

Fit and Proper Standards for Directors and Key Senior Management

OSKH-CS-OTH-002-3

18 November 2020

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	A.2	Minimum Requirement for the Board / Key Senior Management	5	<ul style="list-style-type: none"> Removed age limit criteria requirement Added offence committed criteria for personal background requirement 	28 Feb 2018	OSKH/CS/CIR/003
3	-	Glossary	3	Updated term and description in Glossary	18 Nov 2020	OSKH/CS/CIR/004
	A.2.1	Minimum Requirement for the Directors / Key Senior Management – Work Experience	5	Generalised the types of industry in the work experience criteria		

Glossary

Term	Description
“Board”	The Company’s Board of Directors
“Company” or “OSK”	OSK Holdings Berhad
“Director”	A member of the Board, which include both executive and non-executive directors
“GMD”	Group Managing Director of the Company
“OSK Group” or “Group”	OSK Holdings Berhad and its subsidiaries, collectively

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A. GUIDELINES

A1. Overview

- 1. Introduction**
 - To develop a formal policy defining “fit and proper” standards for Directors and Key Senior Management of the Group on continuing basis.

- 2. Objective**
 - To ensure that the Directors and Key Senior Management 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.

End

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A. GUIDELINES

A2. Minimum Requirement for the Directors / Key Senior Management

- 1. Work Experience**
 - 5 years or more in any industry.
 - Have been in senior management position.
 - Good track record of managing a successful and profitable organisation.
- 2. Qualifications**
 - Bachelor / Master Degree, Professional qualification or equivalent or at least 15 years of relevant working experience.
- 3. Personal Background**
 - A person of good character and high integrity and credibility.
 - Not a bankrupt and has never been engaged in deceitful/ oppressive/ improper business practices.
 - Has not been engaged / associated or had conducted himself in a manner which may case doubt on his fitness, competence and soundness of judgment.
 - 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.
 - Have not been convicted, whether within or outside Malaysia, of an offence:
 - in connection with the promotion, formation or management of a corporation;
 - involving fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
 - under the securities laws or the corporations laws of Malaysia,

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.

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- 4. Competencies**
- Key competencies for the Directors/ Key Senior Management include, but not limited to the listed below:
 - 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

End