

Terms of Reference for Audit Committee

OSKH-CS-TOR-003-5

22 November 2023

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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	May 2016	NIL
2	A.1.1	Audit Committee – Introduction	4	Updated introduction to AC	28 Feb 2018	OSKH/CS/CIR/003
	A.1.2	Audit Committee – Composition	4	Added requirement for composition based on MCCG		
	A.1.3	Audit Committee – The Chairman	5	Added criteria for chairman selection based on MCCG		
	A.2.8	Duties and Functions – Other reviews	7	Updated AC's function in handling other reviews		
	A.4.1	Meetings & Minutes – General	9	Updated meeting quorum criteria		
3	All	All	All	Refer to the Summary of Changes	18 Nov 2020	OSKH/CS/CIR/004
4	All	All	All	Refer to the Summary of Changes	25 Nov 2022	OSKH/CS/CIR/007
5	A2.5	Duties and Functions – Related Party Transactions and Conflict of Interest	8	Refer to Summary of Changes	22 Nov 2023	OSKH/CS/CIR/008

Glossary

Term	Description
"AC" or "Committee"	Audit Committee
"Board"	The Company's Board of Directors
"Company"	OSK Holdings Berhad
"Group"	OSK Holdings Berhad and its subsidiaries, collectively
"IA"	Internal Audit
"Listing Requirements"	Main Market Listing Requirements of Bursa Malaysia Securities Berhad, including any Practice Notes issued in relation thereto.
"MCCG"	Malaysian Code on Corporate Governance

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A. TERMS OF REFERENCE

A1. Audit Committee

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- 1. Introduction**
- The Audit Committee (“AC” or “Committee”) is established by the Board of Directors (“Board”) to assist it in fulfilling its oversight responsibilities relating to corporate accounting, financial reporting practices, system of internal controls, the audit process, the administration of Whistleblowing Policy and the process of monitoring compliance with laws and regulations.
 - The Committee shall be assisted by the Management who is responsible for establishing and maintaining those controls, procedures and processes and the independent internal and external auditors.
- 2. Composition**
- The Committee shall be appointed by the Board from amongst the Directors of the Company and comprise only non-executive directors with at least three (3) members, of which the majority shall be independent directors. At least one (1) member of the Committee:
 - must be a member of the Malaysian Institute of Accountants (“MIA”); or
 - if he is not a member of the MIA, he must have at least three (3) years of working experience in related field and
 - he must have passed the examination specified in Part I of the 1st Schedule to the Accountants Act, 1967; or
 - he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule to the Accountants Act, 1967; or
 - fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad (“Bursa Malaysia”).
 - In accordance with Malaysian Code on Corporate Governance (“MCCG”) and to the extent practicable, the Committee should comprise solely of Independent Directors and the Chairman of the Board shall not be a member of AC.
 - No alternate director is to be appointed as a member of the Committee.
 - In the event of any vacancy in the Committee including that of an independent chairman resulting in the non-compliance of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), the vacancy must be filled within three (3) months.
 - The terms of reference and performance of the Committee and each of its members shall be reviewed by the Nomination and Remuneration Committee annually to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

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- Any appointment of a former partner of the external audit firm of the Company as a member of the Committee shall observe a cooling-off period of at least three (3) years before being appointed as a member of the Committee.
- The members of AC shall be financially literate and have sufficient understanding of the Company's business in order to continuously apply a critical and probing view on the Company's financial reporting process, transactions and other financial information, and effectively challenge management's assertions on the Company's financials.
- The members of the Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

3. The Chairman

- The Committee shall be chaired by an independent director.

4. Duties and Responsibilities of the Chairman

- The Chairman shall be responsible for ensuring the overall effectiveness and independence of the Committee which includes:
 - active on-going dialogue with management and both internal and external auditors;
 - calling and conducting meetings;
 - reporting to the Board;
 - open discussion during meetings; and
 - attending general meetings to answer any questions raised by the shareholders on the Committee's activities.
- The Chairman together with other members of AC should ensure that:
 - the Committee is fully informed about significant matters related to the Company's audit and its financial statements and addresses these matters;
 - the Committee appropriately communicates its insights, views and concerns about relevant transactions and events to internal and external auditors;
 - the Committee's concerns on matters that may have an effect on the financial or audit of the Company are communicated to the external auditor; and
 - there is co-ordination between internal and external auditors.

5. Reporting

- The Committee shall report to the Board.
- Where the Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the Committee must promptly report such matter to Bursa Malaysia.

