



WARISAN TC HOLDINGS BERHAD  
[Registration No. 199701009338 (424834-W)]

[www.warisantc.com.my](http://www.warisantc.com.my)

**WARISAN TC HOLDINGS BERHAD**  
[Registration No. 199701009338 (424834-W)]  
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ANNUAL REPORT 2020



## WARISAN TC HOLDINGS BERHAD

[Registration No. 199701009338 (424834-W)]  
(Incorporated in Malaysia)

Dear Shareholders,

It is our pleasure to invite you to the Twenty-Fourth Annual General Meeting ("24<sup>th</sup> AGM") of WARISAN TC HOLDINGS BERHAD ("WTCH" or "the Company"). The details of the 24<sup>th</sup> AGM are as follows:

### DATE & TIME

4 June 2021 (Friday) at 10:30 a.m.

### BROADCAST VENUE

Tricor Business Centre, Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

As part of the safety measures and initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the Company will conduct the 24<sup>th</sup> AGM fully virtual through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") TIH Online website at <https://tjih.online>.

Shareholders are strongly advised to participate, and vote remotely at the 24<sup>th</sup> AGM using the RPV facilities. Please submit your request for the RPV facilities to our Share Registrar, Tricor, via TIH Online website (<https://tjih.online>) latest by 10:30 a.m. on Wednesday, 2 June 2021. Kindly refer to the enclosed Administrative Notes for more information regarding the procedures for RPV facilities.

The following documents of the Company are available at our website: <https://www.warisantc.com.my> and Bursa Malaysia Securities Berhad's website at <https://www.bursamalaysia.com>, or you may scan the QR Code for your viewing and/or downloading:

1. Annual Report 2020 ("AR 2020")
2. Circular to Shareholders ("Circular")
3. Notice of the 24<sup>th</sup> AGM
4. Form of Proxy
5. Administrative Notes



24<sup>th</sup> AGM

If you need a copy of the printed AR 2020 and/or Circular, kindly fax or email to our Share Registrar, Tricor at fax number or email addresses stated below. Alternatively, you may also make your request online via Tricor's TIH Online website at <https://tjih.online>. A printed copy of the AR 2020 and/or Circular will be sent to you by ordinary post upon receipt of your request.

Should you require any assistance and clarification on the above, kindly contact the following persons at Tricor during office hours:

- General Line : +603-2783 9299
- Fax No. : +603-2783 9222
- Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)
- Contact Persons : Ms. Lim Lay Kiow ([Lay.Kiow.Lim@my.tricorglobal.com](mailto:Lay.Kiow.Lim@my.tricorglobal.com))  
Puan Siti Zalina Osmín ([Siti.Zalina@my.tricorglobal.com](mailto:Siti.Zalina@my.tricorglobal.com))  
Mr. Lim Jia Jin ([Jia.Jin.Lim@my.tricorglobal.com](mailto:Jia.Jin.Lim@my.tricorglobal.com))

We look forward to connecting with you on the RPV facilities during the 24<sup>th</sup> AGM. Thank you for your continued support to WTCH.

**ANG LAY BEE** (SSM PC No. 201908003958) (MAICSA 0825641)  
Company Secretary

Kuala Lumpur  
30 April 2021

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting of WARISAN TC HOLDINGS BERHAD will be held fully virtual at the broadcast venue at Tricor Business Centre, Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 4 June 2021 at 10:30 a.m. to transact the following businesses:

