



GUH HOLDINGS BERHAD

(196101000062 (4104-W))

Annual Report 2023

VISION

To be a profitable and well-established conglomerate that maximises the interest for its

SHAREHOLDERS

EMPLOYEES

SUPPLIERS/VENDORS

CUSTOMERS

COMMUNITY

and to achieve sustainability throughout the supply chain

MISSION

FOR ITS SHAREHOLDERS

- Practise good corporate governance to enhance transparency
- Identify profitable ventures and business development to maximise shareholders' value
- Provide good dividend payment

FOR ITS EMPLOYEES

- Provide a conducive working environment
- Provide proper training, development and opportunities for career advancement
- Recognise and reward excellent employees

FOR ITS SUPPLIERS/VENDORS

- Impartiality in the selection of suppliers/vendors
- Effective communication to facilitate suppliers'/vendors' timeliness and quality

FOR ITS CUSTOMERS

- Respond efficiently to the changing demands of the customers
- Improve product quality and technical innovation to fulfill customers' needs and satisfaction in the market place

FOR ITS COMMUNITY

- Integrate environmental protection into its business and to minimise environmental impact
- Uphold its corporate responsibilities for the benefits of the community

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CORPORATE PROFILE

GUH Holdings Berhad is a Malaysian-based corporation
with key businesses in
electronic, property development and utilities

As a proud and home-grown company
with diversified portfolio,
GUH is committed to building
a sustainable future and bringing positive benefits
to all its stakeholders

www.guh.com.my



CORPORATE INFORMATION

Board of Directors

Tan Sri Dato' Seri H'ng Bok San
Non-Independent Non-Executive Chairman

Datuk Seri Kenneth H'ng Bak Tee
Chief Executive Officer/Group Managing Director

Dato' Harry H'ng Bak Seah
Non-Independent Non-Executive Director

Datin Seri Jessica H'ng Hsieh Ling
Non-Independent Non-Executive Director

Dato' Dr. Gan Kong Meng
Independent Non-Executive Director

Ms. Phoon Yee Min
Independent Non-Executive Director

Mr. Teng Chang Yeow
Independent Non-Executive Director

Board Committees

Audit Committee

Ms. Phoon Yee Min (Chairlady)
Dato' Dr. Gan Kong Meng
Mr. Teng Chang Yeow

Risk Management & Sustainability Committee

Ms. Phoon Yee Min (Chairlady)
Dato' Dr. Gan Kong Meng
Mr. Teng Chang Yeow

Nomination Committee

Dato' Dr. Gan Kong Meng (Chairman)
Ms. Phoon Yee Min
Mr. Teng Chang Yeow

Remuneration Committee

Dato' Dr. Gan Kong Meng (Chairman)
Datin Seri Jessica H'ng Hsieh Ling
Ms. Phoon Yee Min

Company Secretaries

Datuk Seri Kenneth H'ng Bak Tee
(LS 0008988) (SSM PC No.: 201908001173)
Kee Gim Tee
(MAICSA 7014866) (SSM PC No.: 201908002255)

Share Registrar

Mega Corporate Services Sdn. Bhd.
(198901010682 (187984-H))
Level 15-2 Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Tel: 03-26924271
Fax: 03-27325388
Email: mega-sharereg@megacorp.com.my

Registered Office

Part of Plot 1240 & 1241
Bayan Lepas Free Industrial Zone
Phase 3, 11900 Bayan Lepas, Penang
Tel: 04-6166333
Fax: 04-6166366
Email: guhholdings@guh.com.my
Website: www.guh.com.my

Independent Auditors

Crowe Malaysia PLT
(201906000005 (LLP0018817-LCA) & (AF 1018))
Chartered Accountants
Level 6, Wisma Penang Garden
42 Jalan Sultan Ahmad Shah
10050 Georgetown, Penang
Tel: 04-2277061
Fax: 04-2278011
Website: www.crowe.my

Principal Bankers

United Overseas Bank (Malaysia) Bhd
CIMB Bank Berhad
Malayan Banking Berhad
Hong Leong Bank Berhad
Public Bank Berhad

Stock Exchange Listing

Listed on the Main Market of
Bursa Malaysia Securities Berhad
under Industrial Products & Services Sector

Stock Code: 3247
Stock Name: GUH



PROFILE OF DIRECTORS

Tan Sri Dato' Seri H'ng Bok San, JP

Aged 84, Malaysian

Non-Independent Non-Executive Chairman



Tan Sri Dato' Seri H'ng Bok San is the founder of GUH Circuit Industry (PG) Sdn. Bhd., the Chairman of GUH Holdings Berhad ("GUH") Group and the substantial shareholder of GUH. He was appointed to the Board of GUH on 6 January 1994. Tan Sri Dato' Seri H'ng also sits on the Board of Leader Energy Holding Berhad, a public company. He holds directorships in several other private limited companies.

An experienced and well-known entrepreneur who completed his high school examination before obtaining a Certificate in Business Administration and Accounting in Singapore, Tan Sri Dato' Seri H'ng began his career in various fields from marketing management, business administration to the setting up of businesses and manufacturing. Tan Sri Dato' Seri H'ng founded Leader Cable Industry Berhad in 1976 and implemented a restructuring and merger exercise between Leader Cable Industry Berhad and Universal Cable (M) Berhad and established Leader Universal Holdings Berhad as the holding company, which was formerly listed on Bursa Malaysia Securities Berhad. Throughout his career, Tan Sri Dato' Seri H'ng has been very much involved in the business entrepreneurship and he has gained extensive operational experience in the manufacturing as well as the corporate restructuring and merger exercise and many other fields including industry sectors. He has accumulated in-depth knowledge and recognition over the years.

Tan Sri Dato' Seri H'ng's daughter, Datin Seri Jessica H'ng

Hsieh Ling and his two brothers, Dato' Harry H'ng Bak Seah and Datuk Seri Kenneth H'ng Bak Tee are also the Directors of GUH. Tan Sri Dato' Seri H'ng is deemed to have an interest pertaining to the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which will be tabled at the forthcoming 60th Annual General Meeting. He is also deemed to be interested in certain recurrent related party transactions or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries as disclosed on page 156 of the Annual Report.

Tan Sri Dato' Seri H'ng is also deemed to have and declared the conflict of interest and potential conflict of interest situation arising from business arrangement or contract, if any, entered between GUH Group and the corporate group of companies of his family members and such persons connected whom are common directors and/or major shareholders having interest in those transactions.

Save as aforesaid disclosed, there are no other business arrangements with the Company in which he has personal interests.

Tan Sri Dato' Seri H'ng attended all of the 4 Board meetings which were held in the financial year ended 31 December 2023.



PROFILE OF DIRECTORS

Datuk Seri Kenneth H'ng Bak Tee

Aged 64, Malaysian

Chief Executive Officer/Group Managing Director



Datuk Seri Kenneth H'ng Bak Tee has been appointed to the Board as the Chief Executive Officer/Group Managing Director of GUH since 1 September 2004. He is a member of the Share Grant Plan Committee of the Board. He also serves as the Director in majority of the subsidiaries of GUH and several other private limited companies.

He started his career with International Business Machines (IBM) in Kuala Lumpur and IBM in Asia South Pacific Area (ASPA) HQ in Hong Kong. He was also with Leader Universal Holdings Berhad for 16 years.

Datuk Seri Kenneth graduated with a Bachelor of Mathematics (Double Honours) in Computer Science and Combinatoric & Optimization and also holds a Master of Applied Science (Management Science) from the University of Waterloo, Canada. He is currently a Fellow Member of the Institute of Approved Company Secretaries, an Affiliate Member of the Malaysian Institute of Chartered Secretaries and Administrators and a member of Registered Financial Planner.

Datuk Seri Kenneth is the brother of the Group's Chairman, Tan Sri Dato' Seri H'ng Bok San and the Non-Executive Director, Dato' Harry H'ng Bak Seah. His niece, Datin Seri Jessica H'ng Hsieh Ling is also a Non-Executive Director

of GUH. Datuk Seri Kenneth is deemed to have an interest pertaining to the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which will be tabled at the forthcoming 60th Annual General Meeting. He is also deemed to be interested in certain recurrent related party transactions or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries as disclosed on page 156 of the Annual Report.

Datuk Seri Kenneth is also deemed to have and declared the conflict of interest and potential conflict of interest situation arising from business arrangement or contract, if any, entered between GUH Group and the corporate group of companies of his family members and such persons connected whom are common directors and/or major shareholders having interest in those transactions.

Save as aforesaid disclosed, there are no other business arrangements with the Company in which he has personal interests.

Datuk Seri Kenneth attended all of the 4 Board meetings which were held in the financial year ended 31 December 2023.



PROFILE OF DIRECTORS

Dato' Harry H'ng Bak Seah

Aged 74, Malaysian

Non-Independent Non-Executive Director



Dato' Harry H'ng Bak Seah has been appointed to the Board as a Non-Executive Director of GUH on 13 January 1994. He also holds directorships in several other local and overseas private limited companies.

Upon completing his high school education, he began his career in the manufacturing and operations of pewter and magnet wire. Subsequently, he ventured into the telecommunications and power cable business. He has held various positions from the Group Managing Director of Leader Universal Holdings Berhad since 1993 until the appointment as the Executive Vice Chairman from 1997 to 2005. Throughout his career, Dato' Harry gained extensive experience which enhanced his knowledge in the manufacturing operations and diversified business environment over the years.

Dato' Harry is the brother of the Group's Chairman, Tan Sri Dato' Seri H'ng Bok San and the Chief Executive Officer/ Group Managing Director, Datuk Seri Kenneth H'ng Bak Tee. His niece, Datin Seri Jessica H'ng Hsieh Ling is also a Non-Executive Director of GUH. Dato' Harry is deemed to have an interest pertaining to the proposed renewal of

shareholders' mandate for recurrent related party transactions of a revenue or trading nature which will be tabled at the forthcoming 60th Annual General Meeting. He is also deemed to be interested in certain recurrent related party transactions or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries as disclosed on page 156 of the Annual Report.

Dato' Harry is also deemed to have and declared the conflict of interest and potential conflict of interest situation arising from business arrangement or contract, if any, entered between GUH Group and the corporate group of companies of his family members and such persons connected whom are common directors and/or major shareholders having interest in those transactions.

Save as aforesaid disclosed, there are no other business arrangements with the Company in which he has personal interests.

Dato' Harry attended all of the 4 Board meetings which were held in the financial year ended 31 December 2023.



PROFILE OF DIRECTORS

Datin Seri Jessica H'ng Hsieh Ling

Aged 58, Malaysian

Non-Independent Non-Executive Director



Datin Seri Jessica H'ng Hsieh Ling has been appointed to the Board as a Non-Executive Director on 20 February 2001. She is a member of the Remuneration Committee of the Board. She holds directorships in several other private limited companies.

Datin Seri Jessica graduated from Southern Illinois University at Carbondale, USA with a Bachelor of Science Degree, majoring in Accounting and she also obtained a Master of Science Degree, majoring in Taxation from Drexel University, Philadelphia, USA. Upon completing her tertiary education, Datin Seri Jessica started her career by holding various major key positions in multinational companies and gained extensive knowledge and experience in corporate finance and business management prior to joining Leader Universal Holdings Berhad.

Datin Seri Jessica is the daughter of the Group's Chairman, Tan Sri Dato' Seri H'ng Bok San. Both her uncles, Dato' Harry H'ng Bak Seah is the Non-Executive Director and Datuk Seri Kenneth H'ng Bak Tee is the Chief Executive Officer/Group Managing Director of GUH. Datin Seri Jessica is deemed to have an interest pertaining to the proposed

renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which will be tabled at the forthcoming 60th Annual General Meeting. She is also deemed to be interested in certain recurrent related party transactions or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries as disclosed on page 156 of the Annual Report.

Datin Seri Jessica is also deemed to have and declared the conflict of interest and potential conflict of interest situation arising from business arrangement or contract, if any, entered between GUH Group and the corporate group of companies of her family members and such persons connected whom are common directors and/or major shareholders having interest in those transactions.

Save as aforesaid disclosed, there are no other business arrangements with the Company in which she has personal interests.

Datin Seri Jessica attended 3 of the 4 Board meetings which were held in the financial year ended 31 December 2023.



PROFILE OF DIRECTORS

Dato' Dr. Gan Kong Meng

Aged 69, Malaysian

Independent Non-Executive Director



Dato' Dr. Gan Kong Meng has been appointed as an Independent Non-Executive Director on 1 June 2015. He serves as the Chairman of Nomination Committee, Remuneration Committee and Share Grant Plan Committee. He is also a member of Audit Committee and Risk Management & Sustainability Committee. He was previously a Senior Vice President for corporate integrity/surveillance & security and Chairman for credit review and risk assessment/investor relations of a public listed company till 15 March 2020. Key responsibilities included implementing internal controls, working with relevant authorities and adopting important rules such as those relating to business relations and those relating to the prevention of money laundering and terrorist financing.

Dato' Dr. Gan graduated from the University of Science, Malaysia with a Bachelor of Science Degree in Physics & Mathematics, a Master of Social Science Degree in Anthropology/Sociology and he also obtained a PhD in Drug Research.

Dato' Dr. Gan served in the Royal Malaysia Police for more than 30 years before retiring in early January 2015. He was the OCPD of Georgetown, Penang, OCCl of Kuala Lumpur City and he also held various positions in the special branch, management as well as public order. Dato' Dr. Gan's vast experience will benefit the Group in reinforcing the security and risk management issues.

Save as aforesaid disclosed, Dato' Dr. Gan does not have any family relationship with and is not related with any Director and/or major shareholder of GUH nor has any personal interest in any business arrangement involving the Company. He does not possess any conflict of interest or potential conflict of interest, which includes having an interest in any competing business with the Group.

Dato' Dr. Gan attended all of the 4 Board meetings which were held in the financial year ended 31 December 2023.



PROFILE OF DIRECTORS

Ms. Phoon Yee Min

Aged 42, Malaysian

Independent Non-Executive Director



Ms. Phoon Yee Min has been appointed to the Board as an Independent Non-Executive Director of GUH on 30 May 2022. She serves as the Chairlady of Audit Committee and Risk Management & Sustainability Committee and a member of Nomination Committee, Remuneration Committee and Share Grant Plan Committee of the Board. Presently, she is an Independent Non-Executive Director of Mi Technovation Berhad, L&P Global Berhad and Coraza Integrated Technology Berhad.

Ms. Phoon graduated from Universiti Sains Malaysia with a Bachelor of Accounting Degree. She is a member of the Association of Chartered Certified Accountant (ACCA) and the Institute of Internal Auditors Malaysia (IIAM). She is also a member of the Malaysian Institute of Accountants (MIA) and a Certified Internal Auditor (CIA). Ms. Phoon is familiar with financial reporting standards and has extensive experience in providing internal audit, risk management and process improvement engagements to clients in various industries in Malaysia, China, Taiwan, Singapore, Indonesia, Philippines

and Cambodia through her career in an international audit firm in the past.

She is currently an Executive Director of YNC Business Consulting Sdn Bhd ("YNC"), a consulting company that provides management consultancy services including sustainability reporting, outsource internal audit, enterprise risk management, corporate governance and compliance services.

Save as aforesaid disclosed, Ms. Phoon does not have any family relationship with and is not related with any Director and/or major shareholder of GUH nor has any personal interest in any business arrangement involving the Company. She does not possess any conflict of interest or potential conflict of interest, which includes having an interest in any competing business with the Group.

Ms. Phoon attended all of the 4 Board meetings which were held in the financial year ended 31 December 2023.



PROFILE OF DIRECTORS

Mr. Teng Chang Yeow

Aged 59, Malaysian

Independent Non-Executive Director



Mr. Teng Chang Yeow has been appointed to the Board as an Independent Non-Executive Director of GUH on 30 May 2022. He serves as a member of Audit Committee, Risk Management & Sustainability Committee and Nomination Committee of the Board. Mr. Teng also sits on the Board of several local private limited companies.

Mr. Teng graduated from the Universiti Sains Malaysia with a Bachelor of Arts (Hons) Degree. He was a State Executive Councillor (EXCO) from 2004-2008 holding the portfolio of Tourism Development and Environment. He served as the Chairman of Nominating Committee, member of Audit Committee and Remuneration Committee of GCCP Resources Ltd.

Save as aforesaid disclosed, Mr. Teng does not have any family relationship with and is not related with any Director and/or major shareholder of GUH nor has any personal interest in any business arrangement involving the Company. He does not possess any conflict of interest or potential conflict of interest, which includes having an interest in any competing business with the Group.

Mr. Teng attended all of the 4 Board meetings which were held in the financial year ended 31 December 2023.

None of the Directors of GUH have committed any offences within the past 5 years other than traffic offences nor been imposed with public sanction or penalty by the relevant bodies during the financial year.



PROFILE OF MANAGEMENT TEAM

Mr. Lewis H'ng Chun Li

*Chief Operating Officer – Corporate Office
Aged 36, Male, Malaysian*

Qualifications:

- Bachelor Degree in Economics, Monash University, Australia

Working experiences:

- Gained extensive knowledge and experience in business management from Citigroup and Kiyamas Group of Companies
- 2 years working experience as Deputy General Manager in GUH Circuit Industry (Suzhou) Co. Ltd.
- Personal Assistant to CEO/Group Managing Director of GUH Holdings Berhad
- General Manager of Corporate Division of GUH Holdings Berhad
- Chief Operating Officer of Corporate Division of GUH Holdings Berhad

Appointment to the current position:

- 1 October 2017

Mr. Lewis H'ng is the son of Datuk Seri Kenneth H'ng Bak Tee, CEO/Group Managing Director. He is also the nephew of Tan Sri Dato' Seri H'ng Bok San and Dato' Harry H'ng Bak Seah and cousin of Datin Seri Jessica H'ng Hsieh Ling.

Mr. Lewis H'ng sits on the board of the majority of subsidiaries of GUH. He is deemed to have an interest pertaining to the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which will be tabled at the forthcoming 60th Annual General Meeting. He is also deemed to be interested in certain recurrent related party transactions or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries as disclosed on page 156 of the Annual Report.

Mr. Lewis H'ng is also deemed to have and declared the conflict of interest and potential conflict of interest situation arising from business arrangement or contract, if any, entered between GUH Group and the corporate group of companies of his family members and such persons connected whom are common directors and/or major shareholders having interest in those transactions.

Mr. George Koay Soo Keat

*General Manager – Corporate Office
Aged 38, Male, Malaysian*

Qualifications:

- Fellow member of the Association of Chartered Certified Accountants (UK)
- Member of the Malaysian Institute of Accountants
- Chartered Accountant

Working experiences:

- More than 17 years of experience in the field of Corporate Finance, Strategic Planning, Business Development, Accounting, Auditing and Corporate Advisory

Appointment to the current position:

- 1 January 2021

Dr. Brian Kok Siew Foong

*Senior General Manager – Electronic Division
Aged 67, Male, Malaysian*

Qualifications:

- Diploma in Electronics Engineering, ICS Schools, UK
- Master in Business Administration
- Doctorate of Philosophy in Business Administration, Bulacan State University of Philippines
- Member of The Institution of Engineering and Technology UK (MIET)



PROFILE OF MANAGEMENT TEAM

Working experiences:

- Test Equipment Engineer with Sanyo Electric
- Senior Design Engineer/R&D Project Manager with Grundig R&D
- Production Manager with Asian Driveshaft
- Application Engineering & Commercial Manager with GKN Driveline
- Personal Assistant to Group Executive Director with GUH Electrical Appliances Sdn. Bhd.
- Personal Assistant to General Manager with GUH Circuit Industry (PG) Sdn. Bhd.
- General Manager of GUH Circuit Industry (PG) Sdn. Bhd.

Appointment to the current position:

- 9 January 2023
-

Mr. Lim Chin Wang

*Senior General Manager – Utilities Division
Aged 45, Male, Malaysian*

Qualifications:

- Bachelor Degree in Chemical Engineering, University of Technology Malaysia
- Registered Engineer of Board of Engineer Malaysia

Working experiences:

- More than 22 years of experience in planning and implementation of large scale water and wastewater projects, having worked in among others, Biwater, Hyflux and MMC
- Identification and acquisition of water and wastewater treatment plants

Appointment to the current position:

- 1 January 2018
-

Mr. Leow Chee Jian

*Deputy General Manager – Properties Division
Aged 58, Male, Malaysian*

Qualifications:

- Certificate in Architecture
- Diploma in Civil and Structure Engineering

Working experiences:

- More than 33 years of experience in construction and property development inclusive of design, planning, implementation, marketing and sale administration

Appointment to the current position:

- 1 January 2018

Additional notes on the above Management Team

Save as aforesaid disclosed, none of the Management Team has:

1. Directorship in public companies and listed issuers;
2. Family relationship with any Director or/and major shareholder of the Company;
3. Conflict of interests or potential conflict of interest, which includes having interest in any competing business with the Company or its subsidiaries; and
4. Committed any offences within the past 5 years other than traffic offences nor have been imposed with public sanction or penalty by the relevant regulatory bodies during the financial year.



CHAIRMAN'S STATEMENT

On behalf of the Board of Directors of GUH Holdings Berhad ("GUH" or "the Company"), I am pleased to present the Annual Report and Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2023.

Performance Overview

The revenue for GUH Group was RM227.8 million, RM48.0 million lower than revenue for year 2022 of RM275.8 million. The decrease in revenue was mainly due to the lower revenue generated from Electronic Division and Properties Division due to slower demand for printed circuit board and residential property units respectively. GUH Group recorded a loss before tax of RM13.6 million for year 2023 in contrast to a profit before tax of RM1.1 million for year 2022 mainly due to lower contribution from Electronic and Properties Division.

GUH Group remains resilient in delivering value to the shareholders despite of the challenging and competitive business environment and global economy.

Corporate Milestone

On 31 January 2023, the Board of Directors of GUH announced that GUH eVehicle Sdn. Bhd. ("GUH eVehicle"), an indirect wholly-owned subsidiary of GUH has entered into a Memorandum of Understanding ("MOU") with Jiangsu Xinri International Trading Co., Ltd. ("Xinri International") to appoint GUH eVehicle as Xinri International's exclusive representative to market, promote, distribute, assemble, manufacture and sell electric vehicles supplied by Xinri International in Malaysia. The long-term prospects of EV industry in Malaysia are bright, given the national and global efforts to address climate change. EV industry in neighbouring countries is performing well but is still relatively under-developed in Malaysia. As such, GUH eVehicle sees an opportunity to develop and serve this market.

On 20 February 2023, the Board of Directors of GUH announced the proposed diversification of its existing principal business activities of GUH Group in manufacturing and sales of printed circuit boards ("PCB") to include renewable energy businesses such as solar

energy and related businesses. Due to the increasing competition in PCB industry and to mitigate the reliance on its existing activities, GUH has been continuously seeking opportunities to diversify into other viable business. The proposed diversification is anticipated to provide an additional stream of income to GUH Group. The aforesaid proposed diversification of GUH Group's principal business has been approved by the shareholders at the Extraordinary General Meeting held on 31 May 2023.

On 17 July 2023, the Board of Directors of GUH announced that Leader GUH Renewable Energy Co., Ltd., an indirect 40%-owned associate of GUH together with its joint venture partner, namely Leader Energy Holding Berhad holding 60% of equity interest, had entered into a Share Purchase Agreement for the disposal of its entire investment of 4,800,000 ordinary shares, representing 60% equity interest in Yabisi Solar Power Co., Ltd. ("Yabisi") due to the differences in direction among the shareholders of Yabisi. Following the completion of the disposal, Yabisi has ceased to be the indirect 24%-owned associate of GUH. The disposal of Yabisi did not hinder the Company's approved diversification proposal to explore further into renewable energy business and related activities. Moving forward the Group will continue to focus on renewable energy projects as an important contributor and one of the key business segments of the Group.

On 10 November 2023, the Board of Directors of GUH also announced that its wholly-owned subsidiary known as GUH Capital Sdn. Bhd. entered into a Cooperation Agreement with Shenzhen Xixin Electronic Technology Co., Ltd. to jointly establish a battery assembly plant to provide high quality lithium battery products and services for the market outside China. The collaboration represents an opportunity for GUH Group to participate in the lithium battery business which has bright prospects correlated with the surge of global usage of batteries in electrical vehicles ("EV"), EV-related business, power tools and medical devices.



CHAIRMAN'S STATEMENT

Sustainability of Business

GUH Group's existing principal business comprises among others, the manufacturing and sale of PCB, catering to communication, audio and video, computer, automotive, home appliances and other consumer products, which has been the Group's mainstay operations and primary contributor to the Group's revenue and profitability over the years. GUH Group has been continuously seeking for market opportunities in the domestic and foreign markets to strengthen its presence in the market and enhance profitability for its PCB business. Due to the increasing competition in the PCB manufacturing industry and the emergence of new competitors, the Group also constantly evaluates other venture opportunities to expand its revenue stream by reducing its reliance on the existing activities and main core business operations. These ventures include EV and EV-related business, lithium battery product business and services as well as renewable energy business and related activities, such as solar energy projects.

EV is a global trend and stakeholders from governments to manufacturers are putting effort into moving from traditional petrol-fuel vehicles to EV. EVs are associated with green technology which reduces environmental pollution. Lithium batteries are the energy storage device for the powering of EVs and electronic devices which have significant contribution to reducing carbon emissions and mitigating global warming. Therefore, the global EV market is expected to grow exponentially in the near future, driven by various factors including global concerns for pollution, governmental policies and advancements in technology.

GUH Group has obtained its shareholders' approval to diversify its existing business to include renewable energy business and related activities. The Group endeavors to develop this business to complement its eco-friendly green products.

The Board of GUH always acknowledges that maintaining a good business is not solely about achieving the desired financial bottom line, but also about being ethical and sustainable. Therefore, GUH Group will continue to

embrace sustainability in carrying out its business conduct and operations to maintain good corporate governance and in compliance with the relevant regulatory requirements, including considering the impact on the environment and society in which it operates to create long term value for its stakeholders.

Corporate Governance

In line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Malaysian Code of Corporate Governance, the Board firmly believes that good governance enables the Group to hold the trust of its stakeholders. The Board is committed to maintaining the highest standards of corporate governance across the business to support the delivery of GUH's business strategy. Therefore, the Board is always mindful of its duties and will continue to uphold and foster a strong culture on corporate governance as the Board believes that is the platform to safeguard the best interest of the Company and its shareholders while ensuring that the interests of other stakeholders are not compromised.

GUH carries out all business dealings with integrity and has adopted a zero-tolerance approach against all forms of bribery and corruption. GUH adheres to the principles of good corporate governance and emphasises on operating its business with fairness and transparency.

More information in relation to corporate governance can be found in the Corporate Governance Overview Statement of the Company's Annual Report 2023.

Dividend and Return to Shareholders

Dividend was not declared by the Board for the financial year ended 31 December 2023 due to the uncertain market conditions and performance of the Group.

On 3 July 2023, GUH completed the Bonus Issue of Warrants exercise on the basis of one warrant for every two existing ordinary shares in GUH following the listing and quotation of 140,676,879 Warrants on the Main Market of Bursa Malaysia Securities Berhad to reward



CHAIRMAN'S STATEMENT

its shareholders for their support by enabling them to participate in the Warrants at no cost and increase their equity participation in GUH at a pre-determined price over the tenure of the Warrants while also benefitting from any potential capital appreciation of the Warrants.

Related Party Transactions

Save as disclosed above, the related party transactions of the Group are disclosed in Note 35 of the Notes to the Financial Statements which also set out the recurrent related party transactions conducted during the year in accordance with the mandate obtained from the shareholders at GUH's Annual General Meeting held on 31 May 2023. Except as aforesaid disclosed, there is no other material contract involving the interest of the Directors and major shareholders during the year.

Outlook and Prospects

Year 2023 has marked another year characterised by numerous challenges such as geopolitical tensions, global inflation, tightening financial conditions including industry-specific challenges as the world transitioned to the endemic phase of COVID-19. Amid the uncertainty surrounding the stability of the global economy, the business environment will remain challenging. GUH Group is cautiously optimistic about its business operations in the year 2024 whilst challenges remain with rising inflation, spike in raw material prices, foreign exchange risk and supply chain disruption. GUH Group shall focus on strengthening its fundamentals to create a resilient business in overcoming the challenges.

GUH is thrilled about the prospects of the Group's venture into Taiwan renewable energy sector due to good potential for GUH Group to diversify its business. The EV-related and lithium battery product businesses are also part of the business expansion plan in growing the income of GUH Group and effort in preserving greener environment and reduces the emission of pollutants that are harmful to the environment.

GUH Group will continue remain committed to deliver

sustainable growth for its existing businesses with refining business strategies including technical collaboration with business partners, investments in machineries, upgrading infrastructures and plant layouts, continuous developments of skills and competencies, as well as to tap into new business opportunities for growth towards strengthening its financial and operational.

Appreciation

It has been a privilege to have chaired GUH this past year. This role would have been impossible without the support and cooperation of my fellow Board Members and I would like to thank them for their unwavering commitment, contribution and input during this past year.

The Board and I would like to take this opportunity to express our sincere appreciation to the management and staff for their continuous valuable contribution, loyalty and dedication to the Group despite of the challenges faced. We also wish to record our heartfelt gratitude to our shareholders, suppliers/vendors, customers, bankers, business associates and all the respected government authorities for their invaluable support and assistance, continuous trust and understanding during the year.

Tan Sri Dato' Seri H'ng Bok San, JP
Chairman



MANAGEMENT'S DISCUSSION AND ANALYSIS

GUH GROUP REVENUE

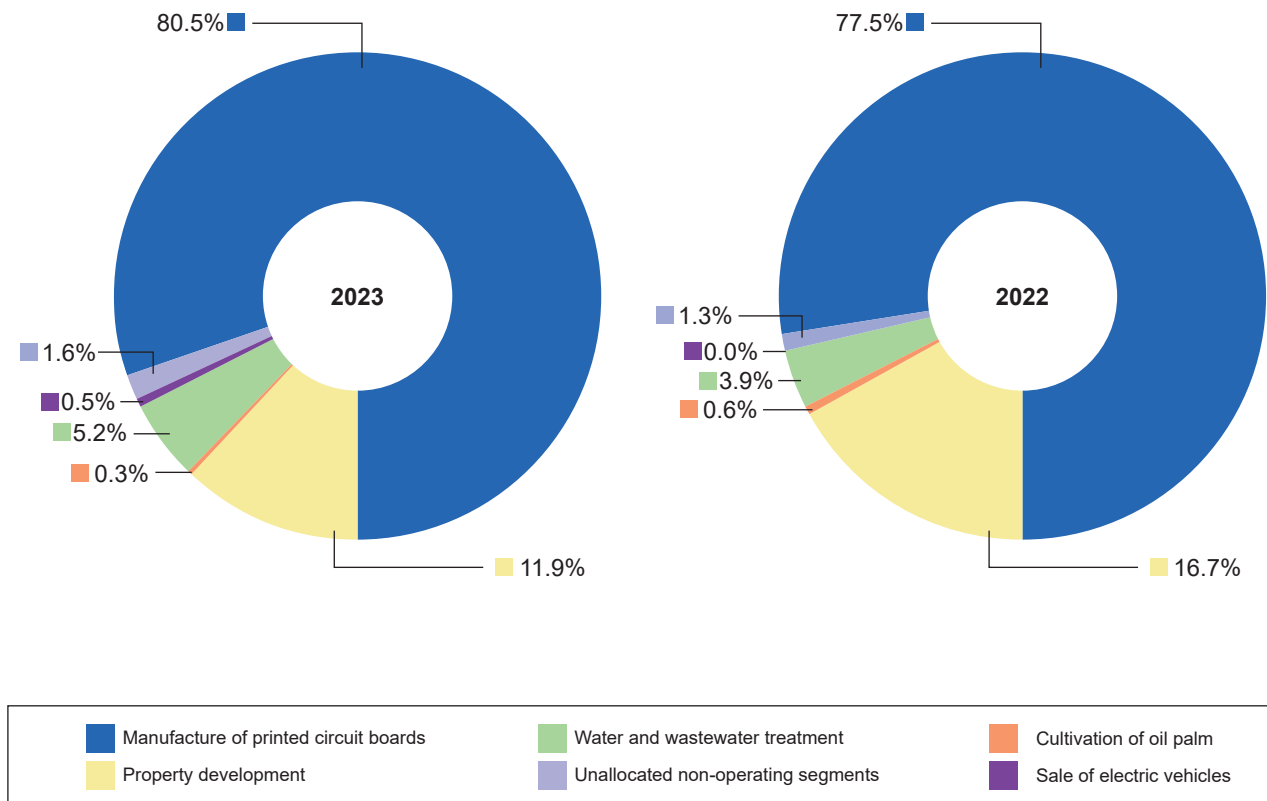
For the financial year ended 31 December 2023, GUH Group recorded a lower revenue of RM227.8 million compared to RM275.8 million for the year 2022.

The decrease in revenue was mainly due to Electronic Division generating a lower revenue of RM183.3 million or 80.5% of Group revenue (year 2022: RM213.9 million or 77.5%) in line with slower demand for printed circuit board.

In addition, the Properties Division's revenue decreased to RM27.0 million or 11.9% of Group revenue (year 2022: RM46.1 million or 16.7%) in tandem with the lower sales of residential property units whilst Plantation Division's revenue had decreased to RM0.8 million or 0.3% of Group revenue for the year 2023 (year 2022: RM1.6 million or 0.6%) due to lower FFB output and CPO prices.

In contrast, Utilities Division recorded a higher revenue from RM10.7 million in the year 2022 to RM11.9 million in the year 2023 due to higher percentage of completion for water projects in the year 2023 whilst Investment Division achieved a similar revenue of RM3.6 million or 1.6% of Group revenue (year 2022: RM3.6 million or 1.3%). On a positive note, new venture into eVehicle Division contributed RM1.2 million or 0.5% of Group revenue.

GUH GROUP REVENUE BY SEGMENT





MANAGEMENT'S DISCUSSION AND ANALYSIS

GUH GROUP PROFIT/(LOSS) BEFORE TAX

Due to the challenging market condition, GUH Group recorded a loss before tax of RM13.6 million for year 2023 in contrast to a profit before tax of RM1.1 million for year 2022 mainly due to lower contribution from the Electronic and Properties Divisions.

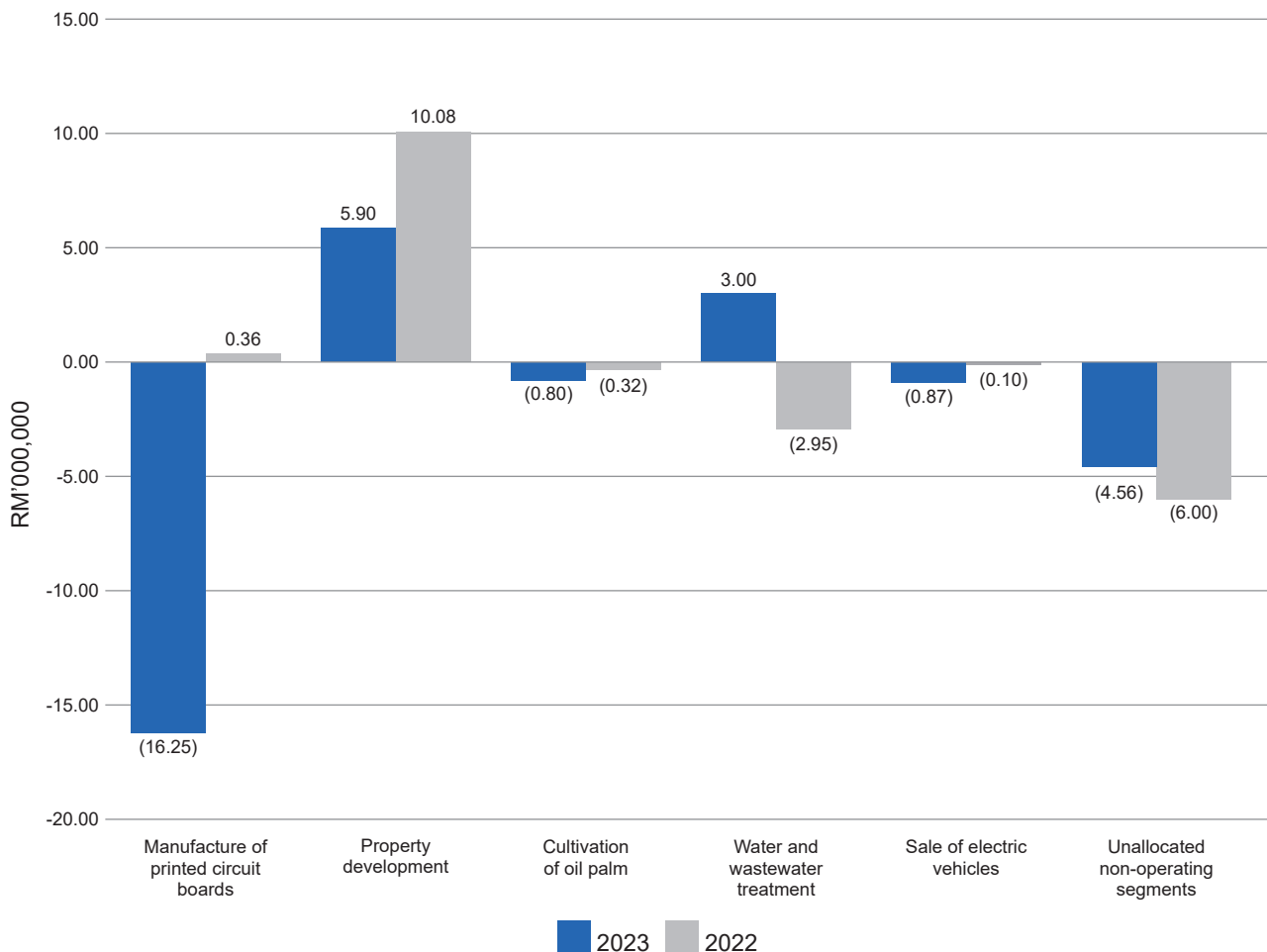
Electronic Division recorded a loss before tax of RM16.2 million for year 2023 in contrast to a profit before tax of RM0.4 million for year 2022 mainly due to unfavourable sales mix from Malaysia operation and higher one-off administration expenses in its China operation.

Properties Division recorded a lower profit before tax of RM5.9 million for year 2023 compared to RM10.1 million for year 2022 in line with lower property units sold whilst Plantation division recorded a higher loss before tax of RM0.8 million for year 2023 compared to loss before tax of RM0.3 million for year 2022 mainly due to lower FFB output and CPO prices.

Utilities Division turned in a profit before tax of RM3.0 million for year 2023 in contrast to a loss before tax of RM3.0 million for year 2022 mainly due to higher percentage of completion for water projects coupled with lower administrative expenses. The new eVehicle Division incurred a loss before tax of RM0.9 million for year 2023.

Investment Division's loss before tax had narrowed to RM2.3 million for year 2023 compared to RM5.3 million for year 2022 mainly due to gain on fair value adjustment of other investments whilst the share of associate's loss had increased to RM2.1 million for year 2023 compared to RM0.6 million for year 2022 mainly due to impairment loss on Taiwan operation.

GUH GROUP PROFIT/(LOSS) BEFORE TAX BY SEGMENT





MANAGEMENT'S DISCUSSION AND ANALYSIS

ELECTRONIC DIVISION

Manufacturing of Printed Circuit Boards (PCB)

GUH Circuit Industry (PG) Sdn. Bhd. ("GUH PG")

Overview

GUH PG's Printed Circuit Boards ("PCB") business is positioned close to the front end of the electronics supply chain. Its products cater mainly to the consumer end products domain, which has the advantage of constant demand. It supplies its products to manufacturers of air-conditioners, hi-end audio products, musical instruments, automotive (infotainment), video products, walkie-talkies and office automation. It started its product transition from Single Sided to Multi-Layer PCBs since 2012 by investing in machines, materials, methodology and manpower with the objective to revamp GUH PG towards majority of Double-Sided production and further capability of 6 Layer Multi-Layer PCBs which gave GUH PG a lead in the local arena. The assortment of Japanese customers and consumer products has a disadvantage of lacklustre prices despite of the stability of this business model. Nevertheless, GUH PG has strategies to penetrate other higher end markets with the aim of a better price positioning.

Financial Performance

A review of the FYE Dec 2023 versus FYE Dec 2022 financial results shows the following highlights. There was a significant decrease in revenue comparing the two periods and subsequently the profit before tax suffered a setback in the FYE Dec 2023. A major impact was attributable to the decreased in sales volume for all the products and thus resulted in an unfavorable quantity variance value. Utilities Cost (electricity) increased by RM3.3 million due to the surcharge termed ICPT imposed by TNB that causing a negative impact to GUH PG of an additional RM5.87/m². The TNB ICPT additional charge was RM0.20/kWh on top of the usual tariff from January to June 2023 and from July 2023 onwards it was RM0.17/kWh. Several cost savings methods were being and closely monitored. For example, the issuance and yield factor of major material has been tightened and this has generated favorable quantity variances. The revised controls and yield factor monitoring are in place thus



CNC Post Treatment Line

reduced consumables expenses substantially on the high value items. Methodology changes in production resulted in an improvement in direct labor cost.

Capital Expenditure

Actions to reduce the reliance on manual handling and at the same time improving Process Quality are in progress. Since the strategy was adopted, GUH PG has invested in a number of higher end automated and robotic arm machines in key processes of Plating, Photo Imaging, Automatic Inspection, Electrical Test and Inner Layer Machines. Further plan is to acquire an Automated Spray Coating Machine for further quality and efficiency improvement. GUH PG's other strategy is to move up the value chain in products' layers count as well as to make inroads into PCBs for High Density Integrated ("HDI"), automotive, industrial, 5G and IoT domains. Thus, stakeholders will see GUH PG make further investments in machine and process knowledge being dominant in the HDI realm for the next couple of years.

Trends and Events

The world's growing demand for air conditioners is a vicious cycle due to the rise of planet's average temperature each year, creating a massive demand for electricity generation and thus enlarging carbon footprints throughout. The



MANAGEMENT'S DISCUSSION AND ANALYSIS

US National Oceanic and Atmospheric Administration (“NOAA”) reported that the planet’s average temperature in July 2019 was about 1°C above the 20th-century average and on the macro record the last five years prior to 2023 have been the five warmest. The scenario has grown the electrical and electronic industry’s product line, namely air-conditioner which is growing fast and would last infinitely until a new product or a solution could be found. Air-conditioner PCBs is the mainstay of GUH PG with a potential of further growth due to external market expansion. The air conditioner market size was estimated at USD188.1 billion in 2023, and is expected to reach USD252.7 billion by 2028, growing at a compound annual growth rate (“CAGR”) of 6.08% during the forecast period (2023-2028).



Laser Direct Imaging (LDI)

According to LinkedIn.com, as of 2022, the global digital piano market was estimated at USD882.4 million, and it’s anticipated to grow to USD1,073.0 million in 2028, with a CAGR of 3.31%. GUH PG has very good relationships with a few major electronic musical instrument brands. The challenge to GUH PG is that, the technology is very fast moving in terms of using the latest electronic chips in this field where more and more functions are cramped in smaller PCBs, adoption of latest software and AI interfaces, 5G communications and IoT capable. Piano designers will use HDIs and Sequential Layering Designs to cater to the combination of running the sound processing and creation, amplification, computing and the 5G high frequency parts. GUH PG has great potential because currently it only supplies to few customers whereupon there are at least 10 prominent players operating in the global electronic musical instruments market. GUH PG will take further actions to improve its process, machines and knowledge capability into the realm of HDI designs.

A vehicle-mounted information entertainment system is an on-board integrated information processing system based on a combination of on-board microprocessors, multi-media and Internet service. The global in-vehicle infotainment market size is projected to grow at a CAGR of 9.5% during 2022-2028. As the automotive industry continues to innovate, the future of in-vehicle infotainment systems for cars will grow, with features like AI-based maps, virtual assistants, and larger integrated screens becoming common. Asia Pacific dominated the market and accounted for 40.9% share in 2023. This phenomenon is attributed to the growing sales and production of passenger cars in the region due to trending towards the growth of luxury and mid-sized premium car segments alongside with the increasing income level. The new generation systems feature enhanced vehicle connected experience with direct internet access and trending towards 5G speeds as a base for AI and car to driver interaction. PCB designs with 5G speed capabilities are normally HDI prone which GUH PG would need to develop, invest in and be ready.

Review of Operating Activities

In general, PCBs designs in consumer, air-conditioners, musical instruments and car infotainment systems are becoming more complex as technology drives the features for attracting customers and competition among brands. GUH PG has seen the new designs of Gerbers which are incorporating fine line technology, heavy plating, spray coating, 8 layers and HDI designs due to communicating features to owner through 5G, Internet Hand-Shakes and AI learning. Thus, GUH PG needs to expedite investments in knowledge, machinery and process capabilities. GUH PG has plans for an internal overhaul in technology and



Vertical Continuous Plating (VCP)



MANAGEMENT'S DISCUSSION AND ANALYSIS

the advent in knowledge of HDI coupled with the process knowledge to be capable of making the new generation PCBs.

Risks Discussions

A frequent risk to consumer domain PCB manufacturers are the volatile material prices such as Copper Ball and Copper Clad Laminate ("CCL") price increases and the difficulty of transferring as soon as possible the higher material cost to the customer. As an example, the price movement of GUH PG's main CCL increased 48% from 2021 to 2022. GUH PG mitigates these risks through working with its major customers on a dual material source approval in their drawings during the initial sample stage, thus giving GUH PG some flexibility in the supply chain. On the other hand, GUH PG is working with suppliers on their Value Analysis and Value Engineering ("VA/VE") possibilities to give GUH PG cost down when successful. It is also GUH PG's routine to work on VA/VE projects internally to improve efficiencies in its processes to reduce cost of production. GUH PG started a Strategic Alliance with a major CCL manufacturer in 2022 working on the major aspects of using their material in new projects, engaging technical knowledge transfers and strategic entry prices to win new orders or in some cases new customers.



Vertical Continuous Plating (VCP)

Another inherent risk of PCB manufacturers is of water and air discharges over other cleaner industries. GUH PG has an up-to-date Water Treatment Plant and is working on an effective Chemical Precipitation Process to safeguard the environment. Its water discharge is monitored continuously and also, GUH PG has a certified external laboratory taking water samples and the results are read and filed

officially. GUH PG operates a multitude of gas scrubbers in every necessary discharge point as planned by experts and with Environmental Authority Scrubber approvals to ensure its air discharges surpass regulatory standards. GUH PG's air discharges are also measured at agreed intervals by a certified external laboratory.

