

OSK HOLDINGS BERHAD
[Registration No. 199001015406 (207075-U)]
(Incorporated in Malaysia)

MINUTES OF THE 32ND ANNUAL GENERAL MEETING OF THE COMPANY HELD ON A VIRTUAL BASIS VIA REMOTE PARTICIPATION AND VOTING AT THE BROADCAST VENUE AT BOARD ROOM, 22ND FLOOR, PLAZA OSK, JALAN AMPANG, 50450 KUALA LUMPUR, WILAYAH PERSEKUTUAN ON THURSDAY, 21 APRIL 2022 AT 10:00 A.M.

DIRECTORS PRESENT AT BROADCAST VENUE	: Tan Sri Ong Leong Huat @ Wong Joo Hwa (<i>Chairman</i>) Mr. Ong Ju Yan Mr. Ong Ju Xing Dato' Saiful Bahri bin Zainuddin Mr. Leong Keng Yuen
DIRECTORS WHO PARTICIPATED REMOTELY	: Dato' Thanarajasingam Subramaniam Datin Azalina binti Adham Ms. Wong Wen Miin Ms. Ong Yee Ching
MEMBERS	: As per Attendance List
PROXY HOLDERS	: As per Attendance List
INVITEES	: As per Attendance List
IN ATTENDANCE	: Ms. Chua Siew Chuan (<i>Company Secretary</i>)

CHAIRMAN

Tan Sri Ong Leong Huat @ Wong Joo Hwa ("**Tan Sri Chairman**"), the Executive Chairman of the Company welcomed all for participating remotely from various locations through live streaming webcast to the 32nd Annual General Meeting of the Company ("**32nd AGM**" or "**the Meeting**").

Tan Sri Chairman informed that in view of the current COVID-19 situation, the 32nd AGM of the Company was conducted virtually via remote participation and voting facilities without physical attendance by shareholders and proxy holders.

Tan Sri Chairman then introduced all the Directors, the Group Chief Financial Officer, the Auditors and the Company Secretary of the Company.

QUORUM

There being requisite quorum pursuant to Clause 76 of the Company's Constitution, Tan Sri Chairman declared the Meeting duly convened and called the Meeting to order at 10:00 a.m.

NOTICE OF MEETING

The Notice convening the Meeting having been circulated within the prescribed period, with the permission of the Meeting, was taken as read.

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PROCEEDINGS

Ms. Chua Siew Chuan (“**Ms. Chua**”), the Company Secretary briefed that the Meeting would first proceed with the question and answer (“**Q&A**”) session, item by item in the Agenda followed by the voting session. The Securities Commission Malaysia has stipulated that the shareholders and proxy holders could rely on real time submission of typed text to exercise their rights to speak or communicate in a virtual meeting by submitting questions or remarks in relation to the agenda items into the text box given in the live stream player within the same e-Portal. Mr. Ong Ju Yan (“**Mr. JY Ong**”), the Group Managing Director of the Company would via the broadcast announce the relevant question(s) and answer the question(s) accordingly.

POLL VOTING

Ms. Chua informed that the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**MMLR**”) has mandated poll voting for all resolutions set out in the notice of general meetings.

In line with the MMLR, all the proposed resolutions set out in the Notice convening the Meeting would be voted by poll. Shareholders and proxy holders could proceed to cast and submit their votes from the start of the Meeting, should they wish to, until the closure of the voting session which would be announced.

Ms. Chua informed that SS E Solutions Sdn. Bhd. was the appointed Poll Administrator whilst Commercial Quest Sdn. Bhd. was the appointed Independent Scrutineer to verify the results of the poll voting.

All votes were to be submitted via the e-Portal and a step-by-step guide together with a short audio clip on the online voting module was played.

Pursuant to the MMLR and Section 330 of the Companies Act, 2016 (“**the Act**”), Tan Sri Chairman exercised his right to direct the vote on all resolutions of the Meeting to be conducted by way of poll.

1.0 LETTER FROM MINORITY SHAREHOLDERS WATCH GROUP (“MSWG”)

Tan Sri Chairman informed that the Company had received several questions in relation to operational and financial matters from MSWG via its letter dated 8 April 2022 and the Company had responded to the questions. The questions and corresponding replies from the Company to MSWG were presented by Mr. JY Ong at the Meeting, copy of which was annexed hereto as **Appendix “A”**.

2.0 NOTATION OF GROUP PERFORMANCE HIGHLIGHTS FOR THE FINANCIAL YEAR (“FY”) 2021

At this juncture, Mr. JY Ong and Mr. Ong Ju Xing (“**Mr. JX Ong**”), the Deputy Group Managing Director, gave a comprehensive presentation on Financial Performance, Business Segments, Dividends and Environmental, Social, and Governance (“**ESG**”) Initiatives highlights of the Group for the FY2021 as follows: -

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A) Group Financial Performance Review

- The Group has 5 core businesses, namely: Financial Services, Property, Construction, Industries and Hospitality.
- The Group recorded profit before tax ("**PBT**") of RM464.6 million for FY2021.
- The main PBT contributor to the Group was Financial Services Division at 64%, which includes share of profit from the Company's shareholding in RHB Bank Berhad ("**RHB**"), followed by Property Division at 38%.
- All segments recorded PBT except for the Hospitality segment, which recorded losses.
- The Group's revenue increased from RM1.086 billion in FY2020 to RM1.126 billion in FY2021.
- The Group's total assets has grown to RM9.2 billion as at FY2021.
- The Group has a healthy balance sheet with shareholders' funds of RM5.5 billion.
- The net gearing ratio (excluding Capital Financing Portfolio) has reduced to 0.174 times from 0.179 times in FY2020.
- The Group's net assets per share improved to RM2.65 from RM2.57 in FY2020.
- The Group's Cash and Cash Equivalents increased to RM832 million from RM663 million in FY2020.

B) Group Business Updates

i. Financial Services

- Investment in RHB had delivered steady returns to the Group. The dividend received from RHB for FY2021 was RM93 million.
- Capital Financing Division had grown its portfolio from RM823.0 million in FY2020 to RM980.0 million at the end of FY2021.

ii. Property Development

- The Property Development recorded a sales revenue of RM851.0 million for FY2021.
- The unsold completed inventory stood at a minimal level of RM7 million as at end FY2021.
- There are 5 major ongoing projects in Malaysia namely Bandar Puteri Jaya, Harbour Place, You City III, Mira @ Shorea Park, and Iringan Bayu.
- The Group has landbank of total 1,978 acres with an estimated Gross Development Value of RM14.7 billion.

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iii. Property Investment

- Under Property Investment, there are 3 properties around Klang Valley, namely Plaza OSK, Atria Shopping Gallery and Faber Towers.
- The properties' occupancy rate as at 31 December 2021 were as below:
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Properties	Occupancy Rate
Plaza OSK	91.3%
Faber Towers	74.7%
Atria Shopping Gallery	86.9%

iv. Construction

With the successful implementation of the PropCon model, the Group has achieved higher QLASSIC score than the internal benchmark (75% for high rise and 70% for landed) as follows: -

Project	QLASSIC Score
Iringan Bayu Show Village (high rise)	82% with 1 month delivery ahead of schedule
Windmill Upon Hills (high rise)	80% with 3.5 months delivery ahead of schedule
Luminari (high rise)	80% with 10 months delivery ahead of schedule
Emira (high rise)	80% with 2 months delivery ahead of schedule
Iringan Bayu – Phase 2C (landed)	77% with 4.5 months delivery ahead of schedule
TimurBay (high rise)	76% with 2 months delivery ahead of schedule
Iringan Bayu – Phase 2D (landed)	75% with 4.5 months delivery ahead of schedule
Ryan & Miho (high rise)	82% with 8.5 months for Block A and 16 months for Block B delivery ahead of schedule respectively

v. Industries

- Cables business recorded a weak performance in FY2021 mainly due to frequent shutdown of factories during MCO and slowdown in new development projects during pandemic.
- Expansion plan is in place to increase production capacity by 20% to 25% over the next few years.
- Industrialised Building Systems (“IBS”) business had declined due to the COVID-19 situation in FY2021. Gradual recovery is expected in the coming three (3) years.

