

## DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

Our Board of Directors consists of eight Directors, comprising three executive Directors and five independent non-executive Directors. Our Board is responsible and has general powers for the management and conduct of our Group’s business. The following table sets out certain information concerning our Directors:

Name	Age	Present Position(s) in our Company	Date of Appointment as Director of our Company	Date of joining our Group	Roles and Responsibilities	Relationships amongst other Directors and senior management
Mr. Soon See Beng	52	Executive Director, chief executive officer and chairman of our Board	14 February 2019	28 March 1995	Responsible for the overall business strategic direction, planning, management and operation of our Group	Member of the Soon Family and brother of the Soon Siblings
Mr. Soon Chiew Ang	45	Executive Director	25 January 2021	8 February 2002	Responsible for overseeing the operation and sales management of our Group	Member of the Soon Family and brother of the Soon Siblings
Mr. Soon See Long	48	Executive Director	25 January 2021	21 January 2002	Responsible for overseeing the operation and sales management of our Group	Member of the Soon Family and brother of the Soon Siblings
Mr. Khoo Chee Siang	45	Independent non-executive Director	14 July 2022	14 July 2022	Providing independent advice to the Board, advising on corporate governance matters and serving as the chairman of the Remuneration Committee and member of the Audit Committee and Nomination Committee	N/A

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Name	Age	Present Position(s) in our Company	Date of Appointment as Director of our Company	Date of joining our Group	Roles and Responsibilities	Relationships amongst other Directors and senior management
Mr. Ooi Guan Hoe	46	Independent non-executive Director	14 July 2022	14 July 2022	Providing independent advice to the Board, advising on corporate governance matters and serving as the chairman of the Audit Committee and member of the Remuneration Committee and Nomination Committee	N/A
Datuk Tan Teow Choon	64	Independent non-executive Director	14 July 2022	14 July 2022	Providing independent advice to the Board, advising on corporate governance matters and serving as the chairman of the Nomination Committee and member of the Audit Committee and Remuneration Committee	N/A
Mr. Ngai Wah Sang	64	Independent non-executive Director	14 July 2022	14 July 2022	Providing independent advice to the Board and advising on corporate governance matters	N/A
Ms. Tiong Hui Ling	49	Independent non-executive Director	14 July 2022	14 July 2022	Providing independent advice to the Board and advising on corporate governance matters	N/A

### Executive Directors

**Mr. Soon See Beng**, aged 52, was appointed as our Director on 14 February 2019 and was redesignated as our Executive Director, chief executive officer and Chairman of the Board on 25 January 2021. SB Soon is a director of each of SCCSB, SCC Seafood, SCCM Pahang, SCCM East Coast, SCCM, Chop Chin Huat and SCC Logistics. He is responsible for the overall business strategic direction, planning, management and operation of our Group.

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SB Soon completed his secondary education up to form five and obtained his Malaysian Certificate of Education in December 1988. SB Soon accumulated over 30 years of experience in the F&B distribution industry. After completing his secondary education in 1988, he began working in Swang Chai Chuan, a sole proprietorship established by TO Soon in Malaysia and our predecessor, which principally engaged in the F&B distribution of groceries. In March 1995, he co-founded SCCSB with LS Soon and TO Soon, father of the Soon Siblings, to take up the business of Swang Chai Chuan, and has been the managing director of SCCSB after the passing of TO Soon in February 2002. From June 1996 to January 2013, he went on to expand the business operation of our Group in the distribution of seafood and frozen food products through the acquisition of SCC Seafood and the establishment of SCCM Pahang, SCCM East Coast, SCCM and SCC Logistics. In April 2017, SB Soon and ML Ng acquired shares in Chop Chin Huat for further expansion of our Group's business.

SB Soon was a director or partner of the following entities which were incorporated or registered in Malaysia before their dissolution, expiration or termination:

Name of entity	Nature of business	Date of dissolution	Means of dissolution
Divine Food Sdn. Bhd.	Dormant	3 August 2020	Struck off
Alfa Indah Sdn. Bhd.	Dormant	30 September 2011	Struck off
Pak Su Seafood Restaurant	Restaurant	21 January 2008	Termination
Hor Jiak Seafood Restaurant	Hot food	8 October 2012	Expiration

SB Soon confirmed that there was no wrongful act on his part leading to the dissolution, expiration or termination of the entities above, which were solvent immediately prior to dissolution, expiration or termination, and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution, expiration or termination of these companies.

**Mr. Soon Chiew Ang**, aged 45, was appointed as an executive Director of our Group on 25 January 2021. CA Soon is a director of each of SCCSB, SCC Seafood, SCCM Pahang, SCCM East Coast, SCCM and SCC Logistics. He is responsible for overseeing the operation and sales management of our Group.

CA Soon obtained his Bachelor of Arts degree with major in marketing in June 1999 and his master degree in business administration in July 2001, both from the University of Hertfordshire.

CA Soon accumulated over 20 years of experience in the F&B distribution industry. Prior to joining the Group, he worked as a management trainee in Kawaguchi Manufacturing Sdn. Bhd., a manufacturer of plastic parts and components, from July 1999 to August 1999. In October 2000, he began working for SCCSB and has been responsible for strategic growth and key account management and acquisition. In February 2002, he became the director of SCCSB,

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SCC Seafood, SCCM Pahang and SCCM East Coast. In November 2003, he co-founded SCCM with SB Soon and became a director of SCCM. In January 2013, he co-founded SCC Logistics together with SB Soon and SL Soon and became a director of SCC Logistics.

CA Soon was a director or partner of the following entities which were incorporated or registered in Malaysia before their dissolution, expiration or termination:

Name of entity	Nature of business	Date of dissolution	Means of dissolution
EC Way Sdn. Bhd.	Real estate, wholesale and others	13 June 2017	Struck off
Pak Su Seafood Restaurant	Restaurant	21 January 2008	Termination
Hor Jiak Seafood Restaurant	Hot Food	8 October 2012	Expiration

CA Soon confirmed that there was no wrongful act on his part leading to the dissolution, expiration or termination of the entities above, which were solvent immediately prior to dissolution, expiration or termination, and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution, expiration or termination of these companies.

**Mr. Soon See Long**, aged 48, was appointed as an executive Director of our Group on 25 January 2021. SL Soon is a director of SCC Seafood. He is responsible for overseeing the operation and sales management of our Group.

SL Soon completed his secondary school education up to form two in December 1988.

SL Soon accumulated over 30 years of experience in the F&B distribution industry. In January 1989, after his secondary education, he began working in Swang Chai Chuan, a sole proprietorship established by TO Soon in Malaysia and our predecessor, which principally engaged in the distribution in groceries. SL Soon then worked as the sales director of SCC Seafood since March 2000 and was later appointed as a director of SCC Seafood since 21 January 2002, responsible mainly for the growth of frozen food and food service business of the Eastern Peninsular Malaysia.

SL Soon was a partner of the following entities which were registered in Malaysia before their expiration or termination:

Name of entity	Nature of business	Date of dissolution	Means of dissolution
Pak Su Seafood Restaurant	Restaurant	21 January 2008	Termination
Hor Jiak Seafood Restaurant	Hot Food	8 October 2012	Expiration

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SL Soon confirmed that there was no wrongful act on his part leading to the expiration/termination of the entities above, which were solvent immediately prior to dissolution, and he is not aware of any actual or potential claim that has been or will be made against him as a result of the expiration or termination of these companies.

### Independent Non-executive Directors

**Mr. Khoo Chee Siang** (“**Mr. Khoo**”), aged 45, was appointed as the independent non-executive Director of our Group on 14 July 2022. He is the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

Mr. Khoo obtained a certificate and a diploma in accounting issued by the London Chamber of Commerce and Industry Examination Board in 1996 and 1997, respectively. He has been a chartered accountant of the Malaysian Institute of Accountants since 2003. He became a member of the Association of Chartered Certified Accountants in May 2003 and has been a fellow member of the association since May 2008.

Mr. Khoo has more than 20 years of experience in corporate finance and business advisory. Between January 2000 to December 2002, he was employed by Morison Anuarul Azizan Chew & Co., an audit firm, and his last held position was an senior audit officer. From January 2003 to June 2004, he worked in Anuarul Azizan Chew Consulting Sdn. Bhd., a corporate advisory company, and his last held position was a senior consultant. From July 2004 to October 2008, he worked in Finmart Alliance Sdn. Bhd, a corporate advisory company, as an associate director and was in charge of corporate finance and business advisory services. From December 2008 to December 2016, he was the executive director of UHY Advisory (KL) Sdn Bhd, a financial and corporate advisory company. He was subsequently appointed in March 2017 as an executive director of SCH Group Berhad, a listed company engaging in the distribution and supply of general industrial products, rental solutions and the manufacturing and distribution of fertilizer, where he was responsible for overseeing the finance and account department and the corporate finance exercise and was re-designated as a non-executive non-independent director in December 2018 until he resigned directorship in December 2019. Since January 2019, he joined Eco Asia Capital Advisory Sdn. Bhd., a corporate finance advisory firm licensed by the Securities Commission Malaysia, as the managing director, to develop and execute business strategies and oversee the financial performance of the company.

Mr. Khoo has also been appointed as independent non-executive directors of various companies listed on Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”), including Chin Hin Group Property Berhad (formerly known as Boon Koon Group Berhad) (stock code: 7187), since 5 May 2017; Seers Berhad (stock code: 3009), from 15 May 2018 to 10 December 2020; Green Ocean Corporation Berhad (stock code: 0074), from 18 September 2017 to 19 May 2021; HB Global Limited (stock code: 5187), from 2 September 2020 to 14 June 2021; Joe Holding Berhad (formerly known as GPA Holdings Berhad) (stock code: 7096), from 22 August 2020 to 30 April 2021; and SWS Capital Berhad (stock code: 7186), since 6 January 2021.

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Mr. Khoo was a sole proprietor or partner of the following entities which were registered in Malaysia before their expiration:

<b>Name of entity</b>	<b>Nature of business</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>
KCS House of Consultancy	Internal audit, tax and corporate advisory services	26 July 2008	Expired
Padi House Restaurant	Other eating and drinking sales	16 July 2010	Expired

Mr. Khoo confirmed that there was no wrongful act on his part leading to the dissolution, expiration or termination of the entities above, which were solvent immediately prior to dissolution, expiration or termination, and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution, expiration or termination of these companies.

**Mr. Ooi Guan Hoe** (“**Mr. Ooi**”), aged 46, was appointed as our independent non-executive Director on 14 July 2022. He is also the chairman of our Audit Committee, and a member of our Nomination Committee and Remuneration Committee.

Mr. Ooi graduated from Universiti Putra Malaysia in August 1999 with a bachelor’s degree in accountancy. In June 2011, Mr. Ooi completed an executive education programme co-organised by Harvard Business School and Tsinghua University and obtained a certificate in Private Equity and Venture Capital – China. He is a member of the Malaysian Institute of Accountants since July 2002.

He began his career in May 1999 when he joined Arthur Andersen & Co (merged with Ernst & Young in 2002) as a staff assistant where he was responsible for conducting statutory audit work on public companies and matters pertaining to merger and acquisition exercises and his last held position was a senior associate before he left in October 2002. In November 2002, he joined CIMB Investment Bank Berhad as an executive in the corporate finance department and his last held position was a senior manager before he left in October 2009.

He has since then been involved in providing financial advisory work to listed companies and companies preparing for listing in the Asian region in his own personal capacity. He was appointed as an independent non-executive director of K-Star Sports Limited, a company listed on Bursa Malaysia with stock code 5172, in March 2010 until August 2010. He was later appointed as the non-independent non-executive director of Xingquan International Sports Holdings Limited, a company listed on Bursa Malaysia with stock code 5155, from December 2011 to June 2015. He became the chief financial officer and a member of the management board of Decheng Technology AG, a company listed on the Frankfurt Stock Exchange, in January 2015 and May 2016, respectively, where he was responsible for the initial public

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offering and finance function, until he left the company in July 2017. From January 2019 to March 2022, Mr. Ooi served as the chief financial officer of Metro Eyewear Holdings Sdn. Bhd., an indirect wholly-owned subsidiary of MOG Holdings Limited (stock code: 1942), which is currently listed on the Stock Exchange, where he was responsible for the initial public offering and the overall finance function of the group.

Mr. Ooi has been an independent non-executive director of various companies listed on Bursa Malaysia, including Only World Group Holdings Berhad (stock code: 5260) from June 2013 to December 2021, Revenue Group Berhad (stock code: 0200) since December 2017, Techbond Group Berhad (stock code: 5289) since January 2018, TCS Group Holdings Berhad (stock code: 0221) since May 2019 and Vertice Berhad (stock code: 7240) since December 2021.

**Datuk Tan Teow Choon (“Datuk Tan”)**, aged 64, was appointed as our independent non-executive Director on 14 July 2022. He is also the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee.

Datuk Tan obtained his diploma from the Chartered Institute of Marketing in the United Kingdom in 1981. He obtained his master of science degree in business administration from Boston University in May 1984.

In 1987, he joined New Zealand Milk (Malaysia) Sdn. Bhd. (currently known as Fonterra Brands (Malaysia) Sdn. Bhd.), a company engaging in the merchandising and supply of dairy products, and his last held position was general manager in 2000 where he was mainly responsible for overseeing the business development and the operational management of the company. He was the managing director of Yeo Hiap Seng (Malaysia) Berhad, a company principally engaged in the production, marketing and sale of beverage and food products and previously listed on Bursa Malaysia with the stock code 4642, from March 2000 to October 2003, where he was mainly responsible for overseeing the strategic planning and business operations of the company. Since August 2007, Datuk Tan has been the director of Viva Global Sdn. Bhd., an investment company in F&B, education, healthcare and biotechnology. He was the chief executive officer of RB Biotech Sdn. Bhd., a company engaged in cultivating hybrid paddy seed in Malaysia, from 2009 to 2015.

Datuk Tan had been the honorary advisor of the Malaysia-China Chamber of Commerce (MCCC) from 2013 to 2019 and The Associated Chinese Chamber of Commerce and Industry of Malaysia (ACCCIM) from September 2014 to July 2018. In addition, he has been the treasurer of the United Nations Association of Malaysia since 2018.



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Datuk Tan was a director of the following companies which were incorporated in Malaysia before their dissolution:

Name of entity	Nature of business	Date of dissolution	Means of dissolution
Yeo Hiap Seng (Malacca) Sendirian Berhad	Dormant	8 October 2004	Members’ voluntary liquidation
Kra-Stez Energy (M) Sdn. Bhd.	Construction and consultancy	5 June 2008	Struck off
Sri Maha-Power Trading Consortium Sdn. Bhd.	Investment holding	4 August 2015	Struck off

Datuk Tan confirmed that there was no wrongful act on his part leading to the dissolution of the companies above, which were solvent immediately prior to dissolution, and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of these companies.

**Mr. Ngai Wah Sang (“Mr. Ngai”)**, aged 64, was appointed as our independent non-executive Director on 14 July 2022.

Mr. Ngai obtained his bachelor’s degree in science from the University of London in the United Kingdom. He is a fellow of Chartered Accountants Australia and New Zealand (formerly known as The Institute of Chartered Accountants in Australia) and the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) in Hong Kong respectively.

Mr. Ngai has broad experience in auditing, accounting, financial management and dealing with business development and investments. Mr. Ngai has also been appointed as independent non-executive directors of various companies listed on the Stock Exchange, including Tian An China Investment Company Limited (stock code: 28) since September 2004, Alpha Professional Holdings Limited (stock code: 948) since October 2020 and Real Nutraceutical Group Limited (stock code: 2010, a company previously listed on the Stock Exchange until 25 January 2021) in January 2019.

Mr. Ngai was a director of New Media Company Limited, a company previously incorporated in Hong Kong, when it was dissolved by order of the High Court of Hong Kong (the “**High Court**”). New Media Company Limited was engaged in the business of sub-letting outdoor advertising spaces. The High Court granted an order for winding-up of the company in October 1996 and New Media Company Limited was dissolved in March 2003.

**Ms. Tiong Hui Ling (“Ms. Tiong”)**, aged 49, was appointed as our independent non-executive Director on 14 July 2022.



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Ms. Tiong obtained her bachelor of laws degree from the Staffordshire University in the United Kingdom in July 1996. She later obtained a certificate for legal practice from the Legal Professional Qualifying Board, Malaysia in October 1998. She was admitted as an advocate and solicitor in the High Court of Malaya in November 1999 and she ceased to practice as a lawyer in July 2008.

Ms. Tiong has more than 20 years of legal-related experience. She practiced as a lawyer in SKYeoh & Partners from November 1999 to August 2007. In September 2007, she joined TH Group Sdn. Bhd. and subsequently transferred to its wholly owned subsidiary THG Corporation Sdn. Bhd. in March 2016, which her last position held was Assistant General Manager of Group Legal & Company Secretary before she left in December 2019. From January 2020 to May 2021, she was a consultant at JIS Malaysia Sdn. Bhd. to provide corporate and business advisory services on ad hoc basis. Since September 2020, she has been a consultant at Pasadena California Burger Sdn. Bhd. to provide corporate and business process advisory services on ad hoc basis.

### **Other disclosure pursuant to Rule 13.51(2) of the Listing Rules**

Save as disclosed in this section and the section headed “Relationship with our Controlling Shareholders” in this document, each of our Directors confirmed that as at the Latest Practicable Date, he/she (i) did not hold other positions in our Company or other members of our Group; (ii) did not have any other relationship with any Directors, senior management, substantial shareholders or Controlling Shareholders of our Company as at the Latest Practicable Date; and (iii) did not hold any directorship in any other listed companies in the three years immediately preceding the date of this document. Immediately following completion of the Capitalisation Issue and the [REDACTED], save as the interests in the Shares which are disclosed in the “Substantial Shareholders” in this document, each of our Directors will not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there were no other matters with respect to the appointment of our Directors that need to be brought to the attention of our Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules as at the Latest Practicable Date.

### **No competition and clear delineation of business between our Group and the Private Group**

As disclosed in the section headed “Relationship with our Controlling Shareholders” in this document, each of SB Soon, SL Soon and CA Soon, our executive Directors, by himself or together with his associates, are interested in or involved in the business of the Private Group. Each of SB Soon, SL Soon and CA Soon has undertaken that he would tender resignation of his directorship in the Private Group and withdraw from the management role of the partnership of the Private Group prior to the [REDACTED]. Notwithstanding the interest of SB Soon, SL Soon and CA Soon in the Private Group, our Directors, including our

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independent non-executive Directors, are of the view that the respective business of our Group and the Private Group can be clearly delineated in terms of, among others, business model, major source of income, products, major customers and suppliers, and thus, the Private Group’s business would not compete or is not likely to compete with the business of our Group.

Each of our Directors has confirmed that, save as disclosed in this section and the sections headed “Connected Transactions” and “Relationship with our Controlling Shareholders”, he or she does not have any interest in a business apart from ours which competes or is likely to compete, directly or indirectly, with us which is discloseable under Rule 8.10 of the Listing Rules.

### SENIOR MANAGEMENT

The following table sets out certain information concerning our senior management:

Name	Age	Present Position(s) in our Company	Date of joining our Group	Roles and Responsibilities	Relationships amongst other Directors and senior management
Mr. Ong Wui Chuan	41	Sales Director	1 August 2021	Responsible for management of sales and trade marketing, sales strategic planning and customers and suppliers relations	N/A
Mr. Tham Sai Cheong	52	Chief financial officer	14 October 2019	Responsible for financial reporting, management reporting, budget and forecast and human resource	N/A
Ms. Chan Yim Cheng	45	Administration and operation manager	3 September 2007	Responsible for overseeing administration, logistics and inventory management	N/A

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**Mr. Ong Wui Chuan**, aged 41, is our sales director. He joined our Group in 2021 and is now primarily responsible for management of sales and trade marketing, sales strategic planning, and customers and suppliers relations. He obtained a bachelor’s degree of arts in translation and interpretation from Universiti Sains Malaysia in April 2003, and later obtained a master degree in business administration from Universiti Malaya in August 2010.

Mr. Ong has over 14 years of experience in business development and sales, and has served managerial positions in a number of companies prior to joining our Group. He joined Kao (Malaysia) Sdn. Bhd., a distributor of toiletries, household cleanser and sanitary products, in March 2006 until July 2008 as a key account executive. From March 2009 to December 2010, he worked in F&N Coca-Cola (Malaysia) Sdn. Bhd., a manufacturer of soft drinks and carbonated waters, as a key account manager. In December 2010, he joined L’Oréal Malaysia Sdn. Bhd., a beauty and skin care brand, as a key account manager until June 2014, with his last position being the head of channel. From February 2015 to September 2015, he worked in Tohtonku Sdn. Bhd., a company providing personal care products, as a national key account manager. He subsequently joined Hawley & Hazel Marketing (Malaysia) Sdn. Bhd., a trading company selling oral care products, as a national sales manager from September 2015 to August 2021. In August 2021, he joined our Group as our national sales manager and was re-designated as our sales director in February 2022.

**Mr. Tham Sai Cheong**, aged 52, is our chief financial officer. He joined our Group in 2019 in his current position and is primarily responsible for financial reporting, management reporting, budget and forecast and human resource. He obtained a bachelor’s degree of arts from the University of Leeds in July 1992, majoring in accounting and finance. He was admitted as a member of the Malaysian Institute of Certified Public Accountants in December 1999.

Mr. Tham has over 28 years of experience in the accounting and finance field. He joined KPMG, an accounting firm, in November 1992 and left as an audit senior manager in February 2004. From January 2005 to April 2005, he worked in Citibank Berhad as a senior financial analyst. He then joined Fonterra Brands (Malaysia) Sdn. Bhd. (formerly known as New Zealand Milk (Malaysia) Sdn. Bhd.), a company engaging in the merchandising and supply of dairy products, in April 2005 and left as the finance director in November 2015. From January 2016 to July 2019, he worked as the finance director at Fuji Xerox Asia Pacific Pte Ltd, a company engaging in the business of sale and lease of photocopiers and related office equipment. In October 2019, he joined our Group as the chief financial officer.

**Ms. Chan Yim Cheng**, aged 45, is our administration and operation manager. She joined our Group in September 2007 and is primarily responsible for overseeing administration, logistics and inventory management of the Group.

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Ms. Chan obtained her bachelor of arts degree in business administration from the University of Northumbria in the United Kingdom in March 2000. She also obtained a diploma in business administration and an advanced diploma in business administration in December 1996 and June 1997, respectively from The Association of Business Executives, United Kingdom. She became an associate member of The Association of Business Executives in the United Kingdom in April 1997.

Ms. Chan has over 20 years of experience in managing business operations and administrations in Malaysian companies. She started her career as an accounts and administrative assistant at Success Resources Slipguard Sdn. Bhd. from July 1997 to September 1998. She then worked in SCCSB as an account executive from May 2000 to February 2005. From March 2005 to September 2007, she worked as sales and marketing officer at Nippon Precision Technology (Malaysia) Sdn. Bhd. (now known as Vega Precision Technology (Malaysia) Sdn. Bhd.), a manufacturer of precision parts for electronic products, where she was responsible for management of sales orders, generating sales forecasts and handling quality assurance audit matters. Since September 2007, she became the administration and operation manager of SCCSB and is responsible for managing the logistical arrangements and inventory maintenance of the Group.

Save as disclosed above, none of our senior management had any directorships in any publicly listed company over the past three years prior to the Latest Practicable Date.

### COMPANY SECRETARY

Mr. Lam Kwun Leung (林冠良), aged 36, was appointed as our company secretary on 25 January 2021. He is primarily responsible for the company secretarial matters of our Group. He has over 10 years of experience in accounting and internal control.

Mr. Lam obtained a bachelor of business administration in accounting, from the Hong Kong University of Science and Technology in November 2007. He has been admitted as a member of the Hong Kong Institute of Certified Public Accountants since September 2010.

Mr. Lam began his career working as an auditor in KPMG from January 2007 and left as a manager in June 2014. He then joined Huawei Tech. Investment Co., Limited, an information and communications technology company, as a project audit manager in June 2014 and left as a senior inspection manager in February 2018, during which he was responsible for conducting operational inspection and implementing internal control policies. From February 2018 to December 2018, Mr. Lam was the senior accounting manager of Reignwood International Investment (Group) Company Limited, a diversified international investment company, and was responsible for overseeing financial matters of the company. From December 2018 to July 2020, he was the company secretary and financial controller of Sunray Engineering Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8616).

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### AUTHORISED REPRESENTATIVES

SB Soon and Mr. Lam Kwun Leung have been appointed as the authorised representatives of our Company.

### COMPLIANCE ADVISER

We have appointed Sunny Fortune Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. The compliance adviser will advise us in the following circumstances:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (iii) where our Company proposes to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or if the business activities, developments or results of our Group deviate from any forecast, estimate or other information in this document; and
- (iv) where the Stock Exchange makes an inquiry of our Group under the Listing Rules regarding unusual movements in the [REDACTED] or [REDACTED] of the Shares.

The term of appointment of the compliance adviser shall commence on the [REDACTED] and end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED] and such appointment may be subject to extension by mutual agreement.

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### **BOARD COMMITTEES**

#### **Audit Committee**

Our Company has established the Audit Committee on 14 July 2022 with written terms of reference in compliance with paragraphs D.3.3 and D.3.7 of Part 2 of the Corporate Governance Code. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process and internal control system of our Group. Our Audit Committee comprises three members, namely Mr. Ooi Guan Hoe, Mr. Tan Teow Choon and Mr. Khoo Chee Siang. Mr. Ooi Guan Hoe is the chairman of the Audit Committee.

#### **Remuneration Committee**

Our Company has established the Remuneration Committee on 14 July 2022 with written terms of reference in compliance with paragraph E.1.2 of Part 2 of the Corporate Governance Code. Our Remuneration Committee comprises three members, namely Mr. Khoo Chee Siang, Mr. Ooi Guan Hoe and Mr. Tan Teow Choon. Mr. Khoo Chee Siang is the chairman of the Remuneration Committee. The primary duties of our Remuneration Committee are, amongst other things, to make recommendations to our Board on the terms of remuneration packages, bonuses and other compensation payable to our Directors and senior management and on our Group’s policy and structure for all remuneration of our Directors and senior management.

#### **Nomination Committee**

Our Company has established the Nomination Committee on 14 July 2022 with written terms of reference in compliance with paragraph B.3.1 of Part 2 of the Corporate Governance Code. Our Nomination Committee comprises three members, namely Mr. Tan Teow Choon, Mr. Ooi Guan Hoe and Mr. Khoo Chee Siang. Mr. Tan Teow Choon is the chairman of the Nomination Committee. Our Nomination Committee is mainly responsible for making recommendations to our Board on appointment of Directors and succession planning for our Directors with reference to our board diversity policy (“**Board Diversity Policy**”).

### **BOARD DIVERSITY POLICY**

We have adopted the Board Diversity Policy which sets out the approach to achieve and maintain an appropriate balance of diversity perspectives of our Board that are relevant to our business growth. Pursuant to the Board Diversity Policy, selection of Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, industry experience, ethnicity and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

Our Board comprises seven male members (three executive Directors and four independent non-executive Directors) and one female independent non-executive Director. Taking into account our Group’s business model and the backgrounds and abilities of our

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Board, our Directors consider that our Board has a balanced mix of experiences and industry background, including experiences in F&B distribution, sales and marketing, audit and finance. Nevertheless, for the purpose of implementation of our board diversity policy, we intend to further enhance gender diversity (female representation) on our Board. Our Board will take the opportunity to increase the proportion of female members over time when selecting and making recommendations on suitable candidates for Board appointments. In particular, taking into account the business needs of our Group and changing circumstances from time to time that may affect our Group’s business plans, we will actively identify female individuals suitably qualified to become our Board members and we aim to achieve a target of two female directors or 20% female representation on our Board, during the period we are [REDACTED] on the Stock Exchange. Our Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders’ expectation and international and local recommended best practices. To further ensure gender diversity of our Board in the long run, our Group will also identify and select several female individuals with a diverse range of skills, experience and knowledge in different fields from time to time and maintain a list of such female individuals who possess qualities to become our Board members in order to develop a pipeline of potential successors to our Board, and our Board and our nomination committee will assess our board composition quarterly in accordance with Appendix 14 of the Listing Rules. Our Company will continue to take steps to promote gender diversity at all levels of our Group, including at the senior management levels. Going forward and with a view to developing a pipeline of potential successors to our Board that may meet the targeted gender diversity ratio set out above, we will (i) make appointments based on merits with reference to board diversity as a whole; (ii) take steps to promote gender diversity at all levels of our Group by recruiting staff of different gender; (iii) consider the possibility of nominating female management members who have the necessary skills and experience to our Board; and (iv) provide career development opportunities and more resources in training female staff with the aim of promoting them to the senior management or board of our Company so that we will have a pipeline of female senior management and potential successors to our Board in a few years’ time.

We are also committed to adopting similar approach to promote diversity of the management (including but not limited to the senior management) of our Company to enhance the effectiveness of our corporate governance.

Our Nomination Committee is responsible for ensuring the diversity of our Board. After the [REDACTED], our Nomination Committee will review the Board Diversity Policy from time to time to ensure its continued effectiveness and we will disclose the implementation of the Board Diversity Policy in our corporate governance report on an annual basis.



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## DIRECTORS AND SENIOR MANAGEMENT

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### REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The aggregate amounts of compensation (including fees, salaries, allowances and benefits in kind, discretionary bonus and contributions to defined contribution plans) which are paid by our Group during the Track Record Period (i) to our Directors were approximately RM2.5 million, RM2.6 million, RM2.6 million and RM1.0 million, respectively; and (ii) to our senior management were approximately RM0.6 million, RM1.0 million, RM1.2 million and RM0.3 million, respectively.

Three of our Directors, namely SB Soon, CA Soon and SL Soon, were amongst our Group’s five highest paid individuals for the Track Record Period. The aggregate remuneration including salaries, allowances and benefits in kind, discretionary bonus and contributions to defined contribution plans paid to our Group’s five highest paid individuals (excluding our Directors) during the Track Record Period were as follows:

	<b>FY2019</b>	<b>FY2020</b>	<b>FY2021</b>	<b>4M2022</b>
	<i>RM’000</i>	<i>RM’000</i>	<i>RM’000</i>	<i>RM’000</i>
Salaries, discretionary bonus, allowances and benefits in kind	524	636	687	189
Contributions to defined contribution plans	63	76	82	30

During the Track Record Period, no emolument was paid by our Group to any of the Directors or the five highest paid individuals (including Directors and employees) as an inducement to join or upon joining our Group or as compensation for loss of office. None of our Directors has waived any emoluments during the Track Record Period.

Save as disclosed above, no other payments of remuneration have been made, or are payable, in respect of the Track Record Period, by our Group to or on behalf of any of the Directors. For additional information on Directors’ remuneration during the Track Record Period as well as information on the highest paid individuals, please refer to Notes 8 and 9 in the Accountants’ Report set out in Appendix I to this document.

An aggregate sum of approximately RM2.8 million is expected to be paid to our Directors as annual Directors’ fees and other emoluments by our Group for the year ending 31 December 2022 under the arrangements in force at the date of this document excluding discretionary bonus.

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## DIRECTORS AND SENIOR MANAGEMENT

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### REMUNERATION POLICY

The Director’s fee for each of our Directors is subject to the Board’s review from time to time in its discretion after taking into account the recommendation of our Remuneration Committee. The remuneration package of each of our Directors is determined by reference to market terms, seniority, experiences, duties and responsibilities of that Director within our Group. Our Directors are entitled to statutory benefits as required by law from time to time such as pension.

Prior to the [REDACTED], the remuneration policy of our Group to reward its employees and executives is based on their performance, qualifications, competence displayed and market comparable. Remuneration package typically comprises salary, contribution to pension schemes and discretionary bonuses relating to the profit of the relevant company. Upon and after the [REDACTED], the remuneration package of our Directors and the senior management will, in addition to the above factors, be linked to the return to the Shareholders. Our Remuneration Committee will review annually the remuneration of all our Directors to ensure that it is attractive enough to attract and retain a competent team of executive members.

### STAFF RELATIONS

Our Group recognises the importance of a good relationship with the employees. The remuneration payable to the employees includes basic salaries, allowances, commission, pension and bonus. The ability to recruit and retain experienced and skilled labour is crucial to the growth and development of our Group. In addition to providing the staff the opportunities to receive regular on-the-job trainings, our Group strives to create a harmonious and caring working environment for its staff.

Our Group has not experienced any significant problems with its employees save as those arising from ordinary course of business or disruption to the operations due to labour disputes, nor has our Group experienced any difficulties in the recruitment and retention of staff.

Please refer to the section headed “Business – Employment” below to this document, for further detail relating to the number of staff, staff benefits and training policy of our Group.

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Our Company’s corporate governance practices are based on principles and code provisions as set out in the Corporate Governance Code in Appendix 14 to the Listing Rules. Except for the deviation from code provision C.2.1 and C.6.1 of Part 2 of the Corporate Governance Code, our Company’s corporate governance practices have complied with the code on corporate governance practices.

Pursuant to code provision C.2.1 of Part 2 of the Corporate Governance Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. SB Soon is the chairman of our Board and the chief executive officer of our

## DIRECTORS AND SENIOR MANAGEMENT

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Company. In view that SB Soon is one of the founders of the Group and has been operating and managing our Group since its establishment, our Board believes that it is in the best interest of our Group to have SB Soon taking up both roles for effective management and business development. Therefore, our Directors consider that the deviation from the code provision C.2.1 of Part 2 of the Corporate Governance Code is appropriate in such circumstance.

Mr. Lam does not act as an individual employee of our Company, but as an external service provider in respect of the appointment of Mr. Lam as the company secretary of our Company. Pursuant to Code C.6.1 of Part 2 of the Corporate Governance Code, an issuer can engage an external service provider as its company secretary, provided that the issuer should disclose the identity of a person with sufficient seniority at the issuer whom the external provider can contact. In this respect, our Company has nominated SB Soon as its contact point for Mr. Lam.

While our Company is well aware of the importance of the company secretary in supporting the Board on governance matters, our Company, after having considered Mr. Lam’s prior experience in acting as the company secretary of a company listed on the Stock Exchange, Sunray Engineering Group Limited, both our Company and Mr. Lam are of the view that there will be sufficient time, resources and supporting for fulfilment of the company secretary requirements of our Company.

In view of Mr. Lam’s experience in company secretarial functions, our Directors believe that Mr. Lam has the appropriate company secretarial expertise for the purposes of Rule 8.17 of the Listing Rules.