Looking Forward and Strategies

GUH PG end product majority in the market segment of air-conditioner PCBs which is reputed as one of the growth industries in Thailand and Malaysia. The air-conditioner industry is touted as one of the stable and growing industries due to worsening climate conditions in the world and developing countries getting more affluent. Despite a weakening in this review period, GUH PG expects an order stabilisation after its price increase demand with main customers are pacified. GUH PG managed to spread its market segment across the mainstays of established customers of PCBs musical instruments as well which is another growth potential in the region. A further silver lining to report is that GUH PG finally obtained the approval of another renowned air-conditioner manufacturer in Thailand and have started with small test batches on quality stability.

Longer Term Strategy: Despite being a renowned local Malaysian PCB company, GUH PG is an unranked PCB manufacturer in the world arena. From a macro perspective, the chance to go further for GUH PG is there. The factors for a Malaysian PCB company to do more include, the "spill over" from the China - US tensions and the emergence of the China-Plus-One playing-field. GUH PG has been receiving numerous RFQs from US and European companies since last year. GUH PG shall continue to pursue the potential of Thailand and Vietnam customers with a combination of exemplary sample services, promoting itself as good quality and responsive PCB maker to get the hope for addition of 20,000m²/month which then would have a positive impact on dilution of overheads and semi-variable costs of the invested in capacity. Lastly, GUH PG believes it will rebound with its strategic intent of venturing into HDI PCBs with the first anticipated production in the middle of Financial Year 2024.



MANAGEMENT'S DISCUSSION AND ANALYSIS

PROPERTIES DIVISION

Property Development

GUH Properties Sdn. Bhd. ("GUH Properties")

GUH Land Sdn. Bhd. ("GUH Land")

GUH Development Sdn. Bhd. ("GUH Development")

GUH Centralised Dormitory Sdn. Bhd. ("GUH CD")

GUH Realty Sdn. Bhd. ("GUH Realty")

Milan Diamond Sdn. Bhd. ("Milan Diamond")

In 2023, GUH Properties has generated RM27.0 million in revenue and RM7.4 million in profit before tax. Juxtaposing to the figures from preceding year, there was a discernible decline, in both revenue and profit before tax by RM 19.1 million and RM 3.8 million, respectively.

The development lands of GUH Properties, namely Taman Bukit Kepayang is strategically located in the full-fledged Seremban town, right beside North-South highway and the gateway of Seremban toll. It is situated along the main corridor of Jalan Sungai Ujong, connecting the old and new Seremban town, which enjoys a robust traffic network. Public amenities and facilities, such as shopping mall, medical centre, commercial hub, and sports centre are within convenient reach.



Kepayang Sentral

Nestled advantageously next to the Seremban/Labu toll exit, Kepayang Sentral stands as a distinguished mixed commercial development. The development comprises ranges of commercial premises and edifices. The first phase of Kepayang Sentral, which comprises of 28 units of shop-office has been completed in the year 2021, while

the subsequent second phase has been launched at the beginning of year 2022 and expected to be handed over to the customers in first quarter of 2024. The development is devised with a modern sophisticated design. In addition, the concept offers the widest shop front of 30 feet in Seremban, which is in conjunction with the exuberant commercial business in the vicinity. GUH Properties anticipates the product range will be well received with demand in the market.

In the fiscal year of 2023, amidst the ongoing challenges of recovery from the COVID-19 pandemic, persistent Russia-Ukraine disputes, enduring Israel-Palestine conflicts, the global economy has faced substantial adversity. The supply of raw materials and labours are significantly affected by such situations, which increase the cost of production considerably. Still, GUH Properties consistently strives to sustain the market share by identifying and supplying the current property demand and enhancing its products despite challenging market ahead partly due to adverse market outlook affected by various factors such as weak currency and soft property market. GUH Properties will continue to increase marketing efforts as well as giving out captivating packages to draw sales and tackle the sluggish and competitive property market. To encounter the current sluggish market, the management has re-planned part of the subject land to affordable product range for market needs.

GUH Development embarks on masterplan development known as SA Central which comprises of drive-thru restaurants, retails shops, condominium, service



MANAGEMENT'S DISCUSSION AND ANALYSIS



Kepayang Havens

apartments and terrace houses in the centre of the township of Simpang Ampat, Penang. It is located in the centre of this integrated township and will be surrounded by integrated infrastructures, public transport systems, residential housing, and commercial hub. A KFC restaurant has been operating since mid-2022 and is still generating recurring rental income. Launches of the 61 units terrace houses at Taman Simpang Ampat is scheduled in mid-2024 and 48 units retail shops is scheduled in end 2024.

GUH CD is a joint venture company between GUH Asset Holdings Sdn Bhd and Centralised Dormitory Sdn Bhd. GUH CD is currently constructing a foreign worker dormitory at Sungai Bakap, Penang. This purpose-built lodge lies on 7.62 acres of land in the Northern Region of Malaysia with a full capacity of 5,025 beds and fully integrated recreational facilities. The project is in close proximity to Batu Kawan Industrial Park, Bukit Minyak Industrial Park and Nibong Tebal Industrial Park and caters for the needs of foreign workers' accommodation. The completion of the project is scheduled to be commissioning on third quarter of 2024.

With part of the Sungai Bakap land being developed as workers dormitory, GUH Realty is planning for a medium industry development which comprises 5 units factories in the balance of 9.69 acres of land at Sungai Bakap, Penang. The project is scheduled to be launched in third quarter of 2024.

Besides, Milan Diamond, a wholly-owned subsidiary of GUH Asset Holdings Sdn Bhd, has completed the construction of an international school building at

Tamansari, Rawang, Selangor in 2018. The land and building are leased to Strait International Education Group ("SIEG") on a long term basis.

In view of the current challenging economic atmosphere and hike of living cost, more efforts are needed for boosting up sales. Property Division takes cautious marketing strategies to sustain stable sales and withstand the fierce competition of the local property market. Events, multimedia publicity and property types suited to consumers' lifestyle have been orchestrated and organised to gain market share and awareness towards GUH Group.



Kepayang Heights 2



MANAGEMENT'S DISCUSSION AND ANALYSIS

UTILITIES DIVISION

Water & Wastewater Solutions

Teknoserv Engineering Sdn. Bhd. ("Teknoserv")

Teknoserv's revenue increased from RM13.0 million in year 2022 to RM17.5 million in 2023. Teknoserv also recorded a turnaround from Loss Before Tax of RM1.6 million in year 2022 to Profit Before Tax of RM4.7 million in year 2023. This is mainly due to recognition of profit from the on-going projects.

As at 31 December 2023 Teknoserv has five on-going projects which consist of two water treatment plant projects, two sewerage related projects and one road project. Its order book stands at RM114.0 million as at December 2023, with unbilled balance of RM16.0 million.

In view of the intense competition among service providers, players are more apt to outbid each other in order to secure market share. Following this and the need to remain viable, Teknoserv has to offer attractive packages to secure contracts especially during economic downturn. To remain competitive, Teknoserv has also established strong networking with supply chain and sub-contractors in order to achieve competitive pricing. On top of that, the management staffs have always maintained good rapport

with consultants, clients and relevant authorities to ensure the secured projects are executed smoothly.

On the other hand, weakening Malaysia currency and excessive price escalation of construction materials and equipments over the last few years are the major operational issues faced by construction industry players. In order to mitigate the risk, Teknoserv always get itself updated with the latest material and equipment price and secure longer price validity period whenever possible, before accepting a new contract.

Teknoserv is well placed to participate and clinch more projects in the water and sewerage markets, locally and overseas by consistently reviewing its business development strategies and efforts in line with market opportunities and developments in order to further enhance its order book and secure its business portfolio in the region. The management team is also actively looking for investment opportunities in water and sewerage concession or build, own, transfer (BOT) projects.



Design and Build for the Construction of New Sewerage Treatment Plant to Headwork of 36,000 PE and Upgrading of Existing Pumping Station to Headwork of 10,500 PE on Lot 13325 and Lot 17000 at Pekan Bukit Kepayang, Daerah Seremban, Negeri Sembilan Darul Khusus (Section 2)



Pakej D43 – Cadangan Pembinaan Rangkaian Paip Pembentukan dan Rasionalisasi Loji Rawatan Kumbahan Kawasan Tadahan Batu, Jinjang Kepong, Kuala Lumpur



N024-P1 The Proposed Extension of Phase 2 Sawah Raja Water Treatment Plant and Other Related Works (10MGD), Negeri Sembilan. Pakej 1 – Cadangan Membina Dan Menyiapkan Loji Rawatan Air Sawah Raja Fasa 2



MANAGEMENT'S DISCUSSION AND ANALYSIS

PLANTATION DIVISION

Cultivation of Oil Palm

GUH Plantations Sdn. Bhd. ("GUH Plantations")

GUH Plantations strives hard to ensure the quality of its fresh fruits bunches remain good in order to obtain highest Oil Extraction Rate ("OER") offered by oil mills. Average OER for 2023 was 19.31%.

Yield has decreased by 35.16%, compared to 2022 (996.57mt versus 1,536.97mt), yield per acre per year is 3.34mt. Plantation yield is directly influenced by weather particularly rainfall. Yield is expected to improve in 2024.

Crude Palm Oil price closed high at RM3,656.50 per mt in December 2023. Crude palm oil price is expected to

remain good until the middle of 2024. Malaysia palm oil stock has increased by 4.37%, from 2.195 million mt in Dec 2022 to 2.291 million mt in Dec 2023.

GUH Plantations has obtained Malaysian Sustainable Palm Oil ("MSPO") surveillance audit certification. The MSPO audit was conducted from 28 August 2023 to 30 August 2023 and successfully completed.

GUH Plantations will continue searching for lease land or joint venture with other plantation land owners to improve its profitability.



FINANCIAL POSITION OF GUH GROUP

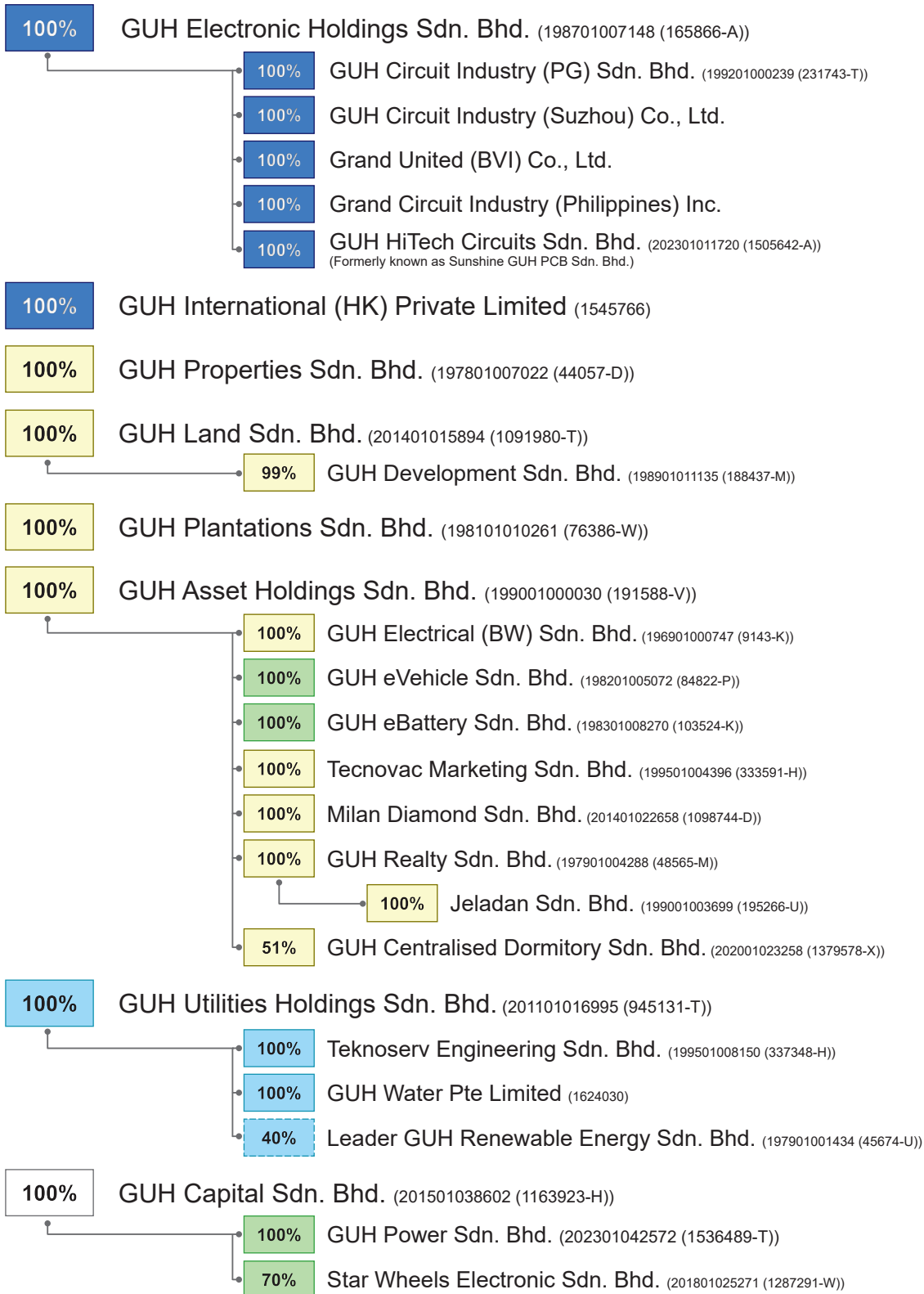
As at 31 December 2023, GUH Group's total assets were RM596.1 million, a decrease of 2.4% from RM610.9 million at end of the previous financial year. GUH Group's other investments decreased to RM3.1 million as at 31 December 2023 after reflecting the disposal of quoted shares. GUH Group's receivables decreased by 8.5% to RM35.0 million as at 31 December 2023 from RM38.3 million at end of the previous financial year in line with lower revenue. GUH Group's cash and cash equivalents stood at RM80.7 million as at 31 December 2023 compared to RM90.3 million at end of the previous financial year as GUH Group used internally and externally generated funds to finance property development projects and working capital.

GUH Group's total liabilities decreased by 0.7% to RM127.4 million as at 31 December 2023 from RM128.3 million at end of the previous financial year. GUH Group's payables decreased to RM42.5 million as at 31 December 2023 from RM46.5 million at end of the previous financial year mainly due to the decrease in purchase of raw materials. GUH Group's retirement benefits decreased to RM6.6 million as at 31 December 2023 from RM8.8 million at end of the previous financial year mainly due to payment of retirement benefit during the year. On the other hand, GUH Group's loans and borrowings coupled with lease liabilities increased to RM58.2 million as at 31 December 2023 from RM53.2 million at end of the previous financial year and consequently, GUH Group's gearing ratio increased to 12.4% as at 31 December 2023 compared to 11.0% at end of the previous financial year.

Overall, GUH Group registered a lower net assets per share attributable to owners of the Company of RM1.67 as at 31 December 2023 compared to RM1.72 at end of the previous financial year.



CORPORATE STRUCTURE

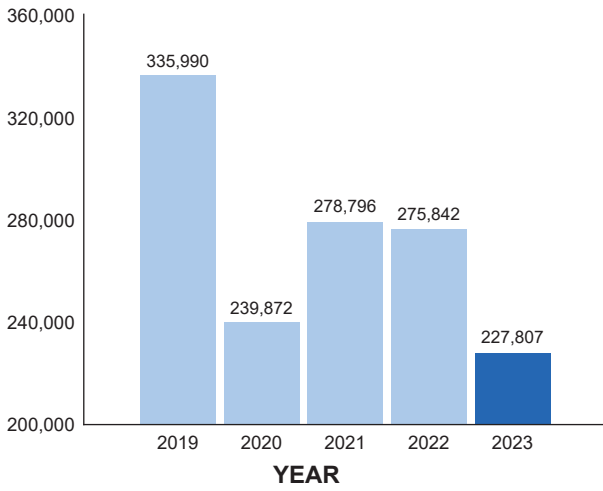


100% Electronic Division	100% Properties & Plantation Division	100% Utilities Division	100% eVehicle/Battery Division
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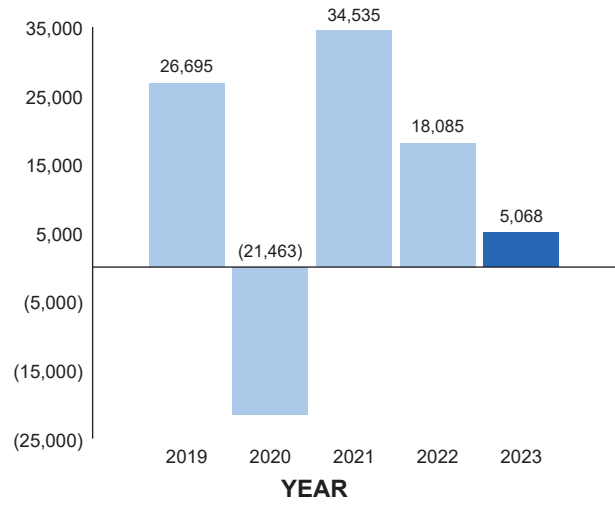


FINANCIAL HIGHLIGHTS

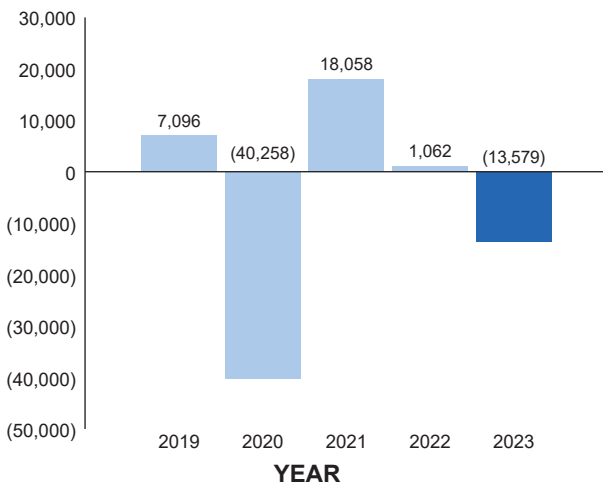
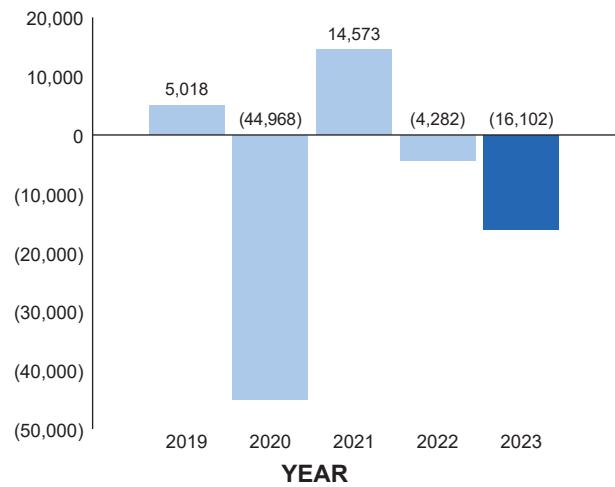
REVENUE (RM'000)



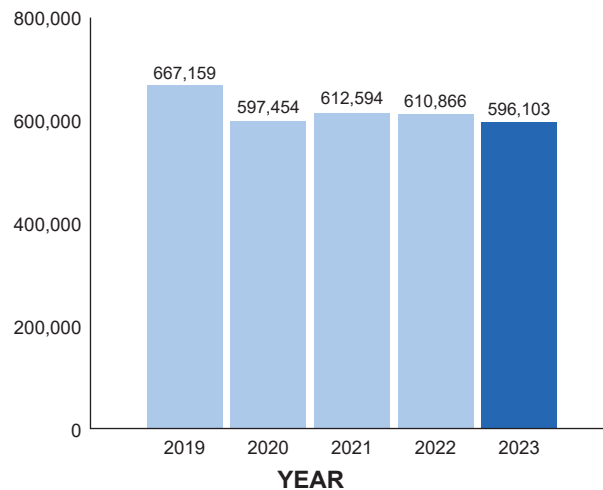
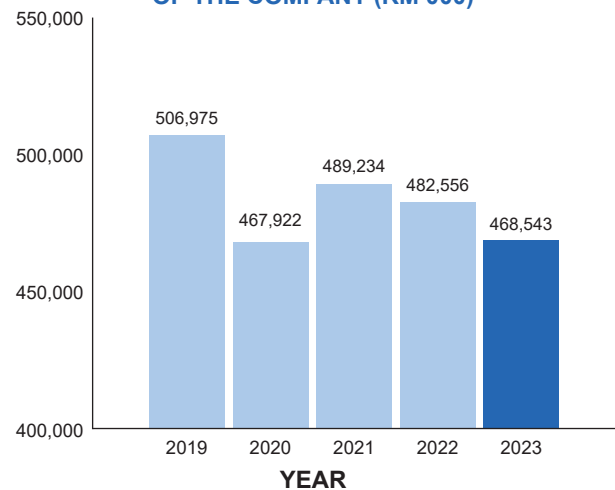
EBITDA (RM'000)



PROFIT/(LOSS) BEFORE TAX (RM'000)

PROFIT/ (LOSS) FOR THE FINANCIAL YEAR
ATTRIBUTABLE TO OWNERS
OF THE COMPANY (RM'000)

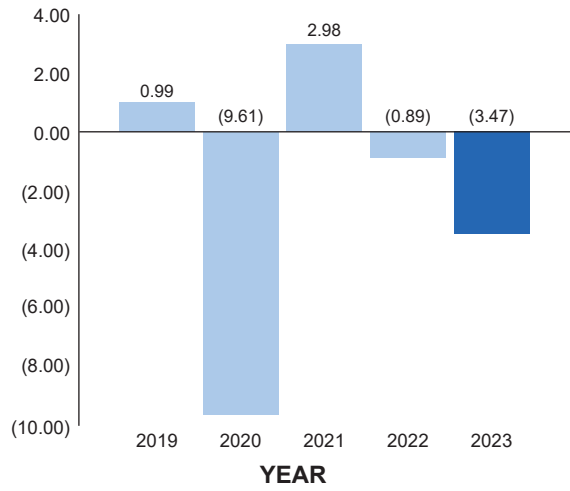
TOTAL ASSETS (RM'000)

EQUITY ATTRIBUTABLE TO OWNERS
OF THE COMPANY (RM'000)

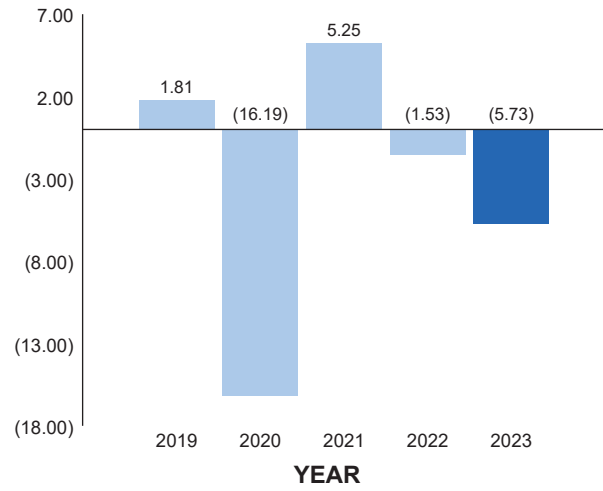


FINANCIAL HIGHLIGHTS

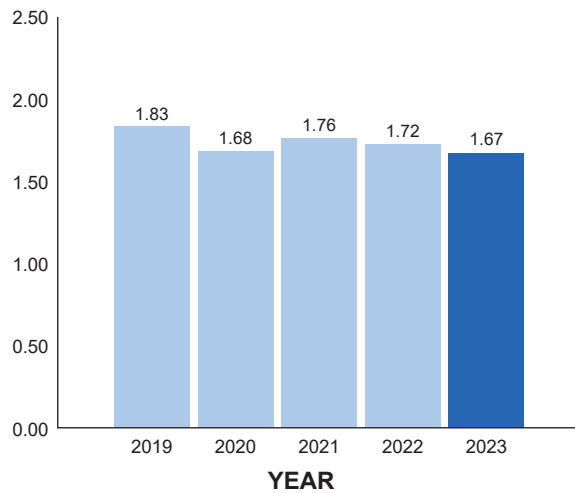
RETURN ON TOTAL EQUITY (%)



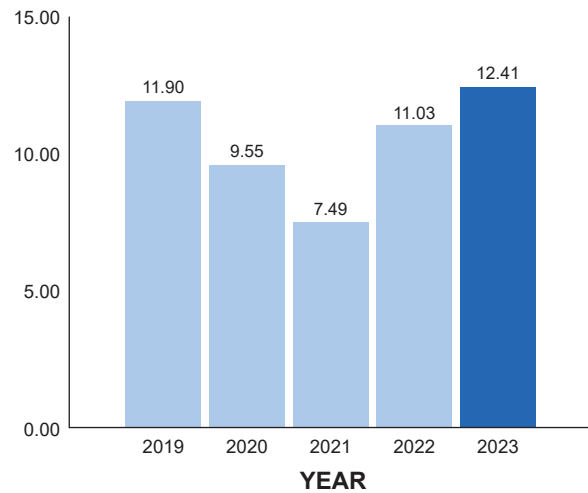
BASIC EARNINGS/ (LOSS) PER SHARE (SEN)



NET ASSETS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (RM)



GEARING RATIO (%)





CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“the Board”) of GUH Holdings Berhad (“GUH” or “the Company”) is committed to embracing and pursuing a strategy of adopting good corporate governance within GUH Group which is in line with the recommendations as set out in the Malaysian Code on Corporate Governance (“MCCG”) 2021 that forms part of the continuing obligations of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”). The Board firmly believes that excellence in corporate governance helps to cultivate a conclusive and ethical environment and enhance stakeholders’ value which is vital to business sustainability. It is important for the Group to strictly comply and adhere to good corporate governance such as integrity, transparency, accountability and responsible business conduct, so as to build a sustainable future that generates positive value creation.

The Board is pleased to present the Corporate Governance Overview Statement for the financial year ended 31 December 2023 with an overview of the Corporate Governance (“CG”) Practices of the Group which supports the three (3) key of MCCG, namely Board Leadership and Effectiveness, Effective Audit and Risk Management and Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders.

The Corporate Governance Overview Statement should be read in tandem with other Statements in the Company’s Annual Report 2023, i.e. the Sustainability Statement, Statement on Risk Management and Internal Control and Audit Committee Report. Further details on the application and departure from the corporate governance practices is reported under the Corporate Governance Report (“CG Report”), which is published on the Company’s website, www.guh.com.my based on a prescribed format as specified in Paragraph 15.25(2) of the Listing Requirements.

As there is no ‘one size fits all’ approach to corporate governance while maintaining the best approach to adopting the principles, the Board will use its best endeavours to maintain the compliance of the relevant principles as set out in MCCG and to promote high standards of corporate governance. The Company has applied most of the practices in the MCCG 2021 except for the following:

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority Independent Directors.

Practice 5.4 - Step up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilizes independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Practice 5.9

The board comprises at least 30% women directors.

Practice 8.2

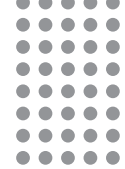
The board discloses on a named basis the top five senior management’s remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

BOARD RESPONSIBILITIES

(i) Board Roles and Responsibilities

The Board assumes responsibility for effective stewardship in the Company’s including Group’s direction and operations with the support of the management team. The Board also oversees the integration of sustainability considerations in corporate strategy, governance and decision making.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board Charter of the Company which is reviewed annually sets out the Board's strategic intent and clearly defines the Board's roles and responsibilities as well as elaborates the fiduciary and leadership functions of the Board. To ensure the effective discharge of its fiduciary duties and to enhance business and operational efficiency, specific responsibilities have been delegated to various Board Committees where appropriate. The Board Committees comprise Audit Committee, Nomination Committee, Remuneration Committee, Risk Management & Sustainability Committee and the Share Grant Plan Committee. Each Committee operates within its respective Terms of Reference which have been approved by the Board. The Terms of Reference of all the Board Committees are reviewed and updated regularly to ensure the latest requirements of the MCCG and Listing Requirements are incorporated. Although the Board has granted such authority to Board Committees, the ultimate responsibility and final decision rest with the Board. Each Chairperson of the Committee reports its recommendations and decisions to the Board for approval.

The Board Charter and Terms of Reference of the Board Committees are available online at the Company's website, www.guh.com.my.

(ii) Separation of the position of Chairman and the Chief Executive Officer/Group Managing Director ("CEO/Group MD")

There is a clear division of responsibilities between the Chairman and the CEO/Group MD. The distinction of the two positions in the Company ensures an appropriate balance of roles, responsibilities and accountability. The roles and responsibilities of the Chairman and CEO/Group MD are defined in the Board Charter.

Tan Sri Dato' Seri H'ng Bok San, whom was re-designated from Executive Chairman to Non-Executive Chairman of the Board with effect from 1 June 2023, is the presiding Chairman during the General Meeting of the Company as well. He provides leadership and governance to the Board to ensure its smooth and effective functioning. The Chairman ensures no single Board member can dominate discussion and decision making. He also ensures all Board resolutions are put to vote with the will of the majority to prevail.

Datuk Seri Kenneth H'ng Bak Tee has assumed the role of the CEO/Group MD since 2004. He leads the management team and oversees the day-to-day operational and financial management of GUH Group including to fulfill all policies. He also oversees daily conduct of operating divisions, business affairs, financial management, human resource management with respect to key positions in the Group's hierarchy to ensure organisational effectiveness.

(iii) Board's Commitment

Board meetings are scheduled ahead in order to enable the Board members to have good attendance at Board meetings and the expected degree of attention to the Board meeting agenda. Formal agenda and relevant reports covering strategic, financial, operational and regulatory compliance matters are normally circulated to all members a week before the scheduled meeting. This would also enable the Directors to prepare and deal with if any matter arising during such meetings efficiently. During the financial year 2023, a total of four (4) Board meetings were held where the Board deliberated upon and considered a variety of matters including the Group's quarterly financial results and operations, strategic decisions, business plan and discussing other pertinent matters. Relevant senior management and external consultants were invited to attend the Board meetings as and when required in order to present and advise the Board members with information and clarification on the meeting agenda to facilitate informed decision making. At the Board meetings, active deliberations of issues by Board members are encouraged and such deliberations, decisions and conclusions are recorded and properly documented. Any Director who has an interest in the subject matter to be deliberated shall abstain and had abstained from deliberating and voting during the meetings. Minutes of each Board meeting are circulated to each Director prior to confirmation of the minutes by the Chairman in the next Board meeting.

The daily operational matters that require immediate Board decision in the interval between Board meetings will be sought via Directors' circular resolutions, supported by full detailed information. The Board is satisfied with the level of time commitment given by each of the Directors towards fulfilling their roles on the Board and Board Committees.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The attendance record of each member of the Board during the financial year ended 2023 is set out below:

Board of Directors	Feb	May	Aug	Nov	Total
Tan Sri Dato' Seri H'ng Bok San Non-Independent Non-Executive Chairman	√	√	√	√	4/4
Datuk Seri Kenneth H'ng Bak Tee CEO/Group MD	√	√	√	√	4/4
Dato' Harry H'ng Bak Seah Non-Independent Non-Executive Director	√	√	√	√	4/4
Datin Seri Jessica H'ng Hsieh Ling Non-Independent Non-Executive Director	√	√	√	X	3/4
Dato' Dr. Gan Kong Meng Independent Non-Executive Director	√	√	√	√	4/4
Mr. Teng Chang Yeow Independent Non-Executive Director	√	√	√	√	4/4
Ms. Phoon Yee Min Independent Non-Executive Director	√	√	√	√	4/4

The Board carried out the following activities:

- Reviewed the Company's performance in 2023 and the business outlook for 2024;
- Supervised and assessed management's performance;
- Received reports on any related party transaction(s) and declaration of interest by Directors;
- Approved the Directors' Report and Audited Financial Statement for the financial year ended 31 December 2022;
- Approved Annual Report 2022;
- Approved the Statement in relation to the Proposed Renewal of Share Buy Back;
- Approved the draft Circular to Shareholders in relation to the Proposed Renewal of Recurrent Related Party Transactions of revenue or trading nature;
- Approved the draft Circular to Shareholders in relation to the Proposed Bonus Issue of Warrants and Proposed Diversification of Existing Principal Activities;
- Reviewed and approved quarterly results for 2023 and announcements;
- Reviewed the quarterly reports from the CEO/Group MD on the progress of all business divisions and any significant change in the business and the external environment, which affected operations;
- Approved the annual budget and capital expenditure budget;
- Reviewed the Company's strategies and plans;
- Proposed the re-appointment of the Group's external auditors and ensured that the external auditors meet the criteria provided by the Listing Requirements;
- Reviewed and approved the re-designation of Executive Chairman to Non-Executive Chairman;
- Approved the reports of the Audit Committee, Nomination Committee, Remuneration Committee, Risk Management & Sustainability Committee and the Share Grant Plan Committee;
- Reviewed the risk management framework of GUH;
- Reviewed and discussed conflict of interest or potential conflict of interest situation involving Directors and Key Senior Management of GUH Group;
- Reviewed the succession planning for the Group's continuity in leadership for all key positions; and
- Noted the updates and any amendments made to the Listing Requirements, laws and regulations.

GUH recognises the importance of continuous professional development and training for its Directors. All Directors of the Company have completed the Mandatory Accreditation Programme ("MAP") Part I. In line with the recent amendments to Listing Requirements in relation to sustainability training for Directors, the Directors of the Company have been advised to complete MAP Part II within the prescribed time frame. Directors are encouraged to attend seminars and trainings to keep themselves abreast with the latest developments of new regulations and compliance including to enhance their skills and knowledge, where relevant. Directors will be informed and updated on key corporate governance developments and salient changes to the Listing Requirements, laws and regulations. The external auditors also brief the Audit Committee on any changes to the Malaysian Financial Reporting Standards that affect the Group's financial statements.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The summary of courses, seminars and trainings attended by respective Directors of the Company during the financial year ended 31 December 2023 are set out as follows:

<p>Tan Sri Dato' Seri H'ng Bok San</p> <ul style="list-style-type: none"> • Sustainability Awareness Training for Board of Directors (19/09/2023)
<p>Datuk Seri Kenneth H'ng Bak Tee</p> <ul style="list-style-type: none"> • Dividends – To Declare or to Authorise (06/04/2023) • Directors Behaviour and Boardroom Dynamics (07/04/2023) • Company Secretary as Governance Professional (11/05/2023) • Employment Act with latest updates – Applications and Implications (24/05/2023) • Key Provisions and Compliance Requirements under Companies Act 2016 (15/06/2023) • Identifying Areas of Risks and Minimising the Liabilities of Companies Secretaries (20/06/2023) • MAP Part II: Leading for Impact (LIP) (04~07/09/2023) • Personal liabilities of Directors (03/11/2023) • The Budget 2024 Highlight, E-Invoice and Updated Transfer Pricing Rules 2023 (06/11/2023) • Register of Charges – Creation, Variation, Release and Satisfaction (01/12/2023)
<p>Dato' Harry H'ng Bak Seah</p> <ul style="list-style-type: none"> • Power, Duties & Responsibilities of Directors & Conflicts of Interest Situations (05/07/2023)
<p>Datin Seri Jessica H'ng Hsieh Ling</p> <ul style="list-style-type: none"> • Sustainability Awareness Training for Board of Directors (19/09/2023)
<p>Dato' Dr. Gan Kong Meng</p> <ul style="list-style-type: none"> • Assessment of The Board, Board Committees and Individual Directors (19/04/2023) • Bridging the Gap: Metaverse, Board of Directors, Net Zero & NFT (02/08/2023) • MAP Part II: Leading for Impact (04~07/09/2023)
<p>Mr. Teng Chang Yeow</p> <ul style="list-style-type: none"> • Bridging the Gap: Metaverse, Board of Directors, Net Zero & NFT (02/08/2023)
<p>Ms. Phoon Yee Min</p> <ul style="list-style-type: none"> • Digital4ESG Forum (10/05/2023) • PowerTalk: Advancing Cyber Resilience: Board's Top 3 Must-Knows (25/05/2023) • MAP Part II: Leading for Impact (22-23/08/2023) • MIA Webinar Series : Excel Modelling for Project Financing – Investing Module (05/10/2023) • Management of Cyber Risk (25/10/2023) • Cyber Security Training (01/12/2023)

(iv) Qualified Company Secretaries, Access to Information and Advice

All Directors have access to the advices and services of qualified Company Secretaries in discharging their fiduciary duties. The Company Secretaries are qualified to act under Section 235 of the Companies Act 2016 (“the Act”). The Company Secretaries support the effective functioning of the Board, provide advice and guidance to the Board on policies and procedures, corporate disclosures, relevant rules, regulations and laws in relation to corporate secretarial matters and principles of good governance practices. They also manage the process of the Board Meetings, Annual General Meeting (“AGM”) and Extraordinary General Meeting (“EGM”). The Company Secretaries receive regular updates and attended training programmes from various organisations to keep themselves abreast with regulatory requirements and CG.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

All Directors have access to the advice and services of independent professional advice if required, in pursuance of their duties at the Group's expense.

The Board members are satisfied that the information is sufficiently supplied on a timely basis and of quality to enable them to discharge their duties.

(v) Strengthening Corporate Governance Culture

GUH Group recognises the needs of its employees to discharge their responsibilities ethically and appropriately in order to protect the best interest of the Group and its stakeholders. The Code of Ethics and Code of Conduct adopted by the Group set out the principles in relation to integrity, dependability, excellence and fairness to be upheld by the Directors and employees of the Group in dealing with their daily work and to achieve the Group's business goals in an ethical manner.

GUH Group's employee handbook guides the desired standard of behavior from all employees in discharging their duties including terms and conditions of general employment, compensation and benefits.

In line with Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018, the Board has adopted Anti-bribery and Corruption Policy to provide a strong framework to prevent its employees, Directors and business partners from undertaking corruption practices relating to its business activities. This policy outlines the Group's commitment to conduct business ethically in compliance with all anti-bribery and corruption regulations.

In addition, GUH Group also has a Whistleblowing Policy establishing proper communication channels for reporting of any misconduct within the Group while maintaining integrity and ethical behaviour. This helps to encourage transparency and confidentiality to its employees and external parties to report the issues regarding business conduct.

The details of The Code of Ethics and Code of Conduct, Anti-bribery and Corruption Policy and Whistleblowing Policy are available on the Company's website at www.guh.com.my.

(vi) Sustainable Practices

The Board recognises that sustainable development is an important and integral part for the GUH Group to pursuit its long term business success. The Board is responsible for the Group's sustainability strategies and assisted by the Risk Management & Sustainability Committee, which in turn supported by the CEO/Group MD, Chief Operating Officer and all senior management in managing sustainability related matters. Sustainability has been included as one of the criteria in the performance evaluations of the Board members.

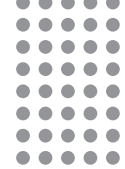
Sustainability targets, implementation strategies and measurement targets are being developed and communicated to its stakeholders through the Sustainability Statement of the Annual Report 2023.

Directors are encouraged to attend trainings to keep updated on various sustainability related issues and efforts to address them. The Board has been keep updated and they continuously provide their views and opinions on any of the Group's sustainability issues during the Board meeting.

BOARD COMPOSITION

(i) Composition and Independence of the Board

For the financial year 2023, the Board consists of seven (7) members of whom are the Non-Independent Non-Executive Chairman, the CEO/Group MD, two (2) Non-Independent Non-Executive Directors and three (3) Independent Non-Executive Directors. The current Board composition is able to provide independent and objective judgement to facilitate a balanced leadership in the Company as well as to provide effective check and balance to safeguard the interest of the Company and its shareholders.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Independent Directors play a pivotal role in the Board's responsibilities. Nevertheless, they are not accountable or responsible for the day-to-day running of the business operations, which is the role of the Executive Director. They do not participate and engage in any business dealings or other relationships within the Group. The Independent Directors have been actively involved in various Board Committees to assist the Board in carrying out the duties and responsibilities in accordance with the Terms of Reference as set out in each Committee.

In respect of potential conflicts of interest, the Board is comfortable that there is no undue risk involved as all related party transactions are disclosed and strictly dealt with in accordance with the Listing Requirements. The Board is always mindful of the potential conflict of interest that may arise in each transaction, in which case, interested Directors have abstained from decision making. The Board is also responsible for the corporate governance practices of the Group on behalf of the shareholders and retains full and effective control over the Group.

(ii) Gender Diversity

The Board recognises the essentials of diversity within its Board and senior management. GUH Group is committed to providing fair and equal opportunities and nurturing diversity within the Group. The appointment of board members and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

With the different backgrounds, specialisation and mix of expertise from the present Directors, GUH is essentially led and guided by an experienced and competent Board. The profile of each Director is summarised in the Profile of Directors of this Annual Report 2023.

At present, the Board consists of two (2) female Directors reflecting a 28.57% allocation and also complies with the Listing Requirement mandating presence of one (1) female Director on Board. The Board opined that diversity should be in phase with expertise, skills and experience but not gender alone.

NOMINATION COMMITTEE

The Nomination Committee of GUH currently consists exclusively of Independent Non-Executive Directors, with the responsibilities of assessing the balance composition of the Board members, nominating any proposed Board member(s) by looking into his/her skills and expertise for the contribution to the Company. The tenure of each Director is reviewed and annual re-election of the Directors should be contingent on a satisfactory evaluation of the Directors' performance and contribution to the Board. Nomination Committee is also responsible to perform the annual assessment of the Board, Board Committees and individual Directors including to disclose the conduct of evaluation in the Corporate Governance Report.

The present members of the Committee are:

Dato' Dr. Gan Kong Meng
Chairman, Independent Non-Executive Director

Mr. Teng Chang Yeow
Member, Independent Non-Executive Director

Ms. Phoon Yee Min
Member, Independent Non-Executive Director

The Board has stipulated the Terms of Reference for the Nomination Committee and the details are available for reference at www.guh.com.my.

The summary of activities undertaken by the Nomination Committee during the financial year ended 31 December 2023 included the following:

- Reviewed overall structure, size and composition of the Board with an aim to achieve a balance of view from the Board;



CORPORATE GOVERNANCE OVERVIEW STATEMENT

- Reviewed the required mix of skills, experiences and other qualities including core competencies and time commitment to the Board;
- Reviewed and confirmed the minutes of the Nomination Committee meeting held;
- Conducted annual performance evaluation and assessment on the effectiveness of the Board, Board Committees and individual Directors;
- Reviewed and assessed the independence of the Independent Directors on their ability to deliver independent judgement and decisions;
- Recommended the re-appointment of Independent Director whose tenure will be exceeding the term limit of 9 years; and
- Reviewed and recommended the Terms of Reference of the Nomination Committee to the Board for approval.

Evaluation for Board, Board Committees and Individual Directors

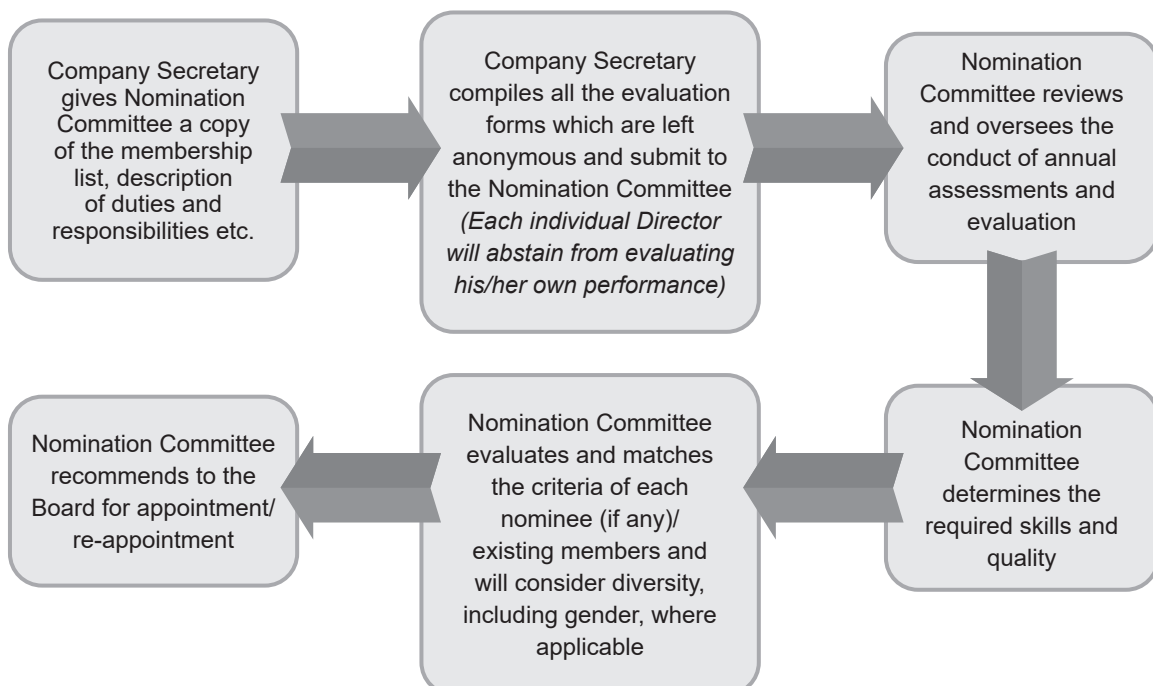
The Nomination Committee conducted an annual assessment of the performance of the Board as a whole, Board Committees and individual Directors based on the Directors peer evaluation approach. The criteria used in evaluating the performance of individual, including their contribution to interaction, integrity, competency and time commitment of the members of the Board as well as the Board Committees in discharging their duties, are in a set of questionnaires.

The Constitution of GUH provides that an election of Directors shall take place each year. All Directors shall retire from office once at least in every three years. A retiring Director shall be eligible for re-election. Upon deliberation of the Nomination Committee and the Board, no election of new Director has been proposed and none of the existing Directors is subject to retire from office at the forthcoming AGM which will be held in 2024.

A Fit and Proper Policy is published on the Company's website at www.guh.com.my to guide the Nomination Committee for the assessment and evaluation of the potential Directors on their new appointments and those who are seeking re-election.

For the financial year ended 31 December 2023, the Nomination Committee carried out a peer evaluation, where the name of the Director completing the evaluation has been left anonymous as it is believed that the anonymity would achieve an honest general consensus. Appropriate assessment and recommendation by the Nomination Committee is based on the annual assessment conducted. All assessments and comments from the evaluation are documented and discussed during the Nomination Committee Meeting which was then tabled at the Board Meeting held thereafter.

The process for nomination and election/re-election of the Non-Executive Director (both Independent and Non-Independent) is as follows:





CORPORATE GOVERNANCE OVERVIEW STATEMENT

All candidates to the Board and retiring Directors who are subject to re-election are assessed by the Nomination Committee prior to their appointment by taking into account the assessment criteria as set out in the Fit and Proper Policy. Personal qualities such as probity, personal integrity, financial integrity and personal reputation are considered in evaluating the candidates or Directors. In assessing their experience and competency, qualifications, training and skills, relevant past performance or track record, inter alia, time and commitment are also taken into consideration.

