

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

9.1 PROMOTER AND SUBSTANTIAL SHAREHOLDERS

9.1.1 Profiles of our Promoter and substantial shareholders

(i) Inodes as our Promoter and substantial shareholder

Inodes was incorporated in the BVI under the BVI Business Companies Act, 2004 on 5 June 2014 as a special purpose vehicle to hold investments of the Funds including their investment in our Company. As at the LPD, the only other investment held by Inodes is a 51.0% equity interest in Credisense. Credisense is principally engaged in software development. Credisense has been providing services to CTOS Data Systems pursuant to a master software licence and service agreement dated 8 June 2018 comprising software, consultancy, training, maintenance and support. For more details on the services provided by Credisense to CTOS Data Systems, see Section 10.1.2(ii) of this Prospectus.

The shareholders of Inodes and their respective shareholdings in Inodes as at the LPD are as follows:

Shareholder	Registration no.	Country of incorporation	Direct		Indirect	
			No. of ordinary shares	%	No. of ordinary shares	%
Creador II ⁽¹⁾	117134 C1/GBL	Republic of Mauritius	46,965,294	78.6	-	-
Creador II L.P. ⁽²⁾	L40 C1/GBL	Republic of Mauritius	2,384,706	4.0	-	-
Siguler Guff BRIC ⁽³⁾	4815788	United States	4,000,000	6.7	-	-
MIT Investments ⁽³⁾	4709204	United States	4,441,029	7.4	-	-
Siguler Guff FM ⁽³⁾	5216376	United States	2,000,000	3.3	-	-

Notes:

- (1) A public company limited by shares with limited life, formed under the laws of the Republic of Mauritius and licensed by the Financial Services Commission of the Republic of Mauritius to operate as a closed-end fund.
- (2) A limited partnership formed under the laws of the Republic of Mauritius and licensed by the Financial Services Commission of the Republic of Mauritius to operate as a closed-end fund.
- (3) A limited partnership formed under the laws of the state of Delaware under the Limited Partnership Act of Delaware.

Each of the Funds is managed by its respective fund manager which is responsible for the conduct and affairs of each of the Funds.

The fund manager of Creador II and Creador II L.P., namely Creador Management Company II Ltd is formed under the laws of the Republic of Mauritius as a private company limited by shares with limited life and holds a collective investment scheme manager licence granted by the Financial Services Commission of the Republic of Mauritius. Accordingly, Creador Management Company II Ltd manages the portfolio investment of Creador II which includes its investment in our Company through Inodes.

The fund manager of Siguler Guff BRIC and Siguler Guff FM, namely Siguler Guff Advisers, LLC, is formed under the laws of the state of Delaware as a limited liability company. The fund manager of MIT Investments, namely its general partner, MIT, a charitable corporation, is duly formed under the laws of the Commonwealth of Massachusetts.

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The Funds' interests in our Company, being one of their investee companies, are for investment purposes only where they do not participate in the day-to-day management and operations of such investee companies.

As at the LPD, the Funds are diversely owned by 151 limited partners/shareholders which include institutions such as university endowment funds, pension funds, fund of funds, foundations, not-for-profit organisations and family offices from North America, Europe and Asia. Creador II, which is the only controlling shareholder of Inodes, is held by shareholders with interests ranging from 0.03% to 8.31% in Creador II.

No single limited partner/shareholder of the Funds has any control or ability to participate in the management of the Funds or ultimately the Funds' investee companies, including Inodes.

(ii) **Chung Tze Keong as substantial shareholder**

Chung Tze Keong, a Malaysian aged 65, is our substantial shareholder and one of the co-founders of our Group.

From October 1980 to May 1981, he joined United Orient Leasing Sdn Bhd as a credit officer where his primary responsibilities were marketing and conducting credit evaluation. From May 1981 to June 1986, he was a branch manager with The Pacific Bank Berhad (subsequently merged with Malayan Banking Berhad) where he was responsible for processing of credit applications and management of the branch office. From June 1986 to June 1988, he joined Prudential Assurance Malaysia Berhad as a sales officer. From June 1988 to November 1990, he joined Isijaya Sdn Bhd as a general manager where he was primarily involved in sales and marketing as well as finance related matters.

In November 1990, he co-founded CTOS Sdn Bhd with Chung Tze Wen which was the starting point of the formation of our Group. From November 1990 to July 2014, he was the Chief Executive Officer of CTOS Sdn Bhd, and from July 2014 until November 2020, he was a director of our Company.

He obtained a Diploma in Industrial Studies and Bachelor of Science (Hons) in Accounting and Financial Management from Loughborough University, United Kingdom in 1980.

(iii) **Chung Tze Wen as substantial shareholder**

Chung Tze Wen, a Malaysian aged 62, is our substantial shareholder and one of the co-founders of our Group.

In February 1984, he joined Computer Management Associates Pte Ltd in Singapore where he worked as a system analyst involved in system design and programming until August 1986. From September 1986 to April 1988, he worked as a system analyst with Wang Computers Pte Ltd in Singapore. From June 1988 to November 1990, he served as the head of the IT department and a director of Isijaya Sdn Bhd.

In November 1990, he co-founded CTOS Sdn Bhd with Chung Tze Keong which was the starting point of the formation of our Group. He was also a director of our Company from July 2014 until November 2020. In addition to this, he was the head of the IT department of CTOS Sdn Bhd until July 2014.

He obtained a Bachelor of Science Degree from the University of Manchester, United Kingdom in 1981 and thereafter obtained a Diploma in Systems Analysis from the National University of Singapore, Singapore in 1983.

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9.1.2 Shareholding of our Promoter and substantial shareholders

The following tables set out the direct and indirect shareholding of our Promoter and substantial shareholders before and after our IPO:

Name	Nationality/ Country of Incorporation	Before our IPO ⁽¹⁾				After our IPO ⁽²⁾				
		Direct		Indirect		Direct		Indirect		
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	
		'000		'000		'000		'000		
Promoter and substantial shareholder										
Inodes	BVI	1,600,000	80.0	-	-	880,000	40.0	-	-	
Substantial shareholders										
Creador II	Republic of Mauritius	-	-	1,600,000	80.0 ⁽³⁾	-	-	880,000	40.0	
Chung Tze Keong	Malaysian	180,000	9.0	-	-	99,000	4.5	-	-	
Chung Tze Wen	Malaysian	180,000	9.0	-	-	99,000	4.5	-	-	

Notes:

- (1) Based on our issued share capital of 2,000,000,000 Shares after the Subdivision.
- (2) Based on our enlarged issued share capital of 2,200,000,000 Shares upon Listing.
- (3) Deemed interested by virtue of its interest in Inodes, pursuant to Section 8(4) of the Act.

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9.1.3 Changes in our Promoter's and substantial shareholders' shareholdings in our Company for the past three years

Save as disclosed below, there has been no change in our Promoter's and substantial shareholders' shareholdings in our Company for the past three years preceding the LPD:

Name	As at 31 December 2017				As at 31 December 2018				As at 31 December 2019			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
	'000		'000			'000		'000		'000		'000
Promoter and substantial shareholder												
Inodes	75,000	75.0	-	-	80,000	80.0	-	-	80,000	80.0	-	-
Substantial shareholders												
Creador II	-	-	75,000	75.0 ⁽¹⁾	-	-	80,000	80.0 ⁽¹⁾	-	-	80,000	80.0 ⁽¹⁾
Chung Tze Keong	11,250	11.25	-	-	9,000	9.0	-	-	9,000	9.0	-	-
Chung Tze Wen	11,250	11.25	-	-	9,000	9.0	-	-	9,000	9.0	-	-
Name	As at 31 December 2020				As at the LPD							
	Direct		Indirect		Direct		Indirect					
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%				
	'000		'000			'000		'000				
Promoter and substantial shareholder												
Inodes	80,000	80.0	-	-	80,000	80.0	-	-				
Substantial shareholders												
Creador II	-	-	80,000	80.0 ⁽¹⁾	-	-	80,000	80.0 ⁽¹⁾				
Chung Tze Keong	9,000	9.0	-	-	9,000	9.0	-	-				
Chung Tze Wen	9,000	9.0	-	-	9,000	9.0	-	-				

Note:

(1) Deemed interested by virtue of its interest in Inodes, pursuant to Section 8(4) of the Act.

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9.2 BOARD OF DIRECTORS

Our Board acknowledges and takes cognisance of the MCCG which contains recommendations to improve upon or to enhance corporate governance as an integral part of the business activities and culture of such companies.

Our Company has adopted the recommendations under the MCCG to have a Board comprising a majority of Independent Non-Executive Directors.

With that, our Board believes that our current Board composition provides the appropriate balance in terms of skills, knowledge and experience to promote the interests of all shareholders and to govern our Group effectively. Our Board is also committed to achieving and sustaining high standards of corporate governance.

Within the limits set by our Constitution, our Board is responsible for the governance and management of our Group. To ensure the effective discharge of its functions, our Board has set out the following key responsibilities in the board charter:

- (i) Set corporate values and promote good corporate governance culture within our Group, which reinforces ethical, prudent and professional behaviour to ensure our obligations to shareholders and stakeholders are met;
- (ii) Consider, vet, challenge, review and approve management's proposals for our Group on matters including but not limited to the overall corporate strategy, business plan, annual budgets and regulatory plan, and monitor its implementation by management;
- (iii) Review and approve and oversee the implementation of strategic initiatives and business plans of our Group including corporate business restructuring or streamlining and strategic alliances, to ensure they support sustainability and long term value creation for our Group taking into consideration economic, environmental and social and governance (ESG) considerations;
- (iv) Evaluate, modify (if deemed necessary) and approve modifications to the approved business plans and annual budgets (including capital expenditure budget) based on a fair evaluation and robust discussion of the underlying assumptions;
- (v) Support the management on key stakeholder engagements related to initiatives critical to the success of the business, including but not limited to meeting facilitation with key clients, data providers, industry associations/representative bodies, as well as relevant government agencies and/or regulators;
- (vi) Formulate, review, approve and ensure compliance of all major policies of our Group;
- (vii) Ensure that all members of our Board and the management have the necessary skills and experience, and there are measures in place to provide for the orderly succession of our Board members and our Group Chief Executive Officer;
- (viii) Oversee the conduct of our Group's business to evaluate, supervise and assess management performance, including:
 - (a) Whether the business is being properly managed;
 - (b) To evaluate and approve the selection and terms of reference of management;

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- (c) To define and approve Key Performance Indicators (“**KPIs**”) for management performance measurement and evaluate their achievement against the agreed KPIs;
- (d) To evaluate and approve management compensation;
- (ix) Identify principal business risks faced by our Group and ensure the implementation of an appropriate internal controls and risk management framework to mitigate and address such risks;
- (x) Set the risk appetite within which our Board expects management to operate, and ensure that there is an appropriate risk management framework and internal controls to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- (xi) Establish the appropriate Board sub-committees where required, and be responsible for all decisions made by the sub-committees;
- (xii) Review the adequacy and integrity of our Group’s financial and non-financial reporting, internal control and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines at least on a quarterly basis;
- (xiii) Deliberate on proposals presented and recommended, including those proposed by our Board’s sub-committees at least on a quarterly basis;
- (xiv) Ensure that our Group has in place procedures to enable effective communication with our shareholders and stakeholders;
- (xv) Review and approve the financial statements encompassing annual audited accounts, dividend policy, credit facilities from financial institutions and guarantees;
- (xvi) Approve the appointment of all external advisers and their related advisory fees subject to the approved authorised limits; and
- (xvii) Carry out or perform such other functions as deemed necessary in the discharge of its fiduciary duties under the relevant laws, rules and regulations.

