

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0053  
**COMPANY NAME** : OSK Ventures International Berhad  
**FINANCIAL YEAR** : December 31, 2025

## OUTLINE:

### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: OSK Ventures International Berhad (" <b>OSKVI</b> " or " <b>the Company</b> "), led by an experienced Board of Directors (" <b>Board</b> "), prioritises high personal integrity, business acumen and management skills. The Board is entrusted with charting the direction for the Company and its subsidiaries (" <b>the Group</b> "), aiming to enhance long-term shareholder value.  The Board's key responsibilities include: <ul style="list-style-type: none"> <li>○ Promotes an ethical, prudent and professional corporate governance culture in collaboration with Key Senior Management.</li> <li>○ Reviews and approves business objectives, strategies and plans while monitoring performance.</li> <li>○ Oversees sustainability governance to ensure long-term resilience and stakeholder confidence.</li> <li>○ Establishes and monitors key performance indicators ("<b>KPIs</b>") to track progress toward organisational goals.</li> <li>○ Evaluates OSKVI's operations to ensure proper management and sustainability.</li> <li>○ Ensures competent Key Senior Management and structured succession planning for leadership continuity.</li> <li>○ Implements a sound risk management framework and policies.</li> <li>○ Reviews the adequacy and integrity of internal control systems.</li> <li>○ Establishes procedures to manage conflict of interest ("<b>COI</b>") and prevent self-serving practices.</li> <li>○ Ensures effective Board committees with clear authority and terms of reference ("<b>TOR</b>").</li> <li>○ Approves transactions beyond Key Senior Management's discretion.</li> <li>○ Maintains effective procedures for transparent stakeholder engagement.</li> </ul>

- Ensures accurate and reliable financial and non-financial reporting.

### ***Governance Framework and Committee Structure***

The Board operates within defined *TOR* and *Board Charter*, which will be reviewed periodically, to align with the changes to the regulatory requirements, direction or strategies of the Group.

For effective functioning of the Board, the Board has established several Board Committees and Management Committees to assist in discharging the Board's responsibilities.

The Board Committees and Management Committees operate within their respective *TORs* which are clearly defined and duly approved by the Board.

### ***Key Activities in 2025***

In leading the Group to meet its objectives and reviewing management performance, the Board had carried out the following key activities in the financial year ended 31 December 2025 ("**FY2025**"):

#### **- Promotion of Good Corporate Governance Culture**

The Board prioritised the promotion of a strong corporate governance culture within the Group. Key initiatives undertaken by the Board included:

- Set a right tone from the top in promoting good corporate governance culture within the Group.
- Ensured competency and succession planning of the Board and Key Senior Management.
- Ensured effective communication with stakeholders.
- Reviewed and approved various corporate governance documents and policies of the Group.
- Reviewed performance and contributions of the Board, Board Committees, individual Directors, Chief Executive Officer ("**CEO**") and Head of Finance.
- Oversaw remuneration governance, including the remuneration and bonuses of the CEO and Head of Finance, as well as the Group wide bonus pool and annual increments.
- Oversaw sustainability governance, including sustainability integration, policy approval, performance monitoring and sustainability reporting.
- Reviewed and approved governance disclosures for Annual Report for the financial year ended 31 December 2024 ("**FY2024**").

These efforts underscore the Board's commitment to upholding the highest standards of corporate governance and enhancing long-term shareholder value.

- **Strategic Oversight and Performance Management**

The Board plays a pivotal role in shaping the Group's strategic direction and ensuring the effective execution of its business plans. In FY2025, the Board has carried out the following activities:

- Reviewed and monitored quarterly, the business conduct, operational and financial performance of the Group.
- Oversaw fundraising activities within the Group and exit strategies for the portfolio companies.
- Discussed, considered and approved strategic plans, including:
  - 2026 - 2028 Business & Strategy Plan
  - 2026 Budget & Corporate KPI
  - Annual Plans for Human Resources (HR) and Information Technology (IT)
  - 5-Year Sustainability Roadmap
  - 5-Year Risk Management Roadmap and 5-Year Risk Management Plan
- Provided strategic guidance to the Senior Management Team on optimising the investment strategy.
- Discussed, considered and approved the KPI for the CEO and Head of Finance.

Through proactive strategic oversight, the Board aims to position the Group for sustained growth and profitability in a dynamic business environment.

The Board maintains a rigorous monitoring and evaluation process to assess the effectiveness of management practices and ensure alignment with strategic objectives.

In order to monitor the Group's performance against its strategic objectives, the Board is supplied with quality financial and non-financial information, which include but are not limited to the following at regular intervals and/or as and when required:

- Strategy and budget for the year.
- Quarterly performance reports of the Group.
- Quarterly operations reports.
- Key or major initiatives, developments and achievements of the Group, as well as the challenges faced by the Group.
- Investments, acquisitions and disposals of major/material assets.
- Risk analysis related to its investments and businesses and any non-compliance issues.
- Major operational and financial matters.

	<ul style="list-style-type: none"> <li>○ Manpower and human resource matters.</li> </ul> <p>The Board provided constructive challenge and guidance to the Management in development and implementation of strategic initiatives.</p> <p>By actively monitoring and evaluating the Group’s performance, the Board identifies areas for improvement and make informed decisions to drive long-term value creation.</p> <p><b>- Risk Management, Compliance and Oversight</b></p> <p>The Board places a strong emphasis on risk management and internal control to safeguard the interests of stakeholders and protect the Group's assets. In FY2025, the Board:</p> <ul style="list-style-type: none"> <li>○ Reviewed quarterly risk reports and approved risk management initiatives and plans for 2025.</li> <li>○ Oversaw the risk management framework of the Group and ensured its soundness.</li> <li>○ Approved the revised Enterprise Risk Management (“ERM”) Framework.</li> <li>○ Maintained oversight of the whistleblowing mechanism and received quarterly compliance updates and/or status of whistleblowing cases, if any.</li> <li>○ Reviewed Anti-Bribery and Anti-Corruption (“ABAC”) initiatives and review of reported bribery and/or corruption cases, if any, on a quarterly basis.</li> </ul> <p>The Board oversees the risk management process of the Group through the Risk Management Committee (“RMC”). The RMC advises the Board on the key risk areas and the adequacy and integrity of the risk management process within the Group.</p> <p>The Board meets and deliberates on the top risks identified through the RMC meetings, which are held quarterly. Critical risks are escalated to the Board immediately for deliberation. Significant issues arising from changes in business environment are reviewed continuously with proposed mitigation measures to ensure minimal impact on the Group.</p> <p>Details of the activities of the RMC and the Company’s risk management framework are set out in the <i>Statement on Risk Management and Internal Control</i> of the Integrated Annual Report for FY2025 (“IAR”).</p> <p><b>- Adequacy and integrity of the Group’s internal control system</b></p> <p>The Board has delegated the function of overseeing the internal audit function and ensuring the adequacy and integrity of</p>
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	<p>the Group’s internal control system to the Audit Committee (“AC”).</p> <p>In FY2025, the Board, through the AC:</p> <ul style="list-style-type: none"> <li>○ Ensured the integrity of the Company’s financial and non-financial reporting.</li> <li>○ Oversaw the internal control system of the Group and ensured its adequacy and integrity.</li> <li>○ Reviewed declaration of conflict of interest (“COI”)/potential COI and its mitigation plan, as well as its compliance status.</li> <li>○ Oversaw internal audit activities, including ABAC compliance audit, Environmental, Social and Governance (“ESG”) data verification audit, operational audits and annual internal audit plan.</li> <li>○ Reviewed and approved the Annual Internal Audit Plan.</li> <li>○ Reviewed external audit matters, including 2025 Audit Plan, and recommendation for External Auditors’ re-appointment.</li> <li>○ Reviewed the performance of the Internal and External Auditors for 2025.</li> </ul> <p>Details pertaining to the Group’s internal control system are available in the <i>AC Report and Statement on Risk Management and Internal Control</i> of the IAR.</p> <p><b>- Proper Succession Planning</b></p> <p>The Board, through the Nomination and Remuneration Committee (“NRC”), is responsible for ensuring that there is orderly succession planning within the Group.</p> <p>The <i>TOR for NRC</i> outlines the NRC’s responsibilities on the selection and assessment of Directors and Key Senior Management. The NRC is responsible for reviewing candidates for Director positions based on their profiles, professional qualifications, experience and other core competencies, as well as the annual assessment of Directors and Key Senior Management.</p> <p>In respect of FY2025, the NRC had carried out an annual review of the required skillset, experience and requisite qualities of Directors, as well as conducted the annual assessment of the Board’s effectiveness as a whole, the performance of the Board Committees and the contribution of each individual Director, as well as the CEO and Head of Finance.</p> <p>The <i>Board Charter, TOR for Board and TOR for each Board Committee</i> are available on the Company’s corporate website at <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a>.</p>
<p><b>Explanation for departure</b> :</p>	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

## Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In FY2025, the Board was led by the Non-Independent Non-Executive Chairman, Tan Sri Ong Leong Huat @ Wong Joo Hwa (“<b>Tan Sri Ong</b>”). The Chairman of the Board is responsible for instilling good corporate governance practices, ensuring the Board’s effectiveness on all aspects of its roles and setting Board meeting agendas, which mainly focus on strategy, performance and value creation. Tan Sri Ong is not a member any Board Committees and does not participate in any Board Committee meetings.</p> <p>The key roles of the Chairman are to, amongst others:</p> <ul style="list-style-type: none"> <li>• provide leadership to the Board in ensuring the effectiveness of all aspects of its roles;</li> <li>• leading the Board in establishing, implementing and monitoring good corporate governance practices in OSKVI;</li> <li>• act as facilitator at Board meetings and ensure that appropriate discussion takes place;</li> <li>• ensure the issues discussed are forward looking and concentrate on strategies and policies; and</li> <li>• ensure the Board receives the complete and accurate information in a timely manner from the Management to enable effective and informed decision making.</li> </ul> <p>The roles and responsibilities of the Chairman of the Board are specified in the <i>Board Charter</i> and the <i>Roles of Chairman and Chief Executive Officer</i>, which are available on OSKVI’s website at <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a>.</p> <p>The profile of the Chairman is available on OSKVI’s website at <a href="https://www.oskvi.com/about_board.php">https://www.oskvi.com/about_board.php</a> and the IAR.</p>
<b>Explanation for departure</b>	:	