The performance of the Board, Committees and individual Directors are appraised whether the person or Committees have sufficient achievements or demonstrated performance in the Company's nature of business. The Nomination Committee will also consider whether the candidates or Directors are occupying high-level positions in comparable organisations and were accountable for driving and leading the organisation's governance, business performance or operations.

Based on the assessment conducted, the Board and the Nomination Committee are satisfied with the current size, composition as well as the mix of qualifications, skills and expertise among the Board and the Board Committee members.

Tenure of Independent Directors

Pursuant to the Board Charter of GUH, where the tenure of an Independent Director exceeds a cumulative term of nine (9) years, the Board shall make recommendation and provide justifications and to seek shareholders' approval to retain a person to continue to serve as Independent Director annually and annual Shareholders' approval through a two-tier voting process is required.

GUH always strives its best to adhere to all applicable laws, rules and regulations in order to ensure good corporate governance principles are applied in every aspect of business processes and at all levels of the Group. The principles of good corporate governance are needed to achieve long term sustainability of the Group.

For the financial year ended 31 December 2023 under review, all the 3 present Independent Directors have served less than nine (9) years as at the report date which is in compliance with both the Listing Requirements and MCCG. Nevertheless, Dato' Dr. Gan Kong Meng whose tenure as Independent Director shall exceed the cumulative term of nine (9) years after 31 May 2024 subsequent to his first appointment effective from 1 June 2015. The Nomination Committee and Board have conducted a thorough review and assessment on Dato' Dr. Gan's independence and shall propose that Dato' Dr. Gan be retained as Independent Director of the Company for shareholders' approval through a two-tier voting process to adhere with corporate governance best practices while benefiting from Dato' Dr. Gan's knowledge and experience. The proposed justifications to retain Dato' Dr. Gan Kong Meng are set out below:

- Fulfills the criteria of an Independent Director pursuant to the Listing Requirements;
- Provides the Board with diverse set of experience, skills and expertise in the relevant field/business industry;
- Sufficient time and attention to his professional obligations for informed and balanced decision making;
- Able to bring independent and objective judgment to the Board deliberations and his position in the Board has not been compromised by his familiarity and long relationship with other Board members;
- Have exercised his due care during his tenure as an Independent Director and carried out his professionalism duties in the best interest of the Company; and
- Long service with the Company enhances his knowledge and understanding of the business operation of the Group which enable him to contribute actively and effectively during deliberations and discussion at the Audit and Risk Management & Sustainability Committee and Board meetings.

The Nomination Committee has assessed the independence of the Independent Directors and all the Independent Directors have demonstrated independence in their conduct by providing independent and unbiased advice and judgement on the Group strategies and performances. The Independent Directors do not participate in the daily management of the Group and free from any business or other relationships which could interfere the independency of the decision made.

Upon the recommendation of the Nomination Committee, the Board is satisfied with the composition of the existing 3 Independent Directors with their ability to act in the best interest of the Company and continue to help the Company in improving corporate credibility and governance standards.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

Independent Sources to Identify Qualified Candidates

The Board relies on recommendations from Nomination Committee and existing Board members, management or major shareholders to identify qualified candidates for any appointments (including women Directors) to the Board instead of utilises other independent sources in consideration of cost saving factor and remain competitive in the challenging market environment. The Nomination Committee is responsible to deliberate and recommend the candidates to the Board in consideration of the most appropriate Board size and composition, criteria as outline in the Fit and Proper Policy as well as the annual assessment of Directors in the recruitment process. Absence of using independent sources will not jeopardise the independence of Board's deliberations and all decisions made were in the best interest of the Company.

The Nomination Committee meets at least once every financial year and may be required as and when necessary. The attendance record of each member of the Nomination Committee during the financial year ended 2023 is set out below:

Nomination Committee	Nov	Total
Dato' Dr. Gan Kong Meng, Chairman	√	1/1
Mr. Teng Chang Yeow, Member	√	1/1
Ms. Phoon Yee Min, Member	√	1/1

REMUNERATION

(i) Remuneration Policies and Procedures

Directors and Senior Management Remuneration Policies and Procedures have been established to provide guidance in recommending the remuneration package to the Directors and senior management according to the following principles as well as in line with the best practise as recommended by MCCG:

- To attract and retain Directors and senior management
- To motivate Directors and senior management to achieve and work towards the Group's vision and mission
- To align the interests of the Directors and senior management with the interests of the shareholders.

The Remuneration Policies and Procedures of the Directors and senior management are available on the Company's website at www.guh.com.my.

In summary, the result of the performance assessment is reviewed by the Remuneration Committee and recommended to the Board for approval.

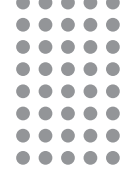
(ii) Remuneration Committee

The Remuneration Committee of GUH currently comprises the following Directors, all of whom are Non-Executive, with the majority of Independent Directors.

Dato' Dr. Gan Kong Meng
Chairman, Independent Non-Executive Director

Ms. Phoon Yee Min
Member, Independent Non-Executive Director

Datin Seri Jessica H'ng Hsieh Ling
Member, Non-Independent Non-Executive Director



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Remuneration Committee meets at least once a year and may be requested as and when necessary to deliberate and discuss the remuneration of the Executive Director. The Remuneration Committee is responsible for ensuring that the compensation and other benefits will encourage Executive Director to act in ways that enhance the Company's long-term profitability and value. The Remuneration Committee and the Board are mindful that the remuneration for the Executive Director should be attractive and fairly compensated to maintain high quality individuals in the Board to run the Group successfully. None of the Executive Director participated in any way in determining their individual remuneration. The Executive Director is paid fixed salaries, allowances, bonuses and other benefits in accordance with the terms and conditions as agreed upon. The terms and conditions are normally reviewed annually to ensure the performance and contributions are justified.

During the financial year ended 31 December 2023, the Remuneration Committee had one meeting to discuss and recommend to the Board for approval of the remuneration package of the Executive Director. The determination of the remuneration of the Non-Executive Director is a matter determined by the Board as a whole. Payment of Directors' fees is one of the salient elements. The Director's fee was proposed at RM75,000 per Director and the shareholders' approval had been sought at the last AGM held in year 2023. During the year, the Remuneration Committee also recommended the Directors' fee for the period from year 2024 to the next AGM in year 2025 for the Board's endorsement, subject to the shareholders' approval at the forthcoming AGM. The Company reimbursed expenses incurred by the Directors for attending the Board and Committee meetings.

The detailed disclosure on the named basis for the remuneration of individual directors can be found in the Company's Corporate Governance Report 2023.

The attendance record of each member of the Remuneration Committee during the financial year ended 2023 is set out below:

Remuneration Committee	Mar	Nov	Total
Dato' Dr. Gan Kong Meng, Chairman	√	√	2/2
Ms. Phoon Yee Min, Member	√	√	2/2
Datin Seri Jessica H'ng Hsieh Ling, Member	√	X	1/2

(iii) Details of Top Five Senior Management's Remuneration

Given the confidential and commercial sensitivities associated with remuneration matters and the highly competitive human resource environment and the importance of ensuring stability and continuity of business operations with a competent and experienced management team in place, the Board takes the view that there is no necessity for the Group to disclose the remuneration of the Company's top five senior management personnel who are not Directors whether in aggregate basis or in named basis of RM50,000.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

AUDIT COMMITTEE

(i) Audit Committee

The Board is assisted by the Audit Committee to oversee the Group's financial reporting processes, quality of its financial reporting and the results review of internal and external audit activities and to ensure compliance with all applicable accounting standards and any other relevant regulatory authorities. The Audit Committee comprises solely Independent Non-Executive Directors and is chaired by Ms. Phoon Yee Min while the Chairman of the Board is Tan Sri Dato' Seri H'ng Bok San. This is to ensure that the objectivity of the Board's review of the Audit Committee's findings and recommendations is not impaired. At present none of the members of Audit Committee is a former partner of the external audit firm. In the event of any potential candidate of a former audit partner were to be appointed the cooling-off period of at least three (3) years will be observed.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

Terms of Reference of Audit Committee are available on the Company's website at www.guh.com.my. The Board is satisfied with the duties carried out by the Audit Committee. The Board ensured that all members of the Audit Committee are financially literate and have sufficient understanding of the Group's business and matters under the purview of the Audit Committee including the financial reporting process. The diversified skills and experiences of the committee members enable them to discharge their roles and responsibilities effectively. The Audit Committee has reviewed and provided advice on the financial statements which provide a true and fair view of the Company's financial position and performance.

The activities and more details of the Audit Committee have been described in a separate statement in the Audit Committee Report of this Annual Report 2023.

(ii) External Auditors

GUH Group maintains a transparent and professional relationship with the external auditors in seeking professional advice towards compliance with accounting standards to ensure the reliability of the Company's financial statements. The Audit Committee met with the external auditors twice to discuss the audit plan and audit findings during the year.

The Audit Committee has policies and procedures in place to assess the suitability, objectivity and independence of the external auditors. The Audit Committee has undertaken annual assessment to assess the suitability and independence of external auditors during the financial year. The criteria for the assessment include among others, quality of services, sufficiency of resources, communication, independence and interaction. In addition, the external auditors have also given written assurance to the Audit Committee confirming their independence throughout the conduct of audit engagement.

The Audit Committee is satisfied with the result of the assessment and henceforth recommended to the Board for the re-appointment of Messrs. Crowe Malaysia PLT for shareholders' approval at the forthcoming 60th AGM. The Audit Committee will also ensure that the audit partner will rotate every five (5) years after the closure of the statutory audit.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

(i) Risk Management & Sustainability Committee

The Board set up a Risk Management & Sustainability Committee to lead and drive the importance of embedding practices of risk management throughout the business operations of the Group.

The Risk Management & Sustainability Committee comprises three (3) members, all of whom are Independent Non-Executive Directors.

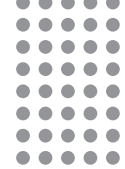
Ms. Phoon Yee Min
Chairlady, Independent Non-Executive Director

Dato' Dr. Gan Kong Meng
Member, Independent Non-Executive Director

Mr. Teng Chang Yeow
Member, Independent Non-Executive Director

The attendance record of each member of the Risk Management & Sustainability Committee during the financial year ended 2023 is set out below:

Risk Management & Sustainability Committee	Nov	Total
Ms. Phoon Yee Min, Chairlady	√	1/1
Dato' Dr. Gan Kong Meng, Member	√	1/1
Mr. Teng Chang Yeow, Member	√	1/1



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board acknowledges the responsibilities for maintaining a sound system of internal control encompassing risk management practices as well as reviewing its adequacy and integrity to safeguard the shareholders' investment and the Group's assets. The internal control system is designed to provide reasonable assurance against material misstatements and losses. The Board reviewed the effectiveness of the system of internal controls through the Audit Committee which supervised the work of the internal audit function of the Group and the comments made by the Company's external auditors. The external auditors are also appointed to review the Statement of Risk Management and Internal Control of the Company and to report thereon.

The Statement on Risk Management and Internal Control provides an overview of the risk management framework and the state of internal control within the Group and is disclosed in this Annual Report 2023.

The Group's internal audit function is performed in-house by the Group's Internal Audit Department which is independent of the operations and activities of the Group in order to maintain impartiality. The Internal Audit Department reports directly to the Audit Committee and is involved in reviewing the operational controls, adequacy of risk management, management efficiency, and compliance with the Group policies, procedures, laws and regulations, among others. In addition, areas such as efficient use of resources, safeguarding assets, response to assertions of fraud and reliability and integrity of financial information are also audited.

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

ENGAGEMENT WITH STAKEHOLDERS

(i) Communication With Stakeholders

The Company values dialogues with shareholders and investors. In order to ensure shareholders and investors are well informed of the Group's business operations, financial performance and corporate developments, accurate and factual, timely and informative, information is disseminated via the Company's annual reports, circulars/statements, various announcements and press releases made from time to time.

Annual report of the Company is continuously enhanced to take into account the latest development in the area of corporate governance and regulatory requirements.

The shareholders and investors are also encouraged to visit the Group's website at www.guh.com.my for information and may also raise any queries through the website. They may also obtain the Group's latest information via the website of Bursa Malaysia Securities Berhad at www.bursamalaysia.com. All material announcements are endorsed by the Board prior to release to the public via the Bursa Malaysia Securities Berhad's website.

The Board reviews and approves all quarterly and other announcements to ensure accuracy and compliance. For the financial year ended 31 December 2023, the Board approved and released the quarterly financial results on the following dates:

2023 Quarterly Results	Date of Release	Listing Requirements Deadline
1st Quarter	31 May 2023	31 May 2023
2nd Quarter	29 August 2023	30 August 2023
3rd Quarter	28 November 2023	30 November 2023
4th Quarter	26 February 2024	29 February 2024

The Company's AGM or EGM, normally scheduled in May each year, are the primary platform for communications with the shareholders. The shareholders are at liberty to raise questions while the Directors will provide answers and clarifications during the Company's AGM and EGM. The notice of AGM and EGM provide a detailed explanation of each resolution proposed to enable shareholders to make informed decision in exercising their voting rights. All the resolutions set out in the AGM and EGM were put to vote with outcome announced to Bursa Malaysia Securities Berhad on the same day of the meetings.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The management of the Company also holds conferences and meetings with the press, research analysts and fund managers to provide updates on the latest developments within the Group and to give the best information possible so that they can accurately apply it to evaluate the Company.

The Board is aware of the need to establish a disclosure policy that will provide constructive communication to the shareholders and investors in a prompt manner in order for these stakeholders to be able to make informed investment decisions.

(ii) Integrated Reporting

Integrated reporting based on a globally recognised framework is not applicable to the Company presently as it does not fall within the category of "Large Company".

CONDUCT OF GENERAL MEETINGS

The AGM provides an opportunity for the shareholders to seek and clarify any issues and to have a better understanding of the Group's performance. In exercising good corporate governance, the Notice for the AGM is circulated at least 28 days prior to the date of the meeting. Shareholders are encouraged to attend and vote on all resolutions.

The Company's 59th AGM and EGM of the Company held on 31 May 2023 were conducted on a virtual basis through live streaming and electronic voting using remote participation and electronic voting facilities. All Directors of the Company together with the finance manager, investment bankers and external auditors attended the said AGM and EGM physically or virtually to engage with shareholders and address issues of concern raised by the shareholders. Minutes of AGM, EGM together with a summary of the key pertinent matters discussed at the AGM and EGM are published on the website within 30 business days after the general meeting.

STATEMENT ON DIRECTORS' RESPONSIBILITIES IN PREPARING THE AUDITED FINANCIAL STATEMENT

The Board in discharging its fiduciary duties is accountable to shareholders to prepare and present a clear and meaningful assessment of the Group's financial performance and prospects. The Board is assisted by the Audit Committee to oversee the Group's financial reporting processes and the quality of its financial reporting. The Board is required under Paragraph 15.26(a) of the Listing Requirements to make a statement explaining its responsibility for preparing the annual audited financial statements.

In preparing the Group's consolidated audited financial statements for the financial year ended 31 December 2023, the Directors have provided assurance that the financial statements are drawn up in accordance with the applicable approved accounting standards in Malaysia and the Companies Act 2016 so as to give a true and fair view of the state of affairs and financial position of the Company and the Group in a transparent manner. The Statement by Directors pursuant to Section 251(2) of the Companies Act 2016 is set out in the section titled "Statement by Directors" of the Directors' Report enclosed with the Group's consolidated annual audited financial statements for the financial year ended 31 December 2023. The Directors' Report for the audited financial statements of the Company and the Group are set out on pages 88 to 92 of this Annual Report 2023.

The Board has taken the following measures in order to ensure the financial statements are properly drawn up:

- Adoption of appropriate, adequate and applicable accounting standards and policies and applied them consistently;
- Applicable approved accounting standards have been complied with;
- Judgements and estimates are made on a reasonable and prudent basis; and
- Due inquiry has been made into the state of affairs of the Company, there are no material matters that may affect the ability of the Company to continue in business on a going concern basis.

The Directors also responsible for taking such steps that are reasonably open to them to safeguard the assets of the Group to prevent and detect fraud and irregularities.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

COMPLIANCE INFORMATION AS AT 31 DECEMBER 2023

Related Party Transactions

The Group has an internal compliance framework in connection with related party transactions, to ensure it meets the obligations under the Listing Requirements. The Board, through its Audit Committee, reviews all related party transactions. Any Director who has an interest in the related party transaction(s) must abstain from deliberations and voting on the relevant resolution, in respect of such transaction(s) at the Board meeting and any general meeting convened to consider the matter.

There are policies and procedures established by the Company to ensure that all related party transactions are undertaken on an arm's length basis and on normal commercial terms, consistent with the company's usual business practices and policies, which are generally not more favourable than those generally available to the public and are not detrimental to the minority shareholders.

Significant related party transactions of the Group for the financial year are disclosed in Note 35 to the Financial Statements and the Additional Disclosure on page 42 to 44.

For all other transactions with any related parties which do not fall within the ambit of the above disclosure, will be subject to other applicable provisions of the Listing Requirements and/or any other applicable law.



ADDITIONAL DISCLOSURE

1. Status of Utilisation of Proceeds

There were no proceeds raised by the Company from any corporate proposal during the financial year.

2. Audit and Non-Audit Fees

In general, the Company engages the External Auditors for audit purposes only. Nevertheless, as and when necessary, the Group also engages the External Auditors for their non-audit expertise to carry out non-audit services and activities.

For the financial year ended 31 December 2023, the amount of audit and non-audit fees paid or payable by the Company and the Group to the external auditors and their affiliated companies are as follows:

	Company RM	Group RM
Audit fees	55,000	200,000
Non-audit fees	12,280	93,878

3. GUH's Share Grant Plan

The Share Grant Plan ("SGP") is the only share issuance scheme of the Company. It was approved by the shareholders at the Extraordinary General Meeting of the Company held on 30 June 2020 and commenced with effect from 10 July 2020. This SGP is in force for a period of 5 years from the effective date and may be extended at the discretion of the Board upon the recommendation of the SGP Committee provided that the SGP Period shall not in aggregate exceed the duration of 10 years from the effective date or such longer duration as may from time to time be permitted by the relevant authorities and it is administered in accordance with its By-Law of SGP Committee. The SGP Committee administers and reviews the share grant plan of the Company and its Group and aligning the compensation of management based on their contribution and position in the Company to attain a better performance for the Company and its Group.

A total of 13,889,464 SGP grants (Grant 1) comprises 3,757,100 Restricted Stock Units ("RSU") and 10,132,364 Performance Stock Units ("PSU") were offered to the selected eligible Executive Directors and employees of GUH and its subsidiary companies (excluding subsidiaries which are dormant) ("eligible persons") on 18 December 2020.

Details of the number of ordinary shares ("Shares") granted, forfeited, offered, vested and outstanding pursuant to the SGP since commencement in July 2020 to the financial year 2023 are set out below:

SHARE GRANT PLAN (GRANT 1)	Directors/ Chief Executive	Other Eligible Employees	Total
Shares Granted	2,777,892	10,486,546	13,264,438
Number of Shares Vested @ 18/03/2022	(805,588)	(1,561,174)	(2,366,762)
Number of Shares Forfeited @ 31/12/2022	-	(902,815)	(902,815)
Number of Shares Offered @ 31/12/2022	-	1,527,841	1,527,841
Number of Shares Vested @ 10/04/2023	(694,474)	(394,465)	(1,088,939)
Number of Shares Forfeited @ 31/12/2023	(638,915)	(1,208,382)	(1,847,297)
Number of Shares Offered @ 31/12/2023	-	-	-
Number of Shares Outstanding	638,915	7,947,551	8,586,466



ADDITIONAL DISCLOSURE

A total of 11,597,702 SGP grants (Grant 2) comprises 2,604,274 Restricted Stock Units (“RSU”) and 8,993,428 Performance Stock Units (“PSU”) were offered to the selected eligible Executive Director and employees of GUH and its subsidiary companies (excluding subsidiaries which are dormant) (“eligible persons”) on 2 January 2024 as below:

SHARE GRANT PLAN (GRANT 2)	Directors/ Chief Executive	Other Eligible Employees	Total
Shares Granted	1,388,946	10,208,756	11,597,702

Based on the By-Laws of the SGP, the total number of Shares awarded under the SGP shall be determined at the sole and absolute discretion of the SGP Committee, subject to the following:

- (i) The maximum number of Shares shall not in aggregate exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the SGP (“Maximum Limit”);
- (ii) The aggregate allocation to the Executive Directors/Chief Executive shall not exceed 20% of the Maximum Limit;
- (iii) The allocation to any individual eligible person who, either singly or collectively through persons connected with the eligible person holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any), shall not exceed 10% of the Maximum Limit.

In regard to shares granted to the Directors/Chief Executive of the Company since commencement of the SGP, the aggregate maximum allocation and the actual percentage granted to Tan Sri Dato’ Seri H’ng Bok San, the Chairman and Datuk Seri Kenneth H’ng Bak Tee, the CEO/Group MD representing 20%. Subsequent to Tan Sri Dato’ Seri H’ng’s re-designation from Executive Chairman to Non-Executive Chairman with effect from 1 June 2023, balance of the unvested Shares allocated to him were forfeited. None of the Shares were granted or vested to the Non-Executive Directors of the Company under the SGP.

4. Material Contract

Save as disclosed in this Annual Report 2023, there were no material contracts entered into by the Company and its subsidiaries involving the interests of the Directors or major shareholders, either still subsisting at the end of the financial year or entered into since the end of the financial year.

5. Recurrent Related Party Transactions (“RRPT”) of a Revenue or Trading Nature

At the last 59th Annual General Meeting held on 31 May 2023, the Company has obtained its shareholders’ renewal mandate to allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as disclosed in the Circular to Shareholders dated 28 April 2023.



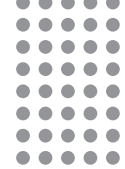
ADDITIONAL DISCLOSURE

Details of the recurrent related party transactions transacted during the financial year ended 31 December 2023 pursuant to shareholders' renewal mandate are disclosed as follows in accordance with Paragraph 3.1.5 of Practice Note 12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad:

Transacting Party of the Group	Transacting Party	Nature of Relationship	Nature of Transactions	Actual Value Transacted from 31 May 2023 to 31 December 2023
GUH Circuit Industry (PG) Sdn. Bhd. (Recipient & Provider)	Kiyamas Chemical Sdn. Bhd. ["KCSB"] (Provider & Recipient)	Lizheng Holdings Sdn. Bhd. ("Lizheng") has a direct shareholding of approximately 30.0% in Kiyamas Holdings Sdn. Bhd. Gan Chern Nee has a direct shareholding of approximately 8.3% in Kiyamas H'ng Chun Li is a director and shareholder of Lizheng. He is also a director of Kiyamas and KCSB	Transactions of raw materials, goods and services	RM6,636,224.03 (Approved Limit: RM30,000,000.00)
GUH Circuit Industry (PG) Sdn. Bhd. (Recipient)	Kyosha Precision Engineering Sdn. Bhd. ["Kyosha"] (Provider)	H'ng Chun Li is a director of Kyosha	Provision of precision engineering and fabrication of parts	RM1,058,817.70 (Approved Limit: RM5,000,000.00)

Notes:

- * Kiyamas Holdings Sdn. Bhd. ("Kiyamas") is the Holding Company of Kiyamas Chemical Sdn. Bhd.
- (1) Datuk Seri Kenneth H'ng Bak Tee, the CEO/Group MD of the Group, is also a director and shareholder of Lizheng Holdings Sdn. Bhd. and the father of H'ng Chun Li
- (2) Dato' Harry H'ng Bak Seah, the Non-Executive Director and a shareholder of GUH, is the spouse of Gan Chern Nee.
- (3) Tan Sri Dato' Seri H'ng Bok San, the Chairman and the major shareholder of GUH, is the brother of Dato' Harry H'ng Bak Seah and Datuk Seri Kenneth H'ng Bak Tee.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Introduction

The Board is committed to uphold throughout the Group a sound system of risk management, internal controls and good corporate governance practices as set out in the Statement on Risk Management and Internal Control, prepared in compliance with Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Malaysian Code on Corporate Governance (“MCCG”) 2021 and guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers.

Board’s Responsibility

In accordance with Principle B (II) of the MCCG, the Board is responsible for the Group’s risk management and internal control system which includes the establishment of appropriate policies on internal control and ensure the systems are functioning effectively and manage risks that form part of the corporate culture.

The Audit Committee and Risk Management & Sustainability Committee assist the Board to review the adequacy and effectiveness of the Group’s risk management and internal control system and to ensure that measures are carried out by Management to obtain the level of assurance required by the Board.

The risk management and internal control system is designed to manage any inadequacies that are identified, to minimise or eliminate the risk of failure to achieve the Group’s business and corporate objectives. Accordingly, such systems can only provide a reasonable but not absolute assurance against material misstatement, loss or fraud.

Risk Management and Internal Control

In accordance with Practice 10.1 of the MCCG 2021, the Board has, through its Risk Management & Sustainability Committee, established a sound risk management and control framework that was implemented throughout the Group.

The Group has an in-house structured risk management framework for an on-going process in identifying, evaluating, monitoring and reporting the significant risks faced by the Group to ensure its system of internal control is carried out efficiently except for associates. Such process is regularly reviewed and examined as and when there are significant new issues which require changes to be made to the current system and policies.

The Risk Management & Sustainability Committee comprises three (3) Independent Directors of whom are all Non-Executive and supported by Senior Management from the Group’s business divisions, meetings are convened for the purpose of identifying, evaluating and managing the significant risks.

Risks records, which identify key risks, potential financial impact, the likelihood of those risks occurring, as well as the control strategies to manage those risks associated with the Group’s activities are presented to the Risk Management & Sustainability Committee for review. The Risk Management & Sustainability Committee reviews and deliberates the performance of the business divisions of the Group and reports to the Board. This risk management process will help GUH to achieve its performance and profitability targets by providing risk information to enable better decision-making. The Board will have ultimate responsibility for managing risks and internal controls associated with the operations of each Division.

The Board is committed to articulate, implement and review the Group’s internal control system. The internal control system is designed to facilitate achievement of the Group’s business objectives and assist the Board to maintain a proper control environment. Internal controls also promote efficiency, reduce risk of asset loss, and help to ensure the reliability of financial statements which are in compliance with laws and regulations.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Review of Risk Management and Internal Control System

Reviewing the effectiveness of risk management and internal control through on-going assessments is an essential part of the Board's responsibilities.

The Group has an on-going process of identifying, evaluating and managing the significant risks in order to achieve its objectives. On a quarterly basis, the Board receives management reports from Senior Management in respect of business risks that have impacted or the likelihood to impact the Group and its achievement of its objectives and strategies and actions taken in response to the risks reported. The Risk Management & Sustainability Committee convenes with the divisional managers once a year for an annual assessment of any significant aspects of risks and internal control matters.

The Board reviews the risk management and internal control system to identify, evaluate and manage the significant risks faced by the Group in its achievement of objectives and strategise the necessary actions to be carried out to remedy any significant weaknesses identified from the review.

The Group has an in-house Internal Audit Function, which is independent of the activities or operations of the subsidiaries, departments, and sections it audits. Its principal responsibility is to undertake regular and systematic reviews of the risk management and system of internal control in order to provide reasonable assurance that such system operates satisfactorily and effectively and report directly to the Audit Committee.

The Internal Audit Function adopts a risk-based approach in preparation of its yearly internal audit plan and strategy which is reviewed and approved by the Audit Committee.

Internal audit reviews on the adequacy and effectiveness of the risk management, internal control system and reports its findings on major weaknesses and risk control procedures, makes recommendations for improvements and performs follow up audits to assess the status of implementation thereof by Management.

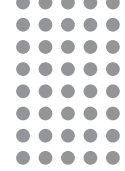
Internal audit also investigates complaints of misuse and abuse of the Group's systems and processes, mismanagement of the Group's assets and other instances of fraud and malpractice, if any.

A whistleblowing policy has been established to provide appropriate channels that facilitate whistleblowing in a transparent and confidential manner for stakeholders to raise concerns, without fear of retaliation on any wrongdoing that they may observe within the Group.

Key Features of Risk Management and Internal Control Processes

The Group's key features on Risk Management and Internal Control are summarised as follows: -

1. Clear definition of the terms of reference, functions, authorities and responsibilities of the various Committees of the Board.
2. Well defined organisational structure with clear lines of accountability and responsibility to enable the Group's vision, mission, strategies and operational objectives to be achieved.
3. Documented internal policies and procedures are set out in the Group Policies to govern the financial and operational functions; which are subject to regular review and improvement.
4. Where appropriate, certain subsidiaries have ISO 9001: 2015, ISO 14001: 2015 and IATF 16949: 2016 accreditations for their operational processes.
5. Clear definitions of authorisation procedures and delegated authority levels for all operational transactions.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

6. Review of all major proposals for investment and divestment by the Risk Management & Sustainability Committee before being deliberated and approved by the Board.
7. The CEO/ Group Managing Director holds weekly and monthly management meetings with the Divisional heads. At these meetings, all key performance indices are discussed and monitored, including discussions of significant issues. Accordingly, the Board is updated by the CEO/ Group Managing Director and is able to assess significant operational and financial risks of the business units concerned.
8. Performance Reports, benchmarked against budgets and objectives are provided to the Board at each Board meeting.
9. Detailed budgeting process where companies under the Group prepare annual budgets, which are approved at company level and reviewed by the CEO/ Group Managing Director.
10. Progress reports, financial summary and current issues which may significantly affect the company's business for all divisions are discussed at each Board meeting.
11. The Risk Management framework of the Group is in place to assist in the risk management process of the Group.
12. The Group's Internal Audit Function perform regular reviews, monitor compliance with policies and procedures and recommend action plans to improve on areas where control deficiencies are identified during field audits. Thus, providing an independent assurance on the adequacy and effectiveness of the Group's system of internal control.
13. The Audit Committee, on behalf of the Board, reviews report from the Group internal auditors and external auditors and reports its conclusion to the Board.

The associates have not been dealt with as part of the Group for the purpose of this Statement.

Conclusion

For the financial year under review and up to the date of issuance of this statement, the Board is pleased to state that the Group's system of risk management and internal control is adequate and effective to safeguard the shareholders' investment, the interests of customers, regulators and employees, as well as the Group's assets. There have been no material losses, contingencies or uncertainties arising from the reviews.

As recommended by the Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers, the Board has received assurance from the CEO/ Group Managing Director, COO and all the Divisional heads that the Group's risk management and internal control system is operating adequately and effectively in all material aspects, during the financial year under review and up to the date of this Statement.

The Group will continue to monitor all major risks affecting the Group and will take the necessary measures to mitigate them and enhance the adequacy and effectiveness of the risk management and internal control system of the Group.

The external auditors have reviewed this Statement on Risk Management and Internal Control as required by Paragraph 15.23 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. Based on their review, nothing has come to their attention that causes them to believe that this Statement on Risk Management and Internal Control set out above is not prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed issuers and Practices 10.1, 10.2 and 10.3 of the MCCG 2021 to be set out, nor is factually inaccurate.



AUDIT COMMITTEE REPORT

The Audit Committee of GUH Holdings Berhad (“GUH” or “the Company”) has been established to assist the Board of Directors (“the Board”) in fulfilling its statutory and fiduciary responsibilities by reviewing the Company and all its subsidiaries (“the Group”) business processes and monitoring management of financial risk process along with its accounting and financial reporting practices and ensuring the Group’s system of internal control is maintained. The Audit Committee carried out its duties and functions ensuring the integrity of financial reporting and that the financial statements of the Company give a true and fair view of the financial position and results, in compliance with all applicable legal and regulatory financial reporting requirements, accounting standards and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) and to act independently to ensure the interest of shareholders is properly protected. The Audit Committee is of the view that no material misstatements or losses, contingencies or uncertainties have arisen, based on their reviews made and discussions held.

MEMBERS

The present members of the Audit Committee are:

Ms. Phoon Yee Min
Chairlady, Independent Non-Executive Director

Dato’ Dr. Gan Kong Meng
Member, Independent Non-Executive Director

Mr. Teng Chang Yeow
Member, Independent Non-Executive Director

OBJECTIVES

The primary objective of the Audit Committee is to assist the Board in the effective discharge of its fiduciary responsibilities:

- To review the results of internal and external audit activities to ensure the audit findings are brought up to the highest level for consideration;
- To comply with all the applicable accounting standards and required disclosure policies of the Listing Requirements;
- To ensure the compliance and consistency of the corporate governance framework as set out by the relevant regulatory authorities.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee comprises three (3) members, all of whom are Independent Non-Executive Directors. The current Chairlady of the Audit Committee is Ms. Phoon Yee Min who is an Independent Non-Executive Director of the Company and also member of the Association of Chartered Certified Accountant (ACCA), Institute of Internal Auditors Malaysia (IIAM), Malaysian Institute of Accountants (MIA) and a Certified Internal Auditor (CIA). Thus, the Company is in compliance with Paragraph 15.09(1) of the Listing Requirements. The other members of the Audit Committee are Dato’ Dr. Gan Kong Meng and Mr. Teng Chang Yeow. All members of the Audit Committee are financially literate and equipped with the required business skills and necessary knowledge to analyse and interpret financial statements in discharge their duties effectively. The Audit Committee’s financial literacy and understanding of the financial reporting process have contributed to the Audit Committee’s discussions in the preparation of financial statements of the Company. No alternate director shall be appointed as a member of the Audit Committee. Also, any former key audit partner of the Company shall observe a cooling period of at least three (3) years before being appointed as a member of the Audit Committee.



AUDIT COMMITTEE REPORT

The Nomination Committee carries out an evaluation and assessment to review the performance of the Audit Committee annually. During the assessment in 2023, the Nomination Committee evaluated the performance and effectiveness of the Audit Committee based on a few areas including the quality of judgment and the commitment/time attend at the meeting as well as the time devoted outside the meeting by the Audit Committee members. The Board is satisfied that the Audit Committee and its members have efficiently discharged its roles, functions and duties in accordance with the Terms of Reference as well as having appropriate level of knowledge and experience to contribute to the effective functioning of the Audit Committee in ensuring a good governance structure within the Group. The Board is of the view that the Audit Committee has provided useful recommendations to assist the Board in making informed decisions in the Board meetings.

The Board is always mindful that an effective Audit Committee can bring transparency, focus and independent judgment needed to oversee the financial reporting process. The appropriate level of knowledge, skills, experience and commitment of its members is critical to the Audit Committee's ability to discharge its responsibilities effectively and strengthen the quality of Audit Committee deliberations.

THE PROCESS OF THE AUDIT COMMITTEE

The Chairlady of the Audit Committee is responsible for ensuring the Audit Committee meetings of the Company run efficiently. She is also responsible for the management, the development and effective performance of the Audit Committee, planning and organising all of the activities of the Audit Committee.

The Audit Committee will meet as frequently as the Chairlady shall decide in order to discharge its duties but no less than four (4) times a year. The quorum of two (2) members, a majority of whom must be Independent Directors, has always been met for the meetings of the Audit Committee.

During the financial year, the Audit Committee met on a quarterly basis to carry out their duties which include the discussion of proposed disclosures in the quarterly announcement and matters falling within the Audit Committee's Terms of Reference and recommended to the Board for public release. The CEO/Group MD, the senior management and the internal auditor have attended the meetings. Upon invitation by the Audit Committee, representatives of the external auditors have attended two (2) meetings held in February and November 2023. The external auditors may request a special meeting if they consider and deem necessary. Where circumstances arise, the Audit Committee members shall meet with the External Auditors without management and/or executive officer of the Group being present.

The Company Secretary shall be the secretary of the Audit Committee or in her absence, another person authorised by the Chairlady of the Audit Committee. The secretary shall be responsible for drawing up and circulating the agenda and notice of meetings together with the supporting explanatory documentation to each Audit Committee members prior to meeting. The secretary shall also be responsible to record, maintain and circulate the minutes of each meeting to all members and the Board, and the Chairlady of the Audit Committee shall report on key issues discussed at each meeting to the Board. Minutes of each meeting were distributed and confirmed by all Audit Committee members.

During the financial year, five (5) meetings were held and details of the Audit Committee members' attendance are tabled below:

Audit Committee	Feb	Apr	May	Aug	Nov	Total
Ms. Phoon Yee Min, Chairlady	√	√	√	√	√	5/5
Dato' Dr. Gan Kong Meng, Member	√	√	√	√	√	5/5
Mr. Teng Chang Yeow, Member	√	√	√	√	√	5/5

The Terms of Reference of the Audit Committee is accessible on the Company's website at www.guh.com.my.



AUDIT COMMITTEE REPORT

SUMMARY OF ACTIVITIES UNDERTAKEN BY THE AUDIT COMMITTEE

The main activities carried out by the Audit Committee during the financial year ended 31 December 2023 were as follows:

1. Financial Reporting

- Reviewed the unaudited quarterly financial results and year-end financial statements of the Company and the Group which include discussion among others, any change of implementation of major accounting policies, the going concern assumption and significant matters;
- Reviewed the integrity Group's quarterly and year-end financial statements and ensured that the financial reporting and disclosures requirements are in compliance with the Listing Requirements, Malaysian Accounting Standards Board and other relevant legal and regulatory requirements before recommending the same to the Board for approval;
- Reviewed the unaudited financial results announcements before recommending the same to the Board for approval;
- Reviewed the significant matters highlighted by the external auditors in the financial statements and significant judgments made by management.

2. External Audit

- Reviewed and approved the external auditors audit plan and scope of work which include areas of audit emphasis, accounting standards update, proposed audit timeline for the year and the evaluation of the system of internal control for tabling to the Board;
- Reviewed the findings of the external auditors reports, particularly the issues raised in the management letter and ensured where appropriate, that the necessary corrective actions had been taken by the management;
- Deliberated and reported the results of the annual audit to the Board;
- Met and discussed with the external auditors if any important and major issue need to be highlighted without the presence of management of the Company. During the private session held with the external auditors, they confirmed that there was no major concern to be highlighted and they had been receiving full co-operation from the management and the staff of the Group when carrying out their audit work;
- Reviewed and approved the provision of non-audit services carried out by the external auditors. The amount of external audit fees and non-audit fees incurred for the financial year ended 31 December 2023 are as follows:

2023 Fees incurred	Company	Group
Audit services	RM55,000	RM200,000
Non-Audit services	RM12,280	RM93,878

- Carried out the assessment of the objectivity, independence, performance and the quality of service of the external auditors to ensure they are competent and independent throughout the conduct of the audit engagement within the Group, ensure the external auditors met the criteria provided by the Listing Requirements and made recommendations to the Board on their appointment and remuneration.

3. Internal Audit

- Reviewed and approved the annual risk-based internal audit plans, monitored the effectiveness of its work and tabled to the Board;



AUDIT COMMITTEE REPORT

- Reviewed the internal audit reports, processes and results of internal audit to ensure appropriate actions were taken on the recommendations of the Internal Audit function and tabled to the Board;
- Assessed the performance of the Group's internal audit function and advised whether the appointment of additional internal audit staff is necessary;
- Monitored and assessed the role and effectiveness of the internal audit function in the overall context of the Company's risk management system;
- Monitored the corrective actions taken on the outstanding audit issues to ensure that all the key risks and control weakness have been addressed;
- Deliberated the results of ad-hoc investigations and reports performed by the internal audit function and tabled to the Board.

4. Risk Management

- Reviewed the Risk Management & Sustainability Committee's reports and risk records from all business divisions of the Group and reported to the Board;
- Assessed the adequacy and effectiveness of the risk management framework, internal control systems and the appropriateness of management's responses to key risk areas and highlighted to the Board;
- Reviewed and recommended to the Board the disclosure included in the Annual Report with regards to the risk management and internal control system.

5. Related Party Transactions

- Reviewed the procedures and processes established by the Company with regards to related party transactions/ recurrent related party transactions and to ensure that any related projects are appropriately identified and that the related party transactions are declared, approved and reported appropriately on a quarterly basis;
- Reviewed the related party transactions that were arising within the Group to ensure that the transactions are fair, reasonable and not detrimental to the minority shareholders;
- Reviewed the Circular to Shareholders in relation to the proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature and recommended to the Board for approval;
- Reviewed submission of disclosures on the changes in shareholdings held by Directors, any conflict of interest situation that may arise within the Company or the Group on a quarterly basis;
- Reviewed any other transactions that do not fall within the definition of a related party transaction as stated in Chapter 10 of the Listing Requirements but involve a certain level of conflict of interest due to the close proximity of the transacting parties so that to safeguard the best interest of the Company.

6. Annual Reporting

- Reviewed the consolidated audited financial statements of the Company and the Group and confirmed with the management and the external auditors that the statements have been prepared in compliance with applicable Financial Reporting Standards and recommended to the Board for approval;



AUDIT COMMITTEE REPORT

- Reviewed the Audit Committee Report, Reports on related party transactions and recurrent related party transactions, Corporate Governance Overview Statement including the Corporate Governance Report, Statement on Risk Management and Internal Control, Sustainability Report/Statement, record on Share Buy-Back and any other statements of the Annual Report and recommended to the Board for approval.

7. Corporate Governance

- Reviewed and reported to the Board, any conflict of interest situation (excluding related party transactions) that arose, persists or may arise during the financial year as well as persisting conflict of interest from previous years together with the measures taken to resolve, eliminate or mitigate such conflict;
- Reviewed relevant regulatory changes and ensure compliance by the Company and the Group;
- Reviewed the reports or matters involving the interest as proposed by the management.

INTERNAL AUDIT FUNCTION

The Group has an in-house Internal Audit Department that is independent of the activities and operations it audits. The head of internal audit reports directly to the Audit Committee who reviews and approves the Internal Audit Department's annual risk-based audit plan.

The Internal Audit Department is considered an integral part of the assurance framework and its primary mission is to provide assurance on the adequacy and effectiveness of the risk, control and governance of the Group.

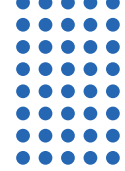
During the year, various internal audit assignments have been undertaken covering various areas, departments and subsidiaries within the Group.

Internal audit reports incorporating audit recommendations and management responses were presented to the Audit Committee for deliberations and forwarded to management to carry out necessary preventive and corrective actions.

SUMMARY OF ACTIVITIES UNDERTAKEN BY THE INTERNAL AUDIT DEPARTMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

- Prepared annual risk-based audit plan for Audit Committee's deliberations;
- Performed risk assessment to evaluate risk within the organisation for audit planning purposes;
- Implemented the annual audit plan, performed financial, operational and compliance audits on various areas and companies in the Group to ascertain the adequacy and integrity of their system of internal controls;
- Reviewed related party transactions to assess compliance with Listing Requirements;
- Carried out ad-hoc appraisals and reviews as requested by the Audit Committee or management;
- Performed follow up reviews to ensure that agreed management actions have been effectively implemented;
- Provided consulting services, i.e. provide advice and assistance to management and staff on procedures, systems, internal control matters etc. throughout the year to assist management in meeting its objectives.

The total costs incurred by the Internal Audit Function of the Group for year 2023 was RM230,562 (2022: RM204,067).



SUSTAINABILITY STATEMENT

INTRODUCTION

The Board of Directors at GUH Holdings Berhad (“GUH” or the “Company”) firmly believes that integrating sustainability into our core strategy is essential for the enduring prosperity of GUH and all its subsidiary companies (“GUH Group”). Our commitment extends beyond mere compliance, we aim to lead by example in adopting practices that are environmentally sustainable, socially beneficial, and governed by the highest standards of integrity. We recognise that our actions have a profound impact on the world around us and we are dedicated to making that impact overwhelmingly positive, ensuring that our operations contribute to the well-being of both the planet and its people.

In our journey towards sustainability, we are actively pursuing initiatives that align with our vision of a greener, more equitable future. This includes reducing our environmental footprint, fostering a culture of inclusivity and respect within our workforce and engaging in transparent and ethical business practices. By doing so, we not only enhance our operational efficiency but also build stronger and more meaningful connections with our stakeholders. Our Sustainability Statement serves as a testament to these efforts, highlighting the steps we are taking to achieve our sustainability goals and the progress we have made thus far.

At GUH Group, we view sustainability not as a challenge, but as an opportunity to innovate and drive positive change. We are committed to continuous improvement, regularly reviewing and updating our sustainability strategies to address emerging challenges and leverage new opportunities. Through this dynamic approach, we aim to contribute to a more sustainable future, delivering long-term value to our stakeholders and playing our part in addressing the global sustainability agenda. This Sustainability Statement is a reflection of our dedication and an invitation to our stakeholders to join us in this important endeavour.

SCOPE BOUNDARIES

This Sustainability Statement adheres to the guidelines outlined in the Main Market Listing Requirements, specifically concerning the Sustainability Statement in the Annual Report of Listed Issuers issued by Bursa Malaysia Securities Berhad. It offers an overview of the Group’s sustainability performance and accomplishments for the fiscal year concluded on 31 December 2023. The report covers operations within GUH Group’s Electronic, Properties, Utilities, Plantation and eVehicle/Battery Divisions.

Recognising that there isn’t a universal approach to sustainability governance, GUH Group has worked to embrace a customised approach that effectively addresses sustainability concerns and reporting requirements.

Electronic Division

The Electronics Division of GUH Group is at the forefront of technological innovation, focusing on the development and manufacturing of electronic components and systems. This division is pivotal in catering to the ever-evolving needs of the global electronics market. By harnessing cutting-edge technologies and maintaining high-quality standards, the Electronic Division aims to enhance the efficiency and performance of electronic products, contributing significantly to the group’s sustainability goals through responsible manufacturing practices.

Properties Division

GUH Group’s Properties Division specialises in real estate development, covering residential, commercial, and industrial properties. This division is committed to creating sustainable living and working environments that meet the highest standards of quality and comfort. By integrating green building practices and innovative design, the Properties Division strives to minimise environmental impact while providing value to customers and stakeholders, aligning its operations with the Group’s sustainability objectives.

Utilities Division

The Utilities Division is a critical component of GUH Group, focusing on the provision of essential services such as water, electricity and sewerage management. This division plays a key role in promoting environmental sustainability through the efficient management of resources and the implementation of eco-friendly practices. By investing in renewable energy sources and sustainable infrastructure, the Utilities Division aims to ensure the reliable and sustainable delivery of utilities, contributing to the overall well-being of the communities it serves.