In addition, the roles and responsibilities of our Independent Non-Executive Chairman are clearly segregated to further enhance and preserve a balance of authority and accountability. Our Independent Non-Executive Chairman is primarily responsible for the following:

- (i) Providing leadership for our Board so that its members can perform its responsibilities effectively, this includes taking a leading role in establishing effective corporate governance system and practices;
- (ii) Setting the board agenda for each board meeting, with the assistance of our company secretaries and our Group Chief Executive Officer;
- (iii) Ensuring the provision of accurate, complete and timely information to the members of our Board to facilitate decision-making;
- (iv) Promoting constructive and respectful relations between Board members and managing the interface between our Board and the management;
- (v) Lead Board meetings and discussions by encouraging active participation and allowing dissenting views to be freely expressed;

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- (vi) Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to our Board as a whole;
- (vii) Ensuring that prior to any new appointments to our Board, an assessment is undertaken on the candidate to ensure they have the necessary skills, expertise and diversity to carry out their fiduciary duty; and
- (viii) Ensuring that succession planning of our Board and our Group Chief Executive Officer is considered on an ongoing basis.

On the other hand, our Group Chief Executive Officer is primarily responsible for execution of the business plan in line with our Board's direction and drives the business and performance towards achieving our Group's vision and goals as well as the day-to-day management of our Group, within the authorities as delegated by our Board.

The details of the members of our Board and the details of the date of expiration of the current term of office for each of our Directors and the period that each of our Directors has served in that office as at 27 May 2021 are as follows:

Director	Designation	Age	Date of appointment	Date of expiration of the current term of office	No. of years and months in office
Tan Sri Izzuddin Bin Dali	Independent Non-Executive Chairman	72	15 August 2014	Subject to retirement by rotation at the AGM in 2021	6 years and 7 months
Dato' Noorazman Bin Abd Aziz	Independent Non-Executive Director	65	24 February 2020	Subject to retirement by rotation at the AGM in 2022	1 year and 1 month
Datuk Azizan Bin Haji Abd Rahman	Independent Non-Executive Director	65	1 October 2014	Subject to retirement by rotation at the AGM in 2022	6 years and 6 months
Dennis Colin Martin	Non-Independent Executive Director / Group Chief Executive Officer	57	1 November 2020	Subject to retirement by rotation at the AGM in 2021	5 months
Loh Kok Leong	Non-Independent Non-Executive Director	49	15 August 2014	Subject to retirement by rotation at the AGM in 2022	6 years and 7 months
Lynette Yeow Su-Yin	Independent Non-Executive Director	51	1 October 2020	Subject to retirement by rotation at the AGM in 2021	6 months
Nirmala A/P Doraisamy	Independent Non-Executive Director	54	1 April 2021	Subject to retirement by rotation at the AGM in 2021	Less than 1 month
Su Puay Leng	Independent Non-Executive Director	51	27 May 2021	Subject to retirement by rotation at the AGM in 2021	Less than 1 month
Wong Pau Min	Alternate Director to Loh Kok Leong	39	15 February 2021	Nil	1 month

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None of our Directors represent any corporate shareholder on our Board except for Wong Pau Min and Loh Kok Leong, who are representatives of Inodes on our Board. Further, there are no family relationships between our Directors.

9.2.1 Profiles of our Directors**(i) Tan Sri Izzuddin Bin Dali**

Tan Sri Izzuddin Bin Dali, a Malaysian aged 72, is our Independent Non-Executive Chairman. He was appointed to our Board on 15 August 2014.

He currently serves as the Independent Non-Executive Chairman of TCS Group Holdings Berhad, which is listed on the ACE Market of Bursa Securities, Chairman and director of Prima Gading Corporation Sdn Bhd, director of The Solid Kitchen Manufacturing Sdn Bhd and Chairman of MMSB Projects Sdn Bhd.

Tan Sri Izzuddin Bin Dali served in the public sector for 34 years in various departments in several ministries in the Government. He began his career in March 1972 in the Administration Division of the MOF where he worked on matters relating to the Government's financial control and procedures. He was then transferred to the Budget Division in 1975 where he assisted in budget matters followed by the Finance and Finance and Loan Division in 1981, where he was responsible for coordinating loans for the Government from bilateral sources. In 1982, he was sent to further his studies under a Government training program where he obtained his master's degree. Upon completing his course, he joined the Economics and International Division in September 1983 as a Principal Assistant Secretary where he was responsible for monitoring and analysing the Government's financial position. From 1983 to 1985, he worked at the Economics and International Division, before subsequently returning to the Budget Division in 1985, where he served as a Senior Assistant Director, responsible for the preparation of the budgets for the Ministry of Works and Ministry of Transport.

In 1993, he was seconded by the MOF to serve as the General Manager of KLIA Berhad where he oversaw the Administration/Company Secretarial Division, and also served as the company secretary. He returned to the MOF in 1999 as the Director of Budget Division, where he was responsible for the preparation and formulation of the Government's budget. He was later appointed as the Secretary General of the Ministry of Works in 2003 where he was responsible for the formulation of policies in respect of the Ministry of Works. He was reassigned to the MOF in August 2004 to serve as the Secretary General, MOF where he coordinated the overall formulation of policies until his retirement in March 2007.

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During his tenure in Government service, he sat on the boards of a number of government-linked companies and organisations, holding positions such as Chairman of Lembaga Hasil Dalam Negeri from 2004 to 2007, director of UDA Holdings Berhad from 1999 to 2003, board member of BNM from 2004 to 2007 and Non-Independent Non-Executive director of Malaysian Airline System Berhad from 2004 to 2007. After his retirement from Government service in March 2007, he served on the boards of a number of public and private companies in Malaysia including acting as Independent Non-Executive Chairman of Luster Industries Berhad from 2007 to 2008, director of the International Islamic Trade Finance Corporation, a subsidiary of The Islamic Development Bank in Jeddah, Saudi Arabia from 2007 to 2010, Group Chairman of Syarikat Prasarana Negara Berhad from 2009 to 2011, Independent Non-Executive director of Naim Holdings Berhad from February 2013 to May 2016 and director of MMSB Projects Sdn Bhd from October 2015 to April 2019.

He obtained a Bachelor of Economics (Hons) in Public Administration from Universiti Malaya, Malaysia in 1972 and a Master of Arts in Economics from the Western Michigan University, United States in 1983.

(ii) **Dato' Noorazman Bin Abd Aziz**

Dato' Noorazman Bin Abd Aziz, a Malaysian aged 65, is our Independent Non-Executive Director. He was appointed to our Board on 24 February 2020. He is also a member of our Audit and Risk Committee and our Nomination and Remuneration Committee.

He is currently serving as the Non-Independent Non-Executive Chairman of UEM Sunrise Berhad, and is a Non-Independent Non-Executive director of UEM Edgenta Berhad, an Independent Non-Executive director of Kumpulan Perangsang Selangor Berhad and an Independent Non-Executive director of Hong Leong Financial Group Berhad, which are all listed on the Main Market of Bursa Securities, and a director of PLUS Malaysia Berhad. He also currently serves as Chairman of the Board of Trustees of Yayasan UEM and International Centre for Education in Islamic Finance (INCEIF). He is also a member of the Investment Panel of Kumpulan Wang Persaraan (Diperbadankan) (KWAP), the global advisory board of Creador and the limited partner advisory committee of Ancora Fund Management Co. in Indonesia as well as an advisor at Vynn Capital Sdn Bhd. In his capacity as a member of the global advisory board of Creador, he participates in the discussion on prospective investments of Creador but excludes any matters relating to our Group.

Dato' Noorazman has over 37 years of experience in banking and finance, investments and capital markets. He began his career in Pernas International Holdings Berhad in March 1982 until April 1985 where he was the Senior Corporate Services Executive. He joined Citibank Berhad from May 1985 to April 2001 as a Senior Vice President, where he managed the corporate banking and treasury products offering to Citibank Berhad's clients. He then joined the Labuan Financial Services Authority (formerly known as Labuan Offshore Financial Services Authority) ("**Labuan FSA**"), the statutory body responsible for the development and administration of the Labuan International Business and Financial Centre ("**Labuan IBFC**"), the financial centre established in Labuan as a mid-shore jurisdiction, where he was the Director General from May 2001 to April 2003. From July 2003 to May 2004, he was appointed as the Chief Operating Officer of Bursa Securities (then known as Kuala Lumpur Stock Exchange Berhad), where he was responsible for commercial operations and oversaw the demutualisation of the exchange. From June 2004 to March 2005, he returned to Citibank Berhad where he was

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the Managing Director and Head of Corporate and Investment Banking, responsible for the strategy and planning of the growth and profitability of the corporate and investment banking division. From April 2005 to June 2006, he was appointed as the Managing Director and Chief Executive Officer of Bank Islam Malaysia Berhad where he led the restructuring and reorientation of the bank's corporate banking business strategy.