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<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.3

The positions of Chairman and CEO are held by different individuals.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In FY2025, the positions of Chairman and CEO are held by different individuals. Tan Sri Ong is the Chairman of the Board and the role of CEO has been held by Ms. Amelia Ong Yee Min since 20 May 2022.</p> <p>The Board recognises the importance of separating the positions of the Chairman and CEO to promote a clear and effective division of responsibilities and accountability between the provision of leadership to the Board and the executive responsibilities of running the Group's businesses.</p> <p>The Chairman is responsible for the leadership of the Board in ensuring the effectiveness of all aspects of its roles, while the CEO is the conduit between the Board and the Senior Management in ensuring the success of OSKVI's governance and management functions.</p> <p>There is a clear division of responsibilities between the Chairman and the CEO, which is spelt out in the <i>Board Charter</i> and further detailed in the <i>Roles of Chairman and CEO</i>. Both of these documents are available on OSKVI's website at <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a>.</p> <p>Following the annual Directors' Performance Assessment in respect of FY2025 conducted by the NRC, it was concluded that the Chairman and the CEO have both discharged their respective duties and responsibilities in accordance with their roles.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

**Practice 1.4**

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	The Chairman of the Board, Tan Sri Ong, is not a member of any Board Committees, namely AC, RMC and NRC.  To ensure there is check and balance, as well as objective review by the Board, Tan Sri Ong does not attend, nor participate in any Board Committees' meeting.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

## Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

## Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board is supported by two (2) suitably qualified, experienced, competent and knowledgeable Company Secretaries.</p> <p>Ms. Chua Siew Chuan and Ms. Yeow Sze Min are the appointed Company Secretaries of OSKVI. Both the Company Secretaries are suitably qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 and are members of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA). They are experienced, competent and knowledgeable in the Companies Act 2016, Listing Requirements of Bursa Malaysia Securities Berhad ("<b>Bursa Securities</b>") ("<b>Listing Requirements</b>"), Malaysian Code on Corporate Governance ("<b>MCCG</b>") and company secretarial matters.</p> <p>The <i>Code of Ethics for Company Secretaries</i> has been in place and the Board ensures that the appointed Company Secretaries have the relevant experiences and skills.</p> <p>The roles and responsibilities of Company Secretaries include, but are not limited to the following:</p> <ul style="list-style-type: none"><li>• manage all Board and Board Committee meeting logistics, attend and record minutes of all Board and Board Committee meetings and facilitate Board communications;</li><li>• advise the Board on its roles and responsibilities;</li><li>• facilitate the orientation of new Directors and Director training and development;</li><li>• advise the Board on corporate disclosures and compliance with company and securities regulations and Listing Requirements;</li><li>• manage processes pertaining to the shareholders' meeting;</li><li>• monitor corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations; and</li><li>• serve as a focal point for stakeholders' communication and engagement on corporate governance issues.</li></ul> <p>The Board has full and unrestricted access to the advice and services of the Company Secretaries for the Board's affairs and the Company's business. The Company Secretaries advise the Board on issues relating to the Company's Constitution, corporate governance</p>

	<p>best practices and compliance with laws, rules and regulatory requirements.</p> <p>During FY2025, all Board meetings were convened in an orderly manner, while accurate and proper records of the proceedings and resolutions passed have been minuted and maintained in the statutory records of the Company.</p> <p>The Company Secretaries remain up to date with regulatory changes, development in corporate governance, the evolving role of the Company Secretary and relevant business trends through continuous training. In FY2025, both Company Secretaries attended continuous professional development programmes.</p> <p>The Board would, through the NRC, review the performance of the Company Secretaries on an annual basis.</p> <p>The performance of the Company Secretaries in respect of FY2025 was satisfactory and the NRC concluded that the Company Secretaries have carried out their roles and responsibilities during the financial year under review.</p> <p>The roles and responsibilities of the Company Secretaries have been clearly specified in the <i>Code of Ethics for Company Secretaries</i>, as well as the <i>Board Charter</i>. Both of these documents are available on OSKVI's website at <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a>.</p>	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>		
<b>Timeframe</b>		

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>To facilitate the attendance and active participation of all Directors in Board and Board Committee meetings, as well as the Annual General Meeting (“AGM”), the Company establishes the annual meeting schedule ahead of each new financial year. This is also to ensure that the Management has ample time to prepare meeting materials.</p> <p>The agenda of the meeting will be set by the Chairman and notice of the scheduled meeting will be served to the Directors or members of the Board Committees, at least five (5) business days in advance before the meeting.</p> <p>The meeting materials are distributed to the Board and Board Committees at least five (5) business days in advance before the meetings, in order for the Board and Board Committees to have sufficient time to go through them and seek any clarification and consultation from Management, Company Secretaries or independent advisers before the meetings, if necessary. This would encourage in-depth deliberation of pertinent matters.</p> <p>Meeting agendas are scheduled according to the complexity of the agenda items and purpose (whether they are tabled for approval, discussion or notation by the Board and Board Committees). This could enhance the effectiveness of the meetings.</p> <p>Management personnel are invited to attend Board and Board Committee meetings to report on matters relating to their areas of responsibility and to brief and provide details to the Directors on recommendations or reports submitted.</p> <p>The Board members have complete and unhindered access to Management and the Company Secretaries at all times. They may consult other personnel and seek additional information, where necessary. Additionally, the Directors also have access to independent professional advice at the Company's expense whenever such services are needed to assist them in carrying out their duties.</p> <p>In FY2025, all Board and Board Committee meetings were conducted separately to enable objective and independent discussion during the meetings.</p>

	<p>The Board and Board Committees ensure that meeting minutes accurately capture decisions made, key deliberations, rationales and any significant concerns or dissenting views.</p> <p>In case where a COI arises, the minutes will reflect whether the Director involved abstained from deliberations and decision-making.</p> <p>The draft minutes are circulated promptly after the conclusion of the meetings.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

## Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

## Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has a <i>Board Charter</i> which sets out the Board's responsibilities. The <i>Board Charter</i> also serves as a primary reference and is part of the Board induction literature, providing insights to prospective and existing Board members.</p> <p>The <i>Board Charter</i> entails, inter alia, the following main items:</p> <ul style="list-style-type: none"><li>○ Board's Responsibilities</li><li>○ Board Membership</li><li>○ Board Structures and Procedures</li><li>○ Effective Communication</li><li>○ Company Secretary</li><li>○ Stakeholders</li></ul> <p>The <i>TOR for Board</i> further detailed the following matters:</p> <ul style="list-style-type: none"><li>○ Duties and functions</li><li>○ Board procedures</li><li>○ Approving authority</li><li>○ Meetings proceedings</li></ul> <p>The above governance documents are in place to ensure that all Board members are aware of their fiduciary duties and responsibilities, various legislations and regulations affecting their conduct, the need for safeguarding the interests of the shareholders and other stakeholders, and that the highest standards of corporate governance are applied in all their dealings in respect and on behalf of the Company.</p> <p>The <i>Board Charter</i> and the <i>TOR for Board</i> were first published in 2017, and both were last reviewed in November 2023. Both of these documents will be reviewed and updated at least once every three (3) years or as and when there are changes to the regulatory requirements, direction or strategies of the Group that may affect the Board's roles.</p>

### ***Delegation of Authority***

The Board is supported by the following dedicated Committees, each entrusted with defined roles and responsibilities outlined in their respective TOR:

#### **Board Committees**

- AC
- RMC
- NRC

#### **Management Committees**

- Executive Committee (“**EXCO**”)
- Corporate Disclosure Committee (“**CDC**”)

While the Board delegates certain responsibilities to its Board Committees, it retains collective oversight and accountability for their activities. The Chairpersons of the Board Committees report on key deliberations and recommendations to the Board for its consideration and decision. Confirmed minutes of each Committee meeting are also tabled at Board meetings for the Board’s notation.

### ***Matters Reserved for Board***

The matters reserved for collective decision of the Board are outlined in the *Board Charter*:

- appointment of new Directors;
- appointment of Chairman and members of the Board Committees and EXCO;
- changes to the Constitution of OSKVI;
- alterations of capital and new issuance of securities;
- modification to class rights;
- corporate restructurings;
- payment of interim dividend and recommendation of final dividend for shareholders’ approval;
- significant related party transactions and capital financing;
- decisions on material transactions/major investments and matters that have significant impact to the Group;
- major capital expenditure, acquisitions or disposal of a business or assets in excess of authority levels delegated to EXCO; and
- other transactions requiring Board and shareholders’ approval.

### ***Roles of Senior Independent Director***

The roles of the Senior Independent Director, currently held by Puan Mazidah binti Abdul Malik, are also outlined in the *Board Charter*. The Senior Independent Director shall act as:

- a sounding board for the Chairman;
- an intermediary for other Directors when necessary; and
- the point of contact for shareholders and other stakeholders.

	The <i>Board Charter</i> and <i>TOR for Board and respective Board Committees</i> are available on the Company's website <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a> .	
<b>Explanation for departure</b> :		
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<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

### Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p><b><i>Code of Conduct and Business Ethics</i></b></p> <p>The Group has adopted the <i>Code of Conduct and Business Ethics</i>. The code was published in August 2018 and last reviewed in August 2023. The code serves to promote good business conduct and to maintain a healthy corporate culture, which is in alignment with the Group's core values. The code is applicable to the Directors and employees of the Group.</p> <p>The code provides guidance on the standards of behaviour expected of all Directors and employees of the Group and comprises the following three (3) main areas:</p> <ul style="list-style-type: none"><li>○ Business Conduct and Ethics</li><li>○ Conflict of Interest</li><li>○ Personal Conduct</li></ul> <p>All Directors and employees must ensure that decisions and actions for or on behalf of the Group conform to the highest standard of ethical conduct and integrity.</p> <p><b><i>Fit and Proper Policy</i></b></p> <p>The Group has adopted a Fit and Proper Standards for Directors and Key Senior Management Staff. The same was published in 2013 and was subsequently updated as <i>Fit and Proper Policy</i> in May 2022. The policy sets out the fit and proper criteria for the appointment of Directors and Key Senior Management, as well as for the re-election of Directors within the Group.</p> <p>The policy also serves as a guide for the NRC and Board in reviewing and assessing candidates for appointment as Directors or Key Senior Management, as well as Directors seeking re-election. It ensures that Directors and Key Senior Management are individuals of high</p>

calibre and integrity as they are entrusted by the shareholders and other stakeholders to manage and perform effectively.

