

Roles of Chairman and Group Managing Director

OSKH-CS-OTH-001-4

16 October 2026

OSK

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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	Refer to Summary of Change	28 February 2018	OSKH/CS/CIR/003
3	All	All	All	Refer to Summary of Change	19 November 2025	OSKH/CS/CIR/012
4	-	Glossary	3	Amended the definition of “Board Committees” to reflect the merger of the Risk Management Committee and Sustainability Committee and the abolition of standalone Sustainability Committee	16 October 2026	OSKH/CS/CIR/014

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
“Constitution”	Refers to the Constitution of the Company
“Director”	A member of the Board
“Executive Director”	A Director with executive powers and who participates in the management of the Company
“GMD”	Group Managing Director of the Company
“Group”	OSK Holdings Berhad and its subsidiaries, collectively
“MCCG”	Malaysian Code on Corporate Governance
“Non-Executive Director”	A Director without executive powers and who does not participate in the management of the Company
“NRC”	Nomination and Remuneration Committee
“Senior Management”	Executive Directors and executive with management authority who report directly to the Executive Directors

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A. GUIDELINES

A1. Overview

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|--------------------------------|--|
| 1. Introduction | 1. The document spells out the roles of the Chairman and GMD in line with the MCGG. |
| 2. The Chairman and GMD | 1. The positions of Chairman and GMD are held by different individuals to promote accountability and facilitate the division of responsibilities between them.

2. The Chairman of the Board should not be a member of the Audit Committee and Nomination and Remuneration Committee to ensure there is check and balance, as well as objective review by the Board. |

End

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B. ROLES AND RESPONSIBILITIES

B1. Roles of Chairman

1. General

1. The Chairman is responsible for the leadership of the Board in ensuring the effectiveness of all aspects of its role. The Chairman is responsible for:
 - 1.1. leading the Board in setting the values and standards of the Company;
 - 1.2. leading the Board in establishing, implementing and monitoring good corporate governance practices in the Company;
 - 1.3. acting as a facilitator for meetings to ensure that the outcome of discussions results in logical and coherent policies to guide the GMD and Senior Management and that the performance of the Company can be monitored;
 - 1.4. acting as a facilitator at meetings of the Board and ensuring that appropriate discussion takes place and that diverse views and opinions are encouraged;
 - 1.5. ensuring that Board Committee meetings are not combined with the main Board meeting to enable objective and independent discussion at each Board and Board Committee meeting;
 - 1.6. arranging regular evaluations of the performance of the Board, Board Committees and individual Directors;
 - 1.7. facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations are maintained between Executive and Non-Executive Directors;
 - 1.8. creating the conditions required for the effectiveness of the overall Board and individual Directors, both inside and outside the Boardroom - including the level of accountability and independent decision making;
 - 1.9. building a cohesive leadership team consisting of the Board and Senior Management;
 - 1.10. managing the interface between the Board and Senior Management;
 - 1.11. ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board; and
 - 1.12. performing other responsibilities assigned by the Board from time to time.
2. The Chairman is responsible for managing the business of the Board to ensure that:
 - 2.1. the Board agenda is properly set and that Board members receive complete and accurate information in a timely manner;
 - 2.2. Board meetings are effectively led and discussions are guided towards consensus where possible;
 - 2.3. all Directors are properly briefed on matters arising at Board meetings;
 - 2.4. sufficient time is allowed for the discussion of complex or contentious issues and, where necessary, informal meetings

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- are arranged beforehand to enable thorough preparation for the Board discussion;
- 2.5. the issues discussed are forward looking and concentrate on strategies and policies; and
 - 2.6. active participation is encouraged, with dissenting views freely expressed and duly considered.
3. The Chairman ensures that unless consensus is obtained, every Board resolution is put to a vote to allow the will of the majority to prevail.
 4. The Chairman ensures that Executive Directors look beyond their executive functions and accept their full share of responsibility as Directors, especially in matters of governance.
 5. The Chairman also presides over shareholders' meetings and ensures that such meetings facilitate meaningful engagement between the Board, Senior Management and shareholders, and that shareholders are given sufficient opportunity to participate and raise questions during the meetings.

End

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B. ROLES AND RESPONSIBILITIES

B2. Roles of GMD

1. General

1. The GMD serves as the conduit between the Board and the Senior Management, ensuring the success of the Group's governance and management functions.
2. The GMD holds executive responsibility for the day-to-day operations and management of the Group's business.
3. The GMD implements the policies, strategies and decisions adopted by the Board.
4. All Board authorities conferred on Senior Management, except for the internal audit function, are delegated through the GMD. These authorities are deemed to form part of the GMD's accountability to the Board. Consequently, the GMD is answerable to the Board for achieving the agreed Group goals within the limits of authority granted by the Board.
5. The GMD shall report to the Board at each Board meeting and advise the Board in a timely manner on:
 - 5.1. all matters that materially affect the Group and its performance, including any potentially strategic or politically significant developments;
 - 5.2. any underperforming business or activities of the Group, together with proposals to address the situation; and
 - 5.3. all material matters that affect or could affect shareholders and the markets in which the Group operates.
6. In carrying out his duties, the GMD shall operate within the specified terms of reference.
7. The GMD shall not:
 - 7.1. substitute his individual risk appetite for that of the shareholders as a whole when managing the risks of the Group;
 - 7.2. allow the assets of the Group to be inadequately maintained, unnecessarily exposed to risk or left unprotected;
 - 7.3. cause or permit employees or other parties performing work for the Group to be subjected to undignified, inequitable, unfair or unsafe treatment or conditions;
 - 7.4. allow anything to be done that is unfair, dishonest, involves coercion or physical violence, or is illegal; and
 - 7.5. permit payments to be made or rewards to be given unless they are in return for contributions towards achieving the agreed Board goals and are appropriate to the extent to which the contribution has furthered the agreed goals.

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8. The Board may, from time to time, entrust to and confer upon the GMD, such powers exercisable under the relevant provisions of the Constitution as it deems fit. Such powers may be conferred for such time, purpose, terms and conditions, and with such restrictions as the Board considers expedient, and may be revoked, withdrawn, altered, or varied as the Board thinks fit.
9. The GMD will ensure adequate operational plans and financial control systems in place and shall closely monitor operations and financial results in accordance with approved plans and budgets for the Group.
10. The GMD represents the Group in dealings with major customers, employees, suppliers and professional associations.

End

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B. ROLES AND RESPONSIBILITIES

B3. Review of Roles of Chairman and GMD

1. General

1. The NRC will assess, review and update the Roles of Chairman and GMD 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 their roles.
2. The NRC will recommend changes for the 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 document.

End