In June 2006 he was appointed as the Managing Director and Chief Executive Officer of BIMB Holdings Berhad where he oversaw the commercial operations of its subsidiaries including Bank Islam Malaysia Berhad, Syarikat Takaful Malaysia Berhad, BIMB Securities Sdn Bhd and Syarikat Al-Ijarah Sdn Bhd. In November 2007, he became the co-founder and Managing Director of Fajr Capital Ltd until April 2010. He was responsible for fundraising and investments related matters while he was at Fajr Capital Ltd. From May 2010 to May 2019, he was an Executive Director, Investments at Khazanah Nasional Berhad, the sovereign wealth fund of Malaysia where he was responsible for overseeing the investments and divestments activity in the infrastructure sector and in countries within the Organisation of Islamic Cooperation (OIC).

He was previously a director of Asian Finance Bank Berhad from November 2007 to September 2015, PLUS Expressways International Berhad from March 2012 to February 2017, Felda Investment Corporation Sdn Bhd from April 2017 to October 2018, UEM Group Berhad from October 2010 to September 2019 and Projek Lebuh raya Usahasama Berhad from October 2018 to November 2019.

He obtained a Bachelor of Science (Finance) from Louisiana State University, United States in 1982. He is a practising member of the Chartered Institute of Islamic Finance Professionals (CIIF) since 2017, a member of the Australian Institute of Company Directors since 2018 and a member of the Institute of Corporate Directors Malaysia since 2020.

(iii) **Datuk Azizan Bin Haji Abd Rahman**

Datuk Azizan Bin Haji Abd Rahman, a Malaysian aged 65, is our Independent Non-Executive Director. He was appointed to our Board on 1 October 2014. He is also the Chairman of our Audit and Risk Committee.

He currently serves as the Chairman of Malaysian Rating Corporation Berhad and MIDF Amanah Investment Bank Berhad. He is also a director of Azizan Abd Rahman Associate Sdn Bhd, Cagamas Berhad, Cagamas SRP Berhad, City Credit Investment Bank Limited, Labuan, Kensington Trust Malaysia Berhad, Malaysian Industrial Development Finance Berhad, OCBC Bank (Malaysia) Berhad, OCBC Al-Amin Bank Berhad and Danum Capital Berhad.

He started his career in 1979 with BNM, where he worked for 22 years, accumulating a wide range of experience in finance, supervision and examination. He rose through the ranks from a Senior Executive to become Senior Assistant Manager of the Supervision Department from 1979 to 1992. Subsequently, he pursued his MBA from 1993 to 1994. In 1995, he returned to BNM as the Director of Finance Department. He was appointed as the Director of Supervision Department of BNM from 1998 to 2004 where he was responsible for the supervision of banking institutions operating in Malaysia. From July 2005 to September 2011, he served as the Director General of the Labuan FSA. From November 2020 to April 2021, he served as the Chairman of the Labuan FSA.

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He obtained a Bachelor of Accounting (Hons) from Universiti Malaya, Malaysia in 1979 and obtained an MBA from the University of Queensland, Australia in 1994. He has been a Chartered Accountant of the MIA since 1984. He also obtained his Certified Practising Accountant (“CPA”) certificate in 1995 and he has been a fellow member of CPA Australia since 2011.

(iv) Dennis Colin Martin

Dennis Colin Martin, a citizen of New Zealand aged 57, is our Non-Independent Executive Director and Group Chief Executive Officer. He joined us in March 2017 as Group Chief Executive Officer and was appointed to our Board on 1 November 2020. In his role as our Group Chief Executive Officer, he leads and manages our Group on strategic and financial areas of responsibility. He reports to our Board on the strategic direction and vision developed by our Board. He is also responsible for the overall regional expansion of our Group and oversees all of our Company’s Malaysian subsidiaries. His other board position includes Non-Independent Non-Executive director of BOL, which is listed on the Stock Exchange of Thailand. From June 2020 to April 2021, he was the Chairman of CIBI. From March 2020 to April 2021, he was a director of CIBI Holdings.

He has over 20 years of experience in the credit reporting industry and 16 years of experience in the banking sector. He also sat as a member of the boards of directors of multiple credit bureaux. He started his career in Bank of New Zealand (now part of National Australia Bank) in January 1981 and rose through the ranks to the position of Regional Credit Manager, and left Bank of New Zealand in January 1997. Between 1997 and 2005, he served in several different roles with Baycorp Advantage (New Zealand) Limited (“**Baycorp**”), a credit bureau based in Australia and New Zealand. While he was attached with Baycorp, he served as the Key Account Manager from January 1997 to December 1998 before being subsequently promoted to the role of Senior Sales Manager in January 1999. He was then appointed to several roles, namely Senior Advisor, Client Solutions based in Singapore from January 2000 to January 2001, Director of Business Development, International Business Solutions from January 2001 to January 2002, General Manager, CreditScan (Singapore), a credit bureau which was part of Baycorp, from January 2002 to January 2003 and finally International Business Manager of Baycorp from January 2003 to January 2005.

He subsequently joined Experian Asia Pacific Holdings Pte Ltd (“**Experian Asia Pacific**”) in Hong Kong in 2005 as the Director of Credit Services. He was subsequently appointed as the Managing Director, Credit Services Asia Pacific based in Singapore from January 2007 to March 2011. He was responsible for the oversight of their operations for the Asia Pacific region. He was then appointed as the Managing Director for South East Asia operations based in Singapore from April 2011 to June 2012, responsible for Experian Asia Pacific’s operations in South East Asia. From June 2012 to December 2012, he was appointed as the Vice President of Strategy and Sales of Experian Asia Pacific based in New Zealand.

He joined CoreLogic (New Zealand) Limited, as the General Manager, Corporate Solutions from May 2013 to February 2014. He then joined Dun & Bradstreet (New Zealand) Limited as Managing Director from February 2014 to December 2015, where he oversaw all aspects of the business including consumer credit bureau, debt collection and business information. Subsequently, he served as the owner and principal consultant of MicDan Consulting, a sole proprietorship, from January 2016 to January 2017 before joining our Group.

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(v) Loh Kok Leong

Loh Kok Leong, a Malaysian aged 49, is our Non-Independent Non-Executive Director. He was appointed to our Board on 15 August 2014. He is also a member of our Nomination and Remuneration Committee.

He is a Senior Managing Director at Creador. He is also currently a director of BWY Group Sdn Bhd, BWY Holdings Sdn Bhd, Iris Pallida Sdn Bhd, BIG Pharmacy Healthcare Sdn Bhd, BIG Pharmacy Holdings Sdn Bhd, MyPharmacy Group Sdn Bhd, D'Apotic Healthcare Sdn Bhd, D'Apotic Pharmacy Sdn Bhd, which are investee companies of Creador. He is also a director of Aigeus Capital Sdn Bhd, Essensia Sdn Bhd and Oryza Food Industries Sdn Bhd. He was previously a Non-Independent Non-Executive director of Asiamet Education Group Berhad (now known as Asiamet Education Group Sdn Bhd) from April 2015 to May 2018.

His career began in August 1996 when he joined Astro Malaysia Holdings Berhad as an Executive until he became a Manager in December 1998. In January 2000, he joined the Boston Consulting Group Sdn Bhd ("**BCG**") as a Consultant and rose through the ranks to the position of Partner and Managing Director. In January 2009, he founded Aigeus Capital Sdn Bhd, where he managed the businesses of the consulting company until October 2013. He then joined Creador in November 2013 as a Managing Director and became a Senior Managing Director of the firm in August 2018 until now.

He obtained a Bachelor of Science in Business Administration from Hawaii Pacific University, United States in 1994 and an MBA from the same university in 1996.

(vi) Lynette Yeow Su-Yin

Lynette Yeow Su-Yin, a Malaysian aged 51, is our Independent Non-Executive Director. She was appointed to our Board on 1 October 2020. She is also the Chairman of our Nomination and Remuneration Committee.

She is currently serving as a Consultant in Messrs Sanjay Mohan. She is also an Independent Non-Executive director of Malaysia Building Society Berhad, which is listed on the Main Market of Bursa Securities, and a director of MBSB Bank Berhad. She is also an independent member of the SC's Take-Overs and Mergers Committee. She is a Trustee of The Datai Pledge, a conservation and sustainability programme initiated by The Datai, Langkawi.

She has been in practice in Malaysian law firms since January 1995, specialising in corporate and securities laws, mergers and acquisitions and capital markets. She joined the legal profession in January 1995 as a legal assistant in Messrs Lee Hishammuddin, where she remained until April 1995. From June 1995 to November 1997, she was a legal assistant in Messrs Lee Choon Wan & Co. Subsequently, from January 1998 to November 1998, she joined Messrs Rashid & Lee as a legal assistant. She then joined Messrs Raslan Loong in November 1998 as a legal assistant where in January 2000, she became a partner of the same legal firm until her departure in August 2002. From September 2002 to April 2011, she was a partner in Messrs Zaid Ibrahim & Co. From May 2011 to April 2012, she joined Kadir Andri & Partners as a partner. She took a career break and subsequently returned to the same position from January 2014 to October 2015. Subsequently, she joined Messrs Chua Associates as a partner in November 2015 and in April 2018, she became a Consultant in the same legal firm until December 2018. She joined Messrs Sanjay Mohan in January 2019 and serves as a Consultant in the same firm until now.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

She obtained a Bachelor of Arts in Law from the University of Cambridge, United Kingdom in 1992 and was conferred a Master of Arts in Law from the same university in 1996. She has been an advocate and solicitor of the High Court of Malaya and a member of the Malaysian Bar since 1994.

(vii) Nirmala A/P Doraisamay

Nirmala A/P Doraisamy, a Malaysian aged 54, is our Independent Non-Executive Director. She was appointed to our Board on 1 April 2021. She is also a member of our Audit and Risk Committee.

She is currently serving as an advisor at Credience Malaysia Sdn Bhd. She is an Independent Non-Executive director of both Petronas Dagangan Berhad and Evergreen Fibreboard Berhad, both of which are listed on the Main Market of Bursa Securities. She is also a member of the Auditing and Assurance Standards Board of the MIA. She was previously an Independent Non-Executive director of Ecobuilt Holdings Berhad from August 2013 to November 2019, a director of Essential Corporate Resources Sdn Bhd from April 2012 to December 2016, and a director of Teaq IP International Sdn Bhd from July 2013 to August 2016.