SUSTAINABILITY STATEMENT

Plantation Division

The Plantation Division of GUH Group is engaged in the cultivation and production of agricultural commodities, with a strong focus on sustainable agriculture practices. This division is committed to ensuring the responsible use of land and natural resources, promoting biodiversity, and enhancing livelihoods within rural communities. By implementing sustainable farming techniques and responsible stewardship of the environment, the Plantation Division contributes to the group's sustainability vision, ensuring the ethical and sustainable production of commodities.

eVehicle/Battery Division

Reflecting GUH Group's commitment to sustainable transportation, the eVehicle Division specialises in the sales and distribution of electric vehicles (EVs). This division is dedicated to reducing the carbon footprint of transportation through innovative EV technologies and solutions. By focusing on the advancement of electric mobility, the eVehicle Division aims to lead the transition towards a more sustainable future, aligning with global efforts to combat climate change and reduce reliance on fossil fuels. Battery Division involves in research and development, manufacture, assembly and sale of lithium battery products for e-scooters, e-tricycles, EV and all consumer appliances and applications.

REPORTING TIME FRAME

In covering the reporting time frame from 1 January 2023 to 31 December 2023 for GUH, it is crucial to highlight the Company's strategic initiatives, financial performance, operational advancements and market position throughout the year. GUH Group, a diversified company with interests in manufacturing, property development and utilities, has navigated through the year with a focus on innovation, sustainability and expansion.

The period saw the Company implementing key strategies aimed at enhancing its core competencies, improving operational efficiency and expanding its market reach both domestically and internationally. Financially, the Company aimed to strengthen its profitability and shareholder value through prudent financial management and strategic investments. Operational milestones included the launch of new products, entry into new markets and the adoption of sustainable practices to align with global environmental standards. The Company's performance in 2023, amidst the challenges and opportunities presented by the global economic environment, reflects its resilience and commitment to growth.

ASSURANCE

There is no external assurance or independent evaluation of the performance data published in this Statement. All the data has been validated by the information owners and reviewed by the Internal Auditors. We shall consider the involvement of third parties for the external verification when necessary.

OUR REPORTING STANDARDS

This Statement is prepared in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") with reference to Bursa Securities's Sustainability Reporting Guide - 3rd Edition and Toolkits released by Bursa Securities.

STAKEHOLDER ENGAGEMENT

GUH is dedicated to becoming a leading conglomerate that not only achieves success but also creates value for its shareholders, employees, suppliers/vendors, customers and the broader community. Our commitment to sustainability is at the core of our business strategy, ensuring that we maintain responsible practices across our entire supply chain. By prioritising sustainability, we aim to minimise our environmental impact, foster a positive workplace and contribute to the economic and social well-being of the communities we serve.

Understanding the critical role of effective communication, GUH actively engages with all its stakeholders to grasp their needs and expectations fully. This continuous engagement is more than a corporate responsibility, it's a strategic approach to align our business objectives with the sustainable development goals of our stakeholders. Through open and transparent dialogue, we are able to build trust and foster strong relationships that are mutually beneficial. This process of engagement allows us to stay ahead of emerging sustainability trends and challenges, ensuring that we remain responsive and adaptive in a rapidly changing world.



SUSTAINABILITY STATEMENT

The feedback and insights gathered from our stakeholders are valuable to our sustainability journey. They enable us to identify new opportunities for sustainable growth and to anticipate and manage potential risks effectively. By integrating this feedback into our strategic planning, we can make informed decisions that reflect the expectations of our stakeholders and the demands of the global market. This collaborative approach not only enhances our sustainability performance but also strengthens our competitive advantage, positioning GUH as a forward-thinking and responsible conglomerate committed to making a positive impact on society and the environment.

COMMITMENT INTO SUSTAINABILITY

The Board believes that sustainable business is crucial, given the fast-paced changes in the external environment, customer preferences, regulatory landscape and investor expectations. Understanding long-term trends allows GUH Group to respond to new opportunities. GUH is committed to grasping future customer needs, cooperating with regulators, building a positive reputation and motivating employees, all contributing to a compelling business case.

To strengthen GUH Group's reputation and goodwill, sustainability serves as a framework for managing social and environmental changes, including new technology, government policies and customer demands. The Group has established Sustainability Policies and Guidelines applicable to all Directors and employees, ensuring their implementation at all times.

Recognising the impact of good governance on environmental and social responsibilities, the Board is focused on aligning GUH Group's corporate culture with future-fit principles. A robust strategy guides the Group in delivering on its environmental, social and governance commitments.

Identifying material sustainability matters crucial to its business operations, GUH Group maintains control over these aspects, categorising them into four core components: economic, environmental, social and governance. This proactive approach ensures effective management and care of material sustainability matters.

SUSTAINABILITY CORPORATE GOVERNANCE STRUCTURE

The Board, consisting of seven members, including the Chairman, CEO/Group Managing Director, two Non-Executive Directors and three Independent Non-Executive Directors, determines the strategic direction of GUH Group. It has integrated sustainability into its strategic formulation, with support from the CEO/Group MD, the Chief Operating Officer ("COO") and Division Heads, ensuring structured sustainability governance throughout the organisation. The ultimate responsibility for managing risks and internal controls lies with the Board, reinforcing its commitment to sustainability and effective governance.

The governance framework for sustainability within GUH Group is meticulously structured to ensure effective oversight and management of sustainability practices and performance. At the apex of this structure is the Board of Directors, which bears the ultimate responsibility for the Group's sustainability endeavours. To bolster the Board's efforts, the Risk Management & Sustainability Committee comprising three Independent Non-Executive Directors, plays a critical role. This Committee is tasked with the identification, evaluation and management of significant risks that could impact the business, including those related to new investments or divestments. It also oversees the development and implementation of robust action plans to mitigate these risks.

Supporting the Committee in its mission are the CEO/Group MD, COO and Division Heads, who are instrumental in handling sustainability matters on a day-to-day basis. This collaborative approach ensures that sustainability is woven into the fabric of GUH Group's operations, with clear lines of accountability and a unified direction across all levels of the organisation.

The Committee's responsibilities extend to overseeing the integration of sustainability strategies into the Group's overall business model. This includes ensuring that all new investments and divestments are scrutinised for their sustainability impact and that appropriate systems are in place to manage the Group's overall risk exposure. The governance structure is designed to facilitate a comprehensive and proactive approach to sustainability, ensuring that GUH Group not only meets but exceeds its sustainability objectives.



SUSTAINABILITY STATEMENT

The Risk Management & Sustainability Committee conducts meeting at least once a year and may be requested as and when necessary.

The present members of the Committee are:

Ms. Phoon Yee Min
Chairlady, Independent Non-Executive Director

Dato' Dr. Gan Kong Meng
Member, Independent Non-Executive Director

Mr. Teng Chang Yeow
Member, Independent Non-Executive Director

The members of the Risk Management & Sustainability Committee play a leading role in sustainability management within GUH Group. A good mix of coordinating executives and Board level representatives can be a forceful drive to genuine engagement on sustainability issues among senior leaders of the business as well as mobilising the support of the workforce.

The Risk Management & Sustainability Committee is accountable for the sustainability strategy and performance of GUH Group's business.

Duties of the Risk Management & Sustainability Committee include among others, the following:

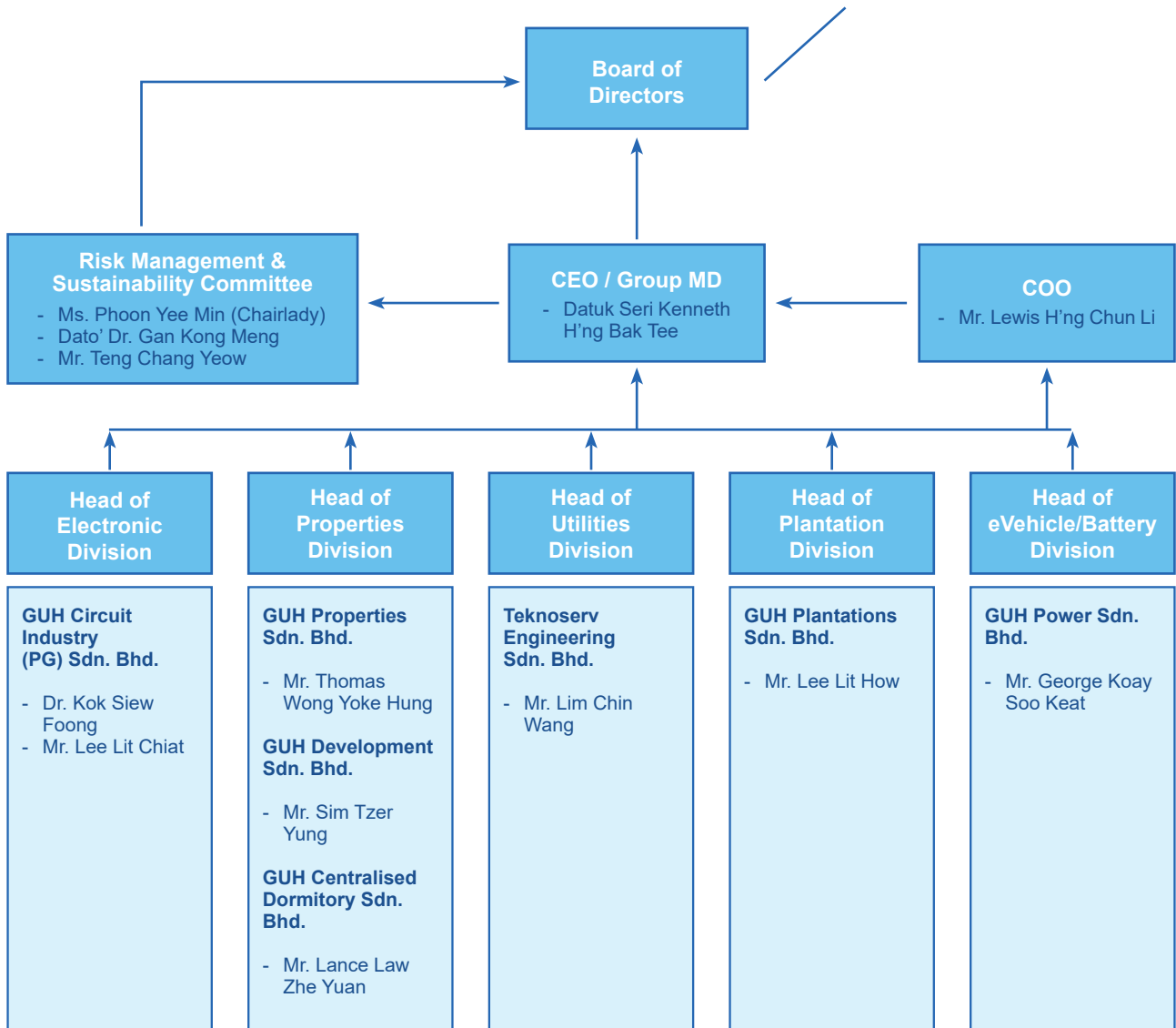
- To oversee the risk management activities of GUH Group and approve appropriate risk management procedures and measurement methodologies across the organisation;
- To review reports on operational risks from all divisions of GUH Group;
- To assess the risks in new investments and/or divestments;
- To review the effectiveness of overall risk management at the divisional level;
- To review and make recommendations to the Board in relation to risk management;
- To monitor the risk management exposure of GUH Group;
- To recommend or advise on significant proposed changes to risk management policies and strategies;
- To review together with other committees, the management, Group internal audit and external auditors, any significant risks and exposure that exist and assess the steps or mitigation plan that management has taken in a timely manner to minimise such risks to GUH Group;
- To evaluate risk management processes and the effectiveness of measures undertaken to address those identified risks to minimise any exposures to risks and frauds;
- To assess whether GUH Group's risk management and sustainability policies are communicated effectively to ensure embedded as part of GUH Group's corporate culture;
- To align GUH Group's sustainability strategy with its cooperate strategy and values to ensure focused and effective effort;
- To oversee management of material sustainability issues that may impact on the sustainability or reputation of GUH Group including setting the Group sustainability strategies, priorities, targets and to ensure these be communicated to the internal and external stakeholders;
- To monitor and report to the Board on GUH Group's progress on its sustainability commitments in the context of environmental, social and governance (ESG);
- To review GUH Group's annual Sustainability Report/Statement for submission to the Board for approval and publication in the Company's Annual Report.

Risk management is firmly embedded in GUH Group's management system and the Board believes that risk management is critical to the GUH Group's sustainability. The Board has, through its Risk Management & Sustainability Committee established a sound risk management and control framework that was implemented throughout GUH Group. The risk management process assists GUH Group to achieve its performance and profitability targets by providing risk information to enable better decision making. The Board has the ultimate responsibility for managing risks and internal controls associated with the operations of each division in GUH Group.



SUSTAINABILITY STATEMENT

1. Tan Sri Dato' Seri H'ng Bok San (Chairman)
2. Datuk Seri Kenneth H'ng Bak Tee (CEO / Group MD)
3. Dato' Harry H'ng Bak Seah (Non-Executive Director)
4. Datin Seri Jessica H'ng Hsieh Ling (Non-Executive Director)
5. Dato' Dr. Gan Kong Meng (Independent Non-Executive Director)
6. Ms. Phoon Yee Min (Independent Non-Executive Director)
7. Mr. Teng Chang Yeow (Independent Non-Executive Director)



Sustainability Working Group

- Comprises various Division Heads within the Group
- Tasked with ensuring that strategies and plans are implemented
- Monitors progress of sustainability initiatives, activities and targets are reported to the COO and CEO / Group MD



SUSTAINABILITY STATEMENT

MATERIALITY ASSESSMENT PROCESS

GUH Group identifies its sustainability matters by assessing the significance and materiality of each of the sustainability concerns based on its level of impact and influence to the Group, by taking the current economic, environmental and social trends both locally and globally into consideration. The materiality assessment was conducted internally during the financial year under review. The materiality assessment enables GUH Group to identify and prioritise potential key sustainability risks and opportunities that may impact GUH Group business operation and key stakeholders.

The materiality assessment process on sustainability matters of GUH Group is reflected below:

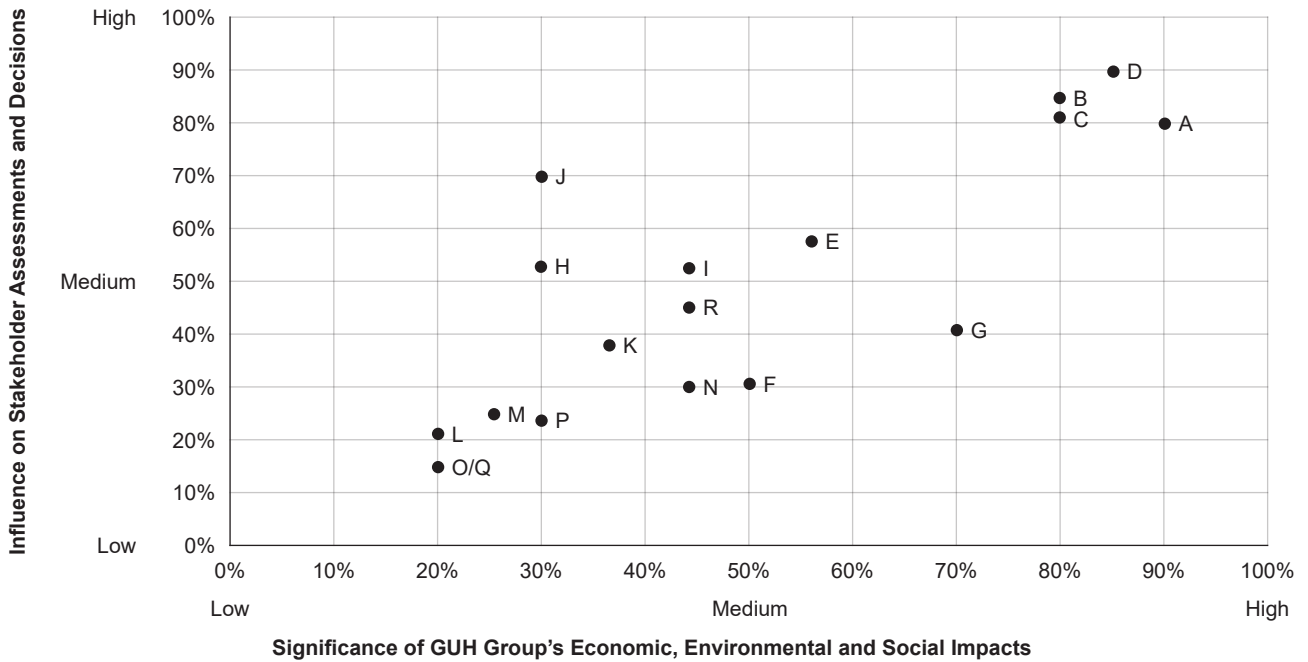


ECONOMIC	ENVIRONMENTAL	SOCIAL	GOVERNANCE
A. Customer Demand Based Business Model / Product Innovation B. Quality Commitment C. Supply Chain Management System E. Strategic Partners	F. Energy Management and Resource Conservation G. Responsibilities on Discharges to Air, Water and Land H. Active Role and Role Model	I. Leadership and People Interaction J. Trainings K. Safe Working Environment L. Creating a Sense of Belonging M. Conducive Work-Place N. Employees Welfare and Workforce Diversity O. A pledge to the Triple Bottom Line P. Contribution to the Industrial Fraternity Q. Community Cohesion R. Healthy Lifestyle	D. Business Integrity/ Governance



SUSTAINABILITY STATEMENT

Materiality Matrix



GOVERNANCE MATTERS

GUH Group is deeply committed to upholding the highest standards of integrity, honesty, and fairness in all its business dealings. This commitment is reflected in the Company's rigorous adherence to all relevant laws and regulations, ensuring that its operations are conducted transparently and ethically. By providing accurate and timely information to all stakeholders, including investors, employees, customers, and the wider public, GUH Group fosters a culture of transparency and trust. The company is dedicated to respecting the rights, dignity, and diversity of individuals, recognising the value of each stakeholder in contributing to the Company's success. This ethos is central to establishing effective corporate governance structures that promote accountability and ethical decision-making across all levels of the organisation.

In its pursuit of sustainability, GUH Group places a strong emphasis on adopting practices that minimise environmental impact and contribute positively to societal well-being. The Company is proactive in supporting initiatives that address social challenges and promote community development, reflecting its commitment to corporate social responsibility. By integrating sustainable practices into its business model, GUH Group not only mitigates its environmental footprint but also sets a benchmark for responsible business conduct in the industry. This approach underscores the Company's belief in the importance of balancing economic success with environmental stewardship and social equity.

Furthermore, GUH Group prioritise the delivery of high-quality products and services to meet and exceed customer expectations, ensuring that customer satisfaction remains at the forefront of its business strategy. The well-being of its employees is also a top priority, with the company providing a supportive work environment, fair compensation and opportunities for professional growth. Financial integrity and accountability are upheld through meticulous financial reporting and responsible resource management, ensuring the Company's long-term sustainability and profitability. Through these comprehensive measures, GUH Group demonstrates its unwavering commitment to ethical business practices, environmental conservation, and social responsibility, setting a standard for excellence in corporate governance.



SUSTAINABILITY STATEMENT

ANTI BRIBERY AND CORRUPTION POLICY

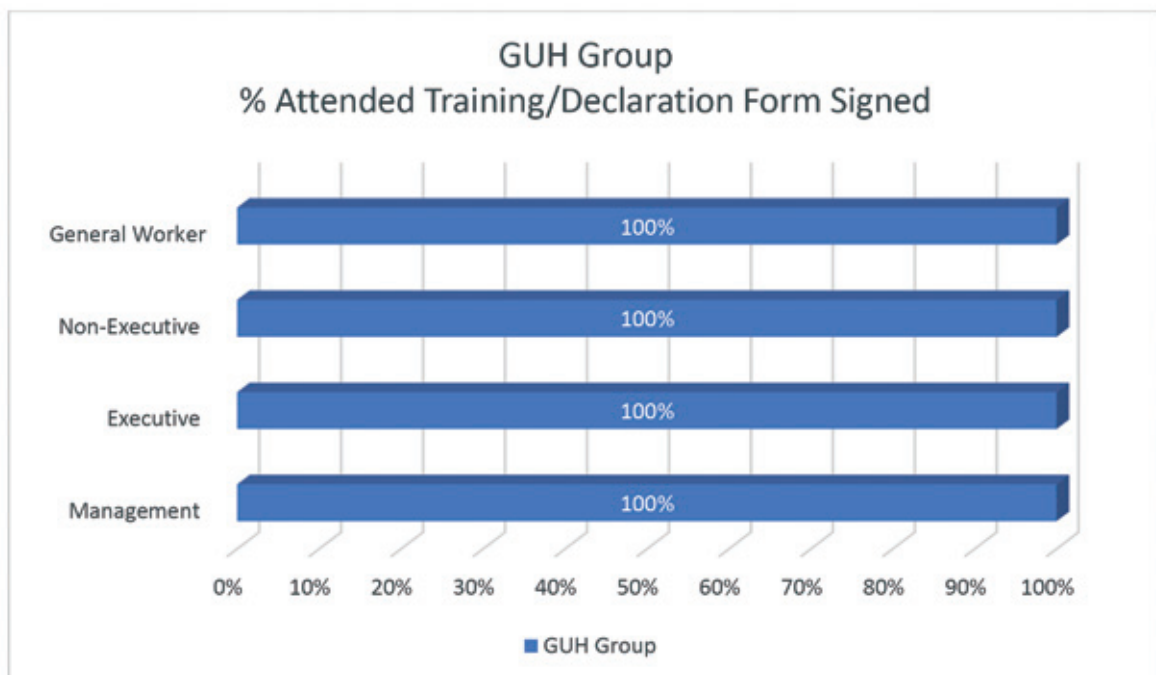
Business integrity and ethics are pivotal to GUH Group’s sustained success, with a strong emphasis placed on ethical conduct and a steadfast commitment to maintaining high standards of corporate ethics. This commitment extends to strict compliance with all applicable laws and regulations governing our business practices. The Audit Committee, led by a seasoned Independent Non-executive Director, plays a crucial role in identifying and managing potential risks that could impact GUH Group’s operations. This committee is responsible for overseeing the Internal Audit Department, which is tasked with performing regular internal audits, audits on transactions involving related parties, enterprise risk management surveys, and ad-hoc audits, all aimed at ensuring adherence to the established rules, regulations and policies.

GUH Group rigorously enforces the Malaysian Anti-Corruption Commission (Amendment) Act 2018, guaranteeing full compliance with its requirements. Demonstrating our dedication to ethical business practices, we have adopted a comprehensive Anti-bribery and Corruption Policy that mirrors our zero-tolerance approach to bribery and corruption in any form within our daily operations. As part of this commitment, a “No Gift” Policy has been implemented, which prohibits employees from accepting or giving gifts, barring specific procedures and exceptional circumstances, with a detailed gift register form maintained for oversight and evaluation of gift transactions.

Regarding anti-corruption measures, GUH Group has experienced no substantiated complaints related to Anti-Bribery & Corruption or gift-giving incidents across the fiscal years 2021, 2022 and 2023, achieving our KPI target of zero complaints. This record underscores our unwavering commitment to upholding a corruption-free environment in all aspects of our business operations.

Anti - Corruption	FY 2021	FY 2022	FY 2023	Target (s)
Substantiated complaints pertaining to Anti-Bribery & Corruption and gift giving incidents	0 case	0 case	0 case	0 case

To further amplify GUH commitment towards its Anti-bribery and Corruption Policy, the Group has mandated all staff to undergo its yearly Anti-Bribery and Anti-Corruption training. Below are the percentages of staff undergoing the Anti-Bribery and Anti-Corruption training and sign declaration form.





SUSTAINABILITY STATEMENT

GUH Group enforces a strict mandate requiring all contractors and suppliers to adopt and strictly adhere to comprehensive Anti-bribery and Anti-corruption policies, reflecting our unwavering commitment to ethical business practices and integrity. Presently all contractors and suppliers are notified in all necessary documents.

The risk assessment across various operational areas in daily business operation is performed. Due diligence checks were performed on potential business partners and employees were trained to recognise and report suspicious behaviour. Overall, with the efforts of risk management framework, yielding commendable targets achieved across all areas of operation.

WHISTLEBLOWING POLICY

GUH Group is committed to maintaining the highest standards of ethical conduct, integrity and transparency in all aspects of our business operations. As part of this commitment, we have implemented a Whistleblowing Policy to provide a safe and confidential channel for employees and stakeholders to report any concerns about potential wrongdoing within the company.

This Whistleblowing Policy applies to all employees, contractors, suppliers, customers and other stakeholders associated with GUH Group. It covers any suspected or actual misconduct, fraud, corruption, unethical behaviour, or violation of laws, regulations, or company policies that may occur within GUH Group or in connection with its business activities.

In addition, GUH Group has put in place a strong Whistleblowing Policy and Procedures, enabling stakeholders to report any suspicions of corruption, malpractice, or misconduct within the company safely and without fear of reprisal. To further prevent conflicts of interest, all employees must annually complete a Conflict-of-Interest Declaration Form, reaffirming their dedication to the highest levels of integrity and transparency in their roles.

Individuals who become aware of or suspect misconduct within GUH Group are encouraged to report their concerns promptly. Reports can be made anonymously through designated whistleblowing channels, including:

Email	Letter
whistleblowing@guh.com	Human Resource Department GUH Holdings Berhad Part of Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, Bayan Lepas, 11900 Penang, Malaysia

Reports should include detailed information such as the nature of the concern, relevant dates, individuals involved and supporting evidence to facilitate thorough investigation and resolution.

Confidentiality is paramount in the whistleblowing process. GUH Group ensures that all reports are treated with the utmost confidentiality, and the identity of the whistleblower is protected to the fullest extent possible, in compliance with legal requirements and investigative needs.

In promoting a culture of transparency and accountability, GUH Group demonstrates its commitment to upholding ethical standards and fostering trust within the organisation.

DATA PRIVACY AND BREACH

To ensure fair and ethical practices within its operations, the Internal Audit Department at GUH Group plays a pivotal role in upholding the highest standards of integrity and compliance. This commitment is further reinforced by the Group's adherence to stringent personal data protection guidelines, consistent with the Personal Data Protection Act 2010. The organisation is dedicated to safeguarding personal and sensitive information, employing robust data and security measures to prevent unauthorised access or disclosure to external entities. Additionally, GUH Group ensures that all critical documents, including authority-approved blueprints and pricing information, are securely stored in locations that are accessible only to personnel with the appropriate authorisation, highlighting the Company's dedication to confidentiality and the protection of sensitive information.

Data privacy and security	FY 2021	FY 2022	FY 2023	Target (s)
No. of complaints on breach data	0 case	0 case	0 case	0 case



SUSTAINABILITY STATEMENT

ENVIRONMENTAL MATTERS

GUH Group, recognising the imperative of environmental stewardship, has ingrained sustainability into the essence of its operations. The organisation's commitment is evident through its multifaceted approach to environmental responsibility, encompassing energy efficiency, waste management and the preservation of natural resources. Through strategic initiatives, GUH Group actively reduces its environmental footprint, employing energy-saving technologies and waste reduction strategies to enhance efficiency and sustainability across all aspects of its business.

The Company places a high priority on responsible resource management, optimising the use of water and energy within its operations and extending these principles to its supply chain. By promoting recycling and the use of eco-friendly materials, GUH leads by example, encouraging stakeholders to adopt sustainable practices. This commitment extends beyond internal operations, as the organisation works diligently to comply with environmental regulations, ensuring that all activities are conducted in a manner that minimises ecological impact.

Innovation and collaboration are central to GUH Group's approach to environmental sustainability. The Company invests in renewable energy projects and electric vehicles, showcasing its dedication to cleaner energy solutions and reduced greenhouse gas emissions. These efforts are part of a broader vision to contribute positively to a sustainable future, demonstrating leadership in environmental stewardship within the industry and the communities it serves.

GUH's sustainable journey is a testament to its belief in the power of collective action to address environmental challenges. By fostering a culture of sustainability within the organisation and among its partners, GUH aims to inspire a shift towards more sustainable business practices globally. The Company's unwavering dedication to environmental responsibility underscores its role as a catalyst for positive change, driving forward the agenda for a greener and more sustainable future.

ENVIRONMENTAL STRATEGIES

In response to the urgent call for action to address environmental challenges, GUH Group has undertaken a significant initiative to enhance its Environmental Strategy. This endeavour underscores our unwavering commitment to sustainability and our responsibility to mitigate our ecological footprint.

At GUH, we envision ourselves as pioneers in environmental sustainability within our industry. Our vision extends beyond mere compliance, we strive to set the standard for responsible environmental stewardship, inspiring others to join us in creating a greener, more sustainable future for generations to come with the following key objectives and implementation plans:

Key Objectives	Implementation Plan
Carbon Neutrality	Setting Clear Targets
Resource Efficiency	Employee Engagements
Biodiversity Conservations	Technology and Inventions
Pollution Prevention	Collaborations and Partnerships
Sustainable Supply Chain	Continuous Improvements

Environmental sustainability is not just a priority but a core value at GUH Group. Through our updated Environmental Strategy, we reaffirm our steadfast commitment to preserving the planet and creating a sustainable future for all. By leading by example and embracing innovation, collaboration, and continuous improvement, we are confident that we can make a significant and lasting impact on environmental sustainability, both within our organisation and beyond.



SUSTAINABILITY STATEMENT

CARBON EMISSIONS

GUH Group recognises the critical importance of addressing carbon emissions in combating climate change. As a responsible corporate citizen, we are committed to taking decisive action to reduce our carbon footprint and mitigate the environmental impact of our operations. Our approach to carbon emissions reduction is guided by a clear set of principles and strategies aimed at driving meaningful change and contributing to a more sustainable future.

GUH Group is dedicated to setting ambitious targets for carbon neutrality across all our operations. We understand that achieving carbon neutrality is not only an environmental imperative but also a moral obligation to future generations. By setting clear goals and timelines, we are actively working towards reducing our greenhouse gas emissions and transitioning to more sustainable energy sources.

To achieve carbon neutrality, GUH Group is implementing a multifaceted approach that encompasses various initiatives, including energy efficiency measures, renewable energy adoption, and carbon offsetting strategies. We recognise the importance of investing in energy-efficient technologies and practices to minimise our energy consumption and reduce emissions. Additionally, we are actively exploring opportunities to integrate renewable energy sources, such as solar and wind power, into our operations to further reduce our carbon footprint.

In conclusion, GUH Group stance on carbon emissions is clear. We are fully committed to reducing our carbon footprint and transitioning to a more sustainable future. Through ambitious targets, innovative strategies, and transparent reporting, we are actively working towards achieving carbon neutrality and making a positive impact on the environment. As a responsible corporate citizen, we will continue to prioritise environmental sustainability in all aspects of our business operations, ensuring a greener and more sustainable future for generations to come.

SCOPE 1- GHG EMISSIONS

GUH Group has been steadfast in its commitment to sustainability, actively seeking ways to reduce its environmental impact through the prudent use of fuels and the exploration of cleaner, alternative energy sources. Our sustainability practices are designed to limit fuel consumption across all areas of operation, aligning with our long-term goals of decreasing our carbon footprint and mitigating the effects of climate change.

Petrol

Division	Unit	FY 2021	FY 2022	FY 2023
GUH Holdings	Litres	6,028	4,355	6,803
Electronic	Litres	8,757	17,665	13,680
Properties	Litres	9,563	11,761	11,973
Utilities	Litres	4,987	6,529	9,299
Plantation	Litres	-	-	-
eVehicle/Battery	Litres	-	-	-
Total	Litres	29,335	40,310	41,755

Diesel

Division	Unit	FY 2021	FY 2022	FY 2023
GUH Holdings	Litres	-	-	-
Electronic	Litres	127,264	116,557	98,570
Properties	Litres	4,977	1,631	1,307
Utilities	Litres	1,465	-	-
Plantation	Litres	2,098	2,098	2,098
eVehicle/Battery	Litres	-	-	-
Total	Litres	135,804	120,286	101,975



SUSTAINABILITY STATEMENT

Here, we detail the fuel consumption trends over the past three fiscal years, emphasising the volumes of petrol and diesel used across various divisions within GUH Group. The focus is primarily on how these trends reflect our ongoing efforts to optimise fuel use and transition towards more sustainable energy solutions.

During the initial fiscal year, a notable volume of diesel was utilised for electronic manufacturing, totaling 127,264 liters. This figure slightly decreased in the subsequent year to 116,557 liters and further declined to 98,570 liters in the third year, indicating a consistent decrease in diesel consumption over time.

On the other hand, petrol usage within the same division began at 8,757 liters, peaking at 17,665 liters in the second year before reducing to 13,680 liters in the final year. These figures represent a fluctuating but overall decreasing trend in liquid fuel consumption, with no recorded usage of natural gas during the period under review.

Fuel Consumption over the last 3 years			
	FY 2021	FY 2022	FY 2023
	CO2 Emissions (kg)	CO2 Emissions (kg)	CO2 Emissions (kg)
GUH Holdings	13,924.68	10,060.05	15,714.93
Electronic	361,296.87	353,177.75	295,769.63
Properties	35,428.23	31,539.55	31,160.92
Utilities	15,446.17	15,081.99	21,480.69
Plantation	5,621.76	5,621.76	5,621.76
eVehicle/Battery	-	-	-
Total	431,717.71	415,481.10	369,747.93

Source: <https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2023>. The conversion rate used for Diesel is 2.68 and for Petrol is 2.31 based on the average taken into account the mineral content for Malaysia.

These CO2 emission figures are a testament to GUH Group commitment to environmental stewardship, reflecting our concerted efforts to reduce the reliance on fossil fuels and embrace more sustainable energy practices across our operations.

SCOPE 2 – GHG EMISSIONS

ELECTRICITY

GUH Group is committed to sustainability in its electricity usage practices, recognising the importance of reducing energy consumption and minimising environmental impact. Our approach focuses on implementing energy-efficient measures, adopting renewable energy sources, and fostering a culture of responsible electricity usage across our operations.

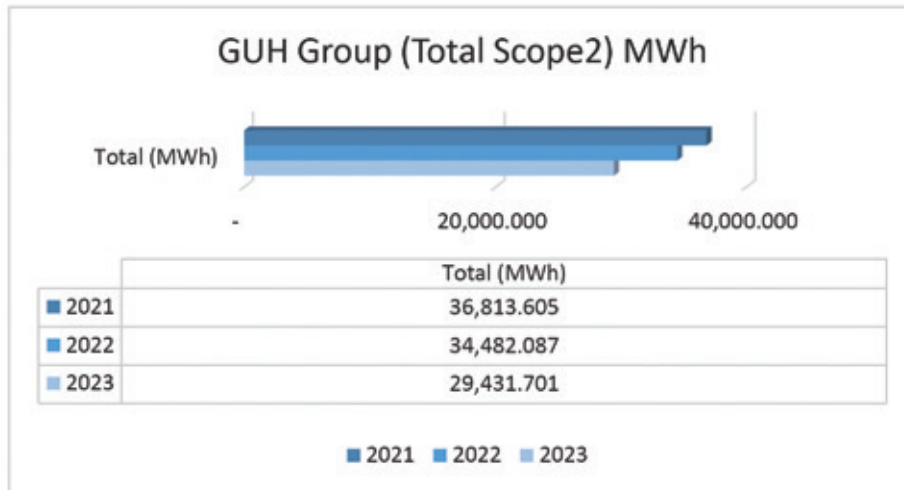
Division	FY 2021 (MWh)	FY 2022 (MWh)	FY 2023 (MWh)
Electronic/GUH Holdings¹	36,667.606	34,335.463	29,283.055
Properties	82.976	85.117	89.988
Utilities	63.023	61.507	58.658
Plantation	-	-	-
eVehicle/Battery	-	-	-
Total (MWh)	36,813.605	34,482.087	29,431.701

¹ The data presented combine both electronic division and the Corporate Office as both are sharing the same building. Hence, the data is combined and categorised under Electronic Division.



SUSTAINABILITY STATEMENT

As shown in the table above, the electricity consumption for GUH Group in the year 2023 is 29,431.701MWh. This metric indicates the average emissions produced per unit of electricity delivered to the organisation in FY 2023, considering both the variety of energy sources utilised in production and the efficiency of the generation process.



GUH Group is dedicated to reducing its environmental footprint through sustainable electricity usage practices. By prioritising efficiency measures, adopting renewable energy sources, and engaging stakeholders, we strive to minimise our carbon footprint and contribute to a greener, more sustainable future.

The table below indicates the carbon emission for all three years. From the table below, it shows that the graph demonstrates a consistent decrease in CO₂ emissions² across all divisions from 2021 to 2023. Notably, Electronic Division show significant reductions, which mirrors the Company’s overall trend towards lower emissions. The Utilities Division, while contributing less to the total emissions, also shows a steady decline, highlighting efficient management and possible implementation of energy-saving measures across different areas of the Company’s operations.

This detailed breakdown by division emphasises GUH Group’s strategic approach towards energy efficiency and its commitment to reducing environmental impact across its diverse operations. The consistent decrease in CO₂ emissions showcases the effectiveness of the Company’s sustainability initiatives and its ongoing dedication to environmental stewardship.

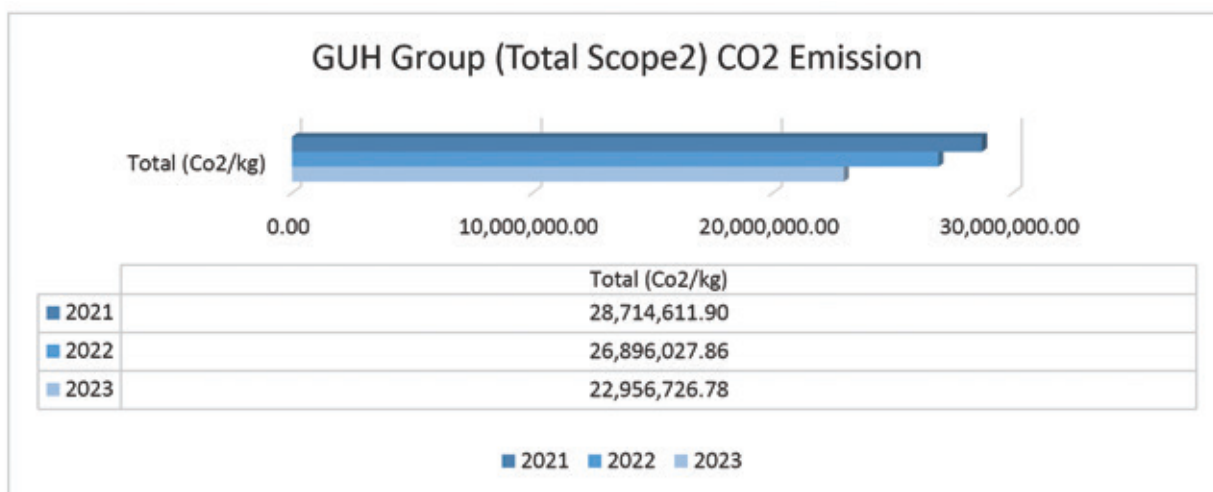
Division	FY 2021	FY 2022	FY 2023
	CO ₂ Emissions (kg) ²	CO ₂ Emissions (kg) ²	CO ₂ Emissions (kg) ²
Electronic/GUH Holdings¹	28,600,732.68	26,781,661.14	22,840,782.90
Properties	64,721.28	66,391.26	70,190.64
Utilities	49,157.94	47,975.46	45,753.24
Plantation	-	-	-
eVehicle/Battery	-	-	-
Total	28,714,611.90	26,896,027.86	22,956,726.78

Source: <https://meih.st.gov.my/>

² For the calculation related to CO₂ Emission Reduction (MT), the following calculation are:
 CO₂ emission (kg) = Electricity consumption x Emissions factor with 780kg CO₂ as emission factor
 With 780kg CO₂ as emission factor



SUSTAINABILITY STATEMENT



SCOPE 3- GHG EMISSIONS

In the context of environmental sustainability and corporate responsibility, understanding and managing Scope 3 emissions is increasingly crucial for businesses aiming to reduce their carbon footprint. Scope 3 emissions encompass indirect greenhouse gas emissions that occur both upstream and downstream in a company’s value chain, not directly controlled by the company but associated with their activities, including both suppliers and consumers. The transportation data analysed reveals a significant portion of Scope 3 emissions related to employee commuting and transportation options such as factory buses and vans.

This analysis underscores the critical role of sustainable transportation strategies in mitigating Scope 3 emissions. With employee commuting contributing significantly to CO2 emissions, there’s an opportunity for organisations to encourage more sustainable practices. Similarly, the use of factory buses and vans demonstrates a commitment to reducing emissions through shared transport solutions, with potential for further optimisation.

These insights highlight the potential environmental benefits of shifting towards more sustainable commuting practices, such as increased use of mass transportation and carpooling initiatives. Such initiatives not only address the environmental impact of commuting but also align with broader corporate social responsibility objectives by promoting greener transportation methods.

SCOPE 3 - EMPLOYEE COMMUTING

The table below indicates the carbon emission for FY 2023.

GUH Holdings

Mode of Transport	Total Distance Traveled (km)	Total CO2 Emissions (kg) ³
Motorcycle	15,360	1,552.59
Own Car	81,840	14,984.58
Total	97,200	16,537.17

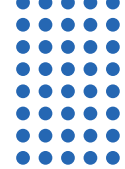
Source: <https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2023>.

³ Factory Buses: Assuming these are more efficient than local buses due to optimised routes and possibly better load factors, we use a slightly lower emission factor than the average local bus. For this calculation, we use 0.09kg/co2 per km

Motorcycle: The emission factor for motorcycles can vary widely based on engine size and fuel type. For this exercise, we use an average of 0.10108 kg/co2 km.

Own Car: We use the same factor as for company cars, which is 0.183096 kg cO2/km, assuming personal vehicles are similar in efficiency to company cars.

Van: We use the same factor as for company cars, which is 0.176596 kg cO2/km, assuming personal vehicles are similar in efficiency to company cars.



SUSTAINABILITY STATEMENT

Electronic Division

Mode of Transport	Total Distance Traveled (km)	Total CO2 Emissions (kg)
Bicycle	24,072	0
Factory Bus 1	69,120	6,220.80
Factory Bus 2	204,360	18,392.40
Factory Van 1	20,400	3,602.56
Factory Van 2	28,176	4,975.77
Factory Van 3	12,240	2,161.54
Factory Van 4	59,568	10,519.47
Factory Van 5	18,000	3,178.73
Factory Van 6	15,624	2,759.14
Motorcycle	597,072	60,352.04
Own Car	252,408	46,214.90
Walk	17,568	0
Total	1,318,608	158,377.35

Properties Division

Mode of Transport	Total Distance Traveled (km)	Total CO2 Emissions (kg)
Motorcycle	37,332	3,773.52
Own Car	398,962	73,048.35
Total	436,294	76,821.87

Utilities Division

Mode of Transport	Total Distance Traveled (km)	Total CO2 Emissions (kg)
Motorcycle	17,136	1,732.11
Own Car	111,144	20,350.02
Total	128,280	22,082.13

Plantation Division

Mode of Transport	Total Distance Traveled (km)	Total CO2 Emissions (kg)
Motorcycle	43,200	4,366.66
Own Car	0	0
Total	43,200	4,366.66

eVehicle/Battery Division

Mode of Transport	Total Distance Traveled (km)	Total CO2 Emissions (kg)
Own Car	31,440	5,756.54

SCOPE 3- BUSINESS TRAVELLING

The Scope 3 emissions calculated for business travel in 2023 provide insightful data into the environmental impact of corporate activities beyond direct operations. With a total of GUH Group's business travels covering a cumulative distance of 359,490 kilometers, in resulting CO2 emissions amounted to 53,923.50 kilograms. This significant carbon footprint reflects the broader implications of business travel, a crucial component of Scope 3 emissions, which encompasses indirect emissions that a company does not directly control but are integral to its value chain.

Year	Total Distance Traveled (km)	Total CO2 Emissions (kg) ⁴
2023	359,490	53,923.50

Source: <https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2023>

⁴ For the calculations related to business travel CO2 emissions, the following emission factor was used:

Short-haul flight (Economy Class): approximately 0.15 kg CO2 per passenger kilometer.

This emission factor was applied to estimate the CO2 emissions for domestic flights, such as those from Penang to Kuala Lumpur, assuming an average distance of 350 kilometers for these flights. The factor is intended to represent the average CO2 emissions for economy class passengers on short-haul flights, which is a common scenario for business travel within a country.

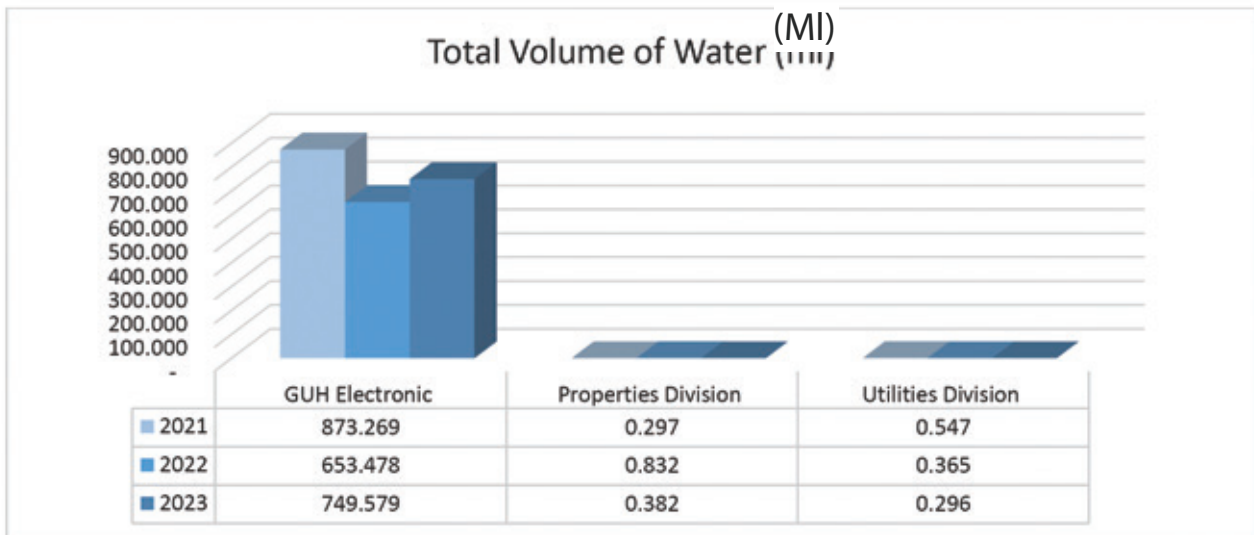


SUSTAINABILITY STATEMENT

WATER

GUH Group adopts a proactive stance on water consumption, recognising its significance in sustainable business operations and environmental stewardship. As part of our commitment to responsible resource management, we prioritise the efficient use of water across our facilities and operations. As indicated in the table provided, GUH Group’s water consumption in the year 2023 amounted to 750.257 megalitre (MI). This metric signifies the average volume of water utilised per unit of operation during the fiscal year 2023, taking into account the diverse sources of water utilised in our processes and the efficiency of our consumption practices.

