GUH HOLDINGS BERHAD
(Registration No: 196101000062 (4104-W))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 62nd Annual General Meeting ("AGM") of GUH Holdings Berhad ("the Company") will be held 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, 25 May 2026 at 10:30 a.m. to transact the following businesses:

A G E N D A

As Ordinary Business

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2025 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 RM2,488,000.00. **(Resolution 1)**
3. To re-elect the following Directors who retire pursuant to Article 95 of the Company's Constitution and being eligible, offer themselves for re-election:
   (i) Tan Sri Dato' Seri H'ng Bok San **(Resolution 2)**
   (ii) Datuk Seri Kenneth H'ng Bak Tee **(Resolution 3)**
   (iii) Dato' Harry H'ng Bak Seah **(Resolution 4)**
   (iv) Ms. Phoon Yee Min **(Resolution 5)**
   (v) Mr. Teng Chang Yeow **(Resolution 6)**
4. To authorise the Directors to appoint new Auditors of the Company in place of Messrs. Thelyx Malaysia PLT, who have expressed their intention to retire at the forthcoming AGM, and to fix the remuneration of such Auditors. **(Resolution 7)**

As Special Business

To consider and if thought fit, to pass with or without any modifications, the following resolutions:

5. **ORDINARY RESOLUTION - CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Resolution 8)**

   "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."

6. **ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **(Resolution 9)**

   "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."

7. **ORDINARY RESOLUTION - PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY** **(Resolution 10)**

   "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 RM192.0 million of the Company, based on the latest Audited Financial Statements as at 31 December 2025 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 ("Bursa Securities") 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 authority will lapse, unless the authority is renewed by a resolution passed at that AGM; 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 is earlier.

   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."

8. **ORDINARY RESOLUTION - PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **(Resolution 11)**

   "THAT subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties, as specified in Section 3.2.4 of the Statement/Circular to Shareholders dated 24 April 2026, 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:

   (a 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;
   (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 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."

9. 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 24 April 2026

Notes:

1. *Only a member whose name is registered in the Record of Depositors as at 18 May 2026 shall be regarded as member to attend, speak and vote at this meeting. A member shall be entitled to appoint any person as his proxy. A proxy need not also be a member. A member who appoints more than one (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 two (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 Share Registrar, Mega Corporate Services Sdn Bhd situated at Level 15-2 Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to mega-sharereg@megacorp.com.my or lodge electronically at www.equiti.my, not less than 48 hours before the time appointed for holding the meeting. Kindly refer to the Administrative Notes published on the Company's website at www.guh.com.my for further information on the procedures for registration and attendance at the meeting.*
5. *Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolution(s) will be put to vote by way of poll.*

Explanatory Notes:

Audited Financial Statements for the financial year ended 31 December 2025

This Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. 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 62nd AGM for the payment of Directors' fees and benefits from 62nd AGM up to the 63rd AGM of the Company to be held in 2027. 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 2025 are disclosed in Note 38 to the financial statements under the Company's Annual Report 2025 and enumerated under the Corporate Governance Report.

Resolution 2 to 6 - Re-election of retiring Directors

Article 95 of the Company's Constitution – An election of Directors shall take place each year. During the year under review, no new Director was elected. All Directors shall retire from office once at least in each three (3) years. A retiring Director shall be eligible for re-election. The retiring Directors, Tan Sri Dato' Seri H'ng Bok San, Datuk Seri Kenneth H'ng Bak Tee, Dato' Harry H'ng Bak Seah, Ms. Phoon Yee Min and Mr. Teng Chang Yeow being eligible, have offered themselves for re-election.

The performance of the Directors recommended for re-election has been evaluated through the Board's annual assessment. The Nomination Committee and the Board are satisfied with the performance and effectiveness of the retiring Directors. Accordingly, the Board has endorsed the Nomination Committee's recommendation and proposes the re-election of the retiring Directors for approval at the forthcoming 62nd AGM.

The profiles of the retiring Directors who are standing for re-election are set out in the Profile of Directors in the Company's Annual Report 2025.

Resolution 7 - Appointment of new Auditors in place of retiring Auditors

Messrs. Thelyx Malaysia PLT had expressed their intention to retire and not to seek re-appointment as Auditors of the Company at the forthcoming AGM of the Company. The Management of the Company has commenced efforts to identify suitable candidate and will seek to appoint new Auditors in place of Messrs. Thelyx Malaysia PLT as soon as practicable. Upon which, the Board will then appoint new Auditors in compliance with Section 264(5) of the Companies Act 2016. The Company will make further announcement in due course.

Resolution 8 - Continuation in office as Independent Non-Executive Director

The proposed Resolution 8 proposes the retention of Dato' Dr. Gan Kong Meng as Independent Director of the Company. His profile is set in the Profile of Directors in the Company's Annual Report 2025.

The Board of Directors, through the Nomination Committee, has reviewed and assessed his independence and is satisfied that he remains independent based on, among others, the following justifications. The Board recommends that Dato' Dr. Gan be retained as an Independent Director of the Company.

(a) 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;
(b) 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;
(c) Performed his duties diligently with professionalism, integrity and in the best interest of the Company;
(d) Possesses a diverse set of experience, skills and expertise relevant to the Group's business;
(e) Dedicated sufficient time and attention to his responsibilities, allowing for informed and balanced participation in Board and Board Committees, as applicable; and
(f) Long service with the Company enhances his knowledge and understanding of the Group's business operation, enabling him to contribute meaningfully and effectively.

Dato' Dr. Gan has no conflict of interest or potential conflict of interest, including 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 9 - Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 9 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 61st AGM held on 26 May 2025 ("previous mandate"). The proposed Resolution 9, 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 10 - Proposed renewal of Share Buy-Back authority

The proposed Resolution 10, 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 24 April 2026.

Resolution 11 - Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature

The proposed Resolution 11, if passed, will enable the Company and/or its subsidiaries 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 24 April 2026.