

Corporate Governance Overview Statement

The Board acknowledges the importance of adopting high standards of corporate governance in the Group in order to safeguard stakeholders' interests as well as enhancing shareholders' value. The Board believes having sound corporate governance practices improves corporate transparency, accountability, performance and integrity.

As such, the Board embeds in the Group a culture that is aimed at delivering a balance between conformance requirements and the need to deliver long-term strategic success through performance, without compromising on personal or corporate ethics and integrity.

This Corporate Governance Overview Statement provides an overview of the Company's application of the Principles set out in the Malaysian Code on Corporate Governance 2021 Edition ("MCCG") during the financial year under review and up to the date of this Statement. Details on how the Company has applied each of the Practices set out in the MCCG during the financial year 2023 are disclosed in the Corporate Governance Report, which is available for viewing on the Company's corporate website at www.warisantc.com.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

I. BOARD RESPONSIBILITIES

The Board is collectively responsible for the proper stewardship of WTCH Group's business and the creation of long-term and sustainable value to its stakeholders. In discharging its fiduciary duties and leadership functions, the Board sets the strategic direction for the Group, and ensures effective leadership through oversight of Management and robust monitoring of the activities and performance in the Group.

Directors are tasked with managing and directing the business and affairs of the Group and are expected to exercise reasonable care, skill and diligence in decision making. Directors keep themselves abreast of relevant developments, including material sustainability risks and opportunities faced by the Group, to discharge their duties and responsibilities efficiently.

All members of the Board are aware of their responsibilities to take decisions objectively which promote the success of the Group for the benefits of shareholders and other stakeholders, besides safeguarding the interests of these stakeholders. The roles and responsibilities of the Board are set out in the Board Charter, which is available on the Company's website at www.warisantc.com. The Board Charter is periodically reviewed by the Board to be in step with regulatory changes and to reflect recent changes made to the terms of reference of the Board and Board Committees. The Board Charter was last reviewed by the Board in August 2023.

Board's main responsibilities

The key roles and responsibilities of the Board broadly cover the formulation of corporate policies and strategies; overseeing and evaluating the conduct of the Group's businesses; promoting good corporate governance culture which reinforces ethical, prudent and professional behaviour; identifying and assessing the principal risks and ensuring the implementation of an appropriate internal control system to manage those risks; and reviewing and approving key matters such as financial results, investments and divestments, acquisitions and disposals, and major capital expenditure, including succession planning.

Board and Management-level Committees

To assist in the discharge of its stewardship role, the Board has established Board Committees, namely the Audit Committee ("AC") and Nominating and Remuneration Committee ("NRC"), to examine specific issues within their respective terms of reference as approved by the Board and report to the Board with their recommendations. The ultimate responsibility for decision-making, however, lies with the Board. The members of both AC and NRC comprise majority Independent Non-Executive Directors.

In enhancing accountability, the Board has established clear functions reserved for itself and those delegated to Management. There is a formal schedule of matters reserved to the Board for its deliberation and decision to ensure the direction and control of the Company are in its hands. Key matters reserved for the Board include, inter-alia, approval of annual budgets and audited financial statements, quarterly and annual financial statements for announcement, investment and divestiture, as well as monitoring of the Group's financial and operating performance. Such delineation of roles is set out in the Board Charter.

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Board and Management-level Committees (Cont'd)

The Executive Team (as defined in the Board Charter) comprising the President (leader), Chief Executive Officer, Chief Financial Officer and other Senior Management Personnel, is responsible to the Board in accordance with their respective roles, positions, functions and responsibilities which include, amongst others, the achievement of the Group's goals and observance of Management authorities delegated by the Board, developing business plans which are aligned to the Group's requirements for growth, profitability and return on capital to be achieved, ensuring cost efficiencies in business operations, overseeing the development of human capital and ensuring members of the Board have the information necessary to discharge their fiduciary duties and other governance responsibilities.

As the leader of the Executive Team, the President, who is supported by the Chief Executive Officer, Chief Financial Officer and other Senior Management Personnel, oversees the overall management and strategic development of the Group. The Chief Executive Officer is responsible for managing and supervising the day-to-day business operations in accordance with the Group's strategies, policies and business plans approved by the Board.