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vi. Hospitality

- The Group has entered into agreement to rebrand Swiss-Garden Damai Laut as Double Tree Hilton Damai Laut Resort and the renovation is expected to be completed by August 2022.
- The rebranding of Swiss-Inn Johor Bahru as Holiday Inn Express & Suites has been completed and it is officially reopened in December 2021.
- The Vacation Club Division remained profitable in FY2020 and FY2021, despite slowdown due to impact of Covid-19.

vii. Dividend Track Record

The Company has proposed a final dividend of 4.0 sen per share, which if approved by shareholders, will take the full year dividend payment to 5.0 sen per share for FY2021.

C) ESG

i. Conserving Environment

Material Matter	Environment Initiative
Ecosystem and Biodiversity	Ecosystem and Biodiversity Practices as follows: - <ul style="list-style-type: none"> • 22-acre Iringan Bayu Wetland Park as natural biodiversity reserve within the Iringan Bayu township. • 3,745m² public park at Melbourne Square integrated development in Melbourne, the largest open green space in the Southbank district.
Carbon Management	Carbon Management Practices as follows: - <ul style="list-style-type: none"> • Ongoing initiative to install solar PV/ LED lights across the Group's premises for energy optimisation and emissions reduction. • Solar PV installed at cables factory in Melaka, with an estimated 546,758 kWh of power savings achieved equivalent to 545.1 tonnes of carbon reduction and generated RM194,099 of electricity savings.
Resource Efficiency and Responsible Consumption	Resource Efficiency and Responsible Consumption as follows: - <ul style="list-style-type: none"> • Launched the "Bring your Own" Campaign in Plaza OSK, in conjunction with the pilot "5R" Campaign to mitigate single-use plastics and promote circularity in the Group's premises. • Two (2) charity recyclable collections at Plaza OSK carried out with total recyclables collected weighing 1,210 kg.

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ii. OSK Foundation: Impact Summary 2021

Initiatives	Individuals positively impacted
COVID-19 & Disaster-related Relief Initiatives	27,402 Covid-19 frontliners, high-need & B40 families, disaster victims, etc.
Co-branded Programmes	4,728 teachers, young students, physically disabled, mental health patients & caretakers, etc.
Signature/ Standalone/ Scholarship Programmes	740 B40 students individuals in charitable homes, etc.
Schools/ Homes/ Centres	107 unprivileged children, parents of autistic children, etc.
Ad-hoc/ One-off/ Others	94 critically-ill and poor patients, paralympic athletes, mentally distressed individuals, etc.

iii. Good Governance and Responsible Business Practices

Material Matters	Governance Initiative
Strong Reputation	Maintaining good corporate governance practices and notable awards as follows: - <ul style="list-style-type: none"> • The Edge Property Excellence Awards 2021 • FIABCI Malaysia Property Award 2021 • Sustainability & CSR Malaysia Awards 2021 • List of Top 100 Companies for CG Disclosure 2020
Anti-Corruption	Achieving full Anti-Bribery and Anti-Corruption Handbook compliance to eliminate corruption and bribery within the Group.
Employees' Well-Being	Adoption of comprehensive risk-based approach in safeguarding the safety and health of all employees within the Group as well as enabling work from home agility through robust digitalisation and online systems.

Tan Sri Chairman then thanked Mr. JY Ong and Mr. JX Ong for their presentation and proceeded with the first item on the Agenda.

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3.0 AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND OF THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 ("FYE 2021") ("AFS 2021") AND THE REPORTS OF DIRECTORS AND AUDITORS THEREON

Tan Sri Chairman informed that the first item on the Agenda was to receive the AFS 2021 together with the Reports of Directors and Auditors thereon.

The Meeting noted that a formal approval from shareholders was not required for this item on the Agenda pursuant to Section 340(1)(a) of the Act and hence, the AFS 2021 was not put forward for voting. Tan Sri Chairman declared the AFS 2021 received.

Tan Sri Chairman then asked for questions from the live streaming participants in respect of the AFS 2021.

Questions/ Remarks received from shareholders

1. Question from various shareholders

- Q1) Giving of e-voucher/ e-wallet as a token of appreciation to shareholders especially during this difficult time.

Mr. JY Ong replied Q1 as follows:

- A1) The Company is focused on delivering shareholder value through generating greater profits, growing our assets base, and declaring better dividends to shareholders. The Management represented that no e-vouchers will be given this year.

2. Question from Mr. Lew Tuck Wai ("Mr. Lew")

The following questions were raised by Mr. Lew:

- Q2) Referring to page 164 of the Annual Report, the dividends received by the Company in FY2021 amounted to RM185.569 million.
- a. Please confirm that out of the RM185.569 million, RM93 million was received from RHB Bank Berhad.
 - b. Which other subsidiaries of the Company contributed the balance of the dividends received and the respective amount paid?
- Q3) Referring to page 46 of the Annual Report, it disclosed that 78% of Stage 1 of MSQ has been sold as at 31 December 2021.
- a. Currently, how many units of the remaining 22% of MSQ Stage 1 yet to be sold and the value of these unsold units booked in the accounts?
 - b. What is the target set by the Management to sell the remaining unsold units in FY2022 and 2023?

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- Q4) In view of the low occupancy rates of hotels of the Group even as the Malaysian economy moves towards the endemic phase, I would like to request that the Board consider offering discounts to shareholders who attended this virtual AGM to stay in the Group hotels in Malaysia. This will not only allow shareholders to patronise the Company's own hotels but would also contribute to the revenue and occupancy rates of the hotels. This can be done easily since the Share Registrar has the email addresses.
- Q5) The Group Managing Director's presentation in this AGM disclosed unsold properties of in excess of RM800 million at the Group level. However, the Inventories - Completed properties held for sale only amounted to RM13.736 million. Appreciate some clarification on the big difference between the figures in the accounts and the Group Managing Director's presentation.

Ms. Ng Lai Ping ("**Ms. LP Ng**") replied Q2 as follows:

- A2) Ms. LP Ng confirmed that the cash dividend reflected in the cash flow statement on page 164 is RM185.569 million. Dividend of RHB received by the Group was RM62 million cash while the balance was invested in RHB's Dividend Reinvestment Plan. Hence, there was an increase in RHB's stake from 10.13% to 10.18% for FY2021. The balance of the dividend reflected in the cash flow statement came from the Group's subsidiaries within OSK Property Holdings Group and PJ Development Holdings Group amounted to RM120 million. The rest of the dividend came from other operating subsidiaries from Capital Financing Division, which has been contributing positive results to the Group.

