THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has only perused the contents of Part B of this Circular in respect of the proposed new shareholders' mandate for new recurrent related party transactions of a revenue or trading nature, on a limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. The remainder of this Statement/Circular were not perused by Bursa Securities prior to issuance as they are exempted documents under Paragraph 2.1 of the same Practice Note.

Bursa Securities takes no responsibility for the contents of this Statement/Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement/Circular.

Shareholders should rely on their own evaluation to assess the merits and risks of the Proposals as set out herein.

GUH HOLDINGS BERHAD

(Registration No. 196101000062 (4104-W))
(Incorporated in Malaysia)

PART A - STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

PART B - CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The above Proposals will be tabled as Special Business at the 62nd Annual General Meeting ("AGM") of the Company to 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. or any adjournment thereof.

A member is advised to refer to the Notice of AGM, together with the Proxy Form and the Administrative Notes for further information on the procedures for registration and attendance at the AGM.

A member who is entitled to attend, speak and vote at the AGM may appoint a proxy or proxies to attend, speak and vote on his behalf. In such event, the Proxy Form must be deposited at the office of the Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia or email to mega-sharereg@megacorp.com.my or lodge electronically at www.equiti.my, not less than forty-eight (48) hours before the time appointed for holding the AGM as indicated below. The lodging of the Proxy Form will not preclude you from attending, speaking and voting in person at the AGM should you subsequently wish to do so.

Last day, date and time for lodging the Proxy Form	:	Saturday, 23 May 2026 at 10:30 a.m.
Day, date and time of the forthcoming AGM	:	Monday, 25 May 2026 at 10:30 a.m.

This Statement/Circular is dated 24 April 2026

DEFINITIONS

Except where the context otherwise requires, the following definitions (in alphabetical order) shall apply throughout this Statement/Circular:

"Act"	:	The Companies Act 2016, as amended from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting
"Board"	:	Board of Directors of GUH
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (200301033577(635998-W))
"Code"	:	Malaysian Code on Take-Overs and Mergers, 2016, as amended from time to time including any re-enactment thereto
"Director(s)"	:	Shall have the same meaning given under Section 2 of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a director of the Company, its subsidiary or holding company or a chief executive officer of GUH, its subsidiary or holding company; and including the meaning given under Section 2(1) of the Capital Markets and Services Act 2007
"EPS"	:	Earnings per share
"GUH" or the "Company"	:	GUH Holdings Berhad (196101000062(4104-W))
"GUH Asset"	:	GUH Asset Holdings Sdn. Bhd. (199001000030 (191588-V))
"GUH Capital"	:	GUH Capital Sdn. Bhd. (201501038602 (1163923-H))
"GUH Electronic"	:	GUH Electronic Holdings Sdn. Bhd. (198701007148(165866-A))
"GUH Group" or the "Group"	:	GUH, its subsidiaries and associated company
"GUH HiTech"	:	GUH HiTech Circuits Sdn. Bhd. (202301011720 (1505642-A))
"GUH Land"	:	GUH Land Sdn. Bhd. (201401015894 (1091980-T))
"GUH PG"	:	GUH Circuit Industry (PG) Sdn. Bhd. (199201000239(231743-T))
"GUH Realty"	:	GUH Realty Sdn Bhd. (197901004288 (48565-M))
"GUH Shares" or "Shares"	:	Ordinary share(s) in GUH
"GUH Utilities"	:	GUH Utilities Holdings Sdn. Bhd. (201101016995 (945131-T))
"Kiyamas"	:	Kiyamas Holdings Sdn. Bhd. (200901006597(849560-A))
"KCSB"	:	Kiyamas Chemical Sdn. Bhd. (200801030604(831935-M))
"KEDSB"	:	Kiyamas Eastern Drill Sdn. Bhd. (202301046840 (1540754-X))
"Kyosha"	:	Kyosha Precision Engineering Sdn. Bhd. (201001010494(895144-V))
"Latest Practicable Date" or "LPD"	:	31 March 2026, being the latest practicable date prior to printing of this Statement/Circular
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities and any amendments made thereto from time to time and Practice Notes issued in relation thereto
"Major Shareholder(s)"	:	A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is (a) 10% or more of the total number of voting shares in the corporation; or

		(b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation. For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act
"Person Connected"	:	In relation to any person (referred to as "said Person") means such person who falls under any one of the following categories: (a) A family member of the said Person; (b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary; (c) A partner of the said Person; (d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) A person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) A body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) A body corporate which is a related corporation of the said Person.
"Proposals"	:	Collectively, the Proposed Renewal of Share Buy-Back Authority and Proposed Shareholders' Mandate
"Proposed New Shareholders' Mandate"	:	Proposed New Shareholders' Mandate in respect of the new RRPTS as set out in Section 3.2.4(b) of Part B
"Proposed Renewal of Existing Shareholders' Mandate"	:	Proposed Renewal of Existing Shareholders' Mandate for the RRPTS as set out in Section 3.2.4(a) of Part B
"Proposed Shareholders' Mandate"	:	Collectively, the Proposed New Shareholders' Mandate and Proposed Renewal of existing Shareholders' Mandate
"Proposed Share Buy-Back"	:	Proposed renewal of authority for GUH to buy back and hold up to 10% of the total number of issued shares of the Company at the point of purchase as set out in Part A
"Purchased Shares"	:	GUH Shares purchased pursuant to the Proposed Share Buy-Back
"Related Party(ies)"	:	Director, major shareholder or person connected with such Director or major shareholder
"Related Party Transaction(s)" or "RPT(S)"	:	A transaction entered into by the Company and/or its subsidiaries which involves the interest, direct or indirect, of a related party
"Recurrent Related Party Transaction(s)" or "RRPT(S)"	:	Related party transactions involving recurrent transactions, of a revenue or trading nature which are necessary for day-to-day operations and in the ordinary course of business of GUH Group
"RM" and "sen"	:	Ringgit Malaysia and sen respectively
"Shares"	:	Ordinary Share in GUH
"Subsidiary(ies)"	:	A subsidiary company of GUH as defined in Section 4 of the Act

"Substantial Shareholder(s)"	:	Shall have the meaning given in Section 136 of the Act
"Treasury Shares"	:	The Purchased Shares which are retained by the Company and shall have the meaning given under Section 127 of the Act
"Warrants"	:	140,676,879 Warrants in GUH issued on 26 June 2023 and expiring on 25 June 2028 with an exercise ratio of every one Warrant for one GUH Share
"ZLP"	:	Zi Li & Partners (000020007714)

Words denoting the singular shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. References to person shall include corporations and vice versa.

