CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	3247
COMPANY NAME	**:**	GUH HOLDINGS BERHAD
FINANCIAL YEAR	**:**	December 31, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE
Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA
Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	The Board leads and controls the Company and Group. The Board sets the strategic direction, oversees the business conduct to ensure the Group is in compliance with rules and regulations, laws and requirements and upholding of ethical values, review the adequacy of the Group's internal control system, identifies and manages principal risks and management of information system. Division heads are typically invited to the Board meetings on a half-yearly basis to update the Board on key operational and strategic areas relevant to their divisions. An annual review of risks associated with each division is also carried out through the Risk Management & Sustainability Committee Meeting to support the Board's strategic planning process. If the need arises, additional meetings will be convened. Performance of the management in the achievement of Group's objectives is reviewed by the Board regularly. The Board also recognises the importance of good corporate governance and is committed to balance the integration of environmental, social and governance elements into the Group daily business operation to maximise the stakeholders' value over long term and sustainable growth. There are clear roles and responsibilities whereby the Board established a governance framework to provide an overview of the corporate governance processes and responsibilities within the Group. The Board Charter forms an integral part of the Directors' duties and responsibilities and also serves as a source of reference for the Board members to act on behalf of the Company to ensure that they conduct in the manner that the principles and practices of good corporate governance are applied in their dealings. The details of the Board Charter are available for reference at www.guh.com.my.

Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied
Explanation on application of the practice	:	Tan Sri Dato' Seri H'ng Bok San, the Chairman of the Board who provides leadership to the Board so that the Board can perform its responsibilities efficiently. Tan Sri Chairman chaired all the Board meetings during the financial year 2025 and ensures the Board accepts full share of responsibilities of governance. The role the Chairman is specified in the Board Charter, among others, as follows: (a) Provide leadership and run the Board effectively with the assistance of the Board Committees and management; (b) Ensure the whole Board plays a full and constructive part in developing and determining the Group's strategy and overall business and commercial objectives; (c) Make recommendation to the Board on the appointment/dismissal of the Chief Executive and Non-Executives; (d) Ensure the Board annually reviews its performance and its balanced so as to achieve its effectiveness; (e) Review the performance of individual Directors; (f) Assist and guide the CEO/Group MD; (g) Supply vision of the Group; (h) Setting the Board meeting agenda for consideration, giving emphasis on important issues facing the Group with emphasis on strategic, rather than routine issues; (i) Chairing of general meetings and Board meetings; (j) Act as the Group's representative in ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;

	(k) Help guide the Group on long term strategic opportunities and represent the Group with key industry, civic and philanthropic constituents; (l) Promote the highest standards of integrity, probity and corporate governance in the Group; and (m) Building a high performance Board by: • taking a leading role in establishing an effective corporate governance system and practices, including Board Charter, a Committee structure and ensuring that education programmes for Directors are in place; • arranging the regular evaluation of the performance of the Board, its Committees and individual Directors and discussing the performance assessment with individual Directors and Committee Chairman; • ensuring that the Board and senior management succession planning is considered on an ongoing basis. (n) Lead the Board in ensuring ESG matters are given appropriate attention. Ensure the Board sets the tone at the top of ESG and sustainability culture. The Board Charter is available on the Company's website at www.guh.com.my.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	There is a clear division of responsibilities between the Chairman and the CEO/Group MD. The separation of the two positions in the company promotes accountability and facilitates division of responsibilities so that management decisions are made in order to ensure independence. Tan Sri Dato' Seri H'ng Bok San, the Chairman is primarily responsible for running the Board and to ensure that the Board accepts full share of responsibilities of governance. He is also responsible for the integrity and effectiveness of the relationship between the Independent and the Non-Independent Directors. The Chairman normally ensures that the Board as a whole plays a full and constructive part in the development and determination of the Group's strategies and policies, and that Board decisions taken are in the Group's best interests and fairly reflect Board's consensus. This includes among others, to ensure the strategies and policies agreed by the Board are effectively implemented by the Chief Executive and the management of the Group. Datuk Seri Kenneth H'ng Bak Tee, the CEO/Group MD leads the management and oversees the day-to-day operations of the Group. His responsibilities include among others, reporting, clarifying and communicating matters relating to the daily operations to the Board and to ensure the business, policies and strategies formulated by the Board are implemented effectively with the assistance from the management team. The Board Charter clearly defines the responsibilities of the Chairman and the CEO/Group MD respectively.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.			
Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Board is Tan Sri Dato' Seri H'ng Bok San. He is not a member of the Audit Committee, Nomination Committee or Remuneration Committee. He also does not participate in any or all of these committees' meetings. The Chairman of the Nomination Committee and the Remuneration Committee is Dato' Dr. Gan Kong Meng, an Independent Non-Executive Director of the Company. The Board is of the view that Dato' Dr. Gan Kong Meng is considered experienced and competent to be the Chairman of Nomination Committee as he has been appointed as Independent Non-Executive Director to the Group since 2015 and retained as Independent Non-Executive Director through two-tier voting process during the Annual General Meeting. The Chairlady of the Audit Committee and the Risk Management & Sustainability Committee is Ms. Phoon Yee Min, who is Independent Non-Executive Director of the Company. She is also a 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).	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	Company Secretary, Datuk Seri Kenneth H'ng Bak Tee (LS 0008988) (SSM PC No.: 201908001173) who is also the Group's CEO/Group MD. He is currently a Fellow Member of the Institute of Approved Company Secretaries and an Affiliate Member of the Malaysian Institute of Chartered Secretaries and Administrators. The Chartered Secretary, Ms Kee Gim Tee (MAICSA 7014866) (SSM PC No.: 201908002255), is a Fellow Member of the Malaysian Institute of Chartered Secretaries and Administrators. The Board and Board Committees have unrestricted access to the advice and services of the Company Secretary in discharging their fiduciary duties. The Chartered Secretary provides support and secretarial services to the Chairman, CEO/Group MD, Directors, the Board and Board Committees and the management that includes among others, the following areas: Advisory role to the Board with regards to the Malaysian Code on Corporate Governance, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), Companies Act 2016, Company's Constitution, Board Charter, Terms of Reference of Committees, and consequential application, disclosure and compliance requirements; Management and minutes of Board and Committee meetings that include the setting of agendas with the Chairman and CEO/Group MD, timely dissemination of information and papers for the meetings, procedures for meeting, recording of meeting minutes and related matters; Management of the Annual General Meeting ("AGM") and Extraordinary General Meeting ("EGM") that includes the preparation of Annual Report, Statement/Circulars to Shareholders, Notice of AGM and EGM, working with the Share Registrars and ensuring that the due processes and proceedings are in place for effective conduct of the AGM and EGM.