Mr. JY Ong replied as follows:

- A3) There are 1,054 units of apartments in total in Melbourne Square and a total of 853 units were sold, which represented about 81% of the units. As of today, the remaining 201 units remained unsold. In terms of our target for this year, the Company is well on track to achieve 56 units sales target for the year.
- A4) The Management sought the shareholders' kind understanding and support as the Company strive to deliver good long term shareholder value. Nonetheless, the Management will consider this suggestion.

Ms. LP Ng replied Q5 as follows:

- A5) The unsold GDV in the property development term comprises unsold properties for both completed projects and on-going projects, which means construction is still in progress. Referring to Inventory in Note 3.7, RM13.736 million composed of completed properties that remained unsold. As for the value of completed units of Melbourne Square of RM326 million presented earlier, it was not accounted in the balance sheet as Yarra Park City Pty Ltd, the developer for Melbourne Square, was treated as a joint venture where profit was equity accounted in the Company's account.

3. Questions from Mr. Lee Choon Meng ("Mr. Lee**")**

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The following questions were raised by Mr. Lee:

- Q6) As a responsible stockbroker firm, would like to suggest stockbroker firm must stop coverage/ analyst on corporate with bad track record and poor return to shareholders such as Sapura Kencana Petroleum, Velesto, AAX, Air Asia, Anzo, Atta, Comcorp, Brahim, Scomi, Bjcorp, Boxpack, YTL and etc.
- Q7) When physical AGM will resume?

Mr. JY Ong replied as follows:

- A6) The Company is no longer a stock broking firm, since the disposal of OSK Investment Bank to RHB Group. As such, the Company no longer undertake stock research. Thus, the Management is unable to comment on the matter.
- A7) The Management would monitor the situation and would ensure that it is safe to resume physical meeting. He added that the Management considered resuming physical meeting for this year's AGM. However, it was decided that it is in the best interest to convene the AGM virtually, as it will be more accessible to shareholders who are unable to attend physically.

4. Question from Mr. Teh Kian Lang ("Mr. Teh")

The following question was raised by Mr. Teh:

- Q8) How do you see property market in the next 6 to 12 months?
- Q9) With the escalating raw material prices, will there be a severe margin compression?
- Q10) Any Investors Relation Activities?

Mr. JX Ong replied as follows:

- A8) The Group is optimistic but cautious. The Management believe that the worst situation was over as the current pandemic has moved into an endemic state, with improved market sentiments, borders reopening, more visibility for companies to plan ahead, more employment stability. However, there are also reasons to be cautious such as an inflationary environment, increasing interest rates, geopolitical tension, ongoing Russia-Ukraine war, peaking raw material prices, labour shortage, and delays in delivery of construction materials. The Group's primary strategy has always been to protect the balance sheet and cash flows. Thus, the Management will continue to be cautious while seizing opportunities that might arise over the next 12 months.
- A9) Escalating raw material prices is one of the most damaging challenges faced by the property and construction industry. While there is compression pressure on margins, the Management recognised that it is impossible to control the raw material prices, and also the external factors affecting the

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industry. The Management will continue to focus on areas which are controllable. Several measures were taken in order to minimise the damage on margins compression. Amongst the measures undertaken are: -

- i) use of technology to increase staff productivity;
- ii) enhancement on processes and procedures;
- iii) improved cost management through efficient design and usage of materials;
- iv) reduction in waste management on site; and
- v) bulk purchase through better planning ahead across all of our ongoing and upcoming projects.

The Management believes that the Company's branding and reputation has been enhanced over the last few years with delivery of more than ten (10) projects in the last five (5) years, of which projects delivered are of high quality and with high standard of customer service and experience. In addition, many of the projects are also delivered ahead of time. With the enhancement of Company's branding and reputation, the Management believes that the Company would be able to enjoy a certain premium when it launches new projects into the market.

Ms. LP Ng and Mr. JY Ong replied as follows:

- A10) Ms. LP Ng shared that the Company have been offered by Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") to take part in the Bursa RISE. It was noted that one of the appointed research houses by Bursa Malaysia Securities, Malacca Securities had published a report which was initiated on OSK Holdings Berhad. The report can be found on the Bursa's Marketplace website. The Management is engaging with some analysts in which several reports will be published in the near future.

Mr. JY Ong further added that, the Company's performance is updated in the quarterly announcements which can be found on the Bursa Malaysia Securities' website. He also added that the Management engages with institutional shareholders proactively.

5. Question from Mohd Tahir bin Maulut ("Mohd Tahir")

The following question was raised by Mohd Tahir:

- Q11) How much did the Company spend for today's AGM?

Mr. JY Ong replied Q11 as follows:

- A11) The Company has executed a non-disclosure agreement on the appointment of the service provider. Thus, the Management are not at liberty to share the information.

6. Questions from Mr. Ong Kok Pak ("Mr. Ong KP")

The following questions were raised by Mr. Ong KP:

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- Q12) Will OSK Holdings Berhad publish all questions and answers from shareholders and MSWG to the Company's website? Will OSK Holdings Berhad provide AGM Minutes to those shareholders who attend the AGM?
- Q13) Looking at the OSK Holdings Berhad historical share price and trading chart pattern, I dare to make a bold assumption that possible certain speculators and syndicates (if any) trying to depress our company's share price and drive the share prices away from fundamental values and destabilise markets, those speculators possibly taking advantage from their act and causing losses to shareholders of the Company.
- Q14) It is the duty and responsibility of the Board of Directors to exercise reasonable care, skill and diligence to prevent syndicates to depress our company's share price and drive the share prices away from fundamental values.
- a. what will the Company do to stabilise our company share price at this juncture?
- b. What is the opinion of Board of Directors on current company share price, is it at fair value or undervalued?
- Q15) When can the Company allow shareholders to speak virtually for better expression of shareholder ideas, questions and counter replies and questions? According to Section 71(1) of the Companies Act 2016 as a shareholder I have the right to attend, participate and speak in a meetings, but the Board of Directors of the Company define speaking as submission of questions by typing, as a citizen and a company of Malaysia, we should always obey the law approved by Parliament of Malaysia.
- Q16) Any whistle-blower reports and any wrongdoings in Year 2021? Any legal action taken against those wrongdoers?
- Q17) Will the Company allow playback for this live AGM? This is an advantage for those shareholders who cannot attend the AGM to watch the video after this AGM. Shareholders may have to attend other public listed companies AGM at the same date and time. All shareholders have the right to know what information provided during the AGM.
- Q18) Would be much appreciated if the external auditor can speak at this AGM to give opinion on the financial statements and confirm that the Company financial statements are free from any errors and fraud?
- Q19) How much is the cost of investment in RHB Bank Berhad?
- Q20) Will OSK Holdings Berhad consider disposing of RHB Bank Berhad shares to realise the profit in the near future?
- Q21) Would be much appreciated if the Audit committee Chairman can comment on the selection of the independent external auditor, will the company consider implementing an audit firm rotation policy, which changes the audit

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firm if the firm with long standing audit relationships stay with us for more than certain years?

Q22) The Company's current market price per share is much lower than the Net Tangible Assets ("**NTA**") per share, with low price-to-book, the Company may be a possible takeover target by certain organisations or the major shareholders, as privatisation generally happens when the market undervalues the shares.

a. If any offeror(s) intend to take over the Company below NTA price, will the Board consider accepting it?

b. How does the Board safeguards to protect shareholders interest especially minority shareholders?

Q23) The Company's dividend yield around 5% if we base on the current market price, if we compare with our NTA the dividend yield is only around 1.88%, is my calculation correct?