Any reference in this Statement/Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

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GUH HOLDINGS BERHAD

(Registration No. 196101000062 (4104-W))
(Incorporated in Malaysia)

Registered office

Part of Plot 1240 & 1241
Bayan Lepas Free Industrial Zone
Phase 3, 11900 Bayan Lepas
Penang

24 April 2026

Board of Directors

Tan Sri Dato' Seri H'ng Bok San	*(Non-Independent Non-Executive Chairman)*
Datuk Seri Kenneth H'ng Bak Tee	*(Chief Executive Officer/Group Managing Director)*
Dato' Harry H'ng Bak Seah	*(Non-Independent Non-Executive Director)*
Datin Seri Jessica H'ng Hsieh Ling	*(Non-Independent Non-Executive Director)*
Dato' Dr. Gan Kong Meng	*(Independent Non-Executive Director)*
Ms. Phoon Yee Min	*(Independent Non-Executive Director)*
Mr. Teng Chang Yeow	*(Independent Non-Executive Director)*

To: The Shareholders of GUH HOLDINGS BERHAD

Dear Sir/Madam,

PART A – STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

PART B – CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

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1. INTRODUCTION

On 23 February 2026, the Board of Directors of the Company announced its intention to undertake the following Proposals and seek the shareholders' approval at the forthcoming 62nd AGM of the Company:

i) Proposed Renewal of Share Buy-Back authority; and

ii) Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for RRPTS of a revenue or trading nature, pursuant to Paragraph 10.09 of the Listing Requirements.

Both mandates are subject to annual renewal.

The purpose of this Statement/Circular is to provide you with the relevant information of the Proposals and to seek your approval on the ordinary resolutions thereto which will be tabled at the forthcoming 62nd AGM of the Company. The Notice of AGM together with the Proxy Form is enclosed in the 2025 Annual Report of the Company.

SHAREHOLDERS OF GUH ARE ADVISED TO READ AND CONSIDER CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE ABOVE PROPOSALS

2. PART A - STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

2.1 BACKGROUND

At the Company's 61st AGM held on 26 May 2025, the Board of Directors of GUH obtained a renewal authority from the Company's shareholders for the Company to purchase its own shares up to 10% of the total number of issued shares of GUH through Bursa Securities. The aforesaid approval shall, in accordance with the Listing Requirements, continue to in force until the conclusion of the forthcoming 62nd AGM, unless a renewal of authority for the Company to purchase its own shares is obtained from the shareholders.

2.2 DETAILS OF THE PROPOSED SHARE BUY-BACK

2.2.1 GENERAL

The Proposed Share Buy-Back is subject to compliance with Section 127 of the Act and any prevailing laws, rules and regulations issued by the relevant authorities.

The Board proposes to seek the shareholders' approval for the renewal of authority for GUH to purchase and/or hold from time to time and at any time up to 10% of the total number of issued shares of the Company through Bursa Securities. The shares will be purchased from the open market on Bursa Securities through a stockbroker appointed. No GUH shares were purchased to date since the approval was obtained at the 61st AGM.

As at LPD, the total number of issued shares of the Company is 283,228,379 and a total of 140,676,879 Warrants. Hence, the maximum number of shares which may be purchased and/or held by the Company is as follows:

	Minimum Scenario [i]	**Maximum Scenario [ii]**
	No. of Shares	**No. of Shares**
Number of issued shares as at LPD	283,228,379	283,228,379
Number of Warrants exercised	-	140,676,879
Total number of issued shares	283,228,379	423,905,258
Maximum number of shares that may be purchased (10%)	28,322,837	42,390,525

Notes:

i Assuming none of the outstanding Warrants is exercised.

ii Assuming full exercise of 140,676,879 Warrants.

The authority from shareholders, if renewed, shall be effective immediately upon the passing of the ordinary resolution for the Proposed Share Buy-Back at the forthcoming AGM until the conclusion of the next AGM of the Company or until the expiry of the period within which the next AGM is required by law to be held, unless revoked or varied by an ordinary resolution passed by the shareholders of the Company in general meeting, whichever occur first.

The Proposed Share Buy-Back does not impose an obligation on the Company to purchase its own shares but rather, it will allow the Board to exercise the power of the Company to purchase its own shares at anytime within the above mentioned period.

2.2.2 MAXIMUM AMOUNT OF FUNDS TO BE ALLOCATED AND THE SOURCE OF FUND

In accordance with the Listing Requirements, the Proposed Share Buy-Back must be made wholly out of retained profits of the Company. Therefore, the Board proposes that the maximum amount of funds to be allocated for the Proposed Share Buy-Back shall not exceed the retained profits of the Company. The retained profits of the Company were RM192.0 million, based on the audited financial statements as at 31 December 2025.

In the event that the Proposed Share Buy-Back is to be financed by borrowings, the Company will ensure its capability of repaying such borrowings and that such repayment will not have a material effect on its cash flow.

The Proposed Renewal of Share Buy-Back Authority will allow the Board to exercise the power of the Company to purchase and hold its own shares at any time within the abovementioned time period using internally generated funds and/or borrowings. The amount of fund to be utilised will depend on the actual number of shares to be purchased, the price of the shares and the availability of funds involved for each purchase will depend on the market conditions, sentiments of the stock market as well as the retained profits and financial resources available to the Group.

2.2.3 STATUS AND TREATMENT OF THE PURCHASED SHARES

As at 31 December 2025, the Company has not purchased any of its own Shares and does not hold any Treasury Shares.

The Directors may deal with the Purchased Shares (if any) 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.

To date, the Company has yet to determine the manner of which the Purchased Shares (if any) are to be treated. However, the Board will deal with the Purchased Shares in accordance with Section 127 of the Act.

If such Purchased Shares are held as Treasury Shares, the rights attaching to them in relation to voting, dividends and participation in any other distribution or otherwise would be suspended. The Treasury Shares would not be taken into account in calculating the number or percentage of shares or class of shares in the Company for any purposes including the determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on resolution(s) at meetings.

Appropriate announcement(s) and notice(s) will be made to Bursa Securities and the relevant authorities in respect of the Board's decision on the treatment of the Purchased Shares in compliance with the Listing Requirements and the Act. The Board may decide to cancel the Purchased Shares if the cancellation of the said shares is expected to enhance the EPS of the Group and thereby in the long term, have a positive impact on the market price of the shares.

2.2.4 PRICING

Pursuant to the Listing Requirements, the Company may only purchase its own shares on Bursa Securities at a price which is not more than 15% above the weighted average market price for GUH Shares for the 5 market days immediately before the date of the purchase(s).

