

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 5533  
**COMPANY NAME** : OCB Berhad  
**FINANCIAL YEAR** : December 31, 2024

## 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>	:	<p>The responsibilities of the Board of Directors of OCB Berhad ("<b>OCB</b>" or "<b>the Company</b>") ("<b>Board</b>") are set out in the Board Charter. Further details of the roles and responsibilities of the Board are set out in the Corporate Governance Overview Statement ("<b>CG Overview Statement</b>") in the Annual Report 2024.</p> <p>In discharging its duties, the Board is assisted by the Board Committees namely, the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee. Each Committee operates within its respective defined Terms of Reference ("<b>TOR</b>") which have been approved by the Board and are set out in the Board Charter. The TOR of the respective Board Committees are periodically reviewed and assessed to ensure that the TOR remain relevant and adequate in governing the functions and responsibilities of the Committee concerned and reflect the latest developments in the Main Market Listing Requirements ("<b>MMLR</b>") of Bursa Malaysia Securities Berhad ("<b>Bursa Securities</b>") and the Malaysian Code on Corporate Governance ("<b>MCCG</b>").</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 1.2

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>The Chairman holds an Independent Non-Executive position and is primarily responsible for the smooth running of the Board and encourages active participation by Board members and provides reasonable time for discussion of issues raised at meetings. Decisions reached at Board meetings reflect the consensus of the whole Board and not the views of any individual or group. His other responsibilities also include instilling good corporate governance practices.</p> <p>Further details of the responsibilities of the Chairman of the Board are set out in the Board Charter.</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 1.3

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman of the Board, Mr Tee Keng Hoon is an Independent Non-Executive Director.  Encik Mohd Harris Bin Pardi is the Chief Operating Officer cum Executive Director (" <b>COO cum ED</b> ").  There is a clear and distinct division of responsibilities between the Chairman and the COO cum ED to ensure that there is an appropriate balance of power and role, responsibility and accountability at Board level. Their respective responsibilities are set out in the Board Charter.	
<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 1.4

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> :	<p>The Chairman of the Board, Mr Tee Keng Hoon does not hold any position in the Board Committees, and neither does he participate in any or all of these Committees' meetings.</p> <p>The Board Charter of the Company stipulates that the Chairman of the Board should not be a member of the Audit and Risk Management Committee, Nomination Committee, Remuneration Committee or any other Board Committee.</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 1.5

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 current Company Secretaries of OCB, Ms Lydia Tong Yiu Shyian-Shyian and Ms Nor Zarifah Binti Abdullah @ Mahmud are qualified to act as company secretaries under Section 235(2) of the Companies Act ("CA") 2016. They are also registered with the Companies Commission of Malaysia ("CCM") under Section 241 of the CA 2016 and are issued with practising certificates by the Registrar of Companies.</p> <p>Ms Lydia Tong Yiu Shyian-Shyian is a member of Bar Council. She was a partner in a law firm from September 2015 to December 2022 in General Litigation and Conveying Practice. From October 2014 to August 2015, she served as Legal, Risk &amp; Compliance Officer at ZICO Allshores Trust (S) Pte. Ltd. (Singapore).</p> <p>Ms Nor Zarifah Binti Abdullah @ Mahmud is licensed by the Registrar of Companies. She has been with a public listed company since November 2015 assisting the Group Company Secretary in all company secretarial duties and functions. Prior to this, she served as Officer in Technical &amp; Research Department of the Malaysian Institute of Chartered Secretaries and Administrators.</p> <p>The Company Secretaries' responsibilities are set out in the Board Charter.</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>Prior to the Board meetings, every Director is given an agenda and a comprehensive set of Board papers consisting of reports on the Group's financial performance, status of major projects, future development, the quarterly or annual financial results, the minutes of preceding meetings of the Board and Board Committees, and relevant proposal papers (if any) to allow them sufficient time to review, consider and deliberate knowledgeably on the matters to be tabled. Meetings materials are circulated to the Board and Board Committees' members, 5 business days prior to their respective Meetings.</p> <p>The minutes of the said meetings are circulated and confirmed as a correct record of the proceedings by the Board and Board Committees at their subsequent respective meetings.</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 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 Charter of the Company serves as a source of reference and primary induction literature, providing insight to prospective Board members and the Senior Management.</p> <p>The roles and responsibilities of the Board, the respective Board Committees, the Chairman, the COO cum ED, the Non-Executive Directors, Independent Directors and Senior Independent Non-Executive Director as well as the Company Secretaries are clearly spelt out in the Board Charter. There is also a "Schedule of Matters Reserved for Collective Decision of the Board" in the Board Charter.</p> <p>The Board Charter of the Company is subject to periodic review and updates by the Board whenever deemed necessary. The Board Charter was reviewed on 25 November 2024 in line with the needs of the Group and the new regulations that impacted the discharge of the Board's responsibilities. It was to ensure its relevance for good corporate governance practices within the Group which are in line with current regulation, rulings and guidelines.</p> <p>The revised Board Charter was approved by the Board and adopted on 25 November 2024.</p> <p>The Board Charter is available for reference in the Company's website at <a href="http://www.ocbb.com.my">www.ocbb.com.my</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