The positions of the Chairman and the Chief Executive Officer are held by different individuals to ensure an appropriate balance of roles, responsibilities and accountability.

The President assumes the position of the Chairman of the Board. As Chairman, he is responsible for ensuring the adequacy and effectiveness of the Board's governance process and acts as a facilitator at Board meetings to ensure that contributions from Directors are forthcoming on matters being deliberated and that no Board member dominates discussion. The Chairman also ensures appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.

The Independent Non-Executive Directors, who comprise more than one-third of the Board's size, are responsible for providing insights, unbiased and independent views, advice and judgement to the Board and also ensuring effective checks and balances on Board's decisions. Independent Non-Executive Directors are essential for protecting the interests of shareholders, in particular minority shareholders, and can make significant contributions to the Company's decision-making process by bringing in the quality of detached impartiality.

The Board also delegates its authorities to Management-level committees, namely the Risk Management and Sustainability Committee and Executive Management Committee, which comprise appropriate members of Management in order to ensure the operational efficiency and that specific matters are being addressed effectively.

Directors' Code of Ethics

The Board has adopted a Directors' Code of Ethics, setting out the standards of conduct expected from all Directors. The Directors' Code of Ethics is contained in the Board Charter which is published on the Company's website at www.warisan.tc.com. To inculcate good ethical conduct, the Group has established a Code of Business Conduct & Ethics for employees, which has been communicated to all levels of employees in the Group.

Related Party Transactions Policy & Disclosure Framework

The Board has formalised a Related Party Transactions Policy & Disclosure Framework in February 2018 to provide guidance on complying with Chapter 10 of the MMLR of Bursa Securities on Related Party Transactions ("RPTs") and Recurrent Related Party Transactions ("RRPTs") and standardise the practices and procedures in relation thereto.

Conflict of Interest Policy

In managing conflict of interest situations including potential conflict of interest with any Director, key Senior Management and legal representative of the Company and/or Directors of its subsidiaries, the Board has implemented a Conflict of Interest Policy to be observed by the Directors of all companies in the Group and the key Senior Management of the Company. This is to ensure Directors of the Company and its subsidiaries as well as the key Senior Management and legal representatives of the Company act in the best interest of the companies they represent and they must not place themselves in a position where their duties and personal interest conflict, without such conflicts, if any, being duly declared and with them abstaining from any deliberation and voting of the matters concerned. The Conflict of Interest Policy was last reviewed by the Board in August 2023.

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PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

I. BOARD RESPONSIBILITIES (Cont'd)

Sustainability Framework

To assist in overseeing the Environmental, Social and Governance ("ESG") agenda effectively, the Board has formalised a Sustainability Framework for communication to all the heads of business unit on the importance of meeting the Group's sustainability strategies, priorities as well as setting of targets to meet these objectives. Further information on the Group's sustainability activities can be found in the Sustainability Statement of the Annual Report.

Anti-Bribery and Anti-Corruption Policy

Taking heed of the requirements enshrined in the Guidelines on Adequate Procedures issued by the Minister in the Prime Minister's Department under Section 17A(5) of the Malaysian Anti-Corruption Commission ("MACC") Act 2009, the Board has adopted an Anti-Bribery and Anti-Corruption Policy to manage bribery and corruption risks the Group is exposed to in its operations. The Anti-Bribery and Anti-Corruption Policy is uploaded on the Company's website at www.warisantc.com.

Special Complaint Policy

The Board has also implemented a Special Complaint Policy, equivalent to a whistle-blowing policy, that serves as an avenue for raising concerns related to actual or suspected breach of business conduct, non-compliance of laws and regulatory requirements as well as other malpractices.

Board meetings and access to information

Directors have unrestricted access to the advice and services of the Company Secretaries to enable them to discharge their duties effectively. The Board is regularly updated and advised by the Company Secretaries who are qualified in accordance with the provisions of the Companies Act 2016 ("CA 2016") and MMLR of Bursa Securities, experienced and competent on statutory and regulatory requirements, and the resultant implications of any changes therein to the Company and Directors in relation to their duties and responsibilities. The Company Secretaries advise the Board on governance matters, ensuring there is an effective system of corporate governance in place.

