



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



Annual Report

2023



Innovation & Sustainability



WARISAN TC HOLDINGS BERHAD

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

Dear Value Shareholders,

It is our pleasure to invite you to the Twenty-Seventh Annual General Meeting ("27th AGM") of WARISAN TC HOLDINGS BERHAD ("WTCH" or "Company"). Details of the 27th AGM are as follows:

DATE & TIME : 30 May 2024 (Thursday) at 10:30 a.m.

BROADCAST VENUE : Tricor Business Centre, Gemilang Room, 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 to safeguard the wellbeing of shareholders as well as facilitate greater shareholders' participation by way of electronic voting and remote shareholders' participation, the Company will conduct the 27th AGM virtually from the Broadcast Venue 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://tiih.online>.

Shareholders are not allowed to attend the 27th AGM in person at the Broadcast Venue on the day of the 27th AGM.

Shareholders are strongly advised to participate, and vote remotely at the 27th AGM using the RPV facilities. Please submit your request for the RPV facilities to our Share Registrar, Tricor, via TIH Online website (<https://tiih.online>) latest by 10:30 a.m. on Tuesday, 28 May 2024. Kindly refer to the 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> 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 2023 ("AR 2023")
2. Circular to Shareholders ("Circular")
3. Notice of the 27th AGM
4. Form of Proxy
5. Administrative Notes



27th AGM

If you need a copy of the printed AR 2023 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://tiih.online>. A printed copy of the AR 2023 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

Contact Persons : Encik Hifzul Azad (Mohamad.Hifzul@my.tricorglobal.com)
Encik Nazrul Darwin (Nazrul.Darwin@my.tricorglobal.com)
Puan Siti Zalina Osmin (Siti.Zalina@my.tricorglobal.com)

We thank you for your continued support to WTCH and looking forward to connecting with you on the RPV facilities during the 27th AGM.

LEE POH YEAN [SSM PC No. 202208000259 (MAICSA 7015043)]

LEE KOON SENG [SSM PC No. 202108000587 (MIA 8143)]

Company Secretaries

Kuala Lumpur

30 April 2024



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 | |
| Tel No. | |

I/We _____ NRIC No./Company No. _____
(name of shareholder, in capital letters) (new and old)

of _____
(full address)

being a member(s) of WARISAN TC HOLDINGS BERHAD, hereby appoint:

| Proxy 1 | | | |
|---|-------------------|-----------------------------|---|
| Full Name (in capital letters and as per NRIC/Passport) | NRIC/Passport No. | Proportion of Shareholdings | |
| | | No. of Shares | % |
| Full Address | | | |

and

| Proxy 2 | | | |
|---|-------------------|-----------------------------|---|
| Full Name (in capital letters and as per NRIC/Passport) | NRIC/Passport No. | Proportion of Shareholdings | |
| | | No. of Shares | % |
| Full Address | | | |

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-Seventh Annual General Meeting ("27th AGM") of the Company to be held virtually through live streaming from the broadcast venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 30 May 2024 at 10:30 a.m., and at any adjournment thereof, as indicated below:

| No. | Resolution | For | Against |
|------------------------|---|-----|---------|
| Ordinary Resolution 1 | Re-election of Datuk Abdullah bin Abdul Wahab as Director | | |
| Ordinary Resolution 2 | Re-election of Ms. Soh Eng Hooi as Director | | |
| Ordinary Resolution 3 | Approval for the payment of Directors' Fees | | |
| Ordinary Resolution 4 | Approval for the payment of Directors' Benefits | | |
| Ordinary Resolution 5 | Re-appointment of Mazars PLT as Auditors | | |
| Special Business | | | |
| Ordinary Resolution 6 | Proposed Renewal of Authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 | | |
| Ordinary Resolution 7 | Proposed Renewal of Authority for the Company to purchase its own shares | | |
| Ordinary Resolution 8 | Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Tan Chong Motor Holdings Berhad and its subsidiaries | | |
| Ordinary Resolution 9 | Proposed Shareholders' Mandate for Recurrent Related Party Transactions with APM Automotive Holdings Berhad and its subsidiaries | | |
| Ordinary Resolution 10 | Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Directors and Major Shareholders of the Company and its subsidiaries and persons connected with them | | |

(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.)

Signatures of Member(s)/Attorney of Member(s)

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

Date : _____

NOTES:

1. The 27th AGM will be conducted virtually 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://tjh.online>. Please follow the procedures provided in the Administrative Notes for the 27th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue of the 27th 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 27th AGM is to inform shareholders where the electronic 27th 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 24 May 2024 ("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 27th 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 27th AGM.
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.

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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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10. The instrument appointing a proxy ("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 27th AGM shall be deposited or submitted in the following manner not less than forty-eight hours before the time appointed for the 27th AGM or not later than Tuesday, 28 May 2024 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://tjh.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 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 10(a) above.
11. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 27th AGM will be put to vote by poll.

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 27th 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 27th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 27th 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.