The Company may only resell or transfer the Treasury Shares on Bursa Securities at:

(a) a price which is not less than the weighted average market price for GUH Shares for the 5 market days immediately before the resale or transfer; or

(b) a discounted price of not more than 5% to the weighted average market price for GUH Shares for the 5 market days immediately before the resale or transfer provided that:

  (i) the resale or transfer takes place not earlier than 30 days from the date of purchase; and

  (ii) the resale or transfer price is not less than the cost of purchase of GUH Shares being resold or transferred.

2.3 RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back, if implemented, will enable GUH to utilise its financial resources not immediately required for use, to purchase its own shares at the Board's flexibility. GUH may be able to reduce any unwarranted volatility of the shares and assist to stabilise the supply and demand of its shares traded on Bursa Securities and thereby support the fundamental values of GUH Shares. The Proposed Share Buy-Back may also signal the focus of the Board of GUH to enhance the value for its shareholders from the result of reduction in the number of GUH Shares traded on Bursa Securities.

2.4 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back, if implemented, will enable the Company to purchase GUH Shares listed on Bursa Securities to keep as Treasury Shares and give the Board an opportunity to sell the Purchased Shares at a higher price, therefore making an exceptional gain for the Company. Alternatively, the Purchased Shares can be distributed as share dividends, it will serve to reward the shareholders of GUH. If GUH Shares bought back are subsequently cancelled, the EPS of GUH would generally be envisaged to improve, and thereby long term and genuine investors are expected to enjoy a corresponding increase in the value of their investment in the Company. The actual treatment of the Purchased Shares would depend on, inter-alia, the prevailing equity market conditions and the financial position of GUH.

The Proposed Share Buy-Back, if exercised, would however reduce the financial resources of the Company and may result in the Company having to forgo other investment opportunities that may emerge in the future. The Proposed Share Buy-Back may also result in reduction of financial resources for distribution in the form of cash dividend to shareholders. The working capital of the Group may also be affected, as any purchase of GUH Shares will reduce the Group's available funds depending on the actual number of shares purchased and their purchase price. However, the working capital of GUH Group may be restored upon the resale of the Purchased Shares held as Treasury Shares.

Nevertheless, the Board will be mindful of the interest of the Company and the shareholders when exercising the Proposed Share Buy-Back.

2.5 FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

Assuming that the Proposed Share Buy-Back is carried out in full, the financial effects are summarised below:-

(a) Share Capital

The effect of the Proposed Share Buy-Back on the number of issued shares of the Company will depend on the treatment of the Purchased Shares. In the event that all the Purchased Shares are cancelled and on the assumption that the Proposed Share Buy-Back is exercised in full, the effect on the issued shares of GUH as at LPD are as follows:-

	Minimum Scenario [i]	**Maximum Scenario [ii]**
	No. of Shares	**No. of Shares**
Total number of issued shares as at LPD	283,228,379	283,228,379
Number of Warrants exercised	-	140,676,879
Total number of issued shares	283,228,379	423,905,258
Cancellation of Purchased Shares	(28,322,837)	(42,390,525)
Upon completion of the Proposed Share Buy-Back	254,905,542	381,514,733

Notes:

i Assuming none of the outstanding Warrants is exercised.

ii Assuming full exercise of 140,676,879 Warrants.

However, there will be no effect on the number of issued shares of the Company if the Purchased Shares are retained as Treasury Shares.

(b) Net Assets

The effect of the Proposed Share Buy-Back on the net assets of GUH Group is dependent on the number of GUH Shares which the Company will buy-back, the purchase price of GUH Shares at the time of buy-back and the treatment of the Purchased Shares.

(c) Working Capital

The Proposed Share Buy-Back, if exercised, will result in an outflow of cash and thereby reduce the working capital of GUH Group, the quantum of which is dependent on the purchase price of GUH Shares and the number of GUH Shares to be purchased.

However, the working capital and cash flow of the Company will increase upon reselling the Purchased Shares which are retained as Treasury Shares. Again, the quantum of the increase in the working capital and cash flow will depend on the actual selling price of the Treasury Shares and the number of Treasury Shares resold.

(d) Earnings Per Share

The effect of the Proposed Share Buy-Back on the EPS of GUH Group is dependent on the actual number of GUH Shares bought back and the purchase price of GUH Shares. If GUH Shares purchased by the Company are cancelled, the net EPS of GUH may increase as a result of the reduction in the number of issued shares of the Company.

(e) Dividends

The Proposed Share Buy-Back is not expected to have any material effect on the dividend payments of the Company as any dividend to be declared by the Company in the future would be determined by the Board after taking into consideration the performance of the Group and the prevailing economic conditions.

(f) Gearing

The effect of the Proposed Share Buy-Back on the gearing of GUH Group will depend on the proportion of borrowings utilised to fund any purchase of GUH Shares. The utilisation of any borrowings to fund the purchase of any shares will serve to increase the gearing of GUH Group.

2.6 INTERESTS OF DIRECTORS AND SUBSTANTIAL/MAJOR SHAREHOLDERS

Save for the inadvertent proportionate increase in the percentage shareholding and/or voting rights of the shareholders of the Company as a consequence of the Proposed Share Buy-Back, none of the Directors, Substantial/Major Shareholders and/or person connected with them has any direct or indirect interest in the Proposed Share Buy-Back and the resale of Treasury Shares, if any.

The following table illustrates the effects of the direct and indirect shareholdings of the Directors and Substantial Shareholders of GUH as at LPD before and after the Proposed Share Buy-Back, assuming that the Company implements the Proposed Share Buy-Back in full to purchase GUH Shares from parties other than the Directors and the Substantial Shareholders.