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>The Company has in place the 'Code of Best Practice' applicable to Directors which sets out the standard of conduct expected of Directors with the aim to cultivate good ethical conduct that in turn promotes the values of governance, compliance, transparency, integrity, accountability and social responsibility.</p> <p>There is also in place, 'The Code of Conduct and Ethics' ("<b>Code</b>") which is applicable to employees of the Group, and it contains policies and guidelines relating to the standards and ethics that all employees are expected to adhere in the course of their work covering among others, the following:</p> <ul style="list-style-type: none"><li>• compliance with rules and regulations;</li><li>• conflict of interest;</li><li>• confidentiality;</li><li>• safeguarding of the Group's intellectual property and assets;</li><li>• prevention of abuse of power; and</li><li>• Anti-Corruption</li><li>• Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2020 ("<b>AMLA</b>")</li></ul> <p>The Code of Conduct and Ethics is available on the Company's website at <a href="http://www.ocbb.com.my">www.ocbb.com.my</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**

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>	:	There is in place a whistleblowing policy and procedure which is available on the Company's website at <a href="http://www.ocbb.com.my">www.ocbb.com.my</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>	:		

## 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 and the COO cum ED, Encik Mohd Harris Bin Pardi are responsible for setting the sustainability strategies of OCB and its subsidiary companies ("<b>the Group</b>"). The Governance Structure for OCB's sustainability management is set out below. The Board assumes the ultimate responsibility for the Group's sustainability efforts, while the COO cum ED plays the role of Chief Sustainability Officer ("<b>CSO</b>").</p> <table border="1"> <tr> <td>Board</td> <td>The Board is ultimately responsible for the Group's sustainability. It ensures that the Group's business strategies give due considerations to all aspects of sustainability as prescribed by Bursa Securities.</td> </tr> <tr> <td>Audit and Risk Management Committee ("<b>ARMC</b>")</td> <td>The ARMC reviews the strategies, policies, management, initiatives, targets and performance of the Group in the areas of health and safety, environment, community relations, security and governance.</td> </tr> <tr> <td>Risk Management Executive Committee ("<b>RMEC</b>")</td> <td>The RMEC oversees the proper implementation of the sustainability strategy. It evaluates overall sustainability risks and opportunities.</td> </tr> <tr> <td>Risk Management &amp; Sustainability Working Group ("<b>RMSWG</b>")</td> <td>The RMSWG identifies and evaluates sustainability risks and opportunities. It oversees the sustainability management at each subsidiary/ business unit. The RMSWG comprises heads of subsidiaries/business units.</td> </tr> </table>	Board	The Board is ultimately responsible for the Group's sustainability. It ensures that the Group's business strategies give due considerations to all aspects of sustainability as prescribed by Bursa Securities.	Audit and Risk Management Committee (" <b>ARMC</b> ")	The ARMC reviews the strategies, policies, management, initiatives, targets and performance of the Group in the areas of health and safety, environment, community relations, security and governance.	Risk Management Executive Committee (" <b>RMEC</b> ")	The RMEC oversees the proper implementation of the sustainability strategy. It evaluates overall sustainability risks and opportunities.	Risk Management & Sustainability Working Group (" <b>RMSWG</b> ")	The RMSWG identifies and evaluates sustainability risks and opportunities. It oversees the sustainability management at each subsidiary/ business unit. The RMSWG comprises heads of subsidiaries/business units.
Board	The Board is ultimately responsible for the Group's sustainability. It ensures that the Group's business strategies give due considerations to all aspects of sustainability as prescribed by Bursa Securities.									
Audit and Risk Management Committee (" <b>ARMC</b> ")	The ARMC reviews the strategies, policies, management, initiatives, targets and performance of the Group in the areas of health and safety, environment, community relations, security and governance.									
Risk Management Executive Committee (" <b>RMEC</b> ")	The RMEC oversees the proper implementation of the sustainability strategy. It evaluates overall sustainability risks and opportunities.									
Risk Management & Sustainability Working Group (" <b>RMSWG</b> ")	The RMSWG identifies and evaluates sustainability risks and opportunities. It oversees the sustainability management at each subsidiary/ business unit. The RMSWG comprises heads of subsidiaries/business units.									

