10.1 Promoters and substantial shareholders

10.1.1 Promoters and substantial shareholders' shareholding

As at the LPD, our Promoters and substantial shareholders and their respective shareholdings in our Company before and after our IPO are as follows:

| | | | | Before | our IPO | | | After | our IPO | |
|---------------------------------------|--|---|----------------------------|--------|----------------------------|-------|----------------------------|-------|----------------------------|-------|
| | | | Dire | ect | Indir | ect | Dire | ect | Indire | ect |
| Name | Designation | Nationality/ Place of incorporation | No. of Shares ('000) | % | No. of Shares ('000) | % | No. of Shares ('000) | % | No. of Shares ('000) | % |
| WHSB ^(l) | Shareholder | Malaysia | 104,000 | 80.00 | - | - | 104,000 | 45.61 | | - |
| Dato' Wong Shee Kai ^(I) | Executive Director and Chief Executive Officer | Malaysian | - | | 104,000 ⁽²⁾ | 80.00 | - | | 104,000 ⁽²⁾ | 45.61 |
| Teh Sew Wan ⁽¹⁾ | Non-Independent Non-Executive Director | Malaysian | - | - | 104,000 ⁽²⁾ | 80.00 | - | - | 104,000 ⁽²⁾ | 45.61 |
| MASB ⁽³⁾ | Shareholder | Malaysia | 9,100 | 7.00 | | - | 9,100 | 3.99 | - | - |
| TJBSB ⁽³⁾ | Shareholder | Malaysia | 9,100 | 7.00 | - | - | 9,100 | 3.99 | - | - |
| BTV ⁽³⁾ | Shareholder | Malaysia | 7,800 | 6.00 | - | - | 7,800 | 3.42 | - | - |

Notes:

- (1) Promoters and substantial shareholders.
- (2) Deemed interested by virtue of his/her interests in WHSB pursuant to Section 6A of the Act.
- (3) Ceased to be substantial shareholders after our IPO.

Save as disclosed above, our Company is not aware of any other persons who directly or indirectly, jointly or severally, have control over our Company.

10.1.2 Background information on our Promoters and substantial shareholders

A brief background of our Promoters and substantial shareholders is set out below:

(i) WHSB

WHSB was incorporated as a private limited company under the Act on 4 April 2006. Its current authorised share capital is RM100,000 comprising 100,000 ordinary shares of RM1.00 each in WHSB ("WHSB Shares"), of which RM20 comprising 20 WHSB Shares have been issued and fully paid-up. It is principally an investment holding company and is a substantial shareholder of our Company.

The directors and substantial shareholders of WHSB and their respective shareholdings in WHSB as at LPD are as follows:

| - | | Direct | t . | Indirec | :t |
|---------------------|-------------|----------------|-------|-------------------|-------|
| | | No. of WHSB | | No. of WHSB | |
| Name | Designation | Sha <u>res</u> | % | Shares | % |
| Dato' Wong Shee Kai | Director | 19 | 95.00 | 1 ^(t) | 5.00 |
| Teh Sew Wan | Director | 1 | 5.00 | 19 ⁽²⁾ | 95.00 |

Notes:

- (1) Deemed interested by virtue of his mother's direct interests in WHSB pursuant to Section 122A of the Act.
- (2) Deemed interested by virtue of her son's direct interests in WHSB pursuant to Section 122A of the Act.

(ii) Dato' Wong Shee Kai

Dato' Wong Shee Kai, aged 29, is the Executive Director and Chief Executive Officer of our Company. He is also the founder of our Group. He has contributed significantly to the growth and development of our Group and has successfully led our Group to become an established and reputable player in the DOOH transit media industry in Malaysia. Dato' Wong Shee Kai has achieved several recognitions and awards personally and has also led our Group to a string of accolades and awards. The recognitions and awards received by Dato' Wong Shee Kai include Junior Chamber International ("JCI") Creative Young Entrepreneur Award from Junior Chamber International Group in 2008; Excellence Leadership under the 8th Asia Pacific International Entrepreneur Excellence Award in 2009; the 2009 Top 10 JCl Creative Young Entrepreneur Awarded (Malaysia) from JCl in 2009; and the Most Promising Entrepreneur Award by Asia Pacific Entrepreneurship Awards in 2010. He is mainly responsible for our Group's overall strategy and development of the overall vision of our Group. He began his career with Ford Motor Company (UK) as an Account Analyst from 2002 to 2003. Subsequently, he joined Major Fibre Sdn Bhd in Malaysia as Finance Manager and his last position with the company being the General Manager in overseeing manufacturing process, sales, marketing and materials sourcing, where he observed and discovered arbitrage media advertising opportunity in Malaysia and subsequently founded our Group. Dato' Wong Shee Kai obtained his Bachelor Degree in Accounting and Finance with First Class Honours from Lancaster University, United Kingdom in 2003. He is currently responsible in leading the business direction and strategies development of our Group.

