

# **Terms of Reference for Group Executive Committee**

**OSKH-CS-TOR-002-2**

**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	09-Oct-15	NIL
2	All	All	All	Change to adopt new documentation	28 Feb 2018	OSKH/CS/CIR/003

### Glossary

Term	Description
“Board”	The Company’s Board of Directors
“Company” or “OSK”	OSK Holdings Berhad
“EXCO” or “Committee”	Group Executive Committee
“OSK Group” or “Group”	OSK Holdings Berhad and its subsidiaries, collectively

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**A. TERMS OF REFERENCE****A1. Group Executive Committee**

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- 1. Introduction**
  - The Group Executive Committee (“EXCO”) shall be established by the Board of Directors (“Board”) as an operating committee which functions as a medium between the Board and management to ensure that business strategies, daily business and operational functions of the Company and its subsidiaries (collectively referred to as “Group”) are carried out efficiently and effectively and that the requirements of good corporate governance practices are observed at all times.
- 2. Composition**
  - The EXCO members shall be appointed by the Board from amongst the Directors and management personnel of the Group.
- 3. The Chairman**
  - The members of the EXCO shall elect the Chairman from amongst them. In the event the elected Chairman is not able to attend a meeting, the members in the meeting shall nominate a member amongst them as Chairman for the meeting.
- 4. Reporting**
  - The EXCO reports to the Board.

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End

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**A. TERMS OF REFERENCE**  
**A2. Duties and Functions**

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- 1. General**
- To exercise and execute the authority as granted by the Board.
  - To identify, formulate and prioritise strategic issues and chart strategic directions for action by the management and staff.
  - To review and approve the business plans, strategies and budgets of business and functional divisions.
  - To ensure that infrastructure, resources and systems are in place for the establishment of a conducive working environment.
  - To manage and monitor operations and business activities of the various divisions of the Group by, including but not limited to, reviewing management reports from operation and business divisions on key business performance, operating statistics and regular matters for sustaining growth and profitability.
  - To report to the Board on matters that require their attention and approval.
  - To monitor and evaluate business conditions and developments in the financial markets as well as the industries in which the Group is operating on an ongoing basis to ensure that the impact of changes are identified and managed accordingly.
  - To review and approve transactions or activities as delegated by the Board.

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End

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**A. TERMS OF REFERENCE**  
**A3. Approving Authority**

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| <p><b>1. Approving Authority Limit</b></p> | <ul style="list-style-type: none"> <li>• The EXCO is authorised by the Board to approve transactions or activities which are beyond the individual discretionary powers of senior management personnel or management / sub-committee(s).</li> </ul>  |
| <p><b>2. Authority</b></p>                 | <ul style="list-style-type: none"> <li>• The EXCO shall within its terms of reference: <ul style="list-style-type: none"> <li>○ have the resources required to perform its duties;</li> <li>○ have full and unrestricted access to any information pertaining to the Company;</li> <li>○ have direct communication channels with employees, senior management personnel and external parties;</li> <li>○ have the authority to investigate any activity of the Company and its subsidiaries;</li> <li>○ have the authority to form management / sub-committee(s) if deemed necessary and fit;</li> <li>○ have the authority to delegate any of its responsibilities to any person or committee(s) that is deemed fit;</li> <li>○ be able to obtain independent professional or other advice; and</li> <li>○ be able to convene meetings with external parties, whenever deemed necessary.</li> </ul> </li> </ul> |

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End

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**A. TERMS OF REFERENCE**  
**A4. Meetings & Minutes**

**1. General**

- The EXCO shall preferably meet once in every two (2) months or whenever deemed necessary.
- Prior notice shall be given for the EXCO meetings.
- The quorum of the meetings shall be at least two (2) members or 50% of the total members, whichever is higher.
- The EXCO is also allowed to carry out the resolution by way of circulation.
- The EXCO 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 EXCO shall be decided by a simple majority of the members present.
- The Head of the respective divisions/ departments and relevant management personnel may be invited to attend the EXCO meetings.
- The Chairman shall nominate any person as Secretary to the EXCO.
- The Secretary shall be responsible for taking the minutes of meetings, keeping the minutes and resolutions passed by way of circulation and to produce the minutes and resolutions for inspection when necessary.

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End

**A. TERMS OF REFERENCE****A5. Review of Terms of Reference****1. General**

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- The members of the Committee will assess, review and update the above terms of reference periodically or as and when there are changes to the regulatory requirements and changes to the direction or strategies of the Company that may affect the Committee's roles and recommend the changes for the approval of the Board.
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End