Nirmala has over 30 years of experience in banking and finance, risk management and advisory work. She commenced her career in March 1990 as an Officer in the Branch Operations and Credit Department at BSN Commercial Bank (Malaysia) Berhad until September 1992. From October 1992 to May 1994, she was a Senior Credit Officer at MBf Finance Berhad. She joined Affin Bank Berhad in June 1994 as an Executive, where she was involved in end to end credit functions and specialised in the evaluation and approval of business loans, and was promoted to a Manager in June 1999. She then became a Vice President in December 2000, where she remained until May 2005. From November 2005 to January 2007, she was the Group Risk Manager at Alliance Bank Malaysia Berhad. From July 2007 to December 2011, she was the Head of the Risk Management Department at Credit Guarantee Corporation Malaysia Berhad. From March 2012 until July 2019, she provided advisory services to audit firms, banks and companies on various ad-hoc projects on a contractual basis and during such period, she was also appointed as an Executive Director at Credience Malaysia Sdn Bhd from October 2012 where she held such position until July 2019. She continued to serve as an advisor in the same company from August 2019 until now.

She obtained a Bachelor of Economics (Hons) from Universiti Malaya, Malaysia in 1989 and an MBA from the International Islamic University Malaysia, Malaysia in 2008. She has been a Chartered Accountant of the MIA since 2017. She is a Chartered Global Management Accountant and a Fellow of the Chartered Institute of Management Accountants (“CIMA”).

(viii) Su Puay Leng

Su Puay Leng, a Malaysian aged 51, is our Independent Non-Executive Director. She was appointed to our Board on 27 May 2021.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

She is currently the Head of Legal of Maxis Berhad and its subsidiaries (“**Maxis Group**”). She commenced her career in July 1993 at Messrs Skrine and was admitted as an advocate and solicitor of the High Court of Malaya in June 1994. From July 1994 to August 1999, she was a legal assistant at Messrs Skrine. Subsequently, she joined Maxis Mobile Sdn Bhd in September 1999 as an Assistant Manager in the legal department, where she rose through the ranks to the position of General Manager in March 2008. In January 2015, she was promoted to the Head of Legal of the Maxis Group.

She graduated with first class honours in Bachelor of Laws from the International Islamic University Malaysia, Malaysia in 1993 and obtained an MBA from Judge Business School, University of Cambridge, United Kingdom in 2006.

(ix) Wong Pau Min

Wong Pau Min, a Malaysian aged 39, is the Alternate Director to Loh Kok Leong and was appointed on 15 February 2021.

He currently serves as an Executive Director of Creador and a non-executive director of CIBI. He was appointed as a director of CIBI Holdings in April 2021. Prior to joining Creador in May 2014, he was a Principal at BCG in Kuala Lumpur where he spent nine years in management consulting. He brings with him a range of strategic and operational expertise, having led execution teams and advised clients across Southeast Asia, primarily in industrial goods, financial services and the public sector.

He started his career as an Associate in management consulting with BCG in September 2004. He left BCG in August 2008 to pursue his MBA before returning to BCG in September 2010 as a Principal, a position he held until April 2014. In May 2014, he joined Creador as an Executive Director (non-statutory director) until today.

He graduated with first class honours in Master of Engineering (Electrical & Information Sciences) from the University of Cambridge, United Kingdom in 2004 and obtained an MBA from Haas School of Business, University of California Berkeley, United States in 2010.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.2.2 Shareholding of our Directors

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

Director	Before our IPO ⁽¹⁾				After our IPO ⁽²⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
	'000		'000			'000		'000
Tan Sri Izzuddin Bin Dali	-	-	-	-	300	*	-	-
Dato' Noorazman Bin Abd Aziz	-	-	-	-	300	*	-	-
Datuk Azizan Bin Haji Abd Rahman	-	-	-	-	300	*	-	-
Dennis Colin Martin	-	-	-	-	500	*	-	-
Loh Kok Leong	-	-	-	-	500	*	-	-
Lynette Yeow Su-Yin	-	-	-	-	300	*	-	-
Nirmala A/P Doraisamy	-	-	-	-	-	-	-	-
Su Puay Leng	-	-	-	-	300	*	-	-
Wong Pau Min	-	-	-	-	700	*	-	-

Notes:

* Negligible.

(1) Based on our issued share capital of 2,000,000,000 Shares after the Subdivision.

(2) Based on our enlarged issued share capital of 2,200,000,000 Shares upon Listing and assuming the full subscription of the Issue Shares allocated to our Directors under the allocation for the Eligible Persons in respect of the Retail Offering.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.2.3 Principal business activities performed by our Directors outside our Group in the past five years

The principal business activities performed by our Directors outside our Group as at the LPD or otherwise specifically mentioned, and the directorships held by our Directors outside our Group at present and in the past five years preceding the LPD or otherwise specifically mentioned are as follows:

(i) Tan Sri Izzuddin Bin Dali

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
• Prima Gading Corporation Sdn Bhd	• Provision and management of education and training services	• Chairman and director (appointed on 29 February 2012) • Substantial shareholder (direct)
• TCS Group Holdings Berhad (listed on the ACE Market of Bursa Securities)	• Investment holding and provision of management services to its subsidiaries, with its subsidiaries involved in provision of construction services for buildings, infrastructure, civil and structural works	• Chairman and director (appointed on 30 May 2019) • Shareholder (direct)
• The Solid Kitchen Manufacturing Sdn Bhd (formerly known as The Solid Kitchen Centre Sdn Bhd)	• Kitchen design and interior decoration	• Director (appointed on 28 December 2020)
• Smart Scholars Sdn Bhd	• Education and learning centre	• Director (appointed on 29 April 2011, resigned on 1 April 2021) • Shareholder (direct)
• Bina Masyhur Sdn Bhd	• Pavement works and road construction	• Director (appointed on 1 August 2009, resigned on 1 May 2019)
• MMSB Projects Sdn Bhd	• Project management and consulting	• Chairman (appointed on 1 October 2015)* • Director (appointed on 1 October 2015, resigned on 12 April 2019)

*Not a director under the Act.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
<ul style="list-style-type: none"> Naim Holdings Berhad (listed on the Main Market of Bursa Securities) 	<ul style="list-style-type: none"> Investment holding and the provision of management services to its subsidiaries, with its subsidiaries involved in property development, civil, building and earthwork contractor and investment holding 	<ul style="list-style-type: none"> Director (appointed on 27 February 2013, resigned on 26 May 2016)
<ul style="list-style-type: none"> Sinohydro Corporation (M) Sdn Bhd 	<ul style="list-style-type: none"> Civil works, contractor on civil engineering design, consultant for hydropower, dredging, reclamation and quarry operation 	<ul style="list-style-type: none"> Director (appointed on 1 November 2013, resigned on 1 November 2016)

(ii) Dato' Noorazman Bin Abd Aziz

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
<ul style="list-style-type: none"> Hong Leong Financial Group Berhad (listed on the Main Market of Bursa Securities) 	<ul style="list-style-type: none"> Investment holding and provision of services to its subsidiaries to enhance group value, with its subsidiaries involved in the commercial banking business, Islamic banking services, insurance and family takaful business, investment banking, futures and stock broking and asset management business 	<ul style="list-style-type: none"> Director (appointed on 20 April 2020)
<ul style="list-style-type: none"> Kumpulan Perangsang Selangor Berhad (listed on the Main Market of Bursa Securities) 	<ul style="list-style-type: none"> Investment holding, with its subsidiaries involved in buildings and road construction 	<ul style="list-style-type: none"> Director (appointed on 1 January 2020)
<ul style="list-style-type: none"> PLUS Malaysia Berhad 	<ul style="list-style-type: none"> Investment holding with its subsidiaries involved in highway concessionaires and related services 	<ul style="list-style-type: none"> Director (appointed on 1 October 2018)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name of company	Principal activities	Involvement in business activities
• UEM Edgenta Berhad (listed on the Main Market of Bursa Securities)	• Investment holding and provision of management services to its subsidiaries, with its subsidiaries involved in construction and management of real estate	• Director (appointed on 2 October 2018)
• UEM Sunrise Berhad (listed on the Main Market of Bursa Securities)	• Investment holding and provides shared services for its subsidiaries, with its subsidiaries involved in property development, land trading, property investment, project procurement and management, hotel operations and investment holding	• Chairman (appointed on 13 August 2020) • Director (appointed on 1 October 2018)
• Three Cube Interactive Sdn Bhd	• Multimedia development and advertising of digital contents	• Director (appointed on 23 January 2019)
• Versa Asia Sdn Bhd	• Investment holding, research and development on engineering and technology, computer programming	• Director (appointed on 16 March 2020)
• Smartpipe Technology Sdn Bhd	• Contractors and subcontractors for the laying of pipes for all kinds of constructional, structural and civil engineering works	• Director (appointed on 27 August 2020)
• Kumpulan Wang Persaraan (Diperbadankan) (KWAP)	• Public services pension fund	• Member of the Investment Panel (appointed on 3 July 2019)
• Creador	• Provision of business consultancy services to its related companies	• Member of global advisory board (appointed on 29 October 2019)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
• Ancora Fund Management Co, Indonesia	• Private equity firm	• Member of limited partner advisory committee (appointed on 1 October 2019)
• International Centre for Education in Islamic Finance (INCEIF)	• Development and nurturing of talent and experts in the Islamic financial services industry	• Chairman, Board of Trustees (appointed on 10 April 2018)
• Yayasan UEM	• Receive and administer funds for education, scientific research and charitable purposes, all for the public welfare and for no other purpose	• Chairman, Board of Trustees (appointed on 1 January 2019)
• Vynn Capital Sdn Bhd	• Venture capital companies and business management consultancy services	• Advisor (appointed on 16 March 2021)
• Projek Lebuhraya Usahasama Berhad	• Undertake the operation, maintenance and toll collection of highways	• Director (appointed on 11 October 2018, resigned on 1 November 2019)
• PT Lintas Marga Sedaya, Indonesia	• Undertake the design, construction, management, financing, operation, maintenance and toll collection of the 116.754-kilometre Cikampek-Palimanan Toll Road (CPTR) in Indonesia	• Vice President Commissioner (appointed on 19 March 2012, resigned on 28 November 2019)
• UEM Group Berhad	• Project design, management and contracting in the fields of civil, electrical and mechanical engineering, undertaking of turnkey projects, corporate and advisory support services and training services and investment holding	• Director (appointed on 15 October 2010, resigned on 1 September 2019)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name of company	Principal activities	Involvement in business activities
• Felda Investment Corporation Sdn Bhd	• Property investment and investment holding company	• Director (appointed on 10 April 2017, resigned on 1 October 2018)
• Plus Expressways International Berhad	• Investment holding and provision of expressway operation services	• Director (appointed on 1 March 2012, resigned on 1 February 2017)

