

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

5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

5.1.1 Promoters' and substantial shareholder's shareholdings

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

Name	Country of incorporation / Nationality	After the Acquisitions but before our IPO				After the Public Issue			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	(1) (%)	No. of Shares	(1) (%)	No. of Shares	(2) (%)	No. of Shares	(2) (%)
<u>Promoters and substantial shareholders</u>									
Rogamas ⁽⁴⁾	Malaysia	127,632,800	41.44	-	-	127,632,800	29.01	-	-
Lee Kim Seng ⁽⁴⁾	Malaysian	167,522,200	54.39	⁽⁵⁾ 127,632,800	41.44	167,522,200	38.07	⁽⁵⁾ 127,632,800	29.01
<u>Promoters</u>									
Ir. Oh Chin Wah	Malaysian	12,845,000	4.17	-	-	⁽⁷⁾ 15,145,000	3.44	-	-
Lee Jie Min ⁽⁴⁾	Malaysian	-	-	-	-	⁽⁷⁾ 1,300,000	0.30	-	-
<u>Substantial shareholder</u>									
Lim Tsui Ning ⁽⁴⁾	Malaysian	-	-	⁽⁶⁾ 295,155,000	95.83	-	-	⁽⁶⁾ 295,155,000	67.08

Name	Country of incorporation / Nationality	After the Share Transfer			
		Direct		Indirect	
		No. of Shares	⁽³⁾ (%)	No. of Shares	⁽³⁾ (%)
<u>Promoters and substantial shareholders</u>					
Rogamas ⁽⁴⁾	Malaysia	242,000,000	55.00	-	-
Lee Kim Seng ⁽⁴⁾	Malaysian	53,155,000	12.08	⁽⁵⁾ 242,000,000	55.00
<u>Promoters</u>					
Ir. Oh Chin Wah	Malaysian	⁽⁷⁾ 15,145,000	3.44	-	-
Lee Jie Min ⁽⁴⁾	Malaysian	⁽⁷⁾ 1,300,000	0.30	-	-
<u>Substantial shareholder</u>					
Lim Tsui Ning ⁽⁴⁾	Malaysian	-	-	⁽⁶⁾ 295,155,000	67.08

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

Notes:

- (1) *Based on our issued share capital of 308,000,000 Shares after the Acquisitions but before our IPO.*
- (2) *Based on our enlarged issued share capital of 440,000,000 Shares after the Public Issue.*
- (3) *Based on our enlarged issued share capital of 440,000,000 Shares after the Public Issue and Share Transfer.*
- (4) *Rogamas' shareholders and their respective direct interest in Rogamas are Lee Kim Seng (60.00%) and Lim Tsui Ning (40.00%). Lee Kim Seng is the spouse of Lim Tsui Ning, while Lee Jie Min is the daughter of Lee Kim Seng and Lim Tsui Ning.*
- (5) *Deemed interested by virtue of his direct interest in Rogamas pursuant to Section 8 of the Act.*
- (6) *Deemed interested by virtue of her direct interest in Rogamas pursuant to Section 8 of the Act as well as the direct interest in our Company held by her spouse, Lee Kim Seng.*
- (7) *Assuming he/she will fully subscribe for his/her respective allocation under the Pink Form Application.*

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

Save as disclosed above, there are no other persons who are able to, directly or indirectly, jointly or severally, exercise control over our Company.

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

5.1.2 Profiles of Promoters and substantial shareholders

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

(i) **Rogamas**

Promoter, Moratorium Shareholder and substantial shareholder

Rogamas was incorporated in Malaysia under the Companies Act 1965 on 24 March 2000 as a private limited company and is deemed registered under the Act. As at the LPD, the principal activity of Rogamas is investment holding. Save for the investment in GHSB, Rogamas does not have any other subsidiary, associate company or joint venture.

As at the LPD, the issued share capital of Rogamas is RM5.00 comprising five (5) ordinary shares. The directors of Rogamas as at the LPD are Lee Kim Seng and Lim Tsui Ning.

As at the LPD, the shareholders of Rogamas and their respective shareholdings in Rogamas are as follows:

Name	Direct		Indirect	
	No. of shares	%	No. of shares	%
Lee Kim Seng	3	60.00	⁽¹⁾ 2	40.00
Lim Tsui Ning	2	40.00	⁽¹⁾ 3	60.00

Note:

(1) Deemed interested by virtue of the direct interest in Rogamas held by his/her spouse.

Please refer to Section 5.7 of this Prospectus for further details of the family relationship between the Promoters, substantial shareholders, Directors, and Key Senior Management.

(ii) **Lee Kim Seng**

Promoter, Managing Director, Moratorium Shareholder and substantial shareholder

Lee Kim Seng, male, a Malaysian aged 63, is our Managing Director. He was appointed to our Board on 29 January 2016.

He graduated with a Diploma in Civil Engineering from Universiti Teknologi Malaysia in September 1984. He then obtained his Degree in Bachelor of Science in Civil Engineering from Memphis State University, USA in May 1986. In July 1991, he was admitted as a Graduate with the Institution of Engineers, Malaysia. In July 2007, he completed the Premier Business Management Program with Harvard Club of Malaysia. Subsequently in March 2008, he completed the Finance for Directors and Senior Executives Program with Harvard Club of Malaysia.

Upon graduation, he was involved in multiple short stints and temporary jobs due to the economic recessions during that time. In September 1989, he joined Pilecon Engineering Berhad as a Site Engineer, where he was involved in the supervision and execution of micropiling works, bored pile works, retaining wall works, earthworks and caisson works. He left Pilecon Engineering Berhad in May 1991.

In June 1991, he joined Bachy Soletanche (Malaysia) Sdn Bhd as a Project Manager, where he was involved in supervising and executing remedial works for slope failure, micropiling works, design and construction of foundation works, caisson foundation construction and completion, road widening, diaphragm wall, anchored caisson retaining walls, and soil nailing and guniting for slope remedial works. He left Bachy Soletanche (Malaysia) Sdn Bhd in April 1995.

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

He joined GHSB in February 1996 as an Executive Director and subsequently in April 1996, he acquired shares in GHSB from the then existing shareholders. In February 1997, he assumed the role of Executive Director at GSB and subsequently in May 2003, he was appointed as the Managing Director of GSB, where he was responsible for providing strategic leadership and overseeing the company's operations in alignment with its mission and goals. He is also responsible for defining and executing the company's vision, mission, and overall strategy, ensuring the profitability and sustainability of business operations, supervising and guiding the senior management team, making critical decisions to support the company's financial health and growth, and representing the company in official matters while liaising with its stakeholders. In December 2007, he acquired shares in GSB from GHSB.

Throughout his tenure at GSB, he has overseen key projects that have contributed to the company's growth and success. Notable projects include the development of First World Hotel, Sky Avenue, Genting SkyWorlds Theme Park, Genting Premium Outlet, and the Genting cable car. In 2019, he led a management transformation initiative that focused on improving efficiency, machinery, and people skills, which strengthened GSB's position in the foundation and geotechnical industry. During the COVID-19 pandemic from 2020 to 2021, he guided the company through essential adaptations to maintain operational continuity and navigate the challenges posed by the crisis. In 2023, the company experienced a strong recovery, demonstrating resilience and growth, while 2024 marked a milestone with a record year for revenue.

As a Managing Director, he plays a vital role in establishing the business direction and setting key performance indicators (KPIs) based on resources and market opportunities. He sets growth targets and closely monitors progress across departments. To ensure efficiency, he collaborates with all departments, attends internal weekly meetings, and visits job sites to oversee project execution.

As at the LPD, save for his directorship in our Company, he does not sit on the board of directors of any other public listed companies.

Further details of his present directorships and involvements in principal business activities outside of our Group are set out in Section 5.2.4 of this Prospectus.

Save for Lim Tsui Ning (his spouse), Lee Jie Min (his daughter) and Tang Ji Jian (his son-in-law), he does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management. Please refer to Section 5.7 of this Prospectus for further details of the family relationship between the Promoters, substantial shareholders, Directors, and Key Senior Management.

(iii) **Ir. Oh Chin Wah**

Promoter, Non-Independent Executive Director and Moratorium Shareholder

Ir. Oh Chin Wah, male, a Malaysian aged 56, is our Non-Independent Executive Director. He was appointed to our Board on 16 March 2016.

He graduated with a Degree of Bachelor of Engineering (Civil) from University of Malaya in August 1994. In October 2000, he was elected as Member of the Institution of Engineers Malaysia. In February 2001, he was registered as a Professional Engineer with the Board of Engineers Malaysia and was subsequently upgraded to a Professional Engineer with a Practising Certificate. In November 2018, he obtained his Master of Business Administration from University of Strathclyde, UK.

He began his career with Jutera Perunding Maju as a Structural Engineer in April 1994, where he was involved in the structural design of various types of buildings. He left Jutera Perunding Maju in April 1995.

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

In May 1995, he joined H.S. Liao Sdn Bhd as a Design Engineer in the Structural Department, where he was involved in the structural design of various types of buildings. He left H.S. Liao Sdn Bhd in May 1997. Subsequently, he joined Maycorp (M) Sdn Bhd as a Project Engineer in June 1997, where he was involved in building construction projects. He left Maycorp (M) Sdn Bhd in June 1998.

In September 1998, he joined GHSB as an Engineer and was mainly involved in caisson works for reinforced concrete walls. In August 2001, he was promoted to Project Manager, where he was responsible to manage projects involving caisson works, soil nailing, guniting, bored piles, compaction grouting, and micropiles, among others. In October 2005, he was promoted to General Manager, where he was responsible for overseeing projects such as the Chin Swee Bypass in Genting, the Kuala Lumpur Flood Mitigation Project, the Duta-Ulu Kelang Expressway (DUKE), and Neo Damansara in Damansara Perdana.

