

**Assessment Framework for the
Board of Directors, Board
Committees, Individual
Directors, Executive Chairman,
and Group Managing Director**

OSKH-CS-OTH-003-4

16 October 2026

OSK

OSK Holdings Berhad [Registration No. 199001015406 (207075-U)]	16 October 2026
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Revision History Log

Ver. No	Section	Section Name	Page	Details of Amendments	Effective Date	e-Circular No.
1	All	All	All	Document published	February-2013	NIL
2	All	All	All	Renamed to Assessment Mechanism and Measurement System for Executive Chairman, Chief Executive Officer or Group Managing Director, Board of Directors and Individual Board Members	28 February 2018	OSKH/CS/CI R/003
	A.1.3	Evaluation of Board	4	Replaced "Beneficial Influence on Community" with "Good Corporate Governance" for board review areas		
	A.1.5	Evaluation of Executive Chairman	5	Added evaluation requirement for Executive Chairman		
	A.1.6	Evaluation of CEO or GMD	5	Added "GMD" role in Evaluation of CEO		
3	All	All	All	Refer to Summary of Change	19 November 2025	OSKH/CS/CI R/012
4	-	Glossary	4	Amended definition of "Board Committee" to reflect the merger of the Sustainability Committee and Risk Management Committee and the abolition of standalone Sustainability Committee	16 October 2026	OSKH/CS/CI R/014

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Glossary

Term	Description
“Board”	The Company’s Board of Directors
“Board Committees”	Audit Committee, Risk Management and Sustainability Committee, Nomination and Remuneration Committee of the Company, collectively.
“Company”	OSK Holdings Berhad
“Director”	A member of the Board
“Framework”	Refers to this Assessment Framework for the Board, Board Committees, Individual Directors, Executive Chairman and GMD
“GMD”	Group Managing Director of the Company
“Key Senior Management”	Executive Directors or above of the Group
“KPIs”	Key Performance Indicators
“Management”	Executive with management authority within their respective domains
“NRC”	Nomination and Remuneration Committee
“the Group”	OSK Holdings Berhad and its subsidiaries, collectively

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A. FRAMEWORK

A1. Overview

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| 1. Introduction | 1. To propose a set of assessment framework to evaluate effectively the performance of the Board, Board Committees, Individual Directors, Executive Chairman and GMD. |
| 2. Objective | 1. To implement through the NRC, a performance measurement system to assess the performance of the Board, Board Committees, Individual Directors, Executive Chairman and GMD to ensure their effectiveness in line with established KPIs. |
| 3. Evaluation of the Board | 1. Areas to be covered as part of the Board evaluation will include the following: <ul style="list-style-type: none"> 1.1 An analysis of the Board's structure and composition, including the composition of its Board Committees, the tenure and performance of individual Board members to meet the objectives and goals of the Group; 1.2 An assessment of the Board's roles and responsibilities, the frequency and quality of information flow and presentation, the frequency and effectiveness of Board meetings, the decision making processes of the Board, and the adequacy of its reporting to the shareholders and other stakeholders; and 1.3 An evaluation of the Board's performance in relation to strategic and operational objectives succession planning and the remuneration of Directors and Key Senior Management, including the Board's oversight of the Company's overall performance in the following areas: <ul style="list-style-type: none"> a) Strategies, business plan and policies. b) Established KPIs for Executive Chairman, GMD and Key Senior Management. c) Prudent operational managements. d) Risk management framework and policies. e) Procedures governing related party transactions, self-serving practices and conflict of interest. f) Adherence to good corporate governance principles. |
| 4. Evaluation of Board Committees | 1. The performance of each Board Committee shall be assessed based on the following criteria: <ul style="list-style-type: none"> 1.1 The composition of the committee and the appropriateness of skills, experience and independence of its members; 1.2 The effectiveness of the committee in carrying out its roles and responsibilities; |

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- 1.3 The adequacy of expertise and knowledge relevant to the committee's functions;
- 1.4 The adequacy of resources and authority available to enable the committee to perform its duties effectively;
- 1.5 The effectiveness of committee chairman in leading the committee; and
- 1.6 The committee's ability to communicate and provide effective support to the Board.

5. Evaluation of Individual Directors

1. The performance of each individual director shall be assessed based on the following criteria:
 - 1.1. Awareness of the Group's operating environment and forward-looking considerations;
 - 1.2. Diligent in undertaking his/ her duties and in avoiding potential or perceived conflict of interest situations, including those that may arise from changes in personal engagements or family relationships;
 - 1.3. Able to exercise independent judgment in decision making and provide sound and objective advice to the Board;
 - 1.4. Able to question and challenge Management when appropriate;
 - 1.5. Devotes adequate time and attention to effectively discharge his/ her duties and responsibilities;
 - 1.6. Participates and contributes effectively to the functions of the Board; and
 - 1.7. Understanding of his/ her responsibilities as a Director and acts in the best interests of the Group, its shareholders and other stakeholders at all times.

6. Evaluation of Executive Chairman

1. In addition to the criteria set out for individual Directors, the performance of the Executive Chairman shall be based on the KPIs established by the Board, which include the following:
 - 1.1. Ability to provide effective leadership to the Board;
 - 1.2. Commitment to upholding good corporate governance practices across the Group;
 - 1.3. Effectiveness in leading Board meetings and discussions;
 - 1.4. Encourages open, constructive debate and promotes a healthy level of independence among Board members;
 - 1.5. Ensures that the will of the majority prevails at all times while encouraging participation from all Directors;
 - 1.6. Motivates and supports all Directors to contribute actively to the Board and Board Committee's activities; and
 - 1.7. Ensures effective communication with shareholders and relevant stakeholders.

7. Evaluation of GMD

1. In addition to the criteria set out for individual Directors, the performance of the GMD shall be assessed based on the KPIs established by the Board, which include the following:
 - 1.1. Effectiveness in implementing the Group's strategic direction, business plans and corporate policies;
 - 1.2. Timely and effective execution of the Board decisions;

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- 1.3. Successful implementation of both short term and long term business plans;
- 1.4. Ability to provide strong leadership and effectively communicate the Group's vision, management philosophy and business strategies to employees;
- 1.5. Ensuring the Board is kept fully informed of all significant matters affecting the Group and that information is efficiently and accurately distributed to the Board members;
- 1.6. Effectiveness in managing the Group's day-to-day operation; and
- 1.7. Delivery of the Group's overall financial and operational performance.

8. Annual Assessment

1. The effectiveness of the Board, the performance of the Board Committees, the contribution of each Director, as well as the performance of the Executive Chairman and the GMD, shall be assessed on an annual basis.

End

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A. FRAMEWORK

A2. Review of the Framework

1. General

1. The NRC will assess, review and update this Framework at least once every three (3) years, or as and when there are changes to the regulatory requirements, direction or strategies of the Group that may affect this Framework.
2. The NRC will recommend changes for approval of the Board.
3. In the event the regulatory requirements are amended, modified or varied, such amendments, modifications or variations shall take precedence over this Framework.

End