(iii) Datuk Azizan Bin Haji Abd Rahman

Name of company	Principal activities	Involvement in business activities
• Cagamas Berhad	• Purchases of mortgage loans, personal loans and hire purchase and leasing debts from primary lenders approved by Cagamas Berhad and the issuance of bonds and notes to finance these purchases	• Director (appointed on 1 January 2019)
• Cagamas SRP Berhad	• Provision of mortgage guarantee and mortgage indemnity business and other form of credit protection in relation to Skim Rumah Pertamaku (My First Home Scheme) and Skim Perumahan Belia (Youth Housing Scheme) both of which were initiated by the Government	• Director (appointed on 1 June 2015)
• City Credit Investment Bank Limited, Labuan	• Provision of investment banking services (Labuan)	• Director (appointed on 29 January 2015)
• Kensington Trust Malaysia Berhad	• Provision of trust services	• Director (appointed on 23 April 2014)
• Malaysian Industrial Development Finance Berhad	• Investment holding, providing finance, leasing and industrial hire-purchase services to industries and businesses in Malaysia	• Director (appointed on 15 July 2013)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
• MIDF Amanah Investment Bank Berhad	• Investment banking and related financial services	• Chairman and director (appointed on 1 January 2013)
• Malaysian Rating Corporation Berhad	• Research, analysis, rating, evaluation and appraisal of the obligations, dues, debts, commitments and the like	• Chairman (appointed on 29 April 2013) • Director (appointed on 14 December 2012)
• OCBC Bank (Malaysia) Berhad	• Banking and related financial services	• Director (appointed on 3 June 2016)
• OCBC Al-Amin Bank Berhad	• Islamic banking and related financial services	• Director (appointed on 30 March 2018)
• Danum Capital Berhad	• Act as a special purpose vehicle for the issuance of Ringgit-denominated Islamic medium term notes on behalf of Khazanah Nasional Berhad, the ultimate beneficiary of the programme	• Director (appointed on 3 December 2018)
• Azizan Rahman Associate Bhd	• Provision of management services	• Director (appointed on 2 July 2015) • Substantial shareholder (direct)
• Pertama Bhd	• Export and import of a variety of goods without any particular specialisation, oil and gas extraction service activities provided on a fee or contract basis, stock, share and bond brokers	• Shareholder (direct)
• Labuan FSA	• The statutory body responsible for the development and administration of the Labuan IBFC	• Chairman (appointed on 1 November 2020, resigned on 12 April 2021)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
• ACE Money Exchange Sdn Bhd (formerly known as Metro Money Exchange Sdn Bhd)	• Wholesale and retail money changing and remittances	• Director (appointed on 1 November 2012, resigned on 1 May 2016)
• Kensington Trust Labuan Ltd	• Provision of trustees and financing services for Labuan business	• Director (appointed on 13 February 2013, resigned on 1 December 2020)

(iv) Dennis Colin Martin

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
• BOL (listed on the Stock Exchange of Thailand)	• Service provider and developer of local and global financial information system and an online and offline business information service provider as well as a provider of consulting service, debt collection service and database management	• Director (appointed on 13 November 2020)
• CIBI	• Credit information bureau, business information reporting and data analytics services such as pre-employment checks	• Chairman and director (appointed on 19 June 2020, resigned on 23 April 2021) • Shareholder (direct and holding only one share)*
• CIBI Holdings	• Investment holding with investment in CIBI	• Director (appointed on 9 March 2020, resigned on 23 April 2021)

*To be disposed of in May 2021.

(v) Loh Kok Leong

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
• Aigeus Capital Sdn Bhd	• Dormant*	• Director (appointed on 21 January 2009) • Substantial shareholder (direct)
• BIG Pharmacy Healthcare Sdn Bhd	• Investment holding, pharmacy operator, retail and rice business	• Director (appointed on 15 August 2016)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
• BIG Pharmacy Holdings Sdn Bhd	• Investment holding with its subsidiaries involved in retail pharmacy	• Director (appointed on 1 June 2018)
• BWY Group Sdn Bhd	• Investment holding with its subsidiary involved in supply of bakery ingredients and accessories	• Director (appointed on 20 June 2017)
• BWY Holdings Sdn Bhd	• Supply of bakery ingredients and accessories	• Director (appointed on 31 July 2017)
• D'Apotic Healthcare Sdn Bhd	• Dormant*	• Director (appointed on 15 August 2016)
• D'Apotic Pharmacy Sdn Bhd (in the process of winding up)	• Investment properties	• Director (appointed on 15 August 2016)
• Essensia Sdn Bhd (in the process of winding up)	• Trading of organic herbal tea	• Director (appointed on 5 June 2009)
• Iris Pallida Sdn Bhd	• Investment holding with investment in pharmacy chain	• Director (appointed on 31 July 2017)
• My Pharmacy Group Sdn Bhd	• Dealing in pharmaceutical products	• Director (appointed on 12 December 2019)
• Oryza Food Industries Sdn Bhd (in the process of winding up)	• Commercialised grains and cereals processing	• Director (appointed on 26 August 2011)
• Asiamet Education Group Berhad (now known as Asiamet Education Group Sdn Bhd)	• Investment holding with its subsidiaries involved in provision of education services	• Director (appointed on 8 April 2015, resigned on 15 May 2018)

Note:

* There is no immediate plan for this company currently.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

(vi) Lynette Yeow Su-Yin

Name of company	Principal activities	Involvement in business activities
• SC Shekar Photography Sdn Bhd	• Dealings in photography and photographic materials, exhibitions and artists' products and restoration and cleaning of picture of all kinds	• Director (appointed on 11 June 2012) • Substantial shareholder (direct)
• Beagle Books Sdn Bhd	• Dealings in publications of reading materials and pictures of all kinds, printers and distributors for printing materials and equipment, and general trading	• Director (appointed on 29 June 2012) • Substantial shareholder (direct)
• Malaysia Building Society Berhad (listed on the Main Market of Bursa Securities)	• Investment holding with its subsidiaries involved in Islamic banking and related financial services, leasing of real property and property development	• Director (appointed on 22 March 2017)
• MBSB Bank Berhad	• Islamic banking and related financial services	• Director (appointed on 7 February 2018)
• SC	• The statutory body entrusted with the responsibility to regulate and develop the Malaysian capital market	• Independent member of the SC's Take-Overs and Mergers Committee (appointed on 10 January 2020)
• The Datai Pledge	• A conservation and sustainability programme initiated by The Datai, Langkawi	• Trustee (appointed on 21 February 2020)
• Messrs Sanjay Mohan	• Law firm	• Consultant (appointed on 1 January 2019)
• Themed Attractions Resorts & Hotels Sdn Bhd	• Investment holding and provision of management services	• Director (appointed on 27 March 2015, resigned on 1 January 2021)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

(vii) Nirmala A/P Doraisamy

Name of company	Principal activities	Involvement in business activities
<ul style="list-style-type: none"> Petronas Dagangan Berhad (listed on the Main Market of Bursa Securities) 	<ul style="list-style-type: none"> Domestic marketing of petroleum products 	<ul style="list-style-type: none"> Director (appointed on 15 October 2019)
<ul style="list-style-type: none"> Evergreen Fibreboard Berhad (listed on the Main Market of Bursa Securities) 	<ul style="list-style-type: none"> Manufacture of medium density fibreboard and wooden furniture (knock-down) 	<ul style="list-style-type: none"> Director (appointed on 1 January 2018)
<ul style="list-style-type: none"> Credience Malaysia Sdn Bhd 	<ul style="list-style-type: none"> Consultancy services related to risk management, IT development and training 	<ul style="list-style-type: none"> Advisor (appointed on 1 August 2019) Director (appointed on 10 October 2012, resigned on 19 July 2019)
<ul style="list-style-type: none"> Ecobuilt Holdings Berhad (listed on the Main Market of Bursa Securities) 	<ul style="list-style-type: none"> Investment holding, with its subsidiaries involved in provision of mobile contents and data, and general contractors for construction work 	<ul style="list-style-type: none"> Director (appointed on 19 August 2013, resigned on 15 November 2019)
<ul style="list-style-type: none"> Essential Corporate Resources Sdn Bhd 	<ul style="list-style-type: none"> Consultant and professional services 	<ul style="list-style-type: none"> Director (appointed on 30 April 2012, resigned on 5 December 2016)
<ul style="list-style-type: none"> Teaq IP International Sdn Bhd 	<ul style="list-style-type: none"> Trademarks, patent and industrial design consultancy and training 	<ul style="list-style-type: none"> Director (appointed on 5 July 2013, resigned on 30 August 2016)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(viii) Su Puay Leng

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
• Maxis Mobile (L) Ltd	• Investment holding company	• Director (appointed on 10 December 2007)
• Maxis Collections Sdn Bhd	• Dormant	• Director (appointed on 10 December 2007, resigned on 23 July 2020)

(ix) Wong Pau Min

<u>Name of company</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
• CIBI	• Credit information bureau, business information reporting and data analytics services such as pre-employment checks	• Director (appointed on 19 June 2020) • Shareholder (direct and holding only one share)
• CIBI Holdings	• Investment holding with investment in CIBI	• Director (appointed on 23 April 2021)

The involvement of our Directors mentioned above in other principal business activities outside of our Group and our Director's involvement as a non-executive director of CIBI as set out in Section 11.1 of this Prospectus will not affect their commitment and responsibilities to our Group in their respective roles as our Directors. See Section 11.1 of this Prospectus for further details.