Mr. JY Ong replied as follows:

A12) Questions and answers from shareholders and MSWG will be recorded in the AGM minutes and the minutes will be posted on the Company's website.

A13) The Company is focused on running businesses well, delivering good value to the customers and also delivering shareholders value thus it does not focus on share market activity. The Management were unable to comment whether there are external factors trying to depress the share price because it was beyond their knowledge.

Tan Sri Chairman replied Q14 as follows:

A14) The Company's primary focus on delivering shareholders value is through creating greater profit, declaring consistent dividends and growing our asset base. Whether the share price is undervalued, it is dependent on the wisdom of each investor.

Ms. Chua replied Q15 as follows:

A15) Ms. Chua informed that the Securities Commission Malaysia has stipulated that shareholder can participate in meetings via typed texts, and it has been in practice by listed corporations since the start of the COVID-19 pandemic as early as 2020.

Mr. JY Ong replied Q16 as follows:

A16) There was one whistle-blowing report and the Management had followed through on the case and concluded with appropriate action. The case was related to an improper conduct by one of the officers in Australia. It was also noted that the employee is no longer with the Company.

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Ms. Chua replied Q17 as follows:

A17) The AGM minutes will be published on the Company's website.

Ms. Audrey Chan Wai Leng ("**Ms. Audrey**"), representative of the External Auditor replied Q18 as follows:

A18) The External Auditors have carried out the necessary audit procedures in line with the auditing standards and have obtained sufficient and appropriate evidence to provide a basis for their opinion that the financial statements give a true and fair view.

In terms of fraud and error, the External Auditors have identified and assessed the risks of material misstatement of the financial statements of the Group, whether due to fraud or error, and performed audit procedures responsive to those risk. However, there is no full guarantee that misstatements can be detected. In cases where the misstatements do arise, the External Auditors will assess the degree of materiality and the material impact to the financial statements as a whole. Based on assessment made, the External Auditors are not aware of any material misstatements that would have a material impact or significant impact on the financial statements of the Group.

Mr. JY Ong replied Q19 as follows:

A19) The carrying value on the Group's balance sheet is RM3.3 billion.

Tan Sri Chairman replied Q20 as follows:

A20) The Company have no intention of selling or disposing RHB since it is a long-term investment.

Mr. Leong Keng Yuen ("**Mr. Leong**"), the Chairman of Audit Committee replied as follows:

A21) The priority being the Audit Committee Chairman is the independence of the External Auditors and the competence of the external audit team handling our audit. External Audit and Internal Audit are the working arms for the Audit Committee and they helped the Audit Committee to discharge the Committee's responsibilities. The Committee evaluates the performance of the external auditors every year including assessments from our operating subsidiaries. The Committee has requested for a change in engagement partner during Mr. Leong's tenure as the Audit Committee Chairman when the Committee felt that improvements can be made. Currently, the Committee is satisfied with the current External Auditors' performance and thus has recommended their re-appointment. Mr. Leong hoped that shareholders will understand that it takes time for auditors to learn about the Group's operations. Therefore, regularly changing the External Auditors is not always the solution to ensure independence, although a new firm may bring new insights. In Mr. Leong's opinion, the fixed term policy for External Auditor rotation is not required. However, the Committee is ready to request

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for change in engagement partner or even audit firm if performance is not satisfactory at any point in time.

- A22) Concerning how does the Board safeguards to protect shareholders interest especially minority shareholders, most of the time, the Company will engage independent advisers to determine whether an offer is reasonable or not. The Independent Directors will consider many aspects and seek opinions before the Independent Directors come up with a recommendation to the shareholders to protect their interest.

Mr. JY Ong replied Q23 as follows:

- A23) Dividend yield is calculated against the share price. 1.88% dividend yield against Net Assets is correct but it is not the metric used in the market.

7. Question from Mr. Gan Kok Seng (“Mr. Gan”)

The following questions were raised by Mr. Gan:

- Q24) Will OSK net profit of FY2022 be better than RM400 million achieved during FY2021?
- Q25) Please consider Dividend Reinvestment Plan to increase dividend pay-out to shareholders.

Mr. JY Ong replied as follows:

- A24) The Management is careful not to provide any profit forecasts due to the ever-changing market conditions. Nonetheless, the Company is cautiously optimistic that it should stay resilient in terms of profit given that the COVID-19 pandemic is easing, borders are reopening, and economic activities have largely resumed. He highlighted that the Melbourne Square earnings will come in a “lumpy” form as revenues and profits are only recorded at completion. The Management expect that the contribution from Melbourne Square will be lower in 2022 and 2023. Hence, the other business divisions would need to contribute in order to keep the earnings resilient.
- A25) The Dividend Reinvestment Plan would not increase the dividend pay-out. The Company has always practised a cash dividend approach as there is no need to increase the share capital and the resources have been managed in a careful manner, so the Company need not go back to the shareholders for additional capital to grow the business.

8. Question from Mr. Liew Chee Seng (“Mr. Liew”)

The following question was raised by Mr. Liew:

- Q26) Will the Company be able to pay more dividend for FY2022?

Tan Sri Chairman replied Q26 as follows:

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A26) The Company practiced consistent payment of dividends to the shareholders. He further added that the Management need to preserve resources for bad times and also for growth opportunities. He informed that the Company's shareholders fund has grown annually with consistent percentage of growth for the past years.

9. Question from Mr. Law Wei Yang ("Mr. Law")

The following question was raised by Mr. Law:

Q27) What is the Company's dividend policy?

Tan Sri Chairman replied Q27 as follows:

A27) The Company is focused on delivering decent yield to investors.

10. Question from Mr. Ong Hong Chin ("Mr. Ong HC")

The following question was raised by Mr. Ong HC:

Q28) Does the Management plan to dispose those non-core segments like Hotel and Cable businesses and put in more resources on core businesses like property and capital finance?

Mr. JY Ong replied Q28 as follows:

A28) The Company had disposed a number of hotels over the past few years and the cash flow from disposal had largely been redeployed to other businesses. As for the Cables business, the Company has no intention to dispose the business as it is considered to be a core segment of the Group.

11. Question from Mr. Chua Eng Kiat ("Mr. Chua EK")

The following question was raised by Mr. Chua EK:

Q29) The Company's earnings have been very resilient over many years. However, it seems that the market does not appreciate this as reflected in its low valuation in term of both PE and PB ratio. I believed that this is largely due to its low dividend pay-out ratio which is only at around 25%-30% level. Does the Company have any plans to increase its dividend pay-out ratio to at least 50% so as to improve its market recognition and enhance its valuation?

Mr. JY Ong replied Q29 as follows:

A29) The Company's dividend pay-out has been consistent at about RM100 million a year. It is true that the ratio is at the range of 25% to 30%. However, the dividend yield on the share is already on the high side as compared to the rest of the market and it is above the KLCI average. The Company needed to conserve capital so that it can be resilient even during the COVID-19 pandemic.

(Minutes of the 32nd Annual General Meeting held on 21 April 2022 - cont'd)

12. Question from Mr. Tan Saik Kuen (“Mr. Tan”)

The following question was raised by Mr. Tan:

- Q30) Directors are getting fees and benefits regardless of the performance of the Company. However, shareholders' return is at the mercy of the Board. Very disappointed with the Board to deprive us of the meeting door gifts for the past few years. Kindly bring back the good old days whereby the Company shares happy occasions goodies with all shareholders by giving some door gifts to shareholders.

