

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5053
COMPANY NAME : OSK Holdings Berhad (“OSK” or “the Company”)
FINANCIAL YEAR : December 31, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company is led by an experienced Board of Directors (“Board”) with high personal integrity, business acumen and management skills. The Board is primarily entrusted with the responsibility of charting the direction of the Company and its subsidiaries (collectively referred to as “the Group”) and providing effective oversight of Management to ensure long-term sustainable value creation for shareholders.</p> <p>In discharging its responsibilities, the Board carried out the following key functions:</p> <p>(a) <u>Setting the Group's strategic direction and overseeing Management's performance</u></p> <p>The Board is responsible for setting the Group's strategic direction and ensuring that Management's performance supports the achievement of the Group's long-term objectives. The Board establishes the Group's strategic aims and approves key strategies, business plans, budgets and policies.</p> <p>During the financial year ended 31 December 2025 (“FY2025”), the Board reviewed and approved the Group's strategies and business plans for the 2025–2030, the annual budget for FY2025, as well as key policies and strategic initiatives. In discharging its oversight responsibilities, the Board actively reviews, deliberates and constructively challenges Management's assumptions and proposals to ensure that strategic decisions are well-considered, prudent and aligned with the Group's long-term interests.</p> <p>The Board also oversees the conduct of the Group's businesses and evaluates whether operations are properly managed and sustainable. Management provides regular updates on business performance, key developments, emerging risks and opportunities,</p>

enabling the Board to review performance and provide direction and guidance where necessary.

(b) Ensuring adequate resources and effective risk management and internal control systems

The Board ensures that adequate financial, operational and human resources are in place to enable the Group to meet its objectives. This includes oversight of capital management, solvency considerations, dividend declarations and distributions, as well as mandates for share buy-backs. The Board also ensures that the Group's risk management and internal control systems are adequate and effective in supporting the Group's businesses and operations.

Risk Management Oversight

The Board is supported by the Risk Management Committee ("RMC"), which comprises fully Independent Non-Executive Directors ("INED") and is chaired by an INED to safeguard objectivity and independence.

The Group Risk Management Department ("GRM"), under the purview of the Group Management Risk Committee ("GMRC"), is responsible for managing, monitoring and reporting risk management activities across the Group. The GRM oversees the Group's enterprise risk portfolio using the Risk Control Self-Assessment approach. The GMRC reports quarterly to the RMC on key and emerging risks, risk evaluations and mitigation measures implemented by the Business Divisions. The RMC deliberates these matters and reports its findings and recommendations to the Board.

Internal Control Oversight

The Audit Committee ("AC") assists the Board in overseeing the integrity of the Group's financial reporting, the adequacy of internal controls and the effectiveness of the internal and external audit functions. The AC reviews the quarterly and annual financial statements, focusing on significant accounting matters, audit findings and compliance with applicable financial reporting standards.

Internal audit ("IA") is carried out by the Group Internal Audit Department ("GIA"), which reports directly to the AC to ensure independence. GIA adopts a risk-based audit approach in assessing key control processes across the Group. Internal audit findings, recommendations and Management's remediation plans are presented to the AC at its quarterly meetings. The AC monitors the timely implementation of corrective actions to ensure that identified weaknesses are addressed and that the internal control environment remains robust.

While certain responsibilities are delegated to the Board and Management Committees with clearly defined Terms of Reference (“**TOR**”), the Board retains overall accountability for risk management and internal control across the Group.

(c) Setting the tone from the top by promoting strong values, ethical standards and a sound governance culture

The Board sets the tone from the top by promoting a strong governance culture grounded in the Group’s core values of **Excellence, Forward Thinking, Humility and Respect, Integrity and People-Driven** culture. These values guide decision-making, behaviour and oversight throughout the Group.

To uphold high standards of ethics and conduct, the Board has adopted and enforces key governance policies, including the Code of Conduct and Business Ethics, Fit and Proper Policy and the Anti-Bribery and Anti-Corruption (“**ABAC**”) Handbook. These policies apply to Directors, employees and, where applicable, third parties conducting business on behalf of the Group.

(d) Strengthening the Group’s governance framework through regular review and assessment of its effectiveness.

In FY2025, the Board, with the recommendation of the respective Board Committees (where applicable), reviewed and approved updates to the Board Charter, the TORs for the Board and Board Committees, and selected governance policies. These updates ensure alignment with the Board’s objectives, applicable laws and regulations, and evolving governance needs. As part of this review, several governance policies were also enhanced to incorporate sustainability- and climate-related disclosure considerations in line with the National Sustainability Reporting Framework (“**NSRF**”). These enhancements reinforce the Board’s oversight of sustainability and climate-related matters and support the integration of these considerations into the Group’s governance and reporting processes.

To support continuous improvement, the Board undertook an externally facilitated Board Effectiveness Evaluation (“**BEE**”) during the year to assess the effectiveness of the Board, Board Committees and individual Directors. The evaluation provided valuable insights into the Board’s strengths and areas for enhancement, and offered perspectives for Board renewal, succession planning and ongoing development.

	<p>(e) <u>Ensuring Directors’ commitment and overseeing succession planning</u></p> <p>The Board is satisfied that each Director has devoted sufficient time and attention to effectively discharge his or her responsibilities., None of the Directors holds more than three (3) listed directorships, which is well within the limits prescribed under the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements (“Listing Requirements”).</p> <p>The Board, through the Nomination and Remuneration Committee (“NRC”), oversees succession planning for the Board and Key Senior Management to ensure leadership continuity and an appropriate mix of skills, experience, independence and diversity in support of the Group’s strategic direction.</p> <p>(f) <u>Safeguarding shareholders’ interests and ensuring the Group meets its obligations to shareholders and other stakeholders</u></p> <p>The Board recognises its responsibility to safeguard the interests of shareholders and ensure that the Group’s obligations to shareholders and other stakeholders are understood and met. The Board ensures timely, transparent and meaningful communication with shareholders and stakeholders, and oversees the integrity of the Group’s financial and non-financial reporting.</p> <p>The AC assists the Board in reviewing the integrity of the Group’s financial statements and reporting processes. The Board has provided assurance that the financial statements for the FY2025 give a true and fair view of the state of affairs of the Company and the Group.</p> <p>Further details on the Group’s governance framework, sustainability governance, risk management and internal control systems and stakeholder engagement are set out in the relevant sections of the Integrated Annual Report 2025 (“IAR 2025”).</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is helmed by the Executive Chairman, Tan Sri Ong Leong Huat @ Wong Joo Hwa ("Tan Sri Ong"), whose profile is set out in the "Directors' Profile" of our IAR 2025.</p> <p>As the Executive Chairman, Tan Sri Ong leads the Board in instilling good corporate governance practices and ensuring its effectiveness in all aspects of its role, including the setting of Board meeting agendas during FY2025. During Board Meetings, Tan Sri Ong maintains a collaborative atmosphere, and ensures that all Directors contribute to the discussion with consensus reached, and ensures that sufficient time is allowed for the discussion of complex and/or contentious issues. He also allowed diverse perspectives and encouraged dissenting views to be freely expressed during the Board Meetings.</p> <p>Aside from chairing Board meetings, the Executive Chairman also plays a key role in overseeing the conduct of general meetings. Beyond ensuring the orderly tabling and passage of resolutions, he facilitates effective communication on the floor, encourages active engagement from shareholders, and ensures that sufficient time is allocated for meaningful questions and answers.</p> <p>The roles and responsibilities of the Executive Chairman are clearly defined in the Board Charter, which is available on the Company's website at www.oskgroup.com/investor-relations/corporate-governance.</p> <p>The performance of the Executive Chairman for FY2025 was assessed as part of the externally facilitated BEE conducted by an independent external consultant, Deloitte Malaysia SR&T Solutions Sdn. Bhd. ("Deloitte"). Based on the evaluation results, the NRC was satisfied that the Executive Chairman had discharged his responsibilities effectively. The assessment highlighted his strong leadership in facilitating constructive and inclusive Boardroom dialogue, maintaining effective engagement between the Board and Senior Management, and supporting high-quality deliberation and decision-making, which contributed positively to the overall effectiveness of the Board and the Group.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of exercising objective and independent oversight over Management in order to safeguard the interests of the Company and its stakeholders. Stemming from this, the Board aims to ensure that there is an appropriate balance of power to prevent any single individual from dominating deliberations and the decision-making process.</p> <p>Appropriately, the roles of Chairman and CEO are held by two (2) different individuals. The Executive Chairman is Tan Sri Ong and the role of CEO is assumed by Mr. Ong Ju Yan, the Group Managing Director of the Company (“GMD”).</p> <p>The profiles of Tan Sri Ong and Mr. Ong Ju Yan are set out in the “Directors’ Profile” of our IAR 2025.</p> <p>The Executive Chairman and GMD are collectively responsible for the leadership of the Group. In order to promote the highest standards of integrity and probity, there is a clear and effective division of responsibilities and accountability to distinguish the leadership of the Board and the executive responsibilities entailed in running the Group’s businesses.</p> <p>In view that the Chairman assumes an executive role and to better safeguard the interests of our stakeholders, the Board is balanced by having a majority of INEDs on the Board to foster greater objectivity in the Boardroom.</p> <p>The requirement for the separation of the roles of the Chairman and GMD is clearly defined in the Board Charter, with their respective roles and responsibilities further detailed in the “Roles of Chairman and GMD” document. Both documents are available on the Company’s website at www.oskgroup.com/investor-relations/corporate-governance.</p>
Explanation for departure	:	

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Measure :		
Timeframe :		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The Chairman of the Board, Tan Sri Ong, is not a member of any Board Committees namely the AC, RMC, NRC and Sustainability Committee ("SC"), all of which are chaired by an INED. Apart from the SC, the Board Committees comprise exclusively of INEDs.</p> <p>This governance structure provides effective checks and balances, particularly given that the Chairman assumes an executive role, and mitigates the risk of undue influence or concentration of power at the Board level. It enhances the objectivity and independence of the Board Committees' deliberations and recommendations, thereby supporting robust oversight and informed decision-making by the Board.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	: Applied
Explanation on application of the practice	<p>Ms. Chua Siew Chuan (FCIS) and Mr. Lim Lih Chau are the Company Secretaries of the Company. Both Company Secretaries are suitably qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 (“CA 2016”), one of whom is a member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA), while the other is a Licensed Secretary under the Companies Commission of Malaysia. They are experienced, competent and knowledgeable in the CA 2016, Listing Requirements, Malaysian Code on Corporate Governance (“MCCG”) and company secretarial best practices.</p> <p>The Company Secretaries observe the Code of Ethics for Company Secretary, which set out principles and standards intended to promote high standards of corporate governance and professional conduct. The Code of Ethics was reviewed and updated in November 2025. The updated Code of Ethics is available on the Company’s website at www.oskgroup.com/investor-relations/corporate-governance.</p> <p>The Company Secretaries keep abreast of regulatory changes and corporate governance development, and attended relevant conferences and training programmes during FY2025.</p> <p>The main roles and responsibilities of the Company Secretaries, include but are not limited to the following:</p> <ul style="list-style-type: none">- Ensure Board procedures are being followed and the applicable rules and regulations for the conduct of the affairs of the Board are complied with;- Advise the Board on issues relating to the Company’s Constitution, compliance with the CA 2016 and Listing Requirements, application of MCCG, and any changes or amendments to the laws and regulations or corporate governance practices;- Manage the Board and Board Committees’ meeting procedures, attend Board and Board Committees meetings and record minutes of the said meetings;

