

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 Share Transfer and our IPO are set out below:

Name	Place of incorporation/ Nationality	Before Share Transfer and IPO				After Share Transfer and IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
Ong Legacy	Malaysia	-	-	-	-	350,000,000	70.0	-	-
Ong Boon Leng	Malaysian	255,636,700	63.9	-	-	-	-	(3)350,000,000	70.0
Lim Suk Gen	Malaysian	64,363,300	16.1	-	-	-	-	(3)350,000,000	70.0
Ong Keat Qian	Malaysian	40,000,000	10.0	-	-	-	-	(3)350,000,000	70.0
Ong Keat Hoe	Malaysian	40,000,000	10.0	-	-	-	-	(3)350,000,000	70.0

Notes:

- (1) Based on our share capital of 400,000,000 Shares after Acquisition of Hock Soon Poultry Farm but before IPO.
- (2) Based on our enlarged share capital of 500,000,000 Shares after IPO.
- (3) Deemed interested by virtue of their shareholdings in Ong Legacy pursuant to Section 8(4) of the Act.

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

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

5.1.2 Profiles of Promoters and substantial shareholders

The profiles of our Promoters and substantial shareholders are set out below:

(a) Ong Boon Leng

Ong Boon Leng, a Malaysian male aged 65, is our Promoter, substantial shareholder and Managing Director. He was appointed to our Board since incorporation on 26 November 2024 and is responsible for overseeing our Group's overall business planning and operations and strategic directions to drive the business development, growth and expansion of our Group.

He completed his Sijil Rendah Pelajaran from Sekolah Menengah Kebangsaan Tinggi Klang, Selangor in 1975.

Ong Boon Leng has over 40 years of experience in poultry farming. In 1979, he joined our Group as Farm Manager where he was responsible for the day-to-day operations and management of the poultry farm. He was subsequently appointed as Executive Director in 1981 where he was primarily responsible for the management of our poultry farm and feed mill operations.

In 1996, he was appointed as Managing Director where he spearheaded our Group's transition from utilising traditional methods of poultry farming to adopting modern methods of poultry farming. Under his direction, our Group underwent significant growth from a small family business to one of the pioneers in the egg production industry. He continues to hold this position to-date.

Kindly refer to Section 5.2.3(b) for his involvement in other business activities outside our Group.

(b) Lim Suk Gen

Lim Suk Gen, a Malaysian female aged 57, is our Promoter, substantial shareholder and Executive Director. She was appointed to our Board on 21 February 2025 and is responsible for overseeing our Group's production, HR and administration departments.

She completed Penilaian Darjah Lima from Sekolah Jenis Kebangsaan (Cina) Bercham, Ipoh in 1979.

She began her career in our Group in 1985 as Production Supervisor. She was primarily responsible for supervising production flow as well as managing and streamlining the production operations.

She was subsequently appointed as Executive Director in 1994 where she was primarily responsible for overseeing our Group's administration and production departments. In 2001, she ceased her directorship to dedicate her time to being a homemaker.

In 2004, she rejoined our Group as Production cum Sales Manager where she was primarily responsible for overseeing our Group's production departments as well as business administration, HR and payroll management. In 2019, she was reappointed as Executive Director, a position she continues to hold to-date.

Kindly refer to Section 5.2.3(c) for her involvement in other business activities outside our Group.

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

(c) Ong Keat Qian

Ong Keat Qian, a Malaysian male aged 38, is our Promoter, substantial shareholder and Executive Director. He was appointed to our Board on 21 February 2025 and is responsible for overseeing our Group's farm and feed mill operations as well as veterinary and projects departments.

He obtained his Bachelor of Arts in International Business Management from University of Northumbria, Newcastle, UK in 2011.

In 2011, he began his career in our Group as General Manager where he was primarily responsible for overseeing the management of our poultry farm and feed mill operations, ensuring consistent feed quality to meet nutritional requirements of various stages of laying hens.

In 2017, he was appointed as Executive Director assuming his current responsibilities. He continues to hold this position to-date.

Kindly refer to Section 5.2.3(d) for his involvement in other business activities outside our Group.

(d) Ong Keat Hoe

Ong Keat Hoe, a Malaysian male aged 30, is our Promoter, substantial shareholder and Executive Director. He was appointed to our Board on 21 February 2025 and is responsible for our Group's sales and marketing department.

He pursued his studies at Taylor's University and obtained his Bachelor of Arts in Business Management with Marketing from University of the West of England, Bristol, UK in 2021.

In 2019, he started assisting our Managing Director in the day-to-day operation on a part time basis.

In 2021, he began his career in our Group as Sales and Marketing Manager where he was primarily responsible for nurturing customer relationships and developing new markets, both locally and overseas including Hong Kong. He also led the launch and development of our Group's table eggs under our house brands. During the same year, he was appointed as Executive Director where he was responsible for overseeing the sales and marketing activities of our Group. He continues to hold this position to-date.

Kindly refer to Section 5.2.3(e) for his involvement in other business activities outside our Group.

(e) Ong Legacy

Ong Legacy, our Promoter and substantial shareholder, was incorporated in Malaysia as a private limited company under the Act on 21 March 2025. Ong Legacy is principally an investment holding company and was incorporated to facilitate the Share Transfer.

As at LPD, the issued share capital of Ong Legacy is RM1 comprising 1 ordinary share and the directors of Ong Legacy are Ong Boon Leng, Lim Suk Gen, Ong Keat Qian and Ong Keat Hoe. Upon completion of the Share Transfer, the issued share capital of Ong Legacy will increase to RM[•] million comprising 3,500,000 ordinary shares, of which the details of shareholders are as follows:

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

Name	Nationality	Direct		Indirect	
		No. of shares	(1)%	No. of shares	%
Ong Boon Leng	Malaysian	2,236,500	63.9	-	-
Lim Suk Gen	Malaysian	563,500	16.1	-	-
Ong Keat Qian	Malaysian	350,000	10.0	-	-
Ong Keat Hoe	Malaysian	350,000	10.0	-	-

Note:

(1) Based on issued share capital of 3,500,000 ordinary shares upon completion of the Share Transfer.

Further details of the Share Transfer is set out in Section 6.2.2.

As at LPD, Ong Legacy does not have any interest in other companies.