	<p>The Group’s long-term sustainability goals are:</p> <ul style="list-style-type: none"> <li>➤ Producing high quality and safe products to the customers;</li> <li>➤ Increasing employees’ sustainability awareness;</li> <li>➤ Increasing the use of renewable energy sources and raw materials; and</li> <li>➤ Reducing non-recyclables solid waste to landfills.</li> </ul> <p>The sustainability priorities of the Group are set out in the Sustainability Materiality Matrix. Priorities are given to Material Sustainability Matters based on their significance to the Group’s economic, environmental and social impact and the influence on the stakeholders’ assessments and decision.</p> <p>Key Sustainability Indicators (“KSI”) are reported at quarterly Risk Management and Sustainability Working Group meetings. The indicators are compared against the sustainability targets, where relevant, as well as against prior period performance.</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 4.2

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>	:	The Board acknowledge that engaging with our stakeholders is critical to achieving the Group’s sustainability goals. Through careful analysis, The Group categorized its stakeholders into internal and external groups, and conducted a strategic prioritization to determine their relative importance to the Group, as outlined below:	
		<b>Internal Stakeholders</b>	<b>External Stakeholders</b>
		<ul style="list-style-type: none"> <li>a. Investors</li> <li>b. Employees</li> <li>c. Board and Board Committees</li> </ul>	<ul style="list-style-type: none"> <li>a. Customers and end-consumers</li> <li>b. Regulators</li> <li>c. Government authorities</li> <li>d. Suppliers</li> <li>e. Local communities</li> <li>f. Media</li> </ul>
		<p>Investors: The Group maintains open communication through its corporate website at <a href="http://www.ocbb.com.my">www.ocbb.com.my</a>, providing financial information and updates on business developments.</p> <p>Customers and End-Consumers: The Group prioritizes product quality and safety and offers various channels for direct communication, including company websites and customer service hotlines.</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 4.3

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 Group has set out the sustainability management objectives in its Sustainability Framework which include among others:</p> <ul style="list-style-type: none"><li>➤ Promoting an enterprise-wide approach, thereby:<ul style="list-style-type: none"><li>- including sustainability management as a component of strategy development and evaluation; and</li><li>- providing consistency in methodology, assessment and management;</li></ul></li><li>➤ Recognising that integrating sustainability in the Group's business strategies will realise the following key benefits:<ul style="list-style-type: none"><li>- enhancing risk management;</li><li>- promoting innovation and attracting new customers; maintaining a licence to operate;</li><li>- securing capital;</li><li>- improving productivity and cost optimisation; and</li><li>- enhancing brand value and reputation.</li></ul></li></ul> <p>The Board, the ARMC, the RMEC and the RMSWG of the respective operating divisions of the Group have identified the Material Sustainability Matters relevant to each of the operating divisions. The Material Sustainability Matters are considered material if they:</p> <ul style="list-style-type: none"><li>(i) reflect the Group's significant economic, environmental and social impact; or</li><li>(ii) substantively influence the assessments and decisions of stakeholders.</li></ul> <p>Details of the materiality assessment and stakeholders' engagement; and the Group's sustainability efforts in relation to the Material Sustainability Matters are provided in Pages 23 to 34 of the Annual Report 2024.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<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 4.4

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>	:	The Directors'/Key Officers' Evaluation Form was made to include setting the Company's sustainability strategies, priorities and targets, and addressing the Material Sustainability Risks.  The Nomination Committee (" <b>NC</b> ") conducted the evaluations of the Board and Senior Management in November 2024 using the aforesaid Directors'/Key Officers' Evaluation Form.	
<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>	:	COO cum ED, Encik Mohd Harris Bin Pardi is the Chief Sustainability Officer appointed by the Board to manage sustainability strategically including the integration of sustainability considerations in the Group's operations.

### 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>The responsibilities of the NC included among others, to evaluate the effectiveness of the Board and the Board Committees (including its size and composition), contribution and performance of each individual Director and the independence of the Independent Directors of the Company, on an annual basis.</p> <p>The Independent Directors were assessed via the Independent Directors' Self-Assessment Checklist, while individual Directors and the composition of the Board/Board Committees were assessed using the Directors' Evaluation Form, Conflict of Interest Assessment Form, Board &amp; Board Committee Evaluation Form, Audit &amp; Risk Management Committee Evaluation Form and Performance Evaluation Sheet – Board Committees.</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 5.2**

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>	:	57.14% of the Board of the Company comprised Independent Directors. The Board comprises of: <ul style="list-style-type: none"> <li>• 1 Independent Non-Executive Chairman;</li> <li>• 3 Independent Non-Executive Directors;</li> <li>• 2 Non-Independent Non-Executive Directors; and</li> <li>• 1 COO cum ED.</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**

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 Company has implemented a cumulative 9-year term limit without further extension for Independent Directors in its Board Charter.



