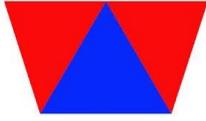




Warisan TC Holdings Berhad
(424834-W)

Policies and Procedures for the Remuneration of
Directors and Senior Management



1. PURPOSE

The Remuneration Policies and Procedures sets out pertinent remuneration principles and guidelines for members of the Board of Directors (comprising Executive Directors and Non-Executive Directors of Warisan TC Holdings Berhad [the “Company”]) and Senior Management (defined as personnel in the position of Deputy General Manager and above) of the Company and its subsidiaries (“WTCH Group” or the “Group”).

2. OBJECTIVES

The Policies and Procedures are designed to:

- create a remuneration structure that is competitive so as to attract, reward, motivate and retain Directors and Senior Management who lead the Group towards realizing its corporate strategies and long term objectives;
- provide transparency, clarity and an independent process on compensating Executive Directors and Senior Management, taking into account their experience, knowledge, extent of responsibility and individual performance, including the performance of the Group and prevailing market and industry statistics; and
- provide a structured basis in determining the remuneration of Non-Executive Directors, which is commensurate with the responsibilities of the Non-Executive Directors, for example their involvement and contribution both in the Board and Board Committees, including attendance at meetings.

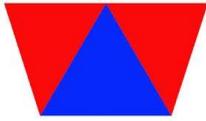
The Policies and Procedures are structured based on the following key principles:

- remuneration shall be set at levels that are competitive with the relevant market and industry with the aim of attracting and retaining talents as part of the Group’s succession plan;
- performance measures and targets shall be aligned with shareholders’ interest in mind;
- provide an appropriate level of transparency to ensure the policy for the remuneration of Directors and Senior Management is understood by investors; and
- ensure a level of fairness and consistency in remuneration.

3 REMUNERATION FOR INDEPENDENT NON-EXECUTIVE DIRECTORS (“INEDs”)

3.1 The aggregate annual remuneration and benefits payment to INEDs is reviewed and recommended for approval by the Company’s shareholders in accordance with the Companies Act 2016, Listing Requirements of Bursa Malaysia Securities Berhad and the Company’s Constitution.

3.2 The remuneration of INEDs comprises fees and meeting allowances. The remuneration of an INED shall not be based on commission, the percentage of profits, or turnover. The quantum and structure of INEDs’ remuneration are reviewed by the Company’s Executive Chairman/President who may recommend to the Board for an increase in their remuneration package, subject to final approval of the shareholders. The INEDs shall abstain from deliberation and voting on their own remuneration at Board meetings.



3.3 Remuneration for INEDs shall be reviewed once in every three (3) years. In conducting the review, assistance of an independent professional advice may be sought to provide the latest development / information in respect of market and industry statistics on the remuneration of INEDs. In considering adjustments to the INEDs' fees and allowances, various factors are taken into account, including a review of market analysis on the subject matter. Market benchmarking shall take into account the size of the organisation as well as complexity and extent of the responsibility assigned and work performed.

4. REMUNERATION FOR EXECUTIVE DIRECTORS (“EDS”) AND SENIOR MANAGEMENT

4.1 The EDs and Senior Management shall be provided a letter of appointment, setting out the terms and conditions of engagement, responsibilities for the role and remuneration package.

4.2 The EDs and Senior Management are paid a fixed remuneration, consisting of base salary, allowances and other benefits such as company car and fuel allowance, contribution to the Employees Provident Fund, insurance and medical benefits (including spouse and dependents).

4.3 The Company's Executive Chairman/President decides on the remuneration of the EDs and Senior Management based on their direct accountability and responsibility for the operational management, strategic direction and decision, as well as performance of the individual and financial performance of the Group.

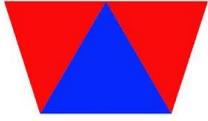
4.4 The EDs shall recommend the remuneration of Senior Management, who directly report to them, for consideration of the Company's Executive Chairman /President.

4.5 The fixed remuneration is set based on relevant market relativities, performance, qualifications, experience and geographic location where the personnel is based. The salary levels for EDs and Senior Management shall take into account the nature of the role, performance of the business and the individual and market positioning. Salaries are normally reviewed annually and may be reviewed more frequently, where appropriate, for example following a substantial change in responsibilities.

4.6 EDs and Senior Management are also eligible for annual bonus payment. The bonus is based on performance against annual measures and targets from the annual plan which is designed to implement the business strategies of the Company and Group.

4.7 With the recommendation from the Nominating and Remuneration Committee, the Board shall consider the appropriateness of any change in fixed remuneration level/ salary adjustments/ increments for the EDs and Senior Management based on the role and responsibilities, job size, individual performance, industry standards, labour market conditions and scale of the WTHC Group's business relating to the position. The base salary is reviewed annually before 1 February. The EDs shall abstain from deliberation and voting on their own remuneration at Board meetings.

4.8 The Nominating and Remuneration Committee shall decide the remuneration of the Company's Executive Chairman/President, and consider whether any increase is considered pertinent to the base salary/bonus and any other terms of his service contract and thereafter make recommendation for the Board's approval.



5. EXTERNAL PROFESSIONAL ADVICE

The Board shall, from time to time, consider the need to enhance one or more aspects of the remuneration packages in tandem with development in the market place. Accordingly, the Board may seek professional advice from outside sources for the purpose of formulating an attractive and competitive compensation and benefits package to attract, retain and motivate talents.

6. REVIEW OF THE POLICIES AND PROCEDURES

The Nominating and Remuneration Committee shall review and assess the adequacy, effectiveness and continued relevance of the Policies and Procedures at least once in every 3 years.

7. REVISION TO THE POLICIES AND PROCEDURES

Any requirement for amendment shall be deliberated by the Nominating and Remuneration Committee, and any recommendation for revisions shall be presented to the Board for approval.

These Policies and Procedures are approved by the Board based on its resolution dated 22 February 2018.