	<ul style="list-style-type: none"> - Ensure the proceedings of the general meetings are in order, properly called and convened, with minutes of the said meetings accurately recorded. Support the Board throughout the Question and Answer (“Q&A”) sessions with shareholders present, where required; - Provide advisory assistance to the newly-appointed Director in relation to his/her roles and responsibilities pursuant to CA 2016 and Listing Requirements; - Advise the Board on the additional or changes in obligations arising from the implementation of new laws and regulations or any amendments thereof; and - Ensure proper maintenance of the Company’s statutory records. <p>The Board has full and unrestricted access to the advice and services of the Company Secretaries for the Board’s affairs and the businesses to facilitate effective governance. The Company Secretaries attended all Board and Board Committees’ meetings held during FY2025.</p> <p>The Board, through the NRC, reviewed the performance of the Company Secretaries for FY2025 and was satisfied with the performance of the Company Secretaries. They had carried out their roles and responsibilities set out above, provided the Board advices and ensured adherence to rules and procedures in relation to the CA 2016, Listing Requirements and corporate governance.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>In order to facilitate the Directors' scheduling and fulfil their oversight responsibilities effectively, the annual meeting schedule for the Board, Board Committees and Annual General Meeting ("AGM") of the Company is prepared and circulated to the Directors and Senior Management in advance of every new year. This is also to ensure that the Senior Management is given sufficient time for preparation of meeting materials for each meeting so as to achieve meeting effectiveness.</p> <p>The notices and meeting materials of the Board and Board Committees meetings are distributed at least five (5) business days in advance of the meetings. The Company uploaded the meeting materials into a secure digital platform and provided an electronic device for the Board and Board Committees members to facilitate the access of the meeting materials.</p> <p>This is to ensure that Directors are provided sufficient time to read through the meeting materials, seek clarification from the Senior Management, consult the Company Secretaries or seek independent professional advice prior to the meetings, if so required, and are prepared for quality deliberations and effective decision-making during the meetings.</p> <p>Senior Management personnel are invited to attend Board and Board Committee meetings to report on matters relating to their areas of responsibility, and to brief and provide details to the Board on recommendations or reports submitted, thereby facilitating informed deliberation and effective oversight by the Board and Board Committees.</p> <p>Proposals and recommendations from the Management are first deliberated by the relevant Management Committee in accordance with the approving authority matrix, subsequently reviewed by the relevant Board Committees (where applicable) prior to being submitted to the Board for decision.</p>

	<p>Meeting agendas are scheduled according to the complexity of the agenda items and purpose (whether they are tabled for approval, discussion or notation by the Board and Board Committees). Adequate time is allocated for each agenda item, which enhances the effectiveness of the meetings and enables in-depth deliberation for each matter.</p> <p>A Director or Board Committee member who has a direct or indirect interest in any proposal or transaction presented for approval is required to declare such interest and abstain from deliberation and voting at the relevant Board or Board Committee meeting. All conflicts of interest, including potential conflicts, are disclosed and duly recorded in the minutes of the respective meetings.</p> <p>The proceedings of the meetings, including issues raised, deliberations with clear actions assigned to responsible parties and decisions of the Board and Board Committees are accurately recorded in the minutes by the Company Secretaries. The minutes of meetings are circulated in a timely manner upon the conclusion of the meetings.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter documents the policies that the Board has decided upon to meet its responsibilities, governance and leadership. The Board Charter also serves as a primary reference and part of the induction literature, providing insights to prospective and existing Board members. The Board periodically reviews the effectiveness of the Board Charter to ensure that it remains fit-for-purpose and supports sound decision-making and effective governance.</p> <p>The Board Charter entails, inter alia, the following main items:</p> <ul style="list-style-type: none">- Board Responsibilities- Board Membership- Board Structure and Procedures- Effective Communication- Company Secretary- Stakeholders <p>The TOR for the Board further detailed the following matters:</p> <ul style="list-style-type: none">- Duties and Functions- Board Procedures- Approving Authority- Meeting & Minutes <p>The above governance documents are in place to ensure that all Board members are aware of their fiduciary duties and responsibilities, various legislations and regulations affecting their conduct, the need for safeguarding the interests of the shareholders, customers and other stakeholders and that the highest standards of corporate governance are applied in all their dealings in respect and on behalf of the Company.</p> <p>The Board Charter and the TOR for the Board were first published in 2013, and both were last reviewed in November 2025. Both of these documents will be reviewed and updated at least once every three (3) years or as and when there are changes to the regulatory requirements, direction or strategies of OSK that may affect the Board's roles.</p>

The Board Charter and related governance documents are publicly accessible to promote transparency and to enable stakeholders to better understand the Company's governance framework.

(a) Delegation of Authority

The Board has established a clear governance framework that outlines the delegation of authority to both Board Committees and key Management Committees. This framework ensures effective oversight, accountability and timely decision-making across the Group.

Board Committees

To assist in the discharge of its fiduciary duties, the Board has delegated specific responsibilities to the following Board Committees, each operating under defined TORs:

- AC
- RMC
- NRC
- SC

While certain authorities are delegated to the Board Committees, the Board continues to retain full and collective responsibility for the oversight of the Group. Each Chairman of the Board Committees reports to the Board on key deliberations, decision and recommendations at every quarterly Board Meeting, ensuring transparency and alignment with the Board's objectives.

Management Committees

In addition to the Board Committees, the Board is supported by Management-level committees that assist in the implementation of strategies and policies approved by the Board. These include:

- Group Executive Committee ("**Group EXCO**")
- Group Corporate Disclosure Committee ("**Group CDC**")
- GMRC
- Group Management Sustainability Committee ("**GMSC**")
- Business Division Management Committees, which report to Group EXCO

The Group EXCO and Group CDC report directly to the Board, providing updates on matters within their respective scopes, including strategic and operational issues (Group EXCO) and corporate disclosure matters (Group CDC).

The GMRC reports to the RMC, supporting the Board's oversight of risk management by reviewing the Group's enterprise risk profile, emerging risks and mitigation measures before escalation to the RMC.

The GMSC reports to the SC, supporting the Board's oversight of sustainability and climate-related matters, including the implementation of group-wide sustainability initiatives and performance monitoring.

Business Division Management Committees report to Group EXCO, ensuring a structured escalation and reporting process throughout the Group.

All Management Committees operate within clearly defined TORs and an established Approving Authority Matrix, which collectively govern decision-making thresholds, approval limits and delegated authorities across the Group.

(b) Matters Reserved for Board

The matters reserved for the Board are designed to ensure that decisions with material strategic, financial, governance or reputational impact are subject to collective Board deliberation and approval.

The matters reserved for collective decision of the Board are outlined in the Board Charter:

- Appointment of new Directors;
- Appointment of Chairman and members of the Board Committees;
- Changes to the Constitution of the Company;
- Alterations of capital and new issuance of securities;
- Modification to class rights;
- Corporate restructurings;
- Payment of interim dividend and recommendation of final dividend for shareholders' approval;
- Significant related party transactions and capital financing;
- Decisions on material transactions/major investments and matters that have a significant impact to the Group;
- Major capital expenditure, acquisitions or disposal of a business or assets in excess of authority levels delegated to Group EXCO;
- Business plans and budget; and
- Other transactions requiring Board and shareholders' approval.

(c) Roles of Senior INED

The roles of the Senior INED are also outlined in the Board Charter. The Senior INED shall act as:

- a sounding board for the Chairman;
- an intermediary for other Directors when necessary; and
- the point of contact for shareholders and other stakeholders.

The Board Charter is available on the Company's website at www.oskgroup.com/investor-relations/corporate-governance.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	: Applied
Explanation on application of the practice	<p>The Company has established a Code of Conduct and Business Ethics that promotes good business conduct with high ethical behaviour and integrity. The Group reinforces these standards through ongoing awareness initiatives, including training, induction programmes, townhalls, email communications and its internal e-portal.</p> <p>This Code of Conduct and Business Ethics, which applies to all Directors and employees of the Group, provides guidance on the standards of behaviour expected of them, and outlines the policies to:</p> <ul style="list-style-type: none">a) set control on the acceptance of cash or gifts, and the offering of charitable/political contributions;b) encourage the reporting of unlawful or unethical behaviour;c) protect and ensure the proper use of the Group's assets;d) prohibit the use of price sensitive information for insider trading;e) encourage reporting of suspicious transactions and/or money laundering activities within the Group;f) prohibit abuse of power or authority at workplace;g) maintain confidentiality of non-public information;h) ensure compliance with laws, rules and regulations; andi) forbid any form of workplace harassment. <p>In addition to the above, the Group has also adopted the following:</p> <p>(a) <u>Conflict of Interest ("COI") Policy</u></p> <p>The COI Policy aims to set out what constitutes COI and potential COI and to provide guidance in managing situations involving COI. Directors and employees are required to make declarations of interest upon appointment and as and when a conflict arises, with periodic declarations undertaken to reinforce compliance. Declared conflicts are reviewed and managed in accordance with the COI Policy, including abstention from deliberation and decision-</p>

making where appropriate, to preserve objectivity, transparency and accountability.

(b) Fit and Proper Policy

The Board adopts the Fit and Proper Policy that sets out the criteria in relation to a fit and proper requirement for Directors within the Group by exemplifying integrity and good character to promote and support an ethical governance culture. The policy is applied during the appointment and re-appointment/re-election of Directors and is assessed periodically to ensure that Directors continue to meet the fit and proper requirements.

(c) ABAC Handbook

In line with the Guidelines on Adequate Procedures pursuant to Section 17A of the Malaysian Anti-Corruption Commission Act 2009, the Board has approved the adoption of the ABAC Handbook for the Group. This ensures the Group's continuous compliance with enforceable anti-bribery and anti-corruption laws.

The ABAC Handbook covers the following areas:

- i) ABAC
- ii) Gifts and hospitality
- iii) Dealing with third parties

The Group's third-party service providers are required to execute a Third-Party Declaration agreement to signify their undertaking to comply with this ABAC Handbook.

Onboarding briefings and annual ABAC awareness briefings were conducted for employees, with post-briefing assessments administered to gauge staff understanding of the Group's ABAC Handbook.

(d) Fraud Policy

The Fraud Policy supplements its stand on ABAC matters. The Fraud Policy spells out the Group's commitment to promoting good business conduct and maintaining a healthy corporate culture in alignment with OSK Group's core values. All Directors and employees are expected to share this commitment.

(e) Whistleblowing Policy

The Whistleblowing Policy provides an avenue for all employees of the Group or members of the public to raise genuine concerns on suspected and/or known improper conduct that they may have observed or is occurring within the Group. Further details are enumerated in Practice 3.2 in this Report.