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Effects of the Proposed Share Buy-Back on Directors' and Substantial Shareholders' Shareholdings

	Shareholdings before Proposed Share Buy-Back as at LPD				Shareholdings after Proposed Share Buy-Back							
	Proforma (i)				Proforma (ii)				Proforma (iii)			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
DIRECTORS												
Tan Sri Dato' Seri H'ng Bok San	750,031	0.26	53,435,695[a]	18.87	750,031	0.29	53,435,695[a]	20.96	1,125,046	0.29	80,153,541[a]	21.01
Datuk Seri Kenneth H'ng Bak Tee	15,749,661	5.56	1,671,327[b]	0.59	15,749,661	6.18	1,671,327[b]	0.66	15,749,661	4.13	1,671,327[b]	0.44
Dato' Harry H'ng Bak Seah	2,497,710	0.88	-	-	2,497,710	0.98	-	-	3,746,564	0.98	-	-
Datin Seri Jessica H'ng Hsieh Ling	3,598,465	1.27	32,435,375[c]	11.45	3,598,465	1.41	32,435,375[c]	12.72	5,397,697	1.41	48,653,062[c]	12.75
Dato' Dr. Gan Kong Meng	-	-	-	-	-	-	-		-	-	-	
Ms. Phoon Yee Min	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Teng Chang Yeow	-	-	-	-	-	-	-	-	-	-	-	-
SUBSTANTIAL SHAREHOLDERS												
HSBC Nominees (Asing) Sdn. Bhd. *HBAP for Gold Connection Assets Limited*	47,740,072	16.86	-	-	47,740,072	18.73	-	-	71,610,108	18.77	-	-
Zun Holdings Sdn. Bhd.	32,435,375	11.45	-	-	32,435,375	12.72	-	-	48,653,062	12.75	-	-
Datuk Seri Kenneth H'ng Bak Tee	15,749,661	5.56	1,671,327[b]	0.59	15,749,661	6.18	1,671,327[b]	0.66	15,749,661	4.13	1,671,327[b]	0.44
Puan Sri Datin Seri Ang Gaik Nga	12,103,708	4.27	32,435,375[c]	11.45	12,103,708	4.75	32,435,375[c]	12.72	18,155,562	4.76	48,653,062[c]	12.75
Datin Seri Jessica H'ng Hsieh Ling	3,598,465	1.27	32,435,375[c]	11.45	3,598,465	1.41	32,435,375[c]	12.72	5,397,697	1.41	48,653,062[c]	12.75
Dato' H'ng Chun Hsiang	2,438,748	0.86	32,435,375[c]	11.45	2,438,748	0.96	32,435,375[c]	12.72	3,658,122	0.96	48,653,062[c]	12.75
H'ng Chun Ching	1,965,200[d]	0.69	32,435,375[c]	11.45	1,965,200[d]	0.77	32,435,375[c]	12.72	2,947,800[d]	0.77	48,653,062[c]	12.75
H'ng Hsieh Fern	894,199	0.32	32,435,375[c]	11.45	894,199	0.35	32,435,375[c]	12.72	1,341,298	0.35	48,653,062[c]	12.75
Tan Sri Dato' Seri H'ng Bok San	750,031	0.26	53,435,695[a]	18.87	750,031	0.29	53,435,695[a]	20.96	1,125,046	0.29	80,153,541[a]	21.01

Notes:

i Based on the existing 283,228,379 GUH Shares as at the LPD

ii Based on the existing 283,228,379 GUH Shares as at the LPD and assuming none of the outstanding Warrants is exercised and the 10% maximum GUH Shares being purchased and cancelled

iii Based on the existing 283,228,379 GUH Shares as at the LPD and assuming full exercise of 140,676,879 Warrants into GUH Shares and the 10% maximum GUH Shares being purchased and cancelled

a Deemed interested by virtue of his spouse's and children's shareholdings in the Company, as well as his shareholdings held through Zun Holdings Sdn. Bhd. pursuant to Sections 8 and 59(11)(c) of the Act

b Deemed interested by virtue of his spouse's and son's shareholdings in the Company pursuant to Section 59(11)(c) of the Act. 1,404,649 shares are held through Berjaya Equity Nominees (Tempatan) Sdn. Bhd.

c Deemed interested by virtue of shareholdings held through Zun Holdings Sdn. Bhd. pursuant to Section 8 of the Act

d Shares are held through Maybank Nominees (Tempatan) Sdn. Bhd.

2.7 PUBLIC SHAREHOLDING SPREAD

The public shareholding spread of the Company based on the LPD was approximately 56.98%.

The public shareholding spread is expected to reduce to approximately 52.20% based on the assumption that the Proposed Share Buy-Back is carried out in full and all GUH Shares purchased from public shareholders are fully cancelled and none of the outstanding Warrant is exercised.

The Board of the Company is mindful to ensure the public shareholding of at least 25% of its listed Shares (excluding Treasury Shares) is maintained, when exercising the Proposed Share Buy-Back in compliance with Paragraph 8.02(1) of the Listing Requirements.

2.8 IMPLICATIONS RELATING TO THE CODE

As it is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory general offer under the Code by any of its Substantial Shareholders and/or parties acting in concert with them, the Board of GUH will ensure that such number of shares are purchased, retained as Treasury Shares, cancelled or distributed such that the Code will not result in triggering any mandatory offer obligation on the part of the Substantial Shareholders and/or parties acting in concert with them. In this connection, the Board is mindful of the requirements when making any purchase of GUH Shares pursuant to the Proposed Share Buy-Back.

2.9 PURCHASE, RESALE OR TRANSFER AND CANCELLATION OF GUH SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS

The Company has not made any purchase of its own shares in the previous twelve (12) months. There was also no transfer or cancellation of Treasury Shares during the same period. There was no any Treasury Share held as at LPD.

2.10 HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the shares of GUH as traded on Bursa Securities for the past twelve (12) months from April 2025 to March 2026 are as follows:-

Month	High RM	Low RM
2025		
April	0.330	0.275
May	0.430	0.300
June	0.315	0.290
July	0.305	0.285
August	0.300	0.270
September	0.295	0.270
October	0.325	0.285
November	0.315	0.275
December	0.330	0.255
2026		
January	0.340	0.300
February	0.325	0.295
March	0.305	0.275

The last transacted market price of GUH Shares as at 31 March 2026, being the LPD: RM0.29.

(Source: Bloomberg)

2.11 DIRECTORS' RECOMMENDATION

Having taken into consideration all aspects of the Proposed Share Buy-Back, the Board of GUH is of the opinion that the Proposed Share Buy-Back is fair, reasonable and in the best interest of the Company and its shareholders and therefore recommends that you vote in favour of the Ordinary Resolution to give effect to the Proposed Share Buy-Back at the forthcoming 62nd AGM.

3. PART B - CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

3.1 BACKGROUND

At the Company's 61st AGM held on 26 May 2025, the shareholders of the Company had approved, inter alia, the shareholder's mandate for the Company and its subsidiaries to enter into the Recurrent Related Party Transactions of a revenue or trading nature, which is necessary for day-to-day operations and in the ordinary course of business of GUH Group and on terms not more favourable to the related party than those generally available to the public. The said mandate shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming 62nd AGM, unless it is renewed at the said 62nd AGM.

In addition to the intention to seek renewal of existing shareholders' mandate, the Company will also seek new shareholders' mandate for GUH Group to enter into new Recurrent Related Party Transactions of a revenue or trading nature.