(iii) Teh Sew Wan

Teh Sew Wan, aged 60, is the Non-Independent Non-Executive Director of our Company. She is a member of our Audit and Nomination Committees. She has over 35 years of executive level experience based on the position/directorship held in several private and public companies. She has a LCCI qualification and began her career in accounting more than 40 years ago with several accounting firms and subsequently joined Long Huat Group Berhad group of companies in the mid/late 1970s and served in various capacities including finance and administration. She was also a Director of Long Huat Group Berhad until 5 June 1997. She is currently the director and shareholder of WHSB and Peakmax Sdn Bhd.

(iv) MASB

MASB was incorporated as a private limited company under the Act on 21 July 2008. MASB is an investment holding company.

The directors and substantial shareholders of MASB and their respective shareholdings in MASB as at LPD are as follows:

| | | Direc | t. | Indirec | t_ |
|----------------------|-------------|-------------|-------|-------------|----|
| | | No. of MASB | | No. of MASB | |
| Name | Designation | shares | % | shares | % |
| Rosli Bin Amin | Director | 1 | 50.00 | • | - |
| Hadijah Binti Bachik | Director | 1 | 50.00 | - | |

(v) TJBSB

TJBSB was incorporated as a private limited company under the Act on 24 January 2005. TJBSB is an investment holding company.

The directors and substantial shareholders of TJBSB and their respective shareholdings in TJBSB as at LPD are as follows:

| | | Direc | t | Indirec | t |
|-----------------|-------------|--------------|-------|--------------|---|
| | | No. of TJBSB | | No. of TJBSB | |
| Name | Designation | shares | % | shares | % |
| Wong Chook Ping | Director | 1 | 50.00 | - | - |
| Tan Suon Sam | Director | 1 | 50.00 | - | - |

(vi) BTV

BTV was incorporated as a private limited company under the Act on 5 February 2005. BTV is an investment holding company.

The directors and substantial shareholders of BTV and their respective shareholdings in BTV as at LPD are as follows:

| | | Direc | t | Indirec | :t |
|----------------------|-------------|------------|-------|------------|----|
| | | No. of BTV | | No. of BTV | |
| Name | Designation | shares | % | shares | % |
| Amirruddin Bin Nin | Director | 1 | 50.00 | - | - |
| Heryzal Binti Razali | Director | 1 | 50.00 | - | - |

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10.1.3 Changes in Promoters' and substantial shareholders' shareholdings in our Company

The changes in Promoters' and substantial shareholders' shareholdings in our Company since the date of incorporation up to LPD are as follow:

| | As at th | he date of | As at the date of incorporation | 111 | -14 | After the | After the Acquisition | | | Before | Before our IPO | | | After | After our IPO | |
|---------------------------------------|--------------------|------------|---------------------------------|-------|---------|-----------|------------------------|-------|---------|--------|------------------------|-------|---------|-------|------------------------|-------|
| | Direct | ct | Indirect | ಕ | Dire | irect | Indirect | xet | Direct | ct | Indirect | gg | Direct | čť | Indirect | ct |
| | No. of ordinary | | No. of ordinary | | | | | | | | | | | | | |
| Promoters / | shares of | | shares of | | No. of | | No. of | | No. 0f | | No. of | _ | No. of | | No. of | |
| Substantial | RM1.00 | | RM1.00 | | Shares | | Shares | | Shares | | Shares | | Shares | | Shares | |
| Shareholders | each | % | each | % | (.000) | % | (.000) | % | (,000) | % | (,000) | % | (.000) | % | (,000) | % |
| Lam Suk Kham | 1 | 50.00 | 1 | • | • | • | - | _ | - | - | • | ī | 1 | | • | - |
| Poon Wai Mei | | 50.00 | 1 | · · · | , | ' | • | • | • | , | , | 1 | * | : | 1 | ı |
| WHSB('') | ' | ' | 1 | ı | 104.000 | 80.00 | 1 | 1 | 104,000 | 80.00 | • | ' | 104,000 | 45.61 | 1 | ı |
| Dato' Wong Shee Kaj ⁽¹⁾ | ' | ı | , | ı | | | 104,000 ⁽³⁾ | 80.00 | | | 104.000/3/ | 80.00 | | | 104.000(3) | 45.61 |
| Teh Sew Wan''' | ' | ı | ı | • | | | 104,000 ⁽³⁾ | 80.00 | | | 104,000 ⁽³⁾ | 80.00 | | - | 104,000 ⁽³⁾ | 45.61 |
| MASB ⁽²⁾ | - | • | | : | 9,100 | 7.00 | * | ı | 9.100 | 7.00 | • | ' | 9.100 | 3.99 | • | ı |
| TJBSB ⁽²⁾ | , | | 1 | ' | 9,100 | 7.00 | • | ı | 9,100 | 7.00 | • | • | 9,100 | 3.99 | • | ' |
| BTV ⁽²⁾ | - | _ | - | • | 7,800 | 6.00 | • | i | 7,800 | 6.00 | • | • | 7,800 | 3.42 | • | • |