To discharge their responsibilities effectively, the Directors allocate sufficient time to attend Board and Board Committee meetings to deliberate on matters under their purview. During the year, the Board deliberated and decided on matters relating to business strategies and issues concerning the Group, including the business plan, annual Group budget, financial results and significant transactions. All Board and Board Committee members are provided with the requisite notice, agenda and board papers prior to the convening of each meeting, in a timely manner. The Company leveraged technology in conducting meetings of the Board and Board Committees online, which made it more convenient for meeting participation to safeguard the well-being of Directors. For the financial year under review, the Board convened seven (7) Board meetings and the attendances of the Directors are as follows:

Name	No. of Board Meetings Attended	Percentage of Attendance (%)
Dato' Tan Heng Chew	7/7	100
Tan Keng Meng	7/7	100
Chin Yen Song	7/7	100
Datuk Abdullah bin Abdul Wahab	7/7	100
Lee Min On	7/7	100
Soh Eng Hooi	7/7	100
Dato' Yunus bin Abd Razak	6/7	86

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II. BOARD COMPOSITION

The Company is led by an experienced Board, comprising members with diverse background in business and financial experience, and skills which are vital for the continuing progress and sustainability of the Group.

The Board currently has seven (7) members, comprising three (3) Independent Non-Executive Directors, a Non-Independent Non-Executive Director and three (3) Executive Directors. This composition fulfills the requirements as set out under the MMLR of Bursa Securities which stipulate that at least two (2) Directors or one-third of the Board, whichever is higher, must be independent. The Directors, with their diverse background and specialisation, collectively bring with them a wide range of experience and expertise in areas such as engineering, finance, accounting and audit, legislative and administration, corporate governance, risk management, corporate and financial planning, as well as marketing and operations. The profiles of the members of the Board are provided in the Annual Report.

Board Diversity Policy

The Company has formalised a Board Diversity Policy, appended to the Board Charter which is uploaded on the Company's website. Evaluation of the suitability of candidates is based on the candidates' competency, character, time availability, integrity and experience in meeting the Company's needs. The Board constantly advocates fair and equal participation and opportunity for all individuals of the right calibre without any discrimination as to the age, ethnicity or gender of the candidates concerned.

Within the current Board composition are two (2) women Directors, and this fulfills the Board Diversity Policy on gender which stipulates that the Board shall comprise at least a woman Director at any time.

Directors' Fit and Proper Policy

The Board has adopted the Directors' Fit and Proper Policy which sets out the fit and proper criteria, approach, guidelines and procedures to ensure a formal, rigorous and transparent process is adhered to for the appointment, re-appointment and/or re-election of the Directors of companies in the Group. The Directors' Fit and Proper Policy is available on the Company's website at www.warisantc.com.

The Directors' Fit and Proper Policy includes a Declaration Form on Fit and Propriety which requires prospective Directors or retiring Directors seeking appointment or re-election to furnish information like profile with their professional qualifications and working experience; directorship and shareholdings in other corporations; relationship with Directors and their family members of WTCH Group and a self-assessment of fit and proper criteria which includes past convictions and bankruptcy, political involvement, etc. Candidates for appointment as Independent Director are required to conduct a self-assessment based on independence criteria adopted by the Company.

Board Nomination and Election Process

The NRC is entrusted by the Board to assess the adequacy and appropriateness of Board composition, identify and recommend suitable candidates for Board membership. The NRC also assesses annually the performance of the Board, Board Committees and individual Directors; succession plans; Board diversity, in terms of gender, age and ethnicity diversity, training courses for Directors and other qualities of the Board, including core-competencies, which the Independent Non-Executive Directors should bring to the Board. The Board has the ultimate responsibility of making the final decision on the appointment of new Directors.