	<p>(f) <u>Related Party Transaction (“RPT”) and Recurrent Related Party Transaction (“RRPT”) Policy (“RPT & RRPT Policy”)</u></p> <p>The Group has adopted the RPT & RRPT Policy to provide clear guidance in identifying, disclosing and reporting of RPT and/or RRPT that must be adhered to by all Directors and employees of the Group to ensure that they are fair and conducted at arm’s length.</p> <p>(g) <u>Anti-Money Laundering and Counter Financing of Terrorism Policy (“AML Policy”)</u></p> <p>The Group has in place the AML Policy that outlines the framework and guidelines in identifying, handling and reporting suspicious money laundering/financing of terrorism activities under the Reporting Institutions within the Group and ensures compliance with applicable acts and regulations. The policy also sets the guidelines on compliance with financial regulatory requirements and surveillance in the Group’s business dealings with stakeholders.</p> <p>(h) <u>Disciplinary Procedures</u></p> <p>The Group has adopted the Disciplinary Procedures to address misconducts, including corruption, bribery and the improper use and/or misuse of social media platforms that may adversely affect the Group’s reputation or conflict with job responsibilities. The Disciplinary Procedures provides a clear and consistent framework for the administration and management of disciplinary processes within the Group.</p> <p>The Code of Conduct and Business Ethics, Fit and Proper Policy, COI Policy, ABAC Handbook and Whistleblowing Policy are available on the Company’s website at www.oskgroup.com/investor-relations/corporate-governance.</p>
<p>Explanation for departure :</p>	
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<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group's Whistleblowing Policy seeks to contribute to an environment where a high standard of integrity, accountability and ethical behaviour are maintained in the conduct of the Group's businesses and operations.</p> <p>The Whistleblowing Policy provides an avenue for all employees or members of the public to raise genuine concerns about any suspected and/or known improper conduct that they may observe, occurring within the Group. The policy is designed to ensure that employees or members of the public are allowed to raise concerns of improper conduct without fear of reprisals, unfair treatment or practices.</p> <p>The AC oversees the administration of the Whistleblowing Policy and reviews the reports by the Whistleblowing Coordinator appointed by the AC on whistleblowing incidents reported (if any) on a quarterly basis, while immediate action is initiated by the AC Chairman or the GMD.</p> <p>A whistleblower may lodge a suspected and/or known improper conduct by submitting the information to our prescribed reporting channels, i.e. to the Whistleblowing Coordinator or to the Chairman of the AC. The details of lodgement channels in relation to whistleblowing are available in the Whistleblowing Policy, which can be found on the Company's website at www.oskgroup.com/investor-relations/corporate-governance. The identity of the whistleblower is kept confidential, and protection is accorded to the whistleblower against any form of reprisal or retribution.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>Given the Board's emphasis on the strategic importance of sustainability to the Group, the Board first adopted a Sustainability Policy in February 2013, which was most recently revised on 19 November 2025 to further reinforce the Group's sustainability commitment.</p> <p>In recognition of the evolving sustainability landscape, the GMSC was formalised on 14 November 2025 to enhance the execution of sustainability strategies at the management level. The GMSC supports the SC in advancing the Group's sustainability strategy and initiatives, and in enabling the Group to meet its sustainability and climate-related targets.</p> <p>The GMSC consists of the following members:</p> <ul style="list-style-type: none">a) Group Chief Financial Officer ("Group CFO") (Chairperson);b) GMD;c) Deputy GMD; andd) Head of Functions. <p>In FY2025, the Group also rolled out the Sustainability Procurement Code of Conduct and updated the TOR for SC and the Sustainability Policy.</p> <p>Concurrently, the Board continues to oversee the Sustainability Framework adopted in 2023, which sets out the Group's strategic focus and commitment for sustainability in the coming years.</p> <p>The Board remains the ultimate authority accountable for delivering the targeted milestones under the Group's sustainability agenda, in keeping with the Group's business strategy, priorities and action plans.</p>

	<p>In FY2025, the Board was supported by the SC, the Sustainability Working Group (“SWG”) (now known as the GMSC) in carrying out its responsibilities related to sustainability. Supported by the Group Sustainability Department (“GSD”), the GMSC is entrusted to drive the implementation of the Group’s sustainability initiatives and provide progress updates to the SC. Based on these updates, the SC Chairman reports to the Board on a quarterly basis. The Board assumes full responsibility over the Group’s sustainability strategy. This includes sustainability governance structure, priorities, targets, climate-related risks and opportunities as well as integration of sustainability considerations throughout the Group.</p> <p>The Sustainability Policy is available on the Company’s website at www.oskgroup.com/sustainability.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group’s sustainability strategies and priorities are communicated to its stakeholders regularly via:</p> <p>(a) <u>Internal and External Stakeholders</u></p> <ul style="list-style-type: none"> • AGMs • IAR and sustainability reports • Investor relations and institutional briefings, presentations • Social Media • Bursa announcements • Catalogue and brochures • Corporate website (www.oskgroup.com) • Whistleblowing channel <p>(b) <u>Internal Stakeholders</u></p> <ul style="list-style-type: none"> • Training and talent development • Townhall and management dialogues • Internal employee portal • Health and safety notices and updates <p>Details pertaining to the platforms on which the Group’s employees in engaging its stakeholders are available in the “Stakeholder Engagement and Value Creation” section of our Sustainability Report 2025.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board, through the NRC, conducts an annual assessment of the Directors' training needs to ensure they have the necessary understanding of sustainability matters relevant to the Group's businesses.</p> <p>In FY2025, Directors continued to participate in relevant training programmes and conferences to keep abreast of evolving trends and regulatory expectations and sustainability developments. All Directors completed The Mandatory Accreditation Programme Part II: Leading for Impact (LIP) in 2024, ahead of Bursa Securities' compliance timeline of 31 July 2025.</p> <p>Sustainability matters are reviewed regularly through quarterly SC meetings, where sustainability performance concerning the Group's operations is monitored and escalated to the Board, for attention and decision on material issues, if any. Periodic sustainability updates, including industry developments and changes in global practices, are also shared with Directors to support informed Board discussions.</p> <p>The Board reviews its skills matrix and composition annually to support its efforts in maintaining an appropriate mix of skills and knowledge to oversee the Group's sustainability priorities effectively.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company’s material sustainability risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<p>In FY2025, the Board undertook an externally facilitated BEE conducted by Deloitte, the performance of the Board was assessed with emphasis on their roles in addressing the Company’s material Environmental, Social and Governance (“ESG”) risks and opportunities and driving sustainability integration across the Group. The evaluation covered the Board’s increasing focus on corporate sustainability and ESG matters, including the extent to which the Company’s business strategy is underpinned by ESG principles, the robustness of ESG agendas, deliberations and oversight in relation to ESG competency, and the monitoring of sustainability targets and goals.</p> <p>In addition, sustainability related Key Performance Indicators (“KPIs”) continued to form part of the performance scorecard of the Company, the GMD, the Deputy GMD and Senior Management. The achievement of these KPIs was reviewed during the FY2025 annual performance appraisal to assess progress and identify areas requiring further enhancement.</p> <p>Details on the Sustainability Highlights for FY2025 which summarises the Group’s sustainability results and achievements for FY2025, are available in our Sustainability Report 2025.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

<p><i>Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.</i></p>							
Application	: Adopted						
Explanation on adoption of the practice	: <p>The Group has established a sustainability governance structure under the Sustainability Policy, where the Board is the ultimate governing body of the organisation. The Board assumes full accountability and authority of the Group’s sustainability approach and direction with delegation of responsibility to the SC.</p> <p>The SC oversees all matters related to corporate sustainability which involves supporting the Board on steering strategic sustainability initiatives and goals, fostering seamless collaboration among the GMSC and the Board to advance the Group’s sustainability agenda and cultivate a sustainability-centric culture within the Group.</p> <p>The roles and responsibilities of the respective parties within the Group’s sustainability governance structure are as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">The Board</td> <td> <ul style="list-style-type: none"> • Holds ultimate responsibility for the Group’s strategic direction on sustainability and ensures sustainability is embedded into the Group’s corporate strategy </td> </tr> <tr> <td>SC</td> <td> <ul style="list-style-type: none"> • Supports the Board by advising the Board on sustainability and climate-related strategic directions, including governance of material and emerging issues • Monitors and ensures effective implementation of the sustainability strategies </td> </tr> <tr> <td>GMSC</td> <td> <ul style="list-style-type: none"> • Drives, tracks and monitors progress and improvement towards achieving the Group’s key sustainability objectives. </td> </tr> </table>	The Board	<ul style="list-style-type: none"> • Holds ultimate responsibility for the Group’s strategic direction on sustainability and ensures sustainability is embedded into the Group’s corporate strategy 	SC	<ul style="list-style-type: none"> • Supports the Board by advising the Board on sustainability and climate-related strategic directions, including governance of material and emerging issues • Monitors and ensures effective implementation of the sustainability strategies 	GMSC	<ul style="list-style-type: none"> • Drives, tracks and monitors progress and improvement towards achieving the Group’s key sustainability objectives.
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GMSC	<ul style="list-style-type: none"> • Drives, tracks and monitors progress and improvement towards achieving the Group’s key sustainability objectives. 						

	GSD	<ul style="list-style-type: none"> Assists the SC and GMSC in managing the implementation of sustainability strategy, initiatives, policy development and monitoring of progress against targets
<p>The Group continues to be included in the FTSE4Good Bursa Malaysia Index in December 2025. This reiterates the Board’s commitment to ensuring that the Group’s businesses not only generate sustainable profits but also have a positive impact on our environment and community.</p> <p>Details of the Group’s sustainability governance, including the respective roles and responsibilities within the governance structure are stated in our Sustainability Policy, which is available on the Company’s website at www.oskgroup.com/sustainability.</p>		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC provides oversight of the overall composition of the Board in terms of size, tenure of Independent Directors, mix of skills, diversity, experience and core competencies as well as the balance between Executive Directors, Non-Executive Directors and Independent Directors.</p> <p>The effectiveness of the Board as a whole, the contribution of each Director to the effectiveness of the Board and the contribution of the Board Committees are assessed on an annual basis.</p> <p>In addition, the Board Charter provides that the tenure of an Independent Director is limited to nine (9) years to ensure progressive refreshing of the Board.</p> <p>The NRC is also responsible for recommending to the Board the re-election of Directors at the AGM, subject to a satisfactory annual performance evaluation and an assessment of their fit and proper suitability in accordance with the Fit and Proper Policy. In conducting the assessment, the NRC considers not only the evaluation results but also other key factors such as skills, experience, professionalism, integrity, character and time commitment.</p> <p>At the 35th AGM of the Company held on 14 May 2025, the following retiring Directors have been re-elected as Directors pursuant to Clauses 99 and 105 of the Constitution of the Company:</p> <p><u>Clause 99</u> (a) Tan Sri Ong Leong Huat @ Wong Joo Hwa (b) Ms. Wong Wen Miin</p> <p><u>Clause 105</u> (a) Puan Mazidah binti Abdul Malik</p> <p>Dato' Thanarajasingam Subramaniam, the Senior INED of the Company, who retired in accordance with Clause 99 of the Company's Constitution, expressed his intention not to seek re-election and retired at the conclusion of the 35th AGM. This was in line with the MCCG and the Company's Board Charter, which stipulate that the tenure of an</p>