	The Company Secretary attended all the Board and Board Committee meetings held in the financial year 2025, and also attended continuous professional development in 2025.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied	
Explanation on application of the practice	:	All Directors of the Company have full access to information concerning the Company and the Group. Prior to the Board and Board Committee meetings, a formal agenda as approved by respective Chairman of the Board and the Committees together with the papers containing relevant information to the Board/Committees are delivered to the members for the Directors to be prepared and deal with if any matter arising from such meetings and to enable the Board and the Board Committees to make decisions. They normally receive the information and meeting papers at least seven (7) days before the scheduled meetings. The Directors would also seek the advice and services of the senior management or engage other external consultants/independent professionals in the discharge of their duties and to clear any doubt or concern, if deemed necessary. The deliberations and decisions adopted at the meetings are properly documented. Minutes of the meetings will be circulated to the Board members for review and confirmation. The Company Secretary is responsible to maintain the documentation of the Board such as meeting papers and minutes of the Board and its Committees to be produced for inspection, if required.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1
The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	The Board Charter is published on the Company's website at www.guh.com.my. The Board will review and update (if necessary) the Board Charter periodically considering the development in rules and regulation that may have an impact on the discharge of the Board's duties and responsibilities. The Board Charter was last reviewed by the Board on 24 November 2025. The Committees of the Board has detailed Terms of Reference that set out their scope and authority, which are also published on the Company's website at www.guh.com.my. Overview of the role of each Committee is as follows: <u>Audit Committee</u> Oversees the Company's financial reporting process and practice and reviews the results of internal and external audit activities and to ensure compliance with all applicable accounting standards and any other relevant regulatory authorities. <u>Risk Management & Sustainability Committee</u> Identifies, evaluates and manages the significant risks associated to current business, any new investment and/or divestment and control responsibilities with appropriate action plan and ensures the implementation of appropriate systems to manage the overall risk exposure of the Group. From the perspective of sustainability, identify and manage non-financial issues, greater attention will be given to how businesses impact the environmental, social and governance risks and opportunities alongside financial implication.

	<u>Nomination Committee</u> Reviews annually the required mix of skills, experience and other qualities including core competencies of individual Director, evaluates the assessment of effectiveness of the Board as a whole, and also all other Committees appointed by the Board. <u>Remuneration Committee</u> Reviews remuneration of Executive Director(s). <u>Share Grant Plan Committee</u> Administers and reviews the share grant plan of the Company and its Group. The responsibilities include aligning management compensation with individual contributions, roles and responsibilities, years of service, and the performance of the respective division they oversee.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	The Code of Ethics and Code of Conduct ("Code") of GUH serves as a documentation which is meant to be a reference point for the Directors, management and employees of the Group to enhance the standard of corporate governance and individual behaviour in doing business in a manner that is efficient, ethical, integrity and fair. GUH Group's employee hand book also outlines the expectations on the general conduct of employees in discharging their duties in an ethical manner. The Company and the Board are cognisant of the importance of the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and always keep up to date with the rules and regulations so as to ensure that the Group has adequate procedures, anti-corruption programmes and policies are well adopted, implemented and enforced and in the meantime with the aim to achieve highest level of integrity and ethics are practised within the Group. The Code and Anti-bribery and Corruption Policy are published on the Company's website at www.guh.com.my.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