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

5.1.3 Changes in Promoters' and substantial shareholders' shareholdings

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

Name	As at incorporation				Before Share Transfer and IPO				After Share Transfer and IPO			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%	No. of Shares	(3)%	No. of Shares	(3)%
Promoters and substantial shareholders												
Ong Legacy	-	-	-	-	-	-	-	-	350,000,000	70.0	-	-
Ong Boon Leng	1	100.0	-	-	255,636,700	63.9	-	-	-	-	(4)350,000,000	70.0
Lim Suk Gen	-	-	-	-	64,363,300	16.1	-	-	-	-	(4)350,000,000	70.0
Ong Keat Hoe	-	-	-	-	40,000,000	10.0	-	-	-	-	(4)350,000,000	70.0
Ong Keat Qian	-	-	-	-	40,000,000	10.0	-	-	-	-	(4)350,000,000	70.0

Notes:

- (1) Based on our share capital of 1 Share as at incorporation.
- (2) Based on our share capital of 400,000,000 Shares after Acquisition of Hock Soon Poultry Farm but before IPO.
- (3) Based on our enlarged share capital of 500,000,000 Shares after IPO.
- (4) Deemed interested by virtue of their shareholdings in Ong Legacy pursuant to Section 8(4) of the Act.

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. As at LPD, there is no arrangement between our Company, Promoters and substantial shareholders with any third-party which may result in a change in control of our Company at a date subsequent to our Listing.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**5.1.5 Amounts or benefits paid or intended to be paid or given to our Promoters and substantial shareholders**

Save for the issuance of our Shares as consideration for the Acquisition of Hock Soon Poultry Farm, dividends paid or intended to be paid to our Promoters and substantial shareholders as disclosed below, and aggregate remuneration and benefits paid or proposed to be paid for services rendered to our Group in all capacities as disclosed in Section 5.2.4, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and substantial shareholders within the 2 years preceding the date of this Prospectus:

Promoters and substantial shareholders	Dividends declared and paid			1 October 2024 up to LPD
	FYE 2022	FYE 2023	FYE 2024	
	RM'000	RM'000	RM'000	RM'000
Ong Boon Leng	-	639	40,742	27,481
Lim Suk Gen	-	161	10,258	6,919
Ong Keat Qian	-	100	6,375	4,300
Ong Keat Hoe	-	100	6,375	4,300
	-	1,000	63,750	43,000

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

5.2 DIRECTORS

5.2.1 Directors' shareholdings

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

Name	Designation/ Nationality	As at LPD				Before Share Transfer and IPO				After Share Transfer and IPO			
		Direct		Indirect		Direct		Indirect		Direct		Indirect	
		No. of Shares	(1)0%	No. of Shares	(1)0%	No. of Shares	(2)0%	No. of Shares	(2)0%	No. of Shares	(3)0%	No. of Shares	(3)0%
Datuk Seri Nurmala Binti Abd Rahim	Independent Non-Executive Chairperson/ Malaysian	-	-	-	-	-	-	-	-	-	-	-	-
Ong Boon Leng	Managing Director/ Malaysian	1	100.0	-	-	255,636,700	63.9	-	-	-	-	(4)350,000,000	70.0
Lim Suk Gen	Executive Director/ Malaysian	-	-	-	-	64,363,300	16.1	-	-	-	-	(4)350,000,000	70.0
Ong Keat Qian	Executive Director/ Malaysian	-	-	-	-	40,000,000	10.0	-	-	-	-	(4)350,000,000	70.0
Ong Keat Hoe	Executive Director/ Malaysian	-	-	-	-	40,000,000	10.0	-	-	-	-	(4)350,000,000	70.0
Tan Phaik Yen	Independent Non-Executive Director/ Malaysian	-	-	-	-	-	-	-	-	-	-	-	-
Chang Lih Yik	Independent Non-Executive Director/ Malaysian	-	-	-	-	-	-	-	-	100,000	<0.1	-	-
Pook Kim Nyeen	Independent Non-Executive Director/ Malaysian	-	-	-	-	-	-	-	-	20,000	<0.1	-	-

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

Notes:

- (1) Based on our share capital of 1 Share as at incorporation.
- (2) Based on our share capital of 400,000,000 Shares after Acquisition of Hock Soon Poultry Farm but before IPO.
- (3) Based on our enlarged share capital of 500,000,000 Shares after IPO.
- (4) Deemed interested by virtue of their shareholdings in Ong Legacy pursuant to Section 8(4) of the Act.

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

5.2.2 Profiles of Directors

The profiles of Ong Boon Leng (our Managing Director), Lim Suk Gen (our Executive Director), Ong Keat Qian (our Executive Director) and Ong Keat Hoe (our Executive Director), are set out in Section 5.1.2. The profiles of our other Directors are as follows:

(a) Datuk Seri Nurmala Binti Abd Rahim

Datuk Seri Nurmala Binti Abd Rahim, a Malaysian female aged 71, is our Independent Non-Executive Chairperson. She was appointed to our Board on 21 February 2025.

She obtained her Bachelor of Social Science in Urban Studies from Universiti Sains Malaysia in 1977. Subsequently, she completed her Diploma in Public Administration from the National Institute of Public Administration ("**INTAN**") in 1978. She also completed her Master of Public Administration ("**MPA**") from Pennsylvania State University, USA in 1988.

She began her career with the Government as an Administrative and Diplomatic Officer in 1978. Her first posting was with the Ministry of Agriculture (currently known as Ministry of Agriculture and Food Security), where she served as Assistant Secretary of the International Division, Assistant Secretary of the Planning and Development Division and the Principal Private Secretary to the Minister of Agriculture throughout her tenure from 1978 to 1984. Her tasks at the Ministry included administrative works related to the International Food Agricultural Organisation, assisting in drafting the National Agricultural Policy, and assisting the Minister in his day-to-day official duties. In 1984, she left the Ministry of Agriculture to join INTAN as a Senior Project Officer where she was primarily responsible for conducting training programmes for Government officers in the field of quality management. In 1986, she left INTAN and took a break from her career to pursue her MPA.

Upon completion of her MPA, she resumed her career and was assigned to the Malaysian Administrative Modernisation and Management Planning Unit ("**MAMPU**") under the Prime Minister's Department as a Principal Assistant Director in 1988. During her stint in MAMPU, she was involved in various programmes aimed at improving the services of various Government departments and agencies by conducting research, visits, inspections, drafting the administrative circulars, advising and evaluating Government agencies for the quality improvement award system at the national level. In 2002, she left MAMPU and joined MITI (then known as Ministry of International Trade and Industry) as the Director of ASEAN Division, where she was involved in various Free Trade Area ("**FTA**") negotiations representing Malaysia at the ASEAN level as well as FTA negotiations with other trade partners of ASEAN. She was also the ASEAN representative and spokesperson in the FTA negotiations with India. Throughout her tenure with MITI, she also assumed various other positions including Minister Counsellor at the Embassy of Malaysia in Tokyo, Japan, Senior Director of the Strategic Planning Division, and Senior Director of the Management Service Division. Whilst in Japan she was involved in providing input as well as liaising communication between Malaysia and Japan on trade and economic development of both countries. Upon returning to Malaysia after 2 years in Japan, she was involved in strategic planning, administration, finance as well as information and communications technology for MITI.