Notes:

(1) Promoters and substantial shareholders

(2) Ceased to be substantial shareholders after our IPO.

(3) Deemed interested by virtue of his/her interests in WHSB pursuant to Section 6A of the Act.

10.2 Board of Directors

10.2.1 Profiles

The profiles of the following Directors of our Company are set out in Section 10.1.2 above:

- Dato' Wong Shee Kai; and
- (ii) Teh Sew Wan

The profiles of other Directors of our Company are set out below:

(i) Datuk Wira Syed Ali Bin Tan Sri Syed Abbas Alhabshee

Datuk Wira Syed Ali Bin Tan Sri Abbas Alhabshee, aged 48, is the Executive Chairman of our Company. He has great knowledge and executive experience in leading private, public and government controlled organisations from a broad range of industries. Datuk Wira ventured into business in the early 1980s and currently sits on the board of several private and public corporations involved in a diverse range of businesses such as C.l. Holdings Berhad, Tanjung Offshore Berhad and UZMA Berhad. He was appointed as a member of the Malaysian Senate (Dewan Negara) on 21 April 2003 until April 2009. Datuk Wira obtained his Professional Diploma in Leadership and Management from the New Zealand Institute of Management in 2003. He is currently involved in the business and strategies development of our Group.

(ii) Sabaruddin Bin Ahmad Sabri

Sabaruddin Bin Ahmad Sabri, aged 45, is the Executive Director of our Company and is involved in the business development of our Group. He started his career at Malaysian National News Agency 'BERNAMA' covering issues on business and the economy for nine (9) years. He then served as Deputy Editor for one of Malaysia's largest circulating newspaper, Utusan Malaysia. Subsequently, he joined Bridgecon Holdings Berhad as a Public Relation Manager and Business Development Manager. Sabaruddin subsequently became a host for Radio Television Malaysia covering business issues and current affairs as well as political issues. In 2003, he was appointed as a Senior Private Secretary to the Malaysian Information Minister where he served till 2008. He is a member of the Malaysia-Indonesia Journalist Solidity Alliance, an initiative to promote bilateral ties by local media practitioners. Sabaruddin has been at the forefront of the media industry for over two (2) decades and offers a wealth of experience and business acumen.

(iii) Dato' Hussian @ Rizal Bin A. Rahman

Dato' Hussian @ Rizal Bin A. Rahman, aged 49, is the Independent Non-Executive Director of our Company. He is the Chairman of our Audit, Nomination and Remuneration Committees. He has extensive experience in the ICT industries in Malaysia. Currently, he is the Executive Director/Chief Executive Officer of MobilityOne Limited, a company listed on AlM of the London Stock Exchange, and is responsible for the development of MobilityOne Limited group of companies' overall management, particularly in setting the business directions and strategies. Dato' Hussian obtained the Postgraduate Diploma in Business Management from The Oxford Association of Management, Oxford, England ("OXIM") and was also admitted to the membership of Certified Master of Business Administration from the OXIM, a membership that recognises management competency and professional development. In addition, he was awarded the certificate of Master of the Oxford Centre for Leadership, United Kingdom.