Year	Electronic Division (MI)	Properties Division (MI)	Utilities Division (MI)	Plantation Division (MI)	eVehicle Division (MI)
2021	873.269	0.297	0.547	-	-
2022	653.478	0.832	0.365	-	-
2023	749.579	0.382	0.296	-	-



The Company approach to water consumption involves several key principles:

- **Efficiency:** We strive to minimise water usage by implementing efficient water management practices and technologies. This includes regular maintenance of equipment to prevent leaks, optimising water usage in production processes and implementing water-saving measures in office spaces and facilities.
- **Conservation:** GUH Group is committed to conserving water resources by promoting responsible water stewardship. This involves raising awareness among employees about the importance of water conservation and encouraging the adoption of water-saving behaviours both at work and at home.
- **Reuse and Recycling:** Where feasible, we explore opportunities to reuse and recycle water within our operations. This may include implementing water recycling systems, capturing rainwater for non-potable uses and exploring innovative technologies for water reuse.
- **Monitoring and Reporting:** We regularly monitor our water usage and track key metrics to assess performance and identify areas for improvement. Through comprehensive reporting and transparency, we strive to communicate our water management efforts to stakeholders and demonstrate our commitment to responsible stewardship.



SUSTAINABILITY STATEMENT

- Continuous Improvement: GUH Group is committed to continuous improvement in water management practices. We actively seek out opportunities to enhance efficiency, reduce waste and minimise our environmental impact through ongoing innovation and collaboration with industry partners and stakeholders.

GUH Group is dedicated to responsible water management as an integral component of our sustainability strategy. By prioritising efficiency, conservation, reuse and continuous improvement, we aim to minimise our water footprint and contribute to the long-term health and sustainability of the communities in which we operate.

WASTE MANAGEMENT

At GUH Group, we take a proactive approach to waste management to uphold our commitment to environmental sustainability and responsible corporate citizenship. Our strategy focuses on waste reduction, recycling, infrastructure investment, compliance, and continuous improvement. By minimising waste generation, promoting recycling and reuse, investing in infrastructure, ensuring compliance with regulations, and continuously seeking improvement, we aim to minimise our environmental footprint and contribute to a cleaner and healthier planet.

As shown in the table below, the different schedule waste from the Electronic Division.

Waste Code	Waste Description	FY 2021 (MT)	FY 2022 (MT)	FY 2023 (MT)	Total (MT)
SW 102	Spent Lead battery	0.000	0.000	0.000	0.000
SW 104	Solder Dross	0.000	0.000	4.244	4.244
SW 110	PCB Scrap	505.943	566.625	484.752	1,557.320
SW 204	Metal Hydroxide Sludge	690.974	836.836	701.726	2,229.536
SW 206	Copper chloride Etchant	2,422.730	1,981.994	1,405.066	5,809.790
SW 206	Copper Nitrate Waste	176.923	152.894	109.584	439.401
SW 206	Copper Sulphate Solution	34.765	13.351	61.286	109.402
SW 305	Spent Lubricating Oil	0.795	0.000	6.048	6.843
SW 306	Spent Hydraulic Oil	0.442	0.000	0.000	0.442
SW 307	Oil-Water Emulsion	2.091	0.000	2.107	4.198
SW 322	Spent Non-Halogenated Organic Solvent	1.540	0.000	1.540	3.080
SW 401	Spent Ammonium Chloride	97.000	98.000	10.004	205.004
SW 404	Covid-19 Test Kit Waste	0.000	0.000	0.050	0.050
SW 409	Disposed Containers Contaminated with Chemical	6.479	7.935	5.546	19.960
SW 410	Contaminated Rags, Paper and Filter	88.622	90.988	68.075	247.685
SW 414	Spent aqueous alkaline solution containing cyanide	0.000	0.000	0.000	0.000
SW 417	Spent Ink	0.000	0.000	9.835	9.835
SW 422	A mixture of sand and activated carbon	0.000	0.000	14.465	14.465
SW 423	Discarded Photographic Wastes	58.322	73.067	49.876	181.265
SW 423	Fixer Scrap and Film Scrap	10.297	8.326	6.694	25.317
Total		4,096.923	3,830.016	2,940.897	10,867.836



SUSTAINABILITY STATEMENT

Fiscal Year	Total waste diverted from disposal (MT)	Total waste directed to disposal (MT)
2021	4,038.601	58.322
2022	3,756.949	73.067
2023	2,890.971	49.926

The table above reflects GUH Group's commitment to environmentally responsible waste management practices over the past three fiscal years. The figures encapsulated in the table are indicative of the Company's rigorous efforts to divert waste from landfills, utilizing more sustainable avenues such as recovery and incineration.

In 2021, Electronic Division managed to recover a substantial volume of waste, amounting to 4,038.601 metric tonnes (MT). This substantial figure signifies the company's dedication to reclaiming materials that otherwise would contribute to the depletion of natural resources. Recovery processes likely include recycling, composting and repurposing, which not only conserve resources but also save energy and reduce greenhouse gas emissions compared to the production of new materials.

The same year, Electronic Division also incinerated 58.322 MT of waste, which is a testament to its efforts in safely disposing of waste that cannot be reclaimed. Incineration is often used for waste that poses a risk of contamination or is not suitable for recovery. This process also has the benefit of reducing the volume of waste, with the residual ash sometimes being used in construction, thereby reducing the demand for landfill space.

In 2022, Electronic Division further demonstrated its waste management prowess, recovering 3,756.949 MT of waste, a slight decrease from the previous year but still a significant avoidance of landfill usage. Incineration figures were slightly higher than in 2021, at 73.067 MT, indicating an increase in the disposal of non-recoverable waste via thermal treatment.

By 2023, Electronic Division continued to prioritise waste avoidance from landfills. The data shows a recovery of 2,890.971 MT, which, despite being lower than the previous years, reflects an ongoing commitment to sustainable waste management. The amount of waste incinerated also slightly decreased to 49.926 MT, which may reflect either a reduction in waste generation or an increase in waste recovery efficiencies.

These figures underscore GUH Group strategic approach to waste management, focusing on minimising waste, maximising recovery for reuse, and responsibly disposing of waste through incineration when necessary. By doing so, the Company contributes significantly to the reduction of landfill usage, which is pivotal in mitigating environmental impacts, preserving land space and ensuring community health and safety.

In 2023, Electronic Division implemented its own scheduled waste management program to effectively manage waste across its operations. Through this program, the company systematically handled waste generation, ensuring proper disposal and recycling practices were followed. The total waste generated for the year amounted to 2,940.897 units, reflecting GUH Group commitment to responsible waste management and environmental stewardship.

Non-Scheduled Waste Management

GUH Group has demonstrated a commendable dedication to sustainable waste management through its paper recycling efforts, as illustrated in the data provided for non-scheduled waste. This eco-conscious practice underscores the Group's commitment to environmental stewardship by substantially reducing the volume of waste directed to landfills and mitigating the environmental impact of paper production.

Over the past three fiscal years, GUH Group's recycling initiative has seen a commendable quantity of paper waste being processed and repurposed. In 2021, the company recycled 72,498 kilograms of paper, which not only conserved valuable resources but also avoided the production of new paper, thereby saving energy and reducing greenhouse gas emissions. A slight decline in the quantity was observed in 2022, with 71,321 kilograms of paper being recycled. The year 2023 followed this trend, with a total of 62,150 kilograms of paper recycled.

The carbon dioxide (CO₂) emissions reduction achieved through these recycling efforts can be quantified by utilising a standard emission factor, which estimates the savings in CO₂ emissions from recycling paper compared to disposing of it in a landfill and manufacturing new paper. By applying this factor, we can determine the environmental benefits of the Group's recycling program in terms of CO₂ emissions avoided.



SUSTAINABILITY STATEMENT

Below is the table that quantifies the CO2 emissions reduction from GUH Group' paper recycling for the years 2021, 2022 and 2023:

Fiscal Year	Paper Recycled (kg)	CO2 Emissions Reduction (MT) ⁵
2021	72,498	123.25
2022	71,321	121.25
2023	62,150	105.66

Source: <https://www.epa.vic.gov.au/-/media/epa/files/publications/1374-1.pdf>

This table reflects the tangible environmental benefits of GUH Group's recycling activities. By focusing on recycling paper, the Company successfully avoids substantial CO2 emissions annually, contributing positively to climate change mitigation efforts and reinforcing the environmental advantages of sustainable waste management practices.



⁵ For the calculation related to CO2 Emission Reduction (MT), the following calculation are:

CO2 emission reduction = Emissions from producing virgin paper - Emissions from recycling paper with approximately 1.3kg CO2 per virgin paper and 1.52kg CO2 per recycled paper



SUSTAINABILITY STATEMENT

MINIMISATION OF GENERATED WASTE

GUH Group adopts a proactive approach to waste management, acknowledging its pivotal role in fostering environmental sustainability and demonstrating responsible corporate citizenship. Our waste management strategy is guided by the following principles:

- **Waste Reduction:** We prioritise waste reduction efforts across our operations by implementing measures to minimise waste generation at the source. This includes optimising production processes to reduce material usage, implementing lean manufacturing principles and promoting the use of reusable and recyclable materials.
- **Recycling and Reuse:** GUH Group actively promotes recycling and reuse initiatives to divert waste from landfills and conserve valuable resources. We segregate waste streams at source and collaborate with certified waste management partners to ensure proper recycling and disposal of materials. Additionally, we explore opportunities to repurpose waste materials within our operations or donate them to charitable organisations for reuse.
- **Waste Management Infrastructure:** We invest in robust waste management infrastructure to support our waste reduction and recycling efforts. This includes the installation of waste segregation bins, compactors, and recycling facilities at our facilities and office locations. We also provide training and education to employees to ensure proper waste handling and disposal practices.
- **Compliance and Regulations:** GUH Group adheres to all relevant waste management regulations and standards to ensure compliance with legal requirements. We conduct regular audits and assessments to monitor our waste management practices and make necessary adjustments to maintain compliance and minimise environmental impact.
- **Continuous Improvement:** We are committed to continuous improvement in waste management practices. Through ongoing monitoring, evaluation, and stakeholder engagement, we identify opportunities for innovation and enhancement in waste reduction, recycling and overall waste management efficiency.

Overall, GUH Group is dedicated to promoting responsible waste management practices as an integral part of our sustainability strategy. By prioritising waste reduction, recycling, compliance, and continuous improvement, we aim to minimise our environmental footprint, conserve resources, and contribute to a healthier planet for future generations.

SOCIAL MATTERS

At GUH Group, it is recognised that the Group's achievements are made possible by the commitment of its employees, the contributions of its supply chain partners and the support of the communities in which it operates. GUH Group strives to be a good employer that attracts and retains high-performing talent, and promotes diversity, non-discrimination, and inclusion in building the workforce. The Company promotes human rights across its operations and supply chain, providing access to equal opportunities and offering back to communities. At GUH Group, the importance of addressing social matters as part of the commitment to responsible corporate citizenship is acknowledged. In this Sustainability Statement, the Company highlights its initiatives and efforts in various social areas to create positive impacts within the organisation and the communities it serves.

Human Rights Violations	FY2021	FY2022	FY2023
Number of substantiated complaints concerning human rights violations	0 case	0 case	0 case

DIVERSITY AND INCLUSION

GUH Group is deeply committed to fostering diversity and inclusion within its workforce. We recognise the invaluable contributions that individuals from diverse backgrounds bring to our organisation and believe that embracing diversity strengthens our Company culture and drives innovation.

Our recruitment and hiring practices prioritise diversity, ensuring that job vacancies are filled based on merit, potential, and performance, regardless of factors such as gender, age, race, or ethnicity. We promote gender equality and respect for all employees, creating a work environment where everyone feels valued and empowered to contribute their unique perspectives and talents. The composition of the Company's employee in 2023 are as follows:



SUSTAINABILITY STATEMENT

Workforce by Gender

The provided data showcase the gender distribution for the member of Board of Directors within our organisation from 2021 to 2023.

Year	Board of Director Male (%)	Board of Director Female (%)
FY 2023	80%	20%
FY 2022	80%	20%
FY 2021	92%	8%

The provided data showcases the gender distribution across various divisions within our organisation from 2021 to 2023, reflecting trends and changes in workforce composition over time.

Gender	2023		2022		2021	
	Total Number	Percentage	Total Number	Percentage	Total Number	Percentage
Male	505	70%	444	66%	394	62%
Female	220	30%	224	34%	246	38%
Total	725	100%	668	100%	640	100%

Gender	2023		2022		2021	
	Male (%)	Female (%)	Male (%)	Female (%)	Male (%)	Female (%)
Management	79%	21%	76%	24%	75%	25%
Executive	59%	41%	59%	41%	57%	43%
Non-Executive	57%	43%	58%	42%	60%	40%
General Worker	78%	22%	74%	26%	63%	37%

Workforce by Employment Category

Employment Category	2023	2022	2021
Management	38	38	36
Executive	143	139	137
Non- Executive	169	177	190
General Worker	375	314	277

Over the past three years, from 2021 to 2023, our company has maintained a consistent workforce across various employee categories. Beginning with the Director level, we've sustained a stable number of 38 individuals leading the organisation with strategic vision and decision-making prowess.

Within the Management tier, comprising key managerial positions responsible for directing teams and operations, we've seen a slight increase from 36 in 2021 to 38 in 2022 and 2023. This reflects our commitment to ensuring effective leadership and guidance throughout the company.

At the Executive level, which encompasses roles crucial for implementing strategies and overseeing departmental functions, we've observed a steady rise in numbers, reaching 143 in 2023. This growth indicates our focus on strengthening our executive team to drive operational excellence and achieve organizational goals.

Similarly, in the Non-Executive category, which includes roles supporting various functions within the company but not involved in direct management, we've maintained a significant presence, with 169 individuals in 2023. This demonstrates our dedication to fostering a diverse workforce with specialised skills and expertise.



SUSTAINABILITY STATEMENT

Among the Direct Labor and General Worker category, which constitutes the backbone of our workforce involved in production and operational activities, we've seen substantial growth over the years, reaching 375 in 2023. This expansion underscores our commitment to optimizing our workforce to meet growing demands and maintain operational efficiency.

Overall, these trends reflect our ongoing efforts to strategically manage our workforce composition, ensuring a balance of leadership, expertise, and operational support to drive sustainable growth and success for our organisation.

GUH Group maintains a stringent policy against hiring contract or temporary staff, with the exception of subcontractors who are not directly under the purview of the company. This approach ensures a dedicated and stable workforce, fostering a culture of commitment and expertise within the organisation. By prioritising direct employment over temporary arrangements, GUH Group aims to cultivate long-term relationships with its employees, fostering loyalty and continuity in its operations.

Total number of employee turnover by employee category

GUH Group

	Management	Executive	Non-Executive	General Worker
FY2023	8	31	18	57
FY2022	2	32	37	82
FY2021	3	22	16	49

Percentage of employee that are contractors or temporary staff

GUH Holdings

	FY2023	FY2022	FY2021
Contractors (%)	4%	4%	-
Temporary Staff (%)	-	-	-

Electronic Division

	FY2023	FY2022	FY2021
Contractors (%)	13%	17%	21%
Temporary Staff (%)	-	-	-

Properties Division

Property		FY2023	FY2022	FY2021
Seremban	Contractors (%)	23%	24%	24%
	Temporary Staff (%)	-	-	-
Simpang Ampat	Contractors (%)	-	-	-
	Temporary Staff (%)	-	-	-
Sg Bakap	Contractors (%)	-	-	-
	Temporary Staff (%)	20%	-	-

Utilities Division

	FY2023	FY2022	FY2021
Contractors (%)	7%	11%	9%
Temporary Staff (%)	-	-	-

Plantation Division

	FY2023	FY2022	FY2021
Contractors (%)	-	-	-
Temporary Staff (%)	-	-	-



SUSTAINABILITY STATEMENT

e-Vehicle/Battery Division

	FY2023	FY2022	FY2021
Contractors (%)	-	-	-
Temporary Staff (%)	-	-	-

Workforce by Age

Over the span of three years, our organisation has observed notable shifts in the age composition of our workforce. In 2021, the majority fell within the 31 to 40 age range, closely followed by those aged 30 and below, with balanced representation across other age brackets. By 2022, there was a slight increase in younger employees, with those aged 30 and below becoming the largest group, indicating a strategic focus on fresh talent. In 2023, this trend continued, with the majority of employees falling within the younger demographics, highlighting ongoing efforts to diversify and adapt to changing industry dynamics. Understanding and catering to the needs of employees across different age groups will remain crucial as we strive to maintain a vibrant and resilient workforce capable of driving organisational success.

The provided data showcase the age distribution for the member of Board of Directors within our organisation from 2021 to 2023.

	Board of Director 30 and below (%)	Board of Director 31 – 40 (%)	Board of Director 41 - 50 (%)	Board of Director 51 and above (%)
FY 2023	-	10%	10%	80%
FY 2022	-	10%	10%	80%
FY 2021	-	8%	-	92%

Age Breakdown	2023		2022		2021	
	Total Number	Percentage	Total Number	Percentage	Total Number	Percentage
30 and below	284	39%	222	33%	184	29%
31-40	191	26%	196	29%	194	30%
41-50	123	17%	133	20%	151	24%
51 and above	127	18%	117	18%	111	17%

FY 2023	Management		Executive		Non-Executive		General Worker	
Age	Total Number	%	Total Number	%	Total Number	%	Total Number	%
30 and below	1	3%	37	26%	37	22%	209	56%
31-40	10	27%	52	36%	28	17%	101	27%
41-50	4	11%	24	17%	43	25%	52	14%
51 and above	22	59%	30	21%	61	36%	14	3%

FY 2022	Management		Executive		Non-Executive		General Worker	
Age	Total Number	%	Total Number	%	Total Number	%	Total Number	%
30 and below	1	2%	49	35%	43	24%	129	41%
31-40	9	24%	39	28%	25	14%	123	39%
41-50	4	11%	23	17%	53	30%	53	17%
51 and above	24	63%	28	20%	56	32%	9	3%



SUSTAINABILITY STATEMENT

FY 2021 Age	Management		Executive		Non-Executive		General Worker	
	Total Number	%	Total Number	%	Total Number	%	Total Number	%
30 and below	0	0%	49	36%	56	29%	79	29%
31-40	7	19%	34	24%	26	14%	127	46%
41-50	5	14%	27	20%	59	31%	60	21%
51 and above	24	67%	27	20%	49	26%	11	4%

To further support diversity and inclusion initiatives, GUH provides ongoing training and development opportunities for employees, focusing on topics such as unconscious bias awareness, cultural competency and inclusive leadership. We also encourage the formation of employee resource groups to provide a supportive network for individuals from underrepresented groups.

Additionally, GUH regularly reviews its policies and practices to identify areas for improvement and ensure that diversity and inclusion remain integral to our organisational values. By fostering a culture of respect, acceptance and belonging, we strive to create a workplace where every employee can thrive and reach their full potential.

EMPLOYEE WELL BEING

The well-being of our employees is paramount. Throughout 2023, we prioritised initiatives to support employee health, safety and work-life balance, including wellness programs, flexible work arrangements, and access to mental health resources. Additionally, we organised a variety of activities aimed at promoting employee well-being and engagement, such as, health screening sessions, bowling tournaments, charity runs and more. The enthusiastic participation of our employees in these events underscores their dedication to maintaining a healthy work-life balance and fostering a positive workplace culture.



GUH Health Screening Day



SUSTAINABILITY STATEMENT



GUH Futsal Match 2023



GUH Charity Run 2023



SUSTAINABILITY STATEMENT



GUH Bowling Tournament 2023

WOMEN REPRESENTATION

GUH Group is steadfast in its commitment to promoting gender diversity and empowering women within its organisation. We recognise the importance of gender equality in fostering a thriving and inclusive workplace culture, and we are dedicated to ensuring that women have equal opportunities for advancement and leadership roles.

Our stance on women representation is rooted in the belief that diverse perspectives lead to better decision-making and drive innovation. We actively strive to increase the representation of women at all levels of our organisation, from entry-level positions to executive leadership roles.

To support this commitment, GUH implements policies and initiatives aimed at promoting gender diversity and inclusion. This includes proactive recruitment efforts to attract talented women candidates, as well as targeted training and development programs to support the career growth and advancement of female employees.

Furthermore, we foster a supportive and inclusive work environment where women feel empowered to succeed and thrive. We encourage mentorship and sponsorship opportunities, provide networking and leadership development programs tailored to women's needs, and actively promote work-life balance initiatives to support women in achieving their professional and personal goals.

GUH Group recognises that achieving gender parity requires ongoing dedication and effort. We are committed to continually monitoring our progress, identifying areas for improvement, and implementing strategies to advance gender diversity and inclusion within our organisation. By championing women representation, we aim to create a workplace where all employees have the opportunity to reach their full potential, regardless of gender.

EMPLOYEE COMMUTING

The Company acknowledges the importance of employee commuting in promoting a healthy work-life balance and overall well-being. Therefore, we place great emphasis on implementing initiatives designed to facilitate safe, efficient, and sustainable commuting options for our workforce. Our approach to employee commuting is underpinned by the following principles.



SUSTAINABILITY STATEMENT

Additionally, we advocate for alternative transportation modes like public transit, cycling, walking and carpooling to minimise environmental impact. Subsidies for public transit passes, bike-sharing programs, and designated carpool parking spaces encourage the adoption of sustainable commuting options.

Employee engagement and education initiatives raise awareness about the benefits of sustainable commuting and provide resources to facilitate the transition. Workshops, informational sessions, and awareness campaigns foster a culture of sustainable commuting and address any concerns or barriers employees may encounter.

GUH Group is committed to continuous improvement in our commuting policies and initiatives. Regular reviews and evaluations ensure their effectiveness, relevance, and alignment with evolving workforce needs and preferences. By fostering a comprehensive approach to employee commuting, we prioritise employee well-being, environmental sustainability and organisational efficiency.

TRAINING

GUH Holdings recognises the pivotal role of employee training in fostering a culture of sustainability within our organisation. Through comprehensive training initiatives, we equip our employees with the knowledge, skills, and tools necessary to integrate sustainable practices into their daily work routines and contribute to our broader sustainability goals.

GUH Group's policies and strategies are designed to enhance the knowledge and skills of our employees through ongoing training initiatives. A core aspect of our strategy is the cultivation of local talent, beginning with internships and progressing to knowledge-sharing partnerships with institutions such as the Institute of Printed Circuits (IPC) and local suppliers. Our comprehensive training plans encompass various avenues, including overseas training opportunities in China, Taiwan and Japan, alongside local training through in-house programs and external expert-led sessions. In 2023, we invested over 2000 man-hours in training, covering both technical skills and soft skills development.

- **Sustainability Awareness Training:**

We provide regular training sessions to raise awareness about key sustainability issues, including climate change, resource conservation, and waste reduction. These sessions highlight the importance of sustainability in our operations and inspire employees to take proactive steps towards minimising our environmental impact.

- **Environmental Compliance Training:**

To ensure adherence to environmental regulations and standards, we offer specialised training programs focused on compliance requirements relevant to our industry and operations. Employees receive guidance on best practices for environmental management and are educated on their roles and responsibilities in maintaining compliance.

- **Energy Efficiency Training:**

Given the significant impact of energy consumption on our environmental footprint, we prioritise training employees on energy efficiency measures and strategies. Through workshops and educational materials, employees learn how to identify energy-saving opportunities, optimise equipment usage and implement sustainable energy practices in their work areas.

- **Waste Management Training:**

Effective waste management is essential for minimising our ecological footprint and promoting circularity. Training programs are conducted to educate employees on proper waste segregation, recycling practices, and waste reduction techniques. By empowering employees with the knowledge and skills to manage waste responsibly, we aim to reduce landfill waste and promote a more sustainable approach to resource management.

- **Sustainability Reporting Training:**

As part of our commitment to transparency and accountability, we provide training on sustainability reporting processes and methodologies. Employees involved in data collection and reporting receive guidance on accurately documenting our sustainability performance, tracking progress towards targets, and communicating our efforts to stakeholders effectively.



SUSTAINABILITY STATEMENT

▪ Continuous Improvement Workshops:

GUH Group fosters a culture of continuous improvement through regular workshops and forums where employees can share ideas, feedback, and best practices related to sustainability. These interactive sessions encourage collaboration, innovation, and collective problem-solving, driving ongoing improvement in our sustainability efforts.

Training employees is crucial for instilling sustainability values within our organisation. GUH Group utilises focused training programs to encourage staff to adopt sustainability as a central ethos and participate actively in our sustainability endeavours. By prioritising the growth of our workforce, we enhance our ability to tackle environmental issues, promote positive transformation, and generate enduring benefits for our stakeholders and the environment.

SAFETY AND HEALTH

Safety and health are fundamental priorities at GUH Group, deeply rooted in our dedication to fostering an environment where employees flourish and excel. Our approach to safety and health is comprehensive, characterised by stringent policies, proactive measures, and a culture of accountability and care. Safety is integral to every facet of our operations, guided by robust policies and procedures that undergo regular review and updates to align with evolving standards and practices.

We adopt a proactive stance towards risk management, proactively identifying and addressing potential hazards to maintain a secure work environment for all employees. Table below shows the training hours for Safety and Health training for each division in three years as well as the training hours by employee category on both health and safety and general training hours respectively.

Year	Number of Employees Trained under Health & Safety
FY 2023	203
FY 2022	163
FY 2021	68

Employee Category	Health & Safety Training Hours	General Training Hours
Management	419 hours	454 hours
Executive	1,617 hours	1,339 hours
Non-Executive	272 hours	163 hours
General Worker	162 hours	0 hour

The above table organises the trainings attended by each employee category, separating them into health & safety training hours and general training hours for the year 2023.

Employee training and education form the cornerstone of our safety and health strategy, equipping our workforce with the knowledge and skills necessary to recognise and mitigate risks effectively. Moreover, we prioritise ongoing education on health and wellness topics to support employee well-being. At GUH Group, safety is a shared responsibility ingrained in our organisational culture. We foster a culture of engagement and empowerment, encouraging employees to actively participate in safety initiatives, provide feedback and report concerns promptly.

Continuous improvement is central to our safety and health efforts, as we strive for excellence in performance through regular evaluation and feedback mechanisms. By embracing a culture of continuous learning and adaptation, we continuously enhance our safety practices to uphold the highest standards of safety and health performance. Additionally, we prioritise employee health and wellness through comprehensive programs that promote physical and mental well-being, including access to healthcare services, wellness workshops and fitness activities. Within the three years, there were no fatalities involved but several minor injuries were recorded.



SUSTAINABILITY STATEMENT

HEALTH AND SAFETY	FY 2021	FY 2022	FY 2023	TARGET(S)
No. of work-related fatality at work sites	0 case	0 case	0 case	0 case

Over the course of three years, from 2021 to 2023, our organisation has maintained a record of work-related accidents and injuries, with a focus on Health & Safety protocols to mitigate risks and ensure employee well-being. In 2021, a single incident involving a trolley falling resulted in a hand injury with fractures, causing one employee to lose 41 days of work. The following year, in 2022, another accident occurred where an employee's hand was injured by an industrial fan, resulting in fractures and 60 lost workdays. In 2023, three minor incidents were reported, including chemical splashes, PCB falls, and drill bit pricks, resulting in finger injuries and a total of 42 lost workdays across all cases. These records highlight the importance of ongoing safety measures and training programs to prevent workplace accidents and ensure the safety and well-being of our employees. Continued vigilance and adherence to safety protocols remain paramount in minimizing the risk of workplace injuries and maintaining a safe working environment for all staff members.

In conclusion, safety and health are foundational values at GUH Group, integral to our vision of creating a workplace where employees thrive and succeed. Through robust policies, proactive initiatives, and a culture of care and responsibility, we are committed to safeguarding the well-being of our employees and enhancing our overall performance and sustainability as an organisation.

Description of work related accidents / injuries	2023					
	Fatality		Major		Minor	
	Cases	Lost days	Cases	Lost days	Cases	Lost days
1. Chemical splash to body cause body injury	0	0	0	0	1	14
2. PCB fall down and hit foot cause foot injury	0	0	0	0	1	14
3. Drill bit pricked inside finger cause finger injury	0	0	0	0	1	14
TOTAL	0	0	0	0	3	42
Description of work related accidents / injuries	2022					
	Fatality		Major		Minor	
	Cases	Lost days	Cases	Lost days	Cases	Lost days
1. Hand injury hit by industrial fan during working – fractures	0	0	0	0	1	60
TOTAL	0	0	0	0	1	60
Description of work related accidents / injuries	2021					
	Fatality		Major		Minor	
	Cases	Lost days	Cases	Lost days	Cases	Lost days
1. Trolley fall down causes the hand injury – fractures	0	0	0	0	1	41
TOTAL	0	0	0	0	1	41



SUSTAINABILITY STATEMENT

Supporting our Local Economy

The data in the table reflects a positive trend in the local economy over a span of three years, from 2021 to 2023, with an increasing percentage of local engagement versus foreign. In 2021, Electronic division local purchases accounted for 28.78%, suggesting a larger reliance on foreign engagement at 71.22%. However, this began to shift in the following year, as the local percentage grew to 30.65%, indicating a rising demand within the local economy and a diminishing foreign share at 69.35%. This upward trajectory in support for the local economy is further evidenced in 2023, with local purchases climbing to 31.12%, reducing the foreign share to 68.88%. Nonetheless, other divisions accounted 100% of their supply are from local suppliers.

The steady year-on-year growth in local percentages signifies a burgeoning consumer confidence in the local market and a robust move towards local purchasing. This can be seen as a collective effort to bolster the local economy, possibly fueled by initiatives to support local businesses, an increase in the quality or availability of local goods and services, or a shift in consumer preferences towards local providers. The declining trend in the foreign percentages may also reflect successful campaigns or policies aimed at promoting local consumption. Ultimately, this shift could be driving a virtuous cycle of economic growth, with increased local spending enhancing the capacity of local businesses, thereby further spurring demand within the local economy.

Division	FY 2021		FY 2022		FY 2023	
	Local	Foreign	Local	Foreign	Local	Foreign
Electronic	28.78%	71.22%	30.65%	69.35%	31.12%	68.88%
Properties	100%	-	100%	-	100%	-
Utilities	100%	-	100%	-	100%	-
Plantation	-	-	-	-	-	-
eVehicle/Battery	-	-	-	-	-	-

COMMUNITY INVESTMENT



Gotong royong at Taman Bukit Kepayang



SUSTAINABILITY STATEMENT

- **GUH KASIH PROGRAMME**
- **A program that benefitted the community in support of meals and necessities.**



GUH Group is deeply committed to supporting and uplifting communities, demonstrating its dedication through various philanthropic endeavors. Through the “GUH Kasih Programme,” GUH has extended a helping hand to the community, fostering positive change and making meaningful contributions to society.

The program has enabled GUH to extend financial support to a diverse array of recipient organisations, ranging from charitable societies and educational institutions to recreational clubs and religious associations. Beneficiaries include prominent entities such as the Buddhist Tzu-Chi Merits Society Malaysia, SJK (C) Perempuan Cina, and the Pejabat Ketua Polis Balai Polis Diraja Malaysia, among others.

Furthermore, GUH’s contributions extend to grassroots initiatives, exemplified by its support for community-focused organisations like the Kelab Rekreasi Bomba Bayan Baru, Tabung Kebajikan Makswip, and the Majlis Kebajikan Dan Sukan Anggota-Anggota Kerajaan Negeri Sembilan.



SUSTAINABILITY STATEMENT

In addition to financial assistance, GUH actively participates in initiatives aimed at fostering social development and well-being. By collaborating with local mosques, educational committees, and sports clubs, GUH endeavors to create a positive impact on society, promoting unity, inclusivity, and sustainable community development.

Through its unwavering commitment to corporate social responsibility, GUH continues to play a pivotal role in building stronger, more resilient communities, fostering a culture of compassion and empowerment that resonates far beyond the realms of business.

Beyond the “GUH Kasih Program,” the Company’s engagement with the community extended to involve various divisions in the “Gotong Royong” program, a traditional communal activity that promotes mutual aid and cooperation. This program saw employees from different sectors of GUH Group come together with members of the local community to improve the communal living environment. Activities ranged from cleaning campaigns to the repair and maintenance of public facilities, embodying the spirit of collaboration and collective responsibility.

Moreover, GUH Group championed environmental stewardship through the introduction of a Recycling Program. This initiative encouraged both employees and the local community to engage in sustainable practices by recycling waste materials, thus contributing to environmental conservation and raising awareness about the importance of protecting our planet for future generations.

The combined efforts of the “GUH Kasih Program,” the involvement in the “Gotong Royong” program, and the promotion of the Recycling Program reflect GUH Group’s holistic approach to corporate social responsibility. By addressing immediate needs through direct donations, fostering a sense of community through cooperative projects, and promoting environmental sustainability, GUH Group has made a significant impact on improving the quality of life for the local population.

Recipient Organisation	Amount (RM)
Buddhist Tzu-Chi Merits Society Malaysia	60,000.00
SJK (C) Perempuan Cina	7,000.00
Kelab Rekreasi Bomba Bayan Baru	500.00
Pejabat Ketua Polis Balai Polis Diraja Malaysia	500.00
Tabung Kebajikan Makswip	4,500.00
Kelab Sukan MBS	200.00
Majlis Kebajikan Dan Sukan Anggota-Anggota Kerajaan Negeri Sembilan	200.00
Jawatankuasa Pembinaan SMJK Chan Wa	1,000.00
PSKPPNS Jabatan Pendidikan	5,500.00
GUH Kasih Programme	1,389.75
MPKK Simpang Ampat	2,000.00
Koperasi Kariah Masjid Al-Ihsaniah	1,000.00
Persatuan Kebajikan Pengerak Harapan Simpang Ampat	1,000.00
Masjid Jemak Al Ihsaniah	1,700.00
Kelab Sukan dan Kebajikan Jabatan Pengairan dan Saliran Negeri Pulau Pinang	500.00

CONCLUSION

In conclusion, GUH Sustainability Statement reflects our unwavering commitment to responsible corporate citizenship and environmental stewardship. Through comprehensive initiatives, robust policies, and ongoing engagement, we continue to make strides towards achieving our sustainability goals and creating positive impacts within our organisation and the communities we serve. Our dedication to sustainability is evident in every aspect of our operations, from resource management and emissions reduction to employee well-being and community engagement. As we move forward, we remain steadfast in our pursuit of sustainability excellence, striving to innovate, collaborate, and lead by example in building a more sustainable future for generations to come.



PERFORMANCE DATA TABLE

Indicator	Measurement Unit	2023
Bursa (Anti-corruption)		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Management	Percentage	100.00
Executive	Percentage	100.00
Non-Executive	Percentage	100.00
General Workers	Percentage	100.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
Bursa (Community/Society)		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	86,989.75
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	15
Bursa (Diversity)		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Management 30 and below	Percentage	3.00
Management 31-40	Percentage	27.00
Management 41-50	Percentage	11.00
Management 51 and above	Percentage	59.00
Executive 30 and below	Percentage	26.00
Executive 31-40	Percentage	36.00
Executive 41-50	Percentage	17.00
Executive 51 and above	Percentage	21.00
Non-Executive 30 and below	Percentage	22.00
Non-Executive 31-40	Percentage	17.00
Non-Executive 41-50	Percentage	25.00
Non-Executive 51 and above	Percentage	36.00
General Workers 30 and below	Percentage	56.00
General Workers 31-40	Percentage	27.00
General Workers 41-50	Percentage	14.00
General Workers 51 and above	Percentage	3.00
Gender Group by Employee Category		
Management Male	Percentage	79.00
Management Female	Percentage	21.00
Executive Male	Percentage	59.00
Executive Female	Percentage	41.00
Non-Executive Male	Percentage	57.00
Non-Executive Female	Percentage	43.00
General Workers Male	Percentage	78.00
General Workers Female	Percentage	22.00
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	80.00
Female	Percentage	20.00
30 and below	Percentage	0.00
31-40	Percentage	10.00
41-50	Percentage	10.00
51 and above	Percentage	80.00



PERFORMANCE DATA TABLE

Indicator	Measurement Unit	2023
Bursa (Energy management)		
Bursa C4(a) Total energy consumption	Megawatt	29,431.70
Bursa (Health and safety)		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0.03
Bursa C5(c) Number of employees trained on health and safety standards	Number	203
Bursa (Labour practices and standards)		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	873
Executive	Hours	2,956
Non-Executive	Hours	435
General Workers	Hours	162
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	13.00
Bursa C6(c) Total number of employee turnover by employee category		
Management	Number	8
Executive	Number	31
Non-Executive	Number	18
General Workers	Number	57
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0
Bursa (Supply chain management)		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	31.12
Bursa (Data privacy and security)		
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0
Bursa (Water)		
Bursa C9(a) Total volume of water used	Megalitres	750.257000

Financial Statements

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DIRECTORS' REPORT

The directors hereby submit their report and the audited financial statements of the Group and the Company for the financial year ended 31 December 2023. All values shown in this report are rounded to the nearest thousand ("RM'000") unless otherwise indicated.

Principal activities

The principal activities of the Company are those of investment holding and provision of management services to its subsidiaries. The principal activities and other details of the subsidiaries are disclosed in Note 8 to the financial statements.

Results

	Group RM'000	Company RM'000
(Loss)/Profit for the financial year attributable to:		
- Owners of the Company	(16,102)	2,210
- Non-controlling interests	<u>(140)</u>	<u>0</u>
	<u>(16,242)</u>	<u>2,210</u>

Dividends

No dividends were recommended, declared or paid by the Company since the end of the previous financial year.

Reserves and provisions

All material transfers to or from reserves or provisions during the financial year have been disclosed in the financial statements.

Issue of shares or debentures

During the financial year, the Company issued 1,088,939 ordinary shares pursuant to its Share Grant Plan ("SGP"). The details of the SGP are disclosed in Note 26 to the financial statements.

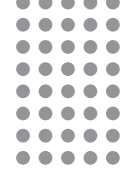
The Company did not issue any debentures during the financial year.

Issue of warrants

During the financial year, the Company issued 140,676,879 free warrants to its shareholders on the basis of 1 warrant for every 2 existing ordinary shares in issue. The details of the warrants are disclosed in Note 26 to the financial statements.

Share options

The Company did not grant any share options during the financial year.



DIRECTORS' REPORT

Bad and doubtful debts

Before the financial statements were prepared, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts, and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts.

At the date of this report, the directors are not aware of any circumstances which would render the amount written off for bad debts or the amount of the provision for doubtful debts inadequate to any substantial extent.

Current assets

Before the financial statements were prepared, the directors took reasonable steps to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records have been written down to an amount which the current assets might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances which would render the values attributed to current assets in the financial statements misleading.

Valuation methods

At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing methods of valuation of assets or liabilities of the Group or the Company misleading or inappropriate.

Contingent and other liabilities

At the date of this report, there does not exist:

- (i) any charge on the assets of the Group or the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
- (ii) any contingent liability which has arisen since the end of the financial year.

No contingent or other liability has become enforceable, or is likely to become enforceable, within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may affect the ability of the Group or the Company to meet their obligations when they fall due.

Change of circumstances

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements misleading.

Items of an unusual nature

The results of the operations of the Group and the Company during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the Group or the Company for the financial year in which this report is made.



DIRECTORS' REPORT

Directors

The directors in office since the beginning of the financial year are:

Directors of the Company

Tan Sri Dato' Seri H'ng Bok San, JP, PSM, DPPN, DGPN, DSPN, PKT, PJK
Datuk Seri H'ng Bak Tee, DGSM, DPNS, DSPN, PKT, PJM
Dato' H'ng Bak Seah, DSPN, PJK
Datin Seri H'ng Hsieh Ling
Dato' Dr. Gan Kong Meng, DSDK, PSPP, SDK, DJN, BCN, SMP, AMK, KMN, PPA, PhD
Teng Chang Yeow
Phoon Yee Min

Directors of subsidiaries (other than directors of the Company)

H'ng Chun Li
Kok Siew Foong
Yew Kim Chong (Resigned on 29.5.2023)
Yam Chong Song

Directors' interests

According to the register of directors' shareholdings, the interests in shares in the Company of the directors in office at the end of the financial year are as follows:

Name of director	Number of ordinary shares			
	At 1.1.2023	Issued/ Bought	Sold	At 31.12.2023
Tan Sri Dato' Seri H'ng Bok San				
- Direct	402,794	347,237	0	750,031
- Indirect ^(a)	32,435,375	0	0	32,435,375
- Indirect ^(b)	17,401,855	0	0	17,401,855
Datuk Seri H'ng Bak Tee				
- Direct	2,118,494	2,743,537	0	4,862,031
- Indirect ^(b)	1,626,880	133,339	0	1,760,219
Dato' H'ng Bak Seah				
- Direct	2,497,710	0	0	2,497,710
Datin Seri H'ng Hsieh Ling				
- Direct	3,598,465	0	0	3,598,465
- Indirect ^(c)	32,435,375	0	0	32,435,375



DIRECTORS' REPORT

Directors' interests (cont'd)

Name of director	Number of ordinary shares granted under Share Grant Plan				
	At 1.1.2023	Granted	Vested	Forfeited	At 31.12.2023
Tan Sri Dato' Seri H'ng Bok San					
- Direct	986,152	0	(347,237)	(638,915)	0
Datuk Seri H'ng Bak Tee					
- Direct	986,152	0	(347,237)	0	638,915
- Indirect ^(b)	888,926	0	(133,339)	0	755,587
Name of director	Number of warrants over ordinary shares				
	At 1.1.2023	Issued	Sold	At 31.12.2023	
Tan Sri Dato' Seri H'ng Bok San					
- Direct	0	375,015	0	375,015	
- Indirect ^(a)	0	16,217,687	0	16,217,687	
- Indirect ^(b)	0	8,700,927	0	8,700,927	
Datuk Seri H'ng Bak Tee					
- Direct	0	1,542,865	(1,542,865)	0	
- Indirect ^(b)	0	880,109	(880,109)	0	
Dato' H'ng Bak Seah					
- Direct	0	1,248,854	0	1,248,854	
Datin Seri H'ng Hsieh Ling					
- Direct	0	1,799,232	0	1,799,232	
- Indirect ^(c)	0	16,217,687	0	16,217,687	

^(a) Deemed interest by virtue of shares held by company controlled by family members

^(b) Deemed interest by virtue of shares held by family members (who are not directors of the Company)

^(c) Deemed interest by virtue of shares held by company in which the director has interest

Directors' benefits

Since the end of the previous financial year, no director has received or become entitled to receive any benefit (other than the directors' remuneration as disclosed in Note 31 to the financial statements) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefits which may be deemed to have arisen by virtue of certain related party transactions as disclosed in Note 35 to the financial statements.

Neither during nor at the end of the financial year, was the Company a party to any arrangement, apart from the Share Grant Plan of the Company, whose object is to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.



DIRECTORS' REPORT

Indemnity and insurance for directors and officers

There was no indemnity given to any director or officer of the Group or the Company during the financial year. The Group maintains a liability insurance for certain directors and officers and the insurance costs incurred during the financial year amounted to RM13,000.

Auditors

The auditors, Crowe Malaysia PLT, have expressed their willingness to continue in office. The auditors' remuneration is disclosed in Note 30 to the financial statements. There was no indemnity given to or liability insurance effected for the auditors during the financial year.

Signed in accordance with a resolution of the directors dated 17 April 2024

Tan Sri Dato' Seri H'ng Bok San, JP
PSM, DPPN, DGPN, DSPN, PKT, PJK

Datuk Seri H'ng Bak Tee
DGSM, DPNS, DSPN, PKT, PJM



STATEMENT BY DIRECTORS

Statement by directors

In the opinion of the directors, the financial statements set out on pages 97 to 162 give a true and fair view of the financial position of the Group and the Company as at 31 December 2023 and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Signed in accordance with a resolution of the directors dated 17 April 2024

Tan Sri Dato' Seri H'ng Bok San, JP
PSM, DPPN, DGPN, DSPN, PKT, PJK

Datuk Seri H'ng Bak Tee
DGSM, DPNS, DSPN, PKT, PJM

STATUTORY DECLARATION

I, Ng Ling Zte (MIA membership no.: 39875), being the officer primarily responsible for the financial management of GUH Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 97 to 162 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovenamed
Ng Ling Zte at George Town in the State of Penang on
this 17 April 2024

Ng Ling Zte
Senior Finance Manager

Before me
Tan Cheng Kuan
No. P195
Commissioner for Oaths



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GUH HOLDINGS BERHAD 196101000062 (4104-W) (Incorporated in Malaysia)

Report on the audit of the financial statements

Opinion

We have audited the financial statements of GUH Holdings Berhad, which comprise the statements of financial position as at 31 December 2023 of the Group and the Company, and the statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 97 to 162.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and the Company as at 31 December 2023, and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the financial statements* section of our report. We are independent of the Group and the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and the Company of the current period. These matters were addressed in the context of our audit of the financial statements of the Group and the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p><u>Valuation of inventories (Refer to Notes 3 and 12 to the financial statements)</u></p> <p>Inventories represent the most significant assets of the Group and mainly consist of development properties. Inventories are subject to assessment for any potential write-down of cost to net realisable value. Such assessment involves judgements and estimation uncertainty in considering information about the asset's value and economic performance as well as the overall property market conditions.</p>	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none"> • Reviewing the ageing analysis of inventories to identify slow moving items. • Making inquiries of management regarding the action plans to realise slow moving inventories. • Comparing the proposed selling prices of unsold items to those of similar sold items. • Reviewing the feasibility study of future development projects and evaluating the reasonableness thereof by considering the project plans and budgets as well as the prospective market and economic conditions. • Where comparable selling prices and feasibility study are not available (for land held for future development), obtaining the fair valuation performed by professional valuers and evaluating the appropriateness of their work as well as their competence, capabilities and objectivity.



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GUH HOLDINGS BERHAD 196101000062 (4104-W) (Incorporated in Malaysia)

We have determined that there are no key audit matters to communicate in our report in respect of the audit of the financial statements of the Company.

Information other than the financial statements and auditors' report thereon

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and the Company or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial statements

The directors of the Company are responsible for the preparation of financial statements of the Group and the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements of the Group and the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and the Company, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GUH HOLDINGS BERHAD 196101000062 (4104-W) (Incorporated in Malaysia)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and the Company, including the disclosures, and whether the financial statements of the Group and the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and the Company of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors are disclosed in Note 8 to the financial statements.