The NRC considers candidates proposed by the Chairman and, within the bounds of practicability, by any Director or shareholder or sourcing from independent search firms/directors' registry. The NRC conducts interviews to assess and review, amongst others, the candidate's skills, knowledge, expertise, experience, competency, time commitment, character, professionalism and integrity. Based on the recommendations from the NRC, the Board evaluates and decides on the appointment of the proposed candidate as an additional Director or to replace any Director who resigns or retires from the Board and Board Committees.

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PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

The NRC oversees the screening and selection of new Directors as follows:



Board Evaluation

The Board, through the NRC, conducts an annual review of the Board, Board Committees and individual Directors using a set of questionnaires adapted from the Corporate Governance Guide 4th Edition. For the financial year under review, the self and peer evaluations were conducted via the use of assessment forms, comparing existing corporate governance practices and activities against the relevant terms of reference, practices and guidance of the MCCG and MMLR. The Board, Board Committees and individual Directors were assessed based on criteria covering, amongst others, composition and structure, mix of skills, experiences, competencies, personality, diversity, contribution and performance and meeting administration and conduct. A 360° assessment of the Board and Board Committees, including the evaluation criteria, was conducted by personnel who were not members of the Board or Board Committees but attended the full meetings of the Board and Board Committees. This provided additional feedback to enhance the effectiveness of the Board and Board Committees.

Based on the assessment conducted on 11 January 2024, the NRC concluded that the Board composition was optimal to meet the Company's needs and that each Director has the requisite competence and capability to serve on the Board. The NRC also noted that the Directors have sufficiently demonstrated their commitments to the Board in terms of time and participation during the year under review, and accordingly recommended to the Board the re-election of the retiring Directors at the Company's forthcoming Annual General Meeting ("AGM"). The assessment was facilitated by our in-house Group Secretarial Department. All assessments and evaluations conducted by the NRC in the discharge of its functions were duly documented, with the following salient enhancements to the Board's effectiveness, as a whole:

- (a) More in-depth focus on the Board agenda pertaining to the deliberation and monitoring of Environmental, Social and Governance ("ESG") matters, including risk oversight, in the Group's strategies;
- (b) Continuous Professional Development for Board members, emphasising understanding emissions management and its disclosures under the Recommendations of the Task Force on Climate-related Financial Disclosures; and
- (c) Strategic briefing to Board members on key regulatory requirements of foreign countries in which the Group operates.

The Board Charter provides for a limit of a cumulative term of nine (9) years on the tenure of an Independent Non-Executive Director. Thereafter, the Director may be re-designated as a Non-Independent Non-Executive Director. In the event the Board intends to retain the Director after the latter has served a cumulative term of nine (9) years, the Board must justify and disclose such decision and seek shareholders' approval at the AGM.

The NRC had assessed the independence of all Independent Non-Executive Directors for the financial year 2023 based on criteria set out in Paragraph 1.01 of the MMLR and Practice Note 13 of Bursa Securities and concluded that they have satisfied the criteria set therein. None of the Independent Non-Executive Directors exceeded a cumulative term of 9 years since appointed to the Board.

The NRC is of the view that each of the three (3) Independent Non-Executive Directors is able to provide independent judgement and act in the best interest of the Company. Following the assessment and recommendation by the NRC, the Board is of the opinion that the independence of the existing Independent Non-Executive Directors remains unimpaired and their judgement over business dealings of the Company has not been influenced by the interest of the other Directors or substantial shareholders.

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Induction and Directors' trainings

To ensure that the Board is equipped with the necessary knowledge and skills to fulfill its roles, a comprehensive induction programme is provided to newly appointed Board member(s) as well as existing Board members from time to time, where appropriate. In addition to receiving a range of updated information about the Group, all Board members are also extended an invitation to attend the Group's exclusive preview events.

All Directors of the Company had completed the Mandatory Accreditation Programme ("MAP") as required by the MMLR of Bursa Securities. The Board is mindful of the need to foster collective understanding in the area of sustainability, partly through the sharing of relevant knowledge, experiences and expectations pertaining to sustainability practices as well as the enhanced reporting requirements pertaining to sustainability matters. All Directors of the Company are required to attend and complete the MAP Part II, a tailored programme which focuses substantively on sustainability to build Board capabilities and competency in this evolving area, under paragraph 1.3(b) of Practice Note 5 of Bursa Securities, on or before 1 August 2025.

