

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

**5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS**

**5.1.1 Promoters' and substantial shareholders' shareholdings**

The shareholdings of our Promoters and substantial shareholders in our Company before and after IPO are set out below:

Name	Nationality/ Country of incorporation	Before IPO <sup>(1)</sup>			After IPO <sup>(2)(3)</sup>				
		Direct No. of Shares	%	Indirect No. of Shares	Direct No. of Shares	%	Indirect No. of Shares		
<b>Promoters and substantial shareholders</b>									
Ng Wai Hoe	Malaysian	110,167,525	30.00	73,445,016 <sup>(4)</sup>	20.00	90,582,025	18.50	63,652,316 <sup>(4)</sup>	13.00
Lim Mei Hwee	Malaysian	73,445,017	20.00	-	-	62,428,217	12.75	-	-
Tan Sok Moi	Malaysian	55,083,763	15.00	-	-	46,515,163	9.50	-	-
Makmur Baru	Malaysia	73,445,016	20.00	-	-	63,652,316	13.00	-	-
<b>Substantial shareholders</b>									
Alam Kota	Malaysia	55,083,762	15.00	-	-	55,083,762	11.25	-	-
Dato' Chang Lik Sean	Malaysian	-	-	55,083,762 <sup>(5)</sup>	15.00	-	-	55,083,762 <sup>(5)</sup>	11.25

**Notes:**

- (1) After completion of Acquisition, but before Public Issue and Offer for Sale.
- (2) After Public Issue and Offer for Sale.
- (3) Based on enlarged share capital of 489,634,083 Shares after IPO.
- (4) Deemed interested by virtue of Section 8(4) of the Act through his interest held in Makmur Baru.
- (5) Deemed interested by virtue of Section 8(4) of the Act through his interest held in Alam Kota.

Our Promoters and substantial shareholders do not have different voting right from other shareholders of our Group.

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

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**5.1.2 Profiles of Promoters and/or substantial shareholders**

The profiles of Ng Wai Hoe, Lim Mei Hwee and Tan Sok Moi who are our Promoters and Directors are set out in Section 5.2.2.

The profiles of Makmur Baru, Alam Kota and Dato' Chang Lik Sean are as follows:

**(i) Makmur Baru**  
*Promoter and Substantial shareholder*

Makmur Baru was incorporated as a private limited company under the Act on 6 May 2020. Makmur Baru is principally an investment holding company. As at the LPD, the issued share capital of Makmur Baru is RM1,002 comprising 10,002 ordinary shares. The sole director and shareholder of Makmur Baru is Ng Wai Hoe who is also our Promoter and Director. By virtue of Ng Wai Hoe being the sole shareholder of Makmur Baru, he is deemed interested in our company's shares held by Makmur Baru pursuant to Section 8(4) of the Act.

**(ii) Alam Kota**  
*Substantial shareholder*

Alam Kota was incorporated as a private limited company under the Act on 2 June 2020. Alam Kota is principally an investment holding company. As at the LPD, the issued share capital of Alam Kota is RM1,002 comprising 10,002 ordinary shares. The directors of Alam Kota are Datin Teoh Hooi Lee and Dato' Chang Lik Sean. The sole shareholder of Alam Kota is Dato' Chang Lik Sean.

**(iii) Dato' Chang Lik Sean**  
*Substantial shareholder*

Dato' Chang Lik Sean, a Malaysian male aged 46, is our substantial shareholder by virtue of his indirect interest held through Alam Kota pursuant to Section 8(4) of the Act. He is the spouse of Datin Teoh Hooi Lee.

He obtained his Bachelor (Hons) in Electrical and Electronic Engineering from the University of Northumbria in the United Kingdom in 1999. Subsequently, he obtained his Master of Science in Computing Programming from the University of Northumbria in the United Kingdom in 2001. In 2008, he attained his Diploma in Industrial Robotics from First Robotics Industrial Science (FRIS) Institute, Penang.

In 2000, he established MV Technology Sdn Bhd, a company that is principally involved in the provision of ICT products and solutions, and is responsible for overseeing the day-to-day operation and business strategies of the company. Since its incorporation, Dato' Chang Lik Sean has expanded the company's services to include multimedia and electronic commerce.

He is currently an Independent Non-Executive Director of V.S. Industry Berhad. He also holds directorships and shareholdings in various private limited companies.

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

**5.1.3 Changes in Promoters' and substantial shareholders' shareholdings**

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

Name	As at incorporation			After Acquisition <sup>(1)</sup>			After IPO <sup>(2)(3)</sup>					
	Direct		Indirect	Direct		Indirect	Direct		Indirect			
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%		
<b>Promoters and substantial shareholders</b>												
Ng Wai Hoe	1	33.33	-	-	110,167,525	30.00	73,445,016 <sup>(4)</sup>	20.00	90,582,025	18.50	63,652,316 <sup>(4)</sup>	13.00
Lim Mei Hwee	1	33.33	-	-	73,445,017	20.00	-	-	62,428,217	12.75	-	-
Tan Sok Moi	1	33.33	-	-	55,083,763	15.00	-	-	46,515,163	9.50	-	-
Makmur Baru	-	-	-	-	73,445,016	20.00	-	-	63,652,316	13.00	-	-
<b>Substantial shareholders</b>												
Alam Kota	-	-	-	-	55,083,762	15.00	-	-	55,083,762	11.25	-	-
Dato' Chang Lik Sean	-	-	-	-	-	-	-	-	-	-	55,083,762 <sup>(5)</sup>	11.25

**Notes:**

- (1) Based on the share capital of 367,225,083 Shares after the Acquisition.
- (2) After Public Issue and Offer for Sale.
- (3) Based on enlarged share capital of 489,634,083 Shares after IPO.
- (4) Deemed interested by virtue of Section 8(4) of the Act through his interest held in Makmur Baru.
- (5) Deemed interested by virtue of Section 8(4) of the Act through his interest held in Alam Kota.

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

**5.1.4 Persons exercising control over the corporation**

Save for our Promoters as set out in Section 5.1.1, there is no other person who is able to, directly or indirectly, jointly or severally, exercise control over our Company.