Other matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF 1018
Chartered Accountants

Eddy Chan Wai Hun
02182/10/2025 J
Chartered Accountant

Date: 17 April 2024

Penang



CONSOLIDATED STATEMENT OF FINANCIAL POSITION
 AS AT 31 DECEMBER 2023

	Note	2023 RM'000	2022 RM'000
Non-current assets			
Property, plant and equipment	4	104,103	104,994
Investment properties	5	38,940	39,907
Right-of-use assets	6	24,483	24,606
Goodwill	7	1,392	0
Investment in associate	9	10,538	11,058
Investment in joint venture	10	20,806	20,968
Other investments	11	3,064	6,043
Inventories	12	174,019	167,459
Prepayments		1,227	1,393
Deferred tax assets	13	1,062	962
		<u>379,634</u>	<u>377,390</u>
Current assets			
Inventories	12	89,741	94,617
Biological assets	14	134	146
Contract costs	15	1,171	372
Contract assets	16	6,059	5,698
Receivables	17	35,039	38,291
Derivatives	18	152	9
Prepayments		609	1,405
Current tax assets		2,857	2,609
Cash and cash equivalents	19	80,707	90,329
		<u>216,469</u>	<u>233,476</u>
Current liabilities			
Contract liabilities	16	5,096	5,555
Payables	20	42,537	46,513
Loans and borrowings	21	14,756	25,291
Lease liabilities	22	353	215
Financial guarantee contracts	23	4,507	4,507
Current tax liabilities		1,578	1,470
		<u>68,827</u>	<u>83,551</u>
Net current assets		147,642	149,925
Non-current liabilities			
Deferred tax liabilities	13	8,288	8,232
Loans and borrowings	21	42,439	27,561
Lease liabilities	22	627	167
Retirement benefits	24	6,585	8,824
Deferred income on government grants	25	671	0
		<u>58,610</u>	<u>44,784</u>
Net assets		<u>468,666</u>	<u>482,531</u>
Equity			
Share capital	26	279,596	279,084
Treasury shares	26	0	(148)
Statutory reserve		13,960	13,960
Share grant reserve		511	991
Currency translation reserve		39,844	38,615
Retained profits		134,632	150,054
Equity attributable to owners of the Company		<u>468,543</u>	<u>482,556</u>
Non-controlling interests	27	123	(25)
Total equity		<u>468,666</u>	<u>482,531</u>

The annexed notes form an integral part of these financial statements.

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS**
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 RM'000	2022 RM'000
Revenue	28	227,807	275,842
Cost of goods sold		(208,534)	(250,447)
Gross profit		<u>19,273</u>	<u>25,395</u>
Other income		7,114	5,108
Administrative expenses		(29,938)	(17,926)
Distribution expenses		(3,666)	(3,902)
Finance costs		(2,836)	(1,707)
Impairment losses on financial assets	29	0	(30)
Loss on derecognition of financial assets measured at amortised cost		(8)	0
Other expenses		(1,272)	(5,212)
Share of associate's loss		(2,084)	(565)
Share of joint venture's loss		(162)	(99)
(Loss)/Profit before tax	30	<u>(13,579)</u>	<u>1,062</u>
Tax expense	32	(2,663)	(5,350)
Loss for the financial year		<u>(16,242)</u>	<u>(4,288)</u>
Loss for the financial year attributable to:			
- Owners of the Company		(16,102)	(4,282)
- Non-controlling interests	27	<u>(140)</u>	<u>(6)</u>
		<u>(16,242)</u>	<u>(4,288)</u>
Loss per share:	33		
- Basic (sen)		<u>(5.73)</u>	<u>(1.53)</u>
- Diluted (sen)		<u>(5.73)</u>	<u>(1.53)</u>



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	2023	2022
	RM'000	RM'000
Loss for the financial year	(16,242)	(4,288)
Other comprehensive income:		
<i>Item that will not be reclassified to profit or loss:</i>		
- Remeasurement of defined benefit liability	766	0
<i>Items that may be reclassified subsequently to profit or loss:</i>		
- Currency translation differences for foreign operations	749	(2,473)
- Share of associate's other comprehensive income	480	(430)
Total other comprehensive income for the financial year	1,995	(2,903)
Comprehensive income for the financial year	(14,247)	(7,191)
Comprehensive income for the financial year attributable to:		
- Owners of the Company	(14,107)	(7,185)
- Non-controlling interests	(140)	(6)
	(14,247)	(7,191)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Non-distributable				Distributable		Equity		Total equity RM'000
	Share capital RM'000	Treasury shares RM'000	Statutory reserve (Note (i)) RM'000	Share grant reserve RM'000	Currency translation reserve RM'000	Retained profits RM'000	attributable to owners of the Company RM'000	Non- controlling interests RM'000	
At 1 January 2022	277,992	(148)	13,960	1,576	41,518	154,336	489,234	(19)	489,215
Currency translation differences for foreign operations	0	0	0	0	(2,473)	0	(2,473)	0	(2,473)
Share of associate's other comprehensive income	0	0	0	0	(430)	0	(430)	0	(430)
Total other comprehensive income for the financial year	0	0	0	0	(2,903)	0	(2,903)	0	(2,903)
Loss for the financial year	0	0	0	0	0	(4,282)	(4,282)	(6)	(4,288)
Comprehensive income for the financial year	0	0	0	0	(2,903)	(4,282)	(7,185)	(6)	(7,191)
Share-based payments	0	0	0	507	0	0	507	0	507
Issue of shares pursuant to Share Grant Plan	1,092	0	0	(1,092)	0	0	0	0	0
Total transactions with owners	1,092	0	0	(585)	0	0	507	0	507
At 31 December 2022	279,084	(148)	13,960	991	38,615	150,054	482,556	(25)	482,531
Acquisition of subsidiary	0	0	0	0	0	0	0	288	288
Remeasurement of defined benefit liability	0	0	0	0	0	766	766	0	766
Currency translation differences for foreign operations	0	0	0	0	749	0	749	0	749
Share of associate's other comprehensive income	0	0	0	0	480	0	480	0	480
Total other comprehensive income for the financial year	0	0	0	0	1,229	766	1,995	0	1,995
Loss for the financial year	0	0	0	0	0	(16,102)	(16,102)	(140)	(16,242)
Comprehensive income for the financial year	0	0	0	0	1,229	(15,336)	(14,107)	(140)	(14,247)
Resale of treasury shares	0	148	0	0	0	(86)	62	0	62
Share-based payments	0	0	0	32	0	0	32	0	32
Issue of shares pursuant to Share Grant Plan	512	0	0	(512)	0	0	0	0	0
Total transactions with owners	512	148	0	(480)	0	(86)	94	0	94
At 31 December 2023	279,596	0	13,960	511	39,844	134,632	468,543	123	468,666

Note (i) - This represents the cumulative amount transferred from the retained profits of a subsidiary under the statutory requirements of the People's Republic of China.

The annexed notes form an integral part of these financial statements.



CONSOLIDATED STATEMENT OF CASH FLOWS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	2023	2022
Note	RM'000	RM'000
Cash flows from operating activities		
(Loss)/Profit before tax	(13,579)	1,062
Adjustments for:		
Amortisation of deferred income	(186)	0
Amortisation of financial guarantee contract	0	(183)
Depreciation	15,811	15,316
Dividend income	(64)	(101)
Fair value changes in biological assets	12	79
Fair value (gains)/losses on financial instruments	(2,184)	2,638
Gain on disposal of associate	0	(19)
Gain on disposal of right-of-use assets	(54)	0
Impairment losses on financial assets	0	30
Interest expense	2,836	1,707
Interest income	(1,831)	(1,224)
Inventories written down	561	453
Loss on derecognition of financial assets	8	0
Loss/(Gain) on disposal of property, plant and equipment	322	(76)
Property, plant and equipment written off	10	0
Provision for retirement benefits	1,032	776
Reversal of inventories written down	(309)	(373)
Share-based payments	32	507
Share of associate's loss	2,084	565
Share of joint venture's loss	162	99
Unrealised gain on foreign exchange	(437)	(801)
Operating profit before working capital changes	<u>4,226</u>	<u>20,455</u>
Changes in:		
Inventories	(1,633)	8,971
Contract costs	(799)	(372)
Contract assets	(361)	(946)
Receivables	2,743	13,766
Derivatives	9	0
Prepayments	1,009	(859)
Contract liabilities	(459)	(678)
Payables	(4,169)	(14,214)
Cash generated from operations	<u>566</u>	<u>26,123</u>
Retirement benefits paid	(2,505)	0
Tax paid	(3,113)	(7,734)
Tax refunded	148	23
Net cash (used in)/from operating activities	<u>(4,904)</u>	<u>18,412</u>

The annexed notes form an integral part of these financial statements.



CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (cont'd)

	Note	2023 RM'000	2022 RM'000
Cash flows from investing activities			
Acquisition of property, plant and equipment		(14,149)	(14,619)
Acquisition of right-of-use assets	34	(191)	(11)
Acquisition of subsidiaries, net of cash acquired	8	(1,087)	0
Additions of investment properties		0	(542)
Additions of other investments		0	(8,728)
Dividends received		64	122
Government grants received		857	0
Interest and fund distributions received		1,867	1,262
Proceeds from disposal of associate		0	1,186
Proceeds from disposal of other investments		4,975	0
Proceeds from disposal of property, plant and equipment		1,907	457
Proceeds from disposal of right-of-use assets		708	0
Subscription for shares in associate		(1,084)	(5,937)
Net cash used in investing activities		(6,133)	(26,810)
Cash flows from financing activities			
(Decrease)/Increase in short-term loans and borrowings (net)	34	(12,209)	13,149
Drawdown of term loans	34	20,141	4,999
Interest paid		(2,816)	(1,710)
Payment of lease liabilities	34	(985)	(281)
Resale of treasury shares		62	0
Repayment of term loans	34	(3,199)	(1,387)
Net cash from financing activities		994	14,770
Currency translation differences		421	(5)
Net (decrease)/increase in cash and cash equivalents		(9,622)	6,367
Cash and cash equivalents brought forward		90,309	83,942
Cash and cash equivalents carried forward	19	80,687	90,309



STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

	Note	2023 RM'000	2022 RM'000
Non-current assets			
Property, plant and equipment	4	57	59
Investment properties	5	23,125	23,125
Right-of-use assets	6	647	57
Investments in subsidiaries	8	212,496	212,118
Investment in joint venture	10	4,507	4,507
Other investments	11	3,064	6,043
Receivables	17	193,585	189,994
		<u>437,481</u>	<u>435,903</u>
Current assets			
Receivables	17	19,822	21,197
Prepayments		35	37
Current tax assets		1	1
Cash and cash equivalents	19	10,475	10,596
		<u>30,333</u>	<u>31,831</u>
Current liabilities			
Payables	20	5,163	6,410
Lease liabilities	22	108	49
Financial guarantee contracts	23	4,507	4,507
		<u>9,778</u>	<u>10,966</u>
Net current assets		20,555	20,865
Non-current liabilities			
Deferred tax liabilities	13	1,099	1,099
Lease liabilities	22	446	9
Retirement benefits	24	6,585	8,824
		<u>8,130</u>	<u>9,932</u>
Net assets		<u>449,906</u>	<u>446,836</u>
Equity			
Share capital	26	279,596	279,084
Treasury shares	26	0	(148)
Share grant reserve		511	991
Retained profits		169,799	166,909
Total equity		<u>449,906</u>	<u>446,836</u>

The annexed notes form an integral part of these financial statements.

**STATEMENT OF PROFIT OR LOSS**
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 RM'000	2022 RM'000
Revenue	28	12,462	12,893
Cost of services rendered		(7,778)	(8,609)
Gross profit		<u>4,684</u>	<u>4,284</u>
Other income		2,683	772
Administrative expenses		(3,603)	(1,920)
Finance costs		(13)	(4)
Impairment (losses)/gains on financial assets	29	(822)	335
Other expenses		(716)	(5,459)
Profit/(Loss) before tax	30	<u>2,213</u>	<u>(1,992)</u>
Tax expense	32	(3)	0
Profit/(Loss) for the financial year		<u>2,210</u>	<u>(1,992)</u>



STATEMENT OF COMPREHENSIVE INCOME
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	2023	2022
	RM'000	RM'000
Profit/(Loss) for the financial year	2,210	(1,992)
Other comprehensive income:		
<i>Item that will not be reclassified to profit or loss:</i>		
- Remeasurement of defined benefit liability	766	0
Total other comprehensive income for the financial year	<u>766</u>	<u>0</u>
Comprehensive income for the financial year	<u>2,976</u>	<u>(1,992)</u>



STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Share capital RM'000	Treasury shares RM'000	Non-distributable Share grant reserve RM'000	Distributable Retained profits RM'000	Total equity RM'000
At 1 January 2022	277,992	(148)	1,576	168,901	448,321
Loss (representing comprehensive income) for the financial year	0	0	0	(1,992)	(1,992)
Share-based payments	0	0	507	0	507
Issue of shares pursuant to Share Grant Plan	1,092	0	(1,092)	0	0
Total transactions with owners	1,092	0	(585)	0	507
At 31 December 2022	279,084	(148)	991	166,909	446,836
Remeasurement of defined benefit liability (representing total other comprehensive income for the financial year)	0	0	0	766	766
Profit for the financial year	0	0	0	2,210	2,210
Comprehensive income for the financial year	0	0	0	2,976	2,976
Resale of treasury shares	0	148	0	(86)	62
Share-based payments	0	0	32	0	32
Issue of shares pursuant to Share Grant Plan	512	0	(512)	0	0
Total transactions with owners	512	148	(480)	(86)	94
At 31 December 2023	279,596	0	511	169,799	449,906



STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 RM'000	2022 RM'000
Cash flows from operating activities			
Profit/(Loss) before tax		2,213	(1,992)
Adjustments for:			
Amortisation of financial guarantee contract		0	(183)
Depreciation		146	124
Dividend income		(6,064)	(6,501)
Fair value (gains)/losses on financial instruments		(2,032)	2,647
Gain on disposal of right-of-use assets		(54)	0
Impairment loss on investments in subsidiaries		0	2,092
Impairment losses/(gains) on financial assets		822	(335)
Interest expense		13	4
Interest income		(249)	(180)
Loss/(Gain) on disposal of property, plant and equipment		1	(302)
Provision for retirement benefits		1,032	776
Reversal of impairment loss on investments in subsidiaries		(337)	0
Share-based payments		(9)	378
Unrealised gain on foreign exchange		(7)	(8)
Operating loss before working capital changes		<u>(4,525)</u>	<u>(3,480)</u>
Changes in:			
Receivables		(3,438)	7,149
Prepayments		2	(8)
Payables		<u>(1,247)</u>	<u>(9,751)</u>
Cash absorbed by operations		(9,208)	(6,090)
Retirement benefits paid		(2,505)	0
Tax paid		<u>(3)</u>	<u>0</u>
Net cash used in operating activities		<u>(11,716)</u>	<u>(6,090)</u>
Cash flows from investing activities			
Acquisition of property, plant and equipment		(25)	(31)
Acquisition of right-of-use assets	34	(190)	0
Additions of other investments		0	(8,728)
Dividends received		6,464	6,101
Interest and fund distributions received		285	218
Proceeds from disposal of other investments		4,975	0
Proceeds from disposal of property, plant and equipment		1	302
Proceeds from disposal of right-of-use assets		708	0
Net cash from/(used in) investing activities		<u>12,218</u>	<u>(2,138)</u>
Cash flows from financing activities			
Interest paid		(13)	(4)
Payment of lease liabilities	34	(679)	(85)
Reissue of treasury shares		62	0
Net cash used in financing activities		<u>(630)</u>	<u>(89)</u>
Currency translation differences		7	8
Net decrease in cash and cash equivalents		(121)	(8,309)
Cash and cash equivalents brought forward		10,596	18,905
Cash and cash equivalents carried forward	19	<u>10,475</u>	<u>10,596</u>

The annexed notes form an integral part of these financial statements.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

1. General information

The Company is a public company limited by shares, incorporated and domiciled in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad.

The principal activities of the Company are those of investment holding and provision of management services to its subsidiaries. The principal activities of the subsidiaries are disclosed in Note 8.

The registered office and principal place of business of the Company are located at Part of Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, Bayan Lepas, 11900 Penang, Malaysia.

The consolidated financial statements set out on pages 97 to 102 together with the notes thereto cover the Company and its subsidiaries ("Group") and the Group's interests in associate and joint venture. The separate financial statements of the Company set out on pages 103 to 107 together with the notes thereto cover the Company solely.

The presentation currency of the financial statements is Ringgit Malaysia ("RM") and all values are rounded to the nearest thousand ("RM'000") unless otherwise indicated.

The financial statements were authorised for issue in accordance with a resolution of the directors dated 17 April 2024.

2. Material accounting policy information

2.1 Basis of preparation of financial statements

The financial statements of the Group and the Company are prepared under the historical cost convention, modified to include other bases of measurement as disclosed in other sections of the material accounting policy information, and in accordance with Malaysian Financial Reporting Standards ("MFRSs"), IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

The following MFRSs became effective for the financial year under review:

MFRS	Effective for annual periods beginning on or after
MFRS 17 <i>Insurance Contracts</i>	1 January 2023
Amendments to MFRS 17 <i>Insurance Contracts</i>	1 January 2023
Amendment to MFRS 17 <i>Initial Application of MFRS 17 and MFRS 9 - Comparative Information</i>	1 January 2023
Amendments to MFRS 101 <i>Disclosure of Accounting Policies</i>	1 January 2023
Amendments to MFRS 108 <i>Definition of Accounting Estimates</i>	1 January 2023
Amendments to MFRS 112 <i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023
Amendments to MFRS 112 <i>International Tax Reform - Pillar Two Model Rules</i>	1 January 2023

The initial application of the above MFRSs did not have any significant impacts on the financial statements.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.1 Basis of preparation of financial statements (cont'd)

The Group and the Company have not applied the following MFRSs which have been issued as at the end of the reporting period but are not yet effective:

MFRS (issued as at the end of the reporting period)	Effective for annual periods beginning on or after
Amendments to MFRS 10 and MFRS 128 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Deferred
Amendments to MFRS 16 <i>Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to MFRS 101 <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to MFRS 101 <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to MFRS 107 and MFRS 7 <i>Supplier Finance Arrangements</i>	1 January 2024
Amendments to MFRS 121 <i>Lack of Exchangeability</i>	1 January 2025

Management foresees that the initial application of the above MFRSs will not have any significant impacts on the financial statements.

2.2 Business combinations

A business combination is a transaction or other event in which an acquirer obtains control of one or more businesses. A business is an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing goods or services to customers, generating investment income (such as dividends or interest) or generating other income from ordinary activities. If the assets acquired are not a business, the transaction or other event is accounted for as an asset acquisition.

Business combinations are accounted for using the acquisition method. Under the acquisition method, the consideration transferred, the identifiable assets acquired and the liabilities assumed are measured at their acquisition-date fair values. The components of non-controlling interests that are present ownership interests are measured at the present ownership instruments' proportionate share in the recognised amounts of the identifiable net assets acquired. All other components of non-controlling interests are measured at their acquisition-date fair values. In a business combination achieved in stages, the previously held equity interest in the acquiree is remeasured at its acquisition-date fair value and any resulting gain or loss is recognised in profit or loss. All acquisition-related costs, other than the costs to issue debt or equity securities, are recognised in profit or loss as incurred.

Goodwill at the acquisition date is measured as the excess of (a) over (b) below:

- (a) the aggregate of:
 - (i) the acquisition-date fair value of the consideration transferred;
 - (ii) the amount of any non-controlling interests; and
 - (iii) in a business combination achieved in stages, the acquisition-date fair value of the previously held equity interest in the acquiree.

- (b) the net of the acquisition-date fair values of the identifiable assets acquired and the liabilities assumed.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.2 Business combinations (cont'd)

Goodwill is recognised as an asset at the aforementioned amount less accumulated impairment losses, if any. The impairment policy is disclosed in Note 2.10. When the above (b) exceeds (a), the excess represents a bargain purchase gain and, after reassessment, is recognised in profit or loss.

2.3 Basis of consolidation

A subsidiary is an entity that is controlled by another entity. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

A subsidiary is consolidated from the acquisition date, being the date on which control is obtained, and continues to be consolidated until the date when control is lost. Intragroup balances, transactions, income and expenses are eliminated in full on consolidation. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. All changes in the parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Upon loss of control of a subsidiary, the assets (including any goodwill) and liabilities of, and any non-controlling interests in the subsidiary are derecognised. All amounts recognised in other comprehensive income in relation to the subsidiary are accounted for on the same basis as would be required if the related assets or liabilities had been directly disposed of. Any consideration received and any investment retained in the former subsidiary are recognised at their fair values. The resulting difference is then recognised as a gain or loss in profit or loss.

2.4 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. The impairment policy is disclosed in Note 2.10.

Freehold land and capital work-in-progress are not depreciated. Bearer plants, which represent the capitalised costs on new planting and replanting of oil palm, are depreciated on a straight-line basis over the estimated useful life of the oil palm of 20 years. Other property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets using the following annual rates:

Buildings	2% - 5%
Plant and machinery	10% - 20%
Furniture, fittings and office equipment	5% - 50%
Motor vehicles	20% - 25%

The residual value, useful life and depreciation method of an asset are reviewed at least at the end of each reporting period and any changes in expectations from previous estimates are accounted for prospectively as changes in accounting estimates.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.5 Investment properties

Investment property is property held (by the owner or the lessee as a right-of-use asset) to earn rentals or for capital appreciation or both. Investment property is stated at cost less accumulated depreciation and accumulated impairment losses, if any. The impairment policy is disclosed in Note 2.10.

Freehold land is not depreciated. Buildings are depreciated on a straight-line basis over their estimated useful lives of 33 to 50 years.

2.6 Leases

A lease is a contract, or part of a contract, that conveys the right to use an asset for a period of time in exchange for consideration.

Lessor accounting

When the Group or the Company acts as a lessor, it classifies each lease as either an operating lease or a finance lease. A finance lease transfers substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, whereas an operating lease does not.

Lease payments from operating leases are recognised as income on a straight-line basis over the lease term. The Group and the Company have not entered into any finance lease.

Lessee accounting

Initial recognition and measurement

When the Group or the Company acts as a lessee, it recognises a right-of-use asset (representing its right to use the underlying leased asset) and a lease liability (representing its obligation to make lease payments) at the commencement date. The Group and the Company have elected not to apply such recognition principle to short-term leases (which have a lease term of 12 months or less) and leases of low-value assets. The lease payments associated with those leases are recognised as an expense on a straight-line basis over the lease term.

A right-of-use asset is initially recognised at cost, which comprises the initial amount of lease liability, any lease payments made at or before the commencement date (less any lease incentives), any initial direct costs and any estimated dismantling, removing and restoring costs.

A lease liability is initially recognised at the present value of the unpaid lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. The unpaid lease payments included in the measurement of lease liability comprise fixed payments (less any lease incentives), variable lease payments linked to an index or a rate, expected amounts payable under residual value guarantees, the exercise price of a purchase option reasonably certain to be exercised and the penalties of a termination option reasonably certain to be exercised.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.6 Leases (cont'd)

Lessee accounting (cont'd)

Subsequent measurement

A right-of-use asset is subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any, and adjusted for any remeasurement of lease liability. The impairment policy is disclosed in Note 2.10.

If the lease transfers ownership of the underlying asset to the lessee by the end of the lease term or if the cost of the right-of-use asset reflects that a purchase option will be exercised, the right-of-use asset is depreciated on a straight-line basis from the commencement date to the end of its useful life. Otherwise, the right-of-use asset is depreciated from the commencement date to the earlier of the end of its useful life or the end of the lease term.

A lease liability is subsequently measured at amortised cost, and remeasured to reflect any reassessment (arising from changes to the lease payments) or lease modifications.

2.7 Investments in subsidiaries

As required by the Companies Act 2016, the Company prepares separate financial statements in addition to the consolidated financial statements. In the separate financial statements of the Company, investments in subsidiaries are stated at cost less impairment losses, if any. The impairment policy is disclosed in Note 2.10.

2.8 Investment in associate

An associate is an entity over which an investor has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

In the consolidated financial statements, investment in associate is accounted for using the equity method. Under the equity method, the investment is initially recognised at cost and adjusted thereafter for the post-acquisition changes in the investor's share of the investee's net assets. After application of the equity method, the investment is assessed for any objective evidence of impairment. If any such evidence exists, the carrying amount of the investment is tested for impairment in accordance with Note 2.10.

2.9 Investment in joint venture

A joint venture is a joint arrangement whereby the joint venturers that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the joint venturers sharing control.

In the consolidated financial statements, investment in joint venture is accounted for using the equity method. Under the equity method, the investment is initially recognised at cost and adjusted thereafter for the post-acquisition changes in the investor's share of the investee's net assets. After application of the equity method, the investment is assessed for any objective evidence of impairment. If any such evidence exists, the carrying amount of the investment is tested for impairment in accordance with Note 2.10.

In the separate financial statements of the Company, investment in joint venture is stated at cost less impairment losses, if any. The impairment policy is disclosed in Note 2.10.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.10 Impairment of non-financial assets

At the end of each reporting period, the Group and the Company assess whether there is any indication that a non-financial asset, other than deferred tax assets, biological assets stated at fair value less costs of disposal, inventories, contract costs and contract assets, may be impaired. If any such indication exists, the recoverable amount of the asset, being the higher of its fair value less costs of disposal and its value in use, is estimated. Irrespective of whether there is any indication of impairment, goodwill is tested for impairment annually. Any excess of the carrying amount of the asset over its recoverable amount represents an impairment loss and is recognised in profit or loss.

An impairment loss on an asset, other than goodwill, is reversed if there has been a change in the estimates used to determine the recoverable amount and it is reversed only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised. The reversal is recognised in profit or loss. An impairment loss on goodwill is not reversed.

2.11 Biological assets

Biological assets (excluding bearer plants but including the produce growing thereon) and agricultural produce harvested therefrom are measured at fair value less costs of disposal. Any gain or loss arising from initial recognition at or a change in the fair value less costs of disposal is recognised in profit or loss.

2.12 Inventories

Property development

Inventories are valued at the lower of cost (determined principally on the specific identification basis) and net realisable value. Cost consists of costs associated with the acquisition of land, costs that relate directly to a specific development project and other costs attributable to development activities in general and can be allocated to the project. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale.

Land held for property development is classified as non-current assets. It is transferred to property development costs under current assets when development activities have commenced and are expected to be completed within the normal operating cycle. Property development costs attributable to development units sold are recognised in profit or loss on a systematic basis that is consistent with the recognition of related revenue as disclosed in Note 2.20. Upon completion of development project, costs attributable to unsold units are transferred to completed development units.

Materials and goods

Inventories are valued at the lower of cost (determined principally on the weighted average basis) and net realisable value. Cost consists of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.13 Contract costs

The incremental costs of obtaining a contract and costs incurred in fulfilling the contract (other than inventories) are recognised as an asset if those costs are expected to be recovered. The asset is amortised on a systematic basis that is consistent with the recognition of related revenue as disclosed in Note 2.20. When the carrying amount of the asset exceeds the remaining amount of consideration expected to be received in exchange for the goods or services less the related costs that have not been recognised as expenses, the excess represents an impairment loss and is recognised in profit or loss. As a practical expedient, the incremental costs of obtaining a short-term contract of which the amortisation period is one year or less are recognised as an expense when incurred.

2.14 Contract assets and contract liabilities

A contract is presented in the statement of financial position as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment. A contract asset is an entity's right to consideration in exchange for goods or services transferred to a customer when that right is conditioned on something other than the passage of time. The asset is subject to impairment assessment on the same basis as trade receivables as disclosed in Note 2.15. A contract liability is an entity's obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer.

2.15 Financial assets

Financial assets of the Group and the Company consist of investments in equity instruments, receivables, derivatives and cash and cash equivalents.

Initial recognition and measurement

A financial asset is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the financial instrument. A regular way purchase or sale of financial assets is recognised or derecognised using settlement date accounting. Trade receivables that do not contain a significant financing component are initially recognised at their transaction price (as defined in Note 2.20). Other financial assets are initially recognised at fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Subsequent measurement

Financial assets are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss in accordance with their classification on the basis of both the business model within which they are held and their contractual cash flow characteristics.

(i) Amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold financial assets to collect contractual cash flows and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. All receivables, cash and bank balances and term deposits are classified under this category. Any gain or loss is recognised in profit or loss when the financial asset is derecognised, reclassified, through the amortisation process or in order to recognise impairment gains or losses.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.15 Financial assets (cont'd)

Subsequent measurement (cont'd)

(ii) Fair value through other comprehensive income

A financial asset is measured at fair value through other comprehensive income if it is held within a business model whose objective is to both collect contractual cash flows and sell financial assets and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group and the Company do not have any financial assets classified under this category.

(iii) Fair value through profit or loss

A financial asset is measured at fair value through profit or loss if it does not meet the criteria to be measured at amortised cost or fair value through other comprehensive income. All investments in equity instruments, derivatives and short-term funds are classified under this category. Any gain or loss is recognised in profit or loss.

Impairment

At each reporting date, the Group and the Company recognise a loss allowance for expected credit losses on a financial asset measured at amortised cost. The loss allowance is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the loss allowance is measured at an amount equal to 12-month expected credit losses. Any adjustment to the loss allowance is recognised in profit or loss as an impairment gain or loss.

Irrespective of whether there is any significant increase in credit risk since initial recognition, the loss allowance for trade receivables is always measured at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9 Financial Instruments. Such lifetime expected credit losses are calculated using a provision matrix based on historical credit loss experience and adjusted for reasonable and supportable forward-looking information that is available without undue cost or effort.

The expected credit losses for a credit-impaired financial asset are measured as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The gross carrying amount of a credit-impaired financial asset is directly written off when there is no reasonable expectation of recovery.

Derecognition

A financial asset is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expire or all the risks and rewards of ownership are substantially transferred. A direct write-off of gross carrying amount when there is no reasonable expectation of recovering a financial asset constitutes a derecognition event.

2.16 Financial liabilities

Financial liabilities of the Group and the Company consist of payables, loans and borrowings, derivatives and financial guarantee contracts.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.16 Financial liabilities (cont'd)

Initial recognition and measurement

A financial liability is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is initially recognised at fair value minus, in the case of a financial liability not at fair value through profit or loss, transaction costs.

Subsequent measurement

All payables and loans and borrowings are subsequently measured at amortised cost. Any gain or loss is recognised in profit or loss when the financial liability is derecognised and through the amortisation process.

Derivatives are subsequently measured at fair value through profit or loss. Any gain or loss is recognised in profit or loss.

Financial guarantee contracts are subsequently measured at the higher of the amount of loss allowance and the amount initially recognised less any cumulative income recognised.

Derecognition

A financial liability is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires.

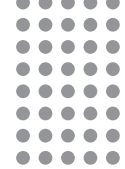
2.17 Foreign currency transactions and translation

The consolidated financial statements and separate financial statements of the Company are presented in Ringgit Malaysia, which is also the Company's functional currency, being the currency of the primary economic environment in which the entity operates. Items included in the financial statements of each individual entity within the Group are measured using the individual entity's own functional currency.

A foreign currency transaction is recorded in the functional currency using the exchange rate at transaction date. At the end of the reporting period, foreign currency monetary items are translated into the functional currency using the closing rate. Foreign currency non-monetary items measured at cost are translated using the exchange rate at transaction date, whereas those measured at fair value are translated using the exchange rate at valuation date. Exchange differences arising from the settlement or translation of monetary items are recognised in profit or loss. Any exchange component of the gain or loss on a non-monetary item is recognised on the same basis as that of the gain or loss, i.e. in profit or loss or in other comprehensive income.

In translating the financial position and results of a foreign operation whose functional currency is not the presentation currency, i.e. Ringgit Malaysia, assets and liabilities are translated into the presentation currency using the closing rate, whereas income and expenses are translated using the exchange rates at transaction dates. All resulting exchange differences are recognised in other comprehensive income and accumulated in equity as currency translation reserve until the foreign operation is disposed of, at which time the cumulative exchange differences previously recognised in other comprehensive income are reclassified from equity to profit or loss as a reclassification adjustment.

Any goodwill and fair value adjustments arising from the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation to be expressed in its functional currency and translated into the presentation currency using the closing rate.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.18 Share capital

Ordinary shares are classified as equity. Transaction costs that relate to the issue of new shares are accounted for as a deduction from equity.

Own shares purchased are held as treasury shares in accordance with the requirements of Section 127 of the Companies Act 2016. The total amount of consideration paid, including directly attributable costs, is recognised directly in equity. When treasury shares are distributed as share dividends or cancelled, the cost of the shares distributed or cancelled is applied in the reduction of distributable reserves. When treasury shares are resold in the open market, any excess of sale consideration over the cost of the shares resold is adjusted to share capital, whereas any deficit is applied in the reduction of distributable reserves.

Dividends on shares declared and unpaid at the end of the reporting period are recognised as a liability, whereas dividends proposed or declared after the reporting period are disclosed in the notes to the financial statements.

2.19 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group and the Company use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. The valuation techniques used include the following or a combination thereof:

- (i) Market approach - which uses prices and other relevant information generated by market transactions involving identical or comparable (i.e. similar) assets, liabilities or a group of assets and liabilities.
- (ii) Cost approach - which reflects the amount that would be required currently to replace the service capacity of an asset.
- (iii) Income approach - which converts future amounts (e.g. cash flows or income and expenses) to a single current (i.e. discounted) amount.

The inputs to valuation techniques used to measure fair value are categorised into the following levels of fair value hierarchy:

- (i) Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- (ii) Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- (iii) Level 3 - unobservable inputs for the asset or liability.

Any transfers between the levels of fair value hierarchy are deemed to have occurred at the end of the reporting period.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.19 Fair value measurement (cont'd)

Non-financial assets

The fair values of land and buildings are measured using the market comparison approach. Under this approach, the fair values are derived from observable market data such as prices per square foot for comparable properties in similar locations (i.e. Level 2).

The fair values of fresh fruit bunches ("FFBs") growing on oil palm trees are measured by multiplying the estimated quantities of FFBs of different age attributes by the observable current market prices of harvested FFBs prorated using a linear interpolation (i.e. Level 2).

Financial assets and financial liabilities

The carrying amounts of receivables, cash and bank balances, term deposits, payables and loans and borrowings which are short-term in nature or repayable on demand are reasonable approximations of fair values. The fair values of long-term loans and borrowings are measured using present value technique by discounting the expected future cash flows using observable current market interest rates for similar liabilities (i.e. Level 2).

The fair values of quoted investments are directly measured using their unadjusted closing prices in active markets (i.e. Level 1).

The fair values of derivatives and short-term funds are directly measured using their unadjusted market values quoted by financial institutions (i.e. Level 1).

The fair value of financial guarantee contract, being the expected cash shortfall resulting from a credit event, is measured at the present value of the guarantee amount multiplied by the probability of default. The probability of default is estimated using credit rating methodologies on a non-proprietary approach to maximise the use of observable market and external data (i.e. Level 2).

2.20 Revenue from contracts with customers

The Group and the Company recognise revenue (by applying the following steps) to depict the transfer of promised goods or services to customers at the transaction price.

- (i) Step 1: Identify contract - A contract is an agreement between two or more parties that creates enforceable rights and obligations.
- (ii) Step 2: Identify performance obligations - Each promise to transfer distinct goods or services is identified as a performance obligation and accounted for separately.
- (iii) Step 3: Determine transaction price - The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer. It is adjusted for the effects of variable consideration (e.g. discounts, rebates, incentives or penalties), significant financing component, non-cash consideration and consideration payable to customer.
- (iv) Step 4: Allocate transaction price to performance obligations - The transaction price is allocated to each performance obligation on the basis of the relative (estimated) stand-alone selling prices of each distinct good or service promised in the contract.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.20 Revenue from contracts with customers (cont'd)

- (v) Step 5: Recognise revenue - Revenue is recognised when (or as) the entity satisfies a performance obligation by transferring a promised good or service to a customer (which is when the customer obtains control of that good or service). Revenue is recognised either over time or at a point in time depending on the timing of transfer of control.

Sale of goods

The Group determines that the transfer of control of promised goods generally coincides with the transfer of risks and rewards of ownership. Accordingly, revenue from the sale of goods is recognised at a point in time when the significant risks and rewards of ownership have been transferred to the customer upon delivery.

Sale of agricultural produce

The Group determines that the transfer of control of promised agricultural produce generally coincides with the transfer of risks and rewards of ownership. Accordingly, revenue from the sale of agricultural produce is recognised at a point in time when the significant risks and rewards of ownership have been transferred to the customer upon delivery.

Rendering of services

The Company determines that the transfer of control of promised services generally coincides with the Company's performance as the customer simultaneously receives and consumes the benefits of the performance as the Company performs. Accordingly, revenue from the rendering of services is recognised over time when the services are performed. The Company measures the progress towards complete satisfaction of the performance obligation using an output method, i.e. time elapsed.

Property development

For sale of properties under development, the Group determines that the transfer of control generally coincides with the Group's performance as the performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Accordingly, revenue is recognised over time during the development period. The Group measures the progress towards complete satisfaction of the performance obligation using an input method, i.e. costs incurred relative to the total expected costs. The effects of any costs incurred that do not depict the Group's performance are excluded from the calculation.

Sale of development land and completed development units

For sale of development land and completed development units, the Group determines that the transfer of control generally coincides with the delivery of vacant possession. Accordingly, revenue is recognised at a point in time when the vacant possession has been delivered to the customer.

Construction contracts

The Group determines that the transfer of control of promised services generally coincides with the Group's performance as the performance creates or enhances an asset that the customer controls as the asset is created or enhanced. Accordingly, revenue from construction contracts is recognised over time during the construction period. The Group measures the progress towards complete satisfaction of the performance obligation using an input method, i.e. costs incurred relative to the total expected costs. The effects of any costs incurred that do not depict the Group's performance are excluded from the calculation.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.21 Other income

Dividend income is recognised in profit or loss only when the entity's right to receive payment of the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

Interest income for financial assets measured at amortised cost is recognised in profit or loss using the effective interest method. Interest or fund distribution income for financial assets measured at fair value through profit or loss is included in their net fair value gains or losses.

Operating lease income is recognised in profit or loss on a straight-line basis over the lease term.

2.22 Government grants

Government grants are recognised when there is reasonable assurance that the Group or the Company will comply with the conditions attaching to the grants and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group or the Company recognises as expenses the related costs for which the grants are intended to compensate. Grants related to assets are presented in the statement of financial position as deferred income which is amortised on a straight-line basis over the estimated useful lives of the assets. Grants related to income are presented under "other income" in the statement of profit or loss.

2.23 Employee benefits

Short-term employee benefits

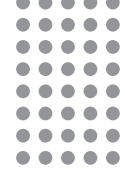
Short-term employee benefits such as wages, salaries, bonuses and social security contributions are recognised in profit or loss or included in the cost of an asset, where appropriate, in the period in which the associated services are rendered by the employee.

Defined contribution plans

As required by law, employers in Malaysia make contributions to the statutory pension scheme, Employees Provident Fund ("EPF"). The Group's foreign subsidiaries make contributions to their respective countries' statutory pension schemes. Contributions to defined contribution plans are recognised in profit or loss or included in the cost of an asset, where appropriate, in the period in which the associated services are rendered by the employee.

Defined benefit plans

The Group and the Company operate an unfunded final salary defined benefit plan for certain key management personnel. The liability in respect of the defined benefit plan is the present value of the future benefits that the key management personnel have earned in return for their services rendered in the current and prior periods. The calculation is performed using the projected unit credit method, with actuarial valuations being carried out with sufficient regularity at an interval of not more than three years such that the amounts recognised in the financial statements do not differ materially from the amounts that would be determined at the end of the reporting period. All components of defined benefit costs are recognised in profit or loss in the period in which they are incurred, except for remeasurement of the defined benefit liability which is recognised in other comprehensive income.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.23 Employee benefits (cont'd)

Share-based payments

The Share Grant Plan of the Company grants the Group's eligible employees shares in the Company upon satisfying specified vesting conditions. These equity compensation benefits are treated as equity-settled share-based payment transactions and recognised in profit or loss with a corresponding increase in equity over the vesting period as share grant reserve. The total amount to be recognised is determined by reference to the fair value of the shares at grant date and the estimated number of shares expected to vest on vesting date.

Termination benefits

Termination benefits are recognised in profit or loss at the earlier of when the Group can no longer withdraw an offer of those benefits and when it recognises any related restructuring costs.

2.24 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, which is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalised as part of the cost of the asset, until such time as the asset is substantially ready for its intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.25 Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax represents the expected amount of income taxes payable in respect of the taxable profit for the year and is measured using the tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided for under the liability method in respect of all temporary differences between the carrying amount of an asset or liability and its tax base except for those temporary differences associated with goodwill or the initial recognition of an asset or liability in a transaction which is not a business combination and, at the time of the transaction, affects neither accounting nor taxable results and does not give rise to equal taxable and deductible temporary differences.

A deferred tax liability is recognised for all taxable temporary differences, whereas a deferred tax asset is recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.26 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits, term deposits that are withdrawable on demand and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits, if any.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3. Judgements and estimation uncertainty

Judgements made in applying accounting policies

In the process of applying the accounting policies of the Group and the Company, management is not aware of any judgements, apart from those involving estimations, that can significantly affect the amounts recognised in the financial statements.

Sources of estimation uncertainty

The key assumptions about the future, and other major sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Valuation of inventories

Inventories are subject to assessment for any potential write-down of cost to net realisable value. Such assessment involves judgements and estimation uncertainty in considering information about the asset's value and economic performance as well as the overall property market conditions. Any changes in these accounting estimates will result in revisions to the valuation of inventories (Note 12).

Property development

The Group recognises property development revenue over time by measuring the progress towards complete satisfaction of the performance obligation. Property development costs and incremental costs of obtaining the contract are also recognised in profit or loss on a systematic basis that is consistent with the recognition of related revenue. These procedures involve judgements and estimation uncertainty in predicting the outcome of the performance obligation based on past experience, work of experts and continuous monitoring mechanism. Any changes in these accounting estimates will affect the carrying amounts of inventories (Note 12), contract costs (Note 15), contract assets and contract liabilities (Note 16).

Construction contracts

The Group considers the effects of variable consideration in determining the transaction price of a performance obligation satisfied over time, and recognises revenue accordingly by measuring the progress towards complete satisfaction of the performance obligation. These procedures involve judgements and estimation uncertainty in predicting the outcome of the performance obligation based on past experience, work of experts and continuous monitoring mechanism. Any changes in these accounting estimates will affect the carrying amounts of contract assets and contract liabilities (Note 16).

Impairment of contract assets and receivables

The Group and the Company recognise loss allowance for expected credit losses on contract assets and receivables based on an assessment of credit risk. Such assessment involves judgements and estimation uncertainty in analysing information about past events, current conditions and forecasts of future economic conditions. Any changes in these accounting estimates will affect the carrying amounts of contract assets (Note 16) and receivables (Note 17).



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4. Property, plant and equipment

Group

	Freehold land RM'000	Buildings RM'000	Plant and machinery RM'000	Furniture, fittings and office equipment RM'000	Motor vehicles RM'000	Bearer plants RM'000	Capital work-in- progress RM'000	Total RM'000
Cost								
At 1 January 2022	21,193	64,859	228,467	9,451	5,423	804	1,830	332,027
Additions	0	1,046	12,025	151	929	0	468	14,619
Disposals/Write-offs	0	(22)	(5,253)	(104)	(888)	0	0	(6,267)
Transfer from right-of-use assets	0	0	0	0	600	0	0	600
Currency translation differences	0	(1,265)	(3,208)	(126)	(13)	0	0	(4,612)
At 31 December 2022	21,193	64,618	232,031	9,372	6,051	804	2,298	336,367
Acquisition of subsidiary	0	0	0	133	0	0	0	133
Additions	0	1,016	10,290	337	1,656	0	850	14,149
Disposals/Write-offs	0	0	(15,415)	(41)	(1,504)	0	0	(16,960)
Reclassifications	0	0	844	845	0	0	(1,689)	0
Currency translation differences	0	665	1,879	77	8	0	0	2,629
At 31 December 2023	21,193	66,299	229,629	10,723	6,211	804	1,459	336,318
Depreciation and impairment losses								
At 1 January 2022								
Accumulated depreciation	0	36,469	176,408	8,030	4,727	577	0	226,211
Accumulated impairment losses	0	379	1,018	7	0	0	0	1,404
	0	36,848	177,426	8,037	4,727	577	0	227,615
Depreciation	0	4,356	7,796	444	347	33	0	12,976
Disposals/Write-offs	0	(6)	(4,892)	(111)	(877)	0	0	(5,886)
Transfer from right-of-use assets	0	0	0	0	600	0	0	600
Currency translation differences	0	(953)	(2,854)	(113)	(12)	0	0	(3,932)
At 31 December 2022								
Accumulated depreciation	0	39,866	176,458	8,250	4,785	610	0	229,969
Accumulated impairment losses	0	379	1,018	7	0	0	0	1,404
	0	40,245	177,476	8,257	4,785	610	0	231,373
Acquisition of subsidiary	0	0	0	31	0	0	0	31
Depreciation	0	3,923	8,412	499	421	33	0	13,288
Disposals/Write-offs	0	0	(13,926)	(39)	(756)	0	0	(14,721)
Currency translation differences	0	494	1,674	69	7	0	0	2,244
At 31 December 2023								
Accumulated depreciation	0	44,283	172,618	8,810	4,457	643	0	230,811
Accumulated impairment losses	0	379	1,018	7	0	0	0	1,404
	0	44,662	173,636	8,817	4,457	643	0	232,215
Carrying amount								
At 1 January 2022	21,193	28,011	51,041	1,414	696	227	1,830	104,412
At 31 December 2022	21,193	24,373	54,555	1,115	1,266	194	2,298	104,994
At 31 December 2023	21,193	21,637	55,993	1,906	1,754	161	1,459	104,103



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4. Property, plant and equipment (cont'd)

The carrying amounts of property, plant and equipment pledged as security for credit facilities granted to the Group are as follows:

	Group		
	2023 RM'000	2022 RM'000	
Freehold land	3,450	3,450	
Buildings	974	998	
	<u>4,424</u>	<u>4,448</u>	
Company			
	Furniture, fittings and office equipment RM'000	Motor vehicles RM'000	Total RM'000
Cost			
At 1 January 2022	282	903	1,185
Additions	31	0	31
Transfer from right-of-use assets	0	600	600
Disposals/Write-offs	(12)	(877)	(889)
At 31 December 2022	<u>301</u>	<u>626</u>	<u>927</u>
Additions	25	0	25
Disposals/Write-offs	(27)	0	(27)
At 31 December 2023	<u>299</u>	<u>626</u>	<u>925</u>
Accumulated depreciation			
At 1 January 2022	231	903	1,134
Depreciation	23	0	23
Transfer from right-of-use assets	0	600	600
Disposals/Write-offs	(12)	(877)	(889)
At 31 December 2022	<u>242</u>	<u>626</u>	<u>868</u>
Depreciation	25	0	25
Disposals/Write-offs	(25)	0	(25)
At 31 December 2023	<u>242</u>	<u>626</u>	<u>868</u>
Carrying amount			
At 1 January 2022	<u>51</u>	<u>0</u>	<u>51</u>
At 31 December 2022	<u>59</u>	<u>0</u>	<u>59</u>
At 31 December 2023	<u>57</u>	<u>0</u>	<u>57</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

5. Investment properties

Group

	Freehold land RM'000	Buildings RM'000	Building under construction RM'000	Total RM'000
Cost				
At 1 January 2022	11,555	27,675	3,155	42,385
Additions	0	0	542	542
Borrowing costs capitalised	0	0	39	39
Transfer from inventories	834	0	0	834
Reclassification	0	3,736	(3,736)	0
At 31 December 2022 / 31 December 2023	12,389	31,411	0	43,800
Accumulated depreciation				
At 1 January 2022	0	2,970	0	2,970
Depreciation	0	923	0	923
At 31 December 2022	0	3,893	0	3,893
Depreciation	0	967	0	967
At 31 December 2023	0	4,860	0	4,860
Carrying amount				
At 1 January 2022	11,555	24,705	3,155	39,415
At 31 December 2022	12,389	27,518	0	39,907
At 31 December 2023	12,389	26,551	0	38,940
Fair value				
Estimated fair value at 31 December 2022	16,500	33,390	n/a	49,890
Estimated fair value at 31 December 2023	16,560	33,390	n/a	49,950

Company

	Freehold land RM'000
Cost	
At 1 January 2022 / 31 December 2022 / 31 December 2023	23,125
Fair value	
Estimated fair value at 31 December 2022	26,800
Estimated fair value at 31 December 2023	26,800

The fair values of investment properties were measured based on appraisals performed by independent professional valuers using the market comparison approach. The appraised values were derived from observable prices per square foot for comparable properties in similar locations (i.e. Level 2).