The Board appreciates the importance for its members to attend continuous education and training programmes to be apprised of changes to regulatory requirements and the impact such regulatory requirements have on the Group's business environment and corporate governance development. The Board, through the NRC, evaluates the training needs of its Directors annually and ensures that they participate in relevant professional development programmes. Besides disseminating the relevant circulars and guidelines on statutory and regulatory requirements from time to time for the Board's reference, the Company Secretaries also explain to the Board, the implications of those requirements on Directors and the Company.

During the financial year under review, all Directors of the Company attended trainings, which included briefings, seminars, workshops and conferences conducted by the relevant regulatory authorities and professional bodies, details of which are as follows:

Directors	Details of Program
Dato' Tan Heng Chew	<ul style="list-style-type: none"> • WTCH/Tan Chong Motor Holdings Berhad ("TCMH"): Code of Business Conduct & Ethics (Yearly Refresher Training) • TCMH: 2023 Anti-Bribery & Anti-Corruption (Yearly Refresher Training) • TC iTech Sdn Bhd ("TC iTech"): Cybersecurity Awareness Training 2023 for Directors (Yearly Refresher Training) • WTCH Group Compliance Department: 2023 Anti-Bribery Anti-Corruption, Fraud Prevention and Special Complaint Online Training (Yearly Refresher Training) • KPMG PLT: Addressing Challenges in implementing International Sustainability Standards Board (ISSB) Standard
Tan Keng Meng	<ul style="list-style-type: none"> • WTCH/TCMH: New Employment Act (Amendment 2022) • Mitsubishi Logisnext Co., Ltd: Unicarriers 2022 Dealer Management Conference • WTCH: Business Risk Management Workshop • Leaderonomics – The Science of Building Leaders: Malaysia Leadership Summit 2023 - Breakthrough to the future • WTCH / TCMH: Code of Business Conduct & Ethics (Yearly Refresher Training) • WTCH Group Environment, Health and Safety ("EHS") Committee: EHS Management System Training • TC iTech: Cybersecurity Awareness Training 2023 for Directors (Yearly Refresher Training) • Bursa Securities: Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers • Shaanxi Tonly Heavy Industries Co., Ltd: Tonly Oversea Dealer Conference • UD Trucks Corporation: UD Truck Partner Conference 2023 • WTCH Group Compliance Department: 2023 Anti-Bribery Anti-Corruption, Fraud Prevention and Special Complaint Online Training (Yearly Refresher Training)

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PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