3.2 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

3.2.1 GENERAL

Paragraph 10.08 of the Listing Requirements stipulates the obligations of a listed issuer to comply with in relation to Related Party transactions. However, pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to the following:

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09 (1) of the Listing Requirements;

(c) the issuance of a circular to shareholders seeking for shareholders' mandate, which includes information as prescribed by Bursa Securities, accompanied by a checklist demonstrating compliance with these requirements;

(d) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested Person Connected with a Director or Major Shareholder, and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with them abstain from voting on the resolution approving the transactions; and

(e) an immediate announcement shall be made to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in this circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where the Company has procured a shareholders' mandate in respect of Recurrent Related Party Transactions, the provisions under Paragraph 10.08 of the Listing Requirements will not apply to the Recurrent Related Party Transactions which are comprised in the said mandate.

The Board proposes to seek its shareholders' approval for the Proposed Shareholders' Mandate for GUH Group to enter into transactions with related parties which are of a revenue or trading nature and necessary for the day-to-day operations on terms not favourable to the related parties than those generally available to and/or from the public where applicable, and are not detrimental to the minority shareholders.

3.2.2 VALIDITY PERIOD OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming 62nd AGM 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;

(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 the earlier.

Thereafter, approval from the shareholders for a renewal of the Proposed Shareholders' Mandate will be sought at each subsequent AGM of the Company.

3.2.3 PRINCIPAL BUSINESS ACTIVITIES OF GUH AND ITS SUBSIDIARIES

The principal activities of GUH are investment holding, provision of corporate and management services to its subsidiaries whilst the principal activities of its subsidiary companies are as follows:

Name of Company	Country of Incorporation	Percentage of Equity Held	Principal Activities
Subsidiaries of GUH			
GUH Asset Holdings Sdn. Bhd.	Malaysia	100%	Investment holding
GUH Capital Sdn. Bhd.	Malaysia	100%	Investment holding
GUH Electronic Holdings Sdn. Bhd.	Malaysia	100%	Investment holding
GUH Land Sdn. Bhd.	Malaysia	100%	Investment holding
GUH Plantations Sdn. Bhd.	Malaysia	100%	Cultivation of oil palm
GUH Properties Sdn. Bhd.	Malaysia	100%	Property development
GUH Utilities Holdings Sdn. Bhd.	Malaysia	100%	Investment holding
GUH International (HK) Private Limited	Hong Kong	100%	Dormant
Subsidiaries of GUH Asset			
GUH Centralised Dormitory Sdn. Bhd	Malaysia	51%	Short term accommodation activities
GUH Property Solutions Sdn. Bhd. (Formerly known as GUH eBattery Sdn. Bhd.)	Malaysia	100%	Property development
GUH Electrical (BW) Sdn. Bhd.	Malaysia	100%	Dormant
GUH eVehicle Sdn. Bhd.	Malaysia	100%	Sale of electric vehicles
GUH Realty Sdn. Bhd.	Malaysia	100%	Property development and investment in real estate
Milan Diamond Sdn. Bhd.	Malaysia	100%	Property letting
Tecnovac Marketing Sdn. Bhd.	Malaysia	100%	Dormant
Subsidiary of GUH Realty			
Jeladan Sdn. Bhd.	Malaysia	100%	Dormant

Subsidiaries GUH Capital			
GUH Power Sdn. Bhd.	Malaysia	100%	Dormant
Star Wheels Electronic Sdn. Bhd.	Malaysia	70%	Sale and repair of electric scooters, bicycles and hoverboards
Subsidiaries of GUH Electronic			
GUH Circuit Industry (PG) Sdn. Bhd.	Malaysia	100%	Manufacture and sale of printed circuit boards
GUH HiTech Circuits Sdn. Bhd.	Malaysia	100%	Dormant
GUH Circuit Industry (Suzhou) Co. Ltd.	People's Republic of China	100%	Manufacture and sale of printed circuit boards
Grand Circuit Industry (Philippines) Inc.	Philippines	100%	Dormant
Subsidiary of GUH Land			
GUH Development Sdn. Bhd.	Malaysia	99%	Property development
Subsidiary of GUH Utilities			
Teknoserv Engineering Sdn. Bhd.	Malaysia	100%	Project managers and contractors for construction of water and waste water treatment plant and road infrastructure
GUH Water Pte. Limited	Hong Kong	100%	Dormant

It is anticipated that GUH and its subsidiaries, would in the normal course of business, continue to enter into RRPTS with various Related Parties, details of which are set out in Section 3.2.4. It is likely that such transactions will occur with some degree of frequency and could arise at any time. As such, the Board proposes to seek the shareholders' approval for the Proposed Shareholders' Mandate for GUH Group to enter into transactions in the normal course of business with the classes of Related Parties, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. Such mandate will enable the Group to enter into the RRPTS without the necessity, in most instances, to make the otherwise required announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPTS will also be subjected to the review procedures set out in Section 3.2.8..

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3.2.4 CLASSES OF RELATED PARTIES AND NATURE OF RRPTS

(a) Proposed Renewal of Existing Shareholders' Mandate

Details of the existing RRPTS, including classes of Related Parties with whom the RRPTS will be carried out and the nature of such Recurrent Transaction contemplated shall include those described below:-

Transacting Party(ies) and its principal activities	Transacting Party within GUH Group	Nature of Transaction	Interested Related Party(ies)	Nature of Relationship between GUH Group and the Related Party(ies)	Estimated Value as disclosed in the Circular to Shareholders dated 25 April 2025 (approved at the last AGM) (RM)	Actual Value transacted from date of AGM held on 26 May 2025 up to LPD (RM)	Estimated Transaction Value for the period from the forthcoming 62nd AGM to the next AGM (RM)
KCSB *Manufacturing and trading in chemical products*	GUH PG	Transaction of raw materials, goods and services Provider and Recipient by both KCSB & GUH PG	Datuk Seri Kenneth H'ng Bak Tee Dato' Harry H'ng Bak Seah Lewis H'ng Chun Li Tan Sri Dato' Seri H'ng Bok San Datin Seri Jessica H'ng Hsieh Ling	Lizheng Holdings Sdn. Bhd. ("Lizheng") has a direct shareholding of 30.0% in Kiyamas Holdings Sdn. Bhd. ("Kiyamas") Datin Gan Chern Nee ("DGCN") has a direct shareholding of approximately 8.3% in Kiyamas KCSB is a wholly-owned subsidiary of Kiyamas Kyosha is a wholly-owned subsidiary of Kiyamas Refer Section 3.2.5	30,000,000.00	11,980,960.12	30,000,000.00
Kyosha *Engaged in the business of supporting services for milling and turning*	GUH PG	Provision of precision engineering and fabrication of parts by Kyosha to GUH PG	Datuk Seri Kenneth H'ng Bak Tee Dato' Harry H'ng Bak Seah Lewis H'ng Chun Li Tan Sri Dato' Seri H'ng Bok San Datin Seri Jessica H'ng Hsieh Ling		5,000,000.00	1,651,438.17	5,000,000.00