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

5. Investment properties (cont'd)

The carrying amounts of investment properties pledged as security for credit facilities granted to the Group are as follows:

	Group	
	2023 RM'000	2022 RM'000
Freehold land	7,874	7,874
Buildings	25,865	26,799
	<u>33,739</u>	<u>34,673</u>

The Group and the Company lease certain investment properties under operating leases for 3 to 30 (2022 : 3 to 30) years. The undiscounted lease payments to be received are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Within 1 year	3,789	3,690	181	181
1 to 2 years	3,762	3,789	190	181
2 to 3 years	3,789	3,762	190	190
3 to 4 years	3,896	3,789	190	190
4 to 5 years	4,017	3,896	200	190
After 5 years	126,645	130,662	2,859	3,059
	<u>145,898</u>	<u>149,588</u>	<u>3,810</u>	<u>3,991</u>

The Company also leases certain portions of its freehold land to a subsidiary on a yearly basis from January to December.

6. Right-of-use assets

Group

	Leasehold	Buildings	Motor	Total
	land		vehicles	
	RM'000	RM'000	RM'000	RM'000
At 1 January 2022	25,883	322	257	26,462
Additions	0	0	101	101
Depreciation	(1,115)	(166)	(136)	(1,417)
Currency translation differences	(540)	0	0	(540)
At 31 December 2022	<u>24,228</u>	<u>156</u>	<u>222</u>	<u>24,606</u>
Acquisition of subsidiary	0	77	97	174
Additions	0	224	1,365	1,589
Depreciation	(1,107)	(237)	(212)	(1,556)
Disposal	0	0	(654)	(654)
Currency translation differences	324	0	0	324
At 31 December 2023	<u>23,445</u>	<u>220</u>	<u>818</u>	<u>24,483</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

6. Right-of-use assets (cont'd)

Company

	Motor vehicles RM'000
At 1 January 2022	158
Depreciation	(101)
At 31 December 2022	<u>57</u>
Addition	1,365
Depreciation	(121)
Disposal	(654)
At 31 December 2023	<u>647</u>

The Group acquired the rights to use the leasehold land as its principal places of business for 48 to 60 years. It also leases the buildings as branch offices for 1 to 3 years. The rights to use the motor vehicles were acquired by the Group and the Company under hire purchase financing whereby ownership will be transferred by the end of the lease terms of 5 to 7 years.

7. Goodwill

Group

	RM'000
At 1 January 2022 / 31 December 2022	0
Acquisition of subsidiary	1,392
At 31 December 2023	<u>1,392</u>

Goodwill is attributable to a subsidiary, Star Wheels Electronic Sdn. Bhd., which represents a separate cash-generating unit ("CGU").

The goodwill arising from the acquisition is mainly attributable to the competency and experienced workforce, the business credibility and growth prospects to supplement the Group's existing business and strengthen its operational sustainability.

The recoverable amount of the CGU was determined based on its value in use calculated using cash flow projections. The cash flow projections were based on the most recent financial budgets/forecasts approved by management which covered a period of 5 years. A growth rate of 0% was used to extrapolate the cash flow projections beyond the 5 years covered by the financial budgets/forecasts. A discount rate of 11% per annum was applied to the cash flow projections.

Barring any unforeseen circumstances, management believes that no reasonably possible change in the above key assumptions would cause the carrying amount of the CGU to materially exceed its recoverable amount.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

8. Investments in subsidiaries

Company

	2023 RM'000	2022 RM'000
Unquoted shares - at cost	232,476	232,476
Contributions under Share Grant Plan	819	778
Impairment losses	(20,799)	(21,136)
	<u>212,496</u>	<u>212,118</u>

Impairment losses have been recognised for investments in certain loss-making subsidiaries.

The details of the subsidiaries are as follows:

Name of subsidiary	Principal place of business/ Place of incorporation	Effective ownership interest		Principal activity
		2023	2022	
GUH Asset Holdings Sdn. Bhd.	Malaysia	100%	100%	Investment holding
GUH Capital Sdn. Bhd.	Malaysia	100%	100%	Investment holding
GUH Electronic Holdings Sdn. Bhd.	Malaysia	100%	100%	Investment holding
GUH International (HK) Private Limited ^{(a)/(b)}	Hong Kong	100%	100%	Dormant
GUH Land Sdn. Bhd.	Malaysia	100%	100%	Investment holding
GUH Plantations Sdn. Bhd.	Malaysia	100%	100%	Cultivation of oil palm
GUH Properties Sdn. Bhd.	Malaysia	100%	100%	Property development
GUH Utilities Holdings Sdn. Bhd.	Malaysia	100%	100%	Investment holding
<u>Subsidiaries of GUH Asset Holdings Sdn. Bhd.</u>				
GUH eBattery Sdn. Bhd.	Malaysia	100%	100%	Dormant
GUH Electrical (BW) Sdn. Bhd.	Malaysia	100%	100%	Dormant
GUH eVehicle Sdn. Bhd.	Malaysia	100%	100%	Sale of electric vehicles
GUH Realty Sdn. Bhd.	Malaysia	100%	100%	Property development and investment in real estate
Milan Diamond Sdn. Bhd.	Malaysia	100%	100%	Property letting
Tecnovac Marketing Sdn. Bhd.	Malaysia	100%	100%	Dormant



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

8. Investments in subsidiaries (cont'd)

Name of subsidiary	Principal place of business/ Place of incorporation	Effective ownership interest		Principal activity
		2023	2022	
<u>Subsidiaries of GUH Capital Sdn. Bhd.</u>				
GUH Power Sdn. Bhd. ^{(a)(b)}	Malaysia	100%	0%	Dormant
Star Wheels Electronic Sdn. Bhd. ^(a)	Malaysia	70%	0%	Sale and repair of electric scooters, bicycles and hoverboards
<u>Subsidiaries of GUH Electronic Holdings Sdn. Bhd.</u>				
Grand Circuit Industry (Philippines) Inc. ^(a)	Philippines	100%	100%	Dormant
Grand United (BVI) Co., Ltd. ^{(a)(b)}	British Virgin Islands	100%	100%	Dormant
GUH Circuit Industry (PG) Sdn. Bhd.	Malaysia	100%	100%	Manufacture and sale of printed circuit boards
GUH Circuit Industry (Suzhou) Co., Ltd. ^(a)	China	100%	100%	Manufacture and sale of printed circuit boards
GUH HiTech Circuits Sdn. Bhd.	Malaysia	100%	0%	Dormant
<u>Subsidiary of GUH Land Sdn. Bhd.</u>				
GUH Development Sdn. Bhd.	Malaysia	99%	99%	Property development
<u>Subsidiaries of GUH Utilities Holdings Sdn. Bhd.</u>				
GUH Water Pte Limited ^{(a)(b)}	Hong Kong	100%	100%	Dormant
Teknoserv Engineering Sdn. Bhd.	Malaysia	100%	100%	Project managers and contractors for construction of water & wastewater treatment plant and road infrastructure
<u>Subsidiary of GUH Realty Sdn. Bhd.</u>				
Jeladan Sdn. Bhd.	Malaysia	100%	100%	Dormant
<u>Subsidiary of Star Wheels Electronic Sdn. Bhd.</u>				
Starwheels Creative Studio Sdn. Bhd. ^(a)	Malaysia	36%	0%	Sale and modification of electric scooters, bicycles and hoverboards

^(a) Not audited by Crowe Malaysia PLT

^(b) Not required to be audited, and consolidated using unaudited financial statements



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

8. Investments in subsidiaries (cont'd)

Acquisition of subsidiary

In January 2023, the Group, through GUH Capital Sdn. Bhd., acquired 70% equity interest in Star Wheels Electronic Sdn. Bhd. for cash consideration of RM2,100,000. The acquisition gave rise to a goodwill of RM1,392,000.

The amounts recognised at the acquisition date for each major class of assets acquired and liabilities assumed are as follows:

	RM'000
Property, plant and equipment	102
Right-of-use asset	174
Inventories	303
Receivables	58
Prepayments	47
Cash and bank balances	1,013
Payables	(331)
Loan and borrowings	(140)
Lease liabilities	(185)
Current tax liabilities	(33)
Deferred tax liabilities	(12)
Net assets	<u>996</u>
Non-controlling interests	<u>(288)</u>
Shares of net asset acquired	708
Fair value of cash consideration transferred	<u>(2,100)</u>
Goodwill	<u>(1,392)</u>

The amounts of revenue and loss for the financial year recognised since the acquisition date included in the consolidated statement of profit or loss are as follows:

	RM'000
Revenue	1,235
Loss for the financial year	<u>(362)</u>

The effects of the acquisition on the consolidated statement of cash flows are as follows:

	Group 2023 RM'000
Cash consideration paid	2,100
Cash and bank balances acquired	<u>(1,013)</u>
Acquisition of subsidiary, net of cash acquired	<u>1,087</u>



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

9. Investment in associate

Group

	2023	2022
	RM'000	RM'000
Unquoted shares - at cost	12,631	11,547
Share of post-acquisition changes in net assets	(2,093)	(489)
	<u>10,538</u>	<u>11,058</u>

The details of the associate are as follows:

Name of associate	Principal place of business/ Place of incorporation	Effective ownership interest		Principal activity
		2023	2022	
Leader GUH Renewable Energy Sdn. Bhd.	Malaysia	40%	40%	Investment holding

The summarised consolidated financial information of the associate is as follows:

	2023	2022
	RM'000	RM'000
Non-current assets	22,747	23,205
Current assets	5,956	55,137
Current liabilities	(1,392)	(49,762)
Net assets	27,311	28,580
Revenue	0	0
Loss for the financial year	(5,110)	(1,406)
Other comprehensive income for the financial year	1,099	(1,078)
Comprehensive income for the financial year	<u>(4,011)</u>	<u>(2,484)</u>

The reconciliation of the above summarised financial information to the carrying amount of the investment is as follows:

	2023	2022
	RM'000	RM'000
Net assets	27,311	28,580
Non-controlling interests	(966)	(936)
Net assets attributable to owners of the associate	<u>26,345</u>	<u>27,644</u>
Effective ownership interest	40%	40%
Carrying amount	<u>10,538</u>	<u>11,058</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

10. Investment in joint venture

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Unquoted shares - at cost	*0	*0	0	0
Share application monies	16,600	16,600	0	0
Contribution via financial guarantee contract (Note 23)	4,507	4,507	4,507	4,507
Share of post-acquisition changes in net assets	(301)	(139)	0	0
	<u>20,806</u>	<u>20,968</u>	<u>4,507</u>	<u>4,507</u>

* Denotes RM51

The details of the joint venture are as follows:

Name of joint venture	Place of incorporation	Effective ownership interest		Principal activity
		2023	2022	
GUH Centralised Dormitory Sdn. Bhd. ("GUHCD")	Malaysia	51%	51%	Yet to commence operation

In March 2020, the Group (through a wholly-owned subsidiary) entered into a joint venture agreement ("JVA") with another joint venturer to establish GUHCD. Pursuant to the JVA, decisions about the relevant activities of GUHCD require the unanimous consent of the joint venturers sharing control. Accordingly, the Group determines that it does not control GUHCD on its own even though it holds 51% of the equity interest therein.

The intended principal activities of GUHCD are the construction and subsequent operation of foreign worker dormitories on a property of the Group identified in the JVA ("Identified Property"). In 2021, the Group had transferred the Identified Property to GUHCD at fair value of RM16,600,000 as its contribution to the enlarged capital of GUHCD. The said contribution was accounted for as share application monies and will be converted to shares in 2024.

The summarised financial information of GUHCD is as follows:

	2023 RM'000	2022 RM'000
Non-current assets	62,638	31,290
Current assets	5,477	7,523
Cash and cash equivalents (included in current assets)	5,299	7,483
Current liabilities	(6,497)	(2,132)
Loans and borrowings (included in current liabilities)	(1,363)	(13)
Non-current liabilities	(29,660)	(4,406)
Loans and borrowings (included in non-current liabilities)	(29,660)	(4,406)
Net assets	31,958	32,275
Revenue	0	0
Depreciation	(3)	(2)
Interest income	76	35
Interest expense (capitalised in non-current assets)	(840)	(30)
Tax expense	(27)	0
Loss (representing comprehensive income) for the financial year	<u>(317)</u>	<u>(195)</u>



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

10. Investment in joint venture (cont'd)

The reconciliation of the above summarised financial information to the carrying amount of the investment in GUHCD is as follows:

	Group	
	2023 RM'000	2022 RM'000
Net assets	31,958	32,275
Effective ownership interest	51%	51%
Share of net assets	<u>16,299</u>	<u>16,461</u>
Contribution via financial guarantee contract	<u>4,507</u>	<u>4,507</u>
Carrying amount	<u>20,806</u>	<u>20,968</u>

11. Other investments

Group and Company

	2023 RM'000	2022 RM'000
Quoted shares - at fair value	<u>3,064</u>	<u>6,043</u>

The fair values of quoted investments were directly measured using their unadjusted closing prices in active markets (i.e. Level 1).

12. Inventories

Group

	2023 RM'000	2022 RM'000
Non-current assets		
Land held for property development	<u>174,019</u>	<u>167,459</u>
Current assets		
Property development costs	14,218	3,065
Completed development units	49,892	50,792
Raw materials	8,557	15,603
Work-in-progress	4,147	5,336
Finished goods	5,393	11,440
Consumables	3,911	4,813
Goods-in-transit	<u>3,623</u>	<u>3,568</u>
	<u>89,741</u>	<u>94,617</u>
Total inventories	<u>263,760</u>	<u>262,076</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

12. Inventories (cont'd)

Certain land held for property development with total carrying amount of RM18,559,000 (2022 : RM6,378,000) has been pledged as security for credit facilities granted to the Group.

While holding for sale in the ordinary course of business, the Group leases certain completed development units under operating leases which are cancellable at its discretion. The undiscounted lease payments to be received are as follows:

	2023 RM'000	2022 RM'000
Within 1 year	925	971
1 to 2 years	216	472
2 to 3 years	39	18
	<u>1,180</u>	<u>1,461</u>

13. Deferred tax assets and deferred tax liabilities

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
At 1 January	(7,270)	(5,444)	(1,099)	(1,099)
Acquisition of subsidiary	(12)	0	0	0
Deferred tax income/(expense) relating to origination and reversal of temporary differences	190	(1,663)	0	0
Deferred tax liabilities underprovided in prior year	(134)	(163)	0	0
At 31 December	<u>(7,226)</u>	<u>(7,270)</u>	<u>(1,099)</u>	<u>(1,099)</u>
Disclosed as:				
- Deferred tax assets	1,062	962	0	0
- Deferred tax liabilities	(8,288)	(8,232)	(1,099)	(1,099)
	<u>(7,226)</u>	<u>(7,270)</u>	<u>(1,099)</u>	<u>(1,099)</u>
In respect of (taxable)/deductible temporary differences of:				
- Property, plant and equipment	(8,152)	(8,011)	0	0
- Investment properties	(286)	(286)	(1,099)	(1,099)
- Right-of-use assets	(11)	(36)	0	0
- Inventories	357	(19)	0	0
- Financial instruments	855	1,044	0	0
- Lease liabilities	11	38	0	0
	<u>(7,226)</u>	<u>(7,270)</u>	<u>(1,099)</u>	<u>(1,099)</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13. Deferred tax assets and deferred tax liabilities (cont'd)

Save as disclosed above, as at 31 December 2023, deferred tax liabilities and deferred tax assets have also effectively been recognised and offset against each other by the Group and the Company to the extent of RM3,122,000 and RM14,000 (2022 : RM3,434,000 and RM8,000) respectively. No further deferred tax assets have been recognised for the following excess of deductible temporary differences, unused capital allowances and tax losses over taxable temporary differences:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Deductible temporary differences of:				
- Investment properties	1,060	1,060	0	0
- Inventories	10,292	11,422	0	0
- Financial instruments	0	134	0	134
- Lease liabilities	222	186	50	18
- Retirement benefits	6,585	8,823	6,585	8,823
Unused capital allowances	1,517	1,911	1,316	1,252
Unused tax losses expiring in year of assessment:				
- 2025	29,448	28,833	0	0
- 2026	8,929	8,742	0	0
- 2027	5,888	5,765	0	0
- 2028	41,435	41,060	19,069	19,069
- 2029	4,509	4,509	2,260	2,260
- 2030	6,830	6,830	1,865	1,865
- 2031	4,057	4,057	2,193	2,193
- 2032	5,231	5,204	3,085	3,085
- 2033	5,182	0	3,377	0
Taxable temporary differences of:				
- Property, plant and equipment	(982)	(2,099)	(26)	(32)
- Right-of-use assets	(11,184)	(11,427)	(33)	0
- Biological assets	(134)	(146)	0	0
- Financial instruments	(159)	(61)	0	0
	<u>118,726</u>	<u>114,803</u>	<u>39,741</u>	<u>38,667</u>

The deductible temporary differences and unused capital allowances have no expiry date.

14. Biological assets

Group

	2023 RM'000	2022 RM'000
At 1 January	146	225
Fair value gains	768	1,523
Harvest and sales	<u>(780)</u>	<u>(1,602)</u>
At 31 December	<u>134</u>	<u>146</u>
Estimated quantities:		
- Harvested during the year (metric tonnes)	997	1,537
- Unharvested at 31 December (metric tonnes)	<u>320</u>	<u>360</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

14. Biological assets (cont'd)

Biological assets represent fresh fruit bunches ("FFBs") growing on oil palm trees and are measured at fair value less costs of disposal. The fair values were measured by multiplying the estimated quantities of FFBs of different age attributes by the observable current market prices of harvested FFBs prorated using a linear interpolation (i.e. Level 2).

15. Contract costs

Group

	2023 RM'000	2022 RM'000
Costs of obtaining contracts	<u>1,171</u>	<u>372</u>

16. Contract assets and contract liabilities

Group

Contract assets

	2023 RM'000	2022 RM'000
Property development (Note (i))	5,895	5,194
Construction contracts (Note (ii))	<u>164</u>	<u>504</u>
	<u>6,059</u>	<u>5,698</u>

Contract liabilities

	2023 RM'000	2022 RM'000
Property development (Note (i))	728	534
Construction contracts (Note (ii))	<u>4,368</u>	<u>5,021</u>
	<u>5,096</u>	<u>5,555</u>

(i) Contract assets and contract liabilities from property development

	2023 RM'000	2022 RM'000
At 1 January	4,660	3,086
Revenue recognised during the year	24,738	14,704
Progress billings during the year	<u>(24,231)</u>	<u>(13,130)</u>
At 31 December	<u>5,167</u>	<u>4,660</u>
Disclosed as:		
- Contract assets	5,895	5,194
- Contract liabilities	<u>(728)</u>	<u>(534)</u>
	<u>5,167</u>	<u>4,660</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16. Contract assets and contract liabilities (cont'd)

(i) Contract assets and contract liabilities from property development (cont'd)

As disclosed in Note 2.20, the Group generally satisfies its performance obligations over time during the development period. Any excess of revenue recognised over progress billings is presented as contract asset, whereas any deficit is presented as contract liability.

The Group measures the loss allowance for contract assets at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9. Based on the low historical observed default rates (adjusted for forward-looking estimates), the expected credit losses on contract assets are not considered to be material and hence, have not been recognised.

Remaining performance obligations

As at 31 December 2023, the aggregate transaction price allocated to the remaining performance obligations amounted to RM42,325,000 (2022 : RM16,786,000) and the Group expects to recognise this revenue when the projects are completed over the next 1 to 2 (2022 : 1) years.

(ii) Contract assets and contract liabilities from construction contracts

	2023	2022
	RM'000	RM'000
At 1 January	(4,517)	(4,567)
Revenue recognised during the year	11,854	10,676
Progress billings during the year	(11,541)	(10,626)
At 31 December	(4,204)	(4,517)
Disclosed as:		
- Contract assets	164	504
- Contract liabilities	(4,368)	(5,021)
	(4,204)	(4,517)

As disclosed in Note 2.20, the Group generally satisfies its performance obligations over time during the construction period. Any excess of revenue recognised over progress billings is presented as contract asset, whereas any deficit is presented as contract liability.

The Group measures the loss allowance for contract assets at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9. Based on the low historical observed default rates (adjusted for forward-looking estimates), the expected credit losses on contract assets are not considered to be material and hence, have not been recognised.

Remaining performance obligations

As at 31 December 2023, the aggregate transaction price allocated to the remaining performance obligations amounted to RM9,388,000 (2022 : RM67,052,000) and the Group expects to recognise this revenue when the projects are completed over the next 1 to 2 (2022 : 1 to 2) years.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

17. Receivables

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Non-current assets				
Amounts due from subsidiaries	0	0	211,064	206,460
Loss allowance	0	0	(17,479)	(16,466)
	<u>0</u>	<u>0</u>	<u>193,585</u>	<u>189,994</u>
Current assets				
Trade receivables:				
- Joint venture	79	53	0	0
- Other related party ^(a)	247	725	0	0
- Unrelated parties	32,755	36,614	0	0
	33,081	37,392	0	0
- Loss allowance	(2,479)	(2,427)	0	0
	<u>30,602</u>	<u>34,965</u>	<u>0</u>	<u>0</u>
Other receivables	4,437	3,326	79	41
Dividend receivable	0	0	6,000	6,400
Amounts due from subsidiaries	0	0	13,850	15,054
Loss allowance	0	0	(107)	(298)
	<u>0</u>	<u>0</u>	<u>13,743</u>	<u>14,756</u>
	<u>35,039</u>	<u>38,291</u>	<u>19,822</u>	<u>21,197</u>
Total receivables	<u>35,039</u>	<u>38,291</u>	<u>213,407</u>	<u>211,191</u>

^(a) Being a company in which a director has substantial financial interest

Trade receivables

The Group determines credit risk concentrations in terms of counterparties and geographical areas. As at 31 December 2023, there were 2 (2022 : 2) major groups of customers that individually accounted for 10% or more of the Group's trade receivables and the total outstanding balances due from these major groups amounted to RM9,929,000 (2022 : RM12,184,000). The credit risk concentration profile by geographical areas of trade receivables is as follows:

	Group	
	2023	2022
	RM'000	RM'000
Malaysia	19,218	20,538
China	2,757	2,486
Indonesia	7,192	7,468
Singapore	2,620	5,296
Others	1,294	1,604
	<u>33,081</u>	<u>37,392</u>



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

17. Receivables (cont'd)

Trade receivables (cont'd)

The credit terms of trade receivables range from 14 to 135 days. The Group uses past due information to assess the credit risk of trade receivables. The analysis by past due status is as follows:

	Group	
	2023 RM'000	2022 RM'000
Not past due	27,375	32,091
1 to 30 days past due	1,588	2,806
31 to 60 days past due	1,589	0
61 to 90 days past due	50	69
More than 90 days past due	2,479	2,426
	<u>33,081</u>	<u>37,392</u>

The Group determines that a trade receivable is credit-impaired when the customer is experiencing significant financial difficulty and has defaulted in payments. Unless otherwise demonstrated, the Group generally considers a default to have occurred when the trade receivable is more than 90 days past due. The gross carrying amount of a credit-impaired trade receivable is directly written off when there is no reasonable expectation of recovery. This normally occurs when there is reasonable proof of customer insolvency.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9. The changes in the loss allowance are as follows:

	Group	
	2023 RM'000	2022 RM'000
At 1 January	2,427	2,676
Write-offs	0	(164)
Currency translation differences	52	(85)
At 31 December	<u>2,479</u>	<u>2,427</u>

The above loss allowance is in respect of individually assessed credit-impaired trade receivables. Based on the low historical observed default rates (adjusted for forward-looking estimates), the expected credit losses on trade receivables that are not credit-impaired are not considered to be material and hence, have not been recognised.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

17. Receivables (cont'd)

Amounts due from subsidiaries

The amounts due from subsidiaries are unsecured, interest free and repayable on demand.

The Company measures the loss allowance at an amount equal to lifetime expected credit losses. The gross carrying amounts and the related loss allowance changes are as follows:

Company

	Not credit- impaired RM'000	Credit- impaired RM'000	Total RM'000
2023			
Gross carrying amount	120,806	104,108	224,914
Loss allowance:			
- At 1 January	(311)	(16,453)	(16,764)
- Impairment gains/(losses)	192	(1,014)	(822)
- At 31 December	(119)	(17,467)	(17,586)
	<u>120,687</u>	<u>86,641</u>	<u>207,328</u>
Disclosed as:			
- Non-current assets	106,944	86,641	193,585
- Current assets	13,743	0	13,743
	<u>120,687</u>	<u>86,641</u>	<u>207,328</u>
2022			
Gross carrying amount	123,113	98,401	221,514
Loss allowance:			
- At 1 January	(1,226)	(15,873)	(17,099)
- Impairment gains/(losses)	915	(580)	335
- At 31 December	(311)	(16,453)	(16,764)
	<u>122,802</u>	<u>81,948</u>	<u>204,750</u>
Disclosed as:			
- Non-current assets	108,046	81,948	189,994
- Current assets	14,756	0	14,756
	<u>122,802</u>	<u>81,948</u>	<u>204,750</u>

The Company determines that an amount due from subsidiary is credit-impaired when the subsidiary is in negative equity position.



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

18. Derivatives

Group

	2023 RM'000	2022 RM'000
Forward exchange contracts - at fair value	<u>152</u>	<u>9</u>

Forward exchange contracts are used to hedge the exposure to currency risk. The Group does not apply hedge accounting. As at 31 December 2023, the Group had contracts with financial institutions due within 1 year to buy RM12,978,000 (2022 : RM3,971,000) and sell USD2,800,000 (2022 : USD900,000) at contractual forward rates.

The fair values of forward exchange contracts were directly measured using their unadjusted market values quoted by the financial institutions (i.e. Level 1).

19. Cash and cash equivalents

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cash and bank balances	34,236	29,695	247	226
Term deposits	45,452	60,582	9,218	10,327
Short-term funds - at fair value	1,019	52	1,010	43
	<u>80,707</u>	<u>90,329</u>	<u>10,475</u>	<u>10,596</u>

Cash and bank balances and term deposits are placed with reputable financial institutions with low credit risk. Accordingly, their expected credit losses are not considered to be material and hence, have not been recognised.

Certain term deposits of the Group totalling RM20,000 (2022 : RM20,000) have been pledged as security for credit facilities granted to the Group. Accordingly, these term deposits are not freely available for use.

The effective interest rates of term deposits as at 31 December 2023 ranged from 2.10% to 5.45% (2022 : 0.48% to 3.85%) per annum.

Short-term funds represent highly liquid investments in money market funds managed by financial institutions that invest in low-risk instruments, and are readily redeemable with insignificant risk of changes in value. Their fair values were directly measured using the unadjusted market values quoted by the financial institutions (i.e. Level 1).

For the purpose of statement of cash flows, cash and cash equivalents are presented net of pledged deposits as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cash and cash equivalents	80,707	90,329	10,475	10,596
Term deposits pledged as security	<u>(20)</u>	<u>(20)</u>	<u>0</u>	<u>0</u>
	<u>80,687</u>	<u>90,309</u>	<u>10,475</u>	<u>10,596</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. Payables

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Trade payables:				
- Related party ^(a)	927	1,728	0	0
- Related party ^(b)	0	636	0	0
- Unrelated parties	25,920	29,841	0	0
	26,847	32,205	0	0
Other payables:				
- Related party ^(a)	239	250	0	0
- Unrelated parties	15,451	14,058	1,619	1,997
	15,690	14,308	1,619	1,997
Amounts due to subsidiaries	0	0	3,544	4,413
	42,537	46,513	5,163	6,410

^(a) Being companies in which a director has substantial financial interests

^(b) Being a company in which a close family member of certain directors has substantial financial interest

Payables are generally short-term in nature or repayable on demand and their carrying amounts will approximate to the remaining contractual undiscounted cash flows.

Trade and other payables

The credit terms of trade and other payables range from 30 to 120 days.

Amounts due to subsidiaries

The amounts due to subsidiaries are unsecured, interest free and repayable on demand.

21. Loans and borrowings

Group

	2023 RM'000	2022 RM'000
Secured		
Term loans	32,497	30,913
Unsecured		
Term loans	15,190	0
Revolving credit	0	14,000
Trust receipts	9,508	7,939
	57,195	52,852
Disclosed as:		
- Current liabilities	14,756	25,291
- Non-current liabilities	42,439	27,561
	57,195	52,852



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

21. Loans and borrowings (cont'd)

Secured loans and borrowings are secured against certain property, plant and equipment (Note 4), investment properties (Note 5) and inventories (Note 12).

The effective interest rates of loans and borrowings as at 31 December 2023 ranged from 3.50% to 6.72% (2022 : 4.06% to 5.96%) per annum.

Except for term loans, loans and borrowings are generally short-term in nature or repayable on demand and their carrying amounts will approximate to the remaining contractual undiscounted cash flows.

Term loans are repayable over 4 to 15 years. The repayment analysis is as follows:

	2023 RM'000	2022 RM'000
Gross loan instalments:		
- Within 1 year	7,835	4,711
- 1 to 5 years	35,912	16,348
- After 5 years	13,997	17,023
Total contractual undiscounted cash flows	57,744	38,082
Future finance charges	(10,057)	(7,169)
Present value of term loans	<u>47,687</u>	<u>30,913</u>

The fair values of term loans were measured using present value technique by discounting the expected future cash flows using observable current market interest rates for similar liabilities (i.e. Level 2). The fair values measured were considered to be reasonably close to the carrying amounts reported as the observable current market interest rates also approximated to the effective interest rates of term loans.

22. Lease liabilities

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Gross lease liabilities:				
- Within 1 year	388	228	130	51
- 1 to 5 years	677	176	487	8
Total contractual undiscounted cash flows	1,065	404	617	59
Future finance charges	(85)	(22)	(63)	(1)
Present value of lease liabilities	<u>980</u>	<u>382</u>	<u>554</u>	<u>58</u>
Disclosed as:				
- Current liabilities	353	215	108	49
- Non-current liabilities	627	167	446	9
	<u>980</u>	<u>382</u>	<u>554</u>	<u>58</u>

The incremental borrowing rates applied to lease liabilities as at 31 December 2023 ranged from 3.65% to 5.00% (2022 : 4.39% to 5.00%) per annum.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

23. Financial guarantee contracts

Group and Company

	2023 RM'000	2022 RM'000
At 1 January	4,507	183
Initial recognition at fair value	0	4,507
Amortisation	0	(183)
At 31 December	<u>4,507</u>	<u>4,507</u>

The above financial guarantee contract is in respect of the joint venture, GUH Centralised Dormitory Sdn. Bhd. ("GUHCD") (Note 10).

In 2022, the Company entered into a financial guarantee contract to provide proportionate financial guarantee to a financial institution for credit facilities granted to GUHCD. The total limit of the credit facilities is RM51,000,000 and the portion guaranteed by the Company is capped at RM26,010,000. The total utilisation of these credit facilities as at 31 December 2023 amounted to RM31,024,000 (2022 : RM4,420,000).

The aforementioned financial guarantee contract was initially recognised at fair value based on valuation performed by independent professional valuer who calculated the present value of the guarantee amount multiplied by the probability of default. The probability of default was estimated using credit rating methodologies with observable market and external data (i.e. Level 2). The financial guarantee contract will be amortised on a straight-line basis over the contractual term of 15 years commencing from August 2024. No maturity analysis is presented for the financial guarantee contract as the entire guarantee amount could be called at any time in the event of default by GUHCD.

Company

Save as disclosed above, the Company also entered into financial guarantee contracts to provide financial guarantees to financial institutions and trade suppliers for credit facilities granted to certain subsidiaries up to a total limit of RM237,194,000 (2022 : RM202,168,000). The total utilisation of these credit facilities as at 31 December 2023 amounted to RM83,680,000 (2022 : RM57,615,000).

The aforementioned financial guarantee contracts should have been recognised in the statement of financial position in accordance with the recognition and measurement policies as stated in Note 2.16. After considering that the probability of the subsidiaries defaulting on the credit lines is remote, the financial guarantee contracts have not been recognised as the fair values on initial recognition are not expected to be material. No maturity analysis is presented for the financial guarantee contracts as the entire guarantee amount could be called at any time in the event of default by the subsidiaries.

24. Retirement benefits

Group and Company

	2023 RM'000	2022 RM'000
Present value of defined benefit obligations:		
- At 1 January	8,824	8,048
- Defined benefit costs	266	776
- Payments	(2,505)	0
- At 31 December	<u>6,585</u>	<u>8,824</u>



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

24. Retirement benefits (cont'd)

The components of defined benefit costs are as follows:

	2023 RM'000	2022 RM'000
Current service cost	711	461
Interest expense	321	315
Remeasurement of defined benefit liability:		
- Actuarial gains arising from changes in financial assumptions	(766)	0
	<u>266</u>	<u>776</u>

The principal actuarial assumptions used to determine the present value of the defined benefit obligations are as follows:

	2023 %	2022 %
Discount rate	4.88	4.88
Future salary growth	<u>4.00</u>	<u>4.00</u>

The following table demonstrates the sensitivity of the defined benefit obligations to changes in each principal actuarial assumption that were reasonably possible at the end of the reporting period, with all other variables held constant:

	Increase/(Decrease) in defined benefit obligations	
	2023 RM'000	2022 RM'000
Increase in discount rate by 1%	(333)	(370)
Decrease in discount rate by 1%	360	401
Increase in future salary growth by 1%	447	401
Decrease in future salary growth by 1%	<u>(419)</u>	<u>(377)</u>

25. Deferred income on government grants

Group

	2023 RM'000	2022 RM'000
At 1 January	0	0
Grants related to property, plant and equipment	857	0
Amortisation	(186)	0
At 31 December	<u>671</u>	<u>0</u>

A subsidiary received grants from the local government for modernisation and upgrading of manufacturing facilities and equipment. The grants covered 50% of the project costs subject to the limits approved by the local government.



NOTES TO THE FINANCIAL STATEMENTS

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26. Share capital

	Number of ordinary shares with no par value '000	RM'000
Issued and fully paid		
At 1 January 2022	277,905	277,992
Issue of shares pursuant to Share Grant Plan	2,367	1,092
At 31 December 2022	<u>280,272</u>	<u>279,084</u>
Issue of shares pursuant to Share Grant Plan	1,089	512
At 31 December 2023	<u>281,361</u>	<u>279,596</u>

Treasury shares

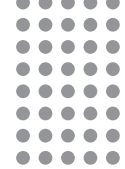
The shareholders of the Company, by a resolution passed at the annual general meeting held on 19 May 2010, approved the Company's plan to purchase its own shares. The details of the shares purchased from the open market using internally generated funds and held as treasury shares during the financial year are as follows:

	2023		2022	
	Number of ordinary shares '000	Cost RM'000	Number of ordinary shares '000	Cost RM'000
At 1 January	116	148	116	148
Shares resold	(116)	(148)	0	0
At 31 December	<u>0</u>	<u>0</u>	<u>116</u>	<u>148</u>

During the financial year, the Company resold 116,000 treasury shares in the open market for total consideration of RM62,000.

The number of outstanding shares in issue after excluding the treasury shares is as follows:

	2023 Number of ordinary shares '000	2022 Number of ordinary shares '000
At 1 January	280,156	277,789
Shares issued	1,089	2,367
Shares resold	116	0
At 31 December	<u>281,361</u>	<u>280,156</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26. Share capital (cont'd)

Share Grant Plan (“SGP”)

The shareholders of the Company, by a resolution passed at the extraordinary general meeting held on 30 June 2020, approved the Company’s SGP. The SGP became effective on 10 July 2020 and is administered in accordance with its by-laws by the SGP committee. Under the SGP, no monetary consideration is required to be paid by the eligible persons for the acceptance of and subsequent vesting of the new shares.

The salient terms of the SGP are as follows:

- (i) The maximum number of shares which may be made available under the SGP shall not in aggregate exceed 10% of the total number of issued shares (excluding treasury shares) in the Company at any point in time during the tenure of the SGP.
- (ii) The number of shares that may be offered to an eligible person shall be determined at the sole discretion of the SGP committee after taking into consideration, amongst others, the provisions of the relevant regulatory requirements, the eligible person’s performance, target, position, annual appraised performance, seniority, length of service, contribution, potential for future contribution to the success and development of the Group, category or grade of employment, or such other matters which the SGP committee may in its sole discretion deem fit. Further, the SGP committee shall have sole and absolute discretion in determining whether the granting of the SGP shares shall be subject to any vesting period and/or conditions.
- (iii) The aggregate allocation of grants to the executive directors/chief executive shall not exceed 20% of the maximum number of shares available under the SGP. In addition, not more than 10% of the maximum number of shares available under the SGP shall be allocated to an eligible person who either singly or collectively, through persons connected to him/her, holds 20% or more of the total number of issued shares (excluding treasury shares) in the Company. At any point in time when an offer is made, not more than 90% of the total grants available under the SGP shall be allocated, in aggregate, to the executive directors and senior management of the Group who are eligible persons.
- (iv) Only eligible executive directors and employees of the Group who meet the criteria as set out in the SGP by-laws are eligible to participate in the SGP. In the case of an executive director, chief executive or major shareholder of the Company and/or persons connected to them who is an eligible person, their specific entitlements/allotments under the SGP shall be approved by the shareholders of the Company in a general meeting.
- (v) The SGP shall be in force for a period of 5 years from the effective date and may be extended at the discretion of the directors upon the recommendation of the SGP committee provided that the SGP period shall not in aggregate exceed the duration of 10 years from the effective date or such longer duration as may from time to time be permitted by the relevant authorities.
- (vi) The new shares to be issued upon vesting of the SGP grants will, upon allotment and issuance, rank equally in all respects with the existing ordinary shares in the Company in issue, save and except that the new 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 shares.
- (vii) The new shares to be issued and allotted to the eligible persons pursuant to the SGP may be subject to such reasonable retention period or restriction on transfer (if any/applicable) imposed or determined by the SGP committee at its discretion.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26. Share capital (cont'd)

Share Grant Plan ("SGP") (cont'd)

The movements in the number of ordinary shares granted under the SGP during the financial year are as follows:

	Number of shares under SGP '000	Weighted average fair value RM
At 1 January 2022	13,264	
Granted	694	0.55
Vested	(2,367)	
Forfeited	(902)	
At 31 December 2022	10,689	
Granted	833	0.41
Vested	(1,089)	
Forfeited	(1,847)	
At 31 December 2023	8,586	

The fair values of the shares granted were measured at the market prices of the Company's shares at grant dates. Where appropriate, the market prices were adjusted to take into account the terms and conditions upon which the shares were granted.

Warrants

On 26 June 2023, the Company issued 140,676,879 free warrants to its shareholders on the basis of 1 warrant for every 2 existing ordinary shares in issue at an exercise price of RM0.525 per warrant. These warrants were listed and quoted on the Main Market of Bursa Malaysia Securities Berhad on 3 July 2023.

The salient terms of the warrants are as follows:

- (i) The exercise period commenced on the date of issue of the warrants and will expire 5 years from the date of issuance. Warrants that are not exercised during the exercise period will thereafter lapse and cease to be valid.
- (ii) The warrants are issued in registered form and constituted by a Deed Poll dated 7 June 2023.
- (iii) The exercise price is RM0.525 payable in full in respect of each new share of the Company issued upon the exercise of the warrant. Each warrant carries the entitlement to subscribe for 1 new ordinary share of the Company.
- (iv) The new shares to be issued upon the exercise of the warrant will, upon allotment and issuance, rank equally in all respects with the existing ordinary shares in the Company in issue, save and except that the new 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 shares.

As at 31 December 2023, 140,676,879 warrants remained unexercised.



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. Non-controlling interests (“NCI”)

Group

	Accumulated NCI		Loss allocated to NCI	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
GUH Development Sdn. Bhd.	(32)	(25)	(7)	(6)
Star Wheels Electronic Sdn. Bhd.	155	0	(133)	0
	<u>123</u>	<u>(25)</u>	<u>(140)</u>	<u>(6)</u>

The details of the subsidiaries that have NCI are as follows:

Name of subsidiary	Principal place of business/ Place of incorporation	Effective ownership interest held by NCI		Principal activity
		2023	2022	
GUH Development Sdn. Bhd.	Malaysia	1%	1%	Property development
Star Wheels Electronic Sdn. Bhd.	Malaysia	30%	0%	Sale and repair of electric scooters, bicycles and hoverboards
<u>Subsidiary of Star Wheels Electronic Sdn. Bhd.</u>				
Starwheels Creative Studio Sdn. Bhd.	Malaysia	64%	0%	Sale and modification of electric scooters, bicycles and hoverboards

The summarised financial information of the above subsidiaries has not been disclosed as their NCI are not material to the Group.

28. Revenue

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Revenue from contracts with customers:				
- Sale of goods	184,552	213,885	0	0
- Sale of agricultural produce	780	1,602	0	0
- Rendering of services	0	0	5,356	5,356
- Property development	24,738	14,704	0	0
- Sale of completed development units	2,267	31,425	0	0
- Construction contracts	11,854	10,676	0	0
	<u>224,191</u>	<u>272,292</u>	<u>5,356</u>	<u>5,356</u>
Other sources of revenue:				
- Dividend income	64	101	6,064	6,501
- Operating lease income	3,552	3,449	1,042	1,036
	<u>3,616</u>	<u>3,550</u>	<u>7,106</u>	<u>7,537</u>
	<u>227,807</u>	<u>275,842</u>	<u>12,462</u>	<u>12,893</u>



NOTES TO THE FINANCIAL STATEMENTS

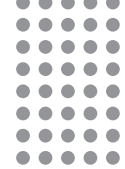
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

28. Revenue (cont'd)

Disaggregation of revenue from contracts with customers

Group

	Operating segments (Note 36)					Total tRM'000
	Manufacture of printed circuit boards RM'000	Cultivation of oil palm RM'000	Property development RM'000	Construction contracts RM'000	Sale of electric vehicles RM'000	
2023						
Major products/services:						
- Printed circuit boards	183,314	0	0	0	0	183,314
- Fresh fruit bunches	0	780	0	0	0	780
- Properties under development	0	0	24,738	0	0	24,738
- Completed development units	0	0	2,267	0	0	2,267
- Water & wastewater treatment plant and road infrastructure	0	0	0	11,854	0	11,854
- Electric vehicles	0	0	0	0	1,238	1,238
	<u>183,314</u>	<u>780</u>	<u>27,005</u>	<u>11,854</u>	<u>1,238</u>	<u>224,191</u>
Geographical areas:						
- Malaysia	86,911	780	27,005	11,854	1,238	127,788
- China	3,916	0	0	0	0	3,916
- Indonesia	25,298	0	0	0	0	25,298
- Singapore	57,291	0	0	0	0	57,291
- Others	9,898	0	0	0	0	9,898
	<u>183,314</u>	<u>780</u>	<u>27,005</u>	<u>11,854</u>	<u>1,238</u>	<u>224,191</u>
Timing of revenue recognition:						
- Over time	0	0	24,738	11,854	0	36,592
- At a point in time	183,314	780	2,267	0	1,238	187,599
	<u>183,314</u>	<u>780</u>	<u>27,005</u>	<u>11,854</u>	<u>1,238</u>	<u>224,191</u>
2022						
Major products/services:						
- Printed circuit boards	213,885	0	0	0	0	213,885
- Fresh fruit bunches	0	1,602	0	0	0	1,602
- Properties under development	0	0	14,704	0	0	14,704
- Completed development units	0	0	31,425	0	0	31,425
- Water & wastewater treatment plant and road infrastructure	0	0	0	10,676	0	10,676
	<u>213,885</u>	<u>1,602</u>	<u>46,129</u>	<u>10,676</u>	<u>0</u>	<u>272,292</u>
Geographical areas:						
- Malaysia	96,940	1,602	46,129	10,676	0	155,347
- China	3,232	0	0	0	0	3,232
- Indonesia	37,738	0	0	0	0	37,738
- Singapore	65,983	0	0	0	0	65,983
- Others	9,992	0	0	0	0	9,992
	<u>213,885</u>	<u>1,602</u>	<u>46,129</u>	<u>10,676</u>	<u>0</u>	<u>272,292</u>
Timing of revenue recognition:-						
- Over time	0	0	14,704	10,676	0	25,380
- At a point in time	213,885	1,602	31,425	0	0	246,912
	<u>213,885</u>	<u>1,602</u>	<u>46,129</u>	<u>10,676</u>	<u>0</u>	<u>272,292</u>



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

28. Revenue (cont'd)

Company

Information about disaggregation of revenue has not been disclosed as the Company derives revenue mainly from rendering management services to subsidiaries.