In November 2008, he acquired shares in GSB from GHSB and assumed his current position as an Executive Director, where he is responsible for overseeing the strategic planning, supervision, and management of our Group's operations, driving the growth and continued success of our Group's business. In addition to his operational responsibilities, he has been instrumental in business development and marketing initiatives, contributing to the expansion of our Group's market presence. On the technical front, he has provided design guidance to engineers within our Group, ensuring high standards of quality across various projects. He also holds the authority to sign off design and drawing as a Professional Engineer with a Practising Certificate on behalf of the Group.

As at the LPD, save for his directorship in our Company, he does not sit on the board of directors of any other public listed companies.

Further details of his present directorships and involvements in principal business activities outside of our Group are set out in Section 5.2.4 of this Prospectus.

He does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management.

(iv) **Lee Jie Min**

Promoter, Non-Independent Executive Director and Moratorium Shareholder

Lee Jie Min, female, a Malaysian aged 33, is our Non-Independent Executive Director. She was appointed to our Board on 26 May 2025.

She graduated from University of Cambridge, UK ("**Cambridge**") with a Degree of Bachelor of Arts (Civil, Structural and Environmental Engineering) and a Master of Engineering in June 2015. She later obtained her Master of Arts from Cambridge in April 2018. In February 2020, she was registered as a Graduate Engineer with the Board of Engineers Malaysia. In October 2020, she was admitted as a Graduate of the Institution of Engineers Malaysia. She is a member of the CFA Institute, USA since March 2022.

She began her career with GSB as a Finance Executive in September 2015. She was assisting in analysing financial performance, preparing financial forecasts and management report for quarterly financial results, audit and tax functions, coordinating internal control audits and handling accounting department operation duties. In June 2017, she left GSB.

In July 2017, she joined RHB Investment Bank Berhad as an Assistant Manager in the Merger & Acquisitions department. She was involved in deal structuring and negotiations, advising clients on valuation, acquisition, and divestment processes, and conducting due diligence on target companies. In December 2017, she left RHB Investment Bank Berhad and took a career break during which she obtained a Certificate of Excellence in completion of all the assessments of the Full Stack Web Development Quantum Degree from the Next Academy in March 2018.

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

In July 2019, she rejoined GSB as a Design Engineer where she was responsible for assisting the Technical / Design Manager with design works, implementing policies and procedures under the Quality, Environment, Safety, and Health (QESH) management system, and preparation of technical proposals to client. In September 2021, she was redesignated as Finance and Administrative Manager of GSB and was responsible for overseeing finance and human resources department, and enhancing financial policies and controls. In September 2022, she was promoted to Management Manager, where she contributed to shaping the company's strategic direction and ensures alignment with its vision and long-term objectives.

In October 2024, she was promoted as a director (non-statutory) of GSB where she was involved in shaping the company's strategic direction by executing goals and initiatives, identifying opportunities for improvement, and ensuring that all efforts align with the company's vision and long-term objectives. Additionally, she spearheads the formulation and implementation of policies aimed at driving sustainable business growth and enhancing operational efficiency. She is also responsible for overseeing the finance and human resources functions, where she is dedicated to optimising cash flow, reviewing the financial performance, and maintaining fiscal discipline.

As at the LPD, save for her directorship in our Company, she does not sit on the board of directors of any other public listed companies.

Further details of her present directorships and involvements in principal business activities outside of our Group are set out in Section 5.2.4 of this Prospectus.

Save for Lee Kim Seng (her father), Lim Tsui Ning (her mother) and Tang Ji Jian (her spouse), she does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management. Please refer to Section 5.7 of this Prospectus for further details of the family relationship between the Promoters, substantial shareholders, Directors, and Key Senior Management.

(v) **Lim Tsui Ning**

Moratorium Shareholder and substantial shareholder

Lim Tsui Ning, female, a Malaysian aged 63, is our substantial shareholder by virtue of her 40.00% equity interest in Rogamas. Prior to her becoming a full-time housewife, she was a government primary school teacher at SRJK (C) Yak Chee (now known as SJK (C) Yak Chee) between 1987 to 1995. In February 2012, she acquired shares in Rogamas from GHBS and is appointed as a director of Rogamas since 24 July 2012.

Save for Lee Kim Seng (her spouse), Lee Jie Min (her daughter) and Tang Ji Jian (her son-in-law), she does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management. Please refer to Section 5.7 of this Prospectus for further details of the family relationship between the Promoters, substantial shareholders, Directors and Key Senior Management.

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

5.1.3 Changes in our Promoters' and substantial shareholders' shareholdings

The changes in our Promoters' and substantial shareholders' shareholdings in our Company for the past three (3) years up to the LPD, as well as before and after our IPO are as follows:

Name	As at 31 December 2022 / 2023				As at 31 December 2024			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1) (%)	No. of Shares	(1) (%)	No. of Shares	(2) (%)	No. of Shares	(2) (%)
Promoters and substantial shareholders								
Rogamas ⁽⁶⁾	-	-	-	-	-	-	-	-
Lee Kim Seng ⁽⁶⁾	5	50.00	⁽⁷⁾ 5	50.00	128,003	99.99	⁽⁷⁾ 5	⁽¹¹⁾ #
Promoters								
Ir. Oh Chin Wah	-	-	-	-	-	-	-	-
Lee Jie Min ⁽⁶⁾	-	-	-	-	-	-	-	-
Substantial shareholder								
Lim Tsui Ning ⁽⁶⁾	5	50.00	⁽⁷⁾ 5	50.00	5	⁽¹¹⁾ #	⁽⁷⁾ 128,003	99.99

Name	As at the LPD				After the Acquisitions but before our IPO			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(2) (%)	No. of Shares	(2) (%)	No. of Shares	(3) (%)	No. of Shares	(3) (%)
Promoters and substantial shareholders								
Rogamas ⁽⁶⁾	-	-	-	-	127,632,800	41.44	-	-
Lee Kim Seng ⁽⁶⁾	128,008	100.00	-	-	167,522,200	54.39	⁽⁸⁾ 127,632,800	41.44
Promoters								
Ir. Oh Chin Wah	-	-	-	-	12,845,000	4.17	-	-
Lee Jie Min ⁽⁶⁾	-	-	-	-	-	-	-	-
Substantial shareholder								
Lim Tsui Ning ⁽⁶⁾	-	-	⁽⁷⁾ 128,008	100.00	-	-	⁽⁹⁾ 295,155,000	95.83

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

Name	After the Public Issue				After the Share Transfer			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(4) (%)	No. of Shares	(4) (%)	No. of Shares	(5) (%)	No. of Shares	(5) (%)
Promoters and substantial shareholders								
Rogamas ⁽⁶⁾	127,632,800	29.01	-	-	242,000,000	55.00	-	-
Lee Kim Seng ⁽⁶⁾	167,522,200	38.07	⁽⁸⁾ 127,632,800	29.01	53,155,000	12.08	⁽⁸⁾ 242,000,000	55.00
Promoters								
Ir. Oh Chin Wah	⁽¹⁰⁾ 15,145,000	3.44	-	-	⁽¹⁰⁾ 15,145,000	3.44	-	-
Lee Jie Min ⁽⁶⁾	⁽¹⁰⁾ 1,300,000	0.30	-	-	⁽¹⁰⁾ 1,300,000	0.30	-	-
Substantial shareholder								
Lim Tsui Ning ⁽⁶⁾	-	-	⁽⁹⁾ 295,155,000	67.08	-	-	⁽⁹⁾ 295,155,000	67.08

Notes:

- (1) Based on our issued share capital of 10 Shares as at the date of incorporation of our Company.
- (2) Based on our issued share capital of 128,008 Shares after the allotment of 126,272 new Shares on 18 December 2024 and 1,726 new Shares on 27 December 2024 to Lee Kim Seng respectively.
- (3) Based on our issued share capital of 308,000,000 Shares after the Acquisitions but before our IPO.
- (4) Based on our enlarged issued share capital of 440,000,000 after the Public Issue.
- (5) Based on our enlarged issued share capital of 440,000,000 Shares after the Public Issue and Share Transfer.
- (6) Rogamas' shareholders and their respective direct interest in Rogamas are Lee Kim Seng (60.00%) and Lim Tsui Ning (40.00%). Lee Kim Seng is the spouse of Lim Tsui Ning, while Lee Jie Min is the daughter of Lee Kim Seng and Lim Tsui Ning.
- (7) Deemed interested by virtue of the direct interest in our Company held by his/her spouse.
- (8) Deemed interested by virtue of his direct interest in Rogamas pursuant to Section 8 of the Act.
- (9) Deemed interested by virtue of her direct interest in Rogamas pursuant to Section 8 of the Act as well as the direct interest in our Company held by her spouse, Lee Kim Seng.
- (10) Assuming he/she will fully subscribe for his/her respective allocation under the Pink Form Application.
- (11) # represents less than 0.01%.

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

Save as disclosed above, there are no other persons who are able to, directly or indirectly, jointly or severally, exercise control over our Company.

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

5.1.4 Promoters' and substantial shareholders' Remuneration and Benefits

Save for the issuance and allotment of our Shares as consideration for the Acquisitions, the dividends declared and paid to our Promoters and substantial shareholders in FYE 2024 as set out in Section 11.10 of this Prospectus as well as the aggregate remuneration and benefits paid or proposed to be paid to our Promoters and substantial shareholders for services rendered to our Group in all capacities for the FYE 2024 and FYE 2025 as set out in Section 5.4 of this Prospectus, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and substantial shareholders within the two (2) years preceding the date of this Prospectus.

5.2 DIRECTORS AND KEY SENIOR MANAGEMENT

5.2.1 Directors

Our Board comprises the following members:

Name	Age	Nationality	Appointment date	Designation
Dato' Ir. Dr. Mohd Asbi Bin Othman (M)	65	Malaysian	26 May 2025	Independent Non-Executive Chairman
Lee Kim Seng (M)	63	Malaysian	29 January 2016	Managing Director
Ir. Oh Chin Wah (M)	56	Malaysian	16 March 2016	Non-Independent Executive Director
Lee Jie Min (F)	33	Malaysian	26 May 2025	Non-Independent Executive Director
Datuk Choy Kah Yew (M)	55	Malaysian	26 May 2025	Independent Non-Executive Director
Serene Hiew Mun Yi (F)	37	Malaysian	26 May 2025	Independent Non-Executive Director
Soh Eng Hooi (F)	56	Malaysian	26 May 2025	Independent Non-Executive Director

Notes:

(M) Male

(F) Female

As at the LPD, save for Soh Eng Hooi, the rest of the Directors do not hold any directorship in other public listed company.

None of our Directors represents any corporate shareholder on our Board. For details on the association of family relationship between our Promoters, substantial shareholders, Directors and Key Senior Management, please refer to Section 5.7 of this Prospectus.

Our Board acknowledges and takes cognisance of the MCCG which contains best practices and guidance for listed companies to improve upon or to enhance their corporate governance as it forms an integral part of their business operations and culture.

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

Our Board believes that our current Board composition provides an appropriate balance in terms of skills, knowledge and experience to promote the interest of all shareholders and to govern our Group effectively. Our Company has adopted the recommendations under the MCGG that at least half of the Board comprises Independent Non-Executive Directors, that our chairperson of the Board should not be a member of our Audit and Risk Management Committee, Nomination Committee or Remuneration Committee, and to have at least 30% women directors on our Board.

In accordance to our Company's Constitution, all the Directors shall retire from office at the first AGM and an election of Directors shall take place each year. At the AGM in every subsequent year, one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office and be eligible for re-election, provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the conclusion of the next AGM, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

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

- (i) overseeing and evaluating the conduct and sustainability of the businesses of our Group;
- (ii) reviewing and adopting the overall strategic direction, business plans, and annual budgets of our Group, including major capital commitments;
- (iii) ensuring that the strategic plan of our Company supports long-term value creation and includes strategies on economic, environmental, and social considerations underpinning sustainability;
- (iv) establishing key performance indicators and succession plans;
- (v) reviewing and approving new ventures, major acquisitions and disposal of undertakings and properties;
- (vi) reviewing, challenging, and deciding on management's proposals for our Company and monitoring their implementation by management;
- (vii) Supervising and assessing management performance to determine whether the business is being properly managed;
- (viii) identifying and understanding the principal risks of our Company's business and ensuring the implementation of appropriate internal control systems and mitigation measures to manage these risks;
- (ix) reviewing the adequacy and integrity of our Group's internal control systems and management information systems;
- (x) setting the risk appetite within which the Board expects management to operate and ensuring that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- (xi) ensuring that key senior management has the necessary skills and experience and there are measures in place to provide for the orderly succession of the Board and key senior management;

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

- (xii) ensuring that our Company has in place procedures to enable effective communication with stakeholders;
- (xiii) ensuring that all its Directors are able to understand financial statements and form a view on the information presented;
- (xiv) supervising the creation and execution of the investor relations program or shareholders' communication policy for our Company to facilitate productive communication;
- (xv) ensuring our Group's core values, vision and mission and shareholders' interests are met;
- (xvi) ensuring all significant systems and procedures are in place for our Group to run effectively, efficiently, and meet all legal and contractual requirements;
- (xvii) collaborating with key senior management to establish and maintain effective corporate governance practices, which include ethical, prudent, and professional conduct standards, and fostering a corporate responsibility culture throughout our Group; and
- (xviii) ensuring the integrity of the Company's financial and non-financial reporting.

5.2.2 Profiles of Directors

The profiles of our Managing Director, Lee Kim Seng, Non-Independent Executive Director, Ir. Oh Chin Wah and Non-Independent Executive Director, Lee Jie Min are disclosed in Section 5.1.2 of this Prospectus.

The profiles of our other Directors are as follows:

(i) Dato' Ir. Dr. Mohd Asbi Bin Othman
Independent Non-Executive Chairman

Dato' Ir. Dr. Mohd Asbi Bin Othman, male, a Malaysian aged 65, is our Independent Non-Executive Director. He was appointed to our Board on 26 May 2025.

He graduated with a Bachelor of Science in Civil Engineering from University of Southampton, UK in June 1983. He then obtained a Doctorate of Philosophy in Geotechnical Engineering from University of Bristol, UK in October 1989. In July 1995, he was elected as a Member of the Institution of Engineers Malaysia. In March 1996, he was registered as a Professional Engineer with the Board of Engineers Malaysia ("**BEM**") and was subsequently upgraded to a Professional Engineer with a Practising Certificate. He is also registered as an Accredited Checker (Geotechnical Engineering) since June 2006. He is currently a member of the BEM's Disciplinary Committee.

He began his career in October 1983 as a Geotechnical Engineer in the Design and Research Branch of the Malaysian Public Works Department ("**JKR**") where he was involved in site investigations and geotechnical design. In 1987, he pursued further studies in UK under a JKR programme and upon obtaining his Doctorate of Philosophy in Geotechnical Engineering, he rejoined JKR in October 1989 as a Research Engineer, where he was involved in providing technical expertise in geotechnical engineering. Apart from conducting research, his technical expertise was also applied in forensic study and investigation of failed structures in buildings, bridges, roads and slopes. He left JKR in November 1996.

In November 1996, he joined Perunding ZNA (M) Sdn Bhd, where he was responsible for the management and day-to-day running of the company for civil and structural work. He left Perunding ZNA (M) Sdn Bhd in April 2002 to establish Mohd Asbi Associates.

In October 2003, he incorporated Mohd Asbi Associates Sdn Bhd and assumed his current position as Managing Director, where he is responsible for the overall management of the company in civil and structural design and consulting works.

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

In March 2006, he became a director and shareholder of Excel Engineering, where he is responsible for the overall management of the company in civil and geotechnical construction works and focusing on general infrastructure works.

In December 2008, he was appointed as a member of the Landslide Working Group Committee to investigate the Bukit Antarabangsa landslide. In August 2022, he was awarded the Dato' Paduka Mahkota Terengganu by the Sultan of Terengganu. In February 2025, he was appointed as an Adjunct Professor in Universiti Tun Hussein Onn Malaysia.

As at the LPD, save for his directorship in our Company, he does not sit on the board of directors of any other public listed companies.

Further details of his present directorships and involvements in principal business activities outside of our Group are set out in Section 5.2.4 of this Prospectus.

He does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management.

(ii) **Datuk Choy Kah Yew** *Independent Non-Executive Director*

Datuk Choy Kah Yew, male, a Malaysian aged 55, is our Independent Non-Executive Director. He was appointed to our Board on 26 May 2025.

In January 1996, he was admitted as a Member of the MICPA. In August 1996, he was admitted as a Member of the MIA as a Chartered Accountant.

He began his career with KPMG PLT as an Audit Trainee in April 1990. He then underwent articleship with KPMG PLT and completed the professional examinations of the MICPA in June 1995. He left KPMG PLT in August 1995 with his last position as an Audit Semi Senior where he was involved in planning and supervising the conduct of field audits on clients' financial statements.

In August 1995, he joined Venice Hill Resort Living Sdn Bhd as an Assistant Finance Manager, where he assisted the finance manager in overseeing the day-to-day accounting operations and managing the preparation and maintenance of proper accounting records for the company and left in June 1996. In the same month, he joined Ambangan Puri Sdn Bhd as a Finance Manager, where he was responsible for overseeing the day-to-day accounting operations of the company and managing the preparation and maintenance of proper accounting records for the company and left in October 1996.

In October 1996, he joined Malaysian International Merchant Bankers Berhad ("**MIMBB**") (now known as Hong Leong Investment Bank Berhad) as a Corporate Finance Executive, where he was responsible for supporting senior team members in executing corporate finance advisory and capital raising services for clients and left in May 1997. In June 1997, he joined SANYO Industries (Malaysia) Berhad (now known as I-Berhad) as a Senior Corporate Finance Manager, where he was responsible for advising the board of directors and senior management on matters relating to corporate finance, including the evaluation of corporate proposals. In June 1999, he joined Latexx Partners Berhad as an Assistant General Manager, Corporate Finance, where he was responsible for advising the board of directors and senior management on matters relating to corporate finance, including the evaluation of corporate proposals and left in June 2000.

In July 2000, he joined Linear Corporation Berhad as an Executive Director, where he was responsible for the financial management of the company and left in November 2000. In the same month, he joined Taiping Super Berhad (now known as G Capital Berhad) as an Executive Director, where he was responsible for the financial management of the company and left in August 2004.

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

In September 2004, he joined Alliance Merchant Bank Berhad (also known as Alliance Investment Bank Berhad) ("**Alliance IB**") as an Associate Director, Corporate Finance. Following a corporate organisational change, he was assigned to the Wholesale Banking department in May 2006 and was later transferred and promoted to Vice President, Corporate Banking of Alliance Bank Malaysia Berhad, where he was responsible for managing corporate banking relationships and left in December 2007.

In January 2008, he joined Hong Leong Bank Berhad as a Corporate and Investment Banking Transactor, where he was responsible in securing corporate and investment banking deals and left in August 2009.

In August 2009, he rejoined Alliance IB as a Senior Vice President in the Capital Market department. In April 2010, he was appointed as the Relief Officer to assume the daily function of the Chief Executive Officer of Alliance IB while the Chief Executive Officer position was temporarily vacant between April 2010 and April 2011. In October 2011, he was promoted to Senior Vice President, Head of Capital Markets, where he was responsible for managing the business of providing corporate finance advisory services and left in April 2014.

In April 2014, he joined S P Setia Berhad as the Head of Corporate Affairs and was later appointed as the Acting Chief Financial Officer in June 2014. In April 2016, he was promoted to Executive Vice President and Chief Financial Officer, where he was responsible for the overall financial management of the company and its subsidiaries, which encompasses financial management, leading corporate exercises such as mergers and acquisitions and capital raising, guiding financial strategy and decision-making and shaping the financial roadmap for expansion and growth and left after serving the role for 8 years in May 2022.

In May 2022, he joined Tropicana Shared Services Sdn Bhd (a wholly owned management company of Tropicana Corporation Berhad), where he was responsible in leading Tropicana Corporation Berhad and its subsidiaries' management team to secure investors for keys assets with a view to improve the gearing position and left in July 2022 to take a short career break before joining Sime Darby Property Berhad in February 2023 as the Chief Corporate Development Officer, where he was responsible for overseeing the corporate development activities of Sime Darby Property Berhad and its subsidiaries. In November 2023, he left Sime Darby Property Berhad to pursue his personal interests.

As at the LPD, save for his directorship in our Company, he does not sit on the board of directors of any other public listed companies.

Further details of his present directorships and involvements in principal business activities outside of our Group are set out in Section 5.2.4 of this Prospectus.

He does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management.

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

(iii) Serene Hiew Mun Yi
Independent Non-Executive Director

Serene Hiew Mun Yi, female, a Malaysian aged 37, is our Independent Non-Executive Director. She was appointed to our Board on 26 May 2025.

She graduated with a Bachelor of Laws from Oxford Brookes University in June 2009. She was subsequently called to the Bar of England and Wales at the Honourable Society of the Inner Temple in July 2010. She was admitted to the Malaysian Bar as an Advocate & Solicitor of the High Court of Malaya in August 2011.

She began her career with Messrs. Skrine in September 2011 to undertake her pupillage. Upon completion of her pupillage, she was retained by Messrs. Skrine as an Associate where she practised in the area of dispute resolution, specialising in construction disputes. In April 2015, she left Messrs. Skrine and co-founded Harold & Lam Partnership in May 2015 with two (2) other partners. She has been practicing as a Partner at Harold & Lam Partnership since its establishment, specialising in the areas of construction, infrastructure and engineering disputes and primarily focused in alternative dispute resolution i.e. adjudication and arbitration. She also undertakes advisory and construction project management work.

In March 2017, she was empanelled as an Adjudicator on the Kuala Lumpur Regional Centre for Arbitration (now known as Asian International Arbitration Centre) Panel of Adjudicators. In April 2024, she was appointed as a Director of International Group of Arbitrators Berhad. She is also the Deputy President of the Society of Construction Law, Malaysia for the term 2024/2025.

As at the LPD, save for her directorship in our Company, she does not sit on the board of directors of any other public listed companies.

Further details of her present directorships and involvements in principal business activities outside of our Group are set out in Section 5.2.4 of this Prospectus.

She does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management.

(iv) Soh Eng Hooi
Independent Non-Executive Director

Soh Eng Hooi, a Malaysian, aged 56, is our Independent Non-Executive Director. She was appointed to our Board on 26 May 2025.

She graduated with a Degree of Bachelor of Accounting from University of Malaya in August 1994. She has been a member of the MICPA since June 1998 and a member of the MIA since April 1999.

She began her career in May 1994 at Arthur Anderson & Co Kuala Lumpur as a Staff Assistant, where she assisted in audit assignments. In September 2000, she was promoted to the role of Manager and was tasked with leading and supervising a team of auditors to undertake audit engagements for clients in various industries.

In December 2001, she was transferred to Arthur Andersen Hua Qiang Certified Public Accountants, Guangzhou Office ("**AA China**") as Manager, where she was responsible for managing various audit assignments for clients of the firm. She later joined PricewaterhouseCoopers Zhong Tian CPAs, Co., Ltd. China ("**PWC China**") in July 2002 as a Manager, subsequent to a merger between AA China and PWC China. In August 2003, she left PWC China and took a career break.

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

Subsequently, she resumed her career in June 2004 and became a Director of Axial Capital Sdn Bhd, a boutique corporate advisory service company, where she was primarily responsible for overseeing its operations. In November 2008, she stepped down from her executive role in Axial Capital Sdn Bhd and in the same month, she joined Moore Stephens AC (now known as Baker Tilly AC) ("**BTAC**") as an Executive Director and was subsequently redesignated as a Partner upon becoming an approved company auditor under the Companies Act 1965 in February 2013. Her responsibilities in BTAC as Executive Director and Partner includes overseeing all aspects of the audit division's operations. In May 2014, she left BTAC and founded EH Soh & Partners in October 2014, an audit firm where she presently serves as its Managing Partner.

Currently, she is an Independent Non-Executive Director of MN Holdings Berhad, NuEnergy Holdings Berhad (formerly known as ILB Group Berhad) and Warisan TC Holdings Berhad. Additionally, she holds directorships in several private limited companies and is a partner in BKEH & Co PLT.

Further details of her present directorships and involvements in principal business activities outside of our Group are set out in Section 5.2.4 of this Prospectus

She does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management.

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

5.2.3 Directors' shareholdings

The direct and indirect shareholdings of our Directors after the Acquisitions and after our IPO are as follows:

Name	After the Acquisitions but before our IPO				After the Public Issue and Share Transfer			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1) %	No. of Shares	(1) %	No. of Shares	(2) %	No. of Shares	(2) %
Dato' Ir. Dr. Mohd Asbi Bin Othman	-	-	-	-	⁽⁴⁾ 200,000	0.05	-	-
Lee Kim Seng	167,522,200	54.39	⁽³⁾ 127,632,800	41.44	53,155,000	12.08	⁽³⁾ 242,000,000	55.00
Ir. Oh Chin Wah	12,845,000	4.17	-	-	⁽⁴⁾ 15,145,000	3.44	-	-
Lee Jie Min	-	-	-	-	⁽⁴⁾ 1,300,000	0.30	-	-
Datuk Choy Kah Yew	-	-	-	-	⁽⁴⁾ 200,000	0.05	-	-
Serene Hiew Mun Yi	-	-	-	-	⁽⁴⁾ 200,000	0.05	-	-
Soh Eng Hooi	-	-	-	-	⁽⁴⁾ 200,000	0.05	-	-

Notes:

- (1) Based on our issued share capital of 308,000,000 Shares after the Acquisitions but before our IPO.
- (2) Based on our enlarged issued share capital of 440,000,000 Shares after the Public Issue and Share Transfer.
- (3) Deemed interested by virtue of his direct interest in Rogamas pursuant to Section 8 of the Act.
- (4) Assuming our eligible Directors will fully subscribe for their respective allocation under the Pink Form Allocation.

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

5.2.4 Principal business activities as at the LPD and directorships in other corporations outside of our Group for the past five (5) years

Save as disclosed below, none of our Directors have any other principal business activities performed by them in other businesses or corporations outside our Group as at the LPD, and the directorships held by them outside our Group for the past five (5) years preceding the LPD:

(i) Dato' Ir. Dr. Mohd Asbi Bin Othman

Company / entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Acqua Spv Berhad	Special purpose entity for the purpose of acquisition of portfolio of investment in relation to undertaking water assets in Selangor	Director	15 June 2023	-	-	-
Excel Engineering	Undertaking civil and geotechnical construction works and focusing on general infrastructure works	Director and shareholder	9 March 2006	-	37.77	-
Innoharvest Sdn Bhd	Investment holding in property	Director and shareholder	3 September 2004	-	60.00	-
MAA Geological Services	Geological engineering consultancy services	Partner	1 November 2016	-	N/A	N/A
Maxwell Geosystems (Malaysia) Sdn Bhd	To operate the business as civil engineering; general trading; to enter into arrangements with any government or authority	Director	8 March 2016	-	-	-
Mohd Asbi Associates (Sarawak) Sdn Bhd	Engineering services	Director and shareholder	17 May 2023	-	35.00	-

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

Company / entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Mohd Asbi Associates Oil & Gas Sdn Bhd	Oil and gas extraction service activities provided on a fee or contract basis	Director and shareholder	20 April 2011	-	50.00	-
Mohd Asbi Associates Sdn Bhd	Consultancy engineering services	Director and shareholder	6 October 2003	-	55.00	-
Pengurusan Air Spv Berhad	To act as a special purpose vehicle for the purpose of issuance of Islamic financial instruments	Director	15 June 2023	-	-	-
Pengurusan Aset Air Berhad	Developing and managing the nation's water infrastructure in Peninsular Malaysia and the federal territories of Putrajaya and Labuan	Director	19 October 2022	-	-	-
Prime Offshore Sdn Bhd	Dormant ⁽¹⁾	Director	6 December 2016	-	-	-
Past involvement						
Carimin Resources Services Sdn Bhd	Engaged in the business of providing project and data management services	Director	13 March 2017	30 December 2021	-	-
Kin Hup Seng Construction Sdn Bhd	Dissolved	Shareholder	-	-	10.00	-
Nusmakmur Development Sdn Bhd	Investment holding	Director	21 March 2019	28 June 2023	-	-
Pengurusan Cerun Sdn Bhd	Dissolved	Shareholder	-	-	50.00	-
S.I. Builders Sdn Bhd	Winding up	Shareholder	-	-	25.00	-

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

Company / entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Sejahtera Fitrah Sdn Bhd	Investment holding	Director	8 October 2018	28 June 2023	-	-
Suasa Efektif (M) Sdn Bhd	Managing, maintaining and operating parking facilities of certain municipals in the state of Selangor Darul Ehsan	Director	8 October 2018	28 June 2023	-	-

Note:

(1) Prime Offshore Sdn Bhd's intended business is activities of holding companies in oil and gas industry but is currently dormant.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)
(ii) Lee Kim Seng

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Golden Courtyard Sdn Bhd	Buying, selling, renting and operating of self-owned or leased real estate – land	Director and shareholder	10 August 2009	-	50.00	(1) 50.00
Kaochern Corporation Sdn Bhd	Investment properties	Director and shareholder	6 November 2000	-	17.50	-
Nautical Surf Sdn Bhd	Investment properties	Director and shareholder	10 January 2001	-	50.00	(1) 50.00
Proalpha Land Sdn Bhd	Property development and investment holding	Shareholder	-	-	27.27 (2)	-
Rogamas	Investment holding	Director and shareholder	29 March 2000	-	60.00	(1) 40.00
Past involvement						
Anika Mahir Development (M) Sdn Bhd	Real estate activities with own or leased property N.E.C.	Director	2 January 2008	10 March 2022	-	-
Geohan Semangat Sdn Bhd	Dissolved (3)	Director and shareholder	14 March 2016	-	52.00	-
Proalpha Sdn Bhd	Property development and investment holding	Director	24 May 1996	3 March 2022	-	-
Venture 2000 Sdn Bhd	Housing developer	Director	31 October 1996	18 August 2020	-	-

Notes:

- (1) Deemed interested by virtue of the direct interest held his spouse, Lim Tsui Ning.
- (2) Based on the total number of 10,000 ordinary shares and 100,000 preference shares in Proalpha Land Sdn Bhd (“**Proalpha Land**”). As at the LPD, Lee Kim Seng holds 30,000 preference shares, being 30.00% of the total number of preference shares in Proalpha Land.
- (3) Geohan Semangat Sdn Bhd was incorporated for the activities of holding companies and remained dormant before it was dissolved on 25 April 2023.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)
(iii) Ir. Oh Chin Wah

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement						
OCW Consultancy ⁽¹⁾	Consultation services for civil and structural engineering works, foundation and geotechnical engineering works	Sole proprietor	21 December 2021	-	N/A	N/A
Past involvement						
Geohan Semangat Sdn Bhd	Dissolved ⁽²⁾	Director and shareholder	14 March 2016	-	48.00	-

Note:

- (1) OCW Consultancy is a sole proprietorship owned and managed by Ir. Oh Chin Wah as a registered engineering consultancy practice under the Registration of Engineers Act 1967 for the purposes of signing off design and drawing as a Professional Engineer with a Practising Certificate on behalf of our Group. Ir. Oh Chin Wah does not sign off design and drawing as a Professional Engineer with a Practising Certificate for other businesses or corporations outside our Group.
- (2) Geohan Semangat Sdn Bhd was incorporated for the activities of holding companies and remained dormant before it was dissolved on 25 April 2023.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)
(iv) Lee Jie Min

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Medex Solutions Sdn Bhd	Information technology consultancy services	Director and shareholder	8 November 2018	-	100.00	-
Past involvement						
-	-	-	-	-	-	-

(v) Datuk Choy Kah Yew

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement						
-	-	-	-	-	-	-
Past involvement						
Bandar Eco-Setia Sdn Bhd	Property development and property investment	Director	16 July 2015	8 May 2022	-	-
Bukit Indah (Perak) Sdn Bhd	Dissolved	Director	16 July 2015	-	-	-
Dian Mutiara Sdn Bhd	Dissolved	Director	15 July 2015	-	-	-
Futurecrest (M) Sdn Bhd	Investment holding	Director	15 July 2015	8 May 2022	-	-
Ganda Anggun Sdn Bhd	Property development	Director	16 July 2015	8 May 2022	-	-

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

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Greenhill Resources Sdn Bhd	Property investment holding, as the owner, landlord and operator of a retail mall	Director	15 August 2018	8 May 2022	-	-
Harvard Gold Resort (Jerai) Berhad	Leasing of the clubhouse building and golf course	Director	15 February 2023	30 November 2023	-	-
Harvard Hotel (Jerai) Sdn Bhd	Hotels and resort hotels	Director	15 February 2023	30 November 2023	-	-
I & P Kota Bayuemas Sdn Bhd	Property development	Director	1 July 2019	8 May 2022	-	-
Impian Gold Resort Berhad	Provisions of services by way of golfing, sporting and other recreational facilities	Director	15 February 2023	30 November 2023	-	-
Indera Perasa Sdn Bhd	Investment holding, property and building management and project management services	Director	15 July 2015	8 May 2022	-	-
Kemboja Mahir Sdn Bhd	Property development and investment holding	Director	16 July 2015	8 May 2022	-	-
Kinrara Golf Club Sdn Bhd	Winding up	Director	1 July 2019	8 May 2022	-	-
Kinrara Urusharta Sdn Bhd	Winding up	Director	1 July 2019	8 May 2022	-	-
Lagavest Sdn Bhd	Dissolved	Director	16 July 2015	-	-	-
Merit Properties Sdn Bhd	Property development, investment in real properties, providing management services	Alternate Director	1 September 2021	8 May 2022	-	-

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

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Perumahan Kinrara Berhad	Property development, operation of golf course and resort	Director	1 July 2019	8 May 2022	-	-
Petaling Garden Industrial Estate Sdn Bhd	Dissolved	Director	1 December 2017	-	-	-
S P Setia Project Management Sdn Bhd	Property development and property management	Director	24 March 2017	8 May 2022	-	-
Setia Eco Glades Sdn Bhd	Property development and property investment holding	Director	16 July 2015	8 May 2022	-	-
Setia Eco Green Sdn Bhd	Activities of holding companies	Director	15 July 2015	8 May 2022	-	-
Setia Eco Land Sdn Bhd	Property development and property investment holding	Director	15 July 2015	15 July 2020	-	-
Setia Federal Hill Sdn Bhd	To develop an integrated commercial and residential development known as Setia Federal Hill	Alternate Director	1 September 2021	8 May 2022	-	-
Setia Japan Holding Sdn Bhd	Activities of holding companies	Director	15 July 2015	8 May 2022	-	-
Setia Prefab Sdn Bhd	Dissolved	Director	15 July 2015	-	-	-
Setia Safiro Sdn Bhd	Real estate activities with own or leased property N.E.C; Development of building projects for own operation, i.e., for renting of space in these buildings	Director	1 November 2018	8 May 2022	-	-

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

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Setia Ventures Excellence Sdn Bhd	Wound up	Director	5 September 2017	8 May 2022	-	-
Shaw & Sons (Kuala Lumpur) Sdn Bhd	Holding of investment properties for rental income and provision of services in connection therewith	Director	15 February 2023	30 November 2023	-	-
Shaw Brothers (Johore) Sdn Bhd	Investment holding	Director	15 February 2023	30 November 2023	-	-
Shaw Brothers (Kuala Lumpur) Sdn Bhd	Holding of investment properties for rental income	Director	15 February 2023	30 November 2023	-	-
Shaw Brothers (Kuching) Sdn Bhd	Investment holding	Director	15 February 2023	30 November 2023	-	-
Shaw Brothers (M) Sdn Bhd	Investment holding	Director	15 February 2023	30 November 2023	-	-
Shaw Plaza Sdn Bhd	Holding of investment properties for rental income and provision of services in connection therewith owning and operating a hotel	Director	15 February 2023	30 November 2023	-	-
Shaw Renters (East Malaysia) Sdn Bhd	Investment holding	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property (Asset I) Sdn Bhd	Property management services and property investment	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property (BBR Industrial I) Sdn Bhd	Property investment	Director	15 February 2023	30 November 2023	-	-

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

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Sime Darby Property (Convention Centre) Sdn Bhd	Operation of a convention centre	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property (Golfhome) Sdn Bhd	Property development	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property (Selangor) Sdn Bhd	Property development	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property (SJ7) Sdn Bhd	Property development	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property (Sungai Kapar) Sdn Bhd	Investment holding, property development, property investment, owner and operator of a mall	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property Holdings Sdn Bhd	Property investment and provision of property management services	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property Management Sdn Bhd	Property management services and property investment holding	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property Selatan (Holding) Sdn Bhd	Investment holding	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property Urus Harta Sdn Bhd	Dormant	Director	15 February 2023	30 November 2023	-	-
Sime Darby Property (Ironwood) Sdn Bhd	Property development	Director	15 February 2023	30 November 2023	-	-
SP Setia Technology Sdn Bhd	Provision of money lending service	Director	16 July 2015	8 May 2022	-	-

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

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Syarikat Perumahan Pegawai Kerajaan Sendirian Berhad	Development and sales of land, residential and commercial properties and rental of properties	Director	1 July 2019	8 May 2022	-	-
Tanah Sutera Development Sdn Bhd	Property development, investment in real properties	Alternate Director	1 September 2021	12 May 2022	-	-
Temasya Development Co. Sdn Bhd	Property development	Director	15 July 2020	8 May 2022	-	-
Tenaga Raya Sdn Bhd	Wound up	Director	16 July 2015	8 May 2022	-	-
Yong Peng Realty Sdn Bhd	Winding up	Director	15 July 2020	8 May 2022	-	-

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**(vi) Serene Hiew Mun Yi**

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Harold & Lam Partnership	Law firm	Partner	18 May 2015	-	N/A	N/A
HLS Capital Sdn Bhd	Private security activities; combined facilities support activities; other retail sale in non-specialised stores N.E.C	Director and shareholder	5 July 2022	-	12.00	-
HLS Holdings Sdn Bhd	Investment in commercial real estate	Director and shareholder	19 April 2016	-	11.00	-
International Group of Arbitrators Berhad	The promotion and facilitation of the determination of disputes by means of private dispute resolution other than through the court; the provision of education and training to those who wish to become qualified and proficient practitioners, and to persons with interest in private dispute resolution and matters related to the aforesaid objects; and the promotion and dissemination, of a wider knowledge of private dispute resolution	Director	29 April 2024	-	-	-
Past involvement						
-	-	-	-	-	-	-

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**(vii) Soh Eng Hooi**

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Axial Capital Sdn Bhd	Business advisory services	Director and shareholder	29 June 2004	-	80.00	-
BKEH & Co PLT	Provision of accounting, bookkeeping, audit services, tax consultancy and related services of public accountants	Partner	21 June 2022	-	N/A	N/A
EH Soh & Partners	Audit firm	Partner	29 October 2014	-	N/A	N/A
Genezen Development Corporation Sdn Bhd	Dormant ⁽¹⁾	Director and shareholder	24 June 2009	-	33.33	-
Millennium Meadow Sdn Bhd	Investment holding in properties	Director and shareholder	18 August 2014	-	50.00	-
MN Holdings Berhad (a company listed on the ACE Market of Bursa Securities)	Investment holding while its subsidiaries are principally involved in utility construction and management	Independent Non-Executive Director and shareholder	15 December 2020	-	0.05	-
NuEnergy Holdings Berhad (formerly known as ILB Group Berhad) (a company listed on the Main Market of Bursa Securities)	Investment holding while its subsidiaries are principally involved in solar energy and related businesses	Independent Non-Executive Director	15 May 2018	-	-	-
SCS Global Advisory (M) Sdn Bhd	Provision of professional advisory services	Shareholder	-	-	25.00	-
Warisan TC Holdings Berhad (a company listed on the Main Market of Bursa Securities)	Investment holding while its subsidiaries are principally involved in consumer products and services	Independent Non-Executive Director	31 December 2020	-	-	-

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

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Past involvement						
CNS Corporate Services Sdn Bhd	Dissolved	Director and shareholder	24 March 2006	-	25.00	-
Complete Corporate Services Sdn Bhd	Other management consultancy activities N.E.C	Director	23 October 2020	18 July 2022	-	-
Golden Asia Communications Sdn Bhd	Dissolved	Director and shareholder	15 January 2007	-	50.00	-
MHI My 1 Sdn Bhd	Hoteliers; investment holding; property investment	Director	7 September 2017	31 May 2023	-	-
Perun Consultants (Malaysia) Sdn Bhd	Provision of professional advisory services	Director	30 May 2022	30 December 2022	-	-
SMRT Holdings Berhad	Investment holding while its subsidiaries are principally involved in education, training and technology	Independent Non-Executive Director	27 November 2017	30 July 2020	-	-
Starhill Season Sdn Bhd	Dissolved	Director and shareholder	26 July 2017	-	100.00	-

Note:

(1) Genezen Development Corporation Sdn Bhd was in the business of investment holding in real properties and is currently dormant.