II. BOARD COMPOSITION (Cont'd)

Directors	Details of Program
Chin Yen Song	<ul style="list-style-type: none"> • WTCH/TCMH: New Employment Act (Amendment 2022) • KPMG PLT: Sustainability Reporting • WTCH Group Risk Management Department: WTCH Business Risk Management • WTCH Group Tax Department: 2023 National Budget Briefing • WTCH Group EHS Committee: EHS Management System Training • WTCH/TCMH: Code of Business Conduct & Ethics (Yearly Refresher Training) • Bursa Securities: Conflict of Interest ("COI") and Governance of COI • Leaderonomics Sdn Bhd: Understanding AI, ChatGPT, and LinkedIn Dynamics • WTCH Group Compliance Department: 2023 Anti-Bribery Anti-Corruption, Fraud Prevention and Special Complaint Online Training (Yearly Refresher Training) • TC iTech: Cybersecurity Awareness Training 2023 for Directors (Yearly Refresher Training) • WTCH Group Tax Department: IRB e-invoicing Systems
Datuk Abdullah bin Abdul Wahab	<ul style="list-style-type: none"> • WTCH/TCMH: New Employment Act (Amendment 2022) • Bursa Securities: Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers • TC iTech: Cybersecurity Awareness Training 2023 for Directors (Yearly Refresher Training) • WTCH Group Compliance Department: 2023 Anti-Bribery Anti-Corruption, Fraud Prevention and Special Complaint Online Training (Yearly Refresher Training) • KPMG PLT: Addressing Challenges in implementing International Sustainability Standards Board (ISSB) Standard • Securities Commission Malaysia ("SC"): Invitation to the SC's Audit Oversight Board Conversation with Audit Committees • WTCH/TCMH: Code of Business Conduct & Ethics (Yearly Refresher Training)
Lee Min On	<ul style="list-style-type: none"> • WTCH/TCMH: New Employment Act (Amendment 2022) • Malaysian Institute of Corporate Governance ("MICG"): Enterprise Risk Management ("ERM") - Developing a holistic ERM Framework • The Institute of Internal Auditors Malaysia: East Malaysia Conference 2023 – Unlocking Success: Empowering Internal Auditors for Tomorrow's Challenges • MICG: Duties and Responsibilities of Company Directors - Demystifying the stewardship and fiduciary roles of Directors • TC iTech: Cybersecurity Awareness Training 2023 for Directors (Yearly Refresher Training) • Bursa Securities: Conflicts of Interest ("COI") and Governance of COI • Malaysian Institute of Accountants: Corporate Disclosures - What are the 'landmines' to avoid and the value derived? • KPMG PLT: Addressing Challenges in implementing International Sustainability Standards Board (ISSB) Standard • MICG: Assessment of the Board, Board Committees and Individual Directors: Are such assessments useful, let alone necessary, for listed issuers? • Country View Berhad: Sustainability Governance, Management and Reporting - Implications of the ESG agenda to the Board and Management of listed issuers • WTCH Group Compliance Department: 2023 Anti-Bribery Anti-Corruption, Fraud Prevention and Special Complaint Online Training (Yearly Refresher Training) • WTCH/TCMH: Code of Business Conduct & Ethics (Yearly Refresher Training)
Soh Eng Hooi	<ul style="list-style-type: none"> • WTCH/TCMH: New Employment Act (Amendment 2022) • WTCH/TCMH: Code of Business Conduct & Ethics (Yearly Refresher Training) • TC iTech: Cybersecurity Awareness Training 2023 for Directors (Yearly Refresher Training) • SC: Invitation to the SC's Audit Oversight Board Conversation with Audit Committees • WTCH Group Compliance Department: 2023 Anti-Bribery Anti-Corruption, Fraud Prevention and Special Complaint Online Training (Yearly Refresher Training)

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II. BOARD COMPOSITION (Cont'd)

Directors	Details of Program
Dato' Yunus bin Abd Razak	<ul style="list-style-type: none"> Geological Society of Malaysia ("Geological Society"): Seminar on Geophysics Geological Society: Pre AGM Talk - Classification of Geothermal System From Geology and Resource Assessment WTCH / TCMH: Code of Business Conduct & Ethics (Yearly Refresher Training) Society of Engineering Geology and Rock Mechanics Malaysia: Rock Assessment and Numerical Modelling TC iTech: Cybersecurity Awareness Training 2023 for Directors (Yearly Refresher Training) Coordinating Committee for Geoscience Programmes in East and Southeast Asia: Thematic Session – Action for Future: Advancing Geoscience Sustainable Development in the East and Southeast Asia Geological Society of Malaysia: National Geoscience Conference WTCH Group Compliance Department: 2023 Anti-Bribery Anti-Corruption, Fraud Prevention and Special Complaint Online Training (Yearly Refresher Training) SC: Invitation to the SC's Audit Oversight Board Conversation with Audit Committees

III. REMUNERATION

The NRC has been tasked with expanded duties and responsibilities to assist the Board in implementing policies and procedures on matters relating to the remuneration of Board members and Senior Management.

Policies and Procedures for the Remuneration of Directors and Senior Management

In accordance with Practice 7.1 of the MCCG, the Board has developed pertinent Policies and Procedures for the Remuneration of Directors and Senior Management to align with business strategies and long-term objectives of the Group. The remuneration packages for Executive Directors and Senior Management are linked to their individual and Group performance, qualifications, experience, competence and scope of responsibility and geographic location where the personnel are based and are periodically benchmarked against market/ industry surveys conducted by human resource consultants.

As a matter of practice, the Directors concerned abstain from deliberating and voting on their own remuneration at Board Meetings.