## Ordinary Business

- |    |   |   |
|----|---|---|
| 1. | To lay the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.  | <i>(Please refer to Explanatory Note 1)</i> |
| 2. | To re-elect the following Directors who retire by rotation and being eligible, have offered themselves for re-election, in accordance with Article 98 of the Company's Constitution, as Directors of the Company:   |   |
|    | (i) Dato' Tan Heng Chew   | <i>Ordinary Resolution 1</i>                |
|    | (ii) Datuk Abdullah Bin Abdul Wahab   | <i>Ordinary Resolution 2</i>                |
| 3. | To re-elect Ms. Soh Eng Hooi, a Director of the Company, who retires and being eligible, has offered herself for re-election, in accordance with Article 77 of the Company's Constitution.  | <i>Ordinary Resolution 3</i>                |
| 4. | To approve the payment of Directors' fees of up to an amount of RM295,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 5 June 2021 until the next Annual General Meeting of the Company.     | <i>Ordinary Resolution 4</i>                |
| 5. | To approve the payment of Directors' benefits of up to an amount of RM100,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 5 June 2021 until the next Annual General Meeting of the Company. | <i>Ordinary Resolution 5</i>                |
| 6. | To re-appoint Mazars PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration.  | <i>Ordinary Resolution 6</i>                |

## As Special Business

To consider and if thought fit, to pass the following resolutions:

- |    |   |                              |
|----|---|------------------------------|
| 7. | <b>CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR</b>   |                              |
|    | "THAT approval be and is hereby given for Datuk Abdullah bin Abdul Wahab who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to be designated as an Independent Non-Executive Director of the Company."   | <i>Ordinary Resolution 7</i> |
| 8. | <b>PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES</b>   |                              |
|    | "THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that – |                              |
|    | (i) the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time of the purchase; and   |                              |

# NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the Directors shall resolve at their discretion pursuant to Section 127 of the Act whether to cancel the shares so purchased, to retain the shares so purchased as treasury shares or to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares or in any other manner as may be permitted and prescribed by the Act, rules, regulations, guidelines, requirements and/or orders pursuant to the Act and/or the rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force.

THAT an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Share Buy-Back.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until –

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities."

*Ordinary Resolution 8*

## 9. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH TAN CHONG MOTOR HOLDINGS BERHAD AND ITS SUBSIDIARIES

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("WTCH Group") to enter into all arrangements and/or transactions with Tan Chong Motor Holdings Berhad and its subsidiaries involving the interest of Directors, major shareholders or persons connected with Directors and/or major shareholders of the WTCH Group ("Related Parties") including those as set out in Paragraph 3.3.1.1 of the Company's Circular to Shareholders dated 30 April 2021 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force until –

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or

# NOTICE OF ANNUAL GENERAL MEETING

cont'd

- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

*Ordinary Resolution 9*

## 10. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH APM AUTOMOTIVE HOLDINGS BERHAD AND ITS SUBSIDIARIES

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("WTCH Group") to enter into all arrangements and/or transactions with APM Automotive Holdings Berhad and its subsidiaries involving the interest of Directors, major shareholders or persons connected with Directors and/or major shareholders of the WTCH Group ("Related Parties") including those as set out in Paragraph 3.3.1.2 of the Company's Circular to Shareholders dated 30 April 2021 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force until –

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

*Ordinary Resolution 10*

- 11. To transact any other business of the Company of which due notice shall have been received.

By Order of the Board

**ANG LAY BEE**  
SSM PC No. 201908003958 (MAICSA 0825641)  
Company Secretary

# NOTICE OF ANNUAL GENERAL MEETING

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## NOTES:

1. The Twenty-Fourth Annual General Meeting ("24<sup>th</sup> AGM") of the Company will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Notes for the 24<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue of the 24<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The broadcast venue of the 24<sup>th</sup> AGM is to inform shareholders where the electronic 24<sup>th</sup> AGM production and streaming would be conducted from. No member(s)/proxy(ies) will be allowed to physically present at the broadcast venue on the day of the meeting.
3. A depositor whose name appears in Record of Depositors of the Company as at 28 May 2021 ("Record of Depositors") shall be regarded as a member entitled to attend, participate, speak (in the form of real time submission of typed texts) and vote at the 24<sup>th</sup> AGM via RPV facilities.
4. A member, other than a member who is also an Authorised Nominee (as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA")) or an Exempt Authorised Nominee who is exempted from compliance with the provisions of Section 25A(1) of SICDA, may appoint more than one (1) proxy but not more than two (2) proxies to attend and vote for him at the meeting via RPV facilities. A member shall be entitled to appoint another person to be his proxy to exercise all or any of his rights to attend, participate, speak and vote at the 24<sup>th</sup> AGM of the Company.
5. Subject to Note 8 below, where a member is a Depositor who is also an Authorised Nominee, the Authorised Nominee may appoint more than one (1) proxy but not more than two (2) proxies in respect of each securities account the Authorised Nominee holds with shares in the Company standing to the credit of such securities account as reflected in the Record of Depositors.
6. Subject to Note 8 below, where a member is a Depositor who is also an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as reflected in the Record of Depositors, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
7. Each appointment of proxy by a member including an Authorised Nominee or an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify:
  - (i) the securities account number;
  - (ii) the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and
  - (iii) where two (2) proxies are appointed, the proportion of shareholdings or the number of shares to be represented by each proxy.
8. Any beneficial owner who holds shares in the Company through more than one (1) securities account and/or through more than one (1) omnibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such securities accounts and/or omnibus accounts to appoint more than one (1) but not more than two (2) persons to act as proxies of the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of shares in the Company held through more than one (1) securities account and/or through more than one (1) omnibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.
9. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal or under the hand of an officer or attorney duly authorised.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of Annual General Meeting will be put to vote by poll.

# NOTICE OF ANNUAL GENERAL MEETING

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11. The instrument appointing a proxy (the "Form of Proxy") and the Power of Attorney or any other authority, if any, under which it is signed or a notarially certified copy of that power or authority (collectively, the "Proxy Authorisation Documents") for the 24<sup>th</sup> AGM shall be deposited or submitted in the following manner not less than forty-eight hours before the time appointed for the 24<sup>th</sup> AGM or no later than 2 June 2021 at 10:30 a.m.:
  - (a) **In hard copy form**  
Either by hand or post to the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel. +603-2783 9299) or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;
  - (b) **By electronic means via TIH Online**  
By electronic means to the electronic address at Tricor's TIH Online website at <https://tiah.online>. Please refer to the Administrative Notes for the procedures and requirements relating to the submission of proxy forms; and
  - (c) **By electronic means via email**  
By electronic mail (email) to Tricor's email address at [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com) to be followed by the deposit of a hard copy of the Form of Proxy and the Proxy Authorisation Documents at Tricor's office address stated in paragraph 11(a) above.

## EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

### (1) Item 1 of the Agenda - Audited Financial Statements for financial year ended 2020

The laying of the Audited Financial Statements under Item 1 of the Agenda in accordance with Section 340(1)(a) of the Companies Act, 2016 is for the purposes of presenting the Audited Financial Statements to the shareholders and does not require approval of the shareholders.

### (2) Ordinary Resolutions 4 and 5 - Directors' Fees and Benefits

In accordance with Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors of public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Company pays Directors' fees and benefits to the Independent Non-Executive Directors ("INEDs"). The Executive Directors do not receive any fees and benefits as Directors but they are remunerated with salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders.

The Board recommends that shareholders approve a maximum aggregate amount of RM295,000 for the payment of Directors' fees to the INEDs of the Company during the course of the period from 5 June 2021 until the next Annual General Meeting of the Company.

The Board also recommends that shareholders approve a maximum aggregate amount of RM100,000 for the payment of benefits to the INEDs of the Company which mainly consist of meeting allowance (for acting as Chairman of the Meeting, not more than RM1,500 per meeting and for acting as Board/Board Committee members, not more than RM1,200 per meeting) during the course of the period from 5 June 2021 until the next Annual General Meeting of the Company.

### (3) Ordinary Resolution 7 - Continuing in office as Independent Non-Executive Director

Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of shareholders be sought in the event that the Company intends to retain the independent director who has served in that capacity for more than nine (9) years.