Intended Outcome
The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2
The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application :	Applied	
Explanation on application of the practice :	The Whistleblowing Policy and Procedures of the Company have been established and shall be applicable to all employees of GUH, which include its local and overseas wholly-owned subsidiaries and sub-subsidiaries to provide a platform for employees and stakeholders to raise their concern on improper conduct and malpractice. The Board firmly acknowledges that a whistleblowing system may strengthen and support good management and, in the meantime demonstrate accountability, provide good risk management as well as sound corporate governance practices. The Whistleblowing Policy is published on the Company's website at www.guh.com.my.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1
The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	The Board of GUH always embraces the economic, environmental, social and governance criteria in its business operations and developments. It is committed to driving the Company's long-term strategy by integrating sustainability considerations into its decision-making processes. The Board is primarily responsible for the Group's sustainability practices and assisted by the Risk Management & Sustainability Committee, which in turn supported by the Executive Director and all other senior management in managing sustainability-related matters. Duties and responsibilities of the Risk Management & Sustainability Committee in terms of the management of material sustainability matters, include among others the following: • To assess whether the Group's risk management and sustainability policies are communicated effectively to ensure they are embedded as part of the Group's corporate culture; • To align the Group's sustainability strategy with its corporate 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 the Group; • To monitor and report to the Board on the Group's progress on its sustainability commitments in the context of environmental, social and governance; • To review the Group's annual Sustainability Statement for submission to the Board for approval.
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied	
Explanation on application of the practice	:	The Board regularly communicates sustainability goals and performance through internal reports, meetings and communications for its internal stakeholders, including its employees and management of GUH Group. The Board uses annual sustainability statements, public disclosures and updates in the annual report of the Company as communication platform to ensure they are communicated to its external stakeholders such as shareholders, investors, customers and the wider community. The Company's Sustainability Statement 2025 outlines the Group's commitment to sustainability and provides clear insights into its economics, environmental, social and governance ("EESG") efforts, ensuring transparency and accountability to all stakeholders.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3
The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges the critical importance of sustainability and climate-related risks and opportunities in driving long-term value creation for GUH and its stakeholders. The Board is regularly updated by and stays abreast with the latest development on the sustainability issues and requirements. It undertakes the following actions: • Continuous Education: Directors participate in structured training programmes, seminars, and workshops on Environmental, Social and Governance ("ESG") topics, including climate risk management, carbon transition strategies, and sustainability reporting frameworks. All Board members have enhanced their understanding of sustainability issues by completing the Mandatory Accreditation Programme Part II: Leading for Impact. • Integration into Strategy: Sustainability issues, including climate-related risks and opportunities, are embedded into the Company's risk management and strategic planning processes. • Establishment of a Sustainability Committee: A dedicated Risk Management & Sustainability Committee, chaired by a member of the Board, has been established to monitor the effectiveness of risk mitigation measures and internal controls, as well as to ensure the Company maintains an appropriate risk appetite aligned with its strategic goals. Additionally, it also oversees the implementation of sustainability strategies and to report key matters to the full Board. Through the above actions, the Board ensures it remains proactive and well-equipped to guide the Company in addressing material sustainability challenges and capturing opportunities.
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4
Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	The Board recognises the importance of integrating sustainability considerations into its governance and performance management. Accordingly, the performance evaluation of the Board and senior management includes an assessment of their roles and effectiveness in addressing the Company's material sustainability risks and opportunities. By embedding sustainability considerations such as the economic, environmental, social and governance criteria into the annual performance evaluation process, the Company reinforces accountability and ensures alignment with its long-term EESG commitments. For the Board, the evaluation also includes their effectiveness in providing strategic direction and oversight on sustainability matters, particularly in integrating EESG factors into business decisions and long-term planning. Results are reviewed by the Nomination Committee and Remuneration Committee and reported to the Board. For senior management, performance assessments consider the implementation of sustainability-related goals, achievement of relevant KPIs (e.g., carbon reduction targets, energy efficiency, diversity), and adherence to sustainability frameworks and standards.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome
The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up
The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.		
Application	:	Adopted
Explanation on adoption of the practice	:	The CEO/Group Managing Director oversees the planning and execution of sustainability strategies. The Chief Operating Officer is the designated person overseeing sustainability matters and is assisted by senior management including head of department and managers of all divisions of the Group to ensure the Group's sustainability focus areas remain relevant and identify new ones which could add value to the business and stakeholders are implemented throughout the business operation as well as reporting. Together with the Board, the Group is always exploring ways to reduce carbon footprint of the company operation and manage sustainability matters in economic, environmental, social and governance aspects. The sustainability initiatives are shown and illustrated under the Sustainability Statement 2025.

Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1
The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	The Board through the Nomination Committee has conducted annual assessments based on competency, preparedness, commitment and experience to determine the effectiveness and contribution of each Individual Director (including those seeking re-election), each Independent Director, each Committee and the Board as a whole. Specific skills and experience of each Director in the business operations and governmental legislation are analysed. Nomination Committee also reviewed the size and composition of the Board with consideration on the impact and effectiveness of the Board function. Tenure of Directors was reviewed especially upon expiry of their respective tenures and/or prior to their re-election at the AGM. A formal evaluation process was conducted at the end of 2025 as follows: • Directors' peer evaluation; • Board and Board Committee performance; and • Assessment of Independent Directors. Evaluation forms were distributed to all individual Directors to perform appraisal and evaluation in the form of anonymity and returned to the Company Secretarial Department for compilation. The evaluation process was based on a peer-review assessment whereby the Director assessed other Directors, Independent Directors, the Board as a whole as well as the performance of the Board Committees. The criteria and outcome of the assessment were properly documented. Based on the recent assessment, the Nomination Committee was satisfied that the Board size and its composition are optimum as the Board comprises individuals with the requisite skills, knowledge, experience, characteristics and competencies to effectively discharge their roles. The Directors, Board Committees and key officers discharged their responsibilities in a commendable manner and contributed to the overall effectiveness of the Board and Company during the year.
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2
At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board currently consists of seven (7) members, with one (1) Non-Independent Non-Executive Chairman, one (1) CEO/Group MD, two (2) Non-Independent Non-Executive Directors and three (3) Independent Non-Executive Director.	
		Although the Board has not met the composition recommended under the MCCG whereby at least half (50%) of the Board comprises Independent Directors, the Board believes the three (3) Independent Directors are capable of ensuring that issues of strategies, performance and resources proposed by the Management are objectively evaluated, taking into consideration of the long-term interest of shareholders, employees, customers, and other communities in which the Group conducts its business. The composition however is in line with the Board Charter and Para 15.02 of the Listing Requirements, which requires at least two (2) Directors or one-third of the Board of the Company whichever is higher are Independent Directors. The Board, in fulfilling its fiduciary duties and responsibilities, has always acted on consensus of the entire Board. Any dissenting member will have his/her views heard and deliberated on until mutually resolved to arrive at objective decision taken in the best interest of the Company. In addition, the presence of Non-Executive Directors also provides impartial oversight to the decision making process through challenge the management's proposal on business strategies.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3
The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Applied
Explanation on application of the practice	:	The Nomination Committee and Board have conducted a thorough review and assessment on Dato' Dr. Gan's independence and the proposed justifications to retain Dato' Dr. Gan Kong Meng are set out below: • Provided quarterly declaration confirming his independency and fulfills the criteria of an Independent Director in accordance with guidelines and criteria as set out in the Listing Requirements; • Demonstrated complete independence in character and judgement, contributed objective perspective, unbias view and served as an effective check and balance in the decision making process despite of long standing familiarity with the Board and management; • Performed his duties diligently with professionalism, integrity and in the best interest of the Company; • Possesses a diverse set of experience, skills and expertise relevant to the Group's business; • Dedicated sufficient time and attention to his responsibilities, allowing for informed and balanced participation in Board and Board Committees, as applicable; and • Long service with the Company enhances his knowledge and understanding of the Group's business operation, enabling him to contribute meaningfully and effectively.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up
The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.		
Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5
Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges the importance of creating a diverse Board and senior management based on objective criteria, merit, while also considering diversity in skills, experience, age, cultural background and gender. The Company will work towards addressing this as and when vacancies arise and suitable candidates are identified. Succession planning of the senior management and potential candidates from within and outside the Group are also being sourced and identified to train and groom them to take heavier responsibilities. The Board has in place a Fit and Proper Policy which sets out the fit and proper criteria for the appointment and re-election of Directors of the Board. The Nomination Committee is responsible to lead the process for the nomination of new Board appointments and making the necessary recommendations. In making its recommendations to the Board, the Nomination Committee considers and assesses the suitability of the Board members based on the criteria, among others including the following: • Qualification; • Competencies, expertise and experience; • Professionalism and integrity; • Time commitment The current Board composition reflects a diverse background. GUH Group practices non-discrimination (whether on age, gender, race or religion) on its selection criteria for Board members and senior management. Their appointment will be based on effective blend of competencies, skills, experiences and knowledge.
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