The remuneration received or to be received by Directors of the Company from the Group and Company for the financial year ended 31 December 2023 amounted to RM4,383,220 and RM3,121,277 respectively. Details of the remuneration for each of the Directors on a named basis are set out under Practice 8.1 of the Corporate Governance Report uploaded on the Company's website at www.warisantc.com.

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PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

Activities undertaken by Nominating and Remuneration Committee

A summary of key activities undertaken by the NRC in discharging its duties during the financial year under review is set out below:

- Reviewed and assessed the independence of Independent Non-Executive Directors;
- Reviewed and recommended the re-election of Directors who are due for retirement by rotation, for shareholders' approval at the forthcoming AGM;
- Reviewed the size and composition of the Board based on the required mix of skills, experience, knowledge and diversity;
- Assessed the effectiveness of the Board as a whole, the Board Committees and the contributions of individual Directors as well as the Chief Financial Officer and Company Secretaries;
- Assessed Directors' training needs and acknowledged the training programmes attended by Directors as well as identified suitable training programmes to enhance Directors' skills;
- Assessed the term of office and performance of the AC and each of its members;
- Reviewed the terms of reference of the NRC;
- Reviewed the 2023 Bonus and 2024 Salary Increment for employees of the Group;
- Reviewed and recommended the extension of Executive Service Contract with change of roles and responsibilities for a Senior Management Staff;
- Reviewed and recommended the promotion of a Senior Management Staff; and
- Reviewed the renewal of Executive Service Contract of Senior Management.

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

I. AUDIT COMMITTEE

To assist the discharge of its duties on financial reporting, the Board has established an AC, comprising majority of members who are Independent Non-Executive Directors with Ms. Soh Eng Hooi as the Committee Chairwoman. The members of the AC, collectively, are financially literate and are qualified to discharge their duties and responsibilities set out in the AC's Terms of Reference approved by the Board. They constantly keep abreast with relevant changes to financial reporting standards and pertinent issues which have a significant impact on financial reporting through regular updates from the external auditors and the Chief Financial Officer. The AC's Terms of Reference last reviewed by the Board in August 2023 are uploaded on the Company's website at www.warisantc.com.

One of the key responsibilities of the AC in the AC's Terms of Reference is to ensure that the financial statements of the Group and the Company comply with the applicable financial reporting standards in Malaysia and provisions of the CA 2016. The responsibilities of the AC has been expanded to cover conflict of interest situations which arise or persist (in addition to those that may arise) and the measures taken to resolve, eliminate, or mitigate the conflict of interest for reporting to the Board.

Full details of the AC's responsibilities are found in the AC's Terms of Reference. A summary of the work conducted in 2023 by the AC is set out in the Audit Committee Report of this Annual Report.

Pursuant to the AC's Terms of Reference, no former partner of the external audit firm of the Company and/or its affiliates (including those providing advisory services, tax consulting etc.) shall be appointed a member of the Committee unless the person has observed a cooling off period of at least three (3) years from the date of the person's retirement or resignation from the firm.

External Auditors' Assessment Policy & Procedures

In April 2023, the Board has adopted an External Auditors' Assessment Policy & Procedures ("EAA Policy") to be in line with the MCGG, and the By-Laws (on professional Ethics, Conduct and Practice) by the Malaysian Institute of Accountants ("MIA By-Laws"). The objective of the EAA Policy is to set out the guidelines and procedures undertaken by the AC to assess the suitability, objectivity and independence of the external auditors (i.e., audit firm and its affiliates, both local and overseas) in substance as well as in form. The EAA Policy covers a policy for the types of non-audit services permitted to be provided by the external auditors and/or their affiliates, including the need for obtaining the AC's pre-approval before such services are contemplated which supersedes the previous policy for non-audit services adopted by the Group.

Corporate Governance Overview Statement

II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board has overall responsibility for maintaining a sound system of risk management and internal control of the Group that provides reasonable assurance on the effective and efficient business operations, compliance with laws and regulations as well as internal procedures and guidelines.

