a whole;
- (e) to review and recommend to our Board the compensation for loss of employment of Director, and the benefits or token of appreciation for former Director before presenting to the shareholders for approval;
- (f) to ensure that no Director or any of his associates are involved in deciding his own remuneration;
- (g) to review the Remuneration Committee report to be included in the annual report of our Company for each financial year that complies with the provisions of the applicable Listing Requirements;
- (h) to involve and consider other matters as may be directed by our Board from time to time; and
- (i) to promptly report to Bursa Securities on any matter reported by it to our Board, which has not been satisfactorily resolved resulting in the breach of the applicable Listing Requirements.

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

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

| <u>Name</u> | <u>Designation</u> | <u>Directorship</u> |
|---------------------------------------|--------------------|------------------------------------|
| Rozainah Binti Baharuddin | Chairman | Independent Non-Executive Director |
| Ahmad Lutfi B. Abdull Mutalip @ Talib | Member | Independent Non-Executive Director |
| Tan Suat Hoon | Member | Independent Non-Executive Director |

5.4.4 Nomination Committee

The main function of our Nomination Committee is to assist our Board in appointing new Directors, and in assessing our Board and committees' performance on an ongoing basis. The Nomination Committee's duties and responsibilities as stated in its terms of reference include, amongst others, the following:

- (a) to consider candidates for any directorships proposed by our shareholders, our Board or other sources such as independent recruitment firms;
- (b) to consider the performance, competency, commitment, contribution and independence (where applicable) of the retiring Directors;
- (c) to review annually the structure, size, and composition of our Board, including the requisite skill, knowledge, experience, competency, integrity and diversity of our Board members;
- (d) to assess annually the effectiveness and performance of our Board as a whole and each Director individually, as well as the effectiveness and performance of our committees;

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

- (e) to assess annually the independence of each of our Independent Non-Executive Directors to ensure the Independent Non-Executive Directors are fit and maintain independence at all times in order to provide scrutiny, objectivity and impartial judgement to our Board's decision-making;
- (f) to review the term of office and performance of the Audit and Risk Management Committee and each of its members annually to determine whether such committee and its members have carried out their duties in accordance with the terms of reference of such committee;
- (g) to develop and implement appropriate processes for evaluating our Board as a whole and each Director individually, the effectiveness and performance of our Board committees as well as the independence of our Independent Non-Executive Directors;
- (h) where appropriate, to co-ordinate and provide support in respect of assessments that are carried out by independent professional party;
- (i) to review the leadership needs and succession planning for our Directors and key senior management of our Group with a view to maximising our Group's ability to compete effectively in the marketplace;
- (j) to review the Nomination Committee report to be included in the annual report of our Company for each financial year that complies with the provisions of the applicable Listing Requirements;
- (k) to involve and consider other matters as may be directed by our Board from time to time; and
- (l) to promptly report to Bursa Securities on any matter reported by it to our Board, which has not been satisfactorily resolved resulting in the breach of the applicable Listing Requirements.

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

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

| Name | Designation | Directorship |
|--------------------------------------|--------------------|------------------------------------|
| Ahmad Lutfi B.Abdull Mutalip @ Talib | Chairman | Independent Non-Executive Director |
| Tan Suat Hoon | Member | Independent Non-Executive Director |
| Rozainah Binti Baharuddin | Member | Independent Non-Executive Director |

5.5 RELATIONSHIPS AND/OR ASSOCIATIONS

There are no family relationships (as defined under Section 197 of the Act) or association between or amongst our Promoters, substantial shareholders, Directors and key senior management as at the LPD.

5.6 EXISTING OR PROPOSED SERVICE AGREEMENTS

As at the LPD, there are no existing or proposed service agreements entered into between our Company with any Directors; or between any companies within our Group with any key senior management.

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

5.7 DECLARATIONS FROM PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, none of our Promoters, Directors or key senior management is or has been involved in any of the following events (whether within or outside Malaysia):

- (a) in the last 10 years, a petition under any bankruptcy or insolvency law filed (and not struck out) against him or any partnership in which he was a partner or any corporation of which he was a Director or a member of key senior management;
- (b) disqualified from acting as a Director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (c) in the last 10 years, charged or convicted in a criminal proceeding nor is a named subject of a pending criminal proceeding;
- (d) in the last 10 years, any judgment that was entered against him, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (e) in the last 10 years, was the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market;
- (f) being the subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity;
- (g) in the last 10 years, has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; or
- (h) has any unsatisfied judgment against him.

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