	<p>INED shall not exceed a cumulative term of nine (9) years. Following his retirement, Mr. Leong Keng Yuen was re-designated as the Senior INED of the Company on 14 May 2025.</p> <p>On 1 June 2025, the Board appointed Mr. Siew Chin Kiang @ Seow Chin Kiang as an INED following a robust assessment by the NRC, which confirmed his suitability, potential to bring a new perspective to the boardroom, and in alignment with the required skill set for the Board. His diverse background, knowledge, integrity, competency, experience, time commitment and potential contribution to the Company were also diligently considered by the NRC.</p> <p>Based on the schedule of rotation, the following Directors are due for retirement and eligible for re-election pursuant to Clauses 99 and 105 of the Company's Constitution at the forthcoming 36th AGM:</p> <p><u>Clause 99</u> (a) Mr. Ong Ju Yan (b) Mr. Ong Ju Xing (c) Puan Farah Deba binti Mohamed Sofian</p> <p><u>Clause 105</u> (a) Mr. Siew Chin Kiang @ Seow Chin Kiang</p> <p>The NRC has reviewed and assessed the performance of each of the above retiring Directors who have offered themselves for re-election at the 36th AGM.</p> <p>Based on the review and assessment, the NRC was satisfied with the performance and contributions of the retiring Directors and recommended to the Board that the necessary resolutions for their re-election be tabled at the 36th AGM.</p>
Explanation for departure :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure :	
Timeframe :	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied		
Explanation on application of the practice	:	More than half of the current Board of the Company comprises INEDs. The Board composition as at 31 December 2025 is as follows:		
		Designation	Number of Directors	Percentage (%)
		Executive Directors (including Executive Chairman)	4	44
		INEDs	5	56
		Total	9	100
		<p>Following the retirement of Dato' Thanarajasingam Subramaniam as the Senior INED of the Company on 14 May 2025, Mr. Siew Chin Kiang @ Seow Chin Kiang was appointed as an INED to the Board on 1 June 2025. With these changes, the Board composition continues to meet the recommendation of the MCCG to have a majority INEDs on the Board.</p> <p>All the INEDs have met the independence criteria under the Listing Requirements and they have no business or personal relationships with the Company, its Executive Directors, major shareholders, or Management, except for professional interactions required in their role as Independent Directors.</p> <p>The majority presence of INEDs on the Board ensures effective checks and balances on the Board's function, as INEDs often act as advocates for minority shareholders by providing independent perspectives and constructive feedback on the Company's strategies, proposals and Board deliberations, fostering informed and objective decision-making. Furthermore, none of the INEDs of the Company serve as directors of the subsidiary companies to avoid any potential conflicts of interest.</p>		
Explanation for departure	:			
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>				

Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>											
Application	:	Adopted									
Explanation on adoption of the practice	:	<p>The Board recognises the risk of familiarity impeding the objectivity of Independent Directors and has adopted a policy which limits the tenure of an Independent Director to nine (9) years. The said policy is clearly set out in the Board Charter.</p> <p>All Independent Directors of the Company have served the Board for less than nine (9) years. As of 31 December 2025, the Board comprised five (5) INEDs and four (4) Executive Directors. The summary of the years of service of the Independent Directors as at 31 December 2025 is set out below:</p> <table border="1"><thead><tr><th>Year of Service</th><th>Less than 3 years</th><th>3 to less than 6 years</th><th>6 to 9 years</th></tr></thead><tbody><tr><th>No. of Directors</th><td>2</td><td>2</td><td>1</td></tr></tbody></table> <p>The Board Charter is available on the Company's website at www.oskgroup.com/investor-relations/corporate-governance.</p>		Year of Service	Less than 3 years	3 to less than 6 years	6 to 9 years	No. of Directors	2	2	1
Year of Service	Less than 3 years	3 to less than 6 years	6 to 9 years								
No. of Directors	2	2	1								

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<p>With an objective to achieve a sustainable and balanced development, the Company views increasing diversity at the Board and Senior Management levels as an essential element in supporting the attainment of its strategic objectives and its sustainable development.</p> <p>In any appointment, the Company considers various diversity aspects, including gender, age, cultural and educational background, ethnicity, professional experience and skills, to maintain a well-diversified Board and Senior Management team and to support strong governance within the Group.</p> <p>The Board carries out Board Skills Matrix Assessment on an annual basis, which is essential as an indicator to understand the extent to which the Board comprises Directors with the appropriate skills, knowledge, competencies and experience necessary to meet the needs of the Company. This includes assessing the envisaged and optimal skill matrix for the future of the Company, as well as the Board's current skill set.</p> <p>In implementing the Diversity, Equity and Inclusion Policy, the NRC promotes Board diversity and effective decision-making by taking into account Board balance, the required mix of skills, and candidates' background, integrity, competency, experience and overall suitability. For INED appointments, candidates' independence is also a key consideration.</p> <p>The Company has also adopted a Fit and Proper Policy to ensure that Directors within the Group are of high calibre and possess sound judgement, high integrity and credibility on a continuing basis.</p> <p>Regarding the appointment of Mr. Siew Chin Kiang @ Seow Chin Kiang as an INED of the Company, the NRC carefully evaluated his qualifications, experience, time commitment, existing directorships, independence and any COI or potential COI situations with the Group, based on the Fit and Proper and COI declarations submitted by him to</p>

	<p>the NRC. The NRC was satisfied that he possessed the integrity, professionalism and calibre necessary to exercise independent judgement in the Board’s decision-making process. Accordingly, the Board had, upon recommendation of the NRC, approved his appointment.</p> <p>The Directors are required to notify the Chairman of the Board before accepting any new directorship and to indicate the time expected to be spent on the new appointment. None of the Directors holds more than three (3) directorships in listed issuers, which is well within the Listing Requirements that limit directors to a maximum of five (5) directorships in listed issuers. The Board is satisfied that each Director has devoted sufficient time to effectively discharge his/her responsibilities and commitment to the Company. All Directors attended all Board meetings held in FY2025.</p> <p>The Diversity, Equity and Inclusion Policy and the Fit and Proper Policy, which were updated on 19 November 2025, are available on the Company’s website at www.oskgroup.com/investor-relations/corporate-governance.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	: Applied
Explanation on application of the practice	<p><i>Appointment of Director</i></p> <p>The primary responsibility for screening, evaluating and nominating new Board members for appointment is delegated to the NRC. The nomination process and criteria applied by the NRC in selecting Directors are provided in the Board Charter.</p> <p>In respect of the appointment of Directors, the Company practises a clear and transparent nomination process, which involves the following five (5) stages:</p> <p>Stage 1: Identification of candidates Stage 2: Evaluation of the suitability of candidates Stage 3: Meeting up with candidates Stage 4: Final deliberation by the NRC Stage 5: Recommendation to the Board</p> <p>In addition to the above, the appointment of new Directors is subject to the following criteria and considerations:</p> <ul style="list-style-type: none">➤ Alignment with the Board Combined Skills Matrix, including experience, competencies and personal attributes required to support the Group's strategic directions;➤ State of independence (for INEDs);➤ Ability to devote sufficient time and attention to the affairs of the Company;➤ Assessment on COI or potential COI with the Group; and➤ Compliance with fit and proper requirements. <p>The identification of candidates for the appointment of Directors is facilitated through recommendations from the Directors, Management or external parties, including the Company's contacts in related industries and the finance, legal and accounting professions.</p> <p>In FY2025, based on the NRC's recommendation, the Board appointed Mr. Siew Chin Kiang @ Seow Chin Kiang as an INED.</p>

	<p>The above processes were applied for the appointment of the abovementioned Director. The NRC did not utilise independent sources to identify the new Director, as the NRC was satisfied that Mr. Siew Chin Kiang @ Seow Chin Kiang is a suitable candidate based on the assessment of his qualifications, skills and expertise.</p> <p><i>Induction Programme for Newly Appointed Director</i></p> <p>An induction programme led by Senior Management was conducted for the new Director appointed during FY2025, prior to his attendance at the first Board Meeting. The session provided insights into the Group’s business operations, key policies and governance processes to facilitate an effective transition onto the Board.</p> <p>The induction programme covered the following elements:</p> <ul style="list-style-type: none"> • Introduction to the nature of business, culture and corporate strategy of the Group; • Group people matters; • Group risk management and business continuity management; • Group internal audit; • Group sustainability and initiatives; and • Governance matters. <p>The induction programme also included on-site exposure to the Group’s property development projects and industrial facilities to deepen the Directors’ understanding of the Group’s business model, operational dynamics and market engagement, thereby supporting an effective transition into the Board. Additional meetings or information requests by the new Directors may also be accommodated to support the onboarding process.</p> <p>The essential corporate governance materials including the Board Charter, TORs for the Board and Board Committees, the Group’s key policies, as well as the latest budget and business plan were also provided to the new Director to facilitate his understanding of the Group’s business and governance framework.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	<p>For Directors who are due for retirement and subject to re-election at the Company's AGM pursuant to the Company's Constitution, the NRC, following its assessment via the BEE exercise, including the Fit and Proper assessment/declaration and being satisfied with the individual Directors' performance, will put forth its recommendation on their re-election to the Board.</p> <p>Pursuant to the Fit and Proper Policy of the Company, the Directors seeking re-election had provided their declarations in relation to compliance with legal obligations, regulatory requirements and professional standards as well as their personal and financial integrity and time commitment. All Directors standing for re-election abstained from deliberation and voting during the Board meeting concerning the relevant agenda.</p> <p>A statement by the Board and NRC confirming their satisfaction with the performance, effectiveness, fit and proper assessment and independence (for Independent Directors) of the retiring Directors who offered themselves for re-election at the AGM has been stated in the notes accompanying the Notice of AGM.</p> <p>The profile of the Directors standing for re-election, including any COI with the Group are set out in the IAR 2025.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	: Applied
Explanation on application of the practice	<p>Despite the leadership transition during FY2025, the NRC continued to be chaired by a Senior INED. Following the retirement of Dato' Thanarajasingam Subramaniam, the role of NRC Chairman is assumed by Mr. Leong Keng Yuen, who is the Senior INED of the Company.</p> <p>Under the leadership of NRC Chairman, the NRC has convened three (3) meetings and carried out, among others, the following activities during FY2025:</p> <ul style="list-style-type: none">- Reviewed the diversity of the Board and workforce composition in terms of gender, ethnicity, age and nationality.- Reviewed the training programmes attended by the Directors during FY2025.- Reviewed and discussed the BEE report from Deloitte, deliberated on their findings and reported the outcome in the Board meeting.- Reviewed the performance of the Company Secretaries to ensure that the Board is supported by suitably qualified and competent Company Secretaries.- Reviewed and recommended for the Board's approval on the appointment of Mr. Siew Chin Kiang @ Seow Chin Kiang as an INED of the Company.- Reviewed and recommended for the Board's approval the changes to the composition of the Board Committees.- Reviewed and recommended revisions to the following documents for the Board's approval:<ul style="list-style-type: none">a) TOR for NRC;b) Remuneration Policy;c) Assessment Framework for the Board, Board Committees, Individual Directors, Executive Chairman, and GMD;d) Roles of Chairman and GMD;e) Diversity, Equity and Inclusion Policy; andf) Fit and Proper Policy