## 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>The NC is delegated with the responsibility of assessing and considering and recommending to the Board, suitable nominees for appointment as Directors, after taking into consideration, the candidates' age, race, gender, background capabilities, expertise, experience, character, integrity, professionalism, time commitment and other factors that will best qualify the candidates to serve on the Board of the Company. In the case of candidates for the position of Independent Non-Executive Directors, they must meet the independence criteria defined in the MMLR of Bursa Securities.</p> <p>The Company has in place the Board Diversity Policy which was revised and approved for adoption on 29 November 2021.</p> <p>6 Board meetings were held during FYE 2024 and the attendance of the Directors was as follows:</p> <table border="1"><thead><tr><th>Director</th><th>Number of meetings attended in FYE 2024</th><th>% of Attendance</th></tr></thead><tbody><tr><td>Tee Keng Hoon</td><td>6 out of 6 meetings</td><td>100</td></tr><tr><td>Abd Aziz Bin Attan *</td><td>3 out of 3 meetings</td><td>100</td></tr><tr><td>Khoo Kay Leong **</td><td>2 out of 2 meetings</td><td>100</td></tr><tr><td>Agnes Maria Sam A/P John Sam</td><td>6 out of 6 meetings</td><td>100</td></tr><tr><td>Chan Kee Eng</td><td>6 out of 6 meetings</td><td>100</td></tr><tr><td>Sandra Mohan A/L Manthiry #</td><td>3 out of 3 meetings</td><td>100</td></tr><tr><td>Wong Choon Shein</td><td>6 out of 6 meetings</td><td>100</td></tr><tr><td>Fong Heng Leong</td><td>6 out of 6 meetings</td><td>100</td></tr><tr><td>Mohd Harris Bin Pardi</td><td>6 out of 6 meetings</td><td>100</td></tr></tbody></table>	Director	Number of meetings attended in FYE 2024	% of Attendance	Tee Keng Hoon	6 out of 6 meetings	100	Abd Aziz Bin Attan *	3 out of 3 meetings	100	Khoo Kay Leong **	2 out of 2 meetings	100	Agnes Maria Sam A/P John Sam	6 out of 6 meetings	100	Chan Kee Eng	6 out of 6 meetings	100	Sandra Mohan A/L Manthiry #	3 out of 3 meetings	100	Wong Choon Shein	6 out of 6 meetings	100	Fong Heng Leong	6 out of 6 meetings	100	Mohd Harris Bin Pardi	6 out of 6 meetings	100
Director	Number of meetings attended in FYE 2024	% of Attendance																														
Tee Keng Hoon	6 out of 6 meetings	100																														
Abd Aziz Bin Attan *	3 out of 3 meetings	100																														
Khoo Kay Leong **	2 out of 2 meetings	100																														
Agnes Maria Sam A/P John Sam	6 out of 6 meetings	100																														
Chan Kee Eng	6 out of 6 meetings	100																														
Sandra Mohan A/L Manthiry #	3 out of 3 meetings	100																														
Wong Choon Shein	6 out of 6 meetings	100																														
Fong Heng Leong	6 out of 6 meetings	100																														
Mohd Harris Bin Pardi	6 out of 6 meetings	100																														

Notes:

\* Retired at the conclusion of the Sixty-Fifth Annual General Meeting held on 24 June 2024.

\*\* Appointed on 1 September 2024.

# Resigned on 1 July 2024.

During FYE 2024, the ARMC held 5 meetings and the attendance of the members was as follows:

Director	Number of meetings attended in FYE 2024	% of Attendance
Abd Aziz Bin Attan *	3 out of 3 meetings	100
Khoo Kay Leong **	1 out of 1 meeting	100
Agnes Maria Sam A/P John Sam	5 out of 5 meetings	100
Chan Kee Eng	5 out of 5 meetings	100

Notes:

\* Ceased to hold office on 24 June 2024.

\*\* Appointed on 1 September 2024.

The NC convened 2 meetings in FYE 2024 and the attendance of the NC members was as follows:

Member	Number of meetings attended in FYE 2024	% of Attendance
Agnes Maria Sam A/P John Sam	2 out of 2 meetings	100
Abd Aziz Bin Attan *	Nil	Nil
Khoo Kay Leong **	1 out of 1 meeting	100
Chan Kee Eng	2 out of 2 meetings	100

Notes:

\* Ceased to hold office on 24 June 2024.

\*\* Appointed on 1 September 2024.

RC convened 1 meeting in the FYE 2024 and full attendance of the members was recorded at the said meeting.