Mr. JY Ong replied Q30 as follows:

- A30) The Independent Directors are integral and important part of the Group. The Management has been able to navigate these very trying times with their wisdom and guidance. It is with their input and contribution that the Management had been able to be resilient in the Company's profit and performance. Hence, the fees and benefits are necessary to reflect the contribution of the Independent Directors.

13. Question from Mr. Lock Kai Sang (“Mr. Lock”)

The following question was raised by Mr. Lock:

- Q31) Thank you, Tan Sri and Team for delivering a decent set of results in a difficult year! Can the Company increase dividend to RM0.06 yearly?

Tan Sri Chairman replied Q31 as follows:

- A31) The Company's dividend yield is one of the highest in the market. Referring to the Company's balance sheet, the shareholders' fund has grown consistently on an annual basis. The Company's primary focus is continuous growth and sustainability.

14. Question from Mr. Wong Kim Meng @ Arbar Sae Vong (“Mr. Wong”)

The following question was raised by Mr. Wong:

- Q32) Any plans to venture into Electric Vehicle cable via Olympic Cable?

Mr. JY Ong replied Q32 as follows:

- A32) The Management had started to explore on potential markets such as the fibre optic cables market, the motor vehicle cables market as well as the renewable energy cables market.

There being no further questions raised by the live streaming participants, the Meeting then proceeded with the next item on the Agenda.

4.0 ORDINARY RESOLUTION 1

(Minutes of the 32nd Annual General Meeting held on 21 April 2022 - cont'd)

**- DECLARATION OF A SINGLE-TIER FINAL DIVIDEND OF 4.0 SEN PER SHARE
IN RESPECT OF THE FYE 2021**

Tan Sri Chairman informed that the next item on the Agenda was to sanction the declaration of a single-tier final dividend of 4.0 sen per share in respect of the FYE 2021.

Tan Sri Chairman then asked for questions from the live streaming participants.

Since there was no question raised, the Meeting then proceeded with the next item on the Agenda.

5.0 ORDINARY RESOLUTION 2

- APPROVAL OF THE PAYMENT OF DIRECTORS' FEES TO THE NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 22 APRIL 2022 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

Tan Sri Chairman informed that the next item on the Agenda was to approve the payment of Directors' fees to the Non-Executive Directors for the period from 22 April 2022 until the next Annual General Meeting of the Company.

Mr. Leong Keng Yuen and Ms. Ong Yee Ching, being the interested Directors in Ordinary Resolution 2, had abstained from voting on the Ordinary Resolution 2.

Tan Sri Chairman then asked for questions from the live streaming participants.

Since there was no question raised, the Meeting then proceeded with the next item on the Agenda.

6.0 ORDINARY RESOLUTION 3

- APPROVAL OF THE PAYMENT OF DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM146,000.00 TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM 22 APRIL 2022 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

Tan Sri Chairman informed that the next item on the Agenda was to approve the payment of Directors' benefits up to an amount of RM146,000.00 to the Non-Executive Directors, for the period from 22 April 2022 until the next Annual General Meeting of the Company.

The Meeting noted that the total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board and Board Committee meetings from 22 April 2022 until the next Annual General Meeting and other benefits.

Mr. Leong Keng Yuen and Ms. Ong Yee Ching, being the interested Directors in Ordinary Resolution 3, had abstained from voting on the Ordinary Resolution 3.

Tan Sri Chairman then asked for questions from the live streaming participants.

Since there was no question raised, the Meeting then proceeded with the next item on the Agenda.

(Minutes of the 32nd Annual General Meeting held on 21 April 2022 - cont'd)

7.0 ORDINARY RESOLUTION 4

- RE-ELECTION OF MR. ONG JU YAN WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 99 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-ELECTION

Tan Sri Chairman informed the Meeting that the next item on the Agenda was to re-elect Mr. JY Ong who retires by rotation in accordance with Clause 99 of the Company's Constitution.

Tan Sri Chairman informed the Meeting that Mr. JY Ong, being eligible for re-election, had offered himself for re-election.

Tan Sri Chairman then asked for questions from the live streaming participants.

Since there was no question raised, the Meeting then proceeded with the next item on the Agenda.

8.0 ORDINARY RESOLUTION 5

- RE-ELECTION OF DATO' THANARAJASINGAM SUBRAMANIAM WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 99 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-ELECTION

Tan Sri Chairman informed the Meeting that the next item on the Agenda was to re-elect Dato' Thanarajasingam Subramaniam who retires by rotation in accordance with Clause 99 of the Company's Constitution.

Tan Sri Chairman informed the Meeting that Dato' Thanarajasingam Subramaniam, being eligible for re-election, had offered himself for re-election.

Tan Sri Chairman then asked for questions from the live streaming participants.

Since there was no question raised, the Meeting then proceeded with the next item on the Agenda.

9.0 ORDINARY RESOLUTION 6

- RE-ELECTION OF DATIN AZALINA BINTI ADHAM WHO RETIRES IN ACCORDANCE WITH CLAUSE 105 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-ELECTION

Tan Sri Chairman informed the Meeting that the next item on the Agenda was to re-elect Datin Azalina binti Adham who retires in accordance with Clause 105 of the Company's Constitution.

(Minutes of the 32nd Annual General Meeting held on 21 April 2022 - cont'd)

Tan Sri Chairman informed the Meeting that Datin Azalina binti Adham, being eligible for re-election, had offered herself for re-election.

Tan Sri Chairman then asked for questions from the live streaming participants.

Since there was no question raised, the Meeting then proceeded with the next item on the Agenda.

10.0 ORDINARY RESOLUTION 7

- RE-ELECTION OF MS. WONG WEN MIIN WHO RETIRES IN ACCORDANCE WITH CLAUSE 105 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-ELECTION

Tan Sri Chairman informed the Meeting that the next item on the Agenda was to re-elect Ms. Wong Wen Miin who retires in accordance with Clause 105 of the Company's Constitution.

Tan Sri Chairman informed the Meeting that Ms. Wong Wen Miin, being eligible for re-election, had offered herself for re-election.

Tan Sri Chairman then asked for questions from the live streaming participants.

Since there was no question raised, the Meeting then proceeded with the next item on the Agenda.

11.0 ORDINARY RESOLUTION 8

- RE-APPOINTMENT OF MESSRS. BDO PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION

Tan Sri Chairman informed that the next item on the Agenda was to re-appoint Messrs. BDO PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

Tan Sri Chairman further informed that BDO PLT had indicated their willingness to continue in office as the Company's Auditors.

Tan Sri Chairman also informed that the Audit Committee and the Board had reviewed BDO PLT's performance as the Company's Auditors for the past financial year and were satisfied with their independence and performance as External Auditors of the Company.

Tan Sri Chairman then asked for questions from the live streaming participants.

Since there was no question raised, the Meeting then proceeded with the next item on the Agenda.

12.0 SPECIAL BUSINESS

ORDINARY RESOLUTION 9

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

(Minutes of the 32nd Annual General Meeting held on 21 April 2022 - cont'd)

Tan Sri Chairman informed that the next item on the Agenda was to approve the Ordinary Resolution in respect of Authority to Issue Shares pursuant to the Companies Act 2016.

Tan Sri Chairman further informed that the proposed adoption of this Ordinary Resolution was primarily to give flexibility to the Board of Directors to issue and allot shares at any time to such persons in their discretion without convening a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being.

