

## GUH HOLDINGS BERHAD

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

**Minutes of the Extraordinary General Meeting** of the Company duly convened and held fully virtually at the Auditorium of the Company at 2nd Floor, Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, Bayan Lepas, 11900 Penang via remote participation and electronic voting facilities on Tuesday, 30 June 2020 at 11.15 a.m.

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<b>Board of Directors</b>	:	Tan Sri Dato' Seri H'ng Bok San ( <i>Executive Chairman</i> ) Datuk Seri Kenneth H'ng Bak Tee ( <i>CEO/Group MD</i> ) Dato' Harry H'ng Bak Seah ( <i>Non-Executive Director</i> ) Datin Jessica H'ng Hsieh Ling ( <i>Non-Executive Director</i> ) Mr. Chew Hock Lin ( <i>Independent Non-Executive Director</i> ) Dato' Ismail Bin Hamzah ( <i>Independent Non-Executive Director</i> ) Dato' Lai Chang Hun ( <i>Independent Non-Executive Director</i> ) En. W Ismail Bin W Nik ( <i>Independent Non-Executive Director</i> ) Dato' Dr. Gan Kong Meng ( <i>Independent Non-Executive Director</i> )
<b>Secretary</b>	:	Ms. Kee Gim Tee
<b>Shareholders</b>	:	As per attendance list
<b>Invitees</b>	:	As per attendance list

### IT IS HEREBY RESOLVED:

#### ORDINARY RESOLUTION 1

#### PROPOSED ESTABLISHMENT OF A SHARE GRANT PLAN FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF GUH AND ITS SUBSIDIARIES (“PROPOSED SHARE GRANT PLAN”)

“**THAT**, subject to the approvals of all relevant authorities/parties, where relevant/required being obtained, approval is given to the Board to undertake a proposed establishment of a share grant plan (“**SGP**”) of up to 10% of the total number of issued shares in GUH (excluding treasury shares) to enable the granting of new ordinary shares in GUH (“**GUH Share(s)**”) (“**SGP Grant(s)**”) to eligible executive directors and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) (“**Eligible Person(s)**”) in accordance with the by-laws governing the SGP (“**By-Laws**”) as set out in **Appendix I** of the circular to shareholders dated 29 May 2020, and to adopt and approve the By-Laws and do all such acts, as may be necessary or expedient in order to give full effect to the Proposed Share Grant Plan;

**THAT**, the Board be and is hereby authorised to issue and allot from time to time such number of new GUH Shares as may be required pursuant to the vesting of the SGP Grants under the Proposed Share Grant Plan, provided that the aggregate number of new GUH Shares to be issued and allotted and/or transferred shall not exceed 10% of the total number of issued GUH Share (excluding treasury shares) at any point in time throughout the duration of the Proposed Share Grant Plan and that such new GUH Shares to be issued upon vesting of the SGP Grants will, upon allotment and issuance, rank equally in all respects with the existing GUH Shares in issue, save and except that the new GUH Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which precedes the date of allotment and issuance of the new GUH Shares;

**THAT**, the Board be authorised to capitalise the relevant amount out of the retained profits of the Company and to apply the same for the purposes of issuing the new GUH Shares under the Proposed Share Grant Plan;

**THAT**, the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed Share Grant Plan and the terms of the By-Laws;

**AND THAT**, the Board be and is hereby authorised to add, modify and/or amend the Proposed Share Grant Plan, By-Laws and all rules, regulations and administration relating to the Proposed Grant Plan and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed Share Grant Plan, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws.”

## **ORDINARY RESOLUTION 2**

### **PROPOSED GRANT TO TAN SRI DATO’ SERI H’NG BOK SAN UNDER THE PROPOSED SHARE GRANT PLAN**

“**THAT**, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Tan Sri Dato’ Seri H’ng Bok San, the Executive Chairman of GUH up to 2,779,045 new GUH Shares under the Proposed Share Grant Plan provided always that not more than 10% of the new GUH Shares of the Company available under the Proposed Share Grant Plan shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

**AND THAT** the proposed allocation of the new GUH Shares to Tan Sri Dato’ Seri H’ng Bok San shall be subject always to such terms and conditions of the Proposed Share Grant Plan as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed Share Grant Plan.”

## **ORDINARY RESOLUTION 3**

### **PROPOSED GRANT TO DATUK SERI KENNETH H’NG BAK TEE UNDER THE PROPOSED SHARE GRANT PLAN**

“**THAT**, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Datuk Seri Kenneth H’ng Bak Tee, the Chief Executive Officer/Group Managing Director of GUH up to 2,779,045 new GUH Shares under the Proposed Share Grant Plan provided always that not more than 10% of the new GUH Shares of the Company available under the Proposed Share Grant Plan shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

**AND THAT** the proposed allocation of the new GUH Shares to Datuk Seri Kenneth H’ng Bak Tee shall be subject always to such terms and conditions of the Proposed Share Grant Plan as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed Share Grant Plan.”

#### **ORDINARY RESOLUTION 4**

##### **PROPOSED GRANT TO LEWIS H'NG CHUN LI UNDER THE PROPOSED SHARE GRANT PLAN**

**“THAT**, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Lewis H'ng Chun Li, the Chief Operating Officer of the Corporate Division of GUH, who is also the son of Datuk Seri Kenneth H'ng Bak Tee and nephew of Tan Sri Dato' Seri H'ng Bok San, up to 2,779,045 new GUH Shares under the Proposed Share Grant Plan provided always that not more than 10% of the new GUH Shares of the Company available under the Proposed Share Grant Plan shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

**AND THAT** the proposed allocation of the new GUH Shares to Lewis H'ng Chun Li shall be subject always to such terms and conditions of the Proposed Share Grant Plan as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed Share Grant Plan.”

#### **ORDINARY RESOLUTION 5**

##### **PROPOSED GRANT TO H'NG GAIK CHOON UNDER THE PROPOSED SHARE GRANT PLAN**

**“THAT**, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to H'ng Gaik Choon, the Head of Purchasing of GUH Circuit Industry (PG) Sdn Bhd, who is also the sister of Datuk Seri Kenneth H'ng Bak Tee and Tan Sri Dato' Seri H'ng Bok San, up to 2,779,045 new GUH Shares under the Proposed Share Grant Plan provided always that not more than 10% of the new GUH Shares of the Company available under the Proposed Share Grant Plan shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

**AND THAT** the proposed allocation of the new GUH Shares to H'ng Gaik Choon shall be subject always to such terms and conditions of the Proposed Share Grant Plan as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed Share Grant Plan.”

Confirmed as a correct record,

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**DATO' DR. GAN KONG MENG**  
Chairman