All the current Directors of the Company do not hold directorships more than that prescribed under the MMLR of Bursa Securities.

Explanation for departure :

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<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 5.6

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>The Board has in place a Policy on Nomination and Assessment Process of Board members which sets out the process and criteria for selection and assessment of potential candidates for election to the Board of the Company. It is specified in the said Policy that in identifying candidates for appointment as Director, the following approaches will be deployed in sourcing for Board candidates:</p> <ul style="list-style-type: none"> <li>➤ Referrals from Board members, management and major shareholders</li> <li>➤ Directors' registry (e.g. Institute of Corporate Directors Malaysia)</li> <li>➤ Industry and professional associations</li> <li>➤ Independent search firms</li> </ul> <p>The aforesaid Policy is to be practiced in conjunction with the Board Diversity Policy of the Company.</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

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>The Board has provided a statement and the reasons in the Explanatory Notes to Notice of the 66th Annual General Meeting (“<b>AGM</b>”) of the Company dated 25 April 2025, to support the re-election of those Directors who are due to retire at the said AGM.</p> <p>For the purpose of determining the eligibility of Directors, Mr Tee Keng Hoon, Madam Chan Kee Eng and Mr Khoo Kay Leong who are standing for re-election at the 66th AGM, the Board through the NC had assessed them using the Independent Directors’ Self-Assessment Checklist, Directors’/Key Officers’ Evaluation Form and Conflict of Interest Assessment Form for each of them in order to assess their caliber and ability to understand the requirements, risk and management of the Group’s business; contribution and performance; character, integrity and professional conduct in dealing with any conflict of interest or potential conflict of interest situations; ability to critically challenge and ask the right questions; commitment and due diligence, confidence to stand up for a point of view; interaction at meetings and training records for FYE 2024.</p> <p>Based on the evaluation results, the abovementioned retiring Directors met the performance criteria required of an effective member of the Board.</p> <p>The profiles of the above 3 Directors are set out on Pages 16 and 17 of the Annual Report 2024. These include their age, gender, date of appointment, directorships in other companies, working experience and any conflict of interest or potential conflict of interest, including interest in any competing business with OCB and/or the Group.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<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>	:	The NC is chaired by an Independent Non-Executive Director, Madam Agnes Maria Sam A/P John Sam.	
<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>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	The Board acknowledges the importance of Board diversity, including gender diversity, for the effective functioning of the Board.
		The Board Diversity Policy sets the aim of the Company to appoint and/or maintain at least 30% woman participation on the Board by 2023. The Policy stipulates, among other things, that the NC will consider the benefit of all aspects of diversity in order to maintain an appropriate range and balance of skills, experience and background on the Board. In identifying suitable candidates for appointment to the Board, the NC will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.  The Company will put greater effort into looking for suitable candidates to increase the number of women directors on the Board to 30%.
<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.



**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>	:	The Board has disclosed the Gender Diversity Policy on Page 47 in the Annual Report 2024.	
<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>	: On 25 November 2024, the NC undertook an evaluation to assess the Board, the Board Committees and each individual Directors. The evaluation was conducted using the Independent Directors' Self-Assessment Checklist, Directors'/Key Officers' Evaluation Form, Conflict of Interest Assessment Form, Board & Board Committee Evaluation Form, Audit & Risk Management Committee Evaluation Form and Performance Evaluation Sheet – Board Committees.  The NC, after having conducted the above evaluation and assessment, concluded that:  (i) all the existing Independent Non-Executive Directors of the Company were still independent of the management of the Company and of any business or other relationship with the Company, its Executive Director and officers and its major shareholders which could interfere with the exercise of independent judgement or each of their ability to act in the interests of the Company. The said Directors continued to demonstrate conduct and behaviour that were essential indicators of their independence, and each of them continued to fulfil the definition and criteria of independence as set out in the MMLR of Bursa Securities.  (ii) each of the existing Directors of the Company has the requisite competence and caliber to serve on the Board and Board Committees, and had continued to demonstrate his commitment to the Group in terms of time, participation and dialogue during the current year under review.  (iii) each of the existing Directors of the Company does not have any conflict of interest in discharging their duties.