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 utilises 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.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	Currently, the Board relies on recommendations from the Nomination Committee and existing Board members, management or major shareholders for any appointments (including women Directors) to the Board. The Nomination Committee is currently 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 annual assessment of Directors in the recruitment process. There was no new appointment to the Board during the year under review.
		When a vacancy arises, Nomination Committee will deliberate on the profile of the position to be filled and will ensure that the procedures for evaluating and selecting new Director are transparent and formal with the appointment made on merit basis. The Board is of the view that absence of using independence sources will not jeopardise the independence of Board's deliberations and all decisions made were in the best interest of the Company. Due to the challenging market conditions and in consideration of cost saving as the main factor, the Board opted not to utilise any independent sources to identify suitably qualified candidates for the time being.
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7
The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied	
Explanation on application of the practice	:	The details of the Directors' tenure of service, position, directorships in other companies, interest, conflict of interest and experience are set out in the Profile of Directors in the Annual Report 2025 and on the Company's website. During the financial year, no new Director is being appointed. Justifications from the Board are included in the explanatory notes of the Notice of the AGM to recommend the re-election of all the retiring Directors and support the Independent Non-Executive Director who has served a cumulative term of nine (9) years be retained and continue to serve the Board.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8
The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application :	Applied	
Explanation on application of the practice :	During the financial year, the Nomination Committee is chaired by Dato' Dr. Gan Kong Meng. The membership of the Nomination Committee consists exclusively of Independent Non-Executive Directors. • Dato' Dr. Gan Kong Meng – Chairman • Ms. Phoon Yee Min – Member • Mr. Teng Chang Yeow – Member Details and profile of the members can be found in the 'Profile of Directors' section of the Annual Report 2025 and on the Company's website.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9
The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board recognises the government's call for gender diversity of at least 30% women directors in companies. The Board is mindful that any gender representation should be in the best interest of the Company. Currently, there are two (2) female Directors sitting on the Board of the Company reflecting 28.57% composition of the overall Board, which is close to the 30% women directors.	
		The Group has broadened its recruitment to include women in senior management and participation in decision making position throughout the Group of Companies. Equal opportunity is given and does not practice discrimination, whether based on gender, age, race or religion.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10
The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges the best practice of MCCG 2021 on gender diversity and is committed to providing fair and equal opportunities and nurturing diversity within the Group. Board decisions are made objectively in the best interest of the Group taking into account diverse perspective and insights. The Board is also of the view that diversity should be in tandem with expertise, skills and experience but not gender alone. Thus, the Board is of the view that it is important to recruit and retain the best available talent regardless of gender, ethnicity and age in order to maximise the Board's effectiveness. The Board is aware that women's participation in decision making positions should not be focused on Board positions alone, but also be broadened to include women in senior management as the same benefits apply. The Board believes that diversity, when extended to senior management, will also serve as a talent pipeline for Board candidacy.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome
Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1
The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.		
Application	:	Applied
Explanation on application of the practice	:	The Board through the Nomination Committee has conducted annual assessments to determine the performance, effectiveness and contribution of each Individual Director, each Committee and the Board as a whole. A formal evaluation process was conducted at the end of 2025 as follows: • Directors' peer evaluation; • Board and Board Committee performance; and • Assessment of Independent Directors. The Board has adopted a formal and objective annual evaluation of the Board as a whole, each Board Committees, each Independent Director and individual Director's performance. The assessment took into account the contribution and performance of the Directors in relation to their competencies, time commitment, and experience in meeting the needs of the Company. Assessment criteria for the Board as a whole include the effectiveness of the Board composition in terms of size, structure, mix of skills, expertise, roles and responsibilities, Board strategy and risk management. The assessment criteria for Board Committees include effectiveness of the respective Board Committees composition in terms of mix of skills, knowledge and experience to carry out their roles and responsibilities as per the Board Committees' Term of Reference and the contribution of the Board Committee members. Whereas each individual Director is assessed on the effectiveness of his/her skills, integrity, experience, competency included time and commitment. The level of independence demonstrated by Independent Director is assess through his/her ability to provide unbiased impartial and objective opinion during deliberations and act in the best interest of the Company.