9.2.4 Service contracts with our Directors

As at the date of this Prospectus, there are no existing or proposed service contracts between our Directors and us which provide for benefits upon termination of employment.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.2.5 Remuneration and material benefits in-kind of our Directors

The remuneration and material benefits in-kind (including any contingent or deferred remuneration) paid or proposed to be paid to our Directors for services rendered to us in all capacities to our Group for the FYEs 31 December 2020 and 2021 are as follows:

FYE 31 December 2020 (Paid as at the LPD)	Salary	Fees	Bonus	Contributions to SOCSO (EIS)	Allowances	Benefits-in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Tan Sri Izzuddin Bin Dali	-	120	-	-	-	2 ⁽¹⁾	122
Dato' Noorazman Bin Abd Aziz	-	82	-	-	-	1 ⁽¹⁾	83
Datuk Azizan Bin Haji Abd Rahman	-	120	-	-	-	2 ⁽¹⁾	122
Dennis Colin Martin	1,180	-	197	0.6	6	39 ⁽¹⁾	1,422
Loh Kok Leong	-	-	-	-	-	-	-
Lynette Yeow Su-Yin	-	26	-	-	-	-	26
Nirmala A/P Doraisamy	-	-	-	-	-	-	-
Su Puay Leng	-	-	-	-	-	-	-
Wong Pau Min	-	-	-	-	-	-	-

FYE 31 December 2021 (Proposed)	Salary	Fees	Bonus	Contributions to SOCSO (EIS)	Allowances	Benefits-in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Tan Sri Izzuddin Bin Dali	-	96	-	-	-	-	96
Dato' Noorazman Bin Abd Aziz	-	72	-	-	-	-	72
Datuk Azizan Bin Haji Abd Rahman	-	84	-	-	-	-	84
Dennis Colin Martin	1,180	-	295	0.6	6	-	1,482
Loh Kok Leong	-	-	-	-	-	-	-
Lynette Yeow Su-Yin	-	78	-	-	-	-	78
Nirmala A/P Doraisamy	-	54	-	-	-	-	54
Su Puay Leng	-	43	-	-	-	-	43
Wong Pau Min	-	-	-	-	-	-	-

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

Note:

- (1) During the FYE 31 December 2020, our Company had cancelled all outstanding ESOS options and as part of the cancellation, the amount payable to eligible executives whose ESOS options were cancelled has been recognised within other payables as at 31 December 2020. The payables were fully settled as at the LPD.

The remuneration of our Directors, which includes Directors' fees, bonus and such other allowances as well as other benefits, must be considered and recommended by the Nomination and Remuneration Committee and subsequently approved by our Board. Our Directors' fees must be further approved/endorsed by our shareholders at a general meeting.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

9.2.6 Audit and Risk Committee

Our Audit and Risk Committee was formed by our Board on 1 November 2020. Our Audit and Risk Committee currently comprises the following members, of which all of them are Independent Non-Executive Directors:

Name	Designation	Directorship
Datuk Azizan Bin Haji Abd Rahman	Chairman	Independent Non-Executive Director
Dato' Noorazman Bin Abd Aziz	Member	Independent Non-Executive Director
Nirmala A/P Doraisamy	Member	Independent Non-Executive Director

Our Audit and Risk Committee undertakes, among others, the following functions:

(i) Risk Management

- (a) Develop and inculcate a risk awareness culture within our Group;
- (b) Provide input to management regarding our Group's risk appetite and risk tolerance;
- (c) Provide in-depth governance of risks for our Group;
- (d) Review and robustly assess the design, completeness and effectiveness of the risk management framework relative to our Group's activities to ensure key risks are systematically identified, monitored and controlled;
- (e) Oversee specific risk management concerns raised by business units;
- (f) Regularly review risk management and assurance reports from management and the appointed risk manager on matter relating to risk management as our Board may request from time to time;
- (g) Monitor and ensure the timeliness of and reports on the effectiveness of corrective action taken;
- (h) Ensure resources and systems are in place for the risk management function; and
- (i) Review the implementation and adequacy of our Group's business continuity plan.

(ii) Internal Controls

- (a) Evaluate the overall adequacy and effectiveness of the system of internal control including information technology controls to prevent data breaches and cybersecurity threats, our Group's financial, audit and accounting organisations and personnel and our Group's policies and compliance procedures with respect to business practices, through a review of the results of work performed by internal and external auditors and other consultants, where required and discussions with management;

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

- (b) Provide oversight of sustainability reporting by ensuring the effective identification, management and reporting of material sustainability matters (i.e. risks and opportunities) affecting the economic, environmental and social aspects of our Group's businesses towards achievement of sustainability goals across our Group;
- (c) Review the annual Statement on Risk Management and Internal Control and Sustainability Reporting to be published in our Company's annual report; and
- (d) Review the employees' code of business practice, vendors' code of business practice, the whistle-blowing policy and the outcome of any defalcation cases investigated.

(iii) Internal Audit

- (a) Mandate the internal audit department or internal audit service providers to report directly to our Audit and Risk Committee;
- (b) Review the adequacy of the scope, functions, competency and resources of the internal audit and compliance functions, and that each function has the necessary independence and authority to carry out its work, which should be performed professionally and with impartiality and proficiency;
- (c) Review internal audit reports, discuss major findings and deficiencies in internal controls and ensure that appropriate and prompt remedial action is taken by the management on lapses in internal controls or procedures that are identified by internal audit;
- (d) Review the results of ad-hoc investigations performed by the internal auditors and the actions taken relating to those investigations;
- (e) Review the results of internal assessment performed on the internal audit function;
- (f) Review the results of the external assessment performed on the internal audit function;
- (g) Review any difficulties encountered in the course of audit or compliance work, including any restrictions on the scope of activities or access to required information;
- (h) Review and challenge the internal audit charter, internal audit annual budget, audit and compliance plans and audit methodology, to the extent applicable and ensure adequacy of their scopes, robustness in the planning process and sufficient resources to implement the plans independently and objectively, and that they have the necessary authority to carry out their work;
- (i) Approve the internal audit charter, when applicable, which defines the purpose, authority, scope and responsibilities of the internal audit function within our Group;
- (j) Approve any appointment or termination of internal audit service provider or senior staff members of the internal audit function, namely our Head of Internal Auditor and his/her deputy, if any;

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

- (k) Review the appraisal or assessment of performance of the Head of Internal Auditor and his/her deputy, if applicable;
- (l) Take cognisance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning;
- (m) Direct any special investigations to be carried out by internal audit as and when necessary and consider the major findings of the internal investigations and management's response; and
- (n) Review our Audit and Risk Committee Report to be published in our Company's annual report.

(iv) External Audit

- (a) Consider and make recommendations to our Board in relation to the nomination and re-appointment of the external auditors, audit fees, resignation or dismissal of the external auditors, by reviewing the engagement, compensation, performance, qualifications and independence of the external auditors, its conduct of the annual statutory audit of the financial statements, and the engagement of external auditors for all other services;
- (b) Monitor the effectiveness of the external auditors' performance and their independence and objectivity;
- (c) Discuss with the external auditors before the audit commences, the nature and scope of the audit, the audit plan, and ensure co-ordination where more than one audit firm is involved;
- (d) Review major findings raised by the external auditors including the external auditors' management letter and management's responses, including the status of the previous audit recommendations;
- (e) Discuss audit findings arising from the interim and final audits, and any matter the external auditors may wish to discuss (in absence of management or executive directors, at least twice a year or where necessary);
- (f) Provide a direct line of communication between our Board and the external auditors;
- (g) Review the extent of assistance and co-operation extended by our Group's employees to the external auditors, including any difficulties or disputes with management encountered during the audit;
- (h) Review and monitor the provision of non-audit services by the external auditors; and
- (i) Responsible for requiring our Company's external auditors to submit on a periodic basis to our Audit and Risk Committee a formal written statement delineating all relationships between the external auditors and our Company, consistent with International Standard on Auditing (ISA) 260, "Communication with Those Charged with Governance" modified as appropriate based on the Malaysian guidelines for auditors independence, and to obtain confirmation from them that they are and have been, independent throughout the conduct of the audit engagement.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(v) Compliance

- (a) The adequacy of the processes and systems in place across our Company or Group to ensure compliance with all laws, regulations and rules established by all relevant regulatory bodies including without limitation the CRA Registrar, BNM, the Malaysian Anti-Corruption Commission and the Competition Commission;
- (b) Review all findings arising from any examinations by regulatory authorities;
- (c) Obtain updates from our management and our legal counsel regarding regulatory compliance matters;
- (d) Review and consider any related party transaction and conflict of interest situation that may arise within our Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
- (e) Review the annual internal and external audit reports on matters relating to compliance;
- (f) Assess the performance of our Heads of Departments on annual basis; and
- (g) Consider any material breaches or exposure to breaches of regulatory requirements, including our Group's Anti-Bribery and Corruption Policy.

(vi) Related Party Transactions and Conflict of Interest

- (a) Review any related party transactions and conflict of interest situations and where appropriate, make recommendations to our Board for approval that such transactions are at arm's length and are in the best interest of our Group, including any transaction, procedure or course of conduct that raises questions of management integrity; and
- (b) Review the process used to procure our shareholders' mandate for recurrent related party transactions.

(vii) Whistleblowing

- (a) Our Audit and Risk Committee shall exercise its powers and carry out its responsibilities as may be required from time to time under the Whistleblower Policy and Procedures for our Group; and
- (b) Our Audit and Risk Committee shall report to our Board any suspected frauds or irregularities, serious internal control deficiencies or suspected infringement of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of our Board.

(viii) Other Responsibilities

- (a) Review and assess the adequacy of the terms of reference (where necessary), with the assistance of management, the external auditors and legal counsel; and

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

- (b) Perform any other duties as may be mutually agreed by our Audit and Risk Committee and our Board from time to time.

