

Code of Ethics for Company Secretary

OSKH-CS-POL-005-2

28 February 2018

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 | Feb 2013 | NIL |
| 2 | All | All | All | Refer to Summary of Change | 28 Feb 18 | OSKH/CS/CIR/003 |

Glossary

| Term | Description |
|--------------------|---|
| “Company” or “OSK” | OSK Holdings Berhad |
| “Code of Ethics” | Refers to this Code of Ethics for Company Secretary |

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A. GUIDELINES**A1. Overview****1. Principle**

- This Code of Ethics for Company Secretary (“Code of Ethics”) is based on the principles of integrity and responsibility including corporate social responsibility.

2. Objective

- This Code of Ethics is formulated to enhance the standard of corporate governance and to instil good corporate behaviour in order to achieve the following aims:
 - To instil the practice of professionalism amongst Company Secretaries based on the tenets of moral responsibility, competency and effectiveness in administration; and
 - To uphold the spirit of responsibility and social accountability in line with the legislation, regulations and guidelines for administrating a company, especially with regard to corporate governance.

End

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A. GUIDELINES

A2. Code of Ethics

1. General

- In the performance of his duties, a company secretary should always observe the following codes:
 - Strive for professional competency with continuous professional development and at all times exhibit a high degree of skill and proficiency in the performance of the duties of his office;
 - At all times, exercise the utmost good faith and act both responsibly and honestly with reasonable care and due diligence in the discharge of the duties of his office;
 - At all times, strive to assist the Company towards its prescribed objectives based on the tenets of moral responsibility, efficiency, and effectiveness in administration;
 - Have a clear understanding of the aims and purpose of the Company as well as the powers and restrictions as provided in the Constitution of the Company;
 - Be knowledgeable of regulations and procedures for meetings, particularly quorum requirements, voting procedures and proxy provisions and be responsible for the proper administration of meetings;
 - Neither divert, for his own advantage, any business opportunity that the Company is pursuing, nor use or disclose to any party any confidential information obtained by reason of his office, for his own advantage or that of others;
 - Adopt an objective and positive attitude and provide full co-operation for common benefit when dealing with government authorities or regulatory bodies;
 - Disclose to the Board of Directors or the authorised persons as provided by the Whistleblowing Policy, any information within his knowledge when he honestly believes that a fraud is being, or is likely to be, practised by the Company or by any of its directors or employees;

- Assist and advise the directors to ensure that the Company, at all times, maintains an effective system of internal control for the keeping of the necessary registers and accounting records;
- At all times, be impartial in his dealings with shareholders, directors and, without fear or favour, use his best endeavours to ensure that the directors and the company comply with the relevant legislation, contractual obligations and other relevant requirements;
- Advise the Board of Directors so that no policy which is in conflict with the interest of the Company's stakeholders is adopted by the Company;
- Be aware of all reporting and other requirements imposed by the statute under which the Company is incorporated;
- Be present or represented at the Company's meetings and not allow himself or his representative to be excluded or withdrawn from those meetings in a way that would prejudice his professional responsibilities as secretary of the Company.

End