	Evaluation forms were distributed to all individual Directors to perform appraisal and evaluation in the form of anonymity and returned to the Company Secretarial Department for compilation. The evaluation process was based on a peer-review assessment whereby the Director assessed other Directors, the Board as a whole, performance of the Board Committees and independence level of Independent Director. The criteria and outcome including comments of the assessment were properly documented. Nomination Committee will deliberate and present the results of the annual assessment to the Board. The annual assessment was facilitated internally without engaging independent experts in view that the Company does not fall under the category of large companies. The Board is of the view that the current evaluation process adopted by the Company is adequate to determine the effectiveness of the Board, its Board Committees, and each individual and sufficiency to provide an objective and candid evaluation. Based on the recent assessment, the Nomination Committee was satisfied that the Board size and its composition are optimum as the Board comprises individuals with the requisite skills, knowledge, experience, characteristics and competencies to effectively discharge their roles. The Directors, Board Committees and key officers had also discharged their responsibilities in a commendable manner and contributed to the overall effectiveness of the Board and Company. The Directors had also committed the time necessary to responsibly fulfil their commitment to the Company during the year.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	The Board, through the Nomination and Remuneration Committees, review the remuneration package of the Executive Director. The Remuneration Committee shall normally consider the level of responsibilities of its Directors, and is guided by the framework that covers the terms and conditions for the Executive Director. The remuneration package contains both fixed and performance-linked elements and their remunerations are benchmarked against the remuneration of other companies within the same industry. The remuneration structure for the Executive Director and senior management links rewards to corporate and individual performances while the Director fees paid to the Executive Director and Non-Executive Directors will take into consideration the experiences, level of responsibilities and time commitment undertaken by them. The Directors and senior management Remuneration Policies and Procedures are available on the Company's website at www.guh.com.my. The Terms of Reference of the Nomination Committee and Remuneration Committee are also available on the Company's website at www.guh.com.my.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:		
Timeframe	:		

Intended Outcome
The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2
The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied	
Explanation on application of the practice	:	Remuneration Committee was set up to review and recommend to the Board a fair and transparent remuneration policy for the Executive Director. The Remuneration Committee comprises the following Directors, all of whom are Non-Executive Directors, with the majority of Independent Directors. • Dato' Dr. Gan Kong Meng – Chairman • Ms. Phoon Yee Min – Member • Datin Seri Jessica H'ng Hsieh Ling – Member The Terms of Reference of Remuneration Committee is accessible for reference on the Group's website, www.guh.com.my.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The remuneration breakdown of individual Director for the financial year ended 31 December 2025 is as follows:

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Dato' Sri H'ng Bok San	Non-Executive Non-Independent Director	75	1,722	Input info here	Input info here	28	Input info here	1,825	87	1,722	Input info here	Input info here	28	Input info here	1,837
2	Datuk Seri Kenneth H'ng Bak Tee	Executive Director	75	Input info here	1,704	2,001	28	1,661	5,469	109	Input info here	1,704	2,001	28	1,661	5,503
3	Dato' Harry H'ng Bak Seah	Non-Executive Non-Independent Director	75	6	Input info here	Input info here	Input info here	Input info here	81	75	6	Input info here	Input info here	Input info here	Input info here	81
4	Datin Seri Jessica H'ng Hsieh Ling	Non-Executive Non-Independent Director	75	7	Input info here	Input info here	Input info here	Input info here	82	75	7	Input info here	Input info here	Input info here	Input info here	82
5	Dato' Dr. Gan Kong Meng	Independent Director	75	20	Input info here	Input info here	Input info here	Input info here	95	75	20	Input info here	Input info here	Input info here	Input info here	95
6	Phoon Yee Min	Independent Director	75	20	Input info here	Input info here	Input info here	Input info here	95	75	20	Input info here	Input info here	Input info here	Input info here	95
7	Teng Chang Yeow	Independent Director	75	16	Input info here	Input info here	Input info here	Input info here	91	75	16	Input info here	Input info here	Input info here	Input info here	91
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome
Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

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.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board is of the opinion that the disclosure on a named basis the top five senior management's remuneration in the bands of RM50,000.00 would not be beneficial to the Company and to the individual senior management's interest due to the following reasons: a) Sensitivity and confidentiality of senior management's personal information management; b) Give rise to breach of personal data protection; c) Security concerns for the staff including their family members; d) Encourage staff pinching or poaching of executives in the industry; and e) Detrimental to the Company's continuous effort to attract and retain its scarce human assets/ talents due to the competitive environment for resources within the industries the Company and its subsidiaries operate in. The Company also believes that non-disclosure of the remuneration information on key personnel will not affect the interest of its shareholders.
		The Company noted that the non-disclosure of the remuneration of the top five senior management is a departure from Practice 8.2 of the MCCG but nevertheless will consider the application of Practice 8.2 when the Company is satisfied that there are adequate rules and regulations set in place by the authorities to protect the Company from losing its invaluable human assets/talents.

