

# **Fit and Proper Standards for Directors and Key Senior Management Staff**

**OSKH-CS-OTH-002-2**

**28 February 2018**

**OSK Holdings Berhad** (207075-U)

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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	Feb-2013	NIL
2	A.2	Minimum Requirement for the Board / Key Senior Management	5	<ul style="list-style-type: none"> <li>Remove age limit criteria requirement</li> <li>Added offence committed criteria for personal background requirement</li> </ul>	28 Feb 18	OSKH/CS/CIR/003

**Glossary**

Term	Description
"Board"	The Company's Board of Directors
"CEO" or "GMD"	Chief Executive Officer or Group Managing Director, who is the principal executive officer of the Company, by whatever name called and whether or not he is a director.
"Company"	OSK Holdings Berhad
"Director(s)"	A member of the Board
"Executive Director(s)"	Director(s) with executive powers and who participate in the management of the Company

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## **A. GUIDELINES**

### **A1. Overview**

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|------------------------|---|
| <b>1. Introduction</b> | <ul style="list-style-type: none"><li>• To develop a formal policy defining “fit and proper” standards for Directors and Key Senior Management staff of the OSK Holdings Berhad Group on continuing basis.</li></ul>  |
| <b>2. Objective</b>    | <ul style="list-style-type: none"><li>• To ensure that the Directors and Key Senior Management staff of the Group are of high calibre, sound judgment, high integrity and credibility as they are entrusted by the shareholders and other stakeholders to manage and perform effectively.</li></ul> |

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End

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## **A. GUIDELINES**

### **A2. Minimum Requirement for the Board / Key Senior Management**

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|-------------------------------|--|
| <b>1. Work Experience</b>     | <ul style="list-style-type: none"> <li>• 5 years or more in any industry preferably in capital market, finance or banking industry.</li> <li>• Have been in senior management position.</li> <li>• Good track record of managing a successful and profitable organisation.</li> </ul>  |
| <b>2. Qualifications</b>      | <ul style="list-style-type: none"> <li>• Bachelor / Master Degree, Professional qualification or equivalent or at least 15 years of relevant working experience.</li> </ul>  |
| <b>3. Personal Background</b> | <ul style="list-style-type: none"> <li>• A person of good character and high integrity and credibility.</li> <li>• Not a bankrupt and has never been engaged in deceitful / oppressive / improper business practices.</li> <li>• Has not been engaged/associated or had conducted himself in a manner which may cause doubt on his fitness, competence and soundness of judgment.</li> <li>• Has not contravened any provision made by or under any written law relating to Securities Commission / Bursa Malaysia designed for protecting members of the public against financial loss due to dishonesty, incompetence or malpractice.</li> <li>• Have not been convicted, whether within or outside Malaysia, of an offence: <ul style="list-style-type: none"> <li>○ in connection with the promotion, formation or management of a corporation;</li> <li>○ involving fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or</li> <li>○ under the securities laws or the corporations laws of Malaysia,</li> </ul> <p>within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.</p> </li> </ul> |

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- 4. Competencies**
- Key competencies from the Board / Key Senior Management as list but not limited to follow:
    - Business acumen
    - Product knowledge
    - Visionary
    - Strategic agility
    - Proven leadership ability
    - Financial knowledge
    - Market and global awareness
    - Compliance and legal awareness
    - IT awareness
    - Human Resource Management skills

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End