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A. TERMS OF REFERENCE

A2. Duties and Functions

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| 1. Fair and Transparent Reporting | <ul style="list-style-type: none"> • Ensure fair and transparent reporting and prompt publication of the financial statements prepared in accordance with relevant financial reporting standards. |
| 2. Effectiveness of Internal Audit (“IA”) | <ul style="list-style-type: none"> • Oversee the IA function and ensure compliance with relevant regulatory requirements especially with regards to its independence. • Review the adequacy of the scope, functions, competencies and resources of the IA function, and that it has the necessary authority to carry out its work. • Review the IA plan, processes, the results of the IA assessment, or investigation undertaken, and whether or not appropriate action is taken on the recommendations. • Review the budget for the IA function which reports directly to the AC. • Evaluate performance and decide on the appointment/dismissal of the Head / Chief of IA function, who is responsible for the regular review and/or appraisal of the effectiveness of the risk management, internal controls and governance processes within the Group. |
| 3. Internal Controls | <ul style="list-style-type: none"> • Review the effectiveness and efficiency of the system of internal controls. |
| 4. External Auditors | <ul style="list-style-type: none"> • Evaluate and recommend the nomination of external auditors to the Board. • Evaluate and recommend (supported by grounds) the re-appointment or non-suitability of the external auditors. • Ensure independence of the external auditors, by way of a written assurance confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements. • Review the performance of the external auditors, including their suitability, objectivity and independence of the external auditor on an annual basis in accordance with the Policy and Guidelines on the Performance Evaluation of External Auditors, which takes into consideration among others: <ul style="list-style-type: none"> ○ the competency, audit quality and resource capacity of the external auditor in relation to the audit; and ○ the independence of the external auditors throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements. |

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- Review with the external auditors, the audit scope and plan, including any changes to the scope of the audit plan.
- Review with the external auditors, their evaluation of the system of internal controls and their audit reports.
- Review the management letter and the management’s response to the external auditors.
- Review the assistance given by the employees of the Company to the external auditors.
- Review the quarterly results and year-end financial statements, prior to the approval by the Board, focusing particularly on:
 - the going concern assumption;
 - any changes in or implementation of major accounting policy and practices;
 - significant matters highlighted including reporting issues, significant judgements made by management, significant and unusual events or transactions, and how these matters are addressed;
 - compliance with accounting standards, regulatory and other legal requirements; and
 - major judgmental issues.
- Discuss problems and reservations arising from the interim and final audit and any matter the external auditors may wish to discuss, including all key audit matters highlighted in the auditor’s report.
- Review any letter of resignation from the external auditors.
- Ensure the appropriateness of audit fees to support a quality audit.
- Approve the non-audit services before being rendered by the external auditors and its affiliates while taking into account the nature and extent of the non-audit services and the appropriateness of the level of the fees.
- Ensure that there are proper checks and balances in place so that the provision of non-audit services does not interfere with the exercise of independent judgment of the external auditors.

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- 5. Related Party Transactions and Conflict of Interest**
- Review any related party transaction, including recurrent related party transactions, and conflict of interest situation that arose, persist or may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity, and the measures taken to resolve, eliminate, or mitigate such conflicts;
 - Ensure that the Group has adequate procedures and processes in place to monitor, track and identify recurrent related party transaction and conflict of interest/potential conflict of interest, and through IA, review these procedures and processes on a periodic basis.
- 6. Internal Investigation**
- Consider major findings of internal investigation and the management’s response in relation to the investigation.
- 7. Whistleblowing**
- Exercise its powers and carry out its responsibilities as may be required from time to time under the Whistleblowing Policy.
- 8. Audit Committee Report**
- Review the audit committee report that sets out the information as prescribed by the Listing Requirements, for inclusion in the annual report of the Company.
- 9. Other Reviews**
- Consider any other matters as may be directed by the Board from time to time.

End

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A. TERMS OF REFERENCE

A3. Authority

1. General

- The Committee shall within its terms of reference:
 - have the resources which are required to perform its duties and be provided with relevant information on a timely basis;
 - have full and unrestricted access to any information pertaining to the Company and Group;
 - have the authority to investigate any matter within its terms of reference;
 - have direct communication channels with the external auditors and person(s) carrying out the IA functions or activities;
 - be able to obtain independent professional or other advice; and
 - be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the Company, whenever deemed necessary.

End

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A4. Meetings & Minutes

1. General

- The Committee shall preferably meet on a quarterly basis, but in any event, no less than four (4) times a year, or whenever deemed necessary.
- Prior notice shall be given for the Committee meetings.
- The quorum consists of two (2) members present and the majority of members present must be independent directors.
- The Committee is also allowed to carry out the resolution by way of circulation.
- The Committee shall meet with the external auditors at least twice a year without the presence of the management.
- The Committee may meet together for dispatch of business, adjourn, and otherwise regulate their meetings as they think fit by means of any communication technology by which all persons participating in the meeting are able to hear and be heard by all other participants without the need for a member to be in the physical presence in the meeting. The member participating in any such meeting shall be counted in the quorum for such meeting. All resolutions agreed by the member in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the members duly convened and held.
- Resolutions, proposals and matters tabled for approvals at any meeting of the Committee shall be decided by a simple majority of the members present.
- Other directors, the Head of the respective divisions/ departments and relevant management personnel may be invited to attend the AC meeting.
- The Company Secretary shall act as Secretary to the Committee and shall be responsible for taking the minutes of meetings, keeping the minutes and to produce the minutes for inspection when necessary.

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A5. Review of the Terms of Reference

1. General

- The members of the Committee will assess, review and update the terms of reference at least once every three (3) years or as and when there are changes to the regulatory requirements, direction or strategies of the Company that may affect the Committee's roles.
- The AC will recommend changes for the approval of the Board.
- In the event the regulatory requirements are amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Terms of Reference shall be read and construed accordingly.

End