	<p>The profile of the NRC Chairman is available on the Company's website at www.oskgroup.com/about-us/#management-team.</p> <p>The NRC comprises solely of Independent Directors. The composition of the NRC as at 31 December 2025 is as follows:</p> <table border="1" data-bbox="547 409 1406 734"> <thead> <tr> <th data-bbox="547 409 619 443">No.</th> <th data-bbox="619 409 1054 443">Member</th> <th data-bbox="1054 409 1406 443">Designation</th> </tr> </thead> <tbody> <tr> <td data-bbox="547 443 619 517">1.</td> <td data-bbox="619 443 1054 517">Mr. Leong Keng Yuen (Chairman) <i>(appointed on 14 May 2025)</i></td> <td data-bbox="1054 443 1406 517">Senior INED</td> </tr> <tr> <td data-bbox="547 517 619 555">2.</td> <td data-bbox="619 517 1054 555">Ms. Wong Wen Miin</td> <td data-bbox="1054 517 1406 555">INED</td> </tr> <tr> <td data-bbox="547 555 619 629">3.</td> <td data-bbox="619 555 1054 629">Puan Mazidah binti Abdul Malik <i>(appointed on 14 May 2025)</i></td> <td data-bbox="1054 555 1406 629">INED</td> </tr> <tr> <td data-bbox="547 629 619 734">4.</td> <td data-bbox="619 629 1054 734">Dato' Thanarajasingam Subramaniam <i>(retired on 14 May 2025)</i></td> <td data-bbox="1054 629 1406 734">Senior INED</td> </tr> </tbody> </table>		No.	Member	Designation	1.	Mr. Leong Keng Yuen (Chairman) <i>(appointed on 14 May 2025)</i>	Senior INED	2.	Ms. Wong Wen Miin	INED	3.	Puan Mazidah binti Abdul Malik <i>(appointed on 14 May 2025)</i>	INED	4.	Dato' Thanarajasingam Subramaniam <i>(retired on 14 May 2025)</i>	Senior INED
No.	Member	Designation															
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3.	Puan Mazidah binti Abdul Malik <i>(appointed on 14 May 2025)</i>	INED															
4.	Dato' Thanarajasingam Subramaniam <i>(retired on 14 May 2025)</i>	Senior INED															
<p>Explanation for departure :</p>																	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>																	
<p>Measure :</p>																	
<p>Timeframe :</p>																	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is committed to promoting diversity and maintaining a minimum 30% women representation on the Board, recognising that gender diversity enhances Board discussions by bringing diverse perspectives, approaches and ideas that contribute to the Group's success. The Board, through the NRC, will continue its efforts to identify and consider qualified female candidates as part of its Board refreshment initiatives.</p> <p>As at 31 December 2025, the Board comprises nine (9) Directors, out of whom three (3) are women, equivalent to a 33% female representation at the Board level, surpassing the MCCG's 30% target. This reflects the Board's dedication to fostering an equitable and inclusive corporate environment.</p> <p>The Board, through the NRC, reviews the gender diversity of Senior Management annually. As of 31 December 2025, there were eight (8) female Senior Management members, representing 38% women participation at the Senior Management level.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company’s policy on gender diversity for the board and senior management.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board recognises the importance of gender diversity as a key component of effective governance and balanced decision-making, and has developed the Diversity, Equity and Inclusion Policy to promote the representation of women within the Board and Senior Management. The Company’s policy on gender diversity for the Board and Senior Management are set out in our IAR 2025.</p> <p>The Board continues to consider gender diversity as an integral part of its overall approach to Board and Senior Management composition.</p> <p>The Diversity, Equity and Inclusion Policy is available on the Company’s website at www.oskgroup.com/investor-relations/corporate-governance.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: (a) <u>Assessment Framework and Annual Board Evaluation</u> The Board, through the NRC, has established a formal assessment framework to carry out assessment on an annual basis on the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director, including the independence of the INEDs, as well as the performance of the Executive Chairman and GMD. The assessments are guided by the Assessment Framework, which was last reviewed on 19 November 2025, and is available on the Company's website at www.oskgroup.com/investor-relations/corporate-governance . (b) <u>Board Combined Skills Matrix</u> Based on the BEE findings, the Board has strong collective skills, experience and competencies in the following areas: <ol style="list-style-type: none">1. Industry and sector expertise across the Group's key businesses2. Entrepreneurial and business acumen3. International exposure and understanding of global regulatory environments4. Accounting and financial acumen5. Legal, regulatory and compliance matters6. Corporate governance, risk management and internal controls7. Human capital and talent management8. ESG considerations The BEE results highlighted that corporate governance, risk management and internal controls represent one of the Board's strongest collective competencies, providing a solid foundation for effective oversight and sound decision-making. At the same time, the BEE identified information technology and digital strategy as an

area for further enhancement. This aligns with the growing importance of digitalisation, data and cybersecurity across the Group's businesses, and the Board will continue to focus on strengthening its oversight in these emerging areas.

(c) Annual Assessment Criteria

The performance aspects included in the annual assessment criteria are described as follows:

Evaluation	Assessment Criteria
Board	<ul style="list-style-type: none"> • Board structure, mix and composition • Understanding of the Group's values, mission, strategic and business plans • Effectiveness of Board roles, responsibilities and decision-making processes • Succession planning and leadership development • Oversight on risk management and internal controls • Consideration of ESG, sustainability risks and emerging opportunities • Oversight of sustainability KPIs and targets for Senior Management • Communication and engagement with stakeholders
Board Committees	<ul style="list-style-type: none"> • Composition • Effectiveness in discharging roles and responsibilities • Group and business support • Adequacy of expertise and resources • Effectiveness of Committee Chairmanship • Quality of communication and support provided to Board
Individual Director	<ul style="list-style-type: none"> • Understanding of the Group's business, operating environment and forward-looking considerations • Independence of judgement, integrity and management of COI • Preparedness and time commitment • Contribution to Board oversight and deliberations • Discharge of fiduciary duties
Executive Chairman	<ul style="list-style-type: none"> • Board leadership and governance stewardship • Effectiveness in chairing meetings and facilitating constructive deliberations

	<ul style="list-style-type: none"> • Promotion of open, independent and active participation • Engagement with shareholders and key stakeholders
GMD	<ul style="list-style-type: none"> • Strategy execution and performance delivery • Management leadership and operations • Quality of reporting and accountability to the Board

(d) Board Effectiveness Evaluation for FY2025

Notwithstanding the above, in respect of FY2025, the Board undertook a comprehensive BEE in line with the assessment criteria in the Assessment Framework covering the Board, Board Committees and individual Directors. The evaluation combined structured questionnaires with interview-based syndication sessions involving all Directors and selected members of Senior Management. To preserve objectivity and depth of insight, the BEE was independently facilitated by Deloitte.

The BEE was conducted through the following process:

Step 1	Deloitte established the BEE framework and assessment criteria, with questionnaires developed based on a desktop review of prior assessment processes, existing questionnaire templates and relevant documents.
Step 2	BEE questionnaires were circulated to the Directors and selected Senior Management members to gather quantitative and qualitative feedback across identified topical areas.
Step 3	Confidential interviews were conducted to deepen insights and validate themes from the questionnaire responses, supporting a holistic 360-degree assessment.
Step 4	Deloitte consolidated and analysed the questionnaire and interview inputs, and benchmarked overall outcomes against relevant market references.
Step 5	Deloitte finalised the BEE report, highlighting the evaluation results, thematic strengths and areas for development, and improvement suggestions, which were presented to the NRC and subsequently to the Board for deliberation.

The scope of the BEE covered, among others:

- Board governance and oversight;
- Board processes and infrastructure;
- Board capabilities and composition;
- Self and peer assessments of Directors;

- Fit and proper assessment;
- Independence of Independent Directors; and
- Effectiveness of the Board Committees, namely the AC, RMC, NRC and SC.

Overall, the results of the BEE indicated that the Board, Board Committees and individual Directors were effective in discharging their fiduciary duties. The Board achieved an overall effectiveness score of 84%, which is broadly in line with market benchmarks across various industries. The Fit & Proper and Independence assessments each achieved full scores of 100%. Other assessment areas scored ranging between 73% and 88%, indicating solid performance with some areas identified for further improvement.

The areas of strength identified from the BEE were in the following areas:

Board stewardship and Leadership

The Board was commended for disciplined stewardship and constructive challenge. The Chairman was recognised as a stabilising and strategic presence who fosters open and balanced deliberations. The GMD and Deputy GMD were acknowledged for clarity of vision, transparent engagement and effective execution.

Independent and Constructive Boardroom dynamics

INEDs contribute active checks and balances, with committee chairing responsibilities assumed by INEDs. The culture encourages candid communications without dominance.

Effective Engagement between the Board and Senior Management

The relationship is anchored in mutual respect, transparency and a shared commitment to strategic alignment.

Internal secretarial support

The Company Secretarial function was recognised for its effective support, particularly the timely dissemination of papers, clarity of documentation and support in governance.

While these areas demonstrate strong performance, the BEE also identified other aspects that present opportunities for further development, including:

Succession Planning

The need for a more structured, forward-looking succession framework to address evolving skill sets, support Board rejuvenation, and strengthen talent management and Senior Management oversight.

	<p>Board Committee configuration Over-reliance on a small group of INED across committees, where the concentration of responsibilities may lead to overstretch.</p> <p>Role oversight and clarity The need to further clarify role boundaries and oversight expectations between the Board, Board Committees and Management to support effective governance and avoid overlaps as the Group evolves.</p> <p>Directors' training and development More time should be dedicated to strategic learning and future-focused development to strengthen governance and oversight.</p> <p>Following the evaluation, the NRC deliberated on the findings and will work with the Board to implement targeted enhancements. Areas of focus include:</p> <ul style="list-style-type: none"> - strengthening succession planning through ongoing reviews of future capability needs and formalising succession objectives aligned with the Group's strategic priorities. - Using outcomes of the BEE to recalibrate the Board Combined Skills Matrix to support future succession planning and assessments, ensuring that the Board maintains an appropriate balance of skills, experience, independence and diversity. - Reviewing Board Committee compositions to ensure effective oversight, balanced workloads and clarity of responsibilities while preserving continuity and stability. As part of this process and during FY2025, the NRC endorsed a planned transition in Committee roles, pursuant to which Mr. Siew Chin Kiang @ Seow Chin Kiang was appointed to the AC and RMC, with the revised Committee composition taking effect from 1 January 2026. - Continuing to review and refine the Group's governance frameworks, where necessary, including the TOR for the Board and Board Committees, to address evolving governance expectations. - Prioritising structured and targeted training programmes focused on forward-looking competencies to support continuous Director development.
<p>Explanation for departure :</p>	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has adopted a Remuneration Policy for Directors and Key Senior Management, which is subject to periodic review to ensure its continued relevance and alignment with the Group's objectives. The policy has been reviewed and updated from time to time, with the most recent update approved by the Board in November 2025. The Board recognises that a fair remuneration is critical to attract, retain and motivate Directors and Key Senior Management.</p> <p>The NRC assists the Board in implementing the Remuneration Policy by reviewing and recommending the fees, remuneration packages and benefits of Directors and Key Senior Management annually.</p> <p>In making its recommendations, the NRC is guided by the Remuneration Policy and considers, among others, the following:</p> <ul style="list-style-type: none"> - The remuneration package shall be structured such that it is competitive and consistent with the Group's culture, objective and strategy, as well as taking into account the Group's performance in managing material sustainability and climate-related risks and opportunities; - Remuneration and employment conditions of the industry and market as a whole; - The individual's performance against established criteria and performance-related elements; his or her level of responsibilities and accountability; - The remuneration for each Key Senior Management, including Executive Directors, may differ based on their individual level of expertise, knowledge, skills and experience, having regard to the Group's operating results and comparable market statistic. - The remuneration for Key Senior Management, including Executive Directors, shall be structured so as to link rewards to