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

In 2007, she left MITI to join the Ministry of Plantation, Industries and Commodities ("MPIC") (currently known as Ministry of Plantation and Commodities) as Deputy Secretary General. In 2011, she was further promoted to Secretary General. At MPIC, she was in charge of planning and developing the plantation sector covering oil palm, rubber, timber, cocoa, pepper and kenaf both upstream and downstream. She was also responsible in developing and implementing the National Commodities Policy with yearly export earnings targets whilst at the same time taking care of the interest of the smallholders. At the international level, she was involved in promoting the industry by attending international meetings and leading trade missions.

In 2014, at the age of 60, she went on a mandatory retirement from the Malaysian civil service.

She currently sits on the board of Hartalega Holdings Berhad (since 2016) and DPI Holdings Berhad (since 2018) as Independent Non-Executive Director and Senior Independent Non-Executive Director respectively. Hartalega Holdings Berhad is listed on the Main Market whilst DPI Holdings Berhad is listed on the ACE Market of Bursa Securities.

She does not have any relationship with our Promoters, Directors and key senior management.

Kindly refer to Section 5.2.3(a) for her involvement in other business activities outside our Group.

(b) Pook Kim Nyeon

Pook Kim Nyeon, a Malaysian male aged 42, is our Independent Non-Executive Director. He was appointed to our Board on 21 February 2025. He is the Chairperson of our Audit and Risk Management Committee and a member of our Nomination Committee and Remuneration Committee.

He graduated from Tunku Abdul Rahman College with a Diploma in Business Studies (Accounting) in 2004 and obtained his Advanced Diploma in Commerce (Financial Accounting) in 2006. He has been a member of ACCA since 2011 and subsequently became a Fellow of ACCA since 2016. He is also a member of MIA since 2012.

He began his career in Chong & Co Chartered Accountants in 2006 as an Audit Associate where he assisted in audit matters of small to medium-sized corporations. He left Chong & Co Chartered Accountants and joined Crowe Horwarth International (currently known as Crowe Malaysia PLT) in 2008 as an Audit Associate and was subsequently promoted to Audit Senior Manager. He was primarily involved in numerous audit assignments in various industries such as trading, manufacturing and property development.

In 2017, he left Crowe Malaysia PLT and joined Uzma Berhad as Financial Controller, where he was responsible for finance and accounting matters. He resigned from Uzma Berhad in 2020 and thereafter, joined Aeon Credit (M) Berhad as its Head of Finance where he was primarily responsible for overseeing the financial reporting, internal controls, risks, ethics and compliance with legal and statutory requirements.

In 2021, he resigned from Aeon Credit (M) Berhad and joined Software One Experts Sdn Bhd as its Head of Finance, a position he presently holds, where he spearheads the company's finance department.

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

He currently sits on the board of Resintech Berhad (since 2023) as Independent Non-Executive Director. Resintech Berhad is listed on the Main Market.

He does not have any relationship with our Promoters, Directors and key senior management.

Kindly refer to Section 5.2.3(f) for his involvement in other business activities outside our Group.

(c) Chang Lih Yik

Chang Lih Yik, a Malaysian male aged 41, is our Independent Non-Executive Director. He was appointed to our Board on 21 February 2025. He is the Chairperson of our Nomination Committee and a member of our Audit and Risk Management Committee and Remuneration Committee.

He obtained his Bachelor of Laws from Multimedia University in August 2008. He subsequently completed his Master of Laws with specialisation in Business Law from University of California, Berkeley, USA in May 2013. In October 2013, he passed the New York State Bar Examinations. He was admitted to the New York State Bar in 2016.

He began his career with KPMG Tax Services Sdn Bhd in November 2008 as Tax Consultant Assistant where he was mainly involved in tax advisory and tax computation matters.

In 2009, he resigned from KPMG Tax Services Sdn Bhd and joined Kadir Andri & Partners as a pupil-in-chambers where he assisted with litigation matters including the drafting of cause papers and attending court hearings. He completed his pupillage in March 2010 and was admitted as an advocate and solicitor of the High Court in Malaya in May 2010.

In August 2010, he began his legal practice with Wong Beh & Toh as Legal Associate where he was mainly involved in capital market and mergers and acquisitions matters. In 2012, he resigned from Wong Beh & Toh to further his studies in USA. In 2013, he joined Realty Links LLC which is based in Houston, Texas, USA as Legal Researcher for a short stint where he assisted with research on land acquisition and land auction related matters. During the same year, he resigned from Realty Links LLC and took a 2 months hiatus before returning to Malaysia.

In 2014, he joined Adnan Sundra & Low as Legal Associate and was primarily involved in legal matters relating to initial public offerings and equity capital markets. He resigned from Adnan Sundra & Low and founded Chang & Co in February 2018. He left Chang & Co in December 2018. In 2019, he joined Wong Teoh & Chang as Partner, a position he presently holds, where his practice focuses primarily on corporate, commercial and real estate matters.

He does not have any relationship with our Promoters, Directors and key senior management.

Kindly refer to Section 5.2.3(g) for his involvement in other business activities outside our Group.

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

(d) Tan Phaik Yen

Tan Phaik Yen, a Malaysian female aged 56, is our Independent Non-Executive Director. She was appointed to our Board on 21 February 2025. She is the Chairperson of the Remuneration Committee and a member of the Audit and Risk Management Committee and Nomination Committee.

She obtained her Bachelor of Laws from the University of London, UK in 1992 and obtained the Certificate of Legal Practice in 1993. She was admitted as an advocate and solicitor of the High Court of Malaya in December 1994. She has over 30 years of experience as an advocate and solicitor in Malaysia and she has garnered extensive experience and expertise in real estates, corporate, and banking and finance matters.

She joined Oon Kong & Lee in March 1994 as a pupil-in-chambers and completed her pupillage with Lee Choon Wan & Co in November 1994. Following her admission to the Malaysian Bar, she joined Cheah Pok Gek & Associates in December 1994 as Legal Assistant. In 1997, she left Cheah Pok Gek & Associates and joined Soo Thien Ming & Nashrah, Klang office, as Legal Assistant where she was primarily involved in corporate and conveyancing matters. In 2003, she was promoted to Partner of Soo Thien Ming & Nashrah. In 2021, she left Soo Thien Ming & Nashrah and joined CH Yeap & Partners as Partner. In 2023, she left CH Yeap & Partners and founded PY Tan & Partners.