(iv) Yeong Siew Lee

Yeong Siew Lee, aged 32, is the Independent Non-Executive Director of our Company. She is a member of our Audit, Nomination and Remuneration Committees. She obtained her Bachelor of Science (Honours) degree in Accounting and Finance from University of Wales College Newport, United Kingdom in 2001 and obtained her professional degree in Association of Chartered Certified Accountants, United Kingdom in 2004. She is a chartered accountant and currently a member of the Malaysian Institute of Accountants (MIA). She began her career with GHL Systems Berhad ("GHL"), a company listed on the Main Market of Bursa Securities, as an Assistant Accountant in 2003 and moved up the ranks and became the Head/Assistant General Manager of Finance in 2008 to supervise the company's local and overseas accounting teams. She left GHL in August 2009 to venture into business in the consumer industry and was working as a finance adviser for SMR HR Group Sdn Bhd.

10.2.2 Directors' shareholdings in our Company

As at the LPD, our Directors and their respective shareholdings in our Company before and after our IPO are as follows:

| | | | Before | our IPO | | | After | our IPO | |
|---|--|----------------------------|--------|----------------------------|-------|----------------------------|-------|----------------------------|-------|
| | | Direc | t | Indire | ect | Dire | et | Indire | ect |
| Name | Designation | No. of Shares ('000) | % | No. of Shares ('000) | % | No. of Shares ('000) | % | No. of Shares ('000) | % |
| Datuk Wira Syed Ali Bin Tan Sri Abbas Alhabshee | Executive Chairman | - | - | - | - | • | • | - | - |
| Dato Wong Shee Kai | Executive Director and Chief Executive Officer | | | 104,000 ⁽¹⁾ | 80.00 | | | 104,000(1) | 45,61 |
| Sabaruddin Bin Ahmad Sabri | Executive Director | - | - | - | - | - | - | - | - |
| Teh Sew Wan | Non-Independent Non-Executive Director | | | 104,0000 | 80.00 | | | 104,000(1) | 45.61 |
| Dato' Hussian @ Rizal Bin A. Rahman | Independent Non- Executive Director | - | - | - | - | - | - | - | - |
| Yeong Siew Lee | Independent Non- Executive Director | • | - | - | | - | - | - | - |

Note:

10.2.3 Representative of corporate shareholders

Save for Dato' Wong Shee Kai who is the representative of WHSB, none of our other Directors represent any corporate shareholders.

10.2.4 Other principal directorships and principal business activities

The following table sets out our Directors' other principal directorships in other corporations for the past five (5) years up to the LPD and other principal business activities performed outside our Group.

⁽¹⁾ Deemed interested by virtue of his/her interest in WHSB pursuant to Section 6A of the Act.

INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)* 19

| Name | Сотрапу | Principal activity | Position |
|-----------------------------|--|---|------------------------------------|
| Datuk Wira Syed Ali Bin Tan | Present: | | Director |
| Sri Syed Abbas Alhabshee | Composites Technology Research Malaysia Sdn Bhd ("CTRM") | Manufacturing of composite light aircraft | |
| | CTRM Aviation Sdn Bhd* | Manufacturing of aircraft components | Director |
| | CTRM Aero Composites Sdn Bhd* | Manufacturing of aerospace components | Director |
| | Unmanned Systems Technology Sdn Bhd* | Production of unmanned aircraft system | Director |
| | CTRM Automotive Sdn Bhd | Investment holding | Director |
| | CSI-CTRM System Integration Sdn Bhd | Aircraft system integration | Director |
| | Rimaco Properties Sdn Bhd | Investment holding | Director and shareholder |
| | Yayasan Pendidikan Cheras | Education institution | Director |
| | YPC-ITWeb Sdn Bhd | ICT training centre | Director |
| | Web City Sdn Bhd | ICT training centre | Director |
| | C.I. Holdings Berhad | Selling, bottling and distribution of beverages | Independent Non-Executive Director |
| | Tanjung Offshore Berhad | Provision of integrated services of upstream and downstream activities in the oil and gas industry | Independent Non-Executive Director |
| | UZMA Berhad | Provision of geosciences, reservoir engineering, drilling and operations services in the oil and gas industry | Independent Non-Executive Director |
| | Past: | | |
| | Columbia Aircraft Manufacturing Corporation | Manufacturing of aircraft | Director and shareholder |
| | | | |

Note:
* Within the group of CTRM.

INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)10

| Name | Сотрапу | Principal activity | Position |
|----------------------------|--------------------------|---|------------------------------------|
| Dato' Wong Shee Kai | Present: | | |
| | Cybertowers Berhad | Provision of vehicle tracking services | Independent Non-Executive Director |
| | WHSB | Investment holding | Director and shareholder |
| | Peakmax Sdn Bhd | Investment holding | Director and shareholder |
| | | | |
| Sabaruddin Bin Ahmad Sabri | Present: | | |
| | Ultra Pesona (M) Sdn Bhd | Event management | Director |
| | Swasta Global Sdn Bhd | Trading | Director and shareholder |
| | DSS Bridge Asia Sdn Bhd | Training, public relations and event management | Director and shareholder |
| | Past: | | |
| | Infornier Sdn Bhd | Training | Director and shareholder |
| | CRG Industri Sdn Bhd | Manufacturing of souvenirs | Director and shareholder |
| | | | |
| Teh Sew Wan | Present: | | |
| | WHSB | Investment holding | Director and shareholder |
| | Peakmax Sdn Bhd | Investment holding | Director and shareholder |
| | CNT Food Court | Provision of food and beverages | Sole proprietor |

| T. T. | | P. 5 | |
|--|--------------------------------------|---|---|
| Name | Company | Frincipal activity | POSITION |
| Dato' Hussian @ Rizal Bin A. Rahman | Present: MobilityOne Limited | Investment holding | Executive Director |
| | MobilityOne Sdn Bhd | e-payment related services | Director |
| | Netoss Sdn Bhd | e-payment related services | Director |
| | LMS Technology Distributions Sdn Bhd | System integration | Deemed interested by virtue of his wife's substantial interest in the |
| | | | company |
| Yeong Siew Lee | Present: | | |
| | Place Enterprise | Provision of health food and beauty care products | Sole proprietor |

Even though Datuk Wira Syed Ali Bin Tan Sri Syed Abbas Alhabshee is also the directors of several public and private limited companies, his involvement in other companies is mainly attending meetings and this will not preclude him from allocating his time in our Group. In addition, his involvement in the companies is not expected to have any material effect on his contribution to our Group.

The involvement in other business activities outside our Company held by our Directors does not give rise to a conflict of interest situation with our businesses.

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10.2.5 Directors' remuneration, fees and material benefits-in-kind

The remuneration, fees and material benefits-in-kind (including any contingent or deferred compensation accrued for the year) paid or payable to our Directors for their services to our Group are as follows:

| | Remuneration, fe | ees and material bene (RM'000) | fits-in-kind band |
|---|------------------|-----------------------------------|-------------------|
| | FYE 2008 | FYE 2009 | FYE 2010 |
| Directors | (Actual) | (Actual) | (Proposed) |
| Datuk Wira Syed Ali Bin Tan Sri Syed Abbas Alhabshee | Nil | 50-100 | 100-150 |
| Dato' Wong Shee Kai | 150-200 | 150-200 | 150-200 |
| Sabaruddin Bin Ahmad Sabri | Nil | Nil | 1-50 |
| Teh Sew Wan | Nil | Nil | 1-50 |
| Dato' Hussian @ Rizal Bin A. Rahman | Nil | Nil | 1-50 |
| Yeong Siew Lee | Nil | Nil | 1-50 |

The remuneration of our Directors, which includes salaries, bonuses, fees and allowances as well as other benefits, must be considered and recommended by our Remuneration Committee and subsequently, be approved by our Board. Any change in Directors' fees, as set out in our Company's Articles of Association, must be approved by our shareholders pursuant to a resolution in a general meeting where notice of any proposed increase shall be given. Please refer to Section 16.2 of this Prospectus for further details on our Articles of Association.

10.2.6 Board practices

(i) Directors' term in office

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

| Director | Date of appointment | Date of expiration of the current term of office | No. of years in office |
|---|---------------------|--|---------------------------|
| Datuk Wira Syed Ali Bin Tan Sri Syed Abbas Alhabshee | 5 May 2010 | ** | < 1 year |
| Dato' Wong Shee Kai | 6 October 2009 | * | > 1 year |
| Sabaruddin Bin Ahmad Sabri | 5 May 2010 | ** | < 1 year |
| Teh Sew Wan | 6 October 2009 | * | > 1 year |
| Dato' Hussian @ Rizal Bin A. Rahman | 5 May 2010 | ** | < 1 year |
| Yeong Siew Lee | 5 May 2010 | ** | < 1 year |

Notes:

These Directors were retired and reappointed at the first annual general meeting of our Company.