29. Impairment (losses)/gains on financial assets

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Other receivables	0	(30)	0	0
Amounts due from subsidiaries	0	0	(822)	335
	<u>0</u>	<u>(30)</u>	<u>(822)</u>	<u>335</u>

30. (Loss)/Profit before tax

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
(Loss)/Profit before tax is arrived at after charging:				
Amortisation of contract costs	6,281	9,799	0	0
Auditors' remuneration:				
- Current year	226	214	58	55
- Prior year	(4)	0	0	0
Depreciation of investment properties	967	923	0	0
Depreciation of property, plant and equipment	13,288	12,976	25	23
Depreciation of right-of-use assets	1,556	1,417	121	101
Direct operating expenditure for investment properties generating rental income	42	42	28	28
Employee benefits expense (Note 31)	49,163	53,348	9,365	9,202
Fair value changes in biological assets (net)	12	79	0	0
Fair value losses on financial instruments mandatorily measured at fair value through profit or loss	0	2,638	0	2,647
Fee expense for financial instruments not measured at fair value through profit or loss	254	349	6	4
Impairment loss on investments in subsidiaries ^(a)	0	0	0	2,092
Interest expense for financial liabilities not measured at fair value through profit or loss	2,799	1,685	0	0
Interest expense for lease liabilities	37	22	13	4
Inventories written down	561	453	0	0



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

30. (Loss)/Profit before tax (cont'd)

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Lease expense relating to:				
- Short-term leases	0	34	156	129
- Leases of low-value assets (other than short-term leases)	43	3	3	0
Loss on disposal of property, plant and equipment	322	0	1	0
Property, plant and equipment written off	10	0	0	0
Realised loss on foreign exchange	0	152	0	0
and crediting:				
Amortisation of deferred income	186	0	0	0
Amortisation of financial guarantee contract	0	183	0	183
Fair value gains on financial instruments mandatorily measured at fair value through profit or loss	2,184	0	2,032	0
Gain on disposal of associate	0	19	0	0
Gain on disposal of property, plant and equipment	0	76	0	302
Gain on disposal of right-of-use assets	54	0	54	0
Gain on foreign exchange:				
- Realised	645	0	0	0
- Unrealised	437	801	7	8
Government grants:				
- Wage Subsidy Programme	43	24	0	4
- Others	205	0	0	0
Interest income for financial assets measured at amortised cost	1,831	1,224	249	180
Operating lease income from:				
- Investment properties	3,640	3,450	1,043	1,037
- Others	1,377	1,000	0	0
Reversal of impairment loss on investments in subsidiaries ^(b)	0	0	337	0
Reversal of inventories written down	309	373	0	0

^(a) Included in other expenses

^(b) Included in other income



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

31. Employee benefits expense (including directors' remuneration)

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Directors of the Company:				
- Fees	565	587	525	549
- Other short-term employee benefits	4,372	3,916	4,372	3,916
- Defined contribution plans	544	698	544	698
- Defined benefit plans	995	762	995	762
- Share-based payments	(69)	286	(69)	286
	6,407	6,249	6,367	6,211
Directors of subsidiaries:				
- Fees	51	48	0	0
- Other short-term employee benefits	1,298	1,535	521	707
- Defined contribution plans	121	150	60	83
- Defined benefit plans	37	14	37	14
- Share-based payments	45	101	46	76
- Termination benefits	0	473	0	0
	1,552	2,321	664	880
Other employees:				
- Short-term employee benefits	38,466	41,097	2,087	1,882
- Defined contribution plans	2,645	2,765	233	213
- Share-based payments	56	120	14	16
- Termination benefits	37	796	0	0
	41,204	44,778	2,334	2,111
	49,163	53,348	9,365	9,202

The estimated money value of benefits received or receivable by certain directors otherwise than in cash is as follows:

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Directors of the Company	27	31	27	31
Directors of subsidiaries	12	22	0	10
	39	53	27	41

The directors' remuneration represents the entire key management personnel compensation of the Group and the Company as there were no other key management personnel apart from all the directors who have the authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Group and the Company.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

32. Tax expense

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Tax based on results for the year:				
- Current tax	2,591	3,327	3	0
- Deferred tax	(190)	1,663	0	0
	<u>2,401</u>	<u>4,990</u>	<u>3</u>	<u>0</u>
Tax underprovided in prior year:				
- Current tax	128	197	0	0
- Deferred tax	134	163	0	0
	<u>2,663</u>	<u>5,350</u>	<u>3</u>	<u>0</u>

The numerical reconciliation between the product of (loss)/profit before tax multiplied by the applicable tax rate, which is the statutory income tax rate, and the tax expense is as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
(Loss)/Profit before tax	<u>(13,579)</u>	<u>1,062</u>	<u>2,213</u>	<u>(1,992)</u>
Tax at applicable tax rate of 24%	(3,259)	255	531	(478)
Non-deductible expenses	5,681	2,337	1,253	1,403
Non-taxable income	(564)	(155)	(2,038)	(1,766)
Tax incentives claimed	(129)	(497)	0	0
Effect of differential tax rates	(150)	(60)	0	0
Increase in unrecognised deferred tax assets	822	3,110	257	841
Tax underprovided in prior year	262	360	0	0
Tax expense	<u>2,663</u>	<u>5,350</u>	<u>3</u>	<u>0</u>

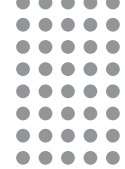
33. Loss per share

Group

The basic loss per share is calculated by dividing the Group's loss for the financial year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year as follows:

	2023	2022
Loss for the financial year attributable to owners of the Company (RM'000)	<u>(16,102)</u>	<u>(4,282)</u>
Number of shares in issue as at 1 January ('000)	280,156	277,789
Effect of shares issued pursuant to SGP ('000)	817	1,972
Effect of treasury shares resold ('000)	67	0
Weighted average number of shares ('000)	<u>281,040</u>	<u>279,761</u>
Basic loss per share (sen)	<u>(5.73)</u>	<u>(1.53)</u>

The diluted loss per share equals the basic loss per share due to the anti-dilutive effect of the shares under SGP and warrants which have been ignored in calculating the diluted loss per share.



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

34. Notes to statements of cash flows

Acquisition of right-of-use assets

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cost of right-of-use assets acquired	1,589	101	1,365	0
Acquisition by means of leases	(1,398)	(90)	(1,175)	0
Net cash disbursed	<u>191</u>	<u>11</u>	<u>190</u>	<u>0</u>

Short-term loans and borrowings

	Group	
	2023 RM'000	2022 RM'000
At 1 January	21,939	8,790
Net cash flow changes	(12,209)	13,149
Currency translation differences	(222)	0
At 31 December	<u>9,508</u>	<u>21,939</u>
Represented by:		
- Revolving credit (Note 21)	0	14,000
- Trust receipts (Note 21)	9,508	7,939
	<u>9,508</u>	<u>21,939</u>

Term loans

	Group	
	2023 RM'000	2022 RM'000
At 1 January	30,913	27,265
Acquisition of subsidiary	140	0
Drawdowns	20,141	4,999
Repayments	(3,199)	(1,387)
Currency translation differences	(328)	0
Other changes	20	36
At 31 December (Note 21)	<u>47,687</u>	<u>30,913</u>

Lease liabilities

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
At 1 January	382	573	58	143
Acquisition of subsidiary	185	0	0	0
Acquisition of right-of-use assets	1,398	90	1,175	0
Payments	(985)	(281)	(679)	(85)
At 31 December (Note 22)	<u>980</u>	<u>382</u>	<u>554</u>	<u>58</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

34. Notes to statements of cash flows (cont'd)

Lease liabilities (cont'd)

The total cash outflow for leases is as follows:

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Operating activities				
Lease expense recognised in profit or loss (Note 30)	43	37	159	129
Investing activities				
Acquisition of right-of-use assets	191	11	190	0
Financing activities				
Interest portion of lease liabilities (Note 30)	37	22	13	4
Principal portion of lease liabilities	985	281	679	85
	<u>1,256</u>	<u>351</u>	<u>1,041</u>	<u>218</u>

35. Related party disclosures

Other than the financial guarantee contracts and directors' remuneration as disclosed in Notes 23 and 31 respectively, transactions with related parties during the financial year are as follows:

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Acquisition of property, plant and equipment from other related parties ^(a)	130	227	0	0
Contributions to subsidiaries under SGP	0	0	41	129
Dividend declared from associate	0	21	0	0
Dividend declared from subsidiary	0	0	6,000	6,400
Purchase of goods from other related parties ^(a)	12,078	16,625	0	0
Receiving of services from other related parties ^(a)	231	233	0	0
Rendering of services to joint venture	419	428	0	0
Rendering of services to subsidiaries	0	0	5,356	5,356
Rental charged by subsidiary	0	0	156	129
Rental charged by other related party ^(a)	114	114	0	0
Rental charged to subsidiary	0	0	784	784
Rental charged to other related party ^(a)	181	181	181	181
Sale of development unit to director	0	1,930	0	0
Sale of development unit to other related party ^(a)	1,930	0	0	0
Sale of goods to other related party ^(a)	3,071	4,367	0	0
Subscription for shares in associate	1,084	5,937	0	0
	<u>1,084</u>	<u>5,937</u>	<u>0</u>	<u>0</u>

^(a) Being companies in which certain directors have substantial financial interests



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

36. Segment reporting

Group

Operating segments

For management purposes, the Group is organised into business units based on their products and services and has the following reportable operating segments:

- (i) Manufacture of printed circuit boards
- (ii) Cultivation of oil palm
- (iii) Property development
- (iv) Construction contracts (for water & wastewater treatment plant and road infrastructure)
- (v) Sale of electric vehicles

Except as indicated above, no operating segments have been aggregated to form the above reportable segments.

The accounting policies and measurement bases of the segment items reported are the same as those disclosed in Note 2. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with external parties.

	Manufacture of printed circuit boards RM'000	Cultivation of oil palm RM'000	Property development RM'000	Construction contracts RM'000	Sale of electric vehicles RM'000	Unallocated non-operating segments RM'000	Total RM'000
2023							
Segment assets	202,559	17,983	267,452	16,911	7,512	48,423	560,840
Investments in associates	0	0	0	0	0	10,538	10,538
Investment in joint venture	0	0	0	0	0	20,806	20,806
Income tax assets	2,562	26	1,317	0	13	1	3,919
Total assets	205,121	18,009	268,769	16,911	7,525	79,768	596,103
Additions to non-current assets	14,037	0	141	16	1,853	1,390	17,437
Segment liabilities	21,758	57	15,655	7,822	301	13,803	59,396
Loans and borrowings	24,698	0	11,625	0	107	20,765	57,195
Lease liabilities	0	0	110	109	208	553	980
Income tax liabilities	8,866	0	46	3	6	945	9,866
Total liabilities	55,322	57	27,436	7,934	622	36,066	127,437
External revenue	183,314	780	27,005	11,854	1,238	3,616	227,807
Intersegment revenue	33	0	0	5,737	0	11,859	17,629
Total revenue	183,347	780	27,005	17,591	1,238	15,475	245,436
Segment profit/(loss)	(16,199)	(806)	6,065	2,976	(873)	(1,491)	(10,328)
Interest income	1,138	0	372	54	18	249	1,831
Interest expense	(1,187)	0	(538)	(27)	(13)	(1,071)	(2,836)
Share of associate's loss	0	0	0	0	0	(2,084)	(2,084)
Share of joint venture's loss	0	0	0	0	0	(162)	(162)
Profit/(Loss) before tax	(16,248)	(806)	5,899	3,003	(868)	(4,559)	(13,579)
Tax expense	(261)	0	(1,840)	(21)	9	(550)	(2,663)
Profit/(Loss) for the financial year	(16,509)	(806)	4,059	2,982	(859)	(5,109)	(16,242)
Non-cash income	1,057	0	0	20	0	2,003	3,080
Depreciation	13,993	33	527	160	147	951	15,811
Other non-cash expenses	591	12	5	16	8	1,023	1,655



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

36. Segment reporting (cont'd)

Operating segments (cont'd)

	Manufacture of printed circuit boards RM'000	Cultivation of oil palm RM'000	Property development RM'000	Construction contracts RM'000	Sale of electric vehicles RM'000	Unallocated non-operating segments RM'000	Total RM'000
2022							
Segment assets	227,073	18,107	259,608	14,950	2,871	52,660	575,269
Investments in associates	0	0	0	0	0	11,058	11,058
Investment in joint venture	0	0	0	0	0	20,968	20,968
Income tax assets	1,427	134	1,978	30	1	1	3,571
Total assets	228,500	18,241	261,586	14,980	2,872	84,687	610,866
Additions to non-current assets	13,609	0	2,371	114	10	31	16,135
Segment liabilities	25,652	55	13,878	9,387	12	16,415	65,399
Loans and borrowings	21,940	0	8,185	0	0	22,727	52,852
Lease liabilities	0	0	181	143	0	58	382
Income tax liabilities	8,707	0	45	0	6	944	9,702
Total liabilities	56,299	55	22,289	9,530	18	40,144	128,335
External revenue	213,885	1,602	46,129	10,676	0	3,550	275,842
Intersegment revenue	0	0	0	2,386	0	12,540	14,926
Total revenue	213,885	1,602	46,129	13,062	0	16,090	290,768
Segment profit/(loss)	59	(324)	10,077	(2,928)	(145)	(4,530)	2,209
Interest income	887	0	157	0	0	180	1,224
Interest expense	(584)	0	(159)	(22)	0	(942)	(1,707)
Share of associates' loss	0	0	0	0	0	(565)	(565)
Share of joint venture's loss	0	0	0	0	0	(99)	(99)
Profit/(Loss) before tax	362	(324)	10,075	(2,950)	(145)	(5,956)	1,062
Tax expense	(2,085)	0	(2,714)	0	0	(551)	(5,350)
Profit/(Loss) for the financial year	(1,723)	(324)	7,361	(2,950)	(145)	(6,507)	(4,288)
Non-cash income	1,150	0	0	25	0	191	1,366
Depreciation	13,699	34	475	168	9	931	15,316
Other non-cash expenses	520	79	50	41	0	3,840	4,530

Geographical information

In presenting information about geographical areas, segment revenue is based on the geographical location of customers whereas segment assets are based on the geographical location of assets.

	External revenue		Non-current assets	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Malaysia	131,404	158,897	314,016	304,026
China	3,916	3,232	30,148	34,333
Indonesia	25,298	37,738	0	0
Singapore	57,291	65,983	0	0
Others	9,898	9,992	0	0
	<u>227,807</u>	<u>275,842</u>	<u>344,164</u>	<u>338,359</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

36. Segment reporting (cont'd)

Major customers

The major groups of customers of the manufacture of printed circuit boards segment that contributed 10% or more of the Group's total revenue are as follows:

	External revenue	
	2023	2022
	RM'000	RM'000
Group of customers I	57,208	65,706
Group of customers II	27,893	30,550
	<u>85,101</u>	<u>96,256</u>

37. Contractual commitments

Group

	2023	2022
	RM'000	RM'000
Acquisition of property, plant and equipment	<u>3,364</u>	<u>2,565</u>

38. Financial risk management

The activities of the Group expose it to certain financial risks, including credit risk, liquidity risk, currency risk, interest rate risk and other price risk. The overall financial risk management objective of the Group is to ensure that adequate financial resources are available for business development whilst minimising the potential adverse impacts of financial risks on its financial position, performance and cash flows.

The aforementioned financial risk management objective and its related policies and processes explained below have remained unchanged from the previous financial year.

Credit risk

The Group's exposure to credit risk arises mainly from receivables, derivative contracts and deposits placed with financial institutions. The maximum credit risk exposure of these financial assets is best represented by their respective carrying amounts in the statement of financial position. The Company is also exposed to credit risk in respect of its financial guarantees provided for credit facilities granted to certain related parties. The maximum credit risk exposure of these financial guarantees is the total utilisation of the credit facilities granted as disclosed in Note 23.

The Group manages its credit risk exposure of receivables by assessing counterparties' financial standings on an ongoing basis, setting and monitoring counterparties' limits and credit terms. The quantitative information about such credit risk exposure is disclosed in Note 17. As the Group only deals with reputable financial institutions, the credit risk associated with derivative contracts and deposits placed with them is low.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

38. Financial risk management (cont'd)

Liquidity risk

The Group's exposure to liquidity risk relates to its ability to meet obligations associated with financial liabilities as and when they fall due. The remaining contractual maturities of financial liabilities are disclosed in their respective notes.

The Group practises prudent liquidity risk management to minimise the mismatch of financial assets and liabilities whilst maintaining sufficient cash and the availability of funding through standby credit facilities.

Currency risk

The Group's exposure to currency risk arises mainly from transactions entered into by individual entities within the Group in currencies other than their functional currencies. The major functional currencies within the Group are Ringgit Malaysia ("RM") and Renminbi ("RMB"), whereas the major foreign currency transacted is US Dollar ("USD"). The gross carrying amounts of foreign currency denominated monetary items at the end of the reporting period are as follows:

	Group		Company	
	Denominated in USD		Denominated in USD	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Receivables	25,260	26,317	0	0
Cash and cash equivalents	20,755	22,748	170	158
Payables	(9,231)	(12,956)	0	0
Loans and borrowings	(24,698)	(7,940)	0	0
	<u>12,086</u>	<u>28,169</u>	<u>170</u>	<u>158</u>

The Group observes the movements in exchange rates and acts accordingly to minimise its exposure to currency risk. Where necessary, the Group enters into derivative contracts to hedge the exposure. Such exposure is also partly mitigated in the following ways:

- (i) The Group's foreign currency sales and purchases provide a natural hedge against fluctuations in foreign currencies.
- (ii) The Group maintains part of its cash and cash equivalents in foreign currency accounts to meet future obligations in foreign currencies.

Based on a symmetric basis which uses the foreign currency as a stable denominator, the following table demonstrates the sensitivity of profit or loss and equity to changes in exchange rates that were reasonably possible at the end of the reporting period, with all other variables held constant:

	Group		Company	
	Profit/(Loss) and equity		Profit/(Loss) and equity	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Appreciation of USD against RM by 3% (2022 : 4%)	165	720	5	6
Depreciation of USD against RM by 3% (2022 : 4%)	(165)	(720)	(5)	(6)
Appreciation of USD against RMB by 3% (2022 : 5%)	147	234	0	0
Depreciation of USD against RMB by 3% (2022 : 5%)	(147)	(234)	0	0



NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

38. Financial risk management (cont'd)

Interest rate risk

The Group's exposure to interest rate risk arises mainly from interest-bearing financial instruments, namely term deposits, loans and borrowings and lease liabilities.

The Group observes the movements in interest rates and always strives to obtain the most favourable rates available for new financing or during repricing. It is also the Group's policy to maintain a mix of fixed and floating rate financial instruments as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Fixed rate instruments				
Financial assets	45,452	60,582	9,218	10,327
Financial liabilities	(10,488)	(22,321)	(554)	(58)
Floating rate instruments				
Financial liabilities	<u>(47,687)</u>	<u>(30,913)</u>	<u>0</u>	<u>0</u>

As the Group does not account for its fixed rate financial instruments at fair value through profit or loss, any change in interest rates at the end of the reporting period would not affect its profit or loss and equity. For floating rate financial instruments measured at amortised cost, the following table demonstrates the sensitivity of profit or loss and equity to changes in interest rates that were reasonably possible at the end of the reporting period, with all other variables held constant:

	Group Profit/(Loss) and equity	
	2023 RM'000	2022 RM'000
Increase in interest rates by 10 (2022 : 40) basis points	(37)	(98)
Decrease in interest rates by 10 (2022 : 40) basis points	<u>37</u>	<u>98</u>

Other price risk

The Group's exposure to other price risk arises mainly from quoted investments.

The Group manages its investments on an individual basis by continuously evaluating the share price movements, investment returns and the general industrial conditions relevant to the investees.

The Group's quoted investments are listed on Bursa Malaysia Securities Berhad. Based on the assumption that the share prices of these investments moved in correlation with the FTSE Bursa Malaysia KLCI ("FBMKLCI"), the following table demonstrates the sensitivity of profit or loss and equity to changes in FBMKLCI that were reasonably possible at the end of the reporting period, with all other variables held constant:

	Group and Company Profit/(Loss) and equity	
	2023 RM'000	2022 RM'000
Increase in FBMKLCI by 2% (2022 : 4%)	61	242
Decrease in FBMKLCI by 2% (2022 : 4%)	<u>(61)</u>	<u>(242)</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

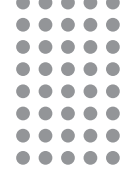
39. Capital management

The overall capital management objective of the Group is to safeguard its ability to continue as a going concern so as to provide fair returns to owners and benefits to other stakeholders. In order to meet this objective, the Group always strives to maintain an optimal capital structure to reduce the cost of capital and sustain its business development.

The Group considers its total equity and total interest-bearing debts to be the key components of its capital structure and may, from time to time, adjust the dividend payouts, purchase or resell own shares, issue new shares, sell assets, raise or redeem debts, where necessary, to maintain an optimal capital structure. The Group monitors capital using a debt-to-equity ratio, which is calculated as total interest-bearing debts divided by total equity as follows:

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Loans and borrowings	57,195	52,852	0	0
Lease liabilities	980	382	554	58
Total interest-bearing debts	58,175	53,234	554	58
Total equity	468,666	482,531	449,906	446,836
Total capital	526,841	535,765	450,460	446,894
Debt-to-equity ratio (times)	0.12	0.11	0.00	0.00

The aforementioned capital management objective, policies and processes have remained unchanged from the previous financial year.



ANALYSIS OF SHAREHOLDINGS

Total number of issued shares	:	281,360,240 ordinary shares
Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote per ordinary share

Distribution Schedule of Shares

As at 29 March 2024

Holdings	No. of Holders	Total Holdings	%
Less than 100	1,373	71,130	0.03
100 - 1,000	2,329	1,022,321	0.36
1,001 – 10,000	6,304	23,747,879	8.44
10,001 – 100,000	1,961	57,327,780	20.37
100,001 – less than 5% of issued shares	243	119,015,683	42.30
5% and above of issued shares	2	80,175,447	28.50
	12,212	281,360,240	100.00



ANALYSIS OF SHAREHOLDINGS

Substantial Shareholders

As at 29 March 2024

No.	Name of Substantial Shareholders	Direct Interest		Deemed Interest	
		No. of Shares	%	No. of Shares	%
1.	HSBC Nominees (Asing) Sdn. Bhd. <i>HBAP For Gold Connection Assets Limited</i>	47,740,072	16.97	-	-
2.	Zun Holdings Sdn. Bhd.	32,435,375	11.53	-	-
3.	Puan Sri Datin Seri Ang Gaik Nga	12,103,708	4.30	32,435,375 ^a	11.53
4.	Datin Seri Jessica H'ng Hsieh Ling	3,598,465	1.28	32,435,375 ^a	11.53
5.	Dato' H'ng Chun Hsiang	2,438,748	0.87	32,435,375 ^a	11.53
6.	H'ng Chun Ching	1,965,200 ^c	0.70	32,435,375 ^a	11.53
7.	H'ng Hsieh Fern	894,199	0.32	32,435,375 ^a	11.53
8.	Tan Sri Dato' Seri H'ng Bok San	750,031	0.27	53,435,695 ^b	18.99

Directors' Shareholdings

As at 29 March 2024

No.	Name of Directors	Direct Interest		Deemed Interest	
		No. of Shares	%	No. of Shares	%
1.	Tan Sri Dato' Seri H'ng Bok San	750,031	0.27	53,435,695 ^b	18.99
2.	Datuk Seri Kenneth H'ng Bak Tee	4,999,931	1.78	1,760,219 ^d	0.63
3.	Dato' Harry H'ng Bak Seah	2,497,710	0.89	-	-
4.	Datin Seri Jessica H'ng Hsieh Ling	3,598,465	1.28	32,435,375 ^a	11.53
5.	Dato' Dr. Gan Kong Meng	-	-	-	-
6.	Mr. Teng Chang Yeow	-	-	-	-
7.	Ms. Phoon Yee Min	-	-	-	-

Notes:

^a Deemed interested by virtue of shareholdings held through Zun Holdings Sdn. Bhd., pursuant to Section 8 of the Companies Act 2016

^b Deemed interested by virtue of his spouse's and children's shareholdings in the Company, as well as his shareholdings held through Zun Holdings Sdn. Bhd., pursuant to Sections 8 and 59(11)(c) of the Companies Act 2016

^c Shares are held through UOBM Nominees (Tempatan) Sdn. Bhd.

^d Deemed interested by virtue of his spouse's and son's shareholdings in the Company pursuant to Section 59(11)(c) of the Companies Act 2016. 1,404,649 shares are held through Inter-Pacific Equity Nominees (Tempatan) Sdn. Bhd.



ANALYSIS OF SHAREHOLDINGS

Thirty (30) Largest Shareholders

As at 29 March 2024

No.	Name of Securities Account Holders	No. of Shares	%
1	HSBC Nominees (Asing) Sdn. Bhd. <i>HBAP for Gold Connection Assets Limited (PB-SGDIV501999)</i>	47,740,072	16.97
2	Zun Holdings Sdn. Bhd.	32,435,375	11.53
3	Puan Sri Datin Seri Ang Gaik Nga	12,103,708	4.30
4	Song Siew Gnoh	10,321,658	3.67
5	Tay Teck Ho	5,300,000	1.88
6	Datuk Seri Kenneth H'ng Bak Tee	4,999,931	1.78
7	Kan Yu Oi Ling	4,507,445	1.60
8	Datin Seri Jessica H'ng Hsieh Ling	3,598,465	1.28
9	Chee Sai Mun	3,239,450	1.15
10	Laico Jaya Sdn. Bhd.	3,147,954	1.12
11	Dato' H'ng Chun Hsiang	2,438,748	0.87
12	Dato' Harry H'ng Bak Seah	2,360,329	0.84
13	CGS International Nominees Malaysia (Asing) Sdn. Bhd. <i>Exempt An for CGS International Securities Singapore Pte. Ltd. (Retail Clients)</i>	2,127,967	0.76
14	UOBM Nominees (Tempatan) Sdn. Bhd. <i>UOBM for H'ng Chun Ching (PBM)</i>	1,965,200	0.70
15	Kenanga Nominees (Asing) Sdn. Bhd. <i>Exempt An for Phillip Securities Pte Ltd (Client Account)</i>	1,772,060	0.63
16	Shoptra Jaya (M) Sdn. Bhd.	1,464,128	0.52
17	Inter-Pacific Equity Nominees (Tempatan) Sdn. Bhd. <i>Datin Seri Tham Hooi Loon (0151)</i>	1,404,649	0.50
18	Dato' Lai Chang Hun	1,383,042	0.49
19	RHB Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Gak Jia Weng</i>	1,130,000	0.40
20	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Chee Sai Mun (E-KLC)</i>	1,125,629	0.40
21	Pok See How	1,000,000	0.36
22	Rudy Yeap Ee Kiat	950,000	0.34
23	H'ng Hsieh Fern	894,199	0.32
24	Tan Pak Nang	821,340	0.29
25	Nyiew Teng Sia @ Yang Ting Chern	810,834	0.29
26	Siaw Poon Keong	803,378	0.29
27	Tan Sri Dato' Ser H'ng Bok San	750,031	0.27
28	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. <i>Pledged securities account for Tan Li Li (MY1759)</i>	699,000	0.25
29	Affin Hwang Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Chooi Chin (M10)</i>	673,700	0.24
30	Chew Hui Kuan	666,048	0.24



ANALYSIS OF SHAREHOLDINGS

Total number of issued Warrants	:	140,676,879 Warrants
Exercise Price	:	RM0.5250
Expiry Date	:	25 June 2028

Distribution Schedule of Warrants

As at 29 March 2024

Holdings	No. of Holders	Total Holdings	%
Less than 100	2,151	97,122	0.07
100 - 1,000	4,069	2,280,944	1.62
1,001 – 10,000	4,071	13,583,045	9.65
10,001 – 100,000	763	22,075,313	15.69
100,001 – less than 5% of issued warrants	134	62,552,732	44.47
5% and above of issued warrants	2	40,087,723	28.50
	11,190	140,676,879	100.00

Directors' Warrantholdings

As at 29 March 2024

No.	Name of Directors	Direct Interest		Deemed Interest	
		No. of Warrants	%	No. of Warrants	%
1.	Tan Sri Dato' Seri H'ng Bok San	375,015	0.27	26,717,846 ^a	18.99
2.	Datuk Seri Kenneth H'ng Bak Tee	-	-	-	-
3.	Dato' Harry H'ng Bak Seah	1,248,854	0.89	-	-
4.	Datin Seri Jessica H'ng Hsieh Ling	1,799,232	1.28	16,217,687 ^b	11.53
5.	Dato' Dr. Gan Kong Meng	-	-	-	-
6.	Mr. Teng Chang Yeow	-	-	-	-
7.	Ms. Phoon Yee Min	-	-	-	-

Notes:

^a Deemed interest by virtue of his spouse's and children's interest in the Company, as well as his interest in Zun Holdings Sdn. Bhd., pursuant to Sections 8 and 59(11)(c) of the Companies Act 2016

^b Deemed interest by virtue of her interest in Zun Holdings Sdn. Bhd., pursuant to Section 8 of the Companies Act 2016



ANALYSIS OF SHAREHOLDINGS

Thirty (30) Largest Warrant Holders

As at 29 March 2024

No.	Name of Securities Account Holders	No. of Shares	%
1	HSBC Nominees (Asing) Sdn. Bhd. <i>HBAP for Gold Connection Assets Limited (PB-SGDIV501999)</i>	23,870,036	16.97
2	Zun Holdings Sdn. Bhd.	16,217,687	11.53
3	Puan Sri Datin Seri Ang Gaik Nga	6,051,854	4.30
4	Song Siew Gnoh	5,160,829	3.67
5.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Chong Mee Fah @ Federick Chong</i>	3,282,200	2.33
6.	Koon Woh	3,201,700	2.28
7.	Tay Teck Ho	2,650,000	1.88
8.	Kan Yu Oi Ling	2,253,722	1.60
9.	Datin Seri Jessica H'ng Hsieh Ling	1,799,232	1.28
10.	Laico Jaya Sdn. Bhd.	1,573,977	1.12
11.	Maybank Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Looi Boon Han</i>	1,527,000	1.09
12.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Chan Yin Peng</i>	1,290,000	0.92
13.	Dato' H'ng Chun Hsiang	1,219,374	0.87
14.	Dato' Harry H'ng Bak Seah	1,180,164	0.84
15.	Lau San Sian	1,150,000	0.82
16.	CGS International Nominees Malaysia (Asing) Sdn. Bhd. <i>Exempt An for CGS International Securities Singapore Pte. Ltd. (Retail Clients)</i>	1,063,983	0.76
17.	UOBM Nominees (Tempatan) Sdn. Bhd. <i>UOBM for H'ng Chun Ching (PBM)</i>	982,600	0.70
18.	Kenanga Nominees (Asing) Sdn. Bhd. <i>Exempt An For Phillip Securities Pte Ltd (Client Account)</i>	870,226	0.62
19.	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Teh Kian Lang (E-KLC)</i>	850,578	0.60
20.	Siah Boon Pah	820,000	0.58
21.	Dato' Lai Chang Hun	691,521	0.49
22.	Lim Eng Kiat	665,500	0.47
23.	Tan Kah Hooi	600,000	0.43
24.	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Wong Ai Ming (E-KLC)</i>	548,831	0.39
25.	Maybank Securities Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Vincent Phua Chee Ee</i>	500,000	0.36
26.	Rudy Yeap Ee Kiat	475,000	0.34
27.	Kenanga Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Chong Wee Kiong</i>	467,700	0.33
28.	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Maly Tan (E-KBU)</i>	465,000	0.33
29.	RHB Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Gak Jia Weng</i>	455,000	0.32
30.	Lau Suat Sian	448,350	0.32

LIST OF PROPERTIES

AS AT 31 DECEMBER 2023

No.	Address/ Location	Tenure	Description	Area (square metre)	Approximate Age of properties/ buildings	Net Book Value (RM'000)	Date of Acquisition/ Re-Valuation
1	Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, Bayan Lepas 11900 Penang	Leasehold 60 years Expiring on 27/8/2041	Office/ Factory building	16,339	37 years	15,970	31/12/2013
2	Plot 208A Bayan Lepas Free Industrial Zone, Phase 3, Bayan Lepas, 11900 Penang	Leasehold 60 years Expiring on 20/10/2049	Office/ Factory building	6,167	37 years	6,817	31/12/2013
3	160-4-3 Anson Road, 10400 Penang	Freehold	Apartment	153	42 years	470	31/12/2016
4	588 Changjiang Road, New District Suzhou, Jiangsu, China	Leasehold 50 years Expiring on 17/8/2047	Office/ Factory building	53,325	26 years	20,943	31/12/2013
5	Unit 16, Rose Garden Xiang Xie Mountain Villa Resort No. 289 Jin San Road, Mudu Town, Wuzhong District, 215101 Suzhou Jiangsu Province, China	Leasehold 70 years Expiring on 17/5/2068	Bungalow	232	25 years	336	31/12/2013
6	Along Kuala Lumpur/ Seremban Highway, Pekan Bukit Kepayang, District of Seremban Negeri Sembilan	Freehold	Ongoing mixed development scheme known as Taman Bukit Kepayang	389,653	-	80,795	30/09/2004
7	Along off Jalan Simpang Ampat Mukim 14 & 15 District of Seberang Perai Tengah, Pulau Pinang	Freehold	Ongoing mixed development scheme known as Simpang Ampat	182,949	-	79,374	27/03/2014
8	Lot No. 20339 Mukim 12, Province Wellesley South, Penang	Freehold	Industrial Land	15,126	-	8,036	09/09/2015
9	Lot No. 20338 Mukim 12, Province Wellesley South, Penang	Freehold	Industrial Land	12,747	-	6,638	09/09/2015
10	Lot No. 20337 Mukim 12, Province Wellesley South, Penang	Freehold	Industrial land	11,357	-	4,482	31/12/2016
11	Lot No. 1693, Mukim 12, Province Wellesley South, Penang	Freehold	Industrial land	1,998	-	520	31/12/2016
12	27 Jalan Serendah 26/40 Kawasan Perindustrian Hicom Seksyen 26, 40400 Shah Alam Selangor	Freehold	3-Storey Semi-D factory	819	10 years	4,424	27/12/2013
13	Lot No. 5 Mukim Telui Kiri, Daerah Kuala Muda, Kedah	Freehold	Agricultural land	1,551,773	-	21,200	31/12/2013
14	PT No. 47843 Mukim of Rawang District of Gombak Selangor Darul Ehsan	Freehold	Commerical land	13,901	5 years	29,113	04/06/2015
15	Flat No. 27-C, Unit 75, 3rd Floor, Jalan Tembikai, Taman Mutiara, 14000 Bukit Mertajam, Penang	Freehold	3rd floor of a 3-storey shophouse	86	36 years	42	31/12/2013
16	1-1-05 No. 1, Persiaran Bukit Jambul 1, Complex Relau, 11900 Penang	Freehold	Shoplot	86	29 years	216	31/12/2016
17	Unit No. 24, 25, 27, 91, 100, 101 & 103 Lembah Beringin, Sector 26-2, Selangor	Freehold	7 units of double storey terrace houses	1,169	25 years	-	31/12/2009
18	PT 666, Pekan Bukit Selambau, Daerah Kuala Muda, Negeri Kedah	Freehold	Industrial Land	3,971	-	522	12/09/2019
19	Lot 20987, Mukim 14 District of Seberang Perai Selatan Pulau Pinang	Freehold	Commercial land	2,793	-	4,642	27/03/2014
20	Lot 50878 & Lot 50879, Bandar Seremban Utama, Seremban, Negeri Sembilan	Freehold	Residential land	33,655	-	8,912	09/11/2023

Revaluation Policy

The land and buildings of the Group were revalued by firms of independent professional valuers using open market value basis.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 60th Annual General Meeting (“AGM”) of GUH Holdings Berhad (“the Company”) will be held virtually by way of live streaming via remote participation and electronic voting facilities from the broadcast venue at the Auditorium of the Company at 2nd Floor, Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, 11900 Bayan Lepas, Penang on Monday, 27 May 2024 at 10:30 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors’ fees and benefits up to an amount of RM2,424,000. **Resolution 1**
3. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. **Resolution 2**

As Special Business

To consider and if thought fit, to pass with or without any modifications, the following resolutions:

4. **ORDINARY RESOLUTION –
CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Resolution 3**

“THAT approval be and is hereby given to Dato’ Dr. Gan Kong Meng who has served as an Independent Non-Executive Director for a cumulative term of nine years, to continue to act as an Independent Non-Executive Director of the Company until the next AGM.”

5. **ORDINARY RESOLUTION –
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE
COMPANIES ACT 2016** **Resolution 4**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the Company’s Constitution and approval from relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued, pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued, subject always to the approval of all relevant regulatory bodies being obtained for such issues.”



NOTICE OF ANNUAL GENERAL MEETING

6. ORDINARY RESOLUTION – PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Resolution 5

“THAT subject to the Company’s compliance with all applicable rules, regulations and orders made pursuant to the Companies Act 2016 (“Act”), the provisions of the Company’s Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) and the approval of all other relevant authorities, the Directors of the Company be and is hereby authorised to utilise an amount not exceeding the total retained profits of RM169.8 million of the Company, based on the latest Audited Financial Statements as at 31 December 2023 to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of ordinary shares to be purchased pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad at any given point in time (“Proposed Share Buy-Back”).

AND THAT the Directors of the Company be and are hereby authorised to deal with the shares so purchased by the Company pursuant to the Proposed Share Buy-Back in the following manner:

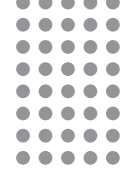
- (i) to cancel the shares; and/or
- (ii) to retain the shares as treasury shares which may be distributed as share dividends, resold on Bursa Securities in accordance with the relevant rules of Bursa Securities, transferred for the purposes of or under an employees’ share scheme, transferred as purchase consideration, cancelled and/or sold, transferred or otherwise used for such other purposes as the Minister may by order prescribe; and/or
- (iii) to retain part of the shares as treasury shares and cancel the remainder; and/or
- (iv) any combination of the above; and/or
- (v) in any other manner as prescribed by the Act, Listing Requirements and any other relevant authority for the time being in force.

AND THAT such authority for the Proposed Share Buy-Back conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time the said authority shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

AND THAT, the Directors of the Company or any of them be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise and to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company.”



NOTICE OF ANNUAL GENERAL MEETING

7. **ORDINARY RESOLUTION –
PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

Resolution 6

“THAT subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, approval be and is hereby given to the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part B of the Statement/Circular to Shareholder dated 26 April 2024, which are necessary for the day-to-day operations, in the ordinary course of business, made at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those normally available to the public and are not to the detriment of the minority shareholders of the Company AND THAT the authority conferred by this mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that AGM;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but not extending to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transaction contemplated and/or authorised by this Ordinary Resolution.”

8. To transact any other business of the Company for which due notice shall have been given.

By Order of the Board,

Datuk Seri Kenneth H’ng Bak Tee (LS 0008988) (SSM PC No.: 201908001173)
Kee Gim Tee (MAICSA 7014866) (SSM PC No.: 201908002255)

Company Secretaries
Penang
Dated this 26 April 2024



NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at this meeting, shall be entitled to appoint any person as his proxy. A proxy need not also be a member. A member who appoints more than 1 proxy must specify the proportion of his holdings to be represented by each proxy.
2. A member shall not be entitled to appoint more than 2 proxies to attend and vote at this meeting. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2 Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or email to AGM-support.GUH@megacorp.com.my. For shareholders' online registrations, kindly refer to the annexure of the Administrative Guide published on the Company's website.
5. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions will be put to vote by way of poll. Only a Depositor whose name is registered in the Record of Depositors as at 20 May 2024 shall be regarded as member to attend, speak and vote at this meeting.
6. To attend and vote on any or all of the resolutions at this meeting, you may participate via remote participation and electronic voting facilities in accordance with the procedures as set out in the Administrative Guide, which is made available at the Company's website at <http://www.guh.com.my>, or send in your votes in advance by appointing the Chairman of the Meeting as your proxy. If you have any questions in relation to any item of the Agenda of the meeting, you may send them in via real time submission of typed texts during the Meeting in accordance with the procedures as set out in the Administrative Guide.

Explanatory Notes:

Audited Financial Statements for the financial year ended 31 December 2023

This Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. Shareholders' approval is not required. Hence, this Agenda item will not be put forward for voting.

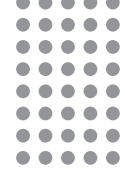
Resolution 1 - Payment of Directors' fees and benefits

Pursuant to Section 230(1) of the Companies Act, 2016, fees and benefits payable to the Directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. In this respect, the Board agreed with the recommendation from the Remuneration Committee that shareholders' approval shall be sought at the Company's 60th AGM for the payment of Directors' fees and benefits from 60th AGM up to the 61st AGM of the Company to be held in 2025. The payment of fixed fees to the Directors is to compensate them for their time and effort on an on-going basis for their service to the Company. The total amount comprises fixed allowances, meeting allowances which vary from one Director to another depending on the number of committees they sit on and the number of meetings attended by them as well as other benefits in kind.

The full details of the Directors' fees and other benefits paid during the financial year ended 31 December 2023 are disclosed in Note 31 to the financial statements under the Company's Annual Report 2023 and enumerated under the Corporate Governance Report.

Resolution 2 – Re-appointment of Auditors

Pursuant to Section 273(b) of the Companies Act 2016, the term of office of the present Auditors, Messrs. Crowe Malaysia PLT, shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office. Crowe Malaysia PLT have indicated their willingness to be re-appointed as Auditors for the financial year ending 31 December 2024. The Proposed Resolution 2, if passed, will also give the Directors, authority to determine the remuneration of the Auditors.



NOTICE OF ANNUAL GENERAL MEETING

Resolution 3 – Continuation in office as Independent Non-Executive Director

The proposed Resolution 3 is to retain Dato' Dr. Gan Kong Meng as Independent Director of the Company. His profile is set under the Profile of Directors in the Annual Report 2023.

The Board of Directors had via the Nomination Committee reviewed and assessed his independence, regards him to be independent based on among others, the following justifications and recommends that Dato' Dr. Gan be retained as Independent Director of the Company:

- (a) Fulfills the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (b) Provide the Board with diverse set of experience, skills and expertise in the relevant field/business industry;
- (c) Sufficient time and attention to his professional obligations for informed and balanced decision making;
- (d) Able to bring independent and objective judgment to the Board deliberations and his position in the Board has not been compromised by his familiarity and long relationship with other Board members;
- (e) Have exercised his due care during his tenure as an Independent Director and carried out his professionalism duties in the best interest of the Company; and
- (f) Long service with the Company enhances his knowledge and understanding of the business operation of the Group which enable him to contribute actively and effectively during deliberations and discussion at the Audit and Risk Management & Sustainability Committee and Board meetings.

Dato' Dr. Gan has no conflict of interest or potential conflict of interest, including in any competing business of the Group or family that could affect the execution of his role.

The Board will seek shareholders' approval through a two-tier voting process in line with practice recommended by the Malaysian Code on Corporate Governance.

Resolution 4 – Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 4 is a renewal of the general authority given to the Directors of the Company to allot and issue shares as approved by the shareholders at the 59th AGM held on 31 May 2023 ("previous mandate"). The proposed Resolution 4, if passed, will give authority to the Directors of the Company to issue and allot shares up to and not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) for the time being without convening a general meeting which will be both time and cost consuming. The authority given pursuant to Sections 75 and 76 of the Companies Act 2016 will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing up shares, for purpose of funding future investment, working capital and/or acquisition.

Resolution 5 – Proposed renewal of Share Buy-Back authority

The proposed Resolution 5, if passed, would empower the Directors of the Company to purchase its own shares through Bursa Malaysia Securities Berhad up to 10% of the total number of issued shares of the Company. Further information is set out in Part A of the Share Buy-Back Statement dated 26 April 2024.

Resolution 6 – Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature

The proposed Resolution 6, if passed, would allow the Company and/or its subsidiaries and related companies to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations with the related parties.

This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM, or the expiration of the period within which the next AGM is required by law to be held, or revoked or varied by an ordinary resolution passed by the shareholders of the Company in general meeting, whichever is earlier. Further information is set out in Part B of the Circular to Shareholders dated 26 April 2024.



STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Details of individuals who are standing for election as Directors (excluding Directors standing for re-election).

No individual is seeking election as Director at the forthcoming 60th Annual General Meeting (AGM) of the Company.

2. General mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The details of the proposed authority for Directors to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Notes of Resolution 4 of the Notice of AGM.

The Company did not utilise the mandate obtained at the last AGM and thus no proceeds were raised from the previous mandate.

No. of Shares Held	
CDS Account No.	

	Shareholder	Proxy 1	Proxy 2
Name			
NRIC No.			
Phone No.			
Email			
Address			
% of shareholding			

or failing him, the Chairman of the Meeting as my/our proxy(ies) to vote for me/us and on my/our behalf at the 60th Annual General Meeting ("AGM") of the Company to be held virtually by way of live streaming via remote participation and electronic voting facilities from the broadcast venue at the Auditorium of the Company at 2nd Floor, Plot 1240 & 1241 Bayan Lepas Free Industrial Zone, Phase 3, 11900 Bayan Lepas, Penang on Monday, 27 May 2024 at 10:30 a.m. and at any adjournment thereof.

Please indicate with an "X" as to how you wish to cast your vote. If no instruction as to voting is given, the proxy will vote or abstain from voting at his discretion.

Ordinary Business		For	Against
To approve the payment of Directors' fees and benefits	Resolution 1		
To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration	Resolution 2		
Special Business		For	Against
To approve Dato' Dr. Gan Kong Meng's continuation in office as Independent Non-Executive Director	Resolution 3		
Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	Resolution 4		
Proposed renewal of Share Buy-Back Authority	Resolution 5		
Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature	Resolution 6		

Dated this day of, 20



.....
 Signature of Member/Common Seal

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Notes:

1. A member of the Company entitled to attend and vote at this meeting, shall be entitled to appoint any person as his proxy. A proxy need not also be a member. A member who appoints more than 1 proxy must specify the proportion of his holdings to be represented by each proxy.
2. A member shall not be entitled to appoint more than 2 proxies to attend and vote at this meeting. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2 Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or email to AGM-support.GUH@megacorp.com.my. For shareholders' online registrations, kindly refer to the annexure of the Administrative Guide published on the Company's website.
5. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions will be put to vote by way of poll. Only a Depositor whose name is registered in the Record of Depositors as at 20 May 2024 shall be regarded as member to attend, speak and vote at this meeting.
6. To attend and vote on any or all of the resolutions at this meeting, you may participate via remote participation and electronic voting facilities in accordance with the procedures as set out in the Administrative Guide, which is made available at the Company's website at <http://www.guh.com.my>, or send in your votes in advance by appointing the Chairman of the Meeting as your proxy. If you have any questions in relation to any item of the Agenda of the meeting, you may send them in via real time submission of typed texts during the Meeting in accordance with the procedures as set out in the Administrative Guide.

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MEGA CORPORATE SERVICES SDN BHD

Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia

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website: www.guh.com.my