# NOTICE OF ANNUAL GENERAL MEETING

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Following an assessment and recommendation by the Nominating and Remuneration Committee, the Board recommended that Datuk Abdullah bin Abdul Wahab who has served as INED for a cumulative term of more than nine (9) years to continue to be designated as INED of the Company based on the following key justifications:

- (i) he fulfils the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, therefore, is able to bring independent and objective judgement to the Board;
- (ii) his relevant experience and expertise in entrepreneurial skill, legislative and administrative aspects would enable him to provide the Board and Board Committees, as the case may be, with pertinent expertise, skills, contributions and competence;
- (iii) he possesses greater insight and knowledge of the businesses, operations and business strategies of the Group which enable him to contribute actively and effectively during deliberations at Board Committees and Board meetings;
- (iv) he is able to raise his independence views and devote sufficient time and exercise due care as Independent Director of the Company and carry out his duty diligently in the interest of the Company and shareholders; and
- (v) from his good attendance record at Board and Board Committee meetings, it is demonstrable of his commitment towards the Company's needs.

#### (4) Ordinary Resolution 8 - Proposed Renewal of Authority for the Company to Purchase Its Own Shares

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company at any point in time of the purchase ("Proposed Share Buy-Back") by utilising the funds allocated which shall not exceed the retained profits of the Company. This authority will continue to be in force until the conclusion of the next Annual General Meeting of the Company, or at the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, or revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back is set out in the Circular to Shareholders dated 30 April 2021 which is available at the Company's website at <https://www.warisantrc.com.my>.

#### (5) Ordinary Resolutions 9 and 10 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions

The proposed Ordinary Resolutions 9 and 10, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interest of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.

Further information on Ordinary Resolutions 9 and 10 are set out in the Circular to Shareholders dated 30 April 2021 which is available at the Company's website at <https://www.warisantrc.com.my>.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies), the Proxy Authorisation Documents, a Power of Attorney and/or other documents appointing representative(s) to attend, participate, speak and vote at the Twenty-Fourth Annual General Meeting of the Company ("24<sup>th</sup> AGM") and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and such individual's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies, attorneys and representatives appointed for the 24<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 24<sup>th</sup> AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where any of the aforesaid document discloses the personal data of the member's proxy(ies), attorney(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies), attorney(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies), attorney(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

# ADMINISTRATIVE NOTES



**WARISAN TC HOLDINGS BERHAD**  
[Registration No. 199701009338 (424834-W)]  
(Incorporated in Malaysia)

## ADMINISTRATIVE NOTES FOR TWENTY-FOURTH ANNUAL GENERAL MEETING

- Date : Friday, 4 June 2021
- Time : 10:30 a.m.
- Broadcast Venue : Tricor Business Centre, Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

### MODE OF MEETING

- As part of the safety measures and initiatives to curb the spread of Coronavirus Disease 2019 (COVID-19), the Twenty-Fourth Annual General Meeting ("24<sup>th</sup> AGM") of the Company will be conducted fully virtual through live streaming from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and including any amendment that may be made from time to time.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the 24<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.

### ANNUAL REPORT 2020 AND CIRCULAR TO SHAREHOLDERS

- The following documents are available on the Company's website at <https://www.warisan-tc.com.my> and Bursa Malaysia Securities Berhad's website at <https://www.bursamalaysia.com>:
  - Annual Report 2020 ("AR 2020")
  - Circular to Shareholders ("Circular")
- If you need a copy of the printed AR 2020 and/or Circular, please fax or email your request to our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") at fax number and email address stated below. Alternatively, you may request online via Tricor's TIH Online website at <https://tiih.online> by selecting "Request for Annual Report" under the "Investor Services".

### DOOR GIFT/FOOD VOUCHER

There will be NO distribution of door gifts or food vouchers to shareholders/proxies who participate in the 24<sup>th</sup> AGM.

