

GUH HOLDINGS BERHAD

196101000062 (4104-W)

(Incorporated in Malaysia)

Minutes of the Sixty-First (61st) Annual General Meeting of GUH Holdings Berhad (“**GUH**” or “**the Company**”) duly convened and held in hybrid mode, physically at the Auditorium of the Company at 2nd Floor, Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, 11900 Bayan Lepas, Penang and virtually by way of live streaming via remote participation and electronic voting facilities on Monday, 26 May 2025 at 10:30 a.m.

Board of Directors	: Tan Sri Dato' Seri H'ng Bok San (<i>Non-Executive Chairman</i>) Datuk Seri Kenneth H'ng Bak Tee (<i>CEO/Group Managing Director</i>) Dato' Harry H'ng Bak Seah (<i>Non-Executive Director</i>) Datin Seri Jessica H'ng Hsieh Ling (<i>Non-Executive Director</i>) Dato' Dr. Gan Kong Meng (<i>Independent Non-Executive Director</i>) Mr. Teng Chang Yeow (<i>Independent Non-Executive Director</i>) Ms. Phoon Yee Min (<i>Independent Non-Executive Director</i>)
Secretary	: Ms. Kee Gim Tee
Auditors	: Messrs. Thelyx Malaysia PLT
Shareholders	: As per attendance list
Invitees	: As per attendance list

1. WELCOME ADDRESS

Tan Sri Dato' Seri H'ng Bok San (“Tan Sri Chairman”) who presided as the Chairman of the Company extended a warm welcome to the shareholders and proxies (“members”) and invitees present at the 61st Annual General Meeting (“61st AGM”) of the Company and introduced members of the Board present at the main venue.

2. QUORUM, NOTICE, POLLING PROCEDURE AND ADMINISTRATIVE GUIDE

Tan Sri Chairman confirmed the presence of requisite quorum in accordance with the Company's Constitution. He informed that the Notice of 61st AGM convening the meeting has been circulated within the prescribed time and to be taken as read. Hence, Tan Sri Chairman called the meeting to order.

Tan Sri Chairman informed that the voting would be conducted by way of poll in accordance with paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Tan Sri Chairman informed that the Company had appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator and SharePolls Sdn. Bhd. as the Independent Scrutineer to oversee the poll voting process.

Tan Sri Chairman further informed that an Administrative Guide had been issued prior to the meeting, providing guidelines for the members to participate the meeting whether physically and virtually. He encouraged the members to ask questions and all questions would be addressed during Q&A session.

Tan Sri Chairman then proceeded to the official businesses of the AGM.

3. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS

Tan Sri Chairman commenced with the first Agenda on the Notice of 61st AGM and explained that Audited Financial Statements for the financial year ended 31 December 2024 together with the Directors' and Auditors' Reports thereon were meant for discussion purpose only as they did not require shareholders' approval under the provisions of Section 340 of the Companies Act 2016. Hence, the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of Directors and Auditors thereon would not be put to vote.

4. RESOLUTION 1 – PAYMENT OF DIRECTORS' FEES AND BENEFITS

The resolution on the proposed payment of Directors' fees and benefits of up to RM2,453,000 for the period from this 61st AGM to the next 62nd AGM of the Company was tabled to the shareholders.

Upon proposal of Mr. Lee Zhi Tsien and seconded by Mr. Hneah Joo Aun, the motion would be put to vote by the members.

5. RESOLUTION 2 – RE-ELECTION OF DATIN SERI JESSICA H'NG HSIEH LING

The resolution on the re-election of Datin Seri Jessica H'ng Hsieh Ling who is retiring pursuant to Article 95 of the Company's Constitution was tabled. The retiring Director had offered herself for re-election at the 61st AGM.

Upon proposal of Ms. Choo Wan Ee and seconded by Mr. Ang Teik Seng, Resolution 2 be deferred to poll voting at the end of the meeting.

6. RESOLUTION 3 – RE-ELECTION OF DATO' DR. GAN KONG MENