

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

### 9.1 PROMOTER AND SUBSTANTIAL SHAREHOLDERS

#### 9.1.1 Profiles of our Promoter and Substantial Shareholders

##### (i) Chubb INA as Promoter and substantial shareholder

Chubb INA was incorporated in Delaware, United States, under the General Corporation Law of Delaware on 8 July 1977 as a corporation (company limited by shares). Chubb INA is an indirect wholly-owned subsidiary of Chubb Limited, the Swiss-incorporated ultimate holding company of the Chubb Group, a global insurance and reinsurance organisation listed on the NYSE.

Chubb INA is a holding company and its principal assets are the capital stock of its subsidiaries. Chubb INA's direct and indirect subsidiaries provide commercial and personal property and casualty insurance, personal accident and supplemental health insurance, reinsurance and life insurance to a diverse group of clients around the world. Chubb INA does not itself conduct insurance operations.

As at the LPD:

- (a) Chubb INA is our sole shareholder;
- (b) the issued share capital of Chubb INA is USD1,000 comprising 1,000 ordinary shares;
- (c) the directors of Chubb INA are James Robert Brett, Jack Rex Servin, Walter Peter Smolij and John Paul Taylor; and
- (d) the shareholders of Chubb INA and their respective shareholding are as follows:

Name	Country of incorporation	Direct		Indirect	
		No. of ordinary shares	%	No. of ordinary shares	%
INA Corporation	United States	1,000	100.0	-	-
Chubb IH	United States	-	-	1,000 <sup>(1)</sup>	100.0
Chubb Group Holdings	United States	-	-	1,000 <sup>(2)</sup>	100.0
Chubb Limited	Switzerland	-	-	1,000 <sup>(3)</sup>	100.0

**Notes:**

- (1) *Deemed interested by virtue of its interest in INA Corporation pursuant to Section 8(4) of the Act.*
- (2) *Deemed interested by virtue of its interest in Chubb IH pursuant to Section 8(4) of the Act.*
- (3) *Deemed interested by virtue of its interest in Chubb Group Holdings pursuant to Section 8(4) of the Act.*

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

### (ii) INA Corporation as substantial shareholder

INA Corporation was incorporated in Pennsylvania, United States, under the Pennsylvania Business Corporation Law on 15 December 1981.

INA Corporation is a holding company within the Chubb Group and its principal assets are the capital stock of its insurance subsidiaries. INA Corporation does not itself conduct insurance operations.

As at the LPD:

- (a) INA Corporation is the sole shareholder of Chubb INA;
- (b) the issued share capital of INA Corporation is USD100 comprising 100 ordinary shares;
- (c) the directors of INA Corporation are Evan Glenn Greenberg, Timothy Alan Boroughs, Peter Currie Enns, John William Keogh, John Joseph Lupica and Juan Luis Ortega; and
- (d) the shareholders of INA Corporation and their respective shareholding are as follows:

Name	Country of incorporation	Direct		Indirect	
		No. of ordinary shares	%	No. of ordinary shares	%
Chubb IH	United States	100	100.0	-	-
Chubb Group Holdings	United States	-	-	100 <sup>(1)</sup>	100.0
Chubb Limited	Switzerland	-	-	100 <sup>(2)</sup>	100.0

**Notes:**

- (1) *Deemed interested by virtue of its interest in Chubb IH pursuant to Section 8(4) of the Act.*
- (2) *Deemed interested by virtue of its interest in Chubb Group Holdings pursuant to Section 8(4) of the Act.*

### (iii) Chubb IH as substantial shareholder

Chubb IH was incorporated in Delaware, United States, under the General Corporation Law of Delaware on 31 December 1998 as a corporation (company limited by shares). Subsequently, Chubb IH converted from a corporation (Chubb INA Holdings Inc.) to a Delaware limited liability company on 26 March 2024 and adopted its current name, Chubb INA Holdings LLC.

Chubb IH is a holding company within the Chubb Group and its principal assets are the capital stock of its insurance subsidiaries. Chubb IH does not itself conduct insurance operations.

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

As at the LPD:

- (a) Chubb IH is the sole shareholder of INA Corporation;
- (b) the unit capital of Chubb IH is USD13,837,577,300 comprising 93.92308 units;
- (c) the directors of Chubb IH are Evan Glenn Greenberg, Timothy Alan Boroughs, Peter Currie Enns, John William Keogh, John Joseph Lupica and Juan Luis Ortega; and
- (d) the unitholders of Chubb IH and their respective unitholding are as follows:

Name	Country of incorporation	Direct		Indirect	
		No. of units	%	No. of units	%
Chubb Group Holdings	United States	80	85.2	-	-
Chubb Limited	Switzerland	13.92308	14.8	80 <sup>(1)</sup>	85.2

**Note:**

- (1) *Deemed interested by virtue of its interest in Chubb Group Holdings pursuant to Section 8(4) of the Act.*

### (iv) Chubb Group Holdings as substantial shareholder

Chubb Group Holdings was incorporated in Delaware, United States, under the General Corporation Law of Delaware on 9 April 1999.

Chubb Group Holdings is a holding company within the Chubb Group and its principal assets are the capital stock of its insurance subsidiaries. Chubb Group Holdings does not itself conduct insurance operations.

As at the LPD:

- (a) Chubb Group Holdings is the holding company of Chubb IH;
- (b) the issued share capital of Chubb Group Holdings is USD1 comprising 100 ordinary shares;
- (c) the directors of Chubb Group Holdings are Evan Glenn Greenberg, Timothy Alan Boroughs, Peter Currie Enns, John William Keogh, John Joseph Lupica, Sean Ringsted and Joseph Franklin Wayland; and
- (d) the shareholder of Chubb Group Holdings and its shareholding are as follows:

Name	Country of incorporation	Direct		Indirect	
		No. of ordinary shares	%	No. of ordinary shares	%
Chubb Limited	Switzerland	100	100.0	-	-

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

### (v) Chubb Limited as substantial shareholder

Chubb Limited was incorporated in the Cayman Islands on 30 August 1985, and redomesticated to Switzerland on 18 July 2008.

Chubb Limited is the ultimate holding company of the Chubb Group, and through its direct and indirect subsidiaries, is a global insurance and reinsurance organisation. With operations in multiple countries and territories, the Chubb Group provides commercial and personal property and casualty insurance, personal accident and supplemental health insurance, reinsurance and life insurance to a diverse group of clients.

As at the LPD:

- (a) Chubb Limited is the sole shareholder of Chubb Group Holdings;
- (b) the issued share capital of Chubb Limited is CHF206,053,710.50 comprising 412,107,421 common shares; and
- (c) the directors of Chubb Limited are Evan Glenn Greenberg, Michael Patrick Connors, Michael Gerard Atieh, Nancy Knapp Buese, Sheila Patricia Burke, Nelson Juseuk Chai, Michael Louis Corbat, Fred Zulu Hu, Robert John Hugin, Robert William Scully, Theodore Efthimion Shasta, David Hugh Sidwell, Olivier Robert Steimer and Frances Fragos Townsend.

Chubb Limited is a component of the S&P 500 index and its shares are listed on the NYSE. Based on publicly available information as at 30 June 2025, the substantial shareholders of Chubb Limited are The Vanguard Group Inc. (9.21%), Blackrock Inc. (6.90%) and Berkshire Hathaway Inc. (6.78%) (*Source: Bloomberg*). None of the substantial shareholders is deemed as the ultimate beneficial owner of Chubb Limited as each of their respective shareholding in Chubb Limited is below 20.00%. Therefore, Chubb Limited has no ultimate beneficial owner.

**9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)****9.1.2 Changes in our Promoter's and Substantial Shareholders' shareholding in our Company for the past three years**

There has been no change in our Promoter's and Substantial Shareholders' shareholding in our Company for the past three years up to the LPD:

Name	As at 31 December 2022 <sup>(1)</sup>				As at 31 December 2023 <sup>(1)</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ( <sup>'000</sup> )	%	No. of Shares ( <sup>'000</sup> )	%	No. of Shares ( <sup>'000</sup> )	%	No. of Shares ( <sup>'000</sup> )	%
<b><u>Promoter and substantial shareholder</u></b>								
Chubb INA	100,000	100.0	-	-	100,000	100.0	-	-
<b><u>Substantial shareholders</u></b>								
INA Corporation	-	-	100,000 <sup>(2)</sup>	100.0	-	-	100,000 <sup>(2)</sup>	100.0
Chubb IH	-	-	100,000 <sup>(3)</sup>	100.0	-	-	100,000 <sup>(3)</sup>	100.0
Chubb Group Holdings	-	-	100,000 <sup>(4)</sup>	100.0	-	-	100,000 <sup>(4)</sup>	100.0
Chubb Limited	-	-	100,000 <sup>(5)</sup>	100.0	-	-	100,000 <sup>(5)</sup>	100.0
Name	As at 31 December 2024 <sup>(1)</sup>				As at the LPD <sup>(1)</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ( <sup>'000</sup> )	%	No. of Shares ( <sup>'000</sup> )	%	No. of Shares ( <sup>'000</sup> )	%	No. of Shares ( <sup>'000</sup> )	%
<b><u>Promoter and substantial shareholder</u></b>								
Chubb INA	100,000	100.0	-	-	100,000	100.0	-	-
<b><u>Substantial shareholders</u></b>								
INA Corporation	-	-	100,000 <sup>(2)</sup>	100.0	-	-	100,000 <sup>(2)</sup>	100.0
Chubb IH	-	-	100,000 <sup>(3)</sup>	100.0	-	-	100,000 <sup>(3)</sup>	100.0
Chubb Group Holdings	-	-	100,000 <sup>(4)</sup>	100.0	-	-	100,000 <sup>(4)</sup>	100.0
Chubb Limited	-	-	100,000 <sup>(5)</sup>	100.0	-	-	100,000 <sup>(5)</sup>	100.0

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

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**Notes:**

- (1) *Based on our issued Shares as at 31 December 2022, 31 December 2023, 31 December 2024 and as at the LPD of 100,000,000.*
- (2) *Deemed interested by virtue of its interest in Chubb INA pursuant to Section 8(4) of the Act.*
- (3) *Deemed interested by virtue of its interest in INA Corporation pursuant to Section 8(4) of the Act.*
- (4) *Deemed interested by virtue of its interest in Chubb IH pursuant to Section 8(4) of the Act.*
- (5) *Deemed interested by virtue of its interest in Chubb Group Holdings pursuant to Section 8(4) of the Act.*

**9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)****9.1.3 Shareholding of our Promoter and Substantial Shareholders**

The following table sets out the direct and indirect shareholding of our Promoter and Substantial Shareholders before and after our IPO:

Name	Before our IPO <sup>(1)</sup>				After our IPO <sup>(2)</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares (‘000)	%	No. of Shares (‘000)	%	No. of Shares (‘000)	%	No. of Shares (‘000)	%
<b>Promoter and substantial shareholder</b>								
Chubb INA	1,000,000	100.0	-	-	700,000	70.0	-	-
<b>Substantial shareholders</b>								
INA Corporation	-	-	1,000,000 <sup>(3)</sup>	100.0	-	-	700,000 <sup>(3)</sup>	70.0
Chubb IH	-	-	1,000,000 <sup>(4)</sup>	100.0	-	-	700,000 <sup>(4)</sup>	70.0
Chubb Group Holdings	-	-	1,000,000 <sup>(5)</sup>	100.0	-	-	700,000 <sup>(5)</sup>	70.0
Chubb Limited <sup>(6)</sup>	-	-	1,000,000 <sup>(7)</sup>	100.0	-	-	700,000 <sup>(7)</sup>	70.0

**Notes:**

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

(2) Based on our issued Shares upon our Listing of 1,000,000,000.

(3) Deemed interested by virtue of its interest in Chubb INA pursuant to Section 8(4) of the Act.

(4) Deemed interested by virtue of its interest in INA Corporation pursuant to Section 8(4) of the Act.

(5) Deemed interested by virtue of its interest in Chubb IH pursuant to Section 8(4) of the Act.

(6) Chubb Limited is a component of the S&P 500 index and its shares are listed on the NYSE. Based on publicly available information as at 30 June 2025, the substantial shareholders of Chubb Limited are The Vanguard Group Inc. (9.21%), Blackrock Inc. (6.90%) and Berkshire Hathaway Inc. (6.78%) (Source: Bloomberg). None of the substantial shareholders is deemed as the ultimate beneficial owner of Chubb Limited as each of their respective shareholding in Chubb Limited is below 20.00%. Therefore, Chubb Limited has no ultimate beneficial owner.

(7) Deemed interested by virtue of its interest in Chubb Group Holdings pursuant to Section 8(4) of the Act.

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

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

### 9.2 BOARD OF DIRECTORS

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

Our Board comprises at least 30% women Directors and a majority of independent Directors as per the recommendations under the MCCG. Our Board believes that our current Board composition provides the appropriate balance in terms of skills, knowledge and experience to promote the interests of all shareholders and to govern our Company effectively. Our Board is also committed to achieving and sustaining high standards of corporate governance.

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

Our Board should, among others, undertake the following:

- (i) approving our Company's strategy, risk appetite, business plans and other initiatives which would, singularly or cumulatively, have a material impact on our Company's risk profile;
- (ii) overseeing the selection, appointment, performance, remuneration and succession plans of the Country President, control function heads and other members of senior management, such that our Board is satisfied with the collective competence of senior management to effectively lead the operations of our Company;
- (iii) promoting sound corporate values, governance frameworks and clear responsibilities;
- (iv) overseeing the implementation of our Company's internal control framework, and periodically review whether these remain appropriate in light of material changes to the size, nature and complexity of our Company's operations;
- (v) promoting, together with senior management, a sound corporate culture within our Company which reinforces ethical, prudent and professional behaviour;
- (vi) ensuring the integrity of our Company's financial and non-financial reporting, having consideration to whether disclosure is consistent with our Director's own knowledge of our Company's affairs;
- (vii) promoting sustainability through appropriate environmental, social and governance considerations in our Company's business strategies;
- (viii) overseeing and approving the recovery and resolution as well as business continuity plans for our Company to restore its financial strength, and maintain or preserve critical operations and critical services when it comes under stress;
- (ix) promoting timely and effective communication between our Company and BNM on matters affecting or that may affect the safety and soundness of our Company;
- (x) monitoring how senior management carries out our Board's strategy, and ensure responsible and ethical business practices;
- (xi) ensuring full compliance with applicable laws, regulations, and regulatory expectations;
- (xii) reviewing and challenging senior management proposals and monitor their implementation;



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

- (xiii) determining the remuneration of Independent Directors, with affected individuals abstaining from decisions on their own remuneration;
- (xiv) overseeing effective functioning of board committees, and defining their authority and terms of reference;
- (xv) overseeing procedures to identify and manage conflicts of interest and related party transactions; and
- (xvi) ensuring effective, transparent, and regular communication with stakeholders.

In addition, our Independent Non-Executive Chairman is primarily responsible for, among others, the following:

- (i) ensuring that appropriate procedures are in place to govern our Board's operation;
- (ii) ensuring that decisions are taken on a sound and well-informed basis, including by ensuring that all strategic and critical issues are considered by our Board and that Directors receive the relevant information on a timely basis;
- (iii) encouraging healthy discussion and ensure that dissenting views can be freely expressed and discussed;
- (iv) leading efforts to address our Board's development needs;
- (v) promoting high standards of corporate governance within our Company and on our Board;
- (vi) guiding and mediating Board actions on strategic and governance matters;
- (vii) ensuring that board committees function effectively and separately from Board meetings;
- (viii) leading our Board in overseeing senior management and ensuring clear separation between governance and management roles;
- (ix) maintaining regular dialogue with the Country President and acting as the main point of contact between our Board and senior management;
- (x) representing our Board to shareholders and other stakeholders;
- (xi) ensuring meaningful engagement at the AGM and that stakeholder views are communicated to our Board;
- (xii) ensuring that Executive Directors look beyond their executive function and accept their share of responsibilities in governance; and
- (xiii) performing other responsibilities as delegated by our Board from time to time.

Additionally, our Country President is primarily responsible for overseeing the operations and overall performance of our Company effectively in line with our Board's strategic guidance and policies. Our Country President is responsible for, among others, the following:

- (i) developing and implementing strategic plans to drive long-term value creation and communicating the same to internal and external stakeholders;
- (ii) driving company performance through innovation, initiative, technology adoption, new product development, and efficient use of business capital;

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

- (iii) assessing principal financial and non-financial risks impacting our Company;
- (iv) operating within our Board-approved risk appetite and implement appropriate risk management systems;
- (v) maintaining robust internal controls to mitigate risks effectively and coordinating regular reviews and assessments of internal control systems to ensure their effectiveness;
- (vi) maintaining the integrity and adequacy of internal control and management information systems;
- (vii) ensuring compliance with applicable laws and regulations in all operations;
- (viii) managing our Company's financial position prudently to ensure adequate cash flow for meeting debt obligations and other liabilities;
- (ix) taking proactive steps to protect and enhance our Company's financial health; and
- (x) ensuring that all business operations comply fully with relevant laws and regulations, having regard to industry standards and principles set out in the MCCG.

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

Name	Designation	Age	Nationality	Date of appointment	Date of expiration of the current term of office	No. of years and months in office
Dato' Mohzani Bin Abdul Wahab	Independent Non-Executive Chairman	71	Malaysian	2 April 2021	1 April 2027	4 years and 6 months
Susan Yuen Su Min	Independent Non-Executive Director	65	Malaysian	14 February 2019	13 February 2028	6 years and 8 months
Dr. Heng Kiah Ngan	Independent Non-Executive Director	68	Malaysian	18 August 2021	17 August 2026	4 years and 2 months
Cheryl Khor Hui Peng	Independent Non-Executive Director	50	Malaysian	1 June 2021	31 May 2027	4 years and 4 months
Olivier Bouchard	Non-Independent Executive Director <sup>(1)</sup>	50	Canadian	24 May 2015	28 January 2026	10 years and 5 months

**Note:**

- (1) *Olivier Bouchard is deemed to be an executive Director of our Company pursuant to the Corporate Governance Policy issued by BNM. Under the said Corporate Governance Policy, a person is an executive director of a financial institution if they have management responsibilities in the financial institution or any of its affiliates. Notwithstanding that, Olivier Bouchard is not employed by our Company, does not hold any executive functions or management powers in our Company and is not involved in our day-to-day operations.*

None of our other Directors represent any corporate shareholder on our Board except for Olivier Bouchard who is a representative of Chubb INA.

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

### 9.2.1 Profiles of our Directors

#### (i) **Dato' Mohzani Bin Abdul Wahab**

Dato' Mohzani Bin Abdul Wahab, a Malaysian aged 71, is our Independent Non-Executive Chairman. He was appointed to our Board on 2 April 2021.

He obtained a Bachelor in Economics with Honours from Universiti Malaya, Malaysia in 1976. He has over 33 years of experience across various fields, including supply, distribution, branding and communications, marketing and retail management.

He began his career with Shell Malaysia Trading Sdn Bhd as Investment Evaluation Executive in 1976, where he was responsible for the investment evaluation of petroleum products and projects. He was then promoted to Retail Planning Executive in 1978, where he was in charge of retail planning projects. In 1982, he was transferred to Pilipinas Shell Petroleum Corporation, Philippines (now known as Shell Philipinas Corporation) as Task Force Leader, and subsequently promoted to District Manager in Retail (Metro Manila) in 1983, where he was responsible for the sale of petroleum products and other related matters.

In 1984, he returned to Shell Malaysia Trading Sdn Bhd and was re-designated as Sales Manager, Central Region, where he was responsible for the sale, operations and logistics of petroleum products and other related matters, and held various management positions in the company and gained immense experience in the oil and gas industry. In 2001, he was appointed as Managing Director of Shell Malaysia Trading Sdn Bhd, and in 2005, he was appointed as Managing Director in Shell Timur Sdn Bhd, where he was responsible for overseeing the overall responsibilities of these companies, and held these positions until 2009. In 2003, he was also appointed as Cluster General Manager, Retail Business, where he was responsible for the retail business of petroleum products in Malaysia, Singapore, Brunei, Oman, Hong Kong and Macau, and held this position until his retirement in 2010.

He was appointed as a member of the investment panel of Lembaga Tabung Haji from 2007, and subsequently as chairman from 2015 until the panel's dis-establishment in 2018.

Currently, he sits on the board of Turiya Berhad, a company listed on the Main Market of Bursa Securities. See Section 9.2.3(i) of this Prospectus for further details of his directorships in other private limited companies.

#### (ii) **Susan Yuen Su Min**

Susan Yuen Su Min, a Malaysian aged 65, is one of our Independent Non-Executive Directors. She was appointed to our Board on 14 February 2019.

She obtained a Bachelor of Computer Science with Honours from University of London, United Kingdom in 1982. She has over 35 years of experience in the financial services industry.

She began her career with Malayan Banking Berhad ("**Maybank**") in 1983 as an officer based in Kuching, Sarawak. Throughout her tenure of approximately 16 years at Maybank, she was promoted to various positions, with her last position in Maybank as Head of Multinational Corporation, Group Corporate Banking, based in Kuala Lumpur in 1994. Her responsibilities covered business development, credit matters, divisional profit and loss, loan restructuring and client management.

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

She left Maybank in 1999 and joined HSBC Bank Malaysia Berhad (“**HSBC**”), as Managing Director, Corporate and Institutional Banking. Her responsibilities included managing several portfolios including local corporate, institutional and network clients.

She left HSBC in 2008 and joined Australia and New Zealand Banking Group Limited (“**ANZ**”) as Chief of Staff to the Chief Executive Officer, Asia Pacific, based in Melbourne, Australia. Her responsibilities included managing the office of the Chief Executive Officer, Asia Pacific, internal and external stakeholder relations, and other related matters. In 2009, she was promoted to Chief Executive Officer, based in Hong Kong, where she was responsible for overseeing the financial performance of ANZ’s Hong Kong branch and other related matters. She left ANZ in 2014.

From 2014 until her retirement in 2018, she concurrently served as Regional Chief Executive Officer, Asia, of National Bank of Abu Dhabi (now known as First Abu Dhabi Bank), responsible for defining and implementing the bank’s strategic direction in Asia, and as Chief Executive Officer of National Bank of Abu Dhabi Malaysia Berhad, responsible for the bank’s operations, governance and client management in Malaysia.

Currently, she sits on the board of Alliance Bank Malaysia Berhad, Press Metal Aluminium Holdings Berhad and Batu Kawan Berhad, all of which are listed on the Main Market of Bursa Securities. See Section 9.2.3(ii) of this Prospectus for further details of her directorships in other private limited companies.

### (iii) **Dr. Heng Kiah Ngan**

Dr. Heng Kiah Ngan, a Malaysian aged 68, is one of our Independent Non-Executive Directors. He was appointed to our Board on 18 August 2021.

He obtained a Bachelor in Economics with Honours from Universiti Malaya, Malaysia in 1979, a Masters of Business Administration from Ohio University, United States in 1984 and a Doctor of Business Administration from Charles Sturt University, Australia in 2009. He is an Associate of the Malaysian Insurance Institute since 1990 and a Qualified Risk Director of the Institute of Enterprise Risk Practitioners since 2022. He has over 32 years of experience in the insurance industry.

He began his career with Peiping Lace Sdn Bhd as Executive Director in 1979, where he was responsible for the overall management of the company and held this position until 1988. He was appointed as director of Promomark Sdn Bhd in 1984 and also held the position as manager of the company in 1987 until the company’s dissolution in 2005. His responsibilities included providing strategic direction for the company.

In 1988, he joined our Company (then known as Jerneh Insurance Berhad) as Business Manager, where he was in-charge of business development, product development and other related matters. He left our Company in 1992 and joined Hanaku Insurance Brokers Sdn Bhd (now known as Sterling Insurance Brokers Sdn Bhd) as General Manager from 1992 to 1997, Chief Executive Officer from 1996 to 1998 and director from 1997 to 1998, where he was responsible for the overall management of the company.

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

In 1999, he joined Energex Insurance Brokers Ltd (a Lloyd's broker) as Consultant, where he provided consultancy services on Malaysian mega-risks. He left the company in 2000 and took a career break for personal reasons. He re-joined our Company (then known as Jerneh Insurance Berhad) in 2004 as Head of Market Development and then later as General Manager, where he was in charge of the marketing and sales functions. He left our Company in 2007 and joined Tokio Marine Insurans (M) Berhad as Senior General Manager, where he held various positions, with his last position as Chief Executive Officer from 2010 to 2014. His responsibilities include overseeing the overall profitability and performance of the company and other related matters.

In 2014, he was appointed as Executive Director of MI Call Center Sdn Bhd, where he was responsible for providing strategic direction for the company and other related matters. He left the company in 2015 and was appointed as Executive Director of Vigilant Advisors Sdn Bhd ("**Vigilant Advisors**"), where he was responsible for the overall management of Vigilant Advisors. At the same time, he was also nominated by Vigilant Advisors to be the principal consultant for our Company (then known as ACE Jerneh Insurance Berhad) providing strategic advisory services. In 2017, he was appointed as Executive Advisor to the Country President, where he was responsible for assisting and advising the Country President of our Company in developing, planning, organising and implementing strategic initiatives, and other related matters. He left our Company in 2018.

See Section 9.2.3(iii) of this Prospectus for further details of his involvement in other businesses or corporations outside our Company.

### (iv) Cheryl Khor Hui Peng

Cheryl Khor Hui Peng, a Malaysian aged 50, is one of our Independent Non-Executive Directors. She was appointed to our Board on 1 June 2021.

She obtained a Bachelor of Science in Mathematics with Honours from Universiti Putra Malaysia, Malaysia in 1998. She was admitted as a member of the Malaysian Institute of Certified Public Accountants since 2001, a member of the MIA since 2003, and a faculty member and fellow of the Institute of Corporate Directors Malaysia since 2020 and 2023, respectively. She has over 23 years of experience in financial, operational, internal audits, risk advisory, sustainability and corporate governance matters.

She began her career with Ernst & Young, Malaysia ("**EY**") in 1998 as a Financial Auditor and Chartered Accountant. Throughout her tenure of approximately 15 years at EY, she was promoted to various positions, with her last position in EY as a Director in 2010.

She left EY in 2013 and joined Deloitte Enterprise Risk Services Sdn Bhd (now known as Deloitte Malaysia SR&T Solutions Sdn Bhd) ("**Deloitte**"), as Partner with the title of Malaysia Enterprise Risk Services Leader where she led the Risk Advisory practice, complementing her chartered accountant experience with sustainability, governance and risk expertise. She was appointed as Managing Director of Deloitte in 2014 and held this position until 2021. Throughout her tenure of approximately 8 years at Deloitte, she held various leadership roles including Accounting & Internal Controls Leader for the Asia Pacific region. During this period, she ran the risk advisory business where she was involved in numerous risk management exercises, corporate governance review and board effectiveness assessments.

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

In 2001, she was awarded with the Certificate of Meritorious Award by the Malaysian Institute of Certified Public Accountants for outstanding academic performance and exemplary career development.

Currently, she sits on the board of Alliance Bank Malaysia Berhad, Hong Leong Industries Berhad and Kuala Lumpur Kepong Berhad, all of which are listed on the Main Market of Bursa Securities. See Section 9.2.3(iv) of this Prospectus for further details of her directorships in other private limited companies.

### (v) Olivier Bouchard

Olivier Bouchard, a Canadian aged 50, is our Non-Independent Executive Director<sup>(1)</sup>. He was appointed to our Board on 24 May 2015.

He obtained a Bachelor of Actuarial Sciences from the Universite Laval, Quebec, Canada in 1997. He has over 28 years of experience in the insurance industry.

He has 15 years of working experience with Royal & Sun Alliance (now known as RSA Insurance Group Limited) (“RSA”), having held various positions over the years within the RSA group. He began his career with RSA in 1997 as Actuarial Analyst, based in Toronto, Canada. His responsibilities included rebuilding the underwriting and pricing foundation of the company and other related matters. From 1998 to 2012, he was transferred and promoted to various positions within the RSA group, across multiple jurisdictions such as Canada, India, United Kingdom and United States. His last position in RSA was in Singapore, as Chief Financial Officer, which he held from 2009 until 2012, where he was responsible for overseeing the overall financial performance of the company and the Asia Middle East specialty business, and other related matters.

In 2012, he joined Chubb APAC as the Chubb Group’s Financial Controller for the Asia Pacific region, and was promoted to the Chubb Group’s Chief Financial Officer for the Asia Pacific region, in 2015. His responsibilities include overseeing the financial functions of the Chubb Group in the Asia Pacific region and other related matters.

See Section 9.2.3(v) of this Prospectus for further details of his involvement in other businesses or corporations outside our Company.

#### **Note:**

- (1) *Olivier Bouchard is deemed to be an executive Director of our Company pursuant to the Corporate Governance Policy issued by BNM. Under the Corporate Governance Policy, a person is an executive director of a financial institution if they have management responsibilities in the financial institution or any of its affiliates. Notwithstanding that, Olivier Bouchard is not employed by our Company, does not hold any executive functions or management powers in our Company and is not involved in our day-to-day operations.*

**9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)****9.2.2 Shareholding of our Directors**

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

Name	Before our IPO				After our IPO <sup>(1)</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Mohzani Bin Abdul Wahab	-	-	-	-	113,300	0.01	-	-
Susan Yuen Su Min	-	-	-	-	113,300	0.01	-	-
Dr. Heng Kiah Ngan	-	-	-	-	113,300	0.01	-	-
Cheryl Khor Hui Peng	-	-	-	-	113,300	0.01	-	-
Olivier Bouchard	-	-	-	-	-	-	-	-

**Note:**

- (1) Based on our issued Shares upon our Listing of 1,000,000,000 and assuming full subscription of the Offer Shares allocated to the Eligible Persons under the Retail Offering.

**9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)****9.2.3 Principal business activities performed by our Directors outside our Company in the past five years**

Save as disclosed below, none of our Directors are involved in principal business activities outside our Company as at the LPD or hold directorships in other companies outside our Company at present and in the past five years preceding the LPD:

**(i) Dato' Mohzani Bin Abdul Wahab**

<u>Name of company/entity</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
<u>Present involvement</u>		
Dazani Enterprise Sdn Bhd	Property investment	Director (appointed on 16 July 1999) and shareholder
Bay Option Sdn Bhd	Consultancy services and trading and promoting mineral water	Director (appointed on 15 March 2010) and shareholder
Merchantrade Asia Sdn Bhd	Money services business (remittance business and currency business) and payment business	Director (appointed on 8 December 2014)
Turiya Berhad (listed on the Main Market of Bursa Securities)	Investment holding company principally engaged in the management and ownership of an investment property whose subsidiaries are principally involved in the manufacturing and sale of specialty chemicals servicing the semiconductor industry and property and real estate activities	Director (appointed on 8 August 2024)
MOG Eyewear Boutique Sdn Bhd	To trade and deal in spectacle frames, sunglasses and eye care chemicals	Director (appointed on 12 October 2007) and shareholder
<u>Past involvement</u>		
Ekuiti Warisan Sdn Bhd	Stock trading (trading shares on Bursa Securities) (Dissolved on 4 June 2025)	Director (appointed on 14 July 2023) and shareholder
Pavilion Reit Management Sdn Bhd	To manage and administer Pavilion Real Estate Investment Trust activities	Director (appointed on 29 July 2011, resigned on 28 July 2023)



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

<b>Name of company/entity</b>	<b>Principal activities</b>	<b>Involvement in business activities</b>
Hong Leong Investment Bank Berhad	Investment banking, stockbroking and related financial services	Director (appointed on 29 September 2012, resigned on 23 November 2020)
Boustead Plantations Berhad	Investment holding company whose subsidiaries are principally involved in oil palm plantations operations	Director (appointed on 25 October 2013, resigned on 15 June 2021)
Tegap Dinamik Oil & Gas Sdn Bhd	Dormant. The intended principal activity was investment holding in an oil & gas project	Director (appointed on 15 July 2019, resigned on 30 September 2021)
Boustead Petroleum Marketing Sdn Bhd	Marketing of petroleum products	Director (appointed on 17 August 2020, resigned on 15 February 2024)

**(ii) Susan Yuen Su Min**

<b>Name of company/entity</b>	<b>Principal activities</b>	<b>Involvement in business activities</b>
<u>Present involvement</u>		
Batu Kawan Berhad (listed on the Main Market of Bursa Securities)	Holding company that has investments in oil palm plantation, manufacturer of chemical products including chor alkali chemicals, polymer etc. The group also invests in property development projects	Director (appointed on 1 March 2022)
Alliance Bank Malaysia Berhad (listed on the Main Market of Bursa Securities)	To engage in all aspects of banking business and the provision of related financial services	Director (appointed on 15 October 2018)
Press Metal Aluminium Holdings Berhad (listed on the Main Market of Bursa Securities)	Investment holding company with subsidiaries involved in, among others, manufacturing and trading of aluminium products	Director (appointed on 1 July 2020) and shareholder

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

	<u>Name of company/entity</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
	<u>Past involvement</u>		
	Maxis Collections Sdn Bhd	E-money business	Director (appointed on 15 September 2021, resigned on 31 July 2023)
<b>(iii)</b>	<b>Dr. Heng Kiah Ngan</b>		
	<u>Present involvement</u>		
	Kelab Golf Negara Subang	Promotion of the game of golf and other related sports and hobbies	Director (appointed on 15 September 2022)
	Ai5 AI Technology Sdn Bhd	Computer programming activities; information communication technology system security	Director (appointed on 21 November 2023) and shareholder
	<u>Past involvement</u>		
	Vigilant Advisors Sdn Bhd	Consultancy services to insurance company (Dissolved on 30 April 2022)	Director (appointed on 16 April 2015, resigned on 30 July 2021) and shareholder
	Kwong Thye Long Sdn Bhd	Investment holding (wholesaler and retailer of Nestle products) (Wound up on 27 October 2023)	Shareholder
<b>(iv)</b>	<b>Cheryl Khor Hui Peng</b>		
	<u>Present involvement</u>		
	MCIS Insurance Berhad	Underwriting of life and investment linked insurance	Director (appointed on 3 November 2025)

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

<b>Name of company/entity</b>	<b>Principal activities</b>	<b>Involvement in business activities</b>
Leader Energy Group Berhad	Activities of holding companies. The company together with its subsidiaries and jointly controlled entities, is an independent power producer that is primarily engaged in the development, ownership, operation and maintenance of power generation and transmission assets	Director (appointed on 25 October 2022)
Alliance Bank Malaysia Berhad (listed on the Main Market of Bursa Securities)	To engage in all aspects of banking business and the provision of related financial services	Director (appointed on 1 June 2021)
Kuala Lumpur Kepong Berhad (listed on the Main Market of Bursa Securities)	To produce and process palm products and natural rubber on its plantation	Director (appointed on 1 December 2021)
Hong Leong Industries Berhad (listed on the Main Market of Bursa Securities)	Investment holding whilst the principal activities engaged by its subsidiaries are primarily in the consumer products segment involving manufacturing, assembling and distribution of motorcycles, scooters and related parts and products, and manufacturing and sale of ceramic tiles	Director (appointed on 1 June 2021)
RAM Holdings Berhad	To provide management services to its subsidiaries; and to offer credit and sustainability services	Director (appointed on 8 June 2023)
<b><u>Past involvement</u></b>		
VSTECs Berhad (listed on the Main Market of Bursa Securities)	Investment holding. Through its subsidiaries, it is involved in the distribution of ICT products and the provision of ICT systems and services	Director (appointed on 1 June 2021, resigned on 12 July 2022)
Malaysia Airports Holdings Berhad	Investment holding. Through its subsidiaries, it is involved in, among others, the management, operations, maintenance and provision of airport related services	Director (appointed on 25 July 2022, resigned on 25 February 2025)

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

<b>Name of company/entity</b>	<b>Principal activities</b>	<b>Involvement in business activities</b>
Malaysia Airports (Sepang) Sdn Bhd	Management, operations, maintenance and provision of airport related services at Kuala Lumpur International Airport Terminal 1 (KLIA Terminal 1) and Kuala Lumpur International Airport 2 (KLIA Terminal 2) in Sepang	Director (appointed on 3 October 2022, resigned on 25 February 2025)
Deloitte Malaysia SR&T Solutions Sdn Bhd	Business of consultancy and advisers in the areas of information technology, risk management and other corporate governance related services and provide training courses related to the areas	Director (appointed on 1 June 2018, resigned on 30 April 2021)
Istanbul Sabiha Gökçen Uluslararası Havalimanı Yatırım Yapım ve İşletme A.Ş. (Istanbul Sabiha Gokcen International Airport Investment Development and Operation Inc.) (ISG)	Operation, management and development and provision of airport related services	Director (appointed on 13 January 2023, resigned on 4 June 2025)
SGC Havalimanı İşletmeleri Ticaret ve Turizm A.Ş. (SGC Airport Operations Trade and Tourism Inc.) (SGC)	Provision of management services in respect of transportation, parking, food and beverages, cleaning at the airport and construction of hotel and car park within the airport	Director (appointed on 20 January 2023, resigned on 2 June 2025)

**(v) Olivier Bouchard**

<b>Name of company/entity</b>	<b>Principal activities</b>	<b>Involvement in business activities</b>
<u>Present involvement</u>		
Chubb Business Services	To provide technical support and information management, research and development, training and management	Director (appointed on 1 July 2015)
Chubb APAC	Activities of head and regional head offices; centralised administrative offices and subsidiary management offices	Director (appointed on 16 October 2012)

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

<u>Name of company/entity</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
Chubb Singapore	Insurance-related services	Director (appointed on 10 May 2016)
Chubb Vietnam	Insurance-related services	Director (appointed on 28 October 2016)
<u>Past involvement</u>		
Nil	Nil	Nil

The involvement of our Directors in business activities outside of our Company will not affect their commitment and responsibilities to our Company as:

- (i) the involvement of Olivier Bouchard in the other businesses as highlighted above do not require him to allocate or commit any significant amount of time or attention as these businesses have their own independent management teams. In addition, notwithstanding that Olivier Bouchard is our executive Director by virtue of his executive role in Chubb APAC, an affiliate of our Company, in accordance with the Corporate Governance Policy issued by BNM, he does not hold any executive functions or management powers in our Company and is not involved in our day-to-day operations; and
- (ii) our Non-Executive Directors are of the view that they are able to devote sufficient time and attention to the affairs of our Company as they are not required to be actively involved in the management and day-to-day operations of our Company.

**9.2.4 Service contracts with our Directors**

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

**9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)****9.2.5 Directors' remuneration and material benefits in-kind**

The remuneration and material benefits in-kind (including any contingent or deferred remuneration) paid or proposed to be paid to our Directors for services rendered to us in all capacities to our Company for the FYE 2024 and FYE 2025 are as follows:

<b>FYE 2024</b>	<b>Salaries</b>	<b>Directors'</b>	<b>Bonus</b>	<b>EPF and Social</b>	<b>Profit-sharing</b>	<b>Allowances</b>	<b>Benefits-in-kind</b>	<b>Total</b>
	<b>(RM'000)</b>	<b>fees</b>	<b>(RM'000)</b>	<b>Security</b>	<b>(RM'000)</b>	<b>(RM'000)</b>	<b>(RM'000)</b>	<b>(RM'000)</b>
		<b>(RM'000)</b>		<b>Organisation</b>				
			<b>(RM'000)</b>	<b>(RM'000)</b>	<b>(RM'000)</b>			
Dato' Mohzani Bin Abdul Wahab	-	154	-	-	-	62	-	216
Susan Yuen Su Min	-	144	-	-	-	62	-	206
Dr. Heng Kiah Ngan	-	141	-	-	-	47	-	188
Cheryl Khor Hui Peng	-	142	-	-	-	58	-	200
Olivier Bouchard	-	96	-	-	-	27	-	123
<b>FYE 2025</b>		<b>Directors'</b>		<b>EPF and Social</b>			<b>Benefits-in-kind</b>	
<b>(Proposed to be paid)</b>	<b>Salaries</b>	<b>Fees</b>	<b>Bonus</b>	<b>Security</b>	<b>Profit-sharing</b>	<b>Allowances</b>	<b>(RM'000)</b>	<b>Total</b>
	<b>(RM'000)</b>	<b>(RM'000)</b>	<b>(RM'000)</b>	<b>Organisation</b>	<b>(RM'000)</b>	<b>(RM'000)</b>		<b>(RM'000)</b>
				<b>(RM'000)</b>				
Dato' Mohzani Bin Abdul Wahab	-	151	-	-	-	68	-	219
Susan Yuen Su Min	-	141	-	-	-	67	-	208
Dr. Heng Kiah Ngan	-	139	-	-	-	51	-	190
Cheryl Khor Hui Peng	-	139	-	-	-	67	-	206
Olivier Bouchard	-	94	-	-	-	29	-	122

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

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

### 9.2.6 Audit Committee

Our Audit Committee was established by our Board and comprises the following members:

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Cheryl Khor Hui Peng	Chairman	Independent Non-Executive Director
Susan Yuen Su Min	Member	Independent Non-Executive Director
Dr. Heng Kiah Ngan	Member	Independent Non-Executive Director

Our Audit Committee's duties and responsibilities as stated in its terms of reference include, among others, the following:

- (i) supporting our Board in ensuring that there is a reliable and transparent financial reporting process within our Company;
- (ii) overseeing the effectiveness of the internal audit function of our Company. At a minimum, this shall include:
  - (a) reviewing and approving the audit scope, plan, procedures, resources and independence of the internal audit function;
  - (b) reviewing key audit reports and ensuring that the Executive Director and senior management is taking necessary corrective actions in a timely manner to address or control weaknesses, non-compliance with laws, regulatory requirements, policies and other problems identified by internal audit and other control functions;
  - (c) noting significant disagreements between the Head of Internal Audit and the Executive Director and/or senior management team, irrespective of whether these have been resolved, to identify any impact which the disagreements may have on the audit process or findings; and
  - (d) establishing a mechanism to assess the performance and effectiveness of the internal audit function;
- (iii) fostering a quality audit of our Company by exercising oversight over the external auditor, in accordance with the expectations set out in BNM's Policy Document on External Auditor. At a minimum, this shall include:
  - (a) making recommendations to our Board on the appointment, removal and remuneration of the external auditor;
  - (b) monitoring and assessing the independence of the external auditor including approving the provision of non-audit services by the external auditor;
  - (c) monitoring and assessing the effectiveness of the external auditor, including by meeting with the external auditor without the presence of Executive Director and senior management at least annually;
  - (d) maintaining regular, timely, open and honest communication with the external auditor, and requiring the external auditor to report to our Audit Committee on significant matters;

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

- (e) ensuring that Executive Director and senior management is taking necessary corrective actions in a timely manner to address external audit findings and recommendations;
- (e) overseeing compliance with relevant regulations and policies regarding external audit;
- (f) reviewing and approving the external audit plan, scope, and coordination if multiple audit firms are involved; and
- (g) reviewing significant external audit findings, reservations, difficulties, and management's responses;
- (iv) reviewing and updating our Board on all related party transactions and conflict of interest situations;
- (v) ensuring transactions are conducted at arm's length, on fair and reasonable terms, and comply with regulatory requirements;
- (vi) monitoring our Company's procedures for tracking related party transactions and conflicts of interest;
- (vii) reviewing the accuracy and adequacy of the Chairman's statement in the Directors' report, corporate governance disclosures, interim financial reports and preliminary announcements in relation to the preparation of financial statements;
- (viii) monitoring compliance with our Company's Whistleblowing Policy, Conflict of Interest Policy and Avoiding Bribery and Corruption Policy;
- (ix) reviewing third party opinions on the design and effectiveness of our Company's internal control framework;
- (x) reviewing the adequacy and effectiveness of our Company's risk management and compliance frameworks; and
- (xi) assessing our Company's risk profile and tolerance and overseeing our Company's monitoring of key operational risks.

### 9.2.7 Nominating Committee

Our Nominating Committee was established by our Board and comprises the following members:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Susan Yuen Su Min	Chairman	Independent Non-Executive Director
Dr. Heng Kiah Ngan	Member	Independent Non-Executive Director
Cheryl Khor Hui Peng	Member	Independent Non-Executive Director
Olivier Bouchard <sup>(1)</sup>	Member	Non-Independent Executive Director



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

**Note:**

(1) *Olivier Bouchard has stepped down from our Nominating Committee on 7 November 2025.*

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

- (i) recommending and assessing the nominees for directorship, the candidates to fill board committees, as well as nominees for the Country President and senior officer positions. This includes assessing Directors and the Country President proposed for reappointment before application for approval is submitted to BNM;
- (ii) exercising oversight over appointment and removal of Directors, senior management and the company secretary, and oversight over composition of our Board to ensure alignment with the expectations set out in the Corporate Governance Policy issued by BNM;
- (iii) overseeing the overall composition of our Board in terms of structure, size and composition (including required mix of skills, knowledge, experience and core competencies which Independent Directors should bring to our Board) and adequacy of balance between Executive Director, Non-Executive Directors and Independent Directors;
- (iv) assessing the effectiveness of our Board as a whole, taking into account the contribution, competencies, commitment and performance by each Director, the contribution of our Board's various committees, the performance of the Country President and the performance of the company secretary;
- (v) ensuring all assessments and evaluations carried out by our Nominating Committee in the discharge of all its functions are properly documented. Our Nominating Committee may engage a professional, experienced and independent party to facilitate our Board evaluation and to ensure our Board is assessed holistically. When an independent third party is used to carry out Board evaluation, our Board should also disclose the identity of the third party;
- (vi) annually assessing and evaluating the performance of Directors, Country President, company secretary and senior officers to ensure that they:
  - (a) continue to fulfill the fit and proper criteria as set out in our Company's Fit and Proper Policy;
  - (b) are not disqualified under Section 59(1) of the FSA (not required for company secretary);
  - (c) are not disqualified under Section 238 of the Act (for company secretary only);
  - (d) continue to comply with any fit and proper requirements as may be specified by BNM or the Listing Requirements from time to time; and
  - (e) have carried out their duties in accordance with the terms of reference;

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

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- (vii) annually assessing the independence and performance of the Independent Directors;
- (viii) considering and recommending our Directors for re-election at each AGM;
- (ix) reviewing the succession plans of the Chairman of our Board, Executive Directors and Non-Executive Directors, taking into consideration the challenges and opportunities facing our Company as well as the skills and expertise needed on our Board and by our Company in future;
- (x) overseeing the appointment, succession planning, and performance evaluation of the Country President, company secretary and senior officers;
- (xi) recommending to our Board the removal of a Director, Country President or company secretary if he/she is no longer competent or capable in performing his/her role and no longer demonstrates the qualities relating to probity, personal integrity and reputation;
- (xii) performing such other assignments as may be delegated by our Board;
- (xiii) via the Chair of our Nominating Committee :
  - (a) leading the succession planning and appointment of Directors, and overseeing the development of a diverse pipeline for Board and management succession, including the future Board Chairman and Country President; and
  - (b) leading the annual review of Board effectiveness and ensuring that the performance of each individual Director and Chairman of our Board are independently assessed;
- (xiv) if required, delegating the responsibility for fit and proper assessment and decisions on the appointment of senior officers to the Country President. This includes overseeing the appointment, management, succession planning and performance evaluation of such senior officers and recommending to our Board the removal of such senior officers if they are ineffective, errant and/or negligent in discharging their responsibilities. If such a delegation is given, the Country President shall provide our Nominating Committee with the necessary updates. Our Nominating Committee shall remain accountable for such assessments and decisions;
- (xv) reviewing, facilitating and defining orientation and induction plans for new Directors with respect to the business, structure and management of our Company;
- (xvi) ensuring the nomination and the election process as well as the criteria used in the selection process and the assessment undertaken in respect of our Board, board committees and individual Directors are disclosed in the annual report; and
- (xvii) abstaining from discussion or voting on any resolutions in respect of the assessment of his/her own performance or re-nomination as Director.

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

### 9.2.8 Remuneration Committee

Our Remuneration Committee was established by our Board and comprises the following members:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Susan Yuen Su Min	Chairman	Independent Non-Executive Director
Dr. Heng Kiah Ngan	Member	Independent Non-Executive Director
Cheryl Khor Hui Peng	Member	Independent Non-Executive Director

Our Remuneration Committee's duties and responsibilities as stated in its terms of reference include, among others, the following:

- (i) supporting our Board in actively overseeing the design and operation of our Company's remuneration system as set out in its Remuneration Policy;
- (ii) periodically reviewing the remuneration of Directors on our Board, particularly on whether the remuneration remains appropriate to each Director's contribution, taking into account the level of expertise, commitment and responsibilities undertaken;
- (iii) reviewing and recommending to our Board for approval, the entire individual remuneration packages for each of our Directors and senior management to ensure the levels of remuneration be sufficiently attractive and able to retain high calibre Directors and senior management to run our Company successfully;
- (iv) reviewing and recommending to our Board and thereafter to the shareholders at the AGM, the fees of our Directors and any benefits payable to our Directors including any compensation for loss of employment of a Director or former Director;
- (v) reviewing any major changes in the Remuneration Policy and employee benefit structures throughout our Company, and if thought fit, recommending them to our Board for adoption;
- (vi) ensuring that Directors who are shareholders should abstain from voting at AGM to approve their fees;
- (vii) considering and reviewing Executive Directors' scope of service contracts, if any; and
- (viii) considering all other related matters as may be requested by our Board from time to time.

### 9.2.9 Risk Management Committee

Our Risk Management Committee was established by our Board and comprises the following members:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Dr. Heng Kiah Ngan	Chairman	Independent Non-Executive Director
Susan Yuen Su Min	Member	Independent Non-Executive Director
Cheryl Khor Hui Peng	Member	Independent Non-Executive Director

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

Our Risk Management Committee's duties and responsibilities as stated in its terms of reference include, among others, the following:

- (i) supporting our Board in meeting the expectations on risk management as set out in BNM's Policy Document on Risk Governance;
- (ii) assisting with the implementation of a sound remuneration system by examining whether incentives provided by the remuneration system take into consideration risks, capital, liquidity and the likelihood and timing of earnings, without prejudice to the tasks of our Remuneration Committee;
- (iii) considering all other risk management related matters as may be requested by our Board from time to time;
- (iv) regularly obtaining information from senior management on adherence to our Company's risk appetite and the implementation of risk management policies, processes, and controls within our Company in managing the key risks to our Company as well as emerging risks;
- (v) periodically meeting to ensure effective exchange of information so as to enable effective coverage of all risks, including emerging risks issues that could have an impact on our Company's risk appetite and business plans;
- (vi) periodically reviewing existing policies and procedures and recommending to our Board any required proposed changes;
- (vii) ensuring all Directors, senior management, employees and where applicable, business partners, are committed to performing professionally, fairly, and with integrity in all areas of business dealings and relationships; and
- (viii) reviewing and ensuring that relevant information is disclosed in the statement on risk management and internal control in our Company's annual report.

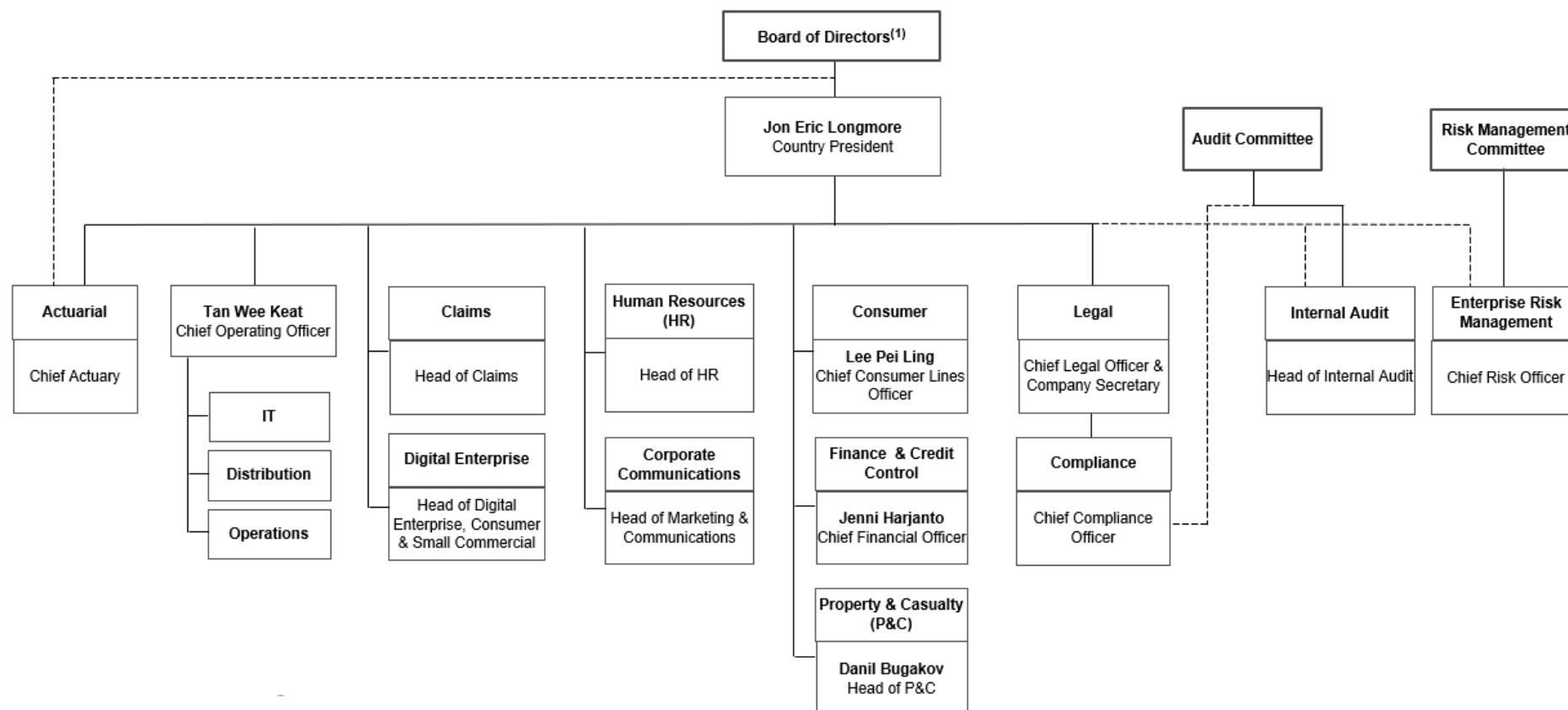
### 9.3 KEY SENIOR MANAGEMENT

Our Key Senior Management is responsible for the day-to-day management and operations of our Company. The members of our Key Senior Management as at the date of this Prospectus are as follows:

Name	Age	Designation
Jon Eric Longmore	43	Country President
Jenni Harjanto	51	Chief Financial Officer
Tan Wee Keat	40	Chief Operating Officer
Lee Pei Ling	51	Chief Consumer Lines Officer
Danil Bugakov	37	Head of Property and Casualty

**9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)****9.3.1 Management Reporting Structure**

Our management reporting structure as at the LPD is as follows:

**Note:**

- (1) Olivier Bouchard is deemed to be an executive Director of our Company pursuant to the Corporate Governance Policy issued by BNM. Under the said Corporate Governance Policy, a person is an executive director of a financial institution if they have management responsibilities in the financial institution or any of its affiliates. Notwithstanding that, Olivier Bouchard is not employed by our Company, does not hold any executive functions or management powers in our Company and is not involved in our day-to-day operations.

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

### 9.3.2 Profiles of our Key Senior Management

The profiles of our Key Senior Management are as follows:

#### (i) **Jon Eric Longmore**

Jon Eric Longmore, an Australian, aged 43, is our Country President.

He obtained a Bachelor of Arts in International Relations from University of Queensland, Australia in 2010. He has over 14 years of experience in the general insurance industry.

He began his career with Marsh Pty Ltd, Australia, as Assistant Account Executive in 2011, where he was responsible for acting as an intermediary for customers to place their financial lines insurance with insurance companies. He left the company in 2011 and joined Chubb Insurance Company of Australia Limited as Underwriter. He was promoted to General Manager, Chubb Commercial Insurance Department in 2014, and subsequently promoted to Insurance Business Unit Manager, New South Wales in 2016.

In 2016, Chubb Insurance Company of Australia Limited's insurance business was transferred to ACE Insurance Limited (now known as Chubb Australia), which is a company within the Chubb Group. Following the business transfer, he was re-designated as Distribution Manager, New South Wales, in Chubb Australia in 2017. His responsibilities included implementing distribution strategies as well as managing underwriters across all commercial lines of business, and other related matters. In 2018, he was transferred to Chubb APAC as Head of Digital, Asia Pacific Region, where he was responsible for implementing digital insurance strategies across the Asia Pacific region. Subsequently, in 2020, he was transferred to Chubb Indonesia as Country President, Indonesia. His responsibilities included overseeing the operations and overall performance of the Chubb Group in Indonesia. In 2024, he joined our Company as Country President, Malaysia, a role he presently assumes where he is responsible for overseeing the operations and overall performance of our Company.

He does not have any involvement in other businesses or corporations outside our Company.

#### (ii) **Jenni Harjanto**

Jenni Harjanto, an Indonesian, aged 51, is our Chief Financial Officer.

She obtained a Bachelor in Commerce from University of Melbourne, Australia in 1995. She has over 29 years of experience in finance and risk related matters.

She began her career with PricewaterhouseCoopers as Associate in 1995. Throughout her tenure of approximately 16 years at the company, she was promoted to various positions, with her last position in the company being Assurance Manager in 2001. Her responsibilities included developing and managing risk-based audits and other related matters. She left the company in 2011 and joined Lumley General Insurance, New Zealand (which was subsequently acquired by Insurance Australia Group in 2014), as Risk and Compliance Consultant, where she was responsible for, among others, implementing risk management controls.

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

In 2014, she was seconded to PT Asuransi Parolamas, Indonesia (a subsidiary of Insurance Australia Group) as Head of Finance and was promoted to Chief Financial Officer and Finance Director in 2015. She was also appointed as Head of People & Culture in 2015. Her responsibilities included establishing robust processes and controls in the Finance and People & Culture departments, and other related matters. She left the company in 2019.

In 2019, she joined Chubb Singapore as Financial Controller. Her responsibilities included overseeing the financial operations of the company, and other related matters. She left the company in 2022 and took a career break for personal reasons until 2023. She then joined Daifuku Oceania Limited, New Zealand as Interim Finance Manager in 2023, where she was responsible for overseeing the financial operations of the company and other related matters. She left the company in 2023.

In 2024, she joined Spencer Henshaw, New Zealand, as Interim Financial Controller, where she was responsible for overseeing the financial operations of the company and other related matters. She left the company in 2024 and joined our Company as Chief Financial Officer, a role she presently assumes where she is responsible for overseeing the financial functions of our Company.

See Section 9.3.4(i) of this Prospectus for further details of her involvement in other businesses or corporations outside our Company.

### (iii) **Tan Wee Keat**

Tan Wee Keat, a Malaysian, aged 40, is our Chief Operating Officer.

He obtained a Bachelor of Science in Actuarial Science and Mathematics from The University of Iowa, United States in 2005 and a Master of Business Administration, with Distinction from Capital University, United States in 2008. He was admitted as a Chartered Accountant of the MIA since 2021, a Chartered Certified Accountant of the Association of Chartered Certified Accountants, United Kingdom since 2020, a Fellow of the Actuarial Society of Malaysia since 2018, a Fellow of the Society of Actuaries since 2016 and a Fellow of the Casualty Actuarial Society since 2008. He has over 20 years of experience in the general insurance industry.

He began his career with Nationwide Insurance Company, United States as Actuarial Assistant in 2005 and was promoted to Senior Pricing Analyst in 2007. His responsibilities included analysing insurance losses and premiums and other related matters. He left the company in 2009 and joined Hartford Fire Insurance Company, United States, as Pricing Director, where he was responsible for leading the Pricing Department for Specialty Risk Services; a third-party administrator handling claims for self-insureds and commercial businesses. He was subsequently re-designated as Assistant Actuary & Director in 2011 where he was in charge of developing and enhancing an economic capital framework for strategic and planning purposes. He left the company in 2012.

In 2012, he joined XL Specialty Insurance Company, United States, as Assistant Vice President and Actuary for Professional Errors & Omissions insurance, where he was responsible for building and recommending actuarial valuations for unpaid claim liabilities. He left the company in 2014 and joined Liberty Mutual Insurance Company, United States, as an Actuary for the Western United States Region, where he was responsible for delivering state-specific strategic recommendations to achieve profit and growth objectives. He was subsequently appointed as Director of State Operations for Nevada and Utah in 2015, where he was responsible for establishing and monitoring the states' growth and performance in the consumer markets. He left the company in 2017.

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

In 2017, he joined AmGeneral Insurance Berhad (now known as Liberty General Insurance Berhad) as Senior Vice President Actuary and Appointed Actuary, where he was responsible for the certification of valuation results, preparing financial condition reports, and conducting independent review of pricing policy and practices. He was subsequently appointed as Chief Financial Officer in 2019, where he was responsible for the overall financial and investment management of the company. In 2022, he was appointed as Person in Charge, where he was responsible for the day-to-day business operations and administration of the company in the absence of a chief executive officer for an interim period until the completion of the acquisition of AmGeneral Insurance Berhad by Liberty Insurance Berhad and the appointment of a new chief executive officer. Following the completion of the acquisition of AmGeneral Insurance Berhad by Liberty Insurance Berhad in 2022, he was appointed as Chief Financial Officer in 2022. He left the company in 2023.

In 2023, he joined our Company as Chief Operating Officer, a role he presently assumes where he is responsible for overseeing the development and execution of our Company's operations, information technology and agency distribution strategy.

He does not have any involvement in other businesses or corporations outside our Company.

### (iv) **Lee Pei Ling**

Lee Pei Ling, a Malaysian, aged 51, is our Chief Consumer Lines Officer.

She obtained a Diploma in Travel & Tourism from SF Airlines Training Centre, Malaysia in 1994, a Diploma in Travel & Tourism from International Air Transport Association and Universal Federation of Travel Agents' Associations, Switzerland in 1994 and a Master of Business Administration (Marketing) from University of Leicester, United Kingdom in 2006. She has over 22 years of experience in the general insurance industry.

She began her career with Corporate Information Travel Sdn Bhd as a Travel Consultant in 1994. Throughout her tenure of approximately 9 years at the company, she was promoted to various positions and gained immense experience in the travel agency industry, with her last position in the company as IT & Marketing Assistant Manager in 2001. Her responsibilities included driving marketing initiatives to promote the company's products and other related matters. She left the company in 2003.

In 2003, she joined AIG Malaysia Insurance Berhad as Senior Travel Executive. Throughout her tenure of approximately 12 years at the company, she held various positions and gained immense experience in the general insurance industry, with her last position in the company as Head of Campaign Management, Direct Marketing in 2012. Her responsibilities included driving growth in the direct marketing business and other related matters. She left the company in 2015.

In 2015, she joined our Company as Head of Direct Marketing, Consumer Division, and was promoted to Head of Consumer in 2018. She was subsequently promoted to Chief Consumer Lines Officer in 2022, a role she presently assumes where she is responsible for overseeing our Company's consumer lines business and other related matters.

She does not have any involvement in other businesses or corporations outside our Company.



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

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**(v) Danil Bugakov**

Danil Bugakov, a German, aged 37, is our Head of Property and Casualty.

He obtained a Bachelor of Applied Mathematics and Computer Science with Honours from Moscow State University, Russia in 2013 and Masters in Banking and Finance with Honours from Saint Petersburg State University of Economics in 2019. He has over 12 years of experience in the insurance industry.

He began his career with Hannover Rueck SE, Germany as an Underwriter in 2013, where he was responsible for, among other matters, technical risk reviews and acceptances for facilities and reinsurance products. In 2021, he was promoted to Head of Property at Hannover Rueck SE's Malaysian branch, where he was responsible for overseeing the underwriting functions of the property division. He left the company in 2025.

In 2025, he joined our Company as Head of Property and Casualty, a role he presently assumes where he is responsible for overseeing the underwriting functions of the property and casualty division of our Company.

He does not have any involvement in other businesses or corporations outside our Company.

**9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)****9.3.3 Shareholding of our Key Senior Management**

None of our Key Senior Management hold and/or will hold any Shares before and after our IPO.

**9.3.4 Principal business activities performed by our Key Senior Management outside our Company in the past five years**

Save as disclosed below, none of our Key Senior Management are involved in principal business activities outside our Company as at the LPD or hold directorships in other companies outside our Company at present and in the past five years preceding the LPD:

**(i) Jenni Harjanto**

<u>Name of company/entity</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
<u>Present involvement</u>		
Chubb Business Services	To provide technical support and information management, research and development, training and management	Director (appointed on 18 September 2024)
<u>Past involvement</u>		
Nil	Nil	Nil

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

### 9.3.5 Service contracts with our Key Senior Management

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

### 9.3.6 Key Senior Management's remuneration and material benefits in-kind

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred compensation) paid or proposed to be paid to our Key Senior Management for services rendered in all capacities to our Company for the FYE 2024 and FYE 2025 are as follows:

	Remuneration band	
	FYE 2024	FYE 2025 (Proposed) <sup>(1)</sup>
	RM'000	RM'000
Jon Eric Longmore	400 - 450 <sup>(2)</sup>	2,250 - 2,300
Jenni Harjanto	300 - 350 <sup>(3)</sup>	1,000 - 1,050
Tan Wee Keat	1,600 - 1,650	1,700 - 1,750
Lee Pei Ling	1,100 - 1,150	1,150 - 1,200
Danil Bugakov	-	700 - 750 <sup>(4)</sup>

**Notes:**

- (1) These are estimations of the Key Senior Management's total annual remuneration from 1 January 2025 to 31 December 2025.
- (2) Total annual remuneration from 4 November 2024 to 31 December 2024.
- (3) Total annual remuneration from 19 August 2024 to 31 December 2024.
- (4) Total estimated annual remuneration from 19 February 2025 to 31 December 2025.

The above remuneration of our Key Senior Management, which includes salaries, bonus, fees and allowances as well as other benefits, must be considered and recommended by our Remuneration Committee and subsequently approved by our Board.

## 9.4 ASSOCIATIONS OR FAMILY RELATIONSHIPS BETWEEN OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

Save as disclosed below, there are no family relationships and associations among our Promoter, Substantial Shareholders, Directors and Key Senior Management as at the LPD:

Name	Relationship with our Company	Relationship with our Promoter, Directors, Substantial Shareholders and Key Senior Management
Chubb INA	<ul style="list-style-type: none"> <li>Promoter</li> <li>Substantial shareholder</li> </ul>	<ul style="list-style-type: none"> <li>Indirect wholly-owned subsidiary of Chubb Limited</li> </ul>
INA Corporation	<ul style="list-style-type: none"> <li>Indirect substantial shareholder</li> </ul>	<ul style="list-style-type: none"> <li>Indirect wholly-owned subsidiary of Chubb Limited</li> </ul>
Chubb IH	<ul style="list-style-type: none"> <li>Indirect substantial shareholder</li> </ul>	<ul style="list-style-type: none"> <li>Direct 14.82%-owned subsidiary of Chubb Limited</li> <li>Indirect 85.18%-owned subsidiary of Chubb Limited</li> </ul>

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

Name	Relationship with our Company	with our	Relationship with our Promoter, Directors, Substantial Shareholders and Key Senior Management
Chubb Group Holdings	• Indirect shareholder	substantial	• Wholly-owned subsidiary of Chubb Limited
Chubb Limited	• Indirect shareholder	substantial	• Holding company of Chubb INA, INA Corporation, Chubb IH and Chubb Group Holdings
Susan Yuen Su Min	• Independent Executive Director	Non-	<ul style="list-style-type: none"> <li>• Susan Yuen Su Min and Cheryl Khor Hui Peng are both the Independent Directors of Alliance Bank Malaysia Berhad</li> <li>• Susan Yuen Su Min was appointed to the board of Alliance Bank Malaysia Berhad on 15 October 2018 and to our Board on 14 February 2019</li> </ul>
Cheryl Khor Hui Peng	• Independent Executive Director	Non-	<ul style="list-style-type: none"> <li>• Cheryl Khor Hui Peng and Susan Yuen Su Min are both the Independent Directors of Alliance Bank Malaysia Berhad</li> <li>• Cheryl Khor Hui Peng was appointed to the board of Alliance Bank Malaysia Berhad and to our Board on 1 June 2021</li> </ul>

### 9.5 DECLARATIONS BY OUR PROMOTER, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, none of our Promoter, Directors and Key Senior Management has been involved in any of the following event, whether within or outside Malaysia:

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

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

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**9.6 OTHER MATTERS**

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