**5.2 DIRECTORS**

**5.2.1 Directors' shareholdings**

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

Name	Designation/ Nationality	Before IPO <sup>(1)</sup>		After IPO <sup>(2)(3)</sup>	
		Direct	Indirect	Direct	Indirect
		No. of Shares	%	No. of Shares	%
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	Independent Non-Executive Chairman/ Malaysian	-	-	300,000 <sup>(5)</sup>	0.06
Ng Wai Hoe	Managing Director/ Malaysian	110,167,525	30.00	73,445,016 <sup>(4)</sup>	20.00
Lim Mei Hwee	Executive Director/ Malaysian	73,445,017	20.00	-	-
Tan Sok Moi	Executive Director/ Malaysian	55,083,763	15.00	46,515,163	9.50
Datuk Lim Tong Lee	Independent Non-Executive Director/ Malaysian	-	-	300,000 <sup>(5)</sup>	0.06
				90,582,025	18.50
				62,428,217	12.75
				63,652,316 <sup>(4)</sup>	13.00

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

Name	Designation/ Nationality	Before IPO <sup>(1)</sup>				After IPO <sup>(2)(3)</sup>			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Sri Shahril bin Mokhtar	Independent Non-Executive Director/ Malaysian	-	-	-	-	300,000 <sup>(5)</sup>	0.06	-	-
Andrea Huong Mei	Independent Non-Executive Director/ Malaysian	-	-	-	-	300,000 <sup>(5)</sup>	0.06	-	-

**Notes:**

- (1) Based on the share capital of 367,225,083 Shares after the Acquisition.
- (2) After Public Issue and Offer for Sale.
- (3) Based on enlarged share capital of 489,634,083 Shares after IPO.
- (4) Deemed interested by virtue of Section 8(4) of the Act through his interest held in Makmur Baru.
- (5) Assuming our Directors fully subscribe for their respective entitlements under the Pink Form Allocations.

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

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**5.2.2 Profiles of Directors**

**(i) Tan Sri Dato' Sri Mohamad Fuzi Bin Harun**

*Independent Non-Executive Chairman*

Tan Sri Dato' Sri Mohamad Fuzi Bin Harun, a Malaysian male aged 62, is our Independent Non-Executive Chairman. He was appointed to the Board on 24 June 2021.

He graduated from Universiti Kebangsaan Malaysia with a Bachelor of Art in Literature in 1983. He also holds a Masters of Arts in Anthropology and Sociology from Universiti Kebangsaan Malaysia in 1994. He has also attended the Advanced Management and Leadership program from Saïd Business School at the University of Oxford, the United Kingdom in 2018.

Tan Sri Dato' Sri Mohamad Fuzi Bin Harun is a retired Inspector-General of the Royal Malaysia Police. He joined the Royal Malaysia Police in 1984 as a Cadet Assistant Superintendent of Police. After completing basic police training, he was attached to the Special Branch Department of the Royal Malaysia Police from 1986 to 2009 where he served in various capacities, including Deputy Director of the Special Branch in 2007 where he was responsible for overseeing the management, financial human resource and training functions of the Royal Malaysia Police. In 2009, he was promoted as the Director of Special Task Force on Operation and Counter-Terrorism where he was responsible for overseeing all matters related to anti-terrorism, terrorist financing and money laundering in the country. In 2014, he served as the Director of the Management Department in Bukit Aman and subsequently promoted as the Director of Special Branch in 2015 where he oversees overall functions of the Special Branch, including recruitment and training.

In 2017, he was promoted as the Inspector General of the Royal Malaysia Police, the highest-ranking position in the Royal Malaysia Police, a position he held until he retired from public service in 2019.

He currently sits on the board of public listed companies, namely as the Independent Non-Executive Chairman of Jaya Tiasa Holdings Berhad (listed on the Main Market of Bursa Securities) and as the Independent Non-Executive Director of Tropicana Corporation Berhad (listed on the Main Market of Bursa Securities). He also holds directorship in several private limited companies.

**(ii) Ng Wai Hoe**

*Promoter, substantial shareholder and Managing Director*

Ng Wai Hoe, a Malaysian male aged 48, is our Managing Director. He was appointed to the Board on 30 December 2020. He is responsible for developing our Group's overall business strategy and direction, including business development, project implementation, corporate affairs and operations management. He is also involved in client and stakeholder engagement as well as growing new business ventures.

He has more than 24 years of working experience in the construction industry.

He graduated with a Bachelor of Science in Civil Engineering from Iowa State University in the United States of America in 1997. Subsequently, he obtained a Master's degree in Business Administration from Charles Sturt University, Australia in 1999. He is a Graduate Member of the Board of Engineers Malaysia since 1998 and a Graduate Member of the Institution of Engineers Malaysia since 1999.

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He commenced his career as a Site Engineer with Topbina Sdn Bhd in 1997, where he was responsible for daily on-site supervision and coordination activities for the company's construction projects. He left Topbina Sdn Bhd in 2000 to join Gadang Engineering Sdn Bhd as a Project Engineer where he was involved in the planning, monitoring and supervision of daily construction activities at the project sites. He was then promoted to Construction Manager in 2001, and subsequently to Project Manager in 2002. As a Project Manager, he led the company's construction team and was involved in directing and planning clients' projects from commencement to completion.

In 2008, he left Gadang Engineering Sdn Bhd to join Pembinaan Tuju Setia Sdn Bhd as Construction Manager and was responsible for the overall project development activities of the company. While he was still attached to Pembinaan Tuju Setia Sdn Bhd, he was appointed as the director of Siab (M) in the same year, where he was involved in the business development and project implementation activities of Siab (M). On 21 April 2011, he was appointed as the director of Tuju Setia Holdings Sdn Bhd and was tasked with the planning and implementation of projects for key clients of the company.

On 10 February 2012, Siab (M) was acquired by Tuju Setia Holdings Sdn Bhd, effectively becoming its wholly-owned subsidiary. On 1 July 2013, he along with Lim Mei Hwee and Tan Sok Moi, acquired the majority equity interest in Siab (M) and Siab Engineering from Tuju Setia Holdings Sdn Bhd. On 16 April 2014, he resigned as director of Tuju Setia Holdings Sdn Bhd.

Following the acquisition, he was appointed as the Managing Director of Siab (M). Since then, he has been responsible for charting our Group's overall strategy, direction and management of its corporate and business development activities.

**(iii) Lim Mei Hwee**

*Promoter, substantial shareholder and Executive Director*

Lim Mei Hwee, a Malaysian female aged 47, is our Executive Director. She was appointed to the Board on 30 December 2020. She is responsible for overseeing daily operations of our Group's construction projects, including budget and cost control, tendering and contract activities, design and implementation of business strategies, plans and procedures for all our construction projects. She is also involved in the business development activities of our Group.

She has more than 24 years of working experience in the construction industry.

She obtained a Diploma in Technology (Building) from Tunku Abdul Rahman College in 1997. She subsequently obtained a Master of Business Administration degree from Heriot-Watt University, the United Kingdom in 2005.

She began her career in 1997 as a Contract Executive with Loh & Loh Constructions Sdn Bhd, a subsidiary of Loh & Loh Corporation Berhad (previously listed on the Main Market of Bursa Securities and was delisted in 2010). As a Contract Executive, she was responsible for cost control and analysis, monthly progress claims and payments as well as project final accounts. In 1999, she was promoted to an Audit Executive, where she was responsible for evaluating the adequacy and implementation of company's system and procedures for project management, tendering, procurement, contract administration, risk management and information technology.