# ADMINISTRATIVE NOTES

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## REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES

- Shareholders are advised to attend, participate, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 24<sup>th</sup> AGM using RPV facilities provided by Tricor via its TIH Online website at <https://tiah.online>.
- Shareholders who appoint proxies to participate via RPV facilities in the 24<sup>th</sup> AGM must ensure that the duly executed Forms of Proxy are deposited either in hard copy form or by electronic means via TIH Online website at <https://tiah.online> to Tricor not later than **Wednesday, 2 June 2021 at 10:30 a.m.**
- Corporate representatives of corporate members must deposit their original certificate of appointment of corporate representative to Tricor not later than **Wednesday, 2 June 2021 at 10:30 a.m.** to participate via RPV facilities in the 24<sup>th</sup> AGM.
- Attorneys appointed by power of attorney are to deposit their power of attorney with Tricor not later than **Wednesday, 2 June 2021 at 10:30 a.m.** to participate via RPV facilities in the 24<sup>th</sup> AGM. If the power of attorney is submitted by electronic mail (email) to Tricor's email address at [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com), it must be followed by the depositing of a hard copy of the power of attorney at Tricor's office.
- A shareholder who has appointed a proxy or attorney or authorised representative to participate and vote at the 24<sup>th</sup> AGM via RPV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPV facilities at TIH Online website at <https://tiah.online>.

## PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions to the Board in advance of the 24<sup>th</sup> AGM via Tricor's TIH Online website at <https://tiah.online> by selecting "e-Services" to login, pose questions and submit electronically not later than **Wednesday, 2 June 2021 at 10:30 a.m.** The Board will endeavour to answer the questions received at the 24<sup>th</sup> AGM.

## PROCEDURES FOR RPV FACILITIES

Please read and follow the procedures and actions below to participate and vote at the 24<sup>th</sup> AGM remotely using the RPV facilities:

	Procedure	Action
<b>BEFORE THE DAY OF THE 24<sup>TH</sup> AGM</b>		
(a)	<b>Register as a user with TIH Online</b>	<ul style="list-style-type: none"> <li>Access the website at <a href="https://tiah.online">https://tiah.online</a>. Register as a user under the "e-Services" select "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance.</li> <li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li> <li>If you are already a user with TIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIH Online.</li> </ul>

# ADMINISTRATIVE NOTES

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	Procedure	Action
(b)	Submit your registration for RPV facilities	<ul style="list-style-type: none"> <li>Registration is open from Friday, 30 April 2021 until such time before the voting session ends at the 24<sup>th</sup> AGM on <b>Friday, 4 June 2021</b>.</li> <li>Login with your user ID (i.e. e-mail address) and password and select the corporate event: "(REGISTRATION) WARISAN TC 24<sup>TH</sup> AGM".</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select "Register for Remote Participation and Voting".</li> <li>Review your registration and proceed to register.</li> <li>System will send an e-mail to notify that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors as at <b>28 May 2021</b>, the system will send you an e-mail after 2 June 2021 to approve or reject your registration for remote participation.</li> </ul> <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV.)</i></p>
<b>ON THE DAY OF THE 24<sup>TH</sup> AGM</b>		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the 24<sup>th</sup> AGM at any time from <b>10:00 a.m.</b> i.e. 30 minutes before the commencement of the 24<sup>th</sup> AGM on <b>Friday, 4 June 2021 at 10:30 a.m.</b></li> </ul>
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: "(LIVE STREAM MEETING) WARISAN TC 24<sup>TH</sup> AGM" to engage in the proceedings of the 24<sup>th</sup> AGM remotely.</li> <li>If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will endeavour to respond to the questions submitted by remote participants during the 24<sup>th</sup> AGM.</li> <li>The quality of your connection to the live streaming is dependent on the bandwidth and stability of the internet connection at your location and the device you are using.</li> <li>In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting on the meeting day, please call Tricor Help Line at <b>011-40805616 / 011-40803168 / 011-40803169 / 011-40803170</b> for assistance or e-mail to <a href="mailto:tiih.online@my.tricorglobal.com">tiih.online@my.tricorglobal.com</a> for assistance.</li> </ul>