She does not have any relationship with our Promoters, Directors and key senior management.

Kindly refer to Section 5.2.3(h) for her involvement in other business activities outside our Group.

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

5.2.3 Principal business performed outside our Group

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

(a) Datuk Seri Nurmala Binti Abd Rahim

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
Pan Merchant Berhad	Investment holding company of subsidiaries principally involved in the design, manufacture, assembly, delivery and commission of filters for solid liquid filtration, provision of steel works and provision of technical support services	Senior Independent Non-Executive Director	23 August 2024	-	-	-
DPI Holdings Berhad (listed on the ACE Market of Bursa Securities)	Investment holding company of subsidiaries principally involved in the development, manufacturing and distribution of aerosol products, trading of solvents and thinners and manufacturing and trading of plastic products	Senior Independent Non-Executive Director and shareholder	1 March 2018	-	<0.1	-
Hartalega Holdings Berhad (listed on the Main Market)	Investment holding company of subsidiaries principally involved in the manufacturing and sale of gloves	Independent Non-Executive Director	23 August 2016	-	-	-

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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Past involvement</u>						
ETA World Group Berhad	Investment holding company of subsidiaries principally involved in provision of turnkey solutions in the design and construction of factories and architectural and engineering services, submission and approvals, construction, project management and delivery of vacant possession	Independent Non-Executive Chairman	11 November 2021	29 September 2023	-	-

(b) Ong Boon Leng

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
BL Ong & Sons Ventures	Investment holding of land and handling of chicken manure	Director and shareholder	8 February 2024	-	63.9	-
Ong Legacy	Investment holding of shares	Director and shareholder	21 March 2025	-	⁽¹⁾ 100.0	-
<u>Past involvement</u>						
Ong Kim Hock & Sons Sdn Bhd	Previously involved in provision of warehousing service and dissolved on 27 June 2024	Director and shareholder	3 August 1990	-	15.4	⁽²⁾ 7.7

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

Notes:

- (1) He will hold 63.9% equity interest in Ong Legacy upon completion of the Share Transfer.
- (2) Deemed interested by virtue of his spouse's shareholdings in the company pursuant to Section 8(4) of the Act.

(c) Lim Suk Gen

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
BL Ong & Sons Ventures	Investment holding of land and handling of chicken manure	Director and shareholder	8 February 2024	-	16.1	-
Ong Legacy	Investment holding of shares	Director	21 March 2025	-	(1)-	-
<u>Past involvement</u>						
Ong Kim Hock & Sons Sdn Bhd	Previously involved in provision of warehousing service and dissolved on 27 June 2024	Shareholder	-	-	7.7	(2)15.4

Notes:

- (1) She will hold 16.1% equity interest in Ong Legacy upon completion of the Share Transfer.
- (2) Deemed interested by virtue of her spouse's shareholdings in the company pursuant to Section 8(4) of the Act.

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

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
BL Ong & Sons Ventures	Investment holding of land and handling of chicken manure	Director and shareholder	8 February 2024	-	10.0	-
Ong Legacy	Investment holding of shares	Director	21 March 2025	-	(1)-	-
<u>Past involvement</u>						
Nil						

Note:

(1) He will hold 10.0% equity interest in Ong Legacy upon completion of the Share Transfer.

(e) Ong Keat Hoe

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
BL Ong & Sons Ventures	Investment holding of land and handling of chicken manure	Director and shareholder/ Alternate Director to Ong Boon Leng	8 February 2024/ 20 February 2024	-	10.0	-
Ong Legacy	Investment holding of shares	Director	21 March 2025	-	(1)-	-
<u>Past involvement</u>						
Nil						

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

(1) He will hold 10.0% equity interest in Ong Legacy upon completion of the Share Transfer.

(f) Pook Kim Nyea

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
Resintech Berhad (listed on the Main Market)	Investment holding company of subsidiaries principally involved in the manufacturing and trading of diversified plastics building materials	Independent Non-Executive Director	31 May 2023	-	-	-
K2 Advisory & Consultancy Services Sdn Bhd	Information technology service activities, financial consultancy services and business management consultancy services	Shareholder	29 August 2023	Resigned as director on 12 August 2024	50.0	-

Past involvement

Nil

(g) Chang Lih Yik

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
Centauri Services and Technology Sdn Bhd	Customer services and shared services and information technology services	Director	28 January 2022	-	-	-

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
Simple 17 Solutions Sdn Bhd	Provision of actuarial and accounting services	Director and shareholder	9 February 2021	-	50.0	-
Sweetpine Agro Sdn Bhd	Growing of pineapple and other vegetables as well as manufacture of fruits and vegetables food products	Shareholder	-	-	7.0	-
Wong Teoh & Chang	Provision of legal services	Partner	1 January 2019	-	-	-

Past involvement

Nil

(h) Tan Phaik Yen

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
PY Tan & Partners	Provision of legal services	Partner	2 August 2023	-	-	-
<u>Past involvement</u>						
Soo Thien Ming & Nashrah	Provision of legal services	Partner	2 January 2003	30 June 2021	-	-
CH Yeap & Partners	Provision of legal services	Partner	1 July 2021	31 July 2023	-	-

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

As at LPD, the directorships of our Directors in other companies are in compliance with Paragraph 15.06 of the Listing Requirements as they do not hold more than 5 directorships in public listed companies on Bursa Securities. They also do not have any directorships in public listed companies on other stock exchanges.

Save as disclosed in Section 11.1, the involvement of our Directors in those business activities outside our Group does not give rise to any conflict of interest situation with our business. The involvement of our Executive Directors in the business outside our Group does not preclude them from allocating or committing their time and effort to our Group as they are not involved in the day-to-day operations of the companies. Therefore, their involvement in the companies do not require a significant amount of time, and hence does not affect their ability to fulfil their executive roles and responsibilities to our Group.