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome
There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.1
The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied
Explanation on application of the practice	:	The positions of the Chairman of the Board and the Audit Committee are held by separate individuals. The Audit Committee comprises three (3) members, all of whom are Independent Non-Executive Directors. The Chairlady is Ms. Phoon Yee Min, an Independent Non-Executive Director. The Terms of Reference of Audit Committee is accessible for reference on the Group's website, www.guh.com.my.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome
There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.2
The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	The policy has been incorporated into the Terms of Reference of the Audit Committee. The Audit Committee does not include any former key audit partner of the firm of external auditors.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3
The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied	
Explanation on application of the practice	:	The Audit Committee of the Company undertakes annual assessment on the external auditors, Messrs. Thelyx Malaysia PLT ("Thelyx") by evaluating the compliance level of the services carried out by them and to ensure that they are competent and independent throughout the conduct of the audit engagement within the Group. The Audit Committee has obtained written assurance of independence from the external auditors. It has also evaluated the audit quality and resource capacity of Thelyx as well as the fees charged for both auditing and non-auditing responsibilities.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up
The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The Audit Committee comprises three (3) members, all of whom are Independent Non-Executive Directors: • Ms. Phoon Yee Min – Chairlady • Dato' Dr. Gan Kong Meng – Member • Mr Teng Chang Yeow – Member All Independent Directors will enable the Audit Committee to exercise their independent judgement objectively in the best interest of the Company. The term of office and performance of the Audit Committee and each of its Members shall be reviewed annually by the Board of Directors to assess whether the Audit Committee and its Members have carried out their duties in accordance with the terms of reference.

Intended Outcome
There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5
Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	The Chairlady of the Audit Committee, Ms. Phoon Yee Min is a 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). She is familiar with financial reporting standards and has substantial years of experience in internal audit and risk management. Two other members of the Committee also have relevant experiences which will enable them to understand matters discussed during the Audit Committee meetings in particular on accounts related and financial reporting issues. Audit Committee reviewed the financial related matters collectively and they attended continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules. Various trainings attended by each member of the Audit Committee are disclosed in the Corporate Governance Overview Statement in the Annual Report 2025.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

Intended Outcome
Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1
The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	The Board oversees the development and maintenance of effective risk management and internal control framework for the Group through identifying, evaluating, monitoring and managing significant risks affecting the business. The Board is assisted by the Risk Management & Sustainability Committee whose role includes overseeing and reviewing risk management matters of the Group. Whereas the Audit Committee assists the Board to review the Group's internal control systems via the works of the Internal and External Auditors. The information on risk management and internal controls are set out under the Statement on Risk Management and Internal Control of the Annual Report 2025.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome
Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2
The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied	
Explanation on application of the practice	:	The Board has established a Risk Management & Sustainability Committee to assist in overseeing the Group's risk management framework and internal control system. The Risk Management & Sustainability Committee meets annually to review and discuss the Group's risk management framework and internal control systems, ensuring their adequacy, effectiveness, and alignment with the Group's strategic objectives. The features on risk management and internal controls, as well as the Board's comments on their adequacy and effectiveness are set out under the Statement on Risk Management and Internal Control of the Annual Report 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up
The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted
Explanation on adoption of the practice	:	The Risk Management & Sustainability Committee comprises all Independent Non-Executive Directors, as follows: • Ms. Phoon Yee Min – Chairlady • Dato' Dr. Gan Kong Meng – Member • Mr. Teng Chang Yeow – Member The function of the Risk Management & Sustainability Committee is to identify, evaluate and manage the significant risks associated to current business, any new investment and/or divestment and control responsibilities with appropriate action plan and ensure the implementation of appropriate systems to manage the overall risk exposure of the Group. From the perspective of sustainability, identify and manage non-financial issues, greater attention will be given to how businesses impact the economic, environmental, social and governance risks and opportunities alongside financial implication. The Group's risk management framework is reviewed and discussed on an annual basis to ensure its adequacy, effectiveness, and alignment with the Group's overall strategic direction.