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

5.2.5 Involvement of our Promoters and substantial shareholders, Managing Director and Non-Independent Executive Directors in other businesses or corporations

Save as disclosed in Section 5.2.4 of this Prospectus, our substantial shareholder and Managing Director (namely Lee Kim Seng) and Non-Independent Executive Directors (namely Ir. Oh Chin Wah and Lee Jie Min), who are also our Promoters are not involved in other businesses or corporations. Their involvement in other businesses or corporations is not expected to affect the business operations of our Group as their involvement in the aforesaid companies are minimal as these companies are either investment holding of shares or properties, or such businesses' or corporations' operations do not require their involvement on a day-to-day basis. In addition, these businesses or corporations are managed by or operated by the other shareholders and/or directors and/or have their own management team. Their present involvement in the business or corporations set out in Section 5.2.4 of this Prospectus does not give rise to any conflict or potential conflict of interest with our business. Hence, our Board is of the view that this would not affect their contribution and performance in our Group.

5.2.6 KEY SENIOR MANAGEMENT

Our Key Senior Management comprises the following members:

Name	Age	Nationality	Designation
Low Kok Din (M)	35	Malaysian	Chief Financial Officer
Lai Chee Yong (M)	47	Malaysian	General Manager
Ir. Jeremy Lim Wei (M)	42	Malaysian	Deputy General Manager

Note:

(M) Male

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

5.2.7 Key Senior Management's shareholdings

The direct and indirect shareholdings of our Key Senior Management in our Company after the Acquisitions and after our IPO are as follows:

Name	After the Acquisitions but before our IPO				After the Public Issue and Share Transfer			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1) %	No. of Shares	(1) %	No. of Shares	(2) %	No. of Shares	(2) %
Low Kok Din	-	-	-	-	⁽³⁾ 375,000	0.09	-	-
Lai Chee Yong	-	-	-	-	⁽³⁾ 180,000	0.04	-	-
Ir. Jeremy Lim Wei	-	-	-	-	⁽³⁾ 180,000	0.04	-	-

Notes:

- (1) Based on our issued share capital of 308,000,000 Shares after the Acquisitions but before our IPO.
- (2) Based on our enlarged issued share capital of 440,000,000 Shares after the Public Issue and Share Transfer.
- (3) Assuming he will fully subscribe for his respective allocation under the Pink Form Allocation.

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

5.2.8 Profiles of Key Senior Management

The profiles of the Key Senior Management of our Group are as follows:

(i) Low Kok Din
Chief Financial Officer

Low Kok Din, male, a Malaysian aged 35, is our Chief Financial Officer since October 2024 and is primarily responsible for development and implementation of financial strategy, overseeing budgeting, forecasting and financial performance analysis, ensuring compliance with financial regulations and audits, and management of finance team to achieve operational excellence.

He graduated with a degree of Bachelor of Science (with Honours) in Accounting and Finance (Second Class, Upper Division) from the University of Warwick in July 2013. Subsequently, he was admitted as an Associate of the Institute of Chartered Accountants in England and Wales, UK in October 2018. In September 2024, he was admitted as a member of the MIA.

Upon graduation, he joined PricewaterhouseCoopers (PwC) in September 2013 as an Associate in audit and assurance related work. In July 2016, he was promoted as Senior Associate, where he was involved in leading audit engagements for several multinational corporations across various industries, including construction, plantation, logistics, and travel and tourism. He was also involved in identifying key risk areas, developing comprehensive audit and execution plans, conducting detailed testing of internal controls and financial transactions, as well as reviewing reports, documentation and financial statements. In September 2017, he left PwC.

In September 2017, he joined Petroliam Nasional Berhad (PETRONAS) as an Executive in Business Planning and Performance Reporting Unit under Finance and Risk Department. In May 2019, he was promoted as Senior Executive. During his tenure at PETRONAS, he was involved in management reporting and budgeting, advising the management team on financial analysis, providing periodic reports for global upstream business units, reviewing financial statements, conducting trend and variance analysis for business operations, preparing investment holding annual budget, assisting in project tender evaluations by providing financial analysis and ensuring internal controls are in place. In March 2024, he left PETRONAS and took a career break.

In August 2024, he joined GSB as a Finance Manager where his responsibilities included financial planning and control as well as overseeing all aspects of finance and accounts, including cash flow monitoring and forecasting, company secretarial, auditing, and tax matters. He is also involved in liaising with external parties, monitoring and ensuring compliance with accounting standards, assisting in management and operations, and supporting the implementation of the quality, environment, safety and health management system.

Presently, he does not hold any directorships nor is involved in any business activities outside of our Group.

He does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management.

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

(ii) Lai Chee Yong
General Manager

Lai Chee Yong, male, a Malaysian aged 47, is our General Manager.

He graduated with a Degree of Bachelor of Engineering (Civil) from University of Malaya in October 2001. In November 2003, he was registered as a Graduate Engineer with the Board of Engineers Malaysia.

He began his career with Reladaya Sdn Bhd, as a Site Engineer in September 2001, where he was involved in the construction of an apartment building. He left Reladaya Sdn Bhd in April 2002. In August 2002, he joined GSB as a Site Engineer, where he was involved in projects to upgrade highway roads and a police station. He left GSB in July 2004 to venture into direct selling business, where he has been involved in direct selling of Lampe Berger products. In August 2007, he rejoined GSB as a Project Engineer, where he was responsible for supervising project sites. In January 2008, he was promoted to Senior Project Engineer. Between May 2010 and August 2012, he was seconded to Geohan Pte Ltd as a Project Engineer, where he was responsible for overseeing a project work in Singapore.

In July 2010, he was promoted to Project Manager of GSB, where he was responsible for assisting with project planning, implementation, and completion activities. In January 2015, he was promoted to Deputy General Manager of GSB.

In July 2023, he was promoted to General Manager of GSB where his responsibilities involved managing project operations, implementing policies and procedures for quality management system and coordinating subcontractors' activities at project sites. He is heavily involved in direct engagement with main contractors and subcontractors, attending meetings to ensure alignment and resolve any on-site issues. He is also responsible for ensuring all work is out in accordance with the drawings, specifications, construction plans, procedures, and work instructions. Additionally, he is responsible for overseeing site productivity and resource planning, ensuring that inspections, tests, and quality control mechanisms are in place, and report project status to top management.

He is a member of the Malaysia Human Resource Development Certified Institute since May 2022. He is a certified trainer under the Malaysia Human Resource Development Corporation, Ministry of Human Resources since September 2023. In October 2023, he obtained his Professional Certificate in Alternative Dispute Resolution Practice. He is currently pursuing a doctorate of Business Administration with the University of Information Technology and Management, Rzeszow Poland via distance learning.

Further details of his present directorships and involvements in principal business activities outside of our Group are set out in Section 5.2.9 of this Prospectus

He does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management.

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

(iii) Ir. Jeremy Lim Wei
Deputy General Manager

Ir. Jeremy Lim Wei, male, a Malaysian aged 42, is our Deputy General Manager.

He graduated with a Degree of Bachelor of Engineering (Civil) from Universiti Teknologi Malaysia in September 2006. In December 2006, he was registered as a Graduate Engineer with the Board of Engineers Malaysia and registered as a Professional Engineer in December 2013.

He began his career with G&P Geotechnics Sdn Bhd as an Engineer in June 2006 and was promoted to Senior Engineer in January 2010. During his tenure with G&P Geotechnics Sdn Bhd, he was involved in design and overseeing projects encompassing areas such as retaining and reinforced concrete walls, basement excavations, foundation build and design, earthwork planning, slope strengthening, slip road and temporary sheet pile design, as well as treatment for equipment testing platforms. He left G&P Geotechnics Sdn Bhd in March 2011.

In June 2011, he joined GSB as an Assistant Project Manager. In July 2012 and January 2015, he was promoted to Project Manager and Senior Project Manager, respectively. His duties include assisting the General Manager and Deputy General Manager with project planning, implementation, and completion. His responsibilities also include ensuring inspections and tests comply with quality control standards, reporting project progress to top management, and monitoring project sites and operations.

In July 2016, he was promoted to Deputy General Manager, where he oversees the full project delivery process. His responsibilities include supervising tender submissions and interviews, monitoring project timelines, progress billing and payment collection, and preparing weekly progress reports for senior management. He also oversees the research on project scope, location, and potential challenges, and providing his insights and expertise to the tendering team for cost adjustments. Throughout his tenure at GSB, from June 2011 to the present, his project portfolio includes earthwork excavation, diaphragm walls, ground anchors, bore piles, caisson piles, pile caps, micropiles, and jack-in piles.

Presently, he does not hold any directorships nor is involved in any business activities outside of our Group.