	<p>corporate and individual performance. A significant portion of their compensation package is variable in nature to be determined by the Group's performance during the year against the individual KPIs aligned with the corporate objectives.</p> <ul style="list-style-type: none"> - The level of remuneration for the Non-Executive Directors shall be linked to their responsibilities undertaken and contribution to the effective functioning of the Board. The Non-Executive Directors should be paid with a basic fee as ordinary remuneration, a sum based on their responsibility in Board Committees, meeting allowance and reimbursement of reasonable expenses incurred in the course of their duties. <p>The policy covers Directors' fees, salaries, allowances, bonuses, options and benefits-in-kind and termination/retirement benefits.</p> <p>In FY2025, a comprehensive comparative analysis of the Directors' remuneration structure was undertaken, benchmarking it against market best practices, relevant local and regional peers, and companies of comparable market capitalisation in Malaysia. This review was conducted to ensure that the level and structure of remuneration remain competitive and are commensurate with both the performance of the Company and the responsibilities of the Directors.</p> <p>At the NRC meeting held on 27 February 2025, the NRC recommended, and the Board subsequently agreed, that the Directors' Fees structure for FY2025 be increased by 15.38%. In addition, the annual fee for the AC Chairman was revised from RM10,000.00 to RM15,000.00, while the annual fee for the Chairmen of other Board Committees was adjusted from RM5,000.00 to RM10,000.00. These proposed revisions were subsequently approved by the shareholders at the Company's 35th AGM.</p> <p>The Board and NRC will continue to periodically assess the remuneration structure of the Board to ensure that it remains aligned with market best practices and supports the business strategy and long-term objectives of the Group.</p> <p>The Remuneration Policy is available on the Company's website at www.oskgroup.com/investor-relations/corporate-governance.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>

Timeframe	:		
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Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC, as delegated by the Board, is responsible for implementing the Remuneration Policy and reviewing the remuneration packages for Directors and Key Senior Management.</p> <p>The NRC consists wholly of INEDs and is governed by its TOR, which is available on the Company's website at www.oskgroup.com/investor-relations/corporate-governance.</p> <p>The NRC is empowered by its TOR to have the necessary resources, and full and unrestricted access to any information required to perform its duties.</p> <p>In FY2025, the NRC conducted its annual review of the Directors' remuneration, upon which the relevant recommendations were submitted to the Board for approval. The purpose of the annual review is to ensure that the remuneration package of the Directors remains sufficiently attractive to retain individuals of calibre required to provide the necessary skills and experience, and are commensurate with their responsibilities in ensuring the effective management and operations of the Group in pursuit of its long-term objectives.</p> <p>The remuneration for Non-Executive Directors generally reflects the effort, time commitment and level of responsibilities undertaken. They receive a basic fee as ordinary remuneration, a sum based on their respective roles in Board Committees, meeting allowances and reimbursement of reasonable expenses incurred in the course of their duties. This is to ensure that the remuneration structure for Independent Directors does not conflict with their obligations to exercise objectivity and independent judgment at Board and Board Committees meetings.</p>

	<p>The proposed Directors' fees and Directors' benefits for the period from the day after the forthcoming 36th AGM until the next AGM of the Company will be tabled for shareholders' approval at the forthcoming 36th AGM. Interested Directors abstained from voting on the resolutions relating to Directors' fees and benefits at the 35th AGM held in year 2025 and will continue this practice at the forthcoming 36th AGM.</p> <p>Executive Directors are not entitled to the above Director's fee, nor are they entitled to receive any meeting allowances for attending Board or Board Committees meetings.</p> <p>For Executive Directors, the components of their remuneration are structured to link reward to corporate and individual performance. Their current remuneration package includes a monthly salary and benefits-in-kind/emoluments such as company car, driver, travel allowance and other components.</p> <p>Executive Directors do not participate in decisions relating to their own remuneration. The remuneration package for all Directors is determined by the Board as a whole, based on recommendations made by the NRC, with the Directors concerned abstaining from deliberations and voting on matters pertaining to their own remuneration.</p> <p>In addition, the Directors are covered under a Directors & Officers ("D&O") insurance policy in respect of any liabilities arising from acts undertaken in their capacity as D&O of the Group. However, the policy does not indemnify a Director or principal officer in cases where he or she is proven to have acted negligently, fraudulently or dishonestly, or in breach of duty or trust.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The details of the Directors' remuneration for FY2025 for each individual Director, with a breakdown into fees, salaries and bonus, benefits-in-kind and other emoluments, are set out in the table below.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Ong Leong Huat @ Wong Joo Hwa	Executive Director	-	-	1,927	2,129	28	1	4,085	-	-	3,599	3,976	32	1	7,608
2	Ong Ju Yan	Executive Director	-	-	2,040	1,800	43	544	4,427	-	-	2,040	1,800	43	544	4,427
3	Ong Ju Xing	Executive Director	-	-	-	-	-	-	-	-	-	1,800	1,560	44	406	3,810
4	Dato' Saiful Bahri bin Zainuddin	Executive Director	-	36	804	420	36	180	1,476	-	36	804	420	36	180	1,476
5	Leong Keng Yuen	Independent Director	91	18	-	-	-	-	109	91	18	-	-	-	-	109
6	Mazidah binti Abdul Malik	Independent Director	86	22	-	-	-	-	108	86	22	-	-	-	-	108
7	Wong Wen Miin	Independent Director	71	23	-	-	-	-	94	71	23	-	-	-	-	94
8	Farah Deba binti Mohamed Sofian	Independent Director	71	19	-	-	-	-	90	71	19	-	-	-	-	90
9	Siew Chin Kiang @ Seow Chin Kiang (<i>Appointed on 1 June 2025</i>)	Independent Director	44	9	-	-	-	-	53	44	9	-	-	-	-	53
10	Dato' Thanarajasingam Subramaniam (<i>Retired on 14 May 2025</i>)	Independent Director	28	6	-	-	-	-	34	35	7	-	-	-	-	42

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure														
Explanation on application of the practice	:															
Explanation for departure	:	<p>The remuneration for the Company's top five (5) Senior Management (excluding Executive Directors), including benefits-in-kind and other emoluments, for FY2025 falls within the following bands:</p> <table border="1"> <thead> <tr> <th>Remuneration Band</th> <th>No. of Senior Management</th> </tr> </thead> <tbody> <tr> <td>RM800,001 to RM850,000</td> <td>1</td> </tr> <tr> <td>RM1,000,001 to RM1,050,000</td> <td>1</td> </tr> <tr> <td>RM1,050,001 to RM1,100,000</td> <td>1</td> </tr> <tr> <td>RM1,520,001 to RM1,570,000</td> <td>1</td> </tr> <tr> <td>RM2,620,001 to RM2,670,000</td> <td>1</td> </tr> <tr> <td>Total:</td> <td>5</td> </tr> </tbody> </table> <p>The Company discloses its top five (5) Senior Management's remuneration in bands of RM50,000.00, but not on a named basis. The Board is of the view that the detailed disclosure of Senior Management's remuneration on a named basis may give rise to recruitment and talent retention issues, due to confidentiality and sensitivity of each remuneration package.</p> <p>The performance of Senior Management is evaluated on an annual basis and measured against their performance scorecard with predefined targets. Their remuneration packages are reviewed annually with adjustments based on not only on their individual performance and contributions in the preceding year, but also the Group's overall performance.</p>	Remuneration Band	No. of Senior Management	RM800,001 to RM850,000	1	RM1,000,001 to RM1,050,000	1	RM1,050,001 to RM1,100,000	1	RM1,520,001 to RM1,570,000	1	RM2,620,001 to RM2,670,000	1	Total:	5
Remuneration Band	No. of Senior Management															
RM800,001 to RM850,000	1															
RM1,000,001 to RM1,050,000	1															
RM1,050,001 to RM1,100,000	1															
RM1,520,001 to RM1,570,000	1															
RM2,620,001 to RM2,670,000	1															
Total:	5															
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>																
Measure	:	The Board will continuously monitor developments in the market in respect of such disclosure for future consideration.														

Timeframe	:	Others Monitoring of market developments is on an on-going basis.

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.				
2	Input info here	Input info here	Choose an item.	Choose an item.				
3	Input info here	Input info here	Choose an item.	Choose an item.				
4	Input info here	Input info here	Choose an item.	Choose an item.				
5	Input info here	Input info here	Choose an item.	Choose an item.				

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here						
2	Input info here	Input info here						
3	Input info here	Input info here						
4	Input info here	Input info here						
5	Input info here	Input info here						

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The AC is chaired by Mr. Leong Keng Yuen, the Senior INED of the Company. He is not the Chairman of the Board.</p> <p>Mr. Leong Keng Yuen possesses more than thirty (30) years of experience in the accounting profession. He is a Chartered Accountant and a member of the Malaysian Institute of Accountants.</p> <p>The Chairman of the AC is responsible for ensuring the overall effectiveness and independence of the Committee in assisting the Board on discharging the oversight responsibilities relating to corporate accounting, financial reporting practices, system of internal controls, the audit process, RPTs including RRPTs, COI or potential COI, the administration of Whistleblowing Policy as well as uphold integrity in financial reporting.</p> <p>Under the leadership of Mr. Leong Keng Yuen during FY2025, the AC ensured that:</p> <ul style="list-style-type: none">- they received an audit report from the External Auditors wherein they reported on matters related to the Company's audit and its financial statements and these matters had been addressed.- the External Auditors met with the AC twice during FY2025 without the presence of the Management. The AC received assurance from the External Auditors that there was no issue or concern of fraud, which required to be highlighted to the AC.- the Head of GIA met the AC once during FY2025 without the presence of the Management to discuss relevant issues and obtain feedback for improvement.- the AC's concerns on matters that may have an effect on the financial or audit of the Company were communicated to the External Auditors.- the internal audit function is effective and is able to function independently. Further details are enumerated in Practice 11.1 in this Report.

