



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



**WARISAN TC HOLDINGS BERHAD**  
[Registration No.: 199701009338 (424834-W)]  
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ANNUAL REPORT 2019



## WARISAN TC HOLDINGS BERHAD

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

Dear Shareholders,

It is our pleasure to invite you to the Twenty-Third Annual General Meeting ("23<sup>rd</sup> AGM") of WARISAN TC HOLDINGS BERHAD ("WTCH" or "the Company"). The details of the 23<sup>rd</sup> AGM are as follows:

### DATE & TIME

7 August 2020 (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 initiatives to curb the spread of Coronavirus Disease 2019 (COVID-19), the Company will conduct the 23<sup>rd</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 23<sup>rd</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, 5 August 2020. 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: <http://www.warisan-tc.com.my> and Bursa Malaysia's website at <https://www.bursamalaysia.com>, or you may scan the QR Code for your viewing and/or downloading:

1. Annual Report 2019 ("AR 2019")
2. Circular to Shareholders ("Circular")
3. Notice of the 23<sup>rd</sup> AGM
4. Proxy Form
5. Administrative Notes



AR 2019



Circular

If you need a copy of the printed Annual Report 2019 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 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)
- Contract 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))

We look forward to connecting with you on the RPV facilities during the 23<sup>rd</sup> AGM. Thank you for your continued support to WTCH.

ANG LAY BEE (SSM PC No. 201908003958) (MAICSA 0825641)  
NG BOON NGEE (SSM PC No. 202008001269) (MAICSA 7053979)  
Company Secretaries

23 June 2020

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third 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, 7 August 2020 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 2019 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
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) Mr Tan Keng Meng *Ordinary Resolution 1*
  - (ii) Dato' Chong Kwong Chin *Ordinary Resolution 2*
3. 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 8 August 2020 until the next Annual General Meeting of the Company. *Ordinary Resolution 3*
4. 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 8 August 2020 until the next Annual General Meeting of the Company. *Ordinary Resolution 4*
5. To re-appoint Mazars PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorize the Directors to fix their remuneration. *Ordinary Resolution 5*

## As Special Business

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

6. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS
  - 6.1 "THAT approval be and is hereby given for Dato' Chong Kwong Chin 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." *Ordinary Resolution 6*
  - 6.2 "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." *Ordinary Resolution 7*

# NOTICE OF ANNUAL GENERAL MEETING

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## 7. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

"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
- (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**

# NOTICE OF ANNUAL GENERAL MEETING

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## 8. 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 23 June 2020 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 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.

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*

## 9. 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 23 June 2020 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

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- (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 occur 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

10. 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)

**NG BOON NGEE**

SSM PC No. 202008001269 (MAICSA 7053979)

Company Secretaries

Kuala Lumpur  
23 June 2020

### NOTES:

1. As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the Twenty-Third Annual General Meeting ("23<sup>rd</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://tjih.online>. Please follow the procedures provided in the Administrative Notes for the 23<sup>rd</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
2. The venue of the 23<sup>rd</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 venue of the 23<sup>rd</sup> AGM is to inform shareholders where the electronic 23<sup>rd</sup> AGM production and streaming would be conducted from. No shareholder(s)/proxy(ies) from the public will be allowed to physically present at the meeting venue.
3. A depositor whose name appears in Record of Depositors of the Company as at 30 July 2020 ("Record of Depositors") shall be regarded as a member entitled to attend, participate, speak and vote at the 23<sup>rd</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 23<sup>rd</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.

# NOTICE OF ANNUAL GENERAL MEETING

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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. The Form of Proxy must be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd 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, not less than forty-eight hours before the time appointed for the 23<sup>rd</sup> AGM.
11. 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.

## EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

### (1) Item 1 of the Agenda – Audited Financial Statements for financial year ended 2019

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 3 and 4 – 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 8 August 2020 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 8 August 2020 until the next Annual General Meeting of the Company.

# NOTICE OF ANNUAL GENERAL MEETING

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## (3) Ordinary Resolutions 6 and 7 – Continuing in office as Independent Non-Executive Directors

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.

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

- (i) they fulfil the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, therefore, are able to bring independent and objective judgement to the Board;
- (ii) their relevant experience and expertise in accounting, audit, entrepreneurial skill, legislative and administrative aspects would enable them to provide the Board and Board Committees, as the case may be, with pertinent expertise, skills, contributions and competence;
- (iii) they possess greater insight and knowledge of the businesses, operations and business strategies of the Group which enable them to contribute actively and effectively during deliberations at Board Committees and Board meetings;
- (iv) they are able to raise their independence views and devote sufficient time and exercise due care as Independent Directors of the Company and carry out their duties diligently in the interest of the Company and shareholders; and
- (v) from their good attendance record at Board and Board Committee meetings, it is demonstrable of their 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 23 June 2020 despatched together with the Company's 2019 Annual Report.

## (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 23 June 2020 despatched together with the Company's 2019 Annual Report.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the Twenty-Third Annual General Meeting of the Company ("23<sup>rd</sup> AGM") and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 and representatives appointed for the 23<sup>rd</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 23<sup>rd</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 the member discloses the personal data of the member's proxy(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) 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) 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-THIRD ANNUAL GENERAL MEETING

Date	: Friday, 7 August 2020
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 initiatives to curb the spread of Coronavirus Disease 2019 (COVID-19), the Twenty-Third Annual General Meeting ("23<sup>rd</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 (revised on 11 June 2020).
- 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 23<sup>rd</sup> AGM in person at the Broadcast Venue on the day of the meeting.

### ANNUAL REPORT 2019 AND CIRCULAR TO SHAREHOLDERS

- The following documents are available on the Company's website at <http://www.warisantc.com.my> and Bursa Malaysia's website at <https://www.bursamalaysia.com>:
  - Annual Report 2019 ("AR 2019")
  - Circular to Shareholders ("Circular")
- If you need a copy of the printed AR 2019 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 addresses 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 23<sup>rd</sup> AGM.

### 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 23<sup>rd</sup> AGM using RPV facilities provided by Tricor via its TIH Online website at <https://tiih.online>.
- Shareholders who appoint proxies to participate via RPV facilities in the 23<sup>rd</sup> AGM must ensure that the duly executed Forms of Proxy are deposited in hard copy to Tricor not later than **Wednesday, 5 August 2020 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, 5 August 2020 at 10.30 a.m.** to participate via RPV facilities in the 23<sup>rd</sup> AGM.
- Attorneys appointed by power of attorney are to deposit their power of attorney with Tricor not later than **Wednesday, 5 August 2020 at 10.30 a.m.** to participate via RPV facilities in the 23<sup>rd</sup> AGM.
- A shareholder who has appointed a proxy or attorney or authorised representative to participate and vote at the 23<sup>rd</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://tiih.online>.

# ADMINISTRATIVE NOTES

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

Shareholders may submit questions to the Board in advance of the 23<sup>rd</sup> AGM via Tricor's TIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Wednesday, 5 August 2020 at 10.30 a.m.** The Board will endeavour to answer the questions received at the 23<sup>rd</sup> AGM.

## PROCEDURES FOR RPV FACILITIES

Please read and follow the procedures and actions below to participate and vote at the 23<sup>rd</sup> AGM remotely using the RPV facilities:

	Procedure	Action
<b>BEFORE THE 23<sup>RD</sup> AGM DAY</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://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services". 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. You will receive an e-mail to notify you that the remote participation is available for registration at TIH Online.</li> </ul>
(b)	<b>Submit your registration for RPV facilities</b>	<ul style="list-style-type: none"> <li><b>Registration is open from 10.30 a.m. Tuesday, 23 June 2020 up to 10.30 a.m. Wednesday, 5 August 2020.</b></li> <li>Login with your user ID and password and select the corporate event: "(REGISTRATION) WARISAN TC 23<sup>RD</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 30 July 2020, the system will send you an e-mail to approve or reject your registration for remote participation.</li> </ul>
<b>ON THE DAY OF THE 23<sup>RD</sup> AGM</b>		
(c)	<b>Login to TIH Online</b>	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the 23<sup>rd</sup> AGM at any time from <b>10.00 a.m.</b> i.e. 30 minutes before the commencement of the 23<sup>rd</sup> AGM on <b>Friday, 7 August 2020 at 10.30 a.m.</b></li> </ul>
(d)	<b>Participate through Live Streaming</b>	<ul style="list-style-type: none"> <li>Select the corporate event: "(LIVE STREAM MEETING) WARISAN TC 23<sup>RD</sup> AGM" to engage in the proceedings of the 23<sup>rd</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 23<sup>rd</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>
(e)	<b>Online Remote Voting</b>	<ul style="list-style-type: none"> <li>Voting session commences from <b>10.30 a.m. on Friday, 7 August 2020</b> until a time when the Chairman announces the completion of the voting session of the 23<sup>rd</sup> AGM.</li> <li>Select the corporate event: "(REMOTE VOTING) WARISAN TC 23<sup>RD</sup> AGM".</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 23<sup>rd</sup> AGM, the live streaming will end.</li> </ul>