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

5.2.4 Directors' remuneration and benefits

The remuneration of our Directors including fees, salaries, bonuses, other emoluments and benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board. The Director's fees and any benefits payable to Directors shall be subject to annual approval by our shareholders pursuant to an ordinary resolution passed at a general meeting in accordance with our Constitution. Please refer to Section 15.3 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 2023 to 2025 are as follows:

	Directors' fees	Salaries	Bonuses	Other emoluments	Benefits-in-kind	Total
	RM'000					
FYE 2023 (Paid)						
Ong Boon Leng	-	2,886	800	700	22	4,408
Lim Suk Gen	-	1,218	700	366	8	2,292
Ong Keat Qian	-	1,200	900	400	41	2,541
Ong Keat Hoe	-	780	700	282	27	1,789
FYE 2024 (Paid)						
Ong Boon Leng	-	2,886	500	643	40	4,069
Lim Suk Gen	-	1,218	500	328	2	2,048
Ong Keat Qian	-	1,200	700	362	50	2,312
Ong Keat Hoe	-	780	500	244	28	1,552
FYE 2025 (Proposed)						
Datuk Seri Nurmala Binti Abd Rahim	(1)35	-	-	2	-	37
Ong Boon Leng	-	2,886	(2)-	548	41	3,475
Lim Suk Gen	-	1,218	(2)-	233	1	1,452
Ong Keat Qian	-	1,200	(2)-	229	51	1,480
Ong Keat Hoe	-	960	(2)-	184	27	1,171
Tan Phaik Yen	(1)18	-	-	2	-	20
Chang Lih Yik	(1)18	-	-	2	-	20
Pook Kim Nyeon	(1)25	-	-	2	-	27

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

Notes:

- (1) Pro-rated based on their date of appointment to our Board.
- (2) The bonuses for FYE 2025 are not included. Such bonuses, if any, will be determined at a later date based on the individual's performance and our Group's performance, and will be subject to recommendation of our Remuneration Committee and approval by our Board.

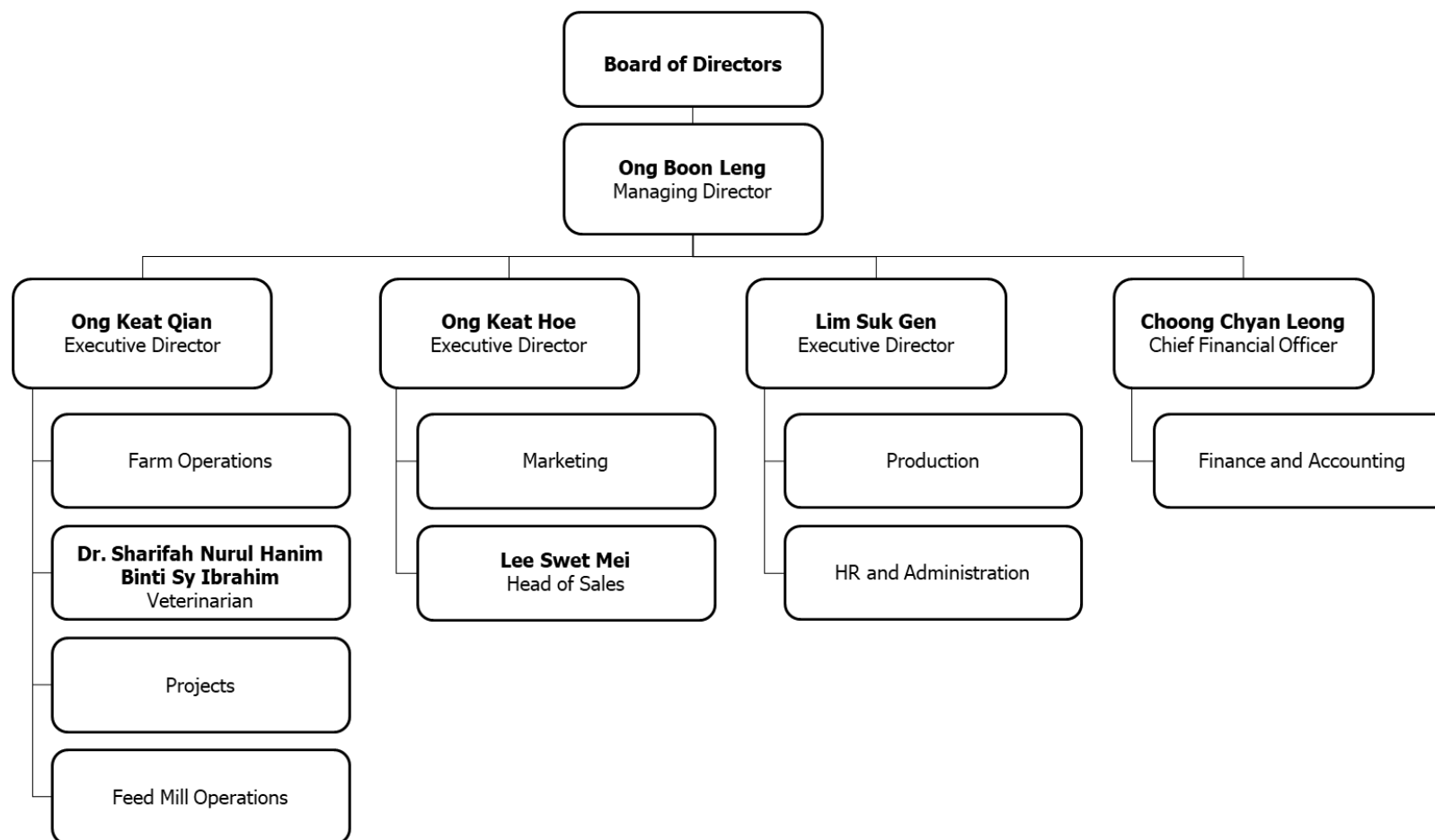
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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

5.3 KEY SENIOR MANAGEMENT

5.3.1 Management structure

The management reporting structure of our Group is as follows:



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

5.3.2 Key senior management shareholdings

The shareholdings of our key senior management in our Group, save for our Executive Directors which are disclosed in Sections 5.1.1 and 5.2.1, before and after our IPO (assuming they fully subscribe for their respective entitlements under the Pink Form Allocations), are set out below:

Name	Designation/ Nationality	As at LPD				Before IPO				After IPO			
		Direct		Indirect		Direct		Indirect		Direct		Indirect	
		No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%	No. of Shares	(3)%	No. of Shares	(3)%
Choong Chyan Leong	Chief Financial Officer/ Malaysian	-	-	-	-	-	-	-	-	160,000	<0.1	-	-
Lee Swet Mei	Head of Sales/ Malaysian	-	-	-	-	-	-	-	-	25,000	<0.1	-	-
Dr. Sharifah Nurul Hanim Binti Sy Ibrahim	Veterinarian/ Malaysian	-	-	-	-	-	-	-	-	10,000	<0.1	-	-

Notes:

- (1) Based on our share capital of 1 Share as at LPD.
- (2) Based on our share capital of 400,000,000 Shares after Acquisition of Hock Soon Poultry Farm but before IPO.
- (3) Based on our enlarged share capital of 500,000,000 Shares after IPO.