Tan Sri Chairman then asked for questions from the live streaming participants.

Since there was no question raised, the Meeting then proceeded with the next item on the Agenda.

13.0 SPECIAL BUSINESS
ORDINARY RESOLUTION 10
- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)

Tan Sri Chairman informed that the next item on the Agenda was to approve the Ordinary Resolution in respect of the Proposed Renewal of Share Buy-Back Authority.

Tan Sri Chairman explained that the Proposed Renewal of Share Buy-Back Authority would allow the Company to purchase up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the aggregate of the retained profits of the Company.

Tan Sri Chairman then asked for questions from the live streaming participants.

Since there was no question raised, the Meeting then proceeded with the next item on the Agenda.

14.0 ANY OTHER ORDINARY BUSINESS

The Meeting was advised that there was no other business to be transacted at this Meeting of which due notice had been given.

15.0 POLLING PROCESS

At this juncture, the step-by-step guide together with a short audio clip on the SSeP online voting module within the e-Portal was played again. Shareholders and proxy holders were given 10 minutes to cast and submit their votes through the e-Portal. Thereafter, the Scrutineer proceeded to verify the poll results while the Company's corporate video was played.

(Minutes of the 32nd Annual General Meeting held on 21 April 2022 - cont'd)

16.0 DECLARATION OF POLLING RESULTS

The Meeting resumed and Tan Sri Chairman then called the Meeting to order at 12:03 noon for the declaration of the poll voting results.

Tan Sri Chairman informed that he had received the poll results from the Scrutineer and the results of the poll annexed hereto as **Appendix "B"** was announced by the Company Secretary.

Tan Sri Chairman then declared that Resolutions Nos. 1 to 10 were all **CARRIED** and the Meeting **RESOLVED**:

ORDINARY RESOLUTION 1

- DECLARATION OF A SINGLE-TIER FINAL DIVIDEND OF 4.0 SEN PER SHARE IN RESPECT OF THE FYE 2021

That the declaration of a single-tier final dividend of 4.0 sen per ordinary share in respect of the FYE 2021 be and is hereby approved.

ORDINARY RESOLUTION 2

- APPROVAL OF THE PAYMENT OF DIRECTORS' FEES TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM 22 APRIL 2022 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

That the payment of Directors' fees to the Non-Executive Directors of the Company for the period from 22 April 2022 until the next Annual General Meeting of the Company be and is hereby approved.

ORDINARY RESOLUTION 3

- APPROVAL OF THE PAYMENT OF DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM146,000.00 TO THE NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 22 APRIL 2022 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

That the payment of Directors' benefits up to an amount of RM146,000.00 to the Non-Executive Directors for the period from 22 April 2022 until the next Annual General Meeting of the Company be and is hereby approved.

ORDINARY RESOLUTION 4

- RE-ELECTION OF MR. ONG JU YAN WHO RETIRED IN ACCORDANCE WITH CLAUSE 99 OF THE COMPANY'S CONSTITUTION

That the retiring Director, Mr. JY Ong, being eligible for re-election, be and is hereby re-elected a Director of the Company.

ORDINARY RESOLUTION 5

(Minutes of the 32nd Annual General Meeting held on 21 April 2022 - cont'd)

**- RE-ELECTION OF DATO' THANARAJASINGAM SUBRAMANIAM WHO
RETIRED IN ACCORDANCE WITH CLAUSE 99 OF THE COMPANY'S
CONSTITUTION**

That the retiring Director, Dato' Thanarajasingam Subramaniam, being eligible for re-election, be and is hereby re-elected a Director of the Company.

ORDINARY RESOLUTION 6

**- RE-ELECTION OF DATIN AZALINA BINTI ADHAM WHO RETIRED IN
ACCORDANCE WITH CLAUSE 105 OF THE COMPANY'S CONSTITUTION**

That the retiring Director, Datin Azalina binti Adham, being eligible for re-election, be and is hereby re-elected a Director of the Company.

ORDINARY RESOLUTION 7

**- RE-ELECTION OF MS. WONG WEN MIIN WHO RETIRED IN ACCORDANCE
WITH CLAUSE 105 OF THE COMPANY'S CONSTITUTION**

That the retiring Director, Ms. Wong Wen Miin, being eligible for re-election, be and is hereby re-elected a Director of the Company.

ORDINARY RESOLUTION 8

**- RE-APPOINTMENT OF MESSRS. BDO PLT AS AUDITORS OF THE COMPANY
UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND
TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION**

That Messrs. BDO PLT be and is hereby re-appointed as the Auditors of the Company until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

ORDINARY RESOLUTION 9

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

That, subject always to the Companies Act 2016, the Constitution of the Company and the approvals of the relevant governmental/ regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company from time to time at such price and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10 percent (10%) of the total number of issued shares of the Company for the time being, and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and further that such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

SPECIAL BUSINESS

(Minutes of the 32nd Annual General Meeting held on 21 April 2022 - cont'd)

ORDINARY RESOLUTION 10
- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

That, subject always to the Companies Act 2016, the provisions of the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, guidelines, rules and regulations for the time being in force and the approvals of all relevant governmental and/ or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad as the Directors may deem fit and expedient in the interest of the Company, provided that:

- (a) the aggregate number of ordinary shares to be purchased and/ or held by the Company shall not exceed 10 percent (10%) of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad as at the point of purchase(s);
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest Audited Financial Statements and/ or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- (c) the authority shall commence upon the passing of this Resolution and shall continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which this Resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at the next Annual General Meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company after that date is required by law to be held; or
 - (iii) revoked or varied by an ordinary resolution passed by the members of the Company in a general meeting;

whichever occurs first;

And that upon completion of the purchase(s) by the Company of its own ordinary shares, the Directors of the Company be authorised to deal with the ordinary shares purchased in their absolute discretion in the following manners:

- (a) to cancel all the ordinary shares so purchased;
- (b) to retain the ordinary shares so purchased in treasury for distribution as dividend to the members and/ or resell on the market of Bursa Malaysia Securities Berhad and/ or transfer under an employees' share scheme (if any) and/ or transfer as purchase consideration;

(Minutes of the 32nd Annual General Meeting held on 21 April 2022 - cont'd)

(c) to retain part thereof as treasury shares and cancel the remainder; and/ or

in any other manner as prescribed by the Companies Act 2016, rules, regulations and orders made pursuant to the Companies Act 2016 and the requirements of Bursa Malaysia Securities Berhad and any other relevant authority for the time being in force.

And further that the Directors of the Company be authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/ or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company.

17.0 CONCLUSION OF MEETING

There being no notice received for any other business, Tan Sri Chairman concluded the Meeting and thanked all present for their attendance.