9.2.7 Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was established by our Board on 1 November 2020. Our Nomination and Remuneration Committee currently comprises the following members, of which a majority of them are Independent Non-Executive Directors:

Name	Designation	Directorship
Lynette Yeow Su-Yin	Chairman	Independent Non-Executive Director
Dato' Noorazman Bin Abd Aziz	Member	Independent Non-Executive Director
Loh Kok Leong	Member	Non-Independent Non-Executive Director

Our Nomination and Remuneration Committee undertakes, among others, the following functions:

(i) Nomination

- (a) Establish a framework for the appointment and re-appointment of Directors, Board committee members, our Group Chief Executive Officer and the company secretaries (where applicable);
- (b) Establish and recommend for our Board's approval, the criteria to assess the independence of independent directors;
- (c) Assess and recommend for our Board's approval, new and reappointed nominees (where applicable) for directorship, chairmanship and/or membership to our respective Board committees;
- (d) In recommending suitable candidates for directorship on our Board, our Nomination and Remuneration Committee should take into consideration the following factors:
- (A) Skills, knowledge, expertise, experience and wide range of backgrounds of the candidates;
- (B) Professionalism of the candidates;
- (C) Integrity of the candidates;
- (D) Commitment, contribution and performance of the candidates;
- (E) Open advertising or the services of external advisers to facilitate the search;
- (F) In the case of candidates for the position of independent directors, evaluate the candidates' ability to discharge such responsibilities and functions as expected from an independent director; and
- (G) In the case of candidates filling seats in respect of our Audit and Risk Committee in particular, to ensure the candidate is financially literate and possesses a wide range of necessary skills to discharge his/her duties;

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

- (e) Review on a periodic basis, the appropriate size, a balanced composition with a diverse mix of skills, knowledge, qualifications, experience, age, cultural background and gender diversity of our Board in order to ensure its effectiveness in discharging its duties, and having regard to the MCCG;
 - (f) Assess on a periodic basis the independence of independent directors and that the Directors and officers of our Group meet the identified independence criteria and are not disqualified under the relevant regulations;
 - (g) Review and recommend the continuation in office of independent director(s) who has/have served a cumulative term of nine years as an independent director at our AGM;
 - (h) Establish and recommend for our Board's approval, a mechanism for the formal assessment of the performance of our Board as a whole, our Board committees, individual Directors, each member of our Board committees and our Group Chief Executive Officer;
 - (i) Assisting in the definition and approval of KPIs for our Group Chief Executive Officer as a measurement of performance;
 - (j) Assess on a periodic basis, our Group Chief Executive Officer's performance and achievement against the approved KPIs;
 - (k) Recommend to our Board, the removal of any director, company secretary or member of the C-level Team found to be ineffective, errant or negligent in the discharge of responsibilities;
 - (l) Recommend to our Board, Directors who are retiring by rotation or casual vacancy for re-election at our AGM;
 - (m) Recommend to our Board suitable induction and training programs to ensure our Directors and Board committee members keep abreast with latest developments and for the closure of skill gaps;
 - (n) Oversee the succession planning and talent management of our Group Chief Executive Officer;
 - (o) Consider all other nomination matters as may be prescribed to our Nomination and Remuneration Committee by our Board;
 - (p) Review the attendance of our Directors at our Board and/or Board committee(s) meetings; and
 - (q) Establish a policy formalising its approach to boardroom diversity.
- (ii) Remuneration**
- (a) Ensure the establishment of formal and transparent procedures for developing remuneration and human resources policies, strategies and framework for our Directors and the C-level Team;

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

- (b) Recommend and assist our Board on all aspects of remuneration, including our Directors' fees, salaries, allowances, bonuses, option and benefits-in-kind, taking into consideration the following factors (where relevant):
- (A) Market competitiveness and in support of our Group's business strategy and long-term objectives;
 - (B) Reflective of the responsibilities and commitment required;
 - (C) Sufficient but not excessive to attract and retain quality talent needed to manage our Group successfully; and
 - (D) Performance driven with a sufficient emphasis on long-term development of our Group to avoid any excessive short-term risk-taking;
- (c) Review and assess the effectiveness of our Company's human resources department in supporting our Group, including oversight of the scope and quality of our Company's human resources initiatives/programmes;
- (d) Recommend for our Board's approval, new Group human resource policies and frameworks, and changes to said frameworks, in line with human resources strategy and direction set by our Board; and
- (e) Consider all other remuneration matters as may be prescribed to our Nomination and Remuneration Committee by our Board.

9.3 KEY SENIOR MANAGEMENT

Our key senior management is responsible for the day-to-day management and operations of our Group. The members of our key senior management as at the date of this Prospectus are as follows:

Name	Age	Designation
Dennis Colin Martin	57	Non-Independent Executive Director / Group Chief Executive Officer
Chin Kuan Weng	50	Chief Executive Officer of CTOS Data Systems
Chen Thai Foong	58	Group Chief Financial Officer
Tracy Gan Jo Lin	44	Chief Operating Officer of CTOS Data Systems
Lim Sue Ling	37	Group Head of Risk and Business Compliance
Benjamin Lau Chi Meng	37	Group General Manager of IT

9.3.1 Profiles of our key senior management

(i) Dennis Colin Martin

For details on Dennis Colin Martin's profile, see Section 9.2.1 of this Prospectus.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(ii) Chin Kuan Weng

Chin Kuan Weng, a Malaysian aged 50, is the Chief Executive Officer of CTOS Data Systems. He has over 25 years of experience in helming senior leadership roles in business, sales and operational functions for multinationals and local corporates.

He joined our Group in November 2014 as the Chief Executive Officer of CTOS Data Systems. Since joining us in 2014, he has been involved in the management of our Key Accounts customers and acting as the key liaison with the regulators in respect of our business.

He began his career with Hong Leong Yamaha Distributors Sdn Bhd as a Parts Executive in April 1994. He then joined Sony TV Industries (M) Sdn Bhd as a Senior Purchasing Officer from September 1994 to December 1997. From January 1998 to January 2008, he worked at Siemens Malaysia Sdn Bhd under the Siemens Business Services division, and Siemens Nixdorf Information Systems (M) Sdn Bhd, where he rose through the ranks to become the vice president of IT and business advisory in charge of management of the business performance of solutions and consulting services practice and establishing new solutions. In May 2008, he joined Kelly Services (M) Sdn Bhd as the Head of Professional and Technical Division. He was the Chief Operating Officer of CBM from November 2008 to September 2014, where he was responsible for the management of the business teams, setup and strengthening of core business processes including bureau operations, marketing, procurement, IT, legal and financial management and human resources. He was also tasked with relationship management with key clients of the company.

He obtained a Bachelor of Economics majoring in Industrial Economics from Universiti Kebangsaan Malaysia, Malaysia in 1994.

(iii) Chen Thai Foong

Chen Thai Foong, a Malaysian aged 58, is our Group Chief Financial Officer. She has over 32 years of experience in finance and treasury.

She joined our Group in April 2016 as the Chief Financial Officer of CTOS Data Systems. Since joining us in 2016, she has been overseeing all finance related matters of our Group. In April 2021, she was designated as our Group Chief Financial Officer.

In 1988, she started her career at NEC Corporation of Malaysia Sdn Bhd, where between 1988 and 1995, she rose through the ranks from an accountant to become the Finance and Administration Manager. She then worked as the Finance Manager at Amoco Chemical Malaysia Sdn Bhd from May 1995 to May 2000. She joined Leo Burnett Advertising Sdn Bhd as the Finance Manager cum Company Secretary from June 2000 to September 2001. In October 2001, she became the Financial Controller cum Company Secretary of MOX Berhad until September 2005. From October 2005 to April 2008, she was the Chief Financial Officer of DHL Express (M) Sdn Bhd. She was later appointed as the Deputy Head of Quality Assurance and Shared Services Centre (“SSC”) for DHL Asia Pacific Shared Services Sdn Bhd in charge of shared services within Asia Pacific, Eastern Europe and Middle East Africa, a position she held from May 2008 to June 2012. From June 2012 to July 2014, she became the Director of Shared Services in Lafarge Malaysia Berhad where she led and managed its SSC operations and activities. From August 2014 to April 2016, she was the Group Chief Financial Officer of Taylor’s Education Group in charge of all finance and treasury related matters.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

She completed her professional certificate with the CIMA in 1994 and she is a Chartered Global Management Accountant and a Fellow of the CIMA. She has been a Chartered Accountant of the MIA since 1995. She also obtained an MBA majoring in finance from the University of Dubuque, United States in 2000.

(iv) Tracy Gan Jo Lin

Tracy Gan Jo Lin, a Malaysian aged 44, is the Chief Operating Officer of CTOS Data Systems. She has over 23 years of experience in operations.

She joined our Group in May 2017 as the General Manager in Customer Experience before being promoted to the Chief Operating Officer of CTOS Data Systems in January 2019. Since joining us in 2017, she has been overseeing the strategic operations and customer experience, customer and operations management and business operations improvement as well as the Commercial customers.

In September 1997, she started her career as the Education Consultant at Institut Sarjana Sdn Bhd (Informatics Group Malaysia) before being promoted to Centre Manager in March 1998, and left in April 2000. She then worked as the Corporate Care Consultant from April 2000 to December 2003 with Jobstreet Sdn Bhd before being promoted to Corporate Care Manager in December 2003, where she remained until September 2004. From September 2004 to May 2009, she was the General Manager for Customer Service and Human Resources at e-pay (M) Sdn Bhd. Thereafter in June 2009, she joined TIME dotCom Berhad as the Head of Customer Operations where she was responsible for managing and overseeing the operations of customer service, order management, service delivery and outsourced services department, until December 2012. From December 2012 to December 2013, she was the Head of Order Management and Fulfilment at Maxis Berhad (“**Maxis**”). She was promoted to the Head of Distributor and Modern Trade Management at Maxis in December 2013. She was responsible to drive sales growth and reach of distributors, provide operational support, cost optimisation with regard to distributorship and to monitor and analyse distributors’ performances. She left Maxis in April 2017 and joined our Group thereafter.

She obtained a Bachelor’s degree in Business Administration (Hons) from University of Northumbria, United Kingdom in 1997 and an MBA from the Nottingham Trent University, Malaysia in 2002.

(v) Lim Sue Ling

Lim Sue Ling, a Malaysian aged 37, is our Group Head of Risk and Business Compliance. She has over 15 years of experience in regulatory compliance and risk management of the credit bureau business and oversees all compliance related matters of our Group.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

In March 2006, she started her career at Remote Data Support Sdn Bhd (a company which was established by our founders) as a Customer Service Officer, where she remained until June 2008. She joined our Group in July 2008 as a Special Project Officer under CTOS Business, where her job scope then includes direct promotion of the company's products and services to prospective customers, addressing customers' queries and requests and maintaining relationship with existing and new customers. From May 2010 to April 2012, she was the Assistant Manager of the Settlement and Record Update department of CTOS Business, where she oversaw our Group's service centre operation to ensure consumer enquiries were handled effectively, interaction with regulators on compliance issues and preparation for the compliance with the impending CRA Act, as well as strategic planning of our Group's consumer outreach program. From May 2012 to February 2015, she was in the same position of CTOS Data Systems' Settlement and Record Update department. In March 2015, she was promoted to Manager of Business Compliance.