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

5.3.3 Profiles of key senior management

Save for the profile of our Executive Directors which are set out in Section 5.1.2, the profiles of the other key senior management of our Group are as follows:

(a) Choong Chyan Leong

Choong Chyan Leong, a Malaysian male aged 41, is our Chief Financial Officer. He is responsible for overseeing our Group's overall accounting and finance functions.

In 2004, he graduated with a London Chamber of Commerce & Industry Diploma in Commercial Studies from Shen Jai School of Commerce. He has been a member of ACCA since 2014 and subsequently became a Fellow in 2019. He is also a member of MIA since 2014.

He began his career in 2004 at A L Tan & Co as an Accounts and Tax Assistant and was subsequently promoted to Accounts and Tax Senior in 2005. During his tenure with A L Tan & Co, he was responsible for performing full sets of accounting transaction services to clients and tax computations for clients. In 2006, he resigned from A L Tan & Co to pursue his ACCA at London College of Accountancy from 2006 until 2008.

In 2008, he joined KPMG (currently known as KPMG PLT) as an Audit Assistant and was subsequently promoted to Audit Senior in 2011. During his tenure with the firm, he was involved in various statutory and special audit engagements of private companies, public listed companies and multinational companies.

In 2012, he left KPMG and joined Arcadis & Towell Sdn Bhd, a construction consultancy services company, as Financial Controller where he was responsible for overseeing the company's finance and accounting functions.

In 2015, he left Arcadis & Towell Sdn Bhd and joined Eagle Eye Technologies Sdn Bhd, a software development company, as Finance and Human Resource Manager. He was primarily responsible for overseeing the company's finance, HR and administration functions. He was appointed as the company's director in July 2017 but ceased his directorship in September 2017.

In November 2017, he left Eagle Eye Technologies Sdn Bhd and joined Vale Malaysia Minerals Sdn Bhd, a mining company, as its Finance Econ Master where he was responsible for the company's accounting functions and compliance with relevant statutory regulations.

In 2021, he left Vale Malaysia Minerals Sdn Bhd and joined K-One Technology Berhad (listed on the ACE Market of Bursa Securities) as Senior Finance Manager where he was responsible for the company's accounting and financial reporting functions.

In 2022, he left K-One Technology Berhad and joined Yew Lee Pacific Group Berhad (both listed on the ACE Market of Bursa Securities) as Chief Financial Officer. During his tenure with the company, he was responsible for overseeing the company's financial management and accounting function.

In 2024, he left Yew Lee Pacific Group Berhad and assumed his present position in our Group as Chief Financial Officer.

He does not have any relationship with our Promoters, Directors and other key senior management.

He does not have any involvement in any business activities outside of our Group.

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

(b) Lee Swet Mei

Lee Swet Mei, a Malaysian female aged 43, is our Head of Sales. She is responsible for fostering client relationships and driving profitable business growth for our Group.

She completed her Sijil Pelajaran Malaysia in 2000. In 2021, she had enrolled with Open University Malaysia to pursue the Bachelor of Arts in Marketing. She is currently pursuing her degree on a part-time basis and is expected to complete in December 2025.

Upon completing her secondary education in 2000, she began her career in Associated Rock Industries Sdn Bhd, a company specialised in the manufacturing and trading of minerals, as a Sales Clerk, where she was responsible for managing the company's orders management and customer assistance.

In 2002, she left Associated Rock Industries Sdn Bhd and joined Bidor CS Tyre Sdn Bhd, a tyre shop, as a General Clerk. She was responsible for managing the company's records of business transactions including receipt of payments and inventory management.

In 2003, she left Bidor CS Tyre Sdn Bhd and joined our Group as a Sales Clerk where she was primarily responsible for ensuring business transactions were handled accurately and efficiently within set timeframes. She was further entrusted with managing and maintaining our farm's inventory, as well as processing sales orders and keeping accurate records of our Group's customer and sales data in our database. In 2019, she was promoted to her present position as our Head of Sales where she plays a pivotal role in supporting our sales activities.

She does not have any relationship with our Promoters, Directors and key senior management.

She does not have any involvement in any business activities outside our Group.

(c) Dr. Sharifah Nurul Hanim Binti Sy Ibrahim

Syarifah Nurul Hanim Binti Sy Ibrahim, a Malaysian female aged 33, is our Veterinarian. She is responsible for monitoring and diagnosing disease as well as overseeing and maintaining good animal husbandry practices to ensure high performance and productivity in our layers.

In 2016, she obtained her degree of Doctor of Veterinary Medicine from Universiti Malaysia Kelantan.

Upon graduation, she began her career in our Group and assumed her present position as Veterinarian.

She does not have any relationship with our Promoters, Directors and other key senior management.

She does not have any involvement in any business activities outside of our Group.

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 in Section 5.2.3, none of our key senior management has any other principal directorship and/ or principal business activities performed outside our Group within the last 5 years up to LPD.

5.3.5 Key senior management remuneration and benefits

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

The aggregate remuneration and material benefits-in-kind (in bands of RM50,000) paid and proposed to be paid to our key senior management (save for our Executive Directors which are disclosed in Section 5.2.4) for services rendered in all capacities to our Group for FYE 2023 to 2025 are as follows:

	⁽¹⁾ Remuneration band		
	FYE 2023 (Paid)	FYE 2024 (Paid)	⁽²⁾ FYE 2025 (Proposed)
	RM'000		
Choong Chyan Leong	-	50 - 100	250 - 300
Lee Swet Mei	50 - 100	50 - 100	50 - 100
Dr. Sharifah Nurul Hanim Binti Sy Ibrahim	100 - 150	100 - 150	100 - 150

Notes:

- (1) The remuneration for key senior management includes salaries, bonuses, allowances and other emoluments.
- (2) The bonuses for FYE 2025 are on an estimated basis. Such bonuses, if any, will be finalised at a later date based on the individual's performance as well as our Group's performance, and will be subject to 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:

- (a) Our Board shall assume ultimate accountability and responsibility for the performance and affairs of our Group. Our Board is collectively responsible for meeting the objectives and goals of our Group and shall in so doing effectively represent and promote the legitimate interests of our Group and our shareholders. Our Board, at all times, shall retain full and effective control over our Group and shall direct and supervise the business and affairs of our Group.
- (b) Our Board shall ensure that management has in place appropriate processes for risk assessment, management and internal controls and monitoring performance against agreed benchmarks. Our Board shall work with management as collaborators in advancing the interests of our Group.