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In 2001, she left Loh & Loh Constructions Sdn Bhd to join K.N.K. Development Sdn Bhd as a Contract Manager where she was responsible for managing the company's contract and project management functions which include performing costs and contracts administration tasks. She was also involved in project development and was responsible for preparing feasibility studies, cash flows as well as preliminary cost and budget analysis. She left K.N.K. Development Sdn Bhd in 2004 and joined Awangsa Bina Sdn Bhd as a Contracts Manager, where her roles involve overseeing costs and contracts administration and tendering.

In 2007, she was promoted as Quality Assurance ("**QA**")/Quality Control ("**QC**") Manager cum Management's Representative, where she was involved in managing the QA/QC teams at all project sites, as well as developing and implementing the company's quality management system. She left Awangsa Bina Sdn Bhd in 2008 and joined Sam Chang Enterprise (M) Sdn Bhd as an Assistant Contract Manager, where her responsibilities include costs and contracts administration for international hotel projects in Malaysia and overseas.

In 2010, she joined Pembinaan Tuju Setia Sdn Bhd as a Contract Manager overseeing the tendering, costing and contract administration of the company. She was also appointed as the Management Representative in 2011 to lead and implement the company's quality management system of ISO9001. She was promoted to Senior Contracts Manager in 2012. On 1 July 2013, she along with Ng Wai Hoe and Tan Sok Moi acquired the majority equity interest in Siab (M) and Siab Engineering from Tuju Setia Holdings Sdn Bhd. Following the acquisition, she assumed the position of an Executive Director of Siab (M).

**(iv) Tan Sok Moi**

*Promoter, substantial shareholder and Executive Director*

Tan Sok Moi, a Malaysian female aged 44, is our Executive Director. She was appointed to the Board on 30 December 2020. She is responsible for overall financial management and planning, as well as overall implementation of human resource, finance, purchasing and administration matters.

She obtained her Diploma in Business Administration from the Association of Business Executives, the United Kingdom in 1997. She then began her career in 1999 as an Administrative Assistant with Beca Carter Hollings & Ferner (S.E. Asia) Pte. Ltd., a company based in Singapore. As an Administrative Assistant, she was responsible for providing secretarial and administrative support to the engineering and technical departments. She was promoted several times while with the company, namely to Senior Administration Assistant in 2002 and later as the Administrator of the company in 2005 where she was responsible for overseeing the overall administrative functions of the company.

In 2005, she left Beca Carter Hollings & Ferner (S.E. Asia) Pte. Ltd. and returned to Malaysia. Subsequently, she joined Pembinaan Tuju Setia Sdn Bhd in 2006 as an Administration Assistant where she was responsible for managing human resource and administrative functions of the company. In 2007, she was promoted to Secretary cum Administration Executive and subsequently, to Personal Assistant cum Human Resource Manager in 2011. As a Personal Assistant, she reports directly to the managing director and other directors of Pembinaan Tuju Setia Sdn Bhd in providing comprehensive and confidential high-level assistance and administrative role. She was also involved in leading the human resource department.



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On 1 July 2013, she along with Ng Wai Hoe and Lim Mei Hwee, acquired the majority equity interest in Siab (M) and Siab Engineering from Tuju Setia Holdings Sdn Bhd. Following the acquisition, she assumed the position of an Executive Director of Siab (M).

**(v) Dato' Sri Shahril bin Mokhtar**  
*Independent Non-Executive Director*

Dato' Sri Shahril bin Mokhtar, a Malaysian male aged 49, is our Independent Non-Executive Director of our Group. He was appointed to the Board on 24 June 2021. He is the Chairman of our Nominating Committee and a member of the Audit and Risk Management Committee and Remuneration Committee.

He graduated from the University of Missouri, St. Louis, the United States of America in 1995 with a Bachelor of Arts in Industrial and Organisational Psychology (minor in Political Science). He later obtained a Master of Management degree from Universiti Malaya in 2008. He has also attended the Advanced Management Program from Kellogg School of Management in Northwestern University, Chicago, the United States of America in 2016.

He began his career in 1995 as an Executive at Maybank Berhad in the human resource department. In 1999, he left Maybank Berhad and joined PricewaterhouseCoopers (PwC) Malaysia as a Manager in its Human Capital Centre where he was responsible for overseeing the recruitment, employee relations, industrial relations and matters relating to employees' welfare. He left the firm in 2002 and joined British American Tobacco (M) Berhad as a Senior Manager at its human capital and government relations department. He left British American Tobacco (M) Berhad in September 2002 and joined Penerbangan Malaysia Berhad (Parent company of Malaysia Airlines Berhad) as a General Manager in its corporate services division where he was responsible for overseeing the corporate services functions of the company.

He left Penerbangan Malaysia Berhad in 2006 and joined Rangkaian Pengangkutan Integrasi Deras (RAPIDKL) Sdn Bhd as its General Manager of Corporate Planning where he was involved in the preparation and implementation of the company's 10-year Public Transport Strategic Roadmap. He also served as a Deputy Leader for the National Key Results Area (NKRA) for Public Transport Lab led by the Ministry of Transport under the Malaysian Government's Transformation Program.

In 2009, he left the company and was appointed as an Advisor in the Economic Planning Unit of the Prime Minister's Department. As an Advisor, he served as a key team member in the setting up of the Land Public Transport Commission and was involved in the drafting of the Suruhanjaya Pengangkutan Awam Darat Act 2010 and Pengangkutan Awam Darat Act 2010. He left his position in 2010 and joined Suruhanjaya Pengangkutan Awam Darat (SPAD) in the same year as its Chief Operating Officer where he co-lead in spearheading its long-term reforms in land-based passenger and transportation sector.

He left the Suruhanjaya Pengangkutan Awam Darat in 2010 and joined Prasarana Malaysia Berhad as its Managing Director where he was responsible for charting the business strategies of the company according to Prasarana Group's Business Turnaround Plan and Business Transformation Plan. In January 2015, he left Prasarana Malaysia Berhad and joined Mass Rapid Transit Corporation Sdn Bhd (MRT Corp) as the Chief Executive Officer/Executive Director. He was responsible for overseeing and monitoring the multibillion Mass Rapid Transit Line 1 (Sg. Buloh -

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Kajang Line) and Mass Rapid Transit Line 2 (Sg. Buloh - Serdang - Putrajaya Line) overall project development and construction.

He left Mass Rapid Transit Corporation Sdn Bhd in December 2018 and joined KTG Berhad (formerly known as DWL Resources Berhad, a company listed on the Main Market of Bursa Securities) in April 2019 as its Managing Director where he was responsible for overseeing the company's businesses in property construction, property investment, property development and technology services.