The Board has put in place a structured framework to enable Management identify, evaluate, control, report and monitor the principal business risks faced by the Group. The Board is updated on the Group's system, which encompasses risk management practices and the implementation of internal controls to mitigate the identified business risks on a regular basis. Ongoing reviews are performed throughout the year by the respective business units to identify, evaluate, manage, report and monitor the significant risks affecting their business and ensure that adequate internal controls are in place. The risk registers which are maintained by the Group are reviewed and updated by the Risk Management and Sustainability Committee (a Management-level committee) at least twice a year.

Details of the Group's Enterprise Risk Management framework, activities conducted for the financial year under review and reporting processes are set out in the Statement on Risk Management and Internal Control included in this Annual Report.

In line with the MCGG and the MMLR of Bursa Securities, the Board has established an in-house Group Internal Audit Department ("GIA"), which reports directly to the AC on the adequacy and operating effectiveness of the Group's system of risk management and internal control. All internal audits conducted are guided by the International Professional Practices Framework of The Institute of Internal Auditors Inc., a globally recognised professional body for internal auditors. The GIA is independent of the activities it audits, and its authority, scope and responsibilities are governed by an Internal Audit Charter approved by the AC. The scope of work covered by the GIA during the financial year under review is set out in the Statement on Risk Management and Internal Control included in this Annual Report.

PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

I. ENGAGEMENT WITH STAKEHOLDERS

The Board recognises the importance of being transparent and accountable to the Company's shareholders and other stakeholders.

Shareholders and other stakeholders of the Company, as the case may be, are provided with accurate and timely dissemination of information via the Annual Reports, circulars to shareholders, quarterly financial reports and the various announcements which articulate an overview of the Group's financial results, business performance and operations. Shareholders and other stakeholders can access information at the Company's website at www.warisantc.com which includes the Board Charter, Committees' Terms of Reference, policies and procedures, corporate information, announcements, financial information, and Annual Reports.

The Company also has a dedicated electronic mail, i.e., corporate@warisantc.com to which stakeholders can direct their queries or concerns.

Corporate Disclosure Policy and Procedures

The Company has adopted a set of Corporate Disclosure Policy and Procedures which sets out how sensitive and material information is determined and disseminated to investors, stakeholders, local media, investing public and other relevant persons in accordance with applicable statutory and regulatory requirements.

Stakeholder Communication Policies and Procedures

The Board recognises that stakeholder engagement is a key factor contributing to the sustainability of its business and feedback from stakeholders is carefully considered in business strategies and decisions.

In February 2024, the Board adopted a set of Stakeholder Communication Policies and Procedures ("SCPP"), which governs communications with stakeholders in maintaining an effective, high quality communication channel that facilitate an open, ongoing dialogue and the provision of timely and accurate information to stakeholders.

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PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (Cont'd)

II. CONDUCT OF GENERAL MEETINGS

The AGM, which is the principal forum for shareholder dialogue, allows shareholders to review the Group's performance via the Company's Annual Report and pose questions to the Board for clarification.

In line with the MCCG, the Company despatched the notice of the 26th AGM to its shareholders at least 28 days before the AGM. As a measure to safeguard the wellbeing of shareholders, the 26th AGM held on 2 June 2023 was conducted 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. During the 26th AGM, the Chairman of the meeting ensured that the AGM was conducted in an orderly manner and allowed shareholders or proxies to raise questions or seek clarification on agenda items of the AGM. The shareholders were encouraged to pose and submit questions electronically in advance of the 26th AGM or submit their questions using the query box to transmit their questions during the AGM for the Board to respond.

The Chief Executive Officer presented at the 26th AGM, the Group's financial performance, some key initiatives and business outlook for the year. The Directors and Senior Management responded to all questions submitted and provided clarification as required by the shareholders. The full minutes of the 26th AGM, including the Company's responses to questions posed by shareholders before and during the AGM, are available on the Company's website.

All resolutions set out in the notice of the 26th AGM were voted on by poll in accordance with the MMLR of Bursa Securities. The Board adopted an electronic voting process for polling at the last AGM to facilitate greater shareholders' participation, enabling efficiency in the voting process as well as ensuring transparency and accuracy of the voting results.

This Corporate Governance Overview Statement is dated 3 April 2024.