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

- (c) Our Board has delegated certain responsibilities to committees which operate in accordance with the Board Charter and delegated the day-to-day management of our Group's business to our Executive Directors and the key senior management, subject to an agreed authority limit.
- (d) The principal roles and responsibilities of our Board are:
 - (i) ensure that all our directors are able to understand financial statements and form a view on the information presented;
 - (ii) together with key senior management, promote good corporate governance culture within our Group which reinforces ethical, prudent and professional behaviour;
 - (iii) set the strategic plan including setting performance objectives and approving operating budgets for our Group and ensuring that the strategies promote sustainability within the aspects of environment, social and economy and necessary resources are in place for our Group to meet its objectives. Our Board is also responsible for monitoring the implementation of the strategic plan by the key senior management;
 - (iv) overseeing the conduct of our Group's business and build sustainable value for our shareholders by monitoring financial performance against approved budget, determine dividend policy and the amount, nature and timing of dividends to be paid and also to conduct a review of our Group's funding requirements on a continuing basis, including significant treasury matters, approval of financing arrangements, or payment authority and other signatories;
 - (v) identifying principal risks on a continuous basis and ensuring the implementation of appropriate internal controls and mitigation measures such as to establish an internal audit function which reports directly to our Audit and Risk Management Committee, oversight of our Audit and Risk Management Committee's evaluation of auditor's performance and independence, and reviews relevant arrangements brought forth by our Audit and Risk Management Committee;
 - (vi) overseeing the development and implementation of a corporate disclosure policy (including an investor relations program or shareholder communications policy) for our Group;
 - (vii) succession planning, including appointing, assessing, training, fixing the compensation of and where appropriate, replacing Executive Directors and the key senior management and overseeing our Group's human capital development process, monitor and compensate against pre-determined evaluation criteria;
 - (viii) reviewing the adequacy and the integrity of our Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines to ensure an effective framework for internal controls and risk management;
 - (ix) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
 - (x) ensuring that our Group's financial statements are true and fair and conform with the accounting standards;

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

- (xi) monitoring and reviewing policies and procedures relating to occupational health and safety and compliance with relevant laws and regulations;
 - (xii) ensuring that our Group adheres to high standards of ethics and corporate behaviour;
 - (xiii) periodically review an anti-bribery and anti-corruption compliance programme which includes clear policies and objectives that adequately addresses corruption risk; and
 - (xiv) approve the whistleblowing policy and procedures to encourage reporting of any legitimate concerns over any wrongdoing in our Group.
- (e) In overseeing the conduct of our Group's business, our Board shall ensure that an appropriate financial planning, operating and reporting framework as well as risk management framework is established. Elements under this combined framework include the business plan, budget, financial statements, divisional strategic/performance reviews reports and risk management reports.

In accordance with our Constitution, an election of Directors shall take place each year at the annual general meeting ("**AGM**"). At the first AGM of our Company, all our Directors shall retire from office, and at the AGM in every subsequent year, 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.

As at LPD, 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 office are as follows:

Name	Date of appointment	Date of expiration of the current term in office	Approximate no. of months in office as at LPD
Datuk Seri Nurmala Binti Abd Rahim	21 February 2025	At the first AGM of our Company	1
Ong Boon Leng	26 November 2024	At the first AGM of our Company	4
Lim Suk Gen	21 February 2025	At the first AGM of our Company	1
Ong Keat Qian	21 February 2025	At the first AGM of our Company	1
Ong Keat Hoe	21 February 2025	At the first AGM of our Company	1
Pook Kim Nyeon	21 February 2025	At the first AGM of our Company	1
Chang Lih Yik	21 February 2025	At the first AGM of our Company	1
Tan Phaik Yen	21 February 2025	At the first AGM of our Company	1

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

The members of our Board are set out in Section 5.2. Our Board takes note of the recommendations under the MCCG. The composition of our Board presently adheres to the relevant recommendations of the MCCG, details of which are as follows:

- (a) at least half of our Board comprised independent directors;
- (b) our Board comprises at least 30% women directors;
- (c) our Chairman is not a member of our Audit and Risk Management Committee, Nomination Committee and Remuneration Committee; and
- (d) our Board Committees comprised solely independent directors.

5.4.2 Audit and Risk Management Committee

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

Name	Designation	Directorship
Pook Kim Nyeon	Chairperson	Independent Non-Executive Director
Chang Lih Yik	Member	Independent Non-Executive Director
Tan Phaik Yen	Member	Independent Non-Executive Director

The main function of our Audit and Risk Management Committee is to assist our Board in fulfilling its responsibility on the oversight of the integrity of our Group's financial reporting and risk management. Our Audit and Risk Management Committee has full access to the documents/ resources as well as to the internal and external auditors as well as our key senior management team.

The duties and responsibilities of our Audit and Risk Management Committee as stated in the terms of reference include, amongst others, the following:

- (a) review our Group's quarterly results and year-end financial statements before submission to the Board;
- (b) review with our external auditors and report to our Board on our audit plan, audit report and evaluation on internal controls and co-ordination of our external auditors;
- (c) review with our internal auditors and report to our Board on our internal audit process including our internal audit plan, the adequacy and effectiveness of our internal audit function and the implementation of the recommendations of our internal audit function;
- (d) review any related party transactions and conflict of interest situations that may arise and make recommendation to our Board that such transactions are at arm's length and in the best interest of our Group including any transaction, procedure or course of conduct that raises question of management integrity; and
- (e) establish, maintain and periodically review an anti-corruption compliance programme which includes clear policies and objectives that adequately address corruption risks.

External auditors

- (a) nominate and recommend the appointment of external auditors, to consider the adequacy of experience, resources and audit fees of the external auditors;
- (b) review any letter of resignation from the external auditors and any questions of resignation or dismissal;

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

- (c) discuss with the external auditors, prior to the commencement of audit, the audit plan which states the nature and scope of audit;
- (d) review major audit findings arising from the interim and final external audits, the audit report and the assistance given by our Group's officers to the external auditors;
- (e) review with the external auditors, their evaluation of the system of internal controls, their management letter and management's responses;
- (f) review whether there is reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment;
- (g) assess the suitability, objectivity and independence of the external auditor on an annual basis based on established policies and procedures, and the annual performance evaluation of the external auditor undertaken by the Audit and Risk Management Committee.