# ADMINISTRATIVE NOTES

cont'd

## APPOINTMENT OF PROXY

1. The 23<sup>rd</sup> AGM will be conducted on a fully virtual basis, if you are unable to attend the meeting via RPV facilities on 7 August 2020, you may appoint the Chairman of the meeting as your proxy and indicate your voting instructions in the Form of Proxy.
2. You may submit your Form of Proxy to the Company at the office of 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: 03-2783 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, not less than forty-eight (48) hours before the time appointed for the 23<sup>rd</sup> AGM or no later than **5 August 2020 at 10.30 a.m.**

## POLL VOTING

1. The voting at the 23<sup>rd</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 23<sup>rd</sup> AGM at 10.30 a.m. on 7 August 2020 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://tjh.online>.
3. Upon completion of the voting session for the 23<sup>rd</sup> AGM, the Scrutineers will verify the poll results 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 9.00 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 Osman ([siti.zalina@my.tricorglobal.com](mailto:siti.zalina@my.tricorglobal.com))



## WARISAN TC HOLDINGS BERHAD

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

## FORM OF PROXY

CDS Account No.

I/We \_\_\_\_\_ NRIC No./Company No. \_\_\_\_\_  
(name of shareholder, in capital letters)

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

Email Address \_\_\_\_\_ Mobile Phone No. \_\_\_\_\_  
being a member(s) of WARISAN TC HOLDINGS BERHAD, hereby appoint \_\_\_\_\_  
(name of proxy as per NRIC, in capital letters)

NRIC No. \_\_\_\_\_ of \_\_\_\_\_  
(full address)

Email Address \_\_\_\_\_ Mobile Phone No. \_\_\_\_\_  
and \_\_\_\_\_ NRIC No. \_\_\_\_\_

(name of proxy as per NRIC, in capital letters)  
of \_\_\_\_\_  
(full address)

Email Address \_\_\_\_\_ Mobile Phone No. \_\_\_\_\_ 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-Third 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, 7 August 2020 at 10:30 a.m., and at any adjournment thereof, as indicated below:

	For	Against
Ordinary Resolution 1	Re-election of Mr Tan Keng Meng	
Ordinary Resolution 2	Re-election of Dato' Chong Kwong Chin	
Ordinary Resolution 3	Directors' Fees	
Ordinary Resolution 4	Directors' Benefits	
Ordinary Resolution 5	Re-appointment of Mazars PLT as Auditors	
Ordinary Resolution 6	Continuing in office as Independent Non-Executive Director for Dato' Chong Kwong Chin	
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/Common Seal \_\_\_\_\_

Number of shares held : \_\_\_\_\_

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

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

	No. of shares	Percentage
Proxy 1	_____	_____ %
Proxy 2	_____	_____ %

**Notes:**

1. As part of the initiatives to curb the spread of Coronavirus Disease 2019 (“COVID-19”), the Twenty-Third Annual General Meeting (“23<sup>rd</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 23<sup>rd</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
2. The venue of the 23<sup>rd</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 venue of the 23<sup>rd</sup> AGM is to inform shareholders where the electronic 23<sup>rd</sup> AGM production and streaming would be conducted from. No shareholder(s)/proxy(ies) from the public will be allowed to physically present at the meeting venue.
3. A depositor whose name appears in Record of Depositors of the Company as at 30 July 2020 (“Record of Depositors”) shall be regarded as a member entitled to attend, participate, speak and vote at the 23<sup>rd</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 23<sup>rd</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.

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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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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. The Form of Proxy must be deposited at the office of the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd 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, not less than forty-eight hours before the time appointed for the 23<sup>rd</sup> AGM.
11. 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.

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the Twenty-Third Annual General Meeting of the Company (“23<sup>rd</sup> AGM”) and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’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 and representatives appointed for the 23<sup>rd</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 23<sup>rd</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 the member discloses the personal data of the member’s proxy(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) 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) 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.