The Meeting ended at 12:22 p.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

-Confirmed-

**TAN SRI ONG LEONG HUAT @
WONG JOO HWA
CHAIRMAN**

Dated: 21 April 2022



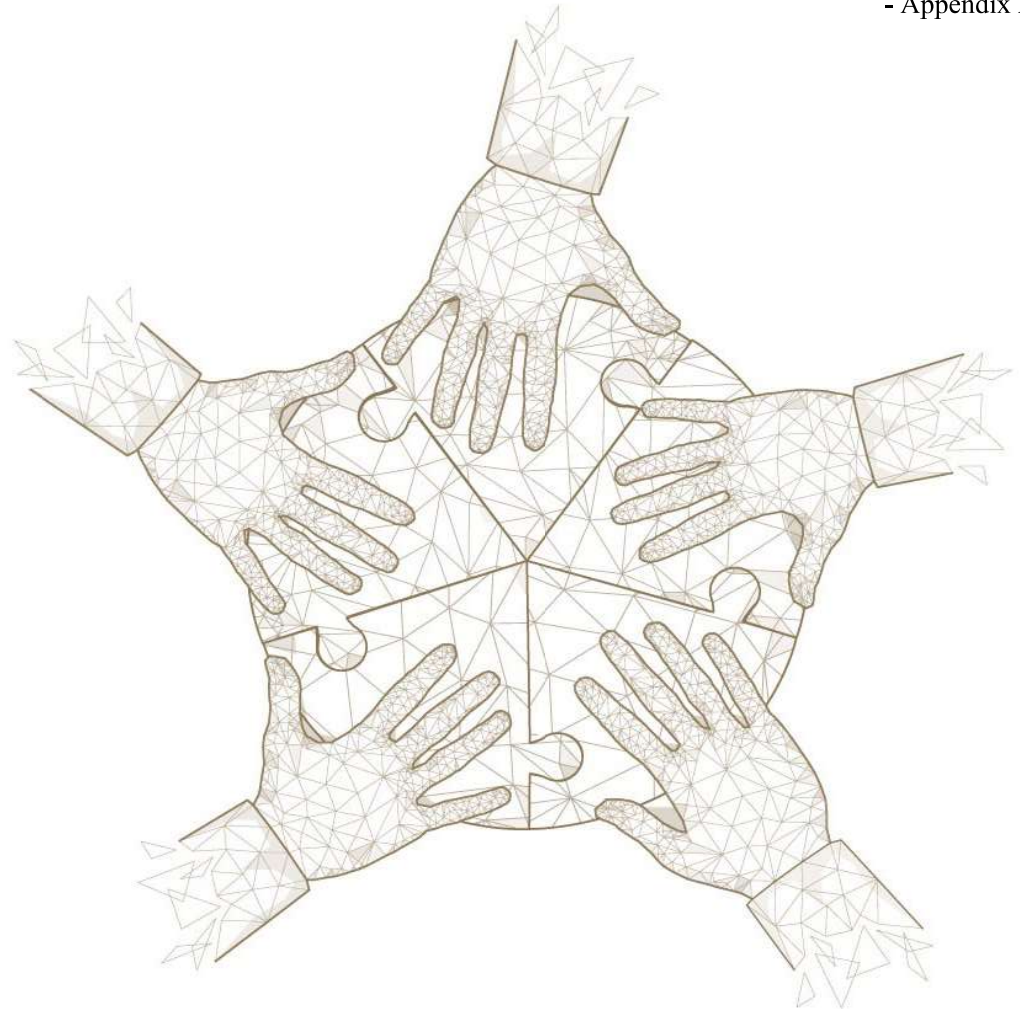
- Appendix A -

OSK Holdings Berhad 32nd Annual General Meeting

21 April 2022

PROPERTY | FINANCIAL SERVICES | CONSTRUCTION | INDUSTRIES | HOSPITALITY

Strictly private & confidential. For discussion purposes only.



**MOVING FORWARD,
PROGRESSING TOGETHER.**

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01
MSWG's
Questions on
Annual Report
2021

OSK



MSWG's Question No. 1

The Property Development Division recorded a revenue of RM688.7 million and a core PBT of RM175.7 million in FY2021, as compared to a revenue of RM664.5 million and a core PBT of RM239.8 million in FY2020. (Page 43 of IR)

Although the revenue has increased by RM24.2 million or 3.6%, the PBT however was lower by RM64.1million or 26.7% in FY 2021 as compared to FY 2020.

- (a) Please explain the reasons for the lower PBT in FY 2021?
- (b) What measures are taken to improve the PBT in FY 2022?

The revenue was contributed by property development activities in Malaysia whereas the PBT reported in the segment includes PBT from property development activities in Malaysia as well as share of profit from property development in Australia.

- (a) Despite the higher revenue, the Segment recorded a lower pre-tax profit due to the following:-
 - i) OSK Property undertakes both landed and high-rise projects. The two categories of developments have different profit margins. Therefore, the profit margins for each particular year depends on the proportion of earnings contributions coming from the two different types of developments.
 - ii) We recorded a lower share of profit from Melbourne Square ("MSQ"), our property development in Melbourne, Australia in FY2021. The share of profit reduced to RM39.8m in FY2021 as compared to RM53.6 million in FY2020. In Australia, development profits are only recognised at settlement. In the case of MSQ, we had a higher volume of settlements in FY2020 as compared to FY2021.

MSWG's Question No. 1 (Cont'd)

The Property Development Division recorded a revenue of RM688.7 million and a core PBT of RM175.7 million in FY2021, as compared to a revenue of RM664.5 million and a core PBT of RM239.8 million in FY2020. (Page 43 of IR)

Although the revenue has increased by RM24.2 million or 3.6%, the PBT however was lower by RM64.1million or 26.7% in FY 2021 as compared to FY 2020.

- (a) Please explain the reasons for the lower PBT in FY 2021?
- (b) What measures are taken to improve the PBT in FY 2022?

b) PBT recorded in a particular year is dependent on the number of projects on-going, completed and the composition of high-rise and landed development which gave rise to differing profit contribution for a particular year. There were many challenges and disruptions posed by the Covid-19 in the past 2 years which will be reflected in FY2022.

The challenges facing our property development business this year would be the rising interest rate environment, higher raw material prices, disrupted delivery of construction materials and shortage of labour. All these factors may increase our cost of construction.

Looking ahead, with the improving COVID situation and with borders reopening in April 2022, we have reasons to be more optimistic for the remainder of the year. If the situation permits in the months ahead, we will be able to move ahead with our planned new launches of up to RM 1.4 billion this year which should contribute to the sustainability of the division's profits.

MSWG's Question No. 2

The capital financing business in Australia is currently focusing on expanding its presence in the commercial real estate lending market. (Page 59 of IR)

- (a) What is the achievable growth and return targets over the next three years for the capital financing business in Australia?
- (b) How is the capital financing business in Australia able to compete with its competitors in view that it being a new player in the market?
- (c) Where are the new capital financing markets it is targeting to expand in Australia apart from the current commercial real estate lending market?
- (d) When is Capital Financing (Australia) expected to turn profitable?

- (a) OSK Capital (Australia) commenced its business in FY2021. As at 31 December 2021, the loan portfolio stood at AUD14.1 million (equivalent to RM42.8 mil) and target a loan portfolio of about AUD150 million within the next 3 years and expect a return on equity target of 10%.
- (b) The non-bank lending market in Australia is very large, and there are many players operating in this space. OSK Capital (Australia) leverages the strength of the Group's balance sheet to obtain competitive funding rates from our existing lenders to fund the growth of this business. We then use this funding to offer loans to customers. We believe that the lending rates we offer are competitive. In addition, we tap on marketing channels to assist us to reach out to potential customers. We offer our customers a high quality of service and have a quick turnaround time for loan processing.

MSWG's Question No. 2 (Cont'd)

The capital financing business in Australia is currently focusing on expanding its presence in the commercial real estate lending market. (Page 59 of IR)

- (a) What is the achievable growth and return targets over the next three years for the capital financing business in Australia?
- (b) How is the capital financing business in Australia able to compete with its competitors in view that it being a new player in the market?
- (c) Where are the new capital financing markets it is targeting to expand in Australia apart from the current commercial real estate lending market?
- (d) When is Capital Financing (Australia) expected to turn profitable?