The fit and proper criteria include but are not limited to the following:

- Character and Integrity
  - ✓ Probity
  - ✓ Personal Integrity
  - ✓ Financial Integrity
  - ✓ Reputation
- Experience and Competence
  - ✓ Qualifications, Training and Skills
  - ✓ Relevant Experience and Expertise
  - ✓ Relevant Past Performance or Track Record for the position of Director
- Time and Commitment
  - ✓ Ability to Discharge Role Having Regard to Other Commitments
  - ✓ Participation and Contribution in the Board or Track Record

The *Code of Conduct and Business Ethics* and *Fit and Proper Policy* are available on OSKVI's website at [www.oskvi.com/about\\_governance](http://www.oskvi.com/about_governance).

#### ***Anti-Bribery and Anti-Corruption Handbook***

In line with the Guidelines on Adequate Procedures pursuant to Section 17A of the Malaysian Anti-Corruption Commission Act 2009, the Group has adopted the *Anti-Bribery and Anti-Corruption Handbook*. First published in January 2020 and last reviewed in May 2023, the Handbook defines and enforces the Group's zero tolerance position on all forms of bribery, corruption and improper conduct. It applies to Directors, employees and third party including agents, consultants, vendors when conducting business on behalf of the Group. This ensures the Group's continuous compliance with applicable anti-bribery and anti-corruption laws.

The *Anti-Bribery and Anti-Corruption Handbook* is available on OSKVI's website at [www.oskvi.com/pdf/ABAC-Handbook OSKVI.pdf](http://www.oskvi.com/pdf/ABAC-Handbook_OSKVI.pdf).

#### ***Anti-Money Laundering, Counter Financing of Terrorism, Counter Proliferation Financing and Targeted Financial Sanction Policy ("AML, CFT, CPF and TFS") Policy***

An *AML, CFT, CPF and TFS Policy* was adopted by the Company in August 2025 to provide clear definitions and outlines requirements relating to AML, CFT, CPF and TFS. The policy defines the approach in handling suspicious AML, CFT, CPF and TFS within the Group and ensures compliance with all applicable laws, acts and regulations.

	<p><b><i>Disciplinary Procedures</i></b></p> <p>The Group has established its <i>Disciplinary Procedures</i> to cater for misconduct on act of corruption or bribery and social media matters. The <i>Disciplinary Procedures</i> set out the framework for a clear and consistent administration and management of the disciplinary process practised within the Group.</p> <p><b><i>Review of Corporate Governance Documents</i></b></p> <p>The Board has adopted a three (3)-year review cycle for corporate governance documents or earlier if there are changes in regulatory requirements, strategic direction or Group policies. This approach ensures that corporate governance documents remain relevant and aligned with the evolving needs and dynamics of the Group.</p>	
<p><b>Explanation for departure</b></p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	:	
<p><b>Timeframe</b></p>	:	

### Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

### Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group has adopted a <i>Whistleblowing Policy</i>. The policy was published in 2014 and was last reviewed in November 2023. The AC provides oversight function over the administration of this policy.</p> <p>The Group's <i>Whistleblowing Policy</i> seeks to contribute to an environment where a high standard of integrity, accountability and ethical behaviour are maintained in the conduct of the Group's businesses and operations.</p> <p>The policy provides an avenue for all employees of the Group or members of the public to raise any potential illegal or improper conduct and/or wrongdoing within the Group.</p> <p>The policy is designed to support the Group's values and ensure that employees or members of the public can raise concerns without fear of reprisals, unfair treatment or practices.</p> <p>All whistleblowers who have acted in good faith will be conferred with protection of confidential information and protection against detrimental action.</p> <p><b><i>Whistleblowing Reporting Channels</i></b></p> <p>A whistleblower can lodge a suspected and/or known improper conduct by submitting the information to the prescribed reporting channels as follows:</p> <ul style="list-style-type: none"><li>○ Email to Whistleblowing Coordinator via the dedicated email, <a href="mailto:whistleblowing@oskvi.com">whistleblowing@oskvi.com</a>;</li><li>○ Email to Chairman of AC via the dedicated email, <a href="mailto:acchairman@oskvi.com">acchairman@oskvi.com</a>; or</li><li>○ Post to Whistleblowing Coordinator at the following address:  Attn: Whistleblowing Coordinator, OSK Ventures International Berhad,</li></ul>

	<p>Level 11, Plaza OSK, Jalan Ampang, 50450 Kuala Lumpur, Wilayah Persekutuan, Malaysia.</p> <ul style="list-style-type: none"> <li>○ Contact the Whistleblowing Coordinator directly through the dedicated hotline number at 03-2161 0662.</li> </ul> <p>The <i>Whistleblowing Policy</i>, details of reporting procedures and Frequently Asked Questions (FAQ) in relation to whistleblowing are available on OSKVI's website at <a href="http://www.oskvi.com/whistle_blowing.php">www.oskvi.com/whistle_blowing.php</a>.</p> <p><b><i>Review of Whistleblowing Incidents</i></b></p> <p>Should any incident of abuse of protection is noted, the Whistleblowing Coordinator will assess and report the said incident to EXCO or the AC. The EXCO or AC will decide on the revocation of protection afforded.</p> <p>The AC reviews the reports on whistleblowing incidents reported (if any) on a quarterly basis. During FY2025, there was no reported whistleblowing case.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.1**

The board together with management takes responsibility for the governance of sustainability in the company including setting the company’s sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is committed to developing the Group as a long term, sustainable business that delivers value for all stakeholders. As a responsible investor, employer and business partner, the Group believes in leveraging sustainability as one of the key enablers to building a successful, value-driven and thriving organisation.</p> <p>The Board, being the ultimate governing body on sustainability, adopts an integrated approach towards the management of material sustainability matters and has adopted the <i>Sustainability Policy</i> to formalise the Group’s fundamental approach, principles and governance structure. The policy provides clear directions relating to the incorporation of ESG values across the Group’s operational agendas and decision-making processes.</p> <p>The policy was first published in December 2012 and was last reviewed in February 2024 to further enhance how the Company responds towards its material sustainability matters, sustainability commitments and focus areas, which include the following strategic pillars:</p> <ul style="list-style-type: none"> <li>i. Driving value creation;</li> <li>ii. Exemplifying responsible governance;</li> <li>iii. Flourishing societal well-being; and</li> <li>iv. Sustaining the environment.</li> </ul> <p>To push forward sustainability integration, the Board, alongside the Key Senior Management, established a Sustainability Action Plan for FY2025 at the beginning of the year, outlining specific initiatives to be executed throughout the fiscal year. Progress and updates on the sustainability initiatives planned for the year were reported quarterly at the EXCO and Board Meetings.</p>

	<p>A materiality survey was conducted in FY2025, demonstrating our dedication to identifying and prioritising key sustainability issues that impact both the Group and our stakeholders.</p> <p>Details of the Group’s material sustainability matters and the Company’s responses are set out in the <i>Sustainability Report</i> in the IAR.</p> <p>For a deeper read of the Group’s sustainability approach and <i>Sustainability Policy</i>, please log on to <a href="https://www.oskvi.com/sustainability.php">https://www.oskvi.com/sustainability.php</a>.</p>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

## Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

<b>Application</b>	: Applied														
<b>Explanation on application of the practice</b>	<p>The Board believes that engagement, consultation and seeking regular feedback are key steps in driving sustainability at OSKVI.</p> <p>During FY2025, stakeholder engagements were carried out on an ongoing basis throughout the year via formal and informal channels, to communicate the Group's sustainability strategy, priorities and expectations with internal and external stakeholders. During this process, valuable suggestion and feedback were channelled to the Key Senior Management for internal review and discussion.</p> <p>The platforms that the Group utilise in FY2025 for conducting of engagement activities are as follows:</p> <table border="1"> <thead> <tr> <th>Stakeholder Groups</th> <th>Engagement Platforms</th> </tr> </thead> <tbody> <tr> <td rowspan="5">Shareholders and Investors</td> <td>o Annual general meetings</td> </tr> <tr> <td>o Annual reports</td> </tr> <tr> <td>o Bursa announcements</td> </tr> <tr> <td>o Corporate website</td> </tr> <tr> <td>o Quarterly financial results</td> </tr> <tr> <td>Private Portfolio Companies</td> <td>o Board and Management meetings</td> </tr> <tr> <td rowspan="3">Employees</td> <td>o Internal employee portal</td> </tr> <tr> <td>o Internal engagement activities</td> </tr> <tr> <td>o Training and development</td> </tr> </tbody> </table> <p>The Board remains committed to drawing on the collective views, opinions and insights from its stakeholders, which helps the Board and Management in making informed decisions for the Company's sustainability priorities and business objectives.</p> <p>Details pertaining to OSKVI's position, key engagement topics, engagement approach and frequency of engagements are available in the <i>Sustainability Report</i> in the IAR.</p>	Stakeholder Groups	Engagement Platforms	Shareholders and Investors	o Annual general meetings	o Annual reports	o Bursa announcements	o Corporate website	o Quarterly financial results	Private Portfolio Companies	o Board and Management meetings	Employees	o Internal employee portal	o Internal engagement activities	o Training and development
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<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, through the NRC assessed the training programmes attended by each Director during FY2025 to ensure they stay abreast with the latest trends and developments in the industry, as well as the sustainability issues relevant to the Group, including impact investing, equitable and sustainable financing, digital transformation, cybersecurity and risk management.</p> <p>In FY2025, the Directors and Key Senior Management had attended sustainability related trainings. Trainings programmes in relation to sustainability attended by the Board and Key Senior Management in FY2025 were as follows:</p> <ul style="list-style-type: none"> <li>○ In-House Training on Strategic Success on the Path to Net Zero</li> <li>○ Mandatory Accreditation Programme Part II: Leading for Impact (LIP)</li> <li>○ Engagement Session &amp; Training for Board of Directors and Shariah Committee (1/2025) of PruBSN - Topic 1: ESG</li> <li>○ Carbon Markets: What Directors Need to Know</li> <li>○ “Climate First....or Last?” by Mak Yuen Teen and Tina Thomas</li> <li>○ National Climate Governance Summit 2025</li> <li>○ 21st Century Operations (OPS21): Resilience, Industry 4.0 &amp; Circularity</li> <li>○ Board Simulation – Balancing Risks &amp; Opportunity in Sustainability Leadership</li> <li>○ ECKL-TNB Dialogue: Better World, Brighter Lives – Pioneering Malaysia’s Sustainable Energy Future</li> <li>○ Sustainability Reporting Masterclass</li> </ul>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>During the annual Board Evaluation, the Board, through the NRC reviewed its performance in areas including the evaluation of the Group's strategic and business plans which promote sustainability, integration of sustainability risks and considerations into the Group's ERM framework, as well as monitoring of Key Senior Management's sustainability KPIs and targets.</p> <p>The Board is cognisant that effective performance evaluations of the Board and Key Senior Management in addressing material sustainability risks and opportunities are essential for enhancing corporate governance, accountability and stakeholder trust. The Board has integrated sustainability and ESG considerations into the Corporate KPIs and the CEO's KPIs to demonstrate the Group's focus on sustainability efforts.</p> <p>The summary of OSKVI's material sustainability risks and the measures taken in managing related risks and opportunities are set out in the <i>Statement on Risk Management and Internal Control</i> in the IAR.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

*Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	Since November 2023, the Board appointed Ms. Amelia Ong Yee Min as the Chief Sustainability Officer ("CSO") of the Company. With the support of the sustainability working group, the CSO is responsible for leading efforts to integrate sustainability considerations into the Group's business operations and decision-making processes.

## Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

<b>Application</b>	: Applied																																	
<b>Explanation on application of the practice</b>	<p><b><i>Review of Composition and Effectiveness of the Board</i></b></p> <p>The NRC oversees the overall composition of the Board in terms of size, tenure of Independent Non-Executive Directors (“INEDs”), mix of skills, experience and core competencies, as well as the balance between Executive Directors and INEDs.</p> <p>The effectiveness of the Board as a whole, together with the contribution of each individual Director and the Board Committees to the Board's effectiveness, is assessed on an annual basis. Additionally, the NRC conducts an annual review of the composition of the Board and its Board Committees to identify any gaps and will advise the Board on any necessary enhancement.</p> <p>In reviewing the Board composition, the NRC is guided by the Board Combined Skills Matrix, which was adopted by the Board in 2019, which identifies key skills and experience essential for effective Board oversight and alignment with the Group's business, strategies and operations:</p> <p><b>Board Skillset</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;"></th> <th style="width: 85%;">Skill</th> <th style="width: 10%;">Number of Directors</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Senior Leadership Experience</td> <td>5</td> </tr> <tr> <td>2</td> <td>Business/Industry Experience</td> <td>4</td> </tr> <tr> <td>3</td> <td>Global Perspective</td> <td>5</td> </tr> <tr> <td>4</td> <td>Financial Expertise/Knowledge</td> <td>5</td> </tr> <tr> <td>5</td> <td>Good Corporate Governance</td> <td>5</td> </tr> <tr> <td>6</td> <td>Strategic Planning and Business Development</td> <td>5</td> </tr> <tr> <td>7</td> <td>Human Capital Management</td> <td>5</td> </tr> <tr> <td>8</td> <td>Legal and Regulatory Requirements</td> <td>5</td> </tr> <tr> <td>9</td> <td>Risk Management and Internal Control</td> <td>5</td> </tr> <tr> <td>10</td> <td>Entrepreneurial Experience</td> <td>4</td> </tr> </tbody> </table> <p>For FY2025, the NRC reviewed the Board composition, including the tenure of Directors and concluded that the Board's membership and</p>		Skill	Number of Directors	1	Senior Leadership Experience	5	2	Business/Industry Experience	4	3	Global Perspective	5	4	Financial Expertise/Knowledge	5	5	Good Corporate Governance	5	6	Strategic Planning and Business Development	5	7	Human Capital Management	5	8	Legal and Regulatory Requirements	5	9	Risk Management and Internal Control	5	10	Entrepreneurial Experience	4
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	<p>size remain appropriate. The Board comprises a well-balanced mix of skills, experience and core competencies with representation from diverse professional backgrounds and experiences including finance, accounting, economics, capital market services, governmental and international affairs.</p> <p><b><i>Recommendation on Re-election of Directors</i></b></p> <p>The NRC is also responsible for recommending to the Board, the Directors who are standing for re-election at the AGM. The recommendation of annual re-election of retiring Directors for shareholders' approval will be contingent on the satisfactory evaluation of the retiring Directors' performance and contributions to the Board (including the independence of INEDs, if any), as well as satisfaction of them meeting fit and proper criteria in accordance with the <i>Fit and Proper Policy</i> of the Group.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

<b>Application</b>	:	Applied											
<b>Explanation on application of the practice</b>	:	<p>In ensuring that the Board decisions are made objectively with the necessary checks and balances in the best interest of the Company, the composition of the Board of Company as at 31 December 2025 is as follows:</p> <table border="1" data-bbox="558 772 1388 1008"> <thead> <tr> <th>Designation</th> <th>Number of Directors</th> </tr> </thead> <tbody> <tr> <td>Non-Independent Non-Executive Chairman</td> <td>1 (20%)</td> </tr> <tr> <td>INEDs</td> <td>3 (60%)</td> </tr> <tr> <td>Executive Director</td> <td>1 (20%)</td> </tr> <tr> <td style="text-align: right;"><b>Total:</b></td> <td><b>5 (100%)</b></td> </tr> </tbody> </table> <p>The INEDs participated actively and objectively in Board deliberations and exercised unbiased and independent judgement in Board decisions.</p> <p>In addition, to ensure adequate checks and balances, all Board Committees consist exclusively of INEDs.</p>		Designation	Number of Directors	Non-Independent Non-Executive Chairman	1 (20%)	INEDs	3 (60%)	Executive Director	1 (20%)	<b>Total:</b>	<b>5 (100%)</b>
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<b>Measure</b>	:												
<b>Timeframe</b>	:												

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.3**

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

<b>Application</b>	:	Not applicable - Step Up 5.4 adopted	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	: The Board recognises the risk of familiarity impeding the objectivity of Independent Directors.  The Board had in November 2023 formalised the policy which limits the tenure of an INED to nine (9) years in its <i>Board Charter</i> .  As at 31 December 2025, the tenure of service of all three (3) INEDs is less than four (4) years.  The <i>Board Charter</i> is available on the Company's website at <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a> .

## Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

## Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

<b>Application</b>	: Applied																								
<b>Explanation on application of the practice</b>	<p>With an objective to achieve sustainable and balanced development, the Group sees diversity at the Board and Senior Management levels as an essential element in supporting the attainment of its strategic objectives and its sustainable development.</p> <p>In any appointment, a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge, will be considered to maintain a diversified Board and Senior Management which will help to grow the Group and contribute to better governance within the Group.</p> <p>The NRC is responsible for screening, evaluating and recommending to the Board suitable candidates for appointment as Directors and Key Senior Management members, as well as filling vacancies in the Board Committees. The NRC is chaired by Mr. Pankajkumar a/l Bipinchandra, who is an INED of the Company.</p> <p>As at 31 December 2025, the diversity in gender, ethnicity and age of the Board and Senior Management is as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Board</th> <th style="width: 50%;">Senior Management<sup>^</sup></th> </tr> </thead> <tbody> <tr> <td><u>Ethnicity</u></td> <td><u>Ethnicity</u></td> </tr> <tr> <td>1) Chinese – 3 (60%)</td> <td>1) Chinese – 5 (83%)</td> </tr> <tr> <td>2) Malay – 1 (20%)</td> <td>2) Others – 1 (17%)</td> </tr> <tr> <td>3) Indian – 1 (20%)</td> <td></td> </tr> <tr> <td><u>Gender</u></td> <td><u>Gender</u></td> </tr> <tr> <td>1) Male – 3 (60%)</td> <td>1) Male – 2 (33%)</td> </tr> <tr> <td>2) Female – 2 (40%)</td> <td>2) Female – 4 (67%)</td> </tr> <tr> <td><u>Age Group</u></td> <td><u>Age Group</u></td> </tr> <tr> <td>1) 40 - 49 years – 1 (20%)</td> <td>1) 30 - 39 years – 1 (16.67%)</td> </tr> <tr> <td>2) 50 - 59 years – 2 (40%)</td> <td>2) 40 - 49 years – 4 (66.66%)</td> </tr> <tr> <td>3) 60 years and above – 2 (40%)</td> <td>3) 50 - 59 years – 1 (16.67%)</td> </tr> </tbody> </table> <p><i>Note:</i>  <sup>^</sup> includes one (1) Executive Director who is also the CEO.</p>	Board	Senior Management <sup>^</sup>	<u>Ethnicity</u>	<u>Ethnicity</u>	1) Chinese – 3 (60%)	1) Chinese – 5 (83%)	2) Malay – 1 (20%)	2) Others – 1 (17%)	3) Indian – 1 (20%)		<u>Gender</u>	<u>Gender</u>	1) Male – 3 (60%)	1) Male – 2 (33%)	2) Female – 2 (40%)	2) Female – 4 (67%)	<u>Age Group</u>	<u>Age Group</u>	1) 40 - 49 years – 1 (20%)	1) 30 - 39 years – 1 (16.67%)	2) 50 - 59 years – 2 (40%)	2) 40 - 49 years – 4 (66.66%)	3) 60 years and above – 2 (40%)	3) 50 - 59 years – 1 (16.67%)
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	<p><b><i>Time Commitment</i></b></p> <p>The Directors are expected to devote sufficient time and attention to the affairs of the Group. Any Director, while holding office, is at liberty to accept board appointment(s) in other companies so long as the appointment is not in conflict with the Group's business and does not affect the discharge of his/her duty as a Director of the Company.</p> <p>The Directors are required to notify the Chairman before accepting any new directorship and to indicate the time expected to be spent on the new appointment. In FY2025, none of the Directors held more than three (3) directorships in listed issuers, which is well within the Bursa Securities' requirement to limit directors to a maximum of five (5) directorships in listed issuers. This is to ensure that each Director is able to devote sufficient time and commitment to the Group.</p> <p>The Board met four (4) times during FY2025 and had a Business Strategy Meeting to discuss and review market conditions, fund performance and future key strategic priorities, including portfolio management, value creation and the Group's long-term plans. All Directors have attended and actively participated in all the meetings of Board and Board Committees in FY2025.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

## Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

## Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><b><i>Appointment of Directors</i></b></p> <p>The primary responsibility of screening, evaluating and nominating new Board member(s) for an appointment is delegated to the NRC. The nomination process and the criteria used by the NRC in the selection process for the appointment of Directors are clearly set out in the <i>Board Charter</i>.</p> <p>The nomination process for the appointment of Directors involves the following four (4) stages:</p> <p>Stage 1: Identification of candidates Stage 2: Evaluation of the suitability of candidates Stage 3: Meeting up with candidates Stage 4: Final deliberation by the NRC and recommendation to the Board</p> <p>In addition to the above, the new appointment of Directors is subject to the following process/criteria:</p> <ul style="list-style-type: none"><li>➤ Criteria as set out in the Board Combined Skills Matrix which includes experience, competencies and personal attributes required to fulfil the role in line with the Group's strategic directions;</li><li>➤ State of independence (for INEDs);</li><li>➤ Ability to devote sufficient time and attention to the affairs of the Group;</li><li>➤ Assessment on COI or potential COI with the Group; and</li><li>➤ Fit and proper criteria.</li></ul> <p>The identification of candidates for the appointment of Directors is facilitated through recommendations from the Directors, Management or external parties, including the Group's contacts in related industries, finance, legal and accounting professions.</p>

	<p>In FY2025, no new Directors were appointed to the Board.</p> <p><b><i>Induction Programme for newly appointed Directors</i></b></p> <p>If there are new Board appointments, an induction programme will be conducted and led by Key Senior Management, prior to the new Directors' first Board Meeting. This programme aims to provide insights into the Group's business operations, key policies and governance processes to facilitate an effective transition into the Board.</p> <p>The induction programme covers the following elements:</p> <ul style="list-style-type: none"> <li>• Introduction of nature of business, culture and corporate strategy of the Group;</li> <li>• Group people matters;</li> <li>• Group risk management and business continuity management;</li> <li>• Group internal audit;</li> <li>• Group sustainability and initiatives; and</li> <li>• Governance matters.</li> </ul> <p>The essential corporate governance materials including the <i>Board Charter, TORs for Board and Board Committees</i>, the Group's key policies, as well as the latest budget and business plan, will also be shared with the new Directors to facilitate their understanding of the Group's business and governance framework.</p>	
<p><b>Explanation for departure</b> :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

## Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

## Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In accordance with the Company's Constitution, one-third (1/3) of the Directors for the time being, or, if their number is not a multiple of three (3), the number nearest to one-third (1/3) with minimum of one (1), shall retire from office and an election of Directors shall take place, provided always that each Director shall retire once in every three (3) years but shall be eligible for re-election.</p> <p>The performance of retiring Directors recommended for re-election at the AGM will be assessed through evaluation of their individual performance and contributions to the Board (including the independence of INEDs, if any), as well as assessment on them meeting the fit and proper criteria in accordance with the <i>Fit and Proper Policy</i> of the Group.</p> <p>Pursuant to the <i>Fit and Proper Policy</i> of the Group, the Directors who are seeking for re-election had provided their declarations in relation to the compliance with legal obligations, regulatory requirements and professional standards, personal and financial integrity, as well as time commitment.</p> <p>A statement by the Board and NRC satisfied with the performance, effectiveness, fit and proper assessment and independence (for INEDs) of the retiring Directors who have offered themselves for re-election at the AGM has been included in the notes accompanying the Notice of AGM.</p> <p>The profiles of the Directors who are standing for re-election, including details of any COI with the Group, are set out in the <i>Directors' Profile</i> section in the IAR.</p>
<b>Explanation for departure</b>	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In FY2025, the NRC was chaired by Mr. Pankajkumar a/l Bipinchandra, who is an INED of the Company.</p> <p>The Chairman of the NRC is responsible to lead the NRC in discharging its duties and functions as delegated by the Board, including but not limited to the following:</p> <ul style="list-style-type: none"><li>○ establish minimum requirements for the Board and Key Senior Management;</li><li>○ establish assessment mechanism and succession planning;</li><li>○ recommendation and assessment of the nominees for directorship, Board Committee members, as well as nominees for Key Senior Management;</li><li>○ overseeing the composition of Board and/or Key Senior Management;</li><li>○ recommend Remuneration Framework; and</li><li>○ review/recommend remuneration packages for the Directors and Key Senior Management.</li></ul> <p>The profile of the NRC Chairman is available on OSKVI's website at <a href="https://www.oskvi.com/about_board.php">https://www.oskvi.com/about_board.php</a> and the IAR.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied									
<b>Explanation on application of the practice</b>	:	<p>The Board comprises five (5) Directors, two (2) of whom are women, equivalent to 40% female representation at the Board level.</p> <p>The gender diversity of the Board and Senior Management as at 31 December 2025 is as follows:</p> <table border="1"> <thead> <tr> <th>Board</th> <th>Senior Management<sup>^</sup></th> </tr> </thead> <tbody> <tr> <td><u>Gender</u></td> <td><u>Gender</u></td> </tr> <tr> <td>1) Male – 3 (60%)</td> <td>1) Male – 2 (33.33%)</td> </tr> <tr> <td>2) Female – 2 (40%)</td> <td>2) Female – 4 (66.67%)</td> </tr> </tbody> </table> <p><i>Note: ^ includes one (1) Executive Director who is also the CEO.</i></p>		Board	Senior Management <sup>^</sup>	<u>Gender</u>	<u>Gender</u>	1) Male – 3 (60%)	1) Male – 2 (33.33%)	2) Female – 2 (40%)	2) Female – 4 (66.67%)
Board	Senior Management <sup>^</sup>										
<u>Gender</u>	<u>Gender</u>										
1) Male – 3 (60%)	1) Male – 2 (33.33%)										
2) Female – 2 (40%)	2) Female – 4 (66.67%)										
<b>Explanation for departure</b>	:										
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>											
<b>Measure</b>	:										
<b>Timeframe</b>	:										

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board is committed to promoting workplace diversity, which includes the representation of women in the composition of the Board and Senior Management.</p> <p>The Group's <i>Diversity Policy</i> was first published in 2017 and in its most recent review in November 2023, the Board approved the renaming of the policy to the <i>Diversity, Equity and Inclusion Policy</i>. The policy provides a framework for the Group to achieve the following objectives:</p> <ul style="list-style-type: none"><li>○ A diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;</li><li>○ A workplace culture characterised by inclusive practices and behaviours for the benefit of all employees;</li><li>○ Improved employment and career development opportunities for women;</li><li>○ A work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and</li><li>○ Awareness in all employees of their rights and responsibilities with regard to fairness, equity and respect for all aspects of diversity.</li></ul> <p>In pursuit of the policy, the NRC remains mindful of its responsibility to conduct Board appointments through various approaches and sources to promote diversity. A diverse Board enhances the depth and breadth of discussions, contributing to more effective decision-making. Other key considerations include Board balance and composition, the required mix of skills, the candidate's suitability for the role, background, knowledge, integrity, competency, experience and potential contribution to the Group. Additionally, for candidates proposed for appointment as INEDs, their independence is assessed based on the criteria stipulated in the Listing Requirements.</p> <p>The <i>Diversity, Equity and Inclusion Policy</i> is available on OSKVI's website at <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a>.</p>

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

## Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>The Board, through the NRC, has established a formal assessment mechanism to carry out its assessment on the effectiveness of the Board and Board Committees and the contribution of each individual Director, including the independence of the INEDs on an annual basis.</p> <p>The assessments are guided by the <i>Assessment Mechanism and Measurement System for Board, Board Committees, Chairman, Individual Director and CEO</i> ("<b>Assessment Mechanism</b>") adopted by the Board. The <i>Assessment Mechanism</i> was last reviewed by the Board in November 2023.</p> <p>The <i>Assessment Mechanism</i> is available on OSKVI's website at <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a>.</p> <p>The process of the annual assessment is implemented as follows:</p> <ol style="list-style-type: none"><li>1. Company Secretarial Team will disseminate the assessment forms to the Directors and members of the Board Committees for completion.<ul style="list-style-type: none"><li>○ Assessment on Board Committees will be conducted by way of self-assessment.</li><li>○ Assessment on individual Directors will be conducted by way of peer assessment.</li></ul></li><li>2. The results will be compiled by the Company Secretarial Team on a confidential basis and the results will be tabled on a no-named basis at the NRC meeting for review.</li><li>3. The NRC will review the results and report to the Board for consideration.</li><li>4. The Board will deliberate the report from the NRC and consider any proposed improvement plans.</li><li>5. Post-assessment, the NRC will issue a letter of performance to all individual Directors in respect of that financial year.</li></ol>

The areas covered in the annual assessment criteria of the Board, Board Committees and individual Directors are as follows:

**Assessment Criteria**

**a) Board**

- Board mix and composition
- Understanding of the Group's values, mission and strategic plans
- Succession planning and development
- Risk management, internal control and ESG oversight
- Executive oversight
- Effectiveness and communication

**b) Board Committees**

- Composition
- Effectiveness
- Relevant expertise
- Board Committee Chairman's responsibilities
- Support and communication to the Board

**c) Individual Directors**

- Leadership of Chairman (*applicable for Board Chairman*)
- Awareness of the Group's business
- Diligence
- Independence (*applicable for INEDs*)
- Time commitment
- Preparation for meetings
- Contribution to Board oversight and leadership
- Communication
- Implementation of corporate strategies, policies, Board decisions, business plans, leadership and financial performance (*applicable for Executive Director/CEO*)

In respect of FY2025, upon annual assessment being conducted by the NRC, the NRC concluded that:

- the individual Directors have performed well and effectively;
- the effectiveness of the Board and Board Committees is satisfactory;
- the Board Committees have performed their duties consistent with the Board's objectives;
- the Board mix is well represented by individuals with diverse professional backgrounds and experiences;
- the current Board, in terms of size, mix of skills, experience and core competencies and the balance between Executive, Non-Executive and Independent Directors is well-structured;
- the NRC is satisfied with the level of independence demonstrated by all Independent Directors. The Independent Directors have effectively discharged their

	responsibilities in corporate accountability, substantiated by their impartial engagement and objective judgement during Board deliberations; and <ul style="list-style-type: none"> <li>○ the Directors have contributed sufficient time in discharging their roles and responsibilities as the Directors of the Company.</li> </ul>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

### Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has a <i>Remuneration Policy</i> for the Directors and Key Senior Management with key objectives of attracting, retaining and motivating experienced, qualified and high calibre Directors and Key Senior Management to drive the business strategies, objectives, values and long-term interest of the Group. The Policy was first published in November 2017 and it was last reviewed in November 2023.</p> <p>The NRC assists the Board in implementing this Policy by reviewing and recommending matters in relation to the fees, remuneration packages and benefits of Directors and Key Senior Management annually.</p> <p>In recommending the remuneration of Directors and Key Senior Management, the NRC will take into consideration the following:</p> <ul style="list-style-type: none"> <li>○ the remuneration package shall be structured such that it is competitive and consistent with the Group's culture, objectives and strategy, as well as taking into account of the Group's performance in managing material sustainability risks and opportunities.</li> <li>○ remuneration and employment conditions of the industry and market as a whole.</li> <li>○ individual's performance against established criteria and performance related elements; his/her responsibility and accountability.</li> <li>○ the remuneration of each Key Senior Management may differ based on his/her level of expertise, knowledge, skills and experience, having regard to the Group's operating results and comparable market statistic.</li> <li>○ the remuneration of the Key Senior Management shall be structured so as to link rewards to corporate and individual performance. A significant portion of the Key Senior Management's</li> </ul>

	<p>compensation package has been made variable in nature to be determined by the Group's performance during the year against the individual KPI aligned with the corporate objectives.</p> <ul style="list-style-type: none"> <li>○ the level of remuneration of the Non-Executive Directors shall be linked to their responsibilities undertaken and contributions to the effective functioning of the Board, taking into account factors such as effort and time spent and the responsibilities entrusted. The Non-Executive Directors should be paid with a basic fee as ordinary remuneration, a sum based on their responsibility in Board Committees, meeting allowance and reimbursement of reasonable expenses incurred in the course of their duties.</li> </ul> <p>The <i>Remuneration Policy</i> is available on OSKVI's website at <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a>.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	<p>:</p>
<p><b>Timeframe</b></p>	<p>:</p>

### Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

### Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NRC, as delegated by the Board, is responsible for reviewing the remuneration packages of Directors and Key Senior Management as guided by the <i>Remuneration Policy</i>.</p> <p>The NRC consists wholly of INEDs and is governed by its <i>TOR</i>, which is available on OSKVI's website at <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a>.</p> <p>The NRC is empowered by its <i>TOR</i> to have the resources, and full and unrestricted access to any information required to perform its duties.</p> <p>In respect of FY2025, the NRC conducted an in-house benchmarking exercise on the fees of Non-Executive Directors, which included listed peers from Malaysia and Singapore, with a focus on companies with similar business models. The benchmarking exercise served as a reference for the NRC in reviewing and recommending the Directors' fees payable to Non-Executive Directors for FY2025.</p> <p>Based on the outcome of the benchmarking exercise, the NRC reviewed and recommended an increase in Directors' fees for Non-Executive Directors, while the benefits for Non-Executive Directors remain unchanged. The NRC's recommendation was presented to the Board, which agreed with the proposal and subsequently recommended the revised fees for shareholders' approval at the 2025 Annual General Meeting ("<b>AGM</b>"). Shareholders approved the proposed increase at the 2025 AGM. The fee adjustment aligned the Directors' fees with industry benchmarks, taking into consideration the Group's size, as well as the increased time commitment and expanding governance and regulatory responsibilities of the Directors. The fees had remained unchanged for several years prior to this review.</p>

In addition, for FY2025, the NRC carried out its annual review of the remuneration of the Directors and Key Senior Management and submitted its recommendations to the Board for approval. This annual review is conducted to ensure that the remuneration packages remain competitive and sufficiently attractive to attract and retain individuals of high calibre, possessing the requisite skills and experience to effectively manage the Group's operations and support the achievement of its long-term strategic objectives. The remuneration framework is designed to be commensurate with the responsibilities assumed by the Directors and Key Senior Management.

The remuneration of Non-Executive Directors generally reflects the level of responsibilities undertaken, including their roles on the Board and Board Committees, as well as the size of the Group. Their remuneration comprises an annual fee, additional fees based on Board Committee chairmanship, meeting allowances and reimbursement of reasonable expenses incurred in discharging their duties. The remuneration structure for INEDs is designed to ensure that it does not compromise their ability to exercise objective and independent judgement in Board and Board Committee deliberations.

For the only Executive Director on the Board, who is the CEO, the remuneration structure is designed to align rewards with both corporate and individual performance. The current remuneration package comprises a monthly salary and benefits-in-kind or emoluments, which include, among others, a company car, a driver and other related benefits.

***Abstention of Voting***

The Executive Director does not participate in the decision with regards to his/her own remuneration.

The remuneration package for all Directors is determined by the Board following the relevant recommendations made by the NRC, with the Directors concerned abstaining from deliberations and voting on his/her own remuneration.

***Directors' & Officers' Liability Insurance***

In addition to the above, the Directors are covered under a Directors' and Officers' ("D&O") Liability Insurance policy in respect of liabilities arising from acts committed in their capacity as Directors and Officers of the Group. This insurance provides protection against legal liabilities incurred in the course of discharging their duties. However, the D&O Liability Insurance does not provide indemnification for any Director or principal officer who is proven to have acted negligently, fraudulently or dishonestly, or who is found to be in breach of his or her duties or trust.

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.1**

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The details of the Directors' remuneration for FY2025 for each individual Director with a breakdown into fees, allowances, salaries and bonus, benefits-in-kind and other emoluments are set out in the table below.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Ong Leong Huat @ Wong Joo Hwa	Non-Executive Non-Independent Director	53	6	-	-	-	-	59	53	6	-	-	-	-	59
2	Amelia Ong Yee Min	Executive Director	-	-	-	-	-	-	-	-	-	705	170	15	155	1,045
3	Mazidah binti Abdul Malik	Independent Director	44	16	-	-	-	-	60	44	16	-	-	-	-	60
4	Siew Chin Kiang @ Seow Chin Kiang	Independent Director	48	16	-	-	-	-	64	48	16	-	-	-	-	64
5	Pankajkumar a/l Bipinchandra	Independent Director	44	16	-	-	-	-	60	44	16	-	-	-	-	60
6	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

### Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

### Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Board is of the view that it is inappropriate to disclose the remuneration of the top five (5) Senior Management other than the Executive Director, as such disclosure may give rise to recruitment and talent retention issues given the competitive human resources environment.</p> <p>The performance of Senior Management is evaluated on an annual basis and measured against the targets set for the year. The remuneration packages are reviewed annually and adjustments to their remuneration are made based on not only their individual performance and contributions in the preceding year but also the Group's performance.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	Choose an item.

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.3 - Step Up**

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

## Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

## Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In FY2025, the AC was chaired by Mr. Siew Chin Kiang @ Seow Chin Kiang ("<b>Mr. Siew</b>"), an INED of the Company, who is not the Chairman of the Board.</p> <p>The AC Chairman is responsible for ensuring the overall effectiveness and independence of the AC in assisting the Board in discharging its statutory duties and responsibilities relating to corporate governance, system of internal controls, administration of <i>Whistleblowing Policy</i>, as well as uphold integrity in financial reporting.</p> <p>Under the leadership of Mr. Siew during FY2025, the AC ensured that:</p> <ul style="list-style-type: none"><li>○ they received an audit report from the External Auditors wherein they reported on matters related to the Group's audit and its financial statements and these matters had been addressed.</li><li>○ the External Auditors met with the AC twice during FY2025 without the presence of the Executive Director and Senior Management. The AC received assurance from the External Auditors that there was no issue or concern of fraud, which required to be highlighted to the AC.</li><li>○ the Internal Auditors met the AC once during FY2025 without the presence of the Executive Director and Senior Management to discuss relevant issues and obtain feedback for improvement.</li><li>○ the AC's concerns on matters that may have an effect on the financials or audit of the Group were communicated to the External Auditors.</li><li>○ the internal audit function is effective and is able to function independently. Further details are enumerated in Practice 11.1 in this Report.</li><li>○ the audit plans of External Auditors and Internal Auditors had adequate audit coverages.</li></ul>

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee’s findings and recommendations.  
The company’s financial statement is a reliable source of information.

**Practice 9.2**

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The <i>TOR for AC</i> provides the requirement for a former partner of the external audit firm of the Company to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC.</p> <p>None of the AC members are former partners of the external audit firm of the Company within three (3) years preceding FY2025.</p> <p>The <i>TOR for AC</i> is available on OSKVI’s website at <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

### Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The AC has adopted the <i>Guidelines on the Performance Evaluation of External Auditors</i>.</p> <p>Annually, the AC will assess the performance and suitability of the External Auditors and the recommendation for the re-appointment of the External Auditors at the AGM will be made upon the satisfactory results of the annual assessment based on the following:</p> <ul style="list-style-type: none"><li>○ Quality and Credentials;</li><li>○ Independence, Objectivity and Professional Scepticism;</li><li>○ Involvement of the Audit Engagement Partner;</li><li>○ Expertise and Adequate Resources; and</li><li>○ Information in the Transparency Report.</li></ul> <p>Messrs. Ernst &amp; Young PLT ("EY") has shared its Annual Transparency Report 2024 to the AC.</p> <p>The AC was satisfied with the performance and independence of the External Auditors, EY, as well as the fulfilment of the above criteria, in respect of FY2024.</p> <p>Based on the outcome of its assessment, the AC had recommended to the Board for the re-appointment of EY as the External Auditors for the Company which was subsequently approved by shareholders at the 21st AGM in 2025.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.  
The company's financial statement is a reliable source of information.

### Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted												
<b>Explanation on adoption of the practice</b>	:	<p>The AC comprises solely INEDs.</p> <p>The composition of the AC as of 31 December 2025 is as follows:</p> <table border="1"><thead><tr><th>Name</th><th>Membership</th><th>Directorate</th></tr></thead><tbody><tr><td>Mr. Siew Chin Kiang @ Seow Chin Kiang</td><td>Chairman</td><td>INED</td></tr><tr><td>Pn. Mazidah binti Abdul Malik</td><td>Member</td><td>Senior INED</td></tr><tr><td>Mr. Pankajkumar a/l Bipinchandra</td><td>Member</td><td>INED</td></tr></tbody></table>	Name	Membership	Directorate	Mr. Siew Chin Kiang @ Seow Chin Kiang	Chairman	INED	Pn. Mazidah binti Abdul Malik	Member	Senior INED	Mr. Pankajkumar a/l Bipinchandra	Member	INED
Name	Membership	Directorate												
Mr. Siew Chin Kiang @ Seow Chin Kiang	Chairman	INED												
Pn. Mazidah binti Abdul Malik	Member	Senior INED												
Mr. Pankajkumar a/l Bipinchandra	Member	INED												

## Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

## Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The AC's effectiveness hinges on a number of critical factors, which includes knowledge, experience and commitment of the AC members, the AC's leadership, dynamics and chemistry and their quality interaction with Management, Internal Auditors and External Auditors.</p> <p>The members of the AC collectively have the necessary skills related to accounting, financial, banking experience and commercial expertise to discharge their responsibilities and to effectively challenge the Management. Mr. Siew, the Chairman of AC, is a Chartered Accountant and a member of Malaysian Institute of Accountants (MIA). Accordingly, the Company has complied with the requirements in set out in Rule 15.09 of the Listing Requirements.</p> <p>In FY2025, the NRC has undertaken an annual assessment on the effectiveness of the AC and the individual AC members. Following the annual review, the NRC agreed that the overall composition of the AC, in terms of size, the mix of skills, experience and core competencies is appropriate. The AC members are financially literate and able to understand matters under the purview of the AC including the financial reporting process.</p> <p>All the AC members have undertaken ongoing training and development to keep themselves abreast with the latest development and changes to regulatory requirements and ensured that they are equipped with relevant knowledge and skills to discharge their duties effectively.</p> <p>The detailed training programmes, seminars and forums attended by AC members in FY2025 are as follows:</p>

Name of AC Members	Training Programmes
Mr. Siew Chin Kiang @ Seow Chin Kiang	<ul style="list-style-type: none"> <li>• MIA Conference 2025</li> <li>• AI at the Helm: How Directors Can Govern the Future</li> <li>• Future-Ready Boards: Mastering Strategic Leadership in a Disruptive World</li> <li>• MFRS Update</li> <li>• How Global Events will affect the Outlook of the Financial Industry</li> <li>• Board Culture &amp; Leadership Report 2025</li> <li>• Digital Skills and the Evolving Workforce in the Financial Sector</li> <li>• Future of Directorship in the Digital Era</li> <li>• 21st Century Operations (OPS21): Resilience, Industry 4.0 &amp; Circularity</li> <li>• Geopolitics, Uncertainty &amp; the International Economy</li> <li>• Tax and Business Summit</li> </ul>
Pn. Mazidah binti Abdul Malik	<ul style="list-style-type: none"> <li>• Engagement Session &amp; Training for Board of Directors and Shariah Committee (1/2025) of PruBSN <ul style="list-style-type: none"> <li>Topic 1: ESG;</li> <li>Topic 2: Traditional Embedded Value (TEV)</li> <li>Topic 3: The roles of the Board of Directors and the Shariah Committee pursuant to BNM Policy Document on Hajah and Darurah</li> <li>Topic 4: Participants' Risk Funds Direct and Actual Expenses Management</li> </ul> </li> <li>• Special Lecture on Global Events &amp; Financial Industry Outlook</li> <li>• Engagement Session with FIDE FORUM Members on Bank Negara Malaysia Annual Report 2024, Economic and Monetary Review 2024 and Financial Stability Review for Second Half 2024</li> <li>• Tokenising Financial Assets: What Financial Leaders Needs to Know Today</li> <li>• Carbon Markets: What Directors Need to Know</li> <li>• The Influence of Board Culture on Corporate Performance</li> <li>• AI's Next Wave: Chips, Code, and Localisation</li> <li>• Navigating Digital Disruption: How can Boards in Financial Institutions enhance Strategic Digital Governance</li> <li>• "Climate First...or Last?" by Prof Mak Yuen Teen and Tina Thomas</li> <li>• Cloud for Directors of Regulated Financial Institutions</li> </ul>

	Mr. Pankajkumar a/l Bipinchandra	<ul style="list-style-type: none"> <li>• Trump, The US Dollar and The International Monetary System: What's Next?</li> <li>• National Climate Governance Summit 2025</li> <li>• Road to Freedom; A Conversation with Professor Joseph Stiglitz</li> <li>• ICDM Advocacy Dialogue and Networking Session: e-Invoicing and Its Impact on Directors</li> <li>• ASEAN amidst Shifting Global Order - A Dialogue with Professor Jeffrey Sachs</li> <li>• FIDE FORUM's Board Culture and Leadership Report 2025</li> <li>• Governance in an Era of Trade Uncertainty: Navigating Tariff Risks and Opportunities</li> <li>• Rethinking Compliance Risk, Building Stronger Controls, Smarter Monitoring, Better Decisions</li> <li>• Board Simulation – Balancing Risks &amp; Opportunity in Sustainability Leadership</li> <li>• ECKL-TNB Dialogue: Better World, Brighter Lives – Pioneering Malaysia's Sustainable Energy Future</li> <li>• The Asian Decade: Think Asia, New Gravity of Global Markets</li> </ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

### Practice 10.1

The board should establish an effective risk management and internal control framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>An <i>ERM Framework</i> has been established to provide the overall guidelines and approach to the Group's risk management. The <i>ERM Framework</i> has been updated in May 2025 to incorporate climate change, anti-bribery and anti-corruption, cybersecurity, business continuity and ESG-related risks into risk taxonomy.</p> <p>The Group's risk management function is aligned against risk governance best practices with scenario planning elements and also the <i>ISO 31000:2018 - Risk Management Guidelines</i> to embed ERM into activities and processes of the Group.</p> <p>The Board is determined to ensure the effectiveness of the Group's risk management and internal control systems by continuously reviewing their adequacy of controls and integrity. The Board ascertained that the Group's risk management and internal control systems are designed to mitigate risks threatening the achievement of the Group's business objectives and that the systems in place could provide only reasonable but not absolute assurance.</p> <p>The Management is responsible for implementing the risk management process and internal control systems to ensure that they are in place and functioning. The Management is also responsible to ensure that the risk management framework is embedded and consistently adopted throughout the Group and that significant risks are being managed according to the policies approved by the Board.</p> <p>The AC monitors and reviews the effectiveness of the internal audit activities and ensures that actions have been taken by the Management to correct any deficient conditions and improve control processes highlighted by the Internal Auditors, thereby contributing to the ongoing effectiveness of the system of risk management and internal control.</p> <p>Further details are set out in the <i>AC Report and Statement on Risk Management and Internal Control</i> in the IAR.</p>

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

## Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The <i>ERM Framework</i> enables the Group to systematically identify, assess and mitigate risks through the following steps:</p> <ol style="list-style-type: none"> <li>a) Ascertain functional responsibilities and accountabilities within the Group for managing risks;</li> <li>b) Establish risk appetite and tolerance level based on measurable risk parameters; and</li> <li>c) Develop, ascertain and monitor risk mitigation strategies through various risk scenarios planning methods.</li> </ol> <p>Continuous risk assessment forms the cornerstone of the Group's risk management process with risk owners tasked with developing appropriate response strategies to mitigate identified risks. In providing assurance to the Board on the Group's adequacy and effectiveness of risk management, the RMC is responsible for reviewing and enhancing the risk management process.</p> <p>In 2025, the key elements of the Group's internal control system included the following:</p> <ul style="list-style-type: none"> <li>○ <b>Governance</b> – The Board and Management established a conducive control environment. The Board demonstrated independence from the Management and exercised oversight of the development and performance of internal controls by approving policies and monitoring business performance while individuals were held accountable for their internal control responsibilities in their pursuit of business objectives. Board meetings were held at least once a quarter with a formal agenda on matters for discussion. Additionally, regular management and operation meetings were convened to discuss key business performance, sustainability plans, operating metrics, corporate development and other strategic matters.</li> <li>○ <b>Operation Internal Controls</b> – Approved policies, procedures and operations manuals were in place. Limits of Approving Authorities had been established and approved by the Board. This provided a</li> </ul>

	<p>sound framework of authority and accountability within the Group and facilitated proper decision-making.</p> <ul style="list-style-type: none"> <li>○ <b>Internal Audit</b> – Internal audit provided independent and objective assurance on the adequacy and effectiveness of the systems of risk management and internal control. Audit follow-up was carried out to ensure timely implementation of corrective action plans.</li> </ul> <p>The above is also set out in the <i>Statement on Risk Management and Internal Control</i> in the IAR.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

### Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

### Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

<b>Application</b>	:	Adopted												
<b>Explanation on adoption of the practice</b>	:	<p>The Board oversees the risk management framework of the Group through the RMC.</p> <p>Throughout FY2025, the RMC comprised solely INEDs assisted the Board in identifying, assessing, managing, monitoring and controlling the principal risks relevant to the Group's businesses, with the aim of safeguarding shareholders' investments.</p> <p>The composition of the RMC as of 31 December 2025 is as follows:</p> <table border="1"><thead><tr><th>Name</th><th>Membership</th><th>Directorate</th></tr></thead><tbody><tr><td>Pn. Mazidah binti Abdul Malik</td><td>Chairperson</td><td>Senior INED</td></tr><tr><td>Mr. Pankajkumar a/l Bipinchandra</td><td>Member</td><td>INED</td></tr><tr><td>Mr. Siew Chin Kiang @ Seow Chin Kiang</td><td>Member</td><td>INED</td></tr></tbody></table> <p>The RMC advises the Board on the key risks area and the adequacy and integrity of risk management policies and framework within the Group.</p> <p>The RMC's main role is to review, on behalf of the Board, the system of risk management necessary to manage the key risks exposures in the businesses and to present its findings to the Board.</p> <p>The RMC meets quarterly to oversee the application of general risk policies and procedures to monitor, evaluate and manage the significant risks based on various scenarios plannings affecting the business activities in the Group.</p> <p>The TOR for RMC is available on the Company's website <a href="http://www.oskvi.com/about_governance">www.oskvi.com/about_governance</a>.</p>	Name	Membership	Directorate	Pn. Mazidah binti Abdul Malik	Chairperson	Senior INED	Mr. Pankajkumar a/l Bipinchandra	Member	INED	Mr. Siew Chin Kiang @ Seow Chin Kiang	Member	INED
Name	Membership	Directorate												
Pn. Mazidah binti Abdul Malik	Chairperson	Senior INED												
Mr. Pankajkumar a/l Bipinchandra	Member	INED												
Mr. Siew Chin Kiang @ Seow Chin Kiang	Member	INED												



## Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

### Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board recognises the importance of the internal audit function and its independent status required for the latter to carry out its function effectively.</p> <p>In discharging its oversight roles on governance, risk and internal controls, the AC is assisted by the outsourced Internal Auditors.</p> <p>In FY2025, the internal audit function of the Group is outsourced to OSK Management Services Sdn. Bhd. which is led by its Head of Internal Audit, Mr. Cheng Kee Thiam, who reports directly to the AC.</p> <p>The internal audit function is independent of the activities it audits. The members of the internal audit team performing this service were free from any relationships or conflicts of interest.</p> <p>The principal responsibility of the internal audit function is to provide independent and reasonable assurance on the adequacy and effectiveness of the risk management, control and governance processes by conducting audits that are risk-based and on audit scope that have been discussed and approved by the AC.</p> <p>The duties of the AC, in respect of ensuring the effectiveness of the internal audit function are entailed in the <i>TOR for AC</i>, including but not limited to the following:</p> <ul style="list-style-type: none"><li>○ oversee the internal audit function and ensure compliance with relevant regulatory requirements, especially with regards to its independence;</li><li>○ review the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;</li><li>○ review the internal audit plan, processes, the results of the internal audit assessment, investigations undertaken and whether or not appropriate action is taken on the recommendations; and</li><li>○ evaluate performance, set the internal audit fee and decide on the appointment/dismissal of the internal audit function.</li></ul> <p>The Internal Auditors had attended relevant trainings in FY2025 to keep abreast with the developments in their profession.</p>

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

## Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Under the supervision of Mr. Cheng Kee Thiam, the Head of Internal Audit of OSK Management Services Sdn. Bhd., the internal audit team conducts the assurance reviews of the Group's activities based on the scope approved by the AC in accordance with the established policies and procedures and guided by professional standards including the Institute of Internal Auditors (“IIA”)’s Global Internal Audit Standard.</p> <p>Mr. Cheng Kee Thiam is a Chartered Accountant (Malaysia) and an associate member of the IIA Malaysia.</p> <p>All members of the internal audit team are free from any relationships or conflicts of interest.</p> <p>The internal audit team consists of five (5) personnel to perform internal audits for the Group in respect of FY2025.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

### Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board recognises the importance of timely and high-quality disclosure as a key component to uphold the principles and best practices of corporate governance for the Group. As such, maintaining an effective communication policy between members of the public and the Group is important to build trust and understanding between the Group and its stakeholders.</p> <p>In ensuring effective communication, the Group has adopted the <i>Corporate Disclosure Policy and Procedures</i>. The policy was first adopted in 2015 and it was last reviewed in August 2025. The policy is applicable to the Board and all employees of the Group, in handling and disclosing material information to the shareholders and the investing public.</p> <p>The CDC oversees the implementation of and adherence to the <i>Corporate Disclosure Policy and Procedures</i>.</p> <p>The Company has designated the CEO (or any officer whom may be appointed by the CEO) as the authorised spokesperson, who shall be responsible for communication with investment community, regulators or media.</p> <p>In ensuring effective, transparent and regular communication with its stakeholders, the following communication channels are mainly used by the Group to disseminate information on a timely basis:</p> <ul style="list-style-type: none"><li>- General meeting, which is an important forum for shareholders to engage with the Directors and Key Senior Management of the Group;</li><li>- The annual report, which communicates comprehensive information on the businesses, as well as the financial and non-financial performance, governance and key activities undertaken by the Group;</li></ul>

	<ul style="list-style-type: none"> <li>- Quarterly announcements and corporate disclosures to Bursa Securities, which are available on Bursa Securities' <a href="#">website</a>, as well as on OSKVI's <a href="#">website</a>;</li> <li>- The Company's website at <a href="http://www.oskvi.com">www.oskvi.com</a>, which provides updated information about the Group and its businesses including access to its annual report and sustainability statement contained therein, policies, corporate governance practices, investor relations and financial information;</li> <li>- Press releases, which provide up-to-date information on the Group's key corporate initiatives and investments, if any; and</li> <li>- The 'Contact Us' section in the corporate website at <a href="http://www.oskvi.com/contact">www.oskvi.com/contact</a>, provides an avenue for stakeholders to suggest improvements and lodge complaints to the Company.</li> </ul> <p>Detailed information about the Group's stakeholder engagement can be found in the 'Ecosystem Partnerships and Support' section within the Sustainability Statement in the IAR.</p> <p>For investor relation matters, the public may contact the Company's dedicated contact person using the contact details below:</p> <ul style="list-style-type: none"> <li>❖ Ms. Ong Shew Sze (603) 2161 7233 <a href="mailto:shewsze.ong@oskvi.com">shewsze.ong@oskvi.com</a></li> </ul>
<b>Explanation for departure</b> :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**Intended Outcome**

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other’s objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

**Practice 12.2**

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The IAR was prepared in accordance with the <i>International Integrated Reporting Council’s Integrated Reporting Framework</i>.</p> <p>Through the IAR, the Group demonstrates its continuous commitment to enhancing the quality of disclosures, promoting greater transparency and accountability to its stakeholders.</p>	
<b>Explanation for departure</b>	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.1**

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During FY2025, the Notice of the 21st AGM, together with the explanatory notes of the background information and reports or recommendations that are relevant to the proposed resolutions, as well as the Form of Proxy, had been sent to the shareholders 28 days prior to the date of the AGM, so as to give sufficient time for the shareholders to consider the resolutions that will be discussed and decided at the AGM, and to arrange for proxies to attend the AGM on their behalf, if so required.</p> <p>The notes accompanying the Notice of 21st AGM provided detailed explanations for each proposed resolution to enable shareholders to make informed decisions when exercising their voting rights. Additionally, the Administrative Notes for Shareholders and Proxies, which contained useful information regarding the conduct of the AGM, were circulated to the shareholders together with the Notice of 21st AGM.</p> <p>The Notice of the 21st AGM, which sets out the businesses to be transacted at the AGM, was also published in a major local newspaper and on the Company's website, as well as on Bursa Securities' website.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is committed to fostering effective communication between the shareholders.</p> <p>All Directors of the Company, including the Chairpersons of the AC, RMC and NRC, attended and participated in the 21st AGM held in 2025.</p> <p>In 2025, the 21st AGM was conducted physically. The CEO presented the overall performance of the Group for FY2024 to the participants of AGM.</p> <p>The Chairman of the AGM provided ample time for the Questions-and-Answers (“Q&amp;A”) session in the 21st AGM. The Directors actively responded to all relevant questions addressed to them during the AGM.</p> <p>The Head of Finance and representatives of the External Auditors were also in attendance to respond to any queries during the physical AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.3

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Company did not fully apply the above Practice as the 21st AGM held on 13 May 2025 was conducted on a fully physical basis, without facilities for remote shareholder participation or voting in absentia, after taking into consideration feasibility and cost efficiency. The 2025 AGM marked the Company's first return to a physical AGM since 2020.</p> <p>The Board believes that a fully physical AGM provides a more effective forum for open and meaningful two-way engagement between shareholders, the Board and Key Senior Management, as virtual meetings do not facilitate the same quality of interaction, while also ensuring that all shareholders are able to participate fully without technological barriers.</p> <p>As an alternative practice, the Company implemented the following measures to ensure that shareholders were able to participate effectively, engage with the Board and Key Senior Management, and make informed voting decisions at the 21st AGM:</p> <ol style="list-style-type: none"><li>a) The AGM was held at an easily accessible venue and at a convenient time to encourage shareholders' attendance and participation;</li><li>b) Shareholders who were unable to attend the AGM in person were given the opportunity to appoint any person as their proxy to attend, speak and vote on their behalf, in accordance with the provisions of the Company's Constitution;</li><li>c) Electronic poll voting was implemented at the AGM to enhance the accuracy, transparency and efficiency of the voting process, with the poll voting results displayed on-screen and announced by the Chairman during the meeting;</li><li>d) The results of the 21st AGM were announced to Bursa Securities immediately after the conclusion of the meeting; and</li></ol>

	e) The Minutes of the 21st AGM, including the questions raised, responses provided, voting results and resolutions passed, were published on the Company's website within thirty (30) business days after the conclusion of the meeting.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>The Board views the AGM as an annual principal forum for dialogue between the Board and the shareholders for engagement purposes.</p> <p>The Chairman of the 21st AGM has ensured that sufficient opportunities were given to shareholders to raise issues relating to the affairs of the Company by providing ample time for the Q&amp;A session during the 21st AGM, during which all queries or comments received from shareholders/proxies were duly addressed by the Board, led by the Chairman and CEO.</p> <p>The questions raised by shareholders and responses by the Company were minuted and published on the Company's website at <a href="http://www.oskvi.com/agm">www.oskvi.com/agm</a>.</p>
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.5**

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
<b>Application</b> :	Not applicable – only physical general meetings were conducted in the financial year
<b>Explanation on application of the practice</b> :	
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.6**

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The Minutes of 21st AGM, which include the questions raised by shareholders together with the responses by the Company and outcome of the voting results, were made available to shareholders within 30 business days after the 21st AGM on the Company's website at <a href="http://www.oskvi.com/agm">www.oskvi.com/agm</a> .
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT  
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

NIL
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