He left KTG Berhad in April 2020 and joined Sungai Kelang Expressway Sdn Bhd, a company involves in a highway concession as the Managing Director.

He presently holds directorship and shareholdings in several private limited companies.

**(vi) Datuk Lim Tong Lee**

*Independent Non-Executive Director*

Datuk Lim Tong Lee, a Malaysian male aged 54, is our Independent Non-Executive Director of our Group. He was appointed to the Board on 24 June 2021. He is the Chairman of our Audit and Risk Management Committee as well as a member of the Remuneration Committee and Nominating Committee.

He is a Fellow Member of the Association of Chartered Certified Accountants, the United Kingdom since 2008, a member of the Malaysian Institute of Accountants since 1994 and a member of the Malaysian Institute of Certified Public Accountants since 1994.

He began his career in 1990 as an Auditor with Ernst & Young in Malaysia, where he was involved in audits works for clients in various industries. He was promoted to Senior Auditor in 1994. He left Ernst & Young in 1995 and joined AmInvestment Bank Bhd as an Executive in its Corporate Finance division, where he was primarily involved in corporate advisory works.

He left in 1997 to join Land and Penas Sdn Bhd as its General Manager of Corporate Finance, where he was responsible for planning its IPO. He left the company and rejoined AmInvestment Bank Bhd in 1999 as Manager in its Corporate Finance division where he was responsible for corporate advisory works. In 2007, he left AmInvestment Bank Bhd and joined AmFraser Securities Pte Ltd in Singapore as the Director/Head of Corporate Finance, where he was involved in leading the corporate finance department. In 2013, He left AmFraser Securities Pte Ltd and joined AmWater Investments Management Pte. Ltd. Singapore, as the Chief Investment Officer where he was responsible for private equity investments in water projects in North Asia.

He left Amwater Investments Management Pte Ltd in 2014 and joined Venstar Capital Management Pte Ltd in Singapore as a Senior Vice President where he was involved in private equity investments around North and South East Asia. He left the company and joined KGI Securities Pte Ltd in 2015 as its Head of Corporate Finance. In 2017, he left KGI Securities Pte Ltd.

He currently sits on the Board of LBS Bina Group Berhad as Independent Non-Executive Director. He is also an Independent Non-Executive Director of ValueMax Group Limited (Main Board) and Versalink Holdings Limited (Catalyst Board), both are listed on Singapore Stock Exchange. He also holds directorship and shareholdings in several private limited companies.

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**(vii) Andrea Huong Jia Mei**

*Independent Non-Executive Director*

Andrea Huong Jia Mei, a Malaysian female aged 39, is our Independent Non-Executive Director. She was appointed to our Board on 24 June 2021. She is the Chairwoman of our Remuneration Committee as well as a member of our Audit and Risk Committee and Nominating Committee.

She completed her Diploma in Commerce (Financial Accounting) in 2003 and obtained an Advanced Diploma in Commerce (Financial Accounting) in 2005 from Tunku Abdul Rahman University College (Malaysia). She has been a member of the Malaysian Institute of Accountants since 2018 and a fellow member of the Association of Chartered Certified Accountants since 2011.

She started her career as an Audit Assistant with Sha, Tan & Co in 2005 where she was responsible for audit in accordance with approved audit plans and programs. Subsequently, she was promoted to Audit Semi-Senior in 2007. As an Audit Semi-Senior, she carried out auditing work, account analysis and reconciliations involving clients in various industries. In 2008, she was promoted to Audit Senior, where her responsibilities included analysing engagement risk areas and completing the consolidation for a group of companies including public listed companies.

Thereafter, she left Sha, Tan & Co and was appointed as a Director of T&S Secretarial Services Sdn Bhd in 2014, a company involved in company secretarial services. In 2020, she was appointed as a Director of T&S Boardroom Sdn Bhd, a secretarial support services company. Her role includes organising Board Committee meetings, carrying out exercises as well as liaising with auditors on behalf of clients in private companies and public companies listed on Bursa Securities. She resigned from T&S Secretarial Services Sdn Bhd in March 2021.

She holds directorship and shareholdings in several private limited companies.

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**5.2.3 Principal business performed outside our Group**

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

**(i) Tan Sri Dato' Sri Mohamad Fuzi Bin Harun**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<b>Present involvements</b>						
Paradigm United Sdn Bhd	Investment holding of event management and rental	Non-Executive Director	24 February 2021	-	16.66	-
Jaya Tiasa Holdings Berhad (Listed on the Main Market of Bursa Securities)	Investments holding, provision of management services, extraction and sale of logs	Independent Non-Executive Director	2 March 2020	-	-	-
Tropicana Laris Sdn Bhd	Investment holding of property	Non-Executive Director	30 November 2020	-	-	-
Hainekwon Industries Sdn Bhd	Manufacture of peripheral equipment	Non-Executive Director	10 November 2020	-	-	-
Tropicana Corporation Berhad (Listed on the Main Market of Bursa Securities)	Investment holding engaged in property development, property management, property investment, recreation resort and others	Independent Non-Executive Director	27 October 2020	-	-	-
Strike Defence Sdn Bhd	Investment holding of security related products	Non-Executive Director	21 October 2020	-	70.00	-

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Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Astana Generasi (M) Sdn Bhd	Private education and investment company	Non-Executive Director	30 September 2020	-	-	-
Alpha Max Communications Sdn Bhd	Investment holding involving IT and telecommunication services	Non-Executive Director	21 August 2020	-	-	-
GEM Mesrajaya Sdn Bhd	Investment holding involving in sand mining, distributing sand and general trade	Non-Executive Director	11 August 2020	-	70.00	-
Apollo Energy Resources Sdn Bhd	Property development and trading of solar photovoltaic power generating system	Non-Executive Director	11 July 2019	-	-	-
BKSC Resources Sdn Bhd	Involve in timber concession	Non-Executive Director	9 July 2020	-	34.00	-
Grand Sahara (Pahang) Sdn Bhd	Investment holding involving in mineral and mining	Non-Executive Director	24 June 2020	-	60.00	-
Megah Perkasa Security Services Sdn Bhd	Private security activities and security system services activities	Non-Executive Director	30 November 2019	-	10.00	-
Black & White Films Sdn Bhd	Motion picture, video and television programme production activities	Non-Executive Director	6 November 2019	-	9.00	-