He does not have any family relationship with our other Promoters, substantial shareholders, Directors and/or Key Senior Management.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**5.2.9 Involvement of our Key Senior Management in other businesses / corporations outside of our Group**

Save as disclosed below, none of our Key Senior Management have any other principal business activities performed by them in other businesses or corporations outside our Group as at the LPD, and the directorships held by them outside our Group for the past five (5) years preceding the LPD:

(i) Lai Chee Yong

Company/ entity	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
Present involvement						
Emotion Excel Sdn Bhd	Educational support services for provision of non-instructional services; Provision of other human health services including mental and emotional health report and counselling services.	Director and shareholder	28 October 2020	-	30.00	-
Past involvement						
-	-	-	-	-	-	-

Our Board is of the view that the involvement of the above Key Senior Management in other businesses or corporations outside our Group will not affect their contributions to our Group and would not be expected to affect the operations of our Group as their involvement in the above companies are minimal as these businesses' or corporations' do not require their involvement on a day-to-day basis. Further, their involvement does not give rise to any conflict of potential conflict of interest with our business.

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

5.3 BOARD PRACTICES

5.3.1 Directorship

As at the LPD, the details of the date of expiration of the current term of office for each of our Directors and the periods that each of our Directors have served in that office as at the LPD are as follows:

Name	Date of appointment	Date of expiration of the current term of office	Approximate no. of years in office up to the date of this Prospectus
Dato' Ir. Dr. Mohd Asbi Bin Othman	26 May 2025	At the AGM to be held in 2025	Less than one (1) year
Lee Kim Seng	29 January 2016	At the AGM to be held in 2025	Nine (9) years
Ir. Oh Chin Wah	16 March 2016	At the AGM to be held in 2026	Nine (9) years
Lee Jie Min	26 May 2025	At the AGM to be held in 2025	Less than one (1) year
Datuk Choy Kah Yew	26 May 2025	At the AGM to be held in 2025	Less than one (1) year
Serene Hiew Mun Yi	26 May 2025	At the AGM to be held in 2025	Less than one (1) year
Soh Eng Hooi	26 May 2025	At the AGM to be held in 2025	Less than one (1) year

5.3.2 Audit and Risk Management Committee ("ARMC")

Our AMRC was established on 29 May 2025 and its members are appointed by our Board. Our AMRC comprises the following members:

Name	Designation	Directorship
Datuk Choy Kah Yew	Chairperson	Independent Non-Executive Director
Serene Hiew Mun Yi	Member	Independent Non-Executive Director
Soh Eng Hooi	Member	Independent Non-Executive Director

The main functions of our ARMC as stated in its terms of reference includes, among others, the following:

- (i) to consider any matters concerning the appointment and re-appointment, the audit and non-audit fees and any questions of resignation or dismissal of external auditors, and further ensure the suitability, objectivity and independence of external auditors;
- (ii) to review with the external auditors:
 - (a) their audit plan, process, scope and nature of the audit of our Group;
 - (b) their evaluation and findings of the system of risk management and internal controls;
 - (c) their audit reports on financial statements;

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

- (d) the management letter and management's response with regard to problems and reservations arising from their audits;
 - (e) the coordination of audits where more than one (1) audit firm is involved; and
 - (f) any other matters that the external auditors may wish to discuss (in the absence of management where necessary);
- (iii) to ensure coordination between the internal auditors and the external auditors;
- (iv) to review and assess the adequacy of the scope, functions, competency, experience and resources of the internal audit functions of which the internal auditors should report directly to ARMC;
- (v) to ensure that the internal auditors are independent and objective, and have the relevant qualifications and be responsible for assuring ARMC that the internal controls are operating effectively.
- (vi) to review the internal audit plan, processes, the results of internal audit assessments or investigations undertaken and whether or not appropriate action is taken on the recommendations made.
- (vii) to review the adequacy and effectiveness of the Group's internal control systems, anti-bribery and corruption and whistleblowing as evaluated, identified and reported by the Management, internal or external auditors as well as to review whether actions taken to ratify the same are appropriate or timely.
- (viii) to review the quarterly results and year-end financial statements of the Group before the approval by the Board;
- (ix) to ensure that ARMC Report is prepared at the end of each financial year for inclusion in the annual report of our Company;
- (x) to ensure that the Board establishes a comprehensive framework/policy to identify, evaluate, approve and report related party transactions;
- (xi) to assess all the disclosed conflicts by our Directors and key senior management, to evaluate their nature, significance and potential impact on our Group;
- (xii) to assist our Board to effectively discharge its risk oversight responsibilities by monitoring and overseeing our Group's risk management and processes in identifying, evaluating, monitoring and managing significant risks within our Group;
- (xiii) to review our Group's risk management policy and implementation of the risk management framework;
- (xiv) to report promptly to Bursa Securities on any matter which has not been satisfactorily resolved resulting in a breach of the Listing Requirements;
- (xv) to verify the allocation of options under a share issuance scheme or the allocation of shares according to any incentive plan for employees of our Group, if any;
- (xvi) to review and conduct an annual performance evaluation of the internal and external auditors, in respect of each financial year under review; and
- (xvii) to carry out such other functions or assignments as may be delegated by the Board from time to time.

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

5.3.3 Nomination Committee ("NC")

Our NC was established on 29 May 2025 and its members are appointed by our Board. Our NC comprises the following members:

Name	Designation	Directorship
Soh Eng Hooi	Chairperson	Independent Non-Executive Director
Datuk Choy Kah Yew	Member	Independent Non-Executive Director
Serene Hiew Mun Yi	Member	Independent Non-Executive Director

The main functions of our NC as stated in its terms of reference includes, among others, the following:

- (i) to review, assess, and recommend suitable candidates for appointment as Directors of our Company, as well as retiring Directors seeking re-election at the AGM. When making recommendations to our Board regarding directorship or re-appointment, the NC must consider the "Fit and Proper Criteria" outlined in our Company's Directors' Fit and Proper Policy.
- (ii) to ensure there is a gender-diverse Board and the NC may seek out independent sources to identify qualified candidates for our Board;
- (iii) to evaluate the necessary mix of skills, experience, qualifications, directorship, core competencies, and diversity (including age, personal background, and gender) of our Board and our Board Committees. The Nomination Committee will assess the contribution and performance of each Director to ensure our Board and our Board Committees operate effectively and efficiently;
- (iv) to review the size, structure, balance, and composition of our Board and our Board Committees to ensure optimal performance;
- (v) to identify and review the core competencies, skills and other qualities including but not limited to the qualifications, skills, knowledge, experience, qualifications and diversity required by each of our Independent Non-Executive Directors, that are essential to contribute towards the effectiveness and balance of the Board;
- (vi) to review and evaluate the contributions made by each member of our Board, including the Independent Non-Executive Directors and the Chairman of our Board, as well as the Managing Director;
- (vii) to assess each Director's ability to contribute to our Board's decision-making process and ensure that our Board operates actively, efficiently, and effectively in all its decision-making;
- (viii) to conduct an annual review of the term of office and performance of the ARMC and each of its members. The review will assess whether ARMC and its members have fulfilled their duties in accordance with their terms of reference;
- (ix) to evaluate annually the effectiveness of our Board and our Board Committees as a whole for assessing the contribution to the effectiveness of the decision-making process of our Board;
- (x) to review and assess annually the independence of the Independent Non-Executive Directors of our Company;
- (xi) to review, consider and make recommendations regarding the continuation in office of Independent Non-Executive Directors who have served for more than nine (9) years. The assessment will take into account their performance and ability to contribute to the Board, in light of the necessary knowledge, skills, and experience;
- (xii) to oversee the development of succession planning of our Board and key senior management;
- (xiii) to assess and recommend the re-election of Directors who are due to retire in accordance with our Company's Constitution;

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

- (xiv) to remain up-to-date and fully informed about strategic issues and commercial changes that impact our Company and the market in which it operates; and
- (xv) to carry out such other functions or assignments as may be delegated by our Board from time to time.

The Director concerned shall abstain from deliberation and voting on his/her own respective re-election.

5.3.4 Remuneration Committee ("RC")

Our RC was established on 29 May 2025 and its members are appointed by our Board. Our RC comprises the following members:

Name	Designation	Directorship
Serene Hiew Mun Yi	Chairperson	Independent Non-Executive Director
Datuk Choy Kah Yew	Member	Independent Non-Executive Director
Soh Eng Hooi	Member	Independent Non-Executive Director

The main functions of our RC as stated in its terms of reference includes, among others, the following:

- (i) to review and recommend to our Board the appropriate remuneration packages for all Directors of our Company, with or without professional advice;
- (ii) to review and recommend fees and benefits payable to our Directors;
- (iii) to assist our Board in formulating policies and guidelines for the composition of various components of remuneration such as basic salary, bonus, and other benefits for our Directors and key senior management;
- (iv) to ensure that remuneration packages and benefits for our Directors align with our Company's business strategies, long-term objectives, and remuneration policy, as well as comply with all laws, rules, regulations, and guidelines set by relevant authorities and our Board;
- (v) to develop and administer a fair and transparent procedure for setting policy on the remuneration of our Directors and key senior management, which considers the demands, complexities, and performance of our Company, as well as the skills and experience required;
- (vi) to implement our Board's remuneration policy and procedures in a transparent process, including reviewing and recommending matters related to the remuneration of our Board and key senior management;
- (vii) to ensure that the level of remuneration packages is fair and appropriate according to the industry, general market sentiments, or conditions, and our Company's operating results, as well as our Directors or key senior management's merit, qualification, competence, and individual performance;
- (viii) to ensure that appropriate rewards, benefits, compensation, and remuneration are offered to retain Directors, and structuring remuneration packages to link rewards to individual performance; and
- (ix) to carry out any other functions delegated by our Board that would benefit our Company and ensure the effective discharge of the Remuneration Committee's duties and responsibilities.

The Director(s) concerned shall abstain from deliberation and voting on his/ her own respective remuneration.

