

GUH HOLDINGS BERHAD

(Company No.: 4104-W)
(Incorporated in Malaysia)

Minutes of the Fifty-Third Annual General Meeting of the Company duly convened and held at the Auditorium of the Company at 2nd Floor, Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, Bayan Lepas, 11900 Penang on Tuesday, 23 May 2017 at 10.30 a.m.

BOARD OF DIRECTORS : Tan Sri Dato' Seri H'ng Bok San (*Chairman of the Meeting*)
Dato' Kenneth H'ng Bak Tee
Dato' Harry H'ng Bak Seah
Datin Jessica H'ng Hsieh Ling
Mr. Chew Hock Lin
Dato' Ismail Bin Hamzah
Mr. Lai Chang Hun
En. Wan Ismail Bin Wan Nik
Dato' Gan Kong Meng

IN ATTENDANCE : Ms. Kee Gim Tee (*Company Secretary*)
: Ms. Ngo Pei Voon (*Messrs. Crowe Horwath*)

SHAREHOLDERS/PROXY HOLDERS : 6 members/5 proxy holders (*excluding Directors and Secretary*)

The Company Secretary welcomed all the Board of Directors, Members/Proxy holders and guests present at the 53rd Annual General Meeting ("AGM") and informed that pursuant to Article 66 of the Company's Articles of Association, Tan Sri Dato' Seri H'ng Bok San, the Executive Chairman shall preside as the Chairman of the Meeting.

Tan Sri Dato' Seri H'ng Bok San took the chair and thanked the Members/Proxy holders and invited guests for their attendance.

Company Secretary informed Tan Sri Chairman that pursuant to Article 63 of the Company's Articles of Association, 2 members present in person or by proxy shall form a quorum for the Meeting and there were 15 Shareholders/Proxy holders attended the 53rd AGM. Company Secretary confirmed the presence of requisite quorum, the Chairman called the Meeting to order.

Members present gave consent that notice convening the Meeting having been circulated to the members within the prescribed period be taken as read.

Tan Sri Chairman informed the meeting that voting on all resolutions shall be carried out by poll throughout the general meeting. Poll voting on the resolutions would be conducted by Mega Business Consultancy Unit, the appointed independent scrutineer.

ORDINARY BUSINESS:-

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

That under the provision of Section 248(1) of the Companies Act 2016, the Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors' and Auditors' Reports do not require formal approval of shareholders and shall not be put forward for voting by the shareholders.

Nevertheless, Tan Sri Chairman invited questions and comments from the floor in connection with the 2016 Audited Financial Statements.

There was no question from the floor, Tan Sri Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors' and Auditors' Reports were duly laid before the Members in accordance with the requirements of the Section 340(1)(a) of the Companies Act 2016.

RESOLUTION 1 TO 16

No questions were raised on Resolutions 1 to 16 which were duly proposed and seconded by Members/Proxy holders and put aside by Tan Sri Chairman for voting by poll.

Mr. Yip Yih Peng of Mega Business Consultancy Unit was invited to announce the results of the poll. Based on the polls results, Tan Sri Chairman declared the following resolutions 1 to 16 were carried.

RESOLUTION 1

Payment of Directors' fees for the financial year ended 31 December 2016

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,211,429	99.999	1,500	0.001	Carried

RESOLUTION 2

Payment of Directors' fees and benefits of up to an amount of RM950,000 with effect from 1 January 2017 until the next AGM of the Company to be held in 2018

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,211,429	99.999	1,500	0.001	Carried

RESOLUTION 3

Re-election of Dato' Kenneth H'ng Bak Tee who retired pursuant to Article 99 of the Company's Article of Association

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 4

Re-election of Dato' Harry H'ng Bak Seah who retired pursuant to Article 99 of the Company's Article of Association

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 5

Re-election of Dato' Ismail Bin Hamzah who retired pursuant to Article 99 of the Company's Article of Association

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 6

Re-appointment of Messrs. Crowe Horwath as Auditors of the Company and authorization for the Directors to fix their remuneration

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

SPECIAL BUSINESS:-

RESOLUTION 7

Re-appointment of Mr. Chew Hock Lin as Director of the Company

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 8

Re-appointment of Mr. Lai Chang Hun as Director of the Company

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 9

Re-appointment of Tan Sri Dato' Seri H'ng Bok San as Director of the Company

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 10

Approval for Dato' Ismail Bin Hamzah to continue in office as Independent Non-Executive Director

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 11

Approval for Mr. Chew Hock Lin to continue in office as Independent Non-Executive Director

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 12

Approval for Mr. Lai Chang Hun to continue in office as Independent Non-Executive Director

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 13

Approval for En. Wan Ismail Bin Wan Nik to continue in office as Independent Non-Executive Director

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 14

Authorization for the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 15

Renewal of Share Buy-Back Authority

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
106,212,929	100.000	0	0.000	Carried

RESOLUTION 16

Renewal of Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
52,540,576	100.000	0	0.000	Carried

CLOSED OF MEETING

As there was no further business to be transacted, Tan Sri Chairman thanked Members/Proxy holders for their attendance and support.

The AGM was declared closed at 11.05 a.m. with a vote of thanks to Tan Sri Chairman.

Signed as a correct record,

TAN SRI DATO' SERI H'NG BOK SAN
Executive Chairman