** These Directors are subject to retire at the next annual general meeting of our Company pursuant to Article 75 of our Company's Articles of Association.

Our Company's Articles of Association provide that subsequent to our Company's first annual general meeting which was held on 9 October 2009, one-third (1/3) of our Directors for the time being, or if the number is not three (3) or a multiple of three (3) then the number nearest one-third (1/3) shall retire from office, and an election of Directors shall take place each year. Provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting whether adjourned or not.

The Directors to retire in every year shall be those who have longest in office since their last appointment or re-appointment, but as between person who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Any Director so appointed either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

(ii) Audit Committee

Our Audit Committee, established on 5 May 2010, was appointed by our Board and comprises the following members:

| Name | Designation | |
|-------------------------------------|-------------|--|
| Dato' Hussian @ Rizal Bin A. Rahman | Chairman | |
| Yeong Siew Lee | Member | |
| Teh Sew Wan | Member | |

Our Audit Committee is responsible for the recommendations to our Board regarding the selection of the external auditors, reviewing the results and scope of the audit and other services provided by our Group's external auditors and reviews and evaluates our Group's internal audit and control functions. Our Audit Committee is also responsible for the assessment of financial risk and matters relating to related party transactions and conflict of interests. Our Audit Committee may obtain advice from independent parties and other professionals in the performance of its duties.

(iii) Remuneration Committee

Our Remuneration Committee, established on 5 May 2010, was appointed by our Board and comprises the following members:

| Name | Designation |
|-------------------------------------|-------------|
| Dato' Hussian @ Rizal Bin A. Rahman | Chairman |
| Yeong Siew Lee | Member |
| Dato' Wong Shee Kai | Member |

Our Remuneration Committee is primarily responsible for, amongst others, recommending to our Board the policy and framework for our Directors' remuneration including remuneration and terms of service of our Executive Directors in all its forms, drawing from external advice, if necessary.

The determination of remuneration of our Executive and Non-Executive Directors shall be a matter to be determined by our Board as a whole after taking into consideration our Remuneration Committee's recommendations.

(iv) Nomination Committee

Our Nomination Committee, established on 5 May 2010, was appointed by our Board and comprises the following members:

| Name | Designation |
|-------------------------------------|-------------|
| Dato' Hussian @ Rizal Bin A. Rahman | Chairman |
| Yeong Siew Lee | Member |
| Teh Sew Wan | Member |

Our Nomination Committee is primarily responsible for, amongst others, proposing new nominees for our Board as well as our Directors to fill the seats on board committees, and assessing our Directors on an ongoing basis.

In particular, our Board through our Nomination Committee would review on an annual basis the required mix of skills and experience and other core qualities, including core competencies, which our Non-Executive Directors should bring to our Board.

10.3 Key management and key technical personnel

10.3.1 Profiles

The profile of the following key managements and key technical personnel of our Company is set out in Section 10.1.2 and Section 10.2.1 above, respectively:

- (i) Dato' Wong Shee Kai; and
- (ii) Sabaruddin Bin Ahmad Sabri

The profiles of other key management and key technical personnel of our Company are set out below:

(i) Por Yew Guan

Por Yew Guan, aged 39, is the Business Development Director of our Group. He began his career as a project manager at O'Connor Engineering Sdn Bhd from 1995 to 1997. He subsequently formed Tenaga Poly Technology Sdn Bhd, a company providing building automation, security, pro-sound and stage lighting. He was the executive director for Tenaga Poly Technology Sdn Bhd from 1997 to 2000 and was the founder of Active 2000 Sdn Bhd, a company providing video on demand applications. He received a Diploma in Technology (Electronic Engineering) from Tunku Abdul Rahman College in 1994. He is currently responsible for our Group's overall marketing strategies.

(ii) Liong Wei Lin

Liong Wei Lin, aged 29, is the Finance and Administration Manager of our Group. He began his career with Tay and Associate in 2003 and subsequently moved to Nu Life International Sdn Bhd in 2004. Prior to joining us, he was the Finance and Operation Manager of Avo Technology Sdn Bhd from 2007 to 2009. He is a chartered accountant and a member of the Malaysian Institute of Accountants (MIA). He obtained his Chartered Institute of Management Accountants (CIMA) membership in 2006 and Certified Practising Accountant (CPA), Australia membership in 2009. He is currently responsible for our Group's overall financial accounting, audit, tax and secretarial functions.