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Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Majestic Rewards Sdn Bhd	Provision of engineering, procurements, constructions, commissioning and consultancy services for various solar power system, to operate solar power farm for all types of solar power system	Non-Executive Director	22 October 2019	-	40.00	-
New Era Maritime Sdn Bhd	Export and import of refined petroleum products, transportation, distribution and supply of gaseous fuels of all kinds through a system of mains	Non-Executive Director	20 September 2019	-	51.88	-
Sand Sanctuary Sdn Bhd	Export and import of sand	Non-Executive Director	10 September 2019	-	20.00	-
Apollo Energy Sdn Bhd	Design, procurement, installation, commissioning, operation and maintenance of solar photovoltaic power generating systems	Non-Executive Director	31 May 2019	-	-	-
<b>Past involvements</b>						
Cahaya Unggul Sdn Bhd	Wholesale of a variety of goods	Non-Executive Director	8 January 2021	22 March 2021	-	-
Inix Technologies Holdings Berhad (Listed on the ACE Market of Bursa Securities)	Investment holding while its subsidiaries are primarily engaged software development, system integration, IT management consultancy and other related professional services	Independent Non-Executive Director	2 December 2020	7 December 2020	-	-

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

<b>Company</b>	<b>Principal activities</b>	<b>Position held</b>	<b>Date of appointment</b>	<b>Date of resignation</b>	<b>% of shareholdings held</b>	
					<b>Direct</b>	<b>Indirect</b>
Tropical Quantum Sdn Bhd	Security and private agency services, construction works and investment holding.	Non-Executive Director	8 May 2019	15 December 2019	-	-
PBLT Sdn Bhd	Construction of government buildings and leasing of these buildings	Non-Executive Director	1 December 2017	4 May 2019	-	-
SME Ordnance Sdn Bhd	Manufacture and supply of ammunition and explosives	Non-Executive Director	10 November 2017	14 June 2019	-	-

**(ii) Ng Wai Hoe**

<b>Company</b>	<b>Principal activities</b>	<b>Position held</b>	<b>Date of appointment</b>	<b>Date of resignation</b>	<b>% of shareholdings held</b>	
					<b>Direct</b>	<b>Indirect</b>
<b>Past involvement</b> Jaya99 Management Sdn Bhd	In the process of winding up. Previously involved in property management	Shareholder	-	-	15.00	-

**(iii) Lim Mei Hwee**

<b>Company</b>	<b>Principal activities</b>	<b>Position held</b>	<b>Date of appointment</b>	<b>Date of resignation</b>	<b>% of shareholdings held</b>	
					<b>Direct</b>	<b>Indirect</b>
<b>Past involvement</b> Jaya99 Management Sdn Bhd	In the process of winding up. Previously involved in property management	Executive Director	1 August 2011	-	40.00	-

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

**(iv) Tan Sok Moi**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<b>Past involvement</b> Jaya99 Management Sdn Bhd	In the process of winding up. Previously involved in property management	Executive Director	24 October 2013	-	30.00	-

**(v) Dato' Sri Shahril bin Mokhtar**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<b>Present involvements</b> Red Giants FC Sdn Bhd	Involve in the operation of sports clubs such as football club, bowling club, swimming club	Non-Executive Director	12 January 2021	-	-	-
Stone Care Europe Sdn Bhd	Trading of stones and marbles	Non-Executive Director	17 December 2020	-	20.00	-
Sungai Klang Expressway Sdn Bhd	Construction and operation of infrastructure and property developments	Managing Director	27 November 2020	-	-	-
SKE Ventures Sdn Bhd	Investment holding engaged in construction and operation of infrastructure and property developments	Executive Director	16 November 2020	-	-	-



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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
KTG Berhad (formerly known as DWL Resources Berhad, a company listed on the Main Market of Bursa Securities)	Investment holding while its subsidiaries are mainly engaged in property construction, property investment and property development	Managing Director	19 April 2019	30 April 2020	-	-
Hydro Gate Sdn Bhd	Sewerage and similar activities; purification and distribution of water for water supply purposes	Non-Executive Director	3 May 2018	9 December 2019	-	-
Mass Rapid Transit Corporation Sdn Bhd	To facilitate, undertake and expedite public infrastructure project approved by the Malaysian government	Executive Director	1 January 2015	1 January 2019	-	-
Prasarana Malaysia Berhad	Facilitate, undertake, coordinate and expedite the implementation of infrastructure projects approved by the government of Malaysia	Non-Executive Director	10 February 2011	1 January 2015	-	-
MYHSR Corporation Sdn Bhd	Business as a project delivery vehicle for a high-speed rail (HSR) project connecting from Kuala Lumpur to Singapore and other related work/activities	Non-Executive Director	7 September 2015	1 August 2018	-	-

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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
KTG Berhad (formerly known as DWL Resources Berhad, a company listed on the Main Market of Bursa Securities)	Investment holding while its subsidiaries are mainly engaged in property construction, property investment and property development	Managing Director	19 April 2019	30 April 2020	-	-
Hydro Gate Sdn Bhd	Sewerage and similar activities; purification and distribution of water for water supply purposes	Non-Executive Director	3 May 2018	9 December 2019	-	-
Mass Rapid Transit Corporation Sdn Bhd	To facilitate, undertake and expedite public infrastructure project approved by the Malaysian government	Executive Director	1 January 2015	1 January 2019	-	-
Prasarana Malaysia Berhad	Facilitate, undertake, coordinate and expedite the implementation of infrastructure projects approved by the government of Malaysia	Non-Executive Director	10 February 2011	1 January 2015	-	-
MYHSR Corporation Sdn Bhd	Business as a project delivery vehicle for a high-speed rail (HSR) project connecting from Kuala Lumpur to Singapore and other related work/activities	Non-Executive Director	7 September 2015	1 August 2018	-	-

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

**(vi) Datuk Lim Tong Lee**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<b>Present involvements</b>						
LBS Foundation	To receive and administer funds solely for medical, educational, environmental and charitable purpose	Trustee	24 April 2015	-	-	-
LBS Bina Group Berhad (Listed on the Main Market of Bursa Securities)	Investment holding company engaged in property development, construction and trading, motor racing circuit and management, investment and others	Independent Non-Executive Director	22 May 2013	-	-	-
ValueMax Group Berhad (Listed on the Main Board of Singapore Stock Exchange)	Provides pawnbroking and secured moneylending services, as well as the retail and trading of jewellery and gold.	Independent Non-Executive Director	27 September 2013	-	-	-
Versalink Holdings Limited (Listed on the Catalyst Board of Singapore Stock Exchange)	Manufacture, marketing and sale of system furniture and other furniture related products	Independent Non-Executive Director	18 April 2019	-	-	-
Altitude Capital (Asia) Sdn Bhd	Consultancy services	Non-Executive Director	13 February 2012	-	50.00	-
Melody Boulevard Sdn Bhd	Property investments	Non-Executive Director	8 August 2011	-	50.00	-
Goldhill Villa Sdn Bhd	Property investments	Non-Executive Director	8 December 2010	-	50.00	-

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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Altitude Capital Sdn Bhd	Property investments	Non-Executive Director	3 September 2009	-	100.00 <sup>(1)</sup>	-
Altitude Capital Pte Ltd	Dormant, intended for consultancy services	Non-Executive Director	13 January 2014	-	50.00	-
Alliance Asia Investment Ltd	Dormant, intended for stock investment	Non-Executive Director	20 May 2014	-	100.00	-

**Past involvement**

Metalearth Capital Sdn Bhd	Dissolved on 17 August 2018. Dormant intended for property investment	Non-Executive Director	27 September 2012	-	-	-
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**Note:**

<sup>(1)</sup> Datuk Lim Tong Lee is holding 49,999 shares of 50,000 total issued shares in the company.