# ADMINISTRATIVE NOTES

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	Procedure	Action
(e)	<b>Online Remote Voting</b>	<ul style="list-style-type: none"> <li>Voting session commences <b>from 10:30 a.m. on Friday, 4 June 2021</b> until a time when the Chairman announces the completion of the voting session of the 24<sup>th</sup> AGM.</li> <li>Select the corporate event: “<b>(REMOTE VOTING) WARISAN TC 24<sup>TH</sup> AGM</b>” or if you are on the live stream meeting page, you can select “<b>GO TO REMOTE VOTING PAGE</b>” button below the Query Box.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
(f)	<b>End of remote participation</b>	<ul style="list-style-type: none"> <li>Upon the announcement by the Chairman on the closure of the 24<sup>th</sup> AGM, the live streaming will end.</li> </ul>

## APPOINTMENT OF PROXY

- The 24<sup>th</sup> AGM will be conducted on a fully virtual basis, if you are unable to attend the meeting via RPV facilities on 4 June 2021, you may appoint the Chairman of the meeting as your proxy and indicate your voting instructions in the Form of Proxy.
- The instrument appointing a proxy (the “Form of Proxy”) and the Power of Attorney or any other authority, if any, under which it is signed or a notarially certified copy of that power or authority (collectively, the “Proxy Authorisation Documents”) for the 24<sup>th</sup> AGM shall be deposited or submitted in the following manner not less than forty-eight hours before the time appointed for the 24<sup>th</sup> AGM or not later than **Wednesday, 2 June 2021 at 10:30 a.m.:**

(a) **In hard copy form**

Either by hand or post to the Company’s Share Registrar, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel. +603-2783 9299) or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;

(b) **By electronic means via email**

By electronic mail (email) to Tricor’s email address at [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com) to be followed by the deposit of a hard copy of the Form of Proxy and the Proxy Authorisation Documents at Tricor’s office address stated above; and

# ADMINISTRATIVE NOTES

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## (c) By electronic means via TIH Online

By electronically via Tricor's TIH Online website at <https://tiih.online>. The steps to submit the Form of Proxy are summarised below:

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User with TIH Online	<ul style="list-style-type: none"> <li>Access the website at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>If you are already a user with TIH Online, you are not required to register again.</li> </ul>
Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> <li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>Select the corporate event: <b>WARISAN TC 24<sup>TH</sup> AGM - "SUBMISSION OF PROXY FORM"</b>.</li> <li>Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>Review and confirm your proxy(s) appointment.</li> <li>Print the Form of Proxy for your record.</li> </ul>
<b>ii. Steps for corporation or institutional shareholders</b>	
Register as a User with TIH Online	<ul style="list-style-type: none"> <li>Access TIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects <b>"Create Account by Representative of Corporate Holder"</b>.</li> <li>Complete the registration form and upload the required documents.</li> <li>Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p><i>Note: The representative of a corporation or institutional shareholder must register as a user first in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</i></p>
Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> <li>Login to TIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>Select the corporate exercise name: <b>"WARISAN TC 24<sup>TH</sup> AGM - SUBMISSION OF PROXY FORM"</b>.</li> <li>Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein.</li> <li>Prepare the file for the appointment of proxy(s) by inserting the required data.</li> <li>Submit the proxy appointment file.</li> <li>Login to TIH Online, select corporate exercise name: <b>"WARISAN TC 24<sup>TH</sup> AGM - SUBMISSION OF PROXY FORM"</b>.</li> <li>Proceed to upload the duly completed proxy appointment file.</li> <li>Select "Submit" to complete your submission.</li> <li>Print the confirmation report of your submission for your record.</li> </ul>

# ADMINISTRATIVE NOTES

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## POLL VOTING

1. The voting at the 24<sup>th</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A(1) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting) and Asia Securities Sdn Berhad as Scrutineers to verify the poll results.
2. Shareholders/proxies/corporate representatives can proceed to vote remotely on the resolutions at any time from the commencement of the 24<sup>th</sup> AGM at 10:30 a.m. on Friday, 4 June 2021 but before the end of the voting session which will be announced by the Chairman of the meeting. Please refer to the “**Procedures for RPV facilities**” above for guidance on how to vote remotely from TIH Online website at <https://tiih.online>.
3. Upon completion of the voting session for the 24<sup>th</sup> AGM, the Scrutineers will verify the poll results and to be followed by the Chairman's declaration whether the resolutions are duly passed.

## ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 8:30 a.m. to 5:30 p.m. (except on public holidays):

### Tricor Investor & Issuing House Services Sdn Bhd

General Line : +603-2783 9299  
Fax No. : +603-2783 9222  
Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)  
Contact Persons : Ms. Lim Lay Kiow ([Lay.Kiow.Lim@my.tricorglobal.com](mailto:Lay.Kiow.Lim@my.tricorglobal.com))  
Puan Siti Zalina Osmin ([Siti.Zalina@my.tricorglobal.com](mailto:Siti.Zalina@my.tricorglobal.com))  
Mr. Lim Jia Jin ([Jia.Jin.Lim@my.tricorglobal.com](mailto:Jia.Jin.Lim@my.tricorglobal.com))

## PERSONAL DATA PRIVACY

Please refer to the Company's compliance with the Personal Data Protection Act 2010 notice as found in the Company's Annual Report 2020.

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# WARISAN TC HOLDINGS BERHAD

[Registration No. 199701009338 (424834-W)]

(Incorporated in Malaysia)

## FORM OF PROXY

CDS Account No.
Number of shares held
Shareholder's email address

I/We \_\_\_\_\_ (name of shareholder, in capital letters)

NRIC No./Company No. \_\_\_\_\_ (new) \_\_\_\_\_ (old)

of \_\_\_\_\_ (full address)

telephone no. \_\_\_\_\_ being a member(s) of WARISAN TC HOLDINGS BERHAD,

hereby appoint \_\_\_\_\_ (name of proxy as per NRIC, in capital letters)

NRIC No. \_\_\_\_\_ (new) \_\_\_\_\_ (old) and

NRIC No. \_\_\_\_\_ (new) \_\_\_\_\_ (old) or failing him/her,

the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Twenty-Fourth Annual General Meeting of the Company to be held fully virtual at the broadcast venue at Tricor Business Centre, Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 4 June 2021 at 10:30 a.m., and at any adjournment thereof, as indicated below:

No	Resolution	For	Against
Ordinary Resolution 1	Re-election of Dato' Tan Heng Chew		
Ordinary Resolution 2	Re-election of Datuk Abdullah Bin Abdul Wahab		
Ordinary Resolution 3	Re-election of Ms Soh Eng Hooi		
Ordinary Resolution 4	Directors' Fees		
Ordinary Resolution 5	Directors' Benefits		
Ordinary Resolution 6	Re-appointment of Mazars PLT as Auditors		
Ordinary Resolution 7	Continuing in office as Independent Non-Executive Director for Datuk Abdullah bin Abdul Wahab		
Ordinary Resolution 8	Proposed Renewal of Authority for the Company to purchase its own shares		
Ordinary Resolution 9	Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Tan Chong Motor Holdings Berhad and its subsidiaries		
Ordinary Resolution 10	Proposed Shareholders' Mandate for Recurrent Related Party Transactions with APM Automotive Holdings Berhad and its subsidiaries		

(Please indicate with an "X" in the spaces provided how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Signature of Member(s)/Attorney of Member(s) \_\_\_\_\_

Common Seal of Member, if applicable  
(if the appointer is a corporation)

Date : \_\_\_\_\_

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:	
No. of shares	Percentage
Proxy 1 _____	_____ %
Proxy 2 _____	_____ %
Total	100%