(iii) Lee Boon Fatt

Lee Boon Fatt, aged 37, is the Operations Manager of our Group. He began his career in Singapore with Coopers & Lybrand as an Audit Assistant from 1996 to 1997. Subsequently, he joined Overseas Union Bank Limited and Isetan (S) Ltd in Singapore as an Internal Auditor from 1998 to 2000 and 2000 to 2005, respectively. He came back to Malaysia in April 2005 and joined Pusat Optik S2 as the Assistant General Manager. He left Pusat Optik S2 in March 2007 to join City Link Express (M) Sdn Bhd as a Regional Manager. Lee Boon Fatt holds a Diploma in Accounting from Thames Business School, Singapore and a Diploma in Business Studies from Institute Jati, Malaysia. Subsequently, he obtained his Bachelor Degree in Business from Upper lowa University, United States of America in 2003 and Master of Business Administration from Charles Sturt University, Australia in 2005. He is currently responsible for our day-to-day business functions and leads a team of technicians across our Group's regional centres in headquarter and Southern office.

(iv) Kan Wai Tung

Kan Wai Tung, aged 34, is the Senior Account Manager in the Advertising Sales Department of our Group. He has over ten (10) years of experience in the media and publishing industry with his employment with GIPH Media Pte Ltd, I-Vision Media Sdn Bhd and Knowledge Media (M) Sdn Bhd from 2002 to February 2009. Prior to that, he was the Account Manager at Ml Publishing Sdn Bhd and Sales Manager at Panpac Lifestyle Magazines (M) Sdn Bhd from 1998 to February 2002. He obtained a Bachelor Degree in Administration (Honours) from Middlesex University, United Kingdom. He is currently responsible for sale and business development of our Group.

10.3.2 Key management and key technical personnel's shareholdings in our Company

The shareholdings of our key management and key technical personnel in our Company before and after our IPO are as follows:

| | | | Before our IPO | | After our IPO | | | | | |
|---------------|--|-------------|----------------|---|-----------------|----------|--------|---|----------|---|
| | | | Direct | | Direct Indirect | | Direct | | Indirect | |
| | | | No. of | | No. of | | No. of | | No. of | |
| Name | Designation | Nationality | Shares | % | Shares | % | Shares | % | Shares | % |
| Por Yew Guan | Business Development Director | Malaysian | - | - | - | - | - | 1 | • | - |
| Liong Wei Lin | Finance and Administration Manager | Malaysian | - | - | - | - | - | - | ٠ | • |
| Lee Boon Fatt | Operations Manager | Malaysian | | • | • | • | - | - | - | - |
| Kan Wai Tung | Senior Account Manager | Malaysian | • | • | - | - | | - | - | - |

10.3.3 Other principal directorships and principal business activities

As at LPD, save as disclosed below, none of the key management and key technical personnel's holding directorship or are involve in any principal business activities outside our Group.

| Name | Company | Principal activity | Position |
|---------------|--|---|--|
| Por Yew Guan | Present: Cybertowers Berhad | Provision of vehicle tracking services | Independent Non- Executive Director |
| Liong Wei Lin | - | - | - |
| Lee Boon Fatt | Present: TS Asia Pacific Rubber (M) Sdn Bhd S Two Optical Centre | Import and export of rubber Provision of optical related services | Shareholder Partner |
| Kan Wai Tung | • | - | - |

Our key management and key technical personnel are of the view that their directorship and involvement in other business activities outside our Group do not affect their contribution to our Group.

10.3.4 Management succession planning

We recognise the need to ensure continuity in our management in order to maintain our competitive edge over our competitors. We believe that the continued success of our Group depends, among other factors, on the support and dedication of our management personnel. Our Group has put in place human resource strategies, which include competitive compensation, fit-for-purpose recruitment and succession plan.

We are aware that the loss of any of our key personnel could materially and adversely affect our Group. In view thereof, our Group has made efforts to motivate and retain our staff through performance-based incentives, and to enhance their skills and competencies by providing training.

To this end, we engage our employees for continuous training to enable them to acquire and enhance relevant skills and competencies in line with our business objectives and also as part of our employees' career advancement programme. On-the-job training is another significant approach of transferring knowledge from specialists to new or junior employees. Hence, the investment in human capital increases the competency of our existing employees. In addition, these development activities serve to groom the lower and middle management staff to progressively assume the responsibilities of senior management.