(b) Proposed New Shareholders' Mandate

Details of the new RRPTS, including the classes of Related Parties involved in the RRPTS contemplated under the Proposed New Shareholders' Mandate for which approval will be sought at the forthcoming AGM, are as follows:-

Transacting Party(ies) and its principal activities	Transacting Party(ies) within GUH Group	Nature of Transaction	Interested Related Party(ies)	Nature of Relationship	Actual Value transacted from the first transaction up to LPD* (RM)	Estimated Value to be transacted from the LPD to the forthcoming 62nd AGM* (RM)	Estimated Transaction Value for the period from the forthcoming 62nd AGM to the next AGM** (RM)
KEDSB *Manufacturing of router and drill bit*	GUH PG	Supply of router and drill bit by KEDSB to GUH PG	Datuk Seri Kenneth H'ng Bak Tee Dato' Harry H'ng Bak Seah Lewis H'ng Chun Li Tan Sri Dato' Seri H'ng Bok San Datin Seri Jessica H'ng Hsieh Ling	Lizheng has a direct shareholding of 30.0% in Kiyamas DGCN has a direct shareholding of approximately 8.3% in Kiyamas KEDSB is a 60%-owned subsidiary of Kiyamas Refer Section 3.2.5	272,307.50[a]	200,000.00	RM1,200,000.00
Zi Li & Partners ("ZLP") *Legal advisory and consultancy*	GUH and its Subsidiaries ("GUH Group")	Receiving legal advisory and consultancy services from ZLP by GUH Group	Datuk Seri Kenneth H'ng Bak Tee Lewis H'ng Chun Li Dato' Harry H'ng Bak Seah Tan Sri Dato' Seri H'ng Bok San Datin Seri Jessica H'ng Hsieh Ling	Ms. H'ng Hsieh Zhen ("HHZ") is a partner in ZLP Refer Section 3.2.5	337,283.00[b]	100,000.00	RM800,000.00

Notes:

[a] The first transaction was on 4 July 2025
[b] The first transaction was on 18 September 2024
* The aggregate percentage ratio of the RRPTS entered into is less than 5%
** The estimated value is based on information available at the point incorporating management's forecasts. Due to the nature of transactions, the estimated value may vary and subject to change.

3.2.5 THE RELATED PARTIES TO WHICH PROPOSED SHAREHOLDERS' MANDATE APPLIES

The Related Parties to which the Proposed Shareholders' Mandate applies are as follows:

Related Party(ies)	Relationship
Datuk Seri Kenneth H'ng Bak Tee ("DSKH")	DSKH is the Chief Executive Officer / Group Managing Director and substantial shareholder of GUH. He has a direct shareholding of 5.56% and indirect shareholding of 0.59% in GUH as at LPD. He is also a director and shareholder of Lizheng. He is the father of LH and HHZ, the brother of TSDSH and DHH, and brother-in-law of DGCN. He is also the uncle of DSJH.
Dato' Harry H'ng Bak Seah ("DHH")	DHH is the Non-Independent Non-Executive Director and shareholder of GUH. He has a direct shareholding of 0.88% in GUH as at LPD. He is the spouse of DGCN and brother of TSDSH and DSKH. He is also the uncle of DSJH, LH and HHZ.
Lewis H'ng Chun Li ("LH")	LH is the Chief Operating Officer and shareholder of GUH. He has a direct shareholding of 0.09% in GUH as at LPD. He is a director and shareholder of Lizheng. He is a director of Kiyamas, KCSB, Kyosha and KEDSB. He is the son of DSKH, the brother of HHZ, the nephew of TSDSH and DHH, and the cousin of DSJH.
Tan Sri Dato' Seri H'ng Bok San ("TSDSH")	TSDSH is the Non-Executive Chairman and substantial shareholder of GUH. He has a direct shareholding of 0.26% and indirect shareholding of 18.87% in GUH as at LPD. He is the father of DSJH, the brother of DSKH and DHH, and the brother-in-law of DGCN. He is also the uncle of LH and HHZ.
Datin Seri Jessica H'ng Hsieh Ling ("DSJH")	DSJH is the Non-Independent Non-Executive Director and substantial shareholder of GUH. She has a direct shareholding of 1.27% and indirect shareholding of 11.45% in GUH as at LPD. She is the daughter of TSDSH, the niece of DSKH and DHH, and the cousin of LH and HHZ.

The details of direct and indirect interest of the interested Directors and interested Major Shareholders and persons connected to them are indicated in Section 3.6.

3.2.6 AMOUNT DUE AND OWING BY RELATED PARTIES

As at 31 December 2025, there were no outstanding amount due and owing by KCSB to GUH PG under the RRPT which exceeded the credit term.

3.2.7 REVIEW METHODS OR PROCEDURES FOR RRPTS

To ensure that such RRPTS are undertaken on an arm's length basis and on normal commercial terms that are consistent with the Group's usual business practices and policies, which are not on prices and terms that are more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of GUH, the Company has implemented and will continue to implement the following procedures:

(a) A list of Related Parties has been and will be circulated to the Company's subsidiaries to notify them that all RRPTS are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public.

(b) All companies within GUH Group are required to inform the Management before entering into any RRPTS other than those entered into pursuant to the Proposed Shareholders' Mandate. In addition, all heads of department are advised to report to the Management all transactions involving Related Party(ies) who will monitor and report to the Audit Committee for review on a quarterly basis.

(c) It is the Company's policy to transact all materials, goods and services when the prices are competitive with prices obtained from third parties. Quotations will be taken to gather information to compare the prices quoted by third parties with the Related Parties for the purpose of determining the competitive market price of materials, goods and services. Other factors such as reliability of supply, collection, delivery, services and quality of materials, goods and services will also be taken into consideration for evaluation purposes.

Wherever possible, at least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered by the Related parties are fair and reasonable and comparable to those offered by other unrelated parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained as the products or services are proprietary in nature or where the end customer has specified the requirements for GUH Group to source from the Related Parties, then GUH Group will rely on market knowledge of prevailing industry norm and taking into consideration the urgency and efficiency of the delivery of products/services to be provided to ensure that the RRPTS are not detrimental to the Group.