Internal auditors

- (a) review the adequacy of scope, functions and resources of the internal auditors (that was engaged to undertake the internal audit function), and that it has the necessary authority to carry out its work;
- (b) review the internal audit plan, processes, the results of the internal audit assessments, investigation undertaken and ensure that appropriate actions are taken on the recommendations of the internal audit function;
- (c) review the major findings of internal audit investigations and ensure that appropriate actions are taken on the recommendations of the internal audit function; and
- (d) review and approve any appointment, termination or resignation of the internal auditors.

Risk management

- (a) review the adequacy of our Group's risk management framework and assess the resources and knowledge of the management and employees involved in the risk management process;
- (b) review the effectiveness of internal control systems deployed by the management to address those risks;
- (c) review and recommend corrective measures undertaken to remedy failings and/ or weaknesses;
- (d) review and further monitor principal risks that may affect our Group directly or indirectly that if deemed necessary, recommend additional course of action to mitigate such risks;
- (e) communicate and monitor the risk assessment results to our Board; and
- (f) highlight actual and potential impact of any failing or weakness, particularly those related to financial performance or conditions affecting our Group.

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

Conflict of interest and related party transactions

- (a) review any related party transactions including recurrent related party transactions or conflict of interest situations that may arise within our Group including any transaction, procedure or course of conduct that raises questions of management integrity and report the same to our Board; and
- (b) establish policies and procedures to manage potential conflict of interest situations including potential conflict of interest between any director and our Company as well as between our Company and its subsidiaries.

Others

- (a) maintain and keep under review the whistle-blowing mechanism of our Group which shall be in accordance with the whistle-blowing policy, which aims to provide protection and confidentiality;
- (b) discuss and review the major findings of any internal investigations and the management's response;
- (c) perform any other work that it is required or empowered to do by statutory legislation or guidelines as prepared by the relevant government authorities;
- (d) where our Audit and Risk Management Committee is of the view that a matter reported by it to our Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements, our Audit and Risk Management Committee must promptly report such matter to Bursa Securities; and
- (e) if applicable, to review the allocation of options during the year if any, under any of our Company's employee share issuance scheme to ensure that this was in compliance with the allocation criteria determined by the scheme committee set up for that purpose and in accordance with any related by-laws.

5.4.3 Nomination Committee

The members of our Nomination Committee are as follows:

Name	Designation	Directorship
Chang Lih Yik	Chairperson	Independent Non-Executive Director
Pook Kim Nyeon	Member	Independent Non-Executive Director
Tan Phaik Yen	Member	Independent Non-Executive Director

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

- (a) identify, consider and recommend to our Board suitable candidates for appointment as Directors. Our Nomination Committee shall not solely rely on recommendations from our existing Board members, management or substantial shareholders, but will also utilise independent sources to identify suitably qualified candidates;
- (b) develop and implement the fit and proper policy for the appointment and re-election of Directors of our Group that addresses the board quality and integrity;
- (c) review and recommend to our Board the re-election of Directors who retired by rotation pursuant to our Constitution and re-appointment of Directors who retired pursuant to relevant sections of the Act, subject to the conduct of the fit and proper assessment;

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

- (d) recommend to our Board, Directors to fill the vacancies on Board committees and recommend to our Board in respect of Directors' independence and conflicts of interests, if any, the steps to be taken to manage potential conflicts of interest;
- (e) develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors, of which there should be a formal, rigorous and transparent process for the appointment of directors (including re-appointments) and key senior management;
- (f) establish a policy on Board composition having regard to the mix of skills, independence, experience, age, cultural background and diversity (including gender diversity) required to meet the needs of our Group;
- (g) assess annually the effectiveness of our Board as a whole, the committees of our Board and the contribution of each individual Director including his time commitment, character, experience and integrity;
- (h) consider the size and balance of our Board with a view to determine the impact of the number upon our Board's effectiveness and recommend it to our Board;
- (i) recommend to our Board on our Group's gender diversity policies, targets and discuss measures to be taken to meet those targets while ensuring our Board comprises sufficient women directors as recommended by the latest MCCG and to review the participation of women in key senior management to ensure there is healthy talent pipeline;
- (j) recommend to our Board, protocol for accepting new directorships; and
- (k) review and recommend the extension of any contracts of our Executive Directors, key senior management and any other person our Board so determines.

5.4.4 Remuneration Committee

The members of our Remuneration Committee are as follows:

Name	Designation	Directorship
Tan Phaik Yen	Chairperson	Independent Non-Executive Director
Pook Kim Nyeon	Member	Independent Non-Executive Director
Chang Lih Yik	Member	Independent Non-Executive Director

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

- (a) review our Group's policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of Directors and key senior management, and recommend to our Board for approval;
- (b) recommend to our Board the remuneration of Executive Directors, Non-Executive Directors and key senior management in all its forms and to review our Group's remuneration policies and procedures which should be disclosed in the annual report;

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

- (c) determine a fair remuneration of Executive Directors and key senior management to attract, retain and motivate Executive Directors and key senior management and in doing so, the Remuneration Committee shall set performance measures for incentive plans which should be aligned with the business strategy and long-term objectives of our Group, complexity of our Group's activities, and reflects the experience and level of responsibilities;
- (d) ensure fees and benefits payable to the Directors, and any compensation for loss of employment of Executive Directors are approved by the shareholders at general meetings; and
- (e) review and recommend to our Board, the remuneration packages of Non-Executive Directors for shareholders' approval at our general meeting in accordance with the Act and ensure that remuneration and incentives for Non-Executive Directors should not conflict with their obligation in bringing objectivity and independent judgment on matters discussed.

5.5 RELATIONSHIPS AND/ OR ASSOCIATIONS

Save as disclosed below, there are no associations and/ or family relationships between any of our Promoters, substantial shareholder, Directors and key senior management as at LPD:

- (a) Ong Boon Leng (our Promoter and Managing Director) and Lim Suk Gen (our Promoter and Executive Director) are husband and wife;
- (b) Ong Boon Leng (our Promoter and Managing Director) is the father of Ong Keat Qian (our Promoter and Executive Director) and Ong Keat Hoe (our Promoter and Executive Director);
- (c) Lim Suk Gen (our Promoter and Executive Director) is the mother of Ong Keat Qian (our Promoter and Executive Director) and Ong Keat Hoe (our Promoter and Executive Director); and
- (d) Ong Keat Qian (our Promoter and Executive Director) and Ong Keat Hoe (our Promoter and Executive Director) are brothers.

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 which provide for benefits upon termination of employment.

5.7 DECLARATIONS 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;

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

- (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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