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

5.4 REMUNERATION OF DIRECTORS AND KEY SENIOR MANAGEMENT

5.4.1 Directors' Remuneration and Material Benefits-In-Kind

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid to our Directors for services rendered to our Group in all capacities for the FYE 2024 and FYE 2025 are as follows:

FYE 2024	Salaries (RM'000)	Fees (RM'000)	Bonus (RM'000)	Statutory Contributions (RM'000) ⁽¹⁾	Allowances (RM'000)	Benefits-in-kind (RM'000) ⁽²⁾	Total (RM'000)
<u>Executive Directors</u>							
Lee Kim Seng ⁽³⁾	570	-	127	⁽⁴⁾ 30	45	9	781
Ir. Oh Chin Wah ⁽⁵⁾	546	-	122	86	43	14	811
Lee Jie Min ⁽⁶⁾	158	-	34	25	11	-	228
<u>Non-Executive Directors</u> ⁽⁶⁾							
Dato' Ir. Dr. Mohd Asbi Bin Othman	-	-	-	-	-	-	-
Datuk Choy Kah Yew	-	-	-	-	-	-	-
Serene Hiew Mun Yi	-	-	-	-	-	-	-
Soh Eng Hooi	-	-	-	-	-	-	-

Notes:

- (1) Comprises contributions to EPF, EIS and SOCSO.
- (2) Comprises non-cash compensation such as provision of company vehicle and fuel entitlement.
- (3) Dividend declared and paid to him in FYE 2024 is approximately RM4.99 million. In addition, dividend declared and paid to Rogamas (a company which is owned by Lee Kim Seng (60.00%) and Lim Tsui Ning (40.00%)) in FYE 2024 is approximately RM3.70 million.
- (4) The rate of monthly EPF contributions by the employer is lower as he has attained the age of 60 years old and above.
- (5) Dividend declared and paid to him in FYE 2024 is approximately RM0.40 million.
- (6) Appointed to our Board on 26 May 2025.

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

FYE 2025 (Proposed)	Salaries (RM'000)	Fees (RM'000)	Bonus (RM'000)	Statutory Contributions (RM'000) ⁽¹⁾	Allowances (RM'000)	Benefits-in-kind (RM'000) ⁽²⁾	Total (RM'000)
<u>Executive Directors</u>							
Lee Kim Seng	600	-	150	⁽³⁾ 33	50	9	842
Ir. Oh Chin Wah	576	-	144	94	48	13	875
Lee Jie Min ⁽⁴⁾	216	-	54	36	18	-	324
<u>Non-Executive Directors</u> ⁽⁴⁾							
Dato' Ir. Dr. Mohd Asbi Bin Othman	-	⁽⁵⁾ 50	-	-	⁽⁵⁾ 3	-	53
Datuk Choy Kah Yew	-	⁽⁵⁾ 43	-	-	⁽⁵⁾ 3	-	46
Serene Hiew Mun Yi	-	⁽⁵⁾ 36	-	-	⁽⁵⁾ 3	-	39
Soh Eng Hooi	-	⁽⁵⁾ 36	-	-	⁽⁵⁾ 3	-	39

Notes:

- (1) Comprises contributions to EPF, EIS and SOCSO.
- (2) Comprises non-cash compensation such as provision of company vehicle and fuel entitlement.
- (3) The rate of monthly EPF contributions by the employer is lower as he has attained the age of 60 years old and above.
- (4) Appointed to our Board on 26 May 2025.
- (5) Computed from 26 May 2025 to 31 December 2025.

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

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

5.4.2 Key Senior Management's Remuneration and Material Benefits in-Kind

The aggregate remuneration and material benefits in-kind paid and proposed to be paid to our Key Senior Management for services rendered to our Group in all capacities for the FYE 2024 and FYE 2025 are as follows:

Key Senior Management	Remuneration Band ⁽¹⁾	
	FYE 2024 (RM'000)	Proposed for the FYE 2025 (RM'000)
Low Kok Din ⁽²⁾	50 – 100	250 – 300
Lai Chee Yong	450 – 500	500 – 550
Ir. Jeremy Lim Wei	400 – 450	450 – 500

Notes:

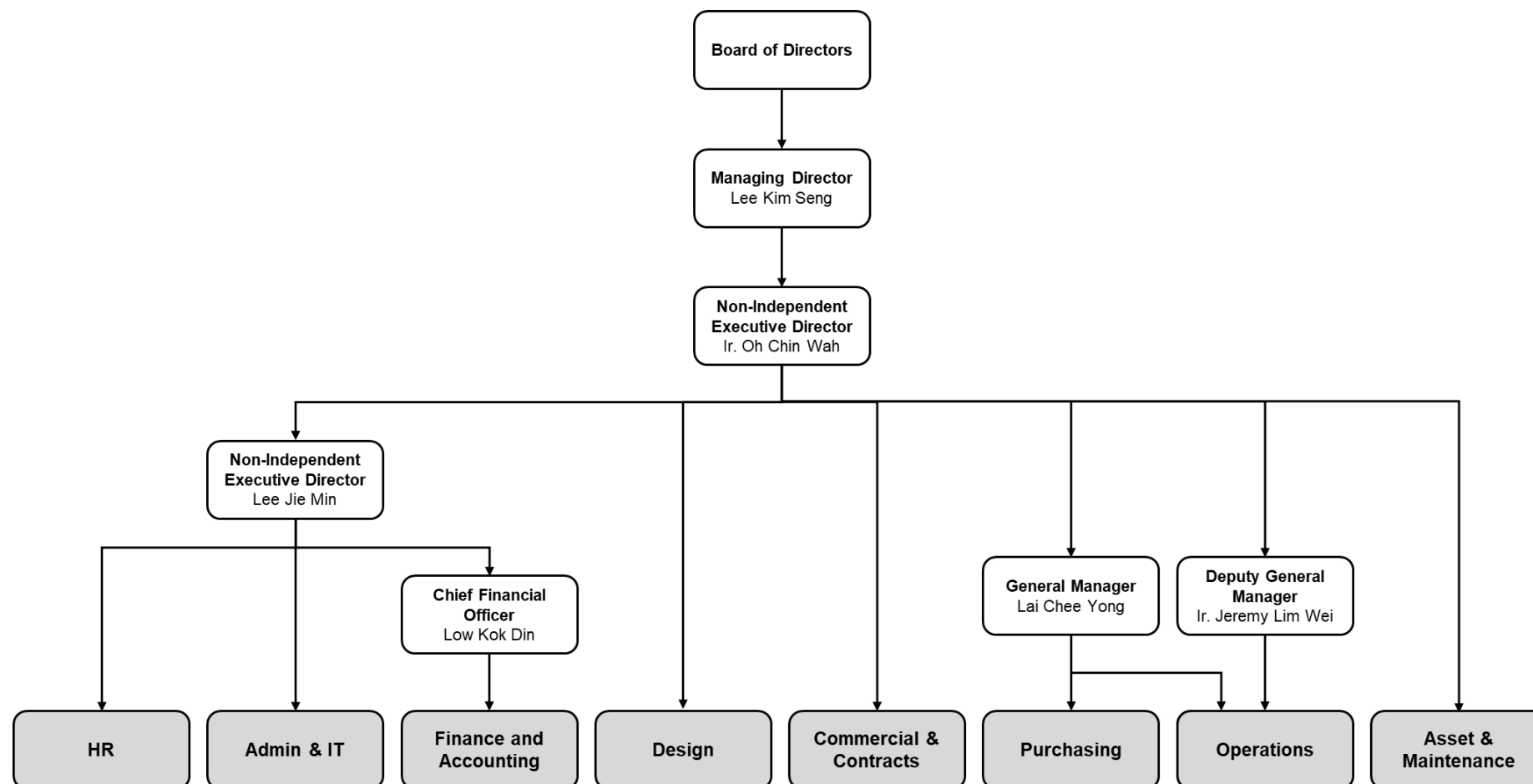
- (1) *The remuneration for our Key Senior Management includes salaries, bonuses, allowances and other emoluments.*
- (2) *Joined our Group on 7 August 2024.*

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

5.5 MANAGEMENT REPORTING STRUCTURE

The management reporting structure of our Group is as follows:



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

5.6 DECLARATIONS BY EACH PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

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

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

5.7 FAMILY RELATIONSHIPS AND ASSOCIATIONS

Save as disclosed below, there are no family relationships and associations among our Promoters, substantial shareholders, Directors and Key Senior Management as at the LPD:

Name	Position/Designation	Nature of relations and associations
Lee Kim Seng	<ul style="list-style-type: none"> ➤ Promoter ➤ Substantial shareholder ➤ Managing Director ➤ Moratorium Shareholder 	<ul style="list-style-type: none"> ➤ Shareholder and director of Rogamas. ➤ Spouse of Lim Tsui Ning and father of Lee Jie Min.
Lee Jie Min	<ul style="list-style-type: none"> ➤ Promoter ➤ Non-Independent Executive Director ➤ Moratorium Shareholder 	<ul style="list-style-type: none"> ➤ Daughter of Lee Kim Seng and Lim Tsui Ning.
Lim Tsui Ning	<ul style="list-style-type: none"> ➤ Substantial shareholder ➤ Moratorium Shareholder 	<ul style="list-style-type: none"> ➤ Shareholder and director of Rogamas. ➤ Spouse of Lee Kim Seng and mother of Lee Jie Min.
Rogamas	<ul style="list-style-type: none"> ➤ Promoter ➤ Substantial shareholder ➤ Moratorium Shareholder 	<ul style="list-style-type: none"> ➤ A company in which Lee Kim Seng and Lim Tsui Ning are the directors and shareholders.
Tang Ji Jian	<ul style="list-style-type: none"> ➤ Director of GPL 	<ul style="list-style-type: none"> ➤ Spouse of Lee Jie Min. ➤ Son-in-law of Lee Kim Seng and Lim Tsui Ning.

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

5.8 SERVICE AGREEMENTS

As at the LPD, there are no existing or proposed service agreements entered into or to be entered into between our Group and our Directors or Key Senior Management, which provide for benefits upon termination of employment.

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