(d) GUH Group has discretionary authority limit in place to ensure that the approval of purchasing transactions are in accordance with the appropriate level of authority depending on the type of transaction entered or to be entered by each company:

Description	**Staff Designation**	**Value of Transactions**
Purchase Requisition	Manager	≤ RM10,000
	Senior Manager	≤ RM20,000
	Senior General Manager	≤ RM1,500,000
	Group Managing Director	> RM1,500,000
Purchase Order	Manager	≤ RM10,000
	Senior Manager	≤ RM20,000
	Senior General Manager	≤ RM1,500,000
	Group Managing Director	> RM1,500,000

(e) Proper records of RRPTS shall be maintained and monitored by the operating subsidiary involved in the RRPTS to capture all the RRPTS entered into pursuant to the Proposed Shareholders Mandate, to ensure accurate disclosure thereof. Where the RRPT has not obtained the shareholders' mandate or has exceeded the shareholders' mandate, an announcement shall be made to Bursa Securities.

(f) The internal audit personnel shall review and verify the reports to ensure that the review procedures in respect of the RRPTS are adhered to. The internal audit personnel shall report their findings to the Audit Committee of the Company. All the records will then be maintained by the Group for the review of the Audit Committee. The Audit Committee will table the relevant RRPTS record to the Board to ascertain that the procedures and processes established to monitor RRPTS have been complied with and the review shall be done on quarterly basis and/or as and when required.

(g) Interested Directors who are members of the Board and Audit Committee shall declare their interest in the transaction and abstain from taking part in decisions pertaining to the RRPTS of a revenue or trading nature; and will ensure that they and any person(s) connected to them will also abstain from voting on the resolution before them.

(h) If the Board and Audit Committee are of the view that the review procedures are no longer sufficient to ensure that the RRPTS are made on arm's length basis, on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders, they shall then have the discretion to discharge, modify and/or implement any new and/or additional procedures and guidelines without the approval of the shareholders provided that such amended, modified, new or additional procedures are no less stringent than the existing procedures and guidelines.

(i) Disclosure will be made in the annual report of the Company in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTS entered into during the financial year based on the following information:

(I) the type of the RRPTS made; and

(II) the names of the Related Parties involved in each type of the RRPTS made and their relationship with the Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Shareholders' Mandate had been obtained.

3.2.8 THRESHOLDS FOR THE APPROVAL OF RRPTS

The thresholds for the approval of RRPTS within GUH Group is disclosed in Section 3.2.7(d) of this circular. All RRPTS are subject to the review and/or approval of the appropriate level of authority, in accordance with the review methods or procedures disclosed in Section 3.2.7 of this circular and subject to the provisions of the Listing Requirements, depending on the type of transaction. All RRPTS will be reviewed by the Audit Committee and approved by the Board. Where any Director has any direct or indirect interest in any RRPT, that Director shall abstain from deliberation and voting on the matter.

3.3 EXCLUDED TRANSACTIONS

Transactions with any related parties, which do not fall within the ambit of the Proposed Shareholders' Mandate, will be subject to other applicable provisions of the Listing Requirements, the Act and/or any other applicable law.

3.4 RATIONALE FOR, AND THE BENEFIT TO, THE GROUP FOR TRANSACTING WITH THE RELATED PARTIES

The Group has a business relationship with the Related Parties which has existed before the transacting parties/companies become the related parties, i.e. before the Directors are deemed to be interested in the transactions. The RRPTS entered into and/or to be entered by the Group were/are all in the ordinary course of business and intended to meet the business needs of the Group at the best possible terms so as to achieve the synergistic benefits within the Group.

The Related Parties are reliable vendors of raw materials, goods and services and licensed collector of scheduled waste of GUH Electronic and its subsidiaries. The close co-operation between GUH Electronic and its subsidiaries with the Related Parties have reaped mutual benefits and it is expected to continue to be of benefit to the business of GUH Electronic and its subsidiaries. The raw materials, goods and services can be obtained from the Related Parties even when short notice is given to them in order to meet the tight deadlines of the Group's business. Furthermore, the Group can enjoy the lowest cost through bulk purchase agreement. In addition, the raw materials, goods and services provided by the Related Parties are priced competitively and all transactions between GUH Electronic and its subsidiaries with the Related Parties are carried out at an arm's length basis and on terms not more favourable to the Related Parties than those generally available to the public. It is also envisaged that these close working relationships between the related parties will allow the Group to be more competitive for the manufacturing operations of the electronic division in the Group.

The Company has, in the ordinary course of business, engaged the Related Party to provide legal advisory and consultancy services to the Group. The Board is of the view that the engagement is appropriate and in the best interests of the Group, as the Related Party possesses the requisite legal expertise and experience and is familiar with the Group's business operations, enabling the provision of timely, effective and continuous legal advice to support the Group's operational and compliance requirements and to manage legal and regulatory risks. The transactions are conducted on normal commercial terms and are not more favourable to the Related Party than those generally available to the public. Accordingly, the Board considers that the RRPT is fair, reasonable and beneficial to the Group.

The Proposed Shareholders' Mandate will benefit the Company by facilitating the shareholders for GUH Group to enter into the RRPTS with the classes of Related Parties in the ordinary course of business, on normal commercial terms, in a timely fashion, and eliminate the need for the Company on each occasion, pursuant to the financial limits imposed by the Listing Requirements to seek the shareholders' approval as and when the potential transactions with the specified classes of Related Parties arise, and thereby reducing substantially administrative time, inconvenience and expenses associated with the convening of such meetings without compromising the corporate objectives and/or adversely affecting the business opportunities available to GUH Group.

The Board of GUH is of the view that the close cooperation between GUH Group and the Related Parties, built on proven competence and consistent quality will enable better control of supplies, quality and timeliness in the completion of work done or services rendered, as well as fulfilling the quality expectations of GUH Group.

3.5 AUDIT COMMITTEE'S STATEMENT

The overall responsibility of determining whether the procedures for reviewing all RRPTS are appropriate rests on the Audit Committee of the Company. The Audit Committee has the authority to delegate this responsibility to such individuals within the Company as it shall deem fit.

The Audit Committee of the Company has reviewed the procedures mentioned in Section 3.2.7 above and is of the view that the said procedures are sufficient to ensure that the RRPTS are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

GUH Group has in place adequate procedures and processes to monitor, track and identify RRPTS in a timely and orderly manner. These procedures and processes will be reviewed on a quarterly basis and/or as and when necessary.