**(vi) Andrea Huang Jia Mei**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<b>Present involvements</b> T&S Boardroom Sdn Bhd	Secretarial support services	Executive Director	30 July 2020	-	100.00	-
AK Bizz Platform Sdn Bhd	Business management, consultancy services accounting, bookkeeping and auditing activities and tax consultancy	Non-Executive Director	9 March 2020	-	50.00	-

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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Sha Tax Services Sdn Bhd	Providing taxation, accounting and corporate management services	Non-Executive Director	10 June 2018	-	-	-
T&S Advisors Sdn Bhd	Consultancy services	Non-Executive Director	18 September 2014	-	35.00	-
KK Sha Consulting Sdn Bhd	Providing goods and services tax, accountancy and corporate management services	Non-Executive Director	24 October 2014	-	50.00	-
<b><u>Past involvement</u></b>						
T&S Secretarial Services Sdn Bhd	Secretarial and management services	Executive Director	3 September 2014	12 March 2021	35.00 <sup>(1)</sup>	-

**Note:**

(1) Disposed her shareholding on 8 June 2021.

As at LPD, the directorships of our Directors in other companies are in compliance with the Listing Requirements.

The involvement of our Directors in those business activities outside our Group does not give rise to any conflict of interest situation with our business.

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

**5.2.4 Directors remuneration and benefits**

The remuneration of our Directors including fees, salaries, bonuses, commissions, other allowances and benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board. As set out in our Constitution, the fees of the Directors and any benefits payable to the Directors shall be subject to annual shareholders' approval at a general meeting. Please refer to Section 15.2.3 for further details.

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid to our Directors for services rendered in all capacities to our Group for FYE 2020 and FYE 2021 are as follows:

	Directors' fees	Salaries	(1) Bonuses	Allowances	Statutory		Total
					Contributions (EPF, SOCSO and EIS)	Benefits-in-kind	
<b>FYE 2020</b>							
Ng Wai Hoe	-	316	52	62	82	-	512
Lim Mei Hwee	-	271	44	61	72	-	448
Tan Sok Moi	-	238	38	60	64	-	400
<b>Proposed for FYE 2021</b>							
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun <sup>(2)</sup>	30	-	-	-	-	-	30
Ng Wai Hoe	-	540	-	120	126	-	786
Lim Mei Hwee	-	480	-	120	115	-	715
Tan Sok Moi	-	420	-	120	104	-	644
Dato' Sri Shahril bin Mokhtar <sup>(2)</sup>	12	-	-	-	-	-	12
Datuk Lim Tong Lee <sup>(2)</sup>	12	-	-	-	-	-	12
Andrea Huang Jia Mei <sup>(2)</sup>	12	-	-	-	-	-	12

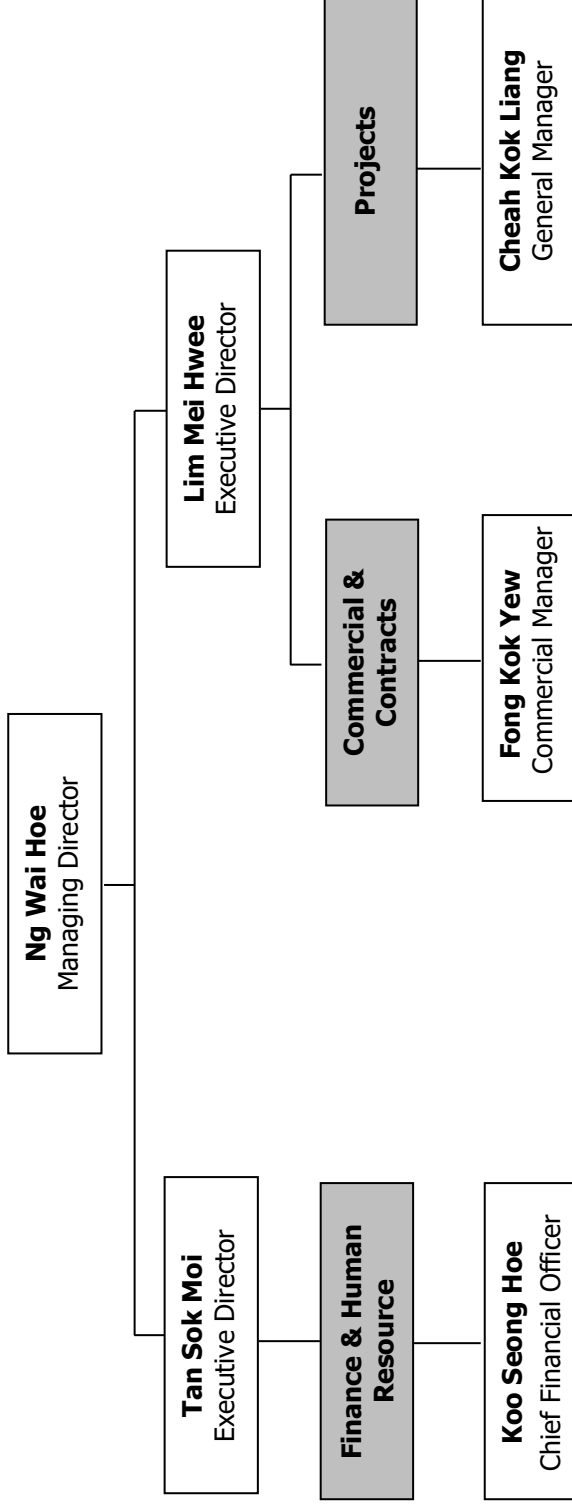
**Notes:**

- (1) The bonuses for FYE 2021 are not included. Such bonuses, if any, will be determined at a later date based on our Group's performance, and will be subject to recommendation of our Remuneration Committee and approval by our Board.
- (2) Appointed on 24 June 2021.