	<ul style="list-style-type: none"> - the audit plans of External Auditors and GIA had adequate audit coverages. - they reviewed COI or potential COI that the Directors and Senior Management of the Company have with the Company or its subsidiaries, along with the corresponding mitigation plans. <p>The profile of Mr. Leong Keng Yuen is set out in the “Directors’ Profile” section of our IAR 2025.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	<p>The TOR for AC provides the requirement for a former partner of the external audit firm of the Company to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC to safeguard the independence and objectivity of the audit process. As at 31 December 2025, none of the AC members are former partners of the external audit firm of the Company.</p> <p>The TOR for AC, which was last updated and approved by the Board in November 2025, is available on the Company's website at www.oskgroup.com/investor-relations/corporate-governance.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>The AC has adopted the Policy and Guidelines on the Performance Evaluation of External Auditors.</p> <p>In FY2025, the AC conducted its annual assessment of the suitability, objectivity and independence of the External Auditors of the Company, Messrs. BDO PLT, in respect of the audit for FY2024. The AC was satisfied with the performance, competence and independence demonstrated by the External Auditors, based on the criteria set out in the Policy and Guidelines on the Performance Evaluation of External Auditors, which include:</p> <ul style="list-style-type: none">• assurance from External Auditors on their independence• quality of audit review procedures• adequacy of the firm's expertise and its resources in carrying out audit works that they were tasked with <p>In addition, the External Auditors shared their Annual Transparency Report 2024 with the AC as part of the above assessment.</p> <p>The AC also reviewed the non-audit services rendered by the External Auditors and concluded that such services did not give rise to any conflict with their audit function, nor did they impair the independence and objectivity of the External Auditors. The non-audit services provided were mainly in relation to agreed-upon procedures requested by Management.</p> <p>Based on the outcome of its assessment, the AC recommended to the Board the re-appointment of Messrs. BDO PLT as External Auditors for FY2025. The Board accepted the recommendation, and the re-appointment was subsequently approved by shareholders at the 35th AGM held in year 2025.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted															
Explanation on adoption of the practice	:	<p>The AC comprises solely of Independent Directors. The composition of the AC as at 31 December 2025 is as follows:</p> <table border="1"><thead><tr><th>No.</th><th>Member</th><th>Designation</th></tr></thead><tbody><tr><td>1.</td><td>Mr. Leong Keng Yuen (Chairman)</td><td>Senior INED</td></tr><tr><td>2.</td><td>Ms. Wong Wen Miin</td><td>INED</td></tr><tr><td>3.</td><td>Puan Farah Deba binti Mohamed Sofian</td><td>INED</td></tr><tr><td>4.</td><td>Dato' Thanarajasingam Subramaniam (<i>retired on 14 May 2025</i>)</td><td>Senior INED</td></tr></tbody></table> <p>With effect from 1 January 2026, Mr. Siew Chin Kiang @ Seow Chin Kiang was appointed as a member of the AC, and Ms. Wong Wen Miin resigned from the AC.</p> <p>The Board firmly believes that the AC, with its current composition, would be able to provide impartial and unbiased views along with the relevant checks and balances on matters relating to the audit of the Company.</p>	No.	Member	Designation	1.	Mr. Leong Keng Yuen (Chairman)	Senior INED	2.	Ms. Wong Wen Miin	INED	3.	Puan Farah Deba binti Mohamed Sofian	INED	4.	Dato' Thanarajasingam Subramaniam (<i>retired on 14 May 2025</i>)	Senior INED
No.	Member	Designation															
1.	Mr. Leong Keng Yuen (Chairman)	Senior INED															
2.	Ms. Wong Wen Miin	INED															
3.	Puan Farah Deba binti Mohamed Sofian	INED															
4.	Dato' Thanarajasingam Subramaniam (<i>retired on 14 May 2025</i>)	Senior INED															

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>The AC's effectiveness hinges on a number of critical factors, which includes knowledge, experience and commitment of the AC members, the AC's leadership, dynamics and chemistry, and their quality interaction with Management, Internal Auditors and External Auditors.</p> <p>The members of the AC collectively have the necessary skills related to accounting, financial, banking experience and commercial expertise to discharge their responsibilities and to effectively challenge the Management.</p> <p>During FY2025, all AC members have continued to participate in training programmes to equip themselves to effectively discharge their duties as AC members. The AC members have constantly kept themselves updated on both local and international developments and regulatory changes affecting the Company, through relevant regulatory bodies, professional bodies and through self-reading.</p> <p>Additionally, the AC members are also updated by the Company Secretaries and External Auditors on any changes to accounting and auditing standards, as well as applicable laws and regulations that may impact the Group's businesses. These updates are communicated via email and during the AC meetings.</p> <p>The details on training programmes, seminars and forums attended by AC members in FY2025 are disclosed in the "Corporate Governance Overview Statement" of our IAR 2025.</p>
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>An Enterprise Risk Management Framework (“ERMF”) has been established to provide a structured and consistent approach to identifying, assessing, managing and monitoring risks across the Group. The ERMF was most recently reviewed and updated in November 2025 to provide the overall guideline and approach to the Group's risk management and to ensure continued relevance and alignment with the Group's business strategy, risk profile and regulatory expectations.</p> <p>In providing assurance to the Board on the adequacy and effectiveness of the Group's risk management, the GRM, under the purview of the GMRC, actively oversees the Group's portfolio of major risks through ongoing risk profiling and monitoring.</p> <p>The GRM is accountable for the effectiveness of the risk management framework and operates independently from risk owners. The respective heads of Business Divisions act as risk owners, responsible for managing identified risks through their decisions and actions, implementing appropriate mitigation measures and ensuring that relevant internal controls are in place.</p> <p>During FY2025, risk reports from all Business Divisions were consolidated and updated together with the Business Continuity Management, cybersecurity risk report and ABAC of the Group. These consolidated reports were submitted to Business Division Management Committees, GMRC and RMC on a quarterly basis, highlighting all key risks and mitigating controls implemented. The RMC subsequently presented these matters to the Board, together with updates on internal controls initiatives and risk mitigation strategies.</p> <p>The AC monitors and reviews the effectiveness of the internal audit activities and ensures that actions have been taken by the Management to correct the deficient conditions and improve control processes highlighted by the internal auditors, thereby contributing to the ongoing effectiveness of the Group's system of risk management and internal control.</p> <p>The above is set out in the “Statement on Risk Management and Internal Control” of our IAR 2025.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	<p>ERMF sets the Group's approach to enterprise risk management practices. In providing assurance to the Board on the Group's adequacy and effectiveness of risk management, GRM, under the purview of the GMRC, actively monitors the Group's portfolio of risks with the following objectives:</p> <ul style="list-style-type: none"> a) Assure <ul style="list-style-type: none"> ▪ Provide assurance to the Board that firm and sound risk management and internal control systems are in place and meet all requirements of regulatory bodies. b) Guide <ul style="list-style-type: none"> ▪ Provide guiding risk management principles to Management to govern the actions of risk identification and assessment. c) Monitor <ul style="list-style-type: none"> ▪ Ensure the risk management processes are applied systematically across the Group to identify, assess, treat and manage risks that threaten resources or the achievement of the Group's business objectives. d) Implement <ul style="list-style-type: none"> ▪ Provide Management with a summary of key risk profiles that may affect the respective Business Divisions and to ensure these risks are adequately mitigated. <p>The Group has integrated risk assessment approach into key operational activities and decision-making processes across the Group. These assessments adhere to a pre-defined risk management process with reference with ISO 31000:2018 Risk Management - Guidelines.</p> <ul style="list-style-type: none"> a) Risk identification - Identify what risks need to be managed. b) Risk Assessment - Assessment of a risk event that may have negative impact to the Group in terms of financial, reputational, regulatory, health, safety, security, environmental, employee, customer and operational. The Likelihood parameter measures the

	<p>expected frequency of a risk occurring or materialising, taking into consideration current control strategies or risk treatments in place.</p> <p>c) Internal Control Assessment - Review the reliability and effectiveness of Group's internal controls system and processes.</p> <p>d) Risk Reporting and Communication - Design a process of risk information reporting to the Board, RMC, GMRC and respective Business Division Management Committees to enable risk management. Various forms of communication being practiced across the Group to enhance the risk culture.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application :	Adopted																		
Explanation on adoption of the practice :	<p>The RMC is governed by its TOR, which was last updated in November 2025. A copy of the TOR is available on the Company's website at www.oskgroup.com/investor-relations/corporate-governance.</p> <p>As of 31 December 2025, the RMC comprises INEDs exclusively as shown below:</p> <table border="1"><thead><tr><th>No.</th><th>Member</th><th>Designation</th></tr></thead><tbody><tr><td>1.</td><td>Puan Mazidah binti Abdul Malik (Chairman)</td><td>INED</td></tr><tr><td>2.</td><td>Ms. Wong Wen Miin</td><td>INED</td></tr><tr><td>3.</td><td>Puan Farah Deba binti Mohammed Sofian</td><td>INED</td></tr><tr><td>4.</td><td>Dato' Thanarajasingam Subramaniam (retired on 14 May 2025)</td><td>Senior INED</td></tr><tr><td>5.</td><td>Mr. Leong Keng Yuen (resigned on 14 May 2025)</td><td>Senior INED</td></tr></tbody></table> <p>Subsequently, with effect from 1 January 2026, Mr. Siew Chin Kiang @ Seow Chin Kiang was appointed as a member of the RMC, and Ms. Wong Wen Miin resigned from the RMC.</p> <p>The primary responsibility of the RMC is to assist the Board in identifying, assessing, managing, monitoring and controlling the risks in areas which are applicable to the Group's businesses and to safeguard the shareholders' investments and the Group's assets.</p>	No.	Member	Designation	1.	Puan Mazidah binti Abdul Malik (Chairman)	INED	2.	Ms. Wong Wen Miin	INED	3.	Puan Farah Deba binti Mohammed Sofian	INED	4.	Dato' Thanarajasingam Subramaniam (retired on 14 May 2025)	Senior INED	5.	Mr. Leong Keng Yuen (resigned on 14 May 2025)	Senior INED
No.	Member	Designation																	
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5.	Mr. Leong Keng Yuen (resigned on 14 May 2025)	Senior INED																	

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	: Applied
Explanation on application of the practice	<p>The AC is responsible for providing independent oversight on the Group's internal and external audit functions, financial reporting, internal control systems and ensuring proper checks and balances within the Group.</p> <p>To ensure the effectiveness of the internal audit function, the AC is responsible for:</p> <ul style="list-style-type: none">- oversee the internal audit function and ensure compliance with relevant regulatory requirements especially with regard to independence;- review the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;- review the results of the audits or investigations undertaken and whether or not appropriate action is taken on the recommendations; and- evaluate performance and decide on the appointment/dismissal of the Head of the internal audit function. <p>The internal audit function is assumed by the in-house GIA, which is responsible for the overall internal audit activities of the Group. GIA functions independently with regard to the activities that it audits. The Head of the GIA reports directly to the AC.</p> <p>GIA assists the AC in discharging its duties and responsibilities to provide reasonable assurance on the adequacy and effectiveness of the system of internal control by conducting independent, regular and systematic reviews of the internal processes in addressing the risks identified and ensure that established policies and procedures, and applicable laws and regulations are complied with.</p> <p>On a quarterly basis, the audit reports issued by the GIA are reviewed and discussed at the AC meetings. A summary report is tabled by the Head of GIA, providing his opinion on the adequacy and effectiveness of the systems of risk management and internal control noted during the audits conducted. The audit report highlights significant</p>