- c) The commercial real estate ("CRE") lending market is a logical point of entry into the industry as there is an established and rapidly growing demand for private lending solutions in this sector in Australia. In the short- to medium-term, therefore, CRE lending will remain a priority sector for the business. Over the longer horizon, however, we may broaden its loan base by increasing its presence in project financing, working capital financing and selected mezzanine funding for mid-market enterprises. In terms of geographic penetration, the business will remain focused on private lending opportunities in urban centres in Victoria and New South Wales. We see distinct opportunities to expand this presence into Queensland and Western Australia in the medium term.
- d) The business should begin recording a profit from the second quarter of 2022 onwards, and is expected to be profitable for the full year in FY2022.

MSWG's Question No. 3

OSK Fintech Sdn. Bhd's, ("OSKFT") equity interests in Lyte Malaysia Sdn. Bhd. ("LMSB") has decreased from 100% to 51%. The principal activity of LMSB is to operate technology and financing platform to provide solutions to freelancers and Small and Medium-Sized Enterprises ("SMEs"). (Page 227 of IR)

- (a) How will LMSB compete with other technology and financing platforms in the market and please name the competitors of LMSB?
- (b) Is the Group expected to inject more capital into LMSB in the near future? If yes, what will be the amount.
- (c) When does the Group expect LMSB to turn profitable?

- a) LMSB is a joint venture between OSK Group (51%) and Lyte Ventures Pte Ltd of Singapore (49%). LMSB operates a technology platform that provides financing to freelancers. To the best of our knowledge, there are currently no known direct competitors in Malaysia offering such a service.
- b) The Group is not expected to inject additional capital into LMSB in the near future.
- c) LMSB commenced business in August 2021 by providing financing to real estate agents, amidst the Covid-19 pandemic. As the fintech platform is new to the market, we expect a longer gestation period to create awareness in the market before it turns profitable. We, however, do not foresee the loss to be material to the Group as it will mainly comprise of manpower costs.

MSWG's Question No. 4

The non-current other payable represent an amount due to a third party of RM28.1 million (2020: RM43.6 million) for the purchase of a piece of freehold development land. (Page 309 of IR)

- (a) Where is the location of the land?
- (b) What is the Gross Development Value of the land?
- (c) When will the Group be able to launch the new property project on the land?

The amount represents the balance deferred payment for the Puchong land which was acquired in FY2019.

- a) The land is located in Puchong.
- b) The estimated total GDV of the land is RM1.7 billion.
- c) Phase 1 of the development, namely Mira @ Shorea Park was launched in August 2021. The 2 towers comprising 908 units of freehold serviced apartments have a combined GDV of RM363.5 million.

OSK HOLDINGS BERHAD

[Registration No. 199001015406 (207075-U)]
(Incorporated in Malaysia)

RESOLUTIONS PROPOSED AND DULY PASSED AT THE **32ND ANNUAL GENERAL MEETING** OF THE COMPANY HELD VIRTUALLY VIA REMOTE PARTICIPATION AND VOTING AT THE BROADCAST VENUE AT BOARD ROOM, 22ND FLOOR, PLAZA OSK, JALAN AMPANG, 50450 KUALA LUMPUR, WILAYAH PERSEKUTUAN ON THURSDAY, 21 APRIL 2022 AT 10:00 A.M.

Resolutions	Voted in Favour		Voted Against		Results
	No. of Shares	%	No. of Shares	%	
<u>Ordinary Resolution 1</u> To sanction the declaration of a single-tier final dividend of 4.0 sen per share in respect of the financial year ended 31 December 2021.	1,322,268,191	99.9832	221,739	0.0168	Carried
<u>Ordinary Resolution 2</u> To approve the payment of Directors' fees to the Non-Executive Directors of the Company for the period from 22 April 2022 until the next Annual General Meeting of the Company.	1,309,159,064	99.9483	676,894	0.0517	Carried
<u>Ordinary Resolution 3</u> To approve the payment of Directors' benefits up to an amount of RM146,000 to the Non-Executive Directors of the Company for the period from 22 April 2022 until the next Annual General Meeting of the Company.	1,309,139,006	99.9502	651,952	0.0498	Carried
<u>Ordinary Resolution 4</u> To re-elect Mr. Ong Ju Yan who retires by rotation in accordance with Clause 99 of the Company's Constitution and being eligible, offers himself for re-election.	1,322,135,718	99.9715	376,946	0.0285	Carried

OSK HOLDINGS BERHAD

[Registration No. 199001015406 (207075-U)]
(Incorporated in Malaysia)

RESOLUTIONS PROPOSED AND DULY PASSED AT THE **32ND ANNUAL GENERAL MEETING** OF THE COMPANY HELD VIRTUALLY VIA REMOTE PARTICIPATION AND VOTING AT THE BROADCAST VENUE AT BOARD ROOM, 22ND FLOOR, PLAZA OSK, JALAN AMPANG, 50450 KUALA LUMPUR, WILAYAH PERSEKUTUAN ON THURSDAY, 21 APRIL 2022 AT 10:00 A.M. – CONT'D

Resolutions	Voted in Favour		Voted Against		Results
	No. of Shares	%	No. of Shares	%	
<u>Ordinary Resolution 5</u> To re-elect Dato' Thanarajasingam Subramaniam who retires by rotation in accordance with Clause 99 of the Company's Constitution and being eligible, offers himself for re-election.	1,321,859,252	99.9506	653,412	0.0494	Carried
<u>Ordinary Resolution 6</u> To re-elect Datin Azalina binti Adham who retires in accordance with Clause 105 of the Company's Constitution and being eligible, offers herself for re-election.	1,322,189,702	99.9756	322,962	0.0244	Carried
<u>Ordinary Resolution 7</u> To re-elect Ms. Wong Wen Miin who retires in accordance with Clause 105 of the Company's Constitution and being eligible, offers herself for re-election.	1,322,212,968	99.9773	299,696	0.0227	Carried
<u>Ordinary Resolution 8</u> To re-appoint Messrs. BDO PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.	1,322,122,774	99.9707	386,890	0.0293	Carried

OSK HOLDINGS BERHAD

[Registration No. 199001015406 (207075-U)]
(Incorporated in Malaysia)

RESOLUTIONS PROPOSED AND DULY PASSED AT THE **32ND ANNUAL GENERAL MEETING** OF THE COMPANY HELD VIRTUALLY VIA REMOTE PARTICIPATION AND VOTING AT THE BROADCAST VENUE AT BOARD ROOM, 22ND FLOOR, PLAZA OSK, JALAN AMPANG, 50450 KUALA LUMPUR, WILAYAH PERSEKUTUAN ON THURSDAY, 21 APRIL 2022 AT 10:00 A.M. – CONT'D

Resolutions	Voted in Favour		Voted Against		Results
	No. of Shares	%	No. of Shares	%	
<u>Ordinary Resolution 9</u> Authority to Issue Shares pursuant to the Companies Act 2016.	1,317,568,894	99.6262	4,943,770	0.3738	Carried
<u>Ordinary Resolution 10</u> Proposed Renewal of Authority for the Company to Purchase its Own Shares.	1,321,285,376	99.9095	1,197,113	0.0905	Carried