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

**5.3 KEY SENIOR MANAGEMENT**

**5.3.1 Management reporting structure**



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

**5.3.2 Key senior management shareholdings**

The shareholdings of our key senior management in our Company before and after IPO assuming that they will fully subscribe for their respective entitlements under the Pink Form Allocations are set out below:

Name	Designation/ Nationality	Before IPO <sup>(1)</sup>			After IPO <sup>(2)(3)</sup>		
		Direct		Indirect	Direct		Indirect
		No. of Shares	%	No. of Shares	No. of Shares	%	No. of Shares
Koo Seong Hoe	Chief Financial Officer/ Malaysian	-	-	-	250,000	0.05	-
Cheah Kok Liang	General Manager/ Malaysian	-	-	-	250,000	0.05	-
Fong Kok Yew	Commercial Manager/ Malaysian	-	-	-	200,000	0.04	-

**Notes:**

- (1) After completion of Acquisition, but before Public Issue and Offer for Sale.
- (2) Based on enlarged share capital of 489,634,083 Shares after IPO.
- (3) Assuming our key senior management fully subscribe for their respective entitlements under the Pink Form Allocations



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

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**5.3.3 Profiles of key senior management**

The profiles of the key senior management of our Group are as follows:

**(i) Koo Seong Hoe**  
*Chief Financial Officer*

Koo Seong Hoe, a Malaysian male aged 43, is Chief Financial Officer of our Group. He is involved in overseeing our Group's financial planning and management, accounting functions and business planning as well as overseeing the human resource department.

He obtained a Bachelor of Commerce, majoring in Accounting from Curtin University, Australia in 2001. He is a Member of the Certified Practising Accountant Australia since 2005 and is a registered member of the Malaysian Institute of Accountants since 2018.

He began his career with Deloitte Touche Tohmatsu Limited (Malaysia) as an Audit Assistant in 2001 where he was responsible for conducting statutory audit for private and public listed companies. He was promoted as a Senior Audit Assistant in 2004, where he was responsible for leading a team to conduct statutory audits. He left Deloitte Touche Tohmatsu Limited (Malaysia) in 2004 and joined Gamuda Land (Botanic) Sdn Bhd, a subsidiary of Gamuda Berhad (listed on the Main Market of Bursa Securities) in 2005 as a Business Development Executive where he was responsible for market research on potential land acquisition, coordinating the costing and budget planning of the business development department. In 2009, he was promoted to Senior Business Development Executive.

He left Gamuda Land (Botanic) Sdn Bhd in 2010 and joined Perspektif Masa Sdn Bhd as a Project Accountant, where he was in charge of reviewing and monitoring the project budgets. He then left Perspektif Masa Sdn Bhd in 2011 to join Kiarafield Sdn Bhd as a Finance Manager, where he was handling the company's finance and accounting functions.

In 2012, he left Kiarafield Sdn Bhd and joined S P Setia Project Management Sdn Bhd, a subsidiary of S P Setia Berhad (listed on the Main Market of Bursa Securities), as a Finance Manager, where he was responsible for leading the finance department of the company's property management and property services in Klang Valley and was promoted to Senior Finance Manager in 2014. Subsequently in 2016, he was transferred to Aeropod Sdn Bhd, a subsidiary of S P Setia Berhad, as a Senior Finance Manager where he was responsible for the company's financial reporting and management.

In 2019, he left Aeropod Sdn Bhd and joined Gamuda Land (T12) Sdn Bhd, a subsidiary of Gamuda Berhad, as a Senior Finance Manager and was in charge of its financial reporting and management. In 2020, he left Gamuda Land (T12) Sdn Bhd to join our Group in 2020 and assumed his current position.

**(ii) Cheah Kok Liang**  
*General Manager*

Cheah Kok Liang, a Malaysian male aged 43, is our Senior Project Manager. He is responsible for overseeing our Group's construction projects which include planning and executing for new construction projects and oversees the management and execution of our construction project works.

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

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He graduated with a Bachelor of Engineering (Hons) in Civil and Structural Engineering from Universiti Kebangsaan Malaysia in 2002. He commenced his career with Road Builder Sdn Bhd in 2002 as a Site Engineer and was part of the site management team assisting in overseeing the company's construction projects. He left Road Builder Sdn Bhd and joined Crest Builder Sdn Bhd in 2003 as a Senior Project Engineer. During his tenure with the company, he was involved in site management and coordination of the workers' workflow. He left Crest Builder Sdn Bhd in 2007 to establish KF Construction Sdn Bhd and served as its director where he was responsible for overseeing the project and construction activities. He has since dissolved the company in 2016.

In 2011, he re-joined Crest Builder Sdn Bhd in 2011 as a Senior Project Manager where he led the company's project team on planning, organisation and evaluation of project activities. In 2015, he left Crest Builder Sdn Bhd and joined Eupe Corporation Bhd, a company listed on the Main Market of Bursa Securities, as a Senior Project Manager where he was responsible for overseeing the company's overall project and construction management.

In 2016, he left Eupe Corporation Bhd and joined Siab (M) as Senior Project Manager. He assumed his current position in 2021.

**(iii) Fong Kok Yew**  
*Commercial Manager*

Fong Kok Yew, a Malaysian male aged 37, is the Commercial Manager. He is responsible for overseeing the overall project tendering activities which include review of potential tenders and preparation of tender submissions.

He obtained a Diploma in Technology (Quantity Surveying) from Tunku Abdul Rahman College in 2004. He subsequently obtained a Bachelor of Science in Construction Management from Heriot-Watt University, the United Kingdom in 2007.

He began his career with Wira Syukur (M) Sdn Bhd in 2004 as a Contract Executive involved in all aspects of the company's contract administration functions. He left Wira Syukur (M) Sdn Bhd in 2008 to join Pembinaan Tuju Setia Holdings Sdn Bhd as a Contract Executive where he was involved in pre-and post-contract activities which include participating in tender exercises and preparing progress claims. He was subsequently promoted to Senior Contract Executive and an Assistant Contract Manager in 2011 and 2013, respectively. He was mainly responsible in assisting the Contract Manager in project costing and contract management.

In 2013, he left Pembinaan Tuju Setia Holdings Sdn Bhd and joined Siab (M) as a Contracts Manager, where he was in-charge of the company's overall management of project costs and contracts. He was then reassigned to his current position in 2020.

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

**5.3.4 Principal business performed outside our Group**

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

**(i) Fong Kok Yew**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<b>Past involvement</b> Jaya99 Management Sdn Bhd	In the process of winding up. Previously involved in property management	Non-Executive Director	1 August 2011	-	15.00	-

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.3.5 Key senior management remuneration and benefits

The remuneration of our key senior management including, salaries, bonuses, commissions, other allowances and benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board.