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application :	Applied	
Explanation on application of the practice :	The Group has its own Internal Audit Department. The internal auditors report to the Audit Committee on internal audit findings and recommend remedial action plans for possible improvement for the audited areas. The highlighted internal audit findings are followed-up by the Internal Audit and reviewed by Audit Committee to ensure the control weaknesses, if any, are properly identified and addressed by the management. During the financial year, the internal auditors reviewed the internal controls in the key activities of the Group's major business units based on the detailed annual internal audit plan approved by the Audit Committee. Audit Committee assesses the performance of internal audit function on an annual basis to ensure the internal auditors perform their functions effectively and independently throughout the course of their engagement. The internal audit timetable and frequency are determined based on the complexity and risk profile of each subsidiary of the Group. The Internal Audit Programme—which includes the audit scope, approach, risk assessment, types of audits, audit timetable, and overall audit plan—is prepared by the internal audit function and tabled to the Audit Committee for review and approval.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2
The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	The Internal Audit ("IA") function reports directly to the Audit Committee of the Company. It is carried out by a dedicated team comprising 2 members. All of them are free from any relationships or conflicts of interest, which could impair their objectivity and independence. The person who is responsible for internal audit is: 1. Mr. Teoh Wei Hong (Resigned on 26 March 2025) • Bachelor Degree in Accountancy 2. Mr. Teoh Chek Hwa (Appointed on 13 May 2025) • Bachelor of Commerce • The Association of Chartered Certified Accountant (Fellowship) • Malaysian Institute of Accountants (Member) • MSc Property Development Details of the IA function are disclosed in the Audit Committee Report within the Annual Report 2025. Additional information can also be found in the Statement of Risk Management and Internal Control of the Annual Report 2025.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application :	Applied	
Explanation on application of the practice :	The Board acknowledges the importance of regular, transparent and effective communication with shareholders and investors consistent with commercial confidentiality and regulatory considerations. Press release, annual reports, circulars to shareholders, quarterly financial reports and the various announcements made through Bursa Malaysia Securities Berhad's website and the Company's website at www.guh.com.my enable stakeholders to have an overview of the Group's performance and operation. Corporate information is readily accessible at the Company's website and stakeholders can at any time seek clarification or raise queries by email through the Company's website. The Annual General Meeting is the principal forum for dialogue and interaction with the shareholders. The Board is committed to provide shareholders with comprehensive and timely information about the Group's activities and performance to enable investors make informed decisions. Shareholders are encouraged to attend Annual General Meetings and use the opportunity to ask questions on resolutions being proposed. The CEO/Group MD and the Board members with the assistance of the external auditors, are responsible to respond and provide explanations on matters raised.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2
Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1
Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied	
Explanation on application of the practice	:	The Notice of the 61st Annual General Meeting held on 26 May 2025 was issued on 25 April 2025, at least 28 days prior to the AGM. The Notice of AGM with detailed Agenda, Annual Report and Statement/Circular to Shareholders were distributed to all the shareholders, announced to Bursa Malaysia Securities Berhad and advertised in one widely circulated newspaper in Malaysia within the stipulated prescribed time.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2
All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied	
Explanation on application of the practice	:	All Board members, the Company Secretary, the finance manager, investment bankers and the external auditors attended 61st AGM and EGM held on 26 May 2025. The CEO/Group MD normally presented and answers to the queries in relation to questions raised by the shareholders and/or corporate representatives at the general meeting. The Chairman explained the voting and procedures for the meeting. The Chairpersons of the Board Committees also made themselves available to response to questions, if any, raised by shareholders attending the meeting.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3
Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied	
Explanation on application of the practice	:	The 61st AGM and EGM were conducted entirety in a hybrid mode, both physically and virtually via live streaming with remote participation and electronic voting facilities, shareholders and proxies were able to access and participate remotely. All Directors of the Company attended the said AGM and EGM to engage with shareholders and address issues of concern raised by the shareholders.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.		
Application	:	Applied
Explanation on application of the practice	:	The Company's 61st AGM and EGM were held in a hybrid mode, both physically and virtually. Shareholders who attended the meetings in person were able to interact directly with the Company at the venue. For shareholders who participated virtually, a platform and appropriate link were provided, ensuring that shareholders had sufficient opportunity to pose their questions, whether to cover financial and non-financial performance as well as the Company's long-term strategies. The CEO/ Group MD have addressed all the questions raised by the shareholders. The Chairman also briefed the shareholders on their rights to participate at the general meetings including submitting their questions and exercising their voting rights via electronic voting facilities. Together with the Annual Report 2025, the Company had issued an administrative guide which encompassed the guidance on the conduct of the meetings.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome
Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5
The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.	
Application :	Applied
Explanation on application of the practice :	The 61st AGM and EGM were conducted in a hybrid mode, both physically and virtually via live streaming with remote participation and electronic voting facilities. Share Polls Sdn. Bhd. was appointed and engaged by the Company to facilitate and provide adequate tools and infrastructure for the shareholders' participation, posing questions and voting. Shareholders were allowed to submit their questions in real time during the meeting, either directly if attending physically or via the Live Streaming solution if attending virtually. Shareholders were also given opportunity to email their questions before the AGM and EGM. The answers of the questions were addressed by the CEO / Group MD before the commencement of the poll voting so that the shareholders could experienced real time interaction with the Board during the AGM and EGM. A step by step administrative guide was issued to shareholders to facilitate their registration, participation and voting for the AGM and EGM. The poll results were verified by the Independent Scrutineer and announced by the Chairman. All resolutions proposed were duly passed and the outcome of the AGM and EGM were announced to Bursa Securities on the same meeting day.
Explanation for departure :	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6
Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.			
Application	:	Applied	
Explanation on application of the practice	:	The minutes of the 61st AGM and EGM were published on the Company's website at www.guh.com.my for the shareholders' information within the stipulated time.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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