- Notes:**
1. The Twenty-Fourth Annual General Meeting ("24<sup>th</sup> AGM") of the Company will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIH Online website at <https://tih.online>. Please follow the procedures provided in the Administrative Notes for the 24<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
  2. The broadcast venue of the 24<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The broadcast venue of the 24<sup>th</sup> AGM is to inform shareholders where the electronic 24<sup>th</sup> AGM production and streaming would be conducted from. No member(s)/proxy(ies) will be allowed to physically present at the broadcast venue on the day of the meeting.
  3. A depositor whose name appears in Record of Depositors of the Company as at 28 May 2021 ("Record of Depositors") shall be regarded as a member entitled to attend, participate, speak (in the form of real time submission of typed texts) and vote at the 24<sup>th</sup> AGM via RPV facilities.
  4. A member, other than a member who is also an Authorised Nominee (as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA")) or an Exempt Authorised Nominee who is exempted from compliance with the provisions of Section 25A(1) of SICDA, may appoint more than one (1) proxy but not more than two (2) proxies to attend and vote for him at the meeting via RPV facilities. A member shall be entitled to appoint another person to be his proxy to exercise all or any of his rights to attend, participate, speak and vote at the 24<sup>th</sup> AGM of the Company.
  5. Subject to Note 8 below, where a member is a Depositor who is also an Authorised Nominee, the Authorised Nominee may appoint more than one (1) proxy but not more than two (2) proxies in respect of each securities account the Authorised Nominee holds with shares in the Company standing to the credit of such securities account as reflected in the Record of Depositors.
  6. Subject to Note 8 below, where a member is a Depositor who is also an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as reflected in the Record of Depositors, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
  7. Each appointment of proxy by a member including an Authorised Nominee or an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify:
    - (i) the securities account number;
    - (ii) the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and
    - (iii) where two (2) proxies are appointed, the proportion of shareholdings or the number of shares to be represented by each proxy.
  8. Any beneficial owner who holds shares in the Company through more than one (1) securities account and/or through more than one (1) omnibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such securities accounts and/or omnibus accounts to appoint more than one (1) but not more than two (2) persons to act as proxies of the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of shares in the Company held through more than one (1) securities account and/or through more than one (1) omnibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.

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Tricor Investor & Issuing House Services Sdn Bhd  
[Registration No. 197101000970 (11324-H)]  
Registrar for WARISAN TC HOLDINGS BERHAD  
[Registration No. 199701009338 (424834-W)]  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite, Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Malaysia

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9. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal or under the hand of an officer or attorney duly authorised.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of Annual General Meeting will be put to vote by poll.
11. The instrument appointing a proxy (the "Form of Proxy") and the Power of Attorney or any other authority, if any, under which it is signed or a notarially certified copy of that power or authority (collectively, the "Proxy Authorisation Documents") for the 24<sup>th</sup> AGM shall be deposited or submitted in the following manner not less than forty-eight hours before the time appointed for the 24<sup>th</sup> AGM or no later than 2 June 2021 at 10:30 a.m.:
  - (a) **In hard copy form**  
Either by hand or post to the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel: +603-2783 9299) or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;
  - (b) **By electronic means via TIH Online**  
By electronic means to the electronic address at Tricor's TIH Online website at <https://tih.online>. Please refer to the Administrative Notes for the procedures and requirements relating to the submission of proxy forms; and
  - (c) **By electronic means via email**  
By electronic mail (email) to Tricor's email address at [is.enquiry@mytricorglobal.com](mailto:is.enquiry@mytricorglobal.com) to be followed by the deposit of a hard copy of the Form of Proxy and the Proxy Authorisation Documents at Tricor's office address stated in paragraph 11(a) above.

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies), the Proxy Authorisation Documents, a Power of Attorney and/or other documents appointing representative(s) to attend, participate, speak and vote at the Twenty-Fourth Annual General Meeting of the Company ("24<sup>th</sup> AGM") and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and such individual's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies, attorneys and representatives appointed for the 24<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 24<sup>th</sup> AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where any of the aforesaid document discloses the personal data of the member's proxy(ies), attorney(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies), attorney(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies), attorney(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.