The Audit Committee of the Company comprises the following members:

- Ms. Phoon Yee Min (Chairlady)
  Independent Non-Executive Director

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

- Mr. Teng Chang Yeow (Member)
  Independent Non-Executive Director

3.6 INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of the Directors, major shareholders and/or any persons connected to them (as defined in the Listing Requirements) has any interest, direct, or indirect in the Proposed Shareholders' Mandate.

All the interested Directors, namely Datuk Seri Kenneth H'ng Bak Tee, Dato' Harry H'ng Bak Seah, Tan Sri Dato' Seri H'ng Bok San and Datin Seri Jessica H'ng Hsieh Ling (hereinafter referred to as "the Interested Directors") have abstained, and will continue to abstain from all deliberation and voting at Board meetings of GUH on the relevant resolution pertaining to the Proposed Shareholders' Mandate in respect of their direct and/or indirect shareholding.

The Interested Directors and interested Major Shareholders, namely Zun Holdings Sdn. Bhd., Tan Sri Dato' Seri H'ng Bok San and Datin Seri Jessica H'ng Hsieh Ling (hereinafter referred to as "the Interested Major Shareholders") and/or persons connected with them who/which have any interest direct and/or indirect in GUH will abstain from voting in respect of their direct and/or indirect shareholding on the ordinary resolution, deliberating or approving the Proposed Shareholders' Mandate which will be tabled at the forthcoming AGM.

The Interested Directors and Interested Major Shareholders have undertaken that they will ensure the persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution pertaining to the Proposed Shareholders' Mandate which will be tabled at the forthcoming AGM.

Lewis H'ng Chun Li will abstain from voting in respect of his direct and/or indirect shareholding.

The direct and indirect interest of the Interested Directors and interested Major Shareholders and persons connected to them as at LPD are set out below:

	Direct Shareholdings	%	Indirect Shareholdings	%
INTERESTED DIRECTORS				
Datuk Seri Kenneth H'ng Bak Tee	15,749,661	5.56	1,671,327 [a]	0.59
Dato' Harry H'ng Bak Seah	2,497,710	0.88	-	-
INTERESTED DIRECTORS / MAJOR SHAREHOLDERS				
Tan Sri Dato' Seri H'ng Bok San	750,031	0.26	53,435,695[b]	18.87
Datin Seri Jessica H'ng Hsieh Ling	3,598,465	1.27	32,435,375[c]	11.45
INTERESTED MAJOR SHAREHOLDERS				
Zun Holdings Sdn. Bhd.	32,435,375	11.45	-	-
PERSONS CONNECTED TO INTERESTED DIRECTORS AND/OR MAJOR SHAREHOLDERS				
Datin Seri Tham Hooi Loon	1,404,649[d]	0.50	-	-
H'ng Chun Li	266,678	0.09	-	-
Puan Sri Datin Seri Ang Gaik Nga	12,103,708	4.27	32,435,375[c]	11.45
Dato' H'ng Chun Hsiang	2,438,748	0.86	32,435,375[c]	11.45
H'ng Chung Ching	1,965,200[e]	0.69	32,435,375[c]	11.45
H'ng Hsieh Fern	894,199	0.32	32,435,375[c]	11.45

Notes:

a Deemed interested by virtue of his spouse's and son's shareholding in the Company, pursuant to Section 59(11)(c) of the Act.

b Deemed interested by virtue of his spouse's and children's shareholdings in the Company, as well as his shareholdings held through Zun Holdings Sdn. Bhd. pursuant to Sections 8 & 59(11)(c) of the Act.

c Deemed interested by virtue of shareholdings held through Zun Holdings Sdn. Bhd. pursuant to Section 8 of the Act.

d 1,404,649 shares are held through Berjaya Equity Nominees (Tempatan) Sdn. Bhd.

e Shares are held through Maybank Nominees (Tempatan) Sdn. Bhd.

3.7 FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders Mandate will not have any impact on the share capital, net assets, gearing, substantial shareholdings of the Company and EPS of GUH Group.

3.8 DIRECTORS' RECOMMENDATION

The Board, save and except for Datuk Seri Kenneth H'ng Bak Tee, Dato' Harry H'ng Bak Seah, Tan Seri Dato' Seri H'ng Bok San and Datin Seri Jessica H'ng Hsieh Ling ("Interested Directors"), who are deemed interested in the Proposed Shareholders' Mandate, having considered all relevant aspects thereof, is of the opinion that the Proposed Shareholders' Mandate is in the best interests of the Group. Accordingly, all Directors of the Company, excluding the Interested Directors, recommend that shareholders vote in favour of the Ordinary Resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 62nd AGM.

4 APPROVAL REQUIRED FOR THE PROPOSALS

The Proposed Renewal of Share Buy-Back Authority and Proposed Shareholders' Mandate are conditional upon the approval from the shareholders of GUH at the forthcoming 62nd AGM.

5 ANNUAL GENERAL MEETING

The ordinary resolutions on the Proposals are set out in the Notice of 62nd AGM. The AGM 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. Shareholders are advised to refer to the Notice of AGM, together with the Proxy Form and the Administrative Notes for further information on the procedures for registration and attendance at the AGM.

The Proxy Form, together with the proxy's email address and mobile phone number, must be deposited at the office of the Share Registrar, Mega Corporate Services Sdn. Bhd., at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, or emailed to mega-sharereg@megacorp.com.my, or lodged electronically at www.equiti.my, at least forty-eight (48) hours before the time appointed for the holding of the meeting or any adjournment thereof. The submission of the Proxy Form shall not preclude a member from attending and voting in person at the AGM should the member subsequently wish to do so.

6 FURTHER INFORMATION

Shareholders of the Company are requested to refer Appendix I contained in this Statement/Circular for additional information.

Yours faithfully,
For and on behalf of the Board of
GUH HOLDINGS BERHAD

PHOON YEE MIN
Independent Non-Executive Director

ADDITIONAL INFORMATION

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1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement/Circular has been reviewed and approved by the Directors of the Company, and they individually and collectively accept full responsibility for the accuracy of the information given herein and confirm that, after having made all reasonable inquiries and to the best of their knowledge and belief, there are no other facts and omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

The Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and has no knowledge of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of the Group.

3. MATERIAL CONTRACTS

GUH and its subsidiaries have not entered into any material contracts (not being contracts entered into in the ordinary course of business) during the two years preceding the LPD.

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the Registered Office of the Company at Part of Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, 11900 Bayan Lepas, Penang during normal office hours from Monday to Friday (except public holidays) from the date of this Statement/Circular up to and including the date of the forthcoming 62nd AGM.

(i) Constitution of GUH; and

(ii) Audited consolidated financial statements of GUH for the past 2 financial years up to financial year ended 31 December 2025.

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