In August 2017, she was promoted to Head, Business Compliance in recognition of her exemplary contribution to our Group. Her primary responsibilities include developing annual regulatory and compliance work plan that aligns with our objectives, evaluating the efficiency of control systems and to continuously improve these controls in order to prevent any non-compliance of laws regulatory guidelines and internal policies, providing guidance and training to improve our employees' understanding of regulatory requirements, liaising with regulators on compliance matters, coordinating audits, reviews and examinations exercises with external parties and overseeing consumer redress mechanism. In September 2020, she was promoted to Senior Head of Risk and Business Compliance where she is also responsible for overseeing our Group's enterprise risk governance framework, providing regular status updates and reports on key performance indicators and our Group's risk profile to the key senior management, our Audit and Risk Committee and our Board to facilitate strategic decision-making and providing risk related advice to customers, in addition to her earlier responsibilities. In April 2021, she was designated as our Group Head of Risk and Business Compliance.

(vi) **Benjamin Lau Chi Meng**

Benjamin Lau Chi Meng, a Malaysian aged 37, is our Group General Manager of IT. He has over 15 years of experience in the area of IT.

He joined our Group in January 2010 as the Head of IT. He has been overseeing the management and development of IT infrastructure and security since joining our Group. He was designated as the General Manager of IT of CTOS Data Systems in December 2017. In April 2021, he was designated as our Group General Manager of IT.

He started his career in September 2005 as a Java Developer in Acelsys Sdn Bhd before being promoted to a Senior Java Developer in January 2008, where he remained until July 2008. From July 2008 to January 2010, he was a Senior Software Engineer in VersaPAC Sdn Bhd primarily responsible for design of software, database and infrastructure hosting of the company. Thereafter, he joined our Group and has been part of our key senior management ever since.

He obtained a Bachelor in Computer Science from Monash University, Malaysia in 2005.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

9.3.2 Shareholding of our key senior management

The following table sets out the direct and indirect shareholding of each of our key senior management (other than our Director who is also part of our key senior management which is disclosed in Section 9.2.2 of this Prospectus) before and after our IPO:

	Before our IPO ⁽¹⁾				After our IPO ⁽²⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
	'000		'000			'000		'000
Chin Kuan Weng	-	-	-	-	1,000	*	-	-
Chen Thai Foong	-	-	-	-	2,800	*	-	-
Tracy Gan Jo Lin	-	-	-	-	1,000	*	-	-
Lim Sue Ling	-	-	-	-	300	*	-	-
Benjamin Lau Chi Meng	-	-	-	-	500	*	-	-

Notes:

* Negligible

(1) Based on our issued share capital of 2,000,000,000 Shares after the Subdivision.

(2) Based on our enlarged issued share capital of 2,200,000,000 Shares upon Listing and assuming full subscription of our Issue Shares allocated to our employees under the allocation for the Eligible Persons in respect of the Retail Offering.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

9.3.3 Principal business activities performed by our key senior management outside our Group in the past five years

None of our key senior management (other than our Director who is also part of our key senior management which is disclosed in Section 9.2.3 of this Prospectus) are involved in principal business activities outside our Group as at the LPD or hold directorships in other companies outside our Group, at present and in the past five years preceding the LPD.

9.3.4 Service contracts with our key senior management

As at the date of this Prospectus, there are no existing or proposed service contracts between our key senior management and us which provide for benefits upon termination of employment.

9.3.5 Remuneration and material benefits in-kind of our key senior management

The remuneration and material benefits in-kind of our Director who is also part of our key senior management are set out in Section 9.2.5 of this Prospectus. The aggregate remuneration and material benefits in-kind (including any contingent or deferred remuneration) paid or proposed to be paid to our key senior management, other than our Director who is also part of our key senior management, for services rendered to us in all capacities to our Group for the FYE 31 December 2020 and 2021 are as follows:

<u>Key senior management</u>	<u>Remuneration Band (FYE 31 December)</u>	
	<u>2020 (Paid as at the LPD)</u>	<u>2021 (Proposed)</u>
	RM'000	RM'000
Chin Kuan Weng	700-750 ⁽¹⁾	800-850
Chen Thai Foong	800-850 ⁽¹⁾	850-900
Tracy Gan Jo Lin	800-850 ⁽¹⁾	850-900
Lim Sue Ling	200-250	250-300
Benjamin Lau Chi Meng	450-500 ⁽¹⁾	500-550

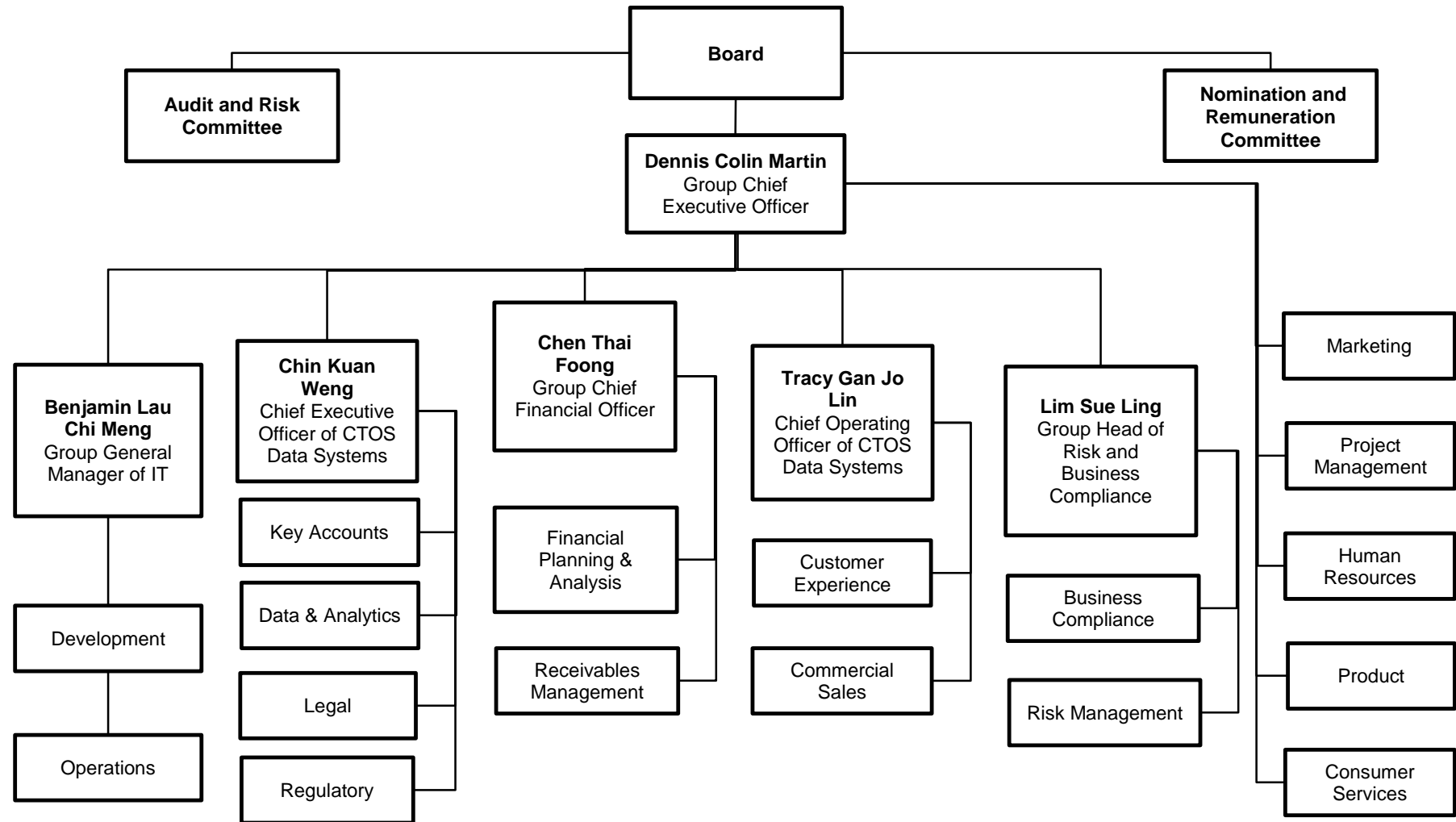
Note:

- (1) During the FYE 31 December 2020, our Company had cancelled all outstanding ESOS options and as part of the cancellation, the amount payable to eligible executives whose ESOS options were cancelled has been recognised within other payables as at 31 December 2020. The payables were fully settled as at the LPD.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.4 MANAGEMENT REPORTING STRUCTURE

Our management reporting structure is as follows:



9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

9.5 ASSOCIATIONS OR FAMILY RELATIONSHIP BETWEEN OUR SUBSTANTIAL SHAREHOLDERS, PROMOTER, DIRECTORS AND KEY SENIOR MANAGEMENT

Chung Tze Keong and Chung Tze Wen, both of whom are our substantial shareholders, are brothers.

Save as disclosed above, there are no associations or family relationships between our substantial shareholders, Promoter, Directors and key senior management.

9.6 DECLARATION BY OUR DIRECTORS, KEY SENIOR MANAGEMENT AND PROMOTER

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

- (i) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which such person was a partner or any corporation of which such person was a director or member of key senior management;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (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, 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;
- (vi) the subject of any order, judgment or ruling of any court, government or regulatory authority or body temporarily enjoining such person from engaging in any type of business practice or activity;
- (vii) in the last 10 years, 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 such person.

9.7 OTHER MATTERS

- (i) No other amounts or benefits has been paid or intended to be paid or given to our Promoter and our substantial shareholders within the two years preceding the date of this Prospectus, except for dividends paid to our shareholders.
- (ii) There is no arrangement the operation of which may result in the change in control of our Company at a date subsequent to our IPO and our Listing.
- (iii) Our Promoter and our substantial shareholders do not have different voting rights from our other shareholders.