	<p>(iv) the Board and Board Committees' respective responsibilities were well-defined and set out in the Board Charter. The criteria in the MMLR of Bursa Securities that at least 1 of the members of the ARMC must be a member of the Malaysian Institute of Accountants or a person approved under the MMLR of Bursa Securities is met.</p> <p>The Board members unanimously concurred with the above conclusions of the NC.</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 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>	:	The Company has in place a Remuneration Policy for Directors and Senior Management aimed to create a strong performance-oriented environment, and to attract, develop and retain talent.  The Remuneration Policy for Directors and Senior Management is available on the Company's website at <a href="http://www.ocbb.com.my">www.ocbb.com.my</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>	:		

### 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>	:	The Board has a Remuneration Committee and the Remuneration Committee's Terms of Reference is set out in the Board Charter of the Company which is available on the Company's website at <a href="http://www.ocbb.com.my">www.ocbb.com.my</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>	:	

### 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>	:	<p>Detailed disclosures of the remuneration breakdown of each Director on a named basis for FYE 2024 are provided in the following page, and the footnotes thereto are set out herein below:</p> <p>Notes:</p> <ul style="list-style-type: none"><li>* <i>Retired at the conclusion of the Sixty-Fifth Annual General Meeting held on 24 June 2024.</i></li><li>** <i>Appointed on 1 September 2024.</i></li><li># <i>Resigned on 1 July 2024.</i></li></ul> <p>(1) <i>Salary comprised basic salary, EPF, SOCSO and EIS.</i></p> <p>(2) <i>Benefits-in-kind comprised provision of company motor vehicle, petrol allowances, travelling allowance, driver, medical reimbursement, insurance and phone bill.</i></p>

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	Mohd Harris Bin Pardi	Executive Director	-	7.0	242.0	-	4.0	-	253.0	-	7.0	242.0	-	4.0	-	253.0
2	Tee Keng Hoon	Independent Director	92.4	7.0	-	-	-	-	99.4	92.4	7.0	-	-	-	-	99.4
3	Abd Aziz Bin Attan *	Independent Director	51.6	4.0	-	-	9.5	-	65.1	51.6	4.0	-	-	9.5	-	65.1
4	Khoo Kay Leong **	Independent Director	35.6	2.0	-	-	-	-	37.6	35.6	2.0	-	-	-	-	37.6
5	Agnes Maria Sam A/P John Sam	Independent Director	106.8	7.0	-	-	-	-	113.8	106.8	7.0	-	-	-	-	113.8
6	Chan Kee Eng	Independent Director	106.8	7.0	-	-	12.5	-	126.3	106.8	7.0	-	-	12.5	-	126.3
7	Sandra Mohan A/L Manthiry #	Independent Director	33.6	4.0	-	-	-	-	37.6	33.6	4.0	-	-	-	-	37.6
8	Wong Choon Shein	Non-Executive Non-Independent Director	67.2	7.0	-	-	20.0	-	94.2	67.2	7.0	577.2	91.2	20.0	-	762.6
9	Fong Heng Leong	Non-Executive Non-Independent Director	67.2	7.0	-	-	6.5	-	80.7	67.2	7.0	168.5	-	6.5	-	249.2
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 considered the information of the remuneration of the top 5 Senior Management personnel to be sensitive and proprietary in view of the competitive nature of the human resource market and such confidentiality supports the Company's efforts to attract and retain executive talent.</p> <p>The transparency and accountability aspects of corporate governance applicable to the remuneration of these staff are deemed appropriately served by the disclosures of their remuneration in categories and bands of RM50,000 as disclosed in Page 44 of the Annual Report 2024 under the CG Overview Statement.</p> <p>The Board ensures that the remuneration of the Senior Management commensurate with the overall performance of the Group and the general economic situation, with due consideration to attract, retain and motivate Senior Management to lead and run the Group successfully.</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>	:	The Chairman of the ARMC is Mr Khoo Kay Leong while the Chairman of the Board is Mr Tee Keng Hoon.	
<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>	:	The policy that requires a former key audit partner to observe a cooling-off period of at least 3 years before being appointed as a member of the Audit Committee is stipulated in the existing TOR of the ARMC.	
<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 Company has in place the External Auditors' Assessment Policy and had carried out an annual assessment on the performance, suitability and independence of the external auditors based on the following 6 keys areas:</p> <ul style="list-style-type: none"><li>(a) competence and quality of service;</li><li>(b) sufficiency of resources;</li><li>(c) ability to meet deadlines and responding to issues in a timely manner;</li><li>(d) communication and interaction with the Management;</li><li>(e) independence, objectivity and professionalism; and</li><li>(f) whether there are any reprimand or sanction imposed by Audit Oversight Board.</li></ul> <p>The External Auditors' Assessment Policy is available on the Company's website at <a href="http://www.ocbb.com.my">www.ocbb.com.my</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 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The ARMC of the Company consists entirely of Independent Directors. They are:  1. Mr Khoo Kay Leong ( <i>Chairman</i> ) 2. Madam Agnes Maria Sam A/P John Sam ( <i>Member</i> ) 3. Madam Chan Kee Eng ( <i>Member</i> )

### 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>	:	The members of the ARMC possess the necessary skills to discharge their duties and are financially literate. The profile of the ARMC Chairman, Mr Khoo Kay Leong and of its members, Madam Agnes Maria Sam A/P John Sam and Madam Chan Kee Eng are set out in Pages 16 and 17 of the Annual Report 2024.  The training/webinars/forums that they have participated or attended in FYE 2024 are disclosed in Page 49 of the Annual Report 2024.
<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>	:	The Group has in place an effective risk management and internal control framework to identify and assess the risks faced by the Group and thereafter, to implement and monitor appropriate internal controls to manage and mitigate those risks. The details of the framework are disclosed in the Statement on Risk Management and Internal Control in Pages 55 to 59 of the Annual Report 2024.	
<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.