Further, our Group's middle management team is constantly exposed to various aspects of our Group's business activities in order to ensure that they have a full understanding of our Group's businesses to be adequately equipped with the knowledge necessary for them to assume the senior management position.

Notwithstanding the above, our Group has also set up operation manuals to ensure the technical know-how of the entire process is fully documented. The operation manual will serve as a reference guide for new recruits.

Where necessary, we will recruit capable and professional staff as part of our management team. Please refer to Section 10.3.1 of this Prospectus on the profiles and working experience of our key management and key technical personnel.

10.4 Declarations from our Promoters, Directors, key management and key technical personnel

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

- a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such
 person or any partnership in which he was a partner or any corporation of which he was a
 director or key personnel;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) any judgment was entered against such person involving a breach of any law or regulatory requirement that relates to the securities or futures industry; or
- (v) the subject of any order, judgment or ruling of any court, government or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity.

10.5 Family relationships and associations

Save as disclosed below, as at the LPD, there are no family relationships and/or associations between/amongst our Promoters, substantial shareholders, Directors, key management and key technical personnel:

| FIRST PARTY | | RELATIONSHIP TO | SECOND PARTY | | |
|------------------------|--|-----------------|------------------------|--|--|
| Individual | Position | SECOND PARTY | Individual | Position | |
| Dato' Wong Shee Kai | Executive Director and Chief Executive Officer | Son | Teh Sew Wan | Non-Independent Non-Executive Director | |
| Teh Sew Wan | Non-Independent Non-Executive Director | Mother | Dato' Wong Shee Kai | Executive Director and Chief Executive Officer | |

10.6 Service agreements

As at LPD, there are no existing or proposed service agreements between our Directors, key management and key technical personnel with our Group.

10.7 Other matters

No amount has been paid or benefits given within the two (2) years preceding the date of this Prospectus, nor is it intended to be so paid or given, to our Promoters, Directors and substantial shareholders except for the remuneration, fees and material benefits-in-kind paid and payable to our Directors as set out in Section 10.2.5 of this Prospectus.

10.8 Employees

The number of permanent employees of our Group as at 31 December 2007, 31 December 2008, 31 December 2009 and 30 June 2010 are as follows:

| | As at 31 December | | | |
|-----------------------------|-------------------|------|------|--------------------|
| Category of employees | 2007 | 2008 | 2009 | As at 30 June 2010 |
| Executive Directors | 2 | 2 | 2 | 2 |
| Managerial | 2 | 5 | 4 | 4 |
| Sales and marketing | 3 | 5 | 3 | 3 |
| Technical personnel | 2 | 2 | 3 | 4 |
| Clerical and administrative | 4 | 8 | 11 | 14 |
| Total | 13 | 22 | 23 | 27 |

As at the LPD, our Group employs a total workforce of 46 employees, of which 30 are permanent employees and 16 employees are on contractual basis.

(i) Permanent employees

As at the LPD, the permanent employee structure of our Group and the length of our employees' service with our Group are as follows:

| Category of employees | Total employees | Length of service (years) | | |
|-----------------------------|-----------------|---------------------------|-----------|--|
| | | < 3 years | > 3 years | |
| Executive Directors | 2 | l | 1 | |
| Managerial | 7 | 7 | • | |
| Sales and marketing | 3 | 3 | - | |
| Technical personnel | 6 | 6 | - | |
| Clerical and administrative | 12 | 11 | 1 | |
| Total | 30 | 28 | 2 | |

(ii) Contractual employees

As at the LPD, our Group has 16 employees that are on a contractual basis and they are involved in the technical work such as installation of hardware and maintenance of our network system including checking, repairing and cleaning the hardware.

None of our employees belongs to any union nor have there been any major industrial disputes in the past.

Our Group recognises the importance of human resource as a central element of any successful organisation and aims to build an experienced, capable and dynamic team. As part of our Group's general human resource planning, members of our staff are required to attend in-house and external training programmes aimed at improving efficiency, skills and technical knowledge as well as product safety handling procedures.

For employees who are supervisors and above, external training are provided annually at various recognised training centres to develop their skills and knowledge. Such training cover courses on technical updates, current best practices, continuous improvement, people management, team-building and personal development.