The aggregate remuneration and material benefits-in-kind (in bands of RM50,000) paid and proposed to be paid to our key senior management for services rendered in all capacities to our Group for FYE 2020 and FYE 2021 are as follows:

	Remuneration <sup>(1)(2)</sup>	Benefits-in-kind	Total
	RM'000		
<b>FYE 2020</b>			
Cheah Kok Liang	200-250	-	200-250
Koo Seong Hoe	50-100	-	50-100
Fong Kok Yew	100-150	-	100-150
<b>Proposed for FYE 2021</b>			
Cheah Kok Liang	250-300	-	250-300
Koo Seong Hoe	150-200	-	150-200
Fong Kok Yew	100-150	-	100-150

#### Notes:

- (1) The remuneration for key senior management includes salaries, bonuses, allowances and other emoluments.
- (2) The bonuses for FYE 2021 are not included. Such bonuses, if any, will be determined at a later date based on our Group's performance, and will be subject to the recommendation of our Remuneration Committee and approval by our Board.

## 5.4 BOARD PRACTICE

### 5.4.1 Board

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

- (i) To provide leadership and oversee the overall conduct of our Group's businesses to ensure that our businesses are being properly managed;
- (ii) To review and adopt strategic plans for our Group and to ensure that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced;
- (iii) To review and adopt corporate governance best practices in relation to risk management, legal and compliance management and internal control systems to safeguard our Group's reputation, and our employees and assets and to ensure compliance with applicable laws and regulations;
- (iv) To ensure that our Company has effective Board committees as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by the Malaysian Code on Corporate Governance;

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

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- (v) To review and approve our annual business plans, financial statements and annual reports;
- (vi) To monitor the relationship between our Group and our management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders' communications policy for our Group; and
- (vii) To appoint our Board committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by our Board committees and deliberate on the recommendations thereon.

In accordance with our Constitution, an election of Directors shall take place each year at the annual general meeting of our Company, where one-third of our Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to one-third shall retire from office and be eligible for re-election. This is provided always that all Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Our Executive Directors were appointed to our Board on 30 December 2020 and our Independent Directors were appointed to our Board on 24 June 2021. All our Directors have served for less than one year as at LPD. All our Directors will retire and be eligible for re-election at our forthcoming first annual general meeting. The members of our Board are set out in Section 5.2.

**5.4.2 Audit and Risk Management Committee**

The main function of our Audit and Risk Management Committee is to assist our Board in fulfilling its responsibility to oversee our Group's accounting and financial reporting matters. The Audit and Risk Management Committee's duties and responsibilities as stated in its terms of reference include, amongst others, the following:

- (i) To review the engagement, compensation, performance, qualifications and independence of our external auditors, its conduct of the annual statutory audit of our financial statements, and the engagement of external auditors for all other services;
- (ii) To review and approve our quarterly and annual financial statements for recommendation to our Board, focusing in particular on any changes in or implementation of major accounting policies and practices, significant and unusual events, significant adjustments arising from the audit, going concern assumption and compliance with accounting standards and other regulatory or legal requirements;
- (iii) To review any related party transactions entered into by our Group and any conflict of interest situations that may arise within our Group;
- (iv) To consider the major findings of internal audit investigations and management's response;
- (v) To review, assess, formulate and recommend risk management strategies, framework, policies, processes, tolerance and risk appetite limits to the Board, monitor the Group's risk exposures to ensure implementation and compliance with

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

the approved risk policies and processes of the Group, review status of management action in mitigating significant risks identified; and

- (vi) To perform such other functions as may be requested by our Board.

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

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

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Datuk Lim Tong Lee	Chairman	Independent Non-Executive Director
Dato' Sri Shahril bin Mokhtar	Member	Independent Non-Executive Director
Andrea Huang Jia Mei	Member	Independent Non-Executive Director

Our Nominating Committee will review the composition, performance and effectiveness of our Audit and Risk Management Committee annually.

### 5.4.3 Remuneration Committee

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

- (i) To recommend a remuneration framework for our Managing Director, Executive Directors, and key senior management for our Board's approval. There should be a balance in determining the remuneration package, which should take into account the complexity of the Company's business and the individual's responsibilities and be aligned with the business strategy and long-term objectives of the Company. The framework should cover all aspects of remuneration including Director's fee, salaries, allowance, bonuses, options and benefit-in-kind;
- (ii) As for Non-Executive Directors and Independent Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of our Board;
- (iii) To assist the Board to implement its policies and procedures on remuneration including developing and administrating a fair and transparent procedure for setting policy on remuneration of Directors and Senior Management to ensure that remuneration packages are determined on the basis of their merit, qualification and competence, while having regard to the Company's operating results, individual performance and comparable market statistics; and
- (iv) To perform any other functions as defined by our Board.

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

## **5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

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

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Andrea Huong Jia Mei	Chairwoman	Independent Non-Executive Director
Dato' Sri Shahril bin Mokhtar	Member	Independent Non-Executive Director
Datuk Lim Tong Lee	Member	Independent Non-Executive Director

### **5.4.4 Nominating Committee**

The Nominating Committee's duties and responsibilities as stated in its terms of reference include, amongst others, the following:

- (i) To assist our Board in ensuring that our Board is of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- (ii) To ensure appropriate selection criteria and processes and to identify and recommend to our Board, candidates for directorships of our Company and members of the relevant Board committees;
- (iii) To assist our Board to assess and evaluate circumstances where a Director's involvement outside our Group may give rise to a potential conflict of interest with our Group's businesses, upon receiving declaration of the same from our Director and thereafter, to inform our Audit and Risk Management Committee of the same. After deliberation with our Audit and Risk Management Committee, to recommend to our Board the necessary actions to be taken in circumstances where there is a conflict of interest;
- (iv) To evaluate the effectiveness of our Board and the relevant Board committees; and
- (v) To ensure an appropriate framework and succession planning for our Board.

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

The members of our Nominating Committee as at LPD are as follows:

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Dato' Sri Shahril bin Mokhtar	Chairman	Independent Non-Executive Director
Datuk Lim Tong Lee	Member	Independent Non-Executive Director
Andrea Huong Jia Mei	Member	Independent Non-Executive Director

## **5.5 RELATIONSHIPS AND/OR ASSOCIATIONS**

As at LPD, there are no family relationships or association between or amongst our Promoters, substantial shareholders, Directors and key senior management.

## **5.6 EXISTING OR PROPOSED SERVICE AGREEMENTS**

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

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

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**5.7 DECLARATION FROM PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT**

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

- (a) In the last 10 years, a petition under any bankruptcy or insolvency law filed (and not struck out) against him or any partnership in which he was a partner or any corporation of which he was a Director or a member of key senior management;
- (b) Disqualified from acting as a Director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (c) In the last 10 years, charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (d) In the last 10 years, any judgment that was entered against him, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (e) In the last 10 years, was the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market;
- (f) Being the subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity;
- (g) In the last 10 years has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; and
- (h) Has any unsatisfied judgment against him.

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