	<p>weaknesses reported, the corrective measures taken, the status of the internal audit plan, the status of GIA initiatives and other administrative matters related to staffing and training. The audit report also contains recommendations to mitigate the risks and enhance the internal control weaknesses identified, if any, for implementation by the Management. The GIA also conducts follow-up work to check whether the Management has taken actions to correct deficient conditions and improve control processes. The AC monitors and reviews the effectiveness of the internal audit activities, thereby ensuring that these activities contribute to the ongoing effectiveness of the Group’s system of internal control.</p> <p>In FY2025, the Head of GIA presented a risk-based audit plan for the year 2025 to the AC for discussion and approval. The audit plan prioritised the audit review according to the Group’s objectives, key risks and core/priority areas and covered the review of the adequacy of operational and accounting controls, compliance with applicable laws and regulations, established policies and procedures, as well as governance processes.</p> <p>GIA completed all twenty-seven (27) audit assignments as per the approved plan. In addition, GIA also completed twelve (12) ad-hoc reviews requested by the Management from various Business Divisions, as well as five (5) whistleblowing cases. All audit and investigation reports, including follow-up reviews, were presented to AC.</p> <p>GIA performed observations on tender openings to ensure that appropriate internal controls and processes, as set out in the Group's policy, were adhered to. GIA also reviewed draft policies and procedures for the Group to ensure proper controls are in place.</p> <p>In addition, the GIA conducted email blasts and awareness briefings to the stakeholders, including contractors/ suppliers, to raise awareness of the Whistleblowing Policy. The staff of the GIA also attended various in-house and external trainings covering various areas for their self-development and knowledge enhancement.</p> <p>Overall, the AC evaluated the performance of the GIA and is satisfied that the scope of internal audit coverage is adequate and that it has been carried out effectively and independently during FY2025.</p> <p>The above is also set out in the “AC Report” of our IAR 2025.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	

Measure	:		
Timeframe	:		

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>During FY2025, all internal auditors are independent from the activities they audit and are free from any business relationships or COI situations when conducting audit activities.</p> <p>GIA exhibits the highest level of professional objectivity in gathering, evaluating and communicating information about the activity or process being examined. Internal auditors make a balanced assessment of all the relevant circumstances and are not unduly influenced by their own interests or by others in forming judgements.</p> <p>As at 31 December 2025, the GIA comprised fourteen (14) personnel based at the Head Office. The Head of GIA, Mr. Cheng Kee Thiam, is a Chartered Accountant (Malaysia) and an associate member of The Institute of Internal Auditors Malaysia. He has over fifteen (15) years of internal audit experience, including international exposure. The GIA is governed by the Internal Audit Charter approved by the AC and carries out its work objectively, primarily consistent with the Global Internal Audit Standard established by the Institute of Internal Auditors.</p> <p>The AC is also satisfied that in FY2025, the GIA has the necessary competencies, experience and sufficient resources to carry out its functions effectively.</p> <p>The above is also set out in the “AC Report” of our IAR 2025.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>As part of its ongoing efforts to maintain constructive relationships with shareholders, the Company is committed to providing timely, fair, meaningful and reliable disclosures to shareholders and the investing public. The Board believes that consistent and transparent communication supports shareholders' understanding of the Group and facilitates informed investment decision-making.</p> <p>The Company has adopted a Corporate Disclosure Policy, which applies to the Board and all employees of the Group in the handling and disclosure of material information to shareholders and the investing public. The Board has established a Group Corporate Disclosure Committee to oversee the effective implementation of and adherence to the Corporate Disclosure Policy.</p> <p>In ensuring effective, transparent and regular communication with shareholders and stakeholders, the Company primarily utilises the following channels to disseminate timely information:</p> <ul style="list-style-type: none">- General meetings, which serve as an important forum for shareholders to engage directly with the Directors and Senior Management of the Company;- The IAR, which provides concise and comprehensive information on the Group's financial performance, operating environment, corporate developments, sustainability progress and overall value creation;- Quarterly announcements and material disclosures to Bursa Securities, which are accessible via Bursa Securities' website at www.bursamalaysia.com and the Company's website at www.oskgroup.com/investor-relations/announcements;- Press releases, interviews, general announcements, customer and investor engagement events, which provide updates on the Group's activities and business developments; and

	<ul style="list-style-type: none"> - The Company’s website at www.oskgroup.com, which provides current and historical information on the Group, including access to integrated annual reports, sustainability reports, corporate governance practices, policies, investor relations information and financial disclosures. - The standalone Sustainability Report, which sets out the Group’s sustainability strategies and targets, forms part of the reporting suite to shareholders. <p>Details pertaining to how the Group engages its stakeholders are available in the “Stakeholder Engagement and Value Creation” section of our Sustainability Report 2025.</p> <p>The Board recognises the importance of effective investor relations in articulating the Group’s value creation, business strategy, financial performance and key initiatives, thereby strengthening the Group’s position within the investing community.</p> <p>The Board has designated Ms. Ng Lai Ping, the Group CFO as the primary contact for investment-related enquiries from shareholders, investors, capital providers and members of the public. Her profile is set out in the “Key Senior Management’s Profile” section of our IAR 2025.</p> <p>Additionally, the Board has identified the Senior INED, Mr. Leong Keng Yuen as the Director to whom concerns of shareholders and other stakeholders may be conveyed. His profile is set out in the “Directors’ Profile” section of our IAR 2025.</p> <p>The Board remains fully committed in enhancing its investor relations initiatives through continuously improving engagement with shareholders, institutional investors and key stakeholders.</p> <p>In addition to the above channels, shareholders and investors may forward all investor relations related enquiries to the dedicated email address at ir@oskgroup.com.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>To provide a holistic view of the Group's businesses and how value is created, the Group continues to enhance the quality of disclosures in our IAR 2025 in accordance with the International Integrated Reporting Framework (IIRF) of the International Integrated Reporting Council (IIRC) for FY2025.</p> <p>The Board, with the support of Management, remains committed to further improving the IAR by incorporating the latest corporate governance and sustainability developments. Through these efforts, the Group aims to enhance transparency, facilitate informed decision-making, and reinforce stakeholder confidence. Additionally, efforts will be made to uphold the reliability and relevance of the information, ensuring that the IAR serves as a key reference for investors, shareholders, and other stakeholders.</p> <p>The IAR 2025 is available on the Company's website at www.oskgroup.com/investor-relations/annual-reports/.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	<p>During FY2025, the Notice of the 35th AGM, together with the explanatory notes providing background information, relevant reports and recommendations on the proposed resolutions and the Form of Proxy were sent to shareholders at least twenty-eight (28) days prior to the date of the 35th AGM. This ensured that shareholders were accorded sufficient time to review the resolutions and to make the necessary arrangements, including appointing proxies to attend and vote on their behalf, if required.</p> <p>The notes accompanying the Notice of 35th AGM provided clear and comprehensive explanations for each proposed resolution, thereby enabling shareholders to make informed decisions when exercising their voting rights. Additionally, the Administrative Notes for Shareholders and Proxies, which contained important information on the conduct of the AGM, were circulated together with the Notice.</p> <p>The Notice of the 35th AGM, outlining the businesses to be transacted at the AGM, was also announced via Bursa LINK on Bursa Securities' website, published in a major local newspaper and posted on the Company's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied
Explanation on application of the practice	:	<p>During FY2025, the Company's 35th AGM was conducted as a physical meeting. The Chairmen of the AC, RMC, NRC, SC, as well as the External Auditors, were present at the 35th AGM held on 14 May 2025. They will also endeavour to be present at the forthcoming AGM to support the Board in addressing queries raised by shareholders. Historically, the Company's AGMs have been well attended by shareholders.</p> <p>At the 35th AGM held on 14 May 2025, all nine (9) Directors were in attendance, with Dato' Thanarajasingam Subramaniam participating remotely via video conferencing facilities.</p> <p>During the AGM, the Executive Chairman, GMD and Deputy GMD actively engaged with shareholders and responded to questions raised by shareholders. In addition, the GMD and Deputy GMD presented the Group's financial performance, business updates and key highlights of the Group's ESG initiatives for FY2024.</p> <p>The Board ensured that shareholders were provided with ample opportunities to raise matters related to the affairs of the Group and that adequate responses were provided accordingly.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Company did not fully apply the above Practice as the 35th AGM and Extraordinary General Meeting (“EGM”) were conducted on a physical basis only, without facilities for remote shareholder participation or voting in absentia, after taking into consideration feasibility and cost efficiency.</p> <p>Drawing on its experience with virtual general meetings in prior years, the Board assessed that a physical meeting would provide an opportunity for direct and meaningful in-person engagement between shareholders, the Board and Senior Management, as well as real-time clarification of shareholders’ questions, thereby supporting more interactive discussions on the Group’s businesses, performance and governance matters.</p> <p>As an alternative practice, the Company had taken the following measures to ensure that shareholders were able to participate effectively, engage with the Board and Senior Management, and made informed voting decisions at the 35th AGM and EGM:</p> <p>(a) The general meetings were held at an easily accessible venue and at a convenient time to encourage shareholders’ attendance;</p> <p>(b) Shareholders who were unable to attend the general meetings in person were given the opportunities to appoint any person as their proxies to attend, speak and vote on their behalf, in accordance with the provisions of the Company’s Constitution;</p> <p>(c) Electronic poll voting was implemented at the general meetings to enhance the accuracy, transparency and efficiency of the voting process, with the poll voting results displayed on-screen and announced by the Chairman at the meetings;</p>

	<p>(d) The results of the 35th AGM and EGM were announced to Bursa Securities immediately after the conclusion of the meetings; and</p> <p>(e) The minutes of the 35th AGM and EGM, including the questions raised, responses provided, voting results and resolutions passed, were published on the Company's website within thirty (30) business days after the meetings.</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	<p>By conducting a physical general meeting, the Company adhered to the requirements of the Securities Commission Malaysia and Bursa Malaysia Berhad that all public listed companies must hold hybrid or physical general meetings from 1 March 2025 onwards.</p> <p>Nevertheless, the Company will continue to monitor the development of infrastructure and technical support for hybrid general meeting and interactive participation by shareholders. This includes assessing their feasibility in terms of practicality and cost efficiency before deciding on the adoption of hybrid meeting.</p>
<p>Timeframe</p>	<p>:</p> <p>Others</p>	<p>The Company intends to maintain the current practice of conducting physical general meeting in the near term, while assessing the feasibility and cost efficiency of adopting a hybrid meeting.</p>

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: The Chairman of the 35th AGM and EGM ensured that shareholders were given sufficient opportunities to raise matters relating to the affairs of the Group by allocating adequate time for the Q&A sessions. During Q&A sessions, all queries or comments raised by shareholders and proxies were addressed by the Board led by the Chairman and the GMD. In addition to the 35th AGM, shareholders and investors may continue to engage with the Company by submitting investor relations inquiries at any time via the dedicated email address at ir@oskgroup.com . This channel serves as a continuous avenue for stakeholders to provide feedback and seek clarification outside of general meetings.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice :	
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The Minutes of the 35th AGM, including the questions raised by shareholders, along with the responses by the Company and voting results, were made available to shareholders on the Company's website within thirty (30) business days after the 35th AGM at www.oskgroup.com/investor-relations/agm .
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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