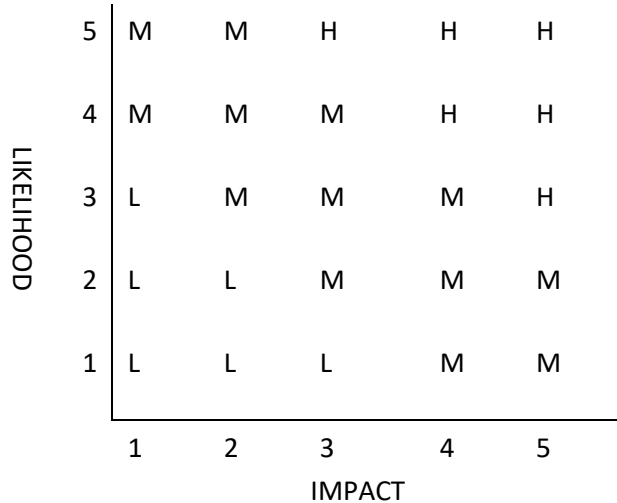
The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company’s objectives is mitigated and managed.

### 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 key features of the Risk Management Framework are as follows:</p> <p><b>(A) Identifying risks</b></p> <p>Risk is defined as the possibility of an event occurring that will have an impact on the achievement of objectives. Risk is measured in terms of impact and likelihood.</p> <p>In the risk identification process, all potential events that could adversely impact the achievement of business objectives are identified by the Risk Management and Sustainability Working Group (“<b>RMSWG</b>”).</p> <p>The risks can typically be categorised into the following 4 of the Group’s objectives:</p> <ul style="list-style-type: none"><li>• Strategic – high level goals, aligned with and supporting Group’s mission</li><li>• Operation – effective and efficient use of resources</li><li>• Reporting – reliability of financial reporting</li><li>• Compliance – compliance with applicable laws and regulations</li></ul> <p><b>(B) Quantify risks</b></p> <p>The risks which are identified are quantified for their impact on the Group.</p> <p>The potential impact of a risk event is the combination of the likelihood (probability) which the risk will happen and the impact (gravity) which it will cause if the risk does happen.</p> <p>A score of (1) to (5) will be assigned for likelihood and impact respectively.</p>

Consequently, a risk event may have a combined score of (1) up to (25) depending on its likelihood and impact scores. A risk with a high rating poses more serious threat to the organisation than a low rating risk. The risk will be mapped into the following risk heat-chart:



**(C) Responses to risks**

For each risk identified, the management will have one or more of the following response options:

- Avoid the risk by not proceeding with an activity which generates the risk.
- Treat the risk by applying controls to minimize the likelihood or impact of the risk.
- Transfer the risk by sharing the impact of the risk with outside parties such as insurance or joint venture.
- Tolerate the residue (balance) risk if it is within the Group’s risk appetite.

**(D) Risk control strategies**

For each of the type of risks response chosen, the relevant control strategies are identified.

If an existing control falls short of its effectiveness or if there is no existing control in managing a significant risk, then new control strategies must be developed to manage the risk so that the residue risk is reduced to an acceptable level.

**Explanation for departure** :

<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 10.3 - 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>	:	Not Adopted
<b>Explanation on adoption of the practice</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 11.1

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 Group's internal audit function is performed by an independent external consulting firm ("<b>Internal Auditors</b>"), Messrs Tan Yen Yeow &amp; Company ("<b>TYY &amp; Co.</b>"). The Internal Auditors have direct access to both the ARMC and the Chairman of the ARMC, and report to the ARMC on a quarterly basis on all matters relating to risk management and internal control of the Group. The Internal Auditors also assist in collecting data, monitor and report on Material Sustainability Matters.</p> <p>Prior to each financial year, the annual Internal Audit Plan is reviewed and approved by the ARMC.</p> <p>Details of the Internal Audit function are set out in Page 54 of the Annual Report 2024.</p> <p>The ARMC evaluates the efficiency and effectiveness of the IA function on an annual basis.</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>During the FYE 2024, the internal audit function was outsourced to an independent external consulting firm, TYY &amp; Co.</p> <p>The internal audit team of TYY &amp; Co. is headed by its director, Tan Yen Yeow. He is a Chartered Accountant registered with the Malaysian Institute of Accountants. He is also a member of The Institute of Internal Auditors Malaysia and a Certified Internal Auditor. The internal audit team are free from any relationships or conflicts of interest, which could impair their objectivity and independence.</p> <p>The internal audit adopts a risk-based approach in developing its audit plan and addresses core auditable areas of the Group based on their risk profile.</p> <p>The internal audit function carries out its work in line with the International Professional Practices Framework.</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>	:	The Group's latest financial performance and material business/ corporate matters affecting the Group are made available to shareholders and investors through the Company's Annual Reports, the various disclosures and announcements made by the Company to Bursa Securities and the Company's website at <a href="http://www.ocbb.com.my">www.ocbb.com.my</a> .  The AGM provides the principal platform for dialogue and interactions with the shareholders on an annual basis.
<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 12.2**

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

<b>Application</b>	:	Not applicable – Not a Large Company	
<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 13.1**

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>At least 28 days' notice period was given in respect of the Company's 65th AGM which was held on 24 June 2024. The notice convening the said AGM was dated 26 April 2024.</p> <p>Likewise, at least 28 days' notice period will be given for the forthcoming 66th AGM which will be held on 23 June 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>	:		

**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>At the Company’s 65th AGM which was held on 24 June 2024, all the Directors of the Company participated at the said AGM remotely.</p> <p>Barring any unforeseen circumstances, all the Directors have confirmed their attendance and participation for the forthcoming 66th AGM which will be held physically on 23 June 2025.</p> <p>The Board members who are also Chairman of the Board Committees have always been present at the AGM to respond to questions raised by the shareholders if addressed to them.</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>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The 65th AGM of the Company which was held on 24 June 2024 was conducted virtually and live-streamed from the broadcast venue. This allowed shareholders to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely via the Remote Participation and Electronic Voting (“RPEV”) facilities provided by our poll administrator, KPMG Management &amp; Risk Consulting Sdn. Bhd. (“KPMG MRC”) through its ConveneAGM Meeting Platform at <a href="https://conveneagm.my/ocbagm2024">https://conveneagm.my/ocbagm2024</a>.</p> <p>The virtual AGM was in compliance with the Company’s Constitution, Companies Act 2016 and other legal requirements.</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 13.4

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>Shareholders of the Company were given sufficient opportunity to pose their questions commencing 26 April 2024 i.e., before the 65th AGM of the Company on 24 June 2024 and during the said Meeting.</p> <p>The Company had made available the Administrative Details for the 65th AGM in the Annual Report 2023 and on its website, which included the steps to submit questions for the Board before and during the said AGM via ConveneAGM Meeting Platform.</p> <p>During the AGM, the Chairman of the Board also informed the shareholders that they could raise questions in real time by transmitting their questions via the RPEV facilities provided by KPMG MRC via ConveneAGM Meeting Platform at <a href="https://conveneagm.my/ocbagm2024">https://conveneagm.my/ocbagm2024</a>.</p> <p>All the questions from shareholders were addressed by the Chairman of the Board, COO cum ED and the Finance Officer, at the end of the agendas of the aforesaid 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 13.5

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>	: Applied
<b>Explanation on application of the practice</b>	: <p>The 65th AGM of the Company was conducted virtually and live-streamed on the ConveneAGM Meeting Platform provided by our Poll Administrator, KPMG MRC.</p> <p>The Poll Administrator, KPMG MRC had verified the eligibility of shareholders/corporate representatives/proxies to attend the 65th AGM based on the General Meeting Record of Depositors as at 14 June 2024, and upon the cut-off date and time for proxy form submission. This online platform was secured exclusively for the members with approved registration for the RPEV at the 65th AGM.</p> <p>Each question received from shareholders before and during the said AGM was broadcasted to all participants at the said AGM during the Question and Answer Session, as and when the Chairman of the Board/COO cum ED/Finance Officer provided his response to the question, in an orderly manner. Additional questions from shareholders received during the 30 minutes Polling Session were addressed before the announcement of the poll results.</p> <p>The poll results of the 65th AGM was verified by the Scrutineers, Quantegic Services Sdn. Bhd., and the results of the poll were displayed on the screen when the Chairman declared that all the resolutions were carried.</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 13.6**

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 65th AGM was posted on the Company's website within 30 days after the conclusion of the said AGM.  The Minutes of 65th AGM which was held on 24 June 2024 was posted on the Company's website on 10 July 2024, upon confirmation of its proceedings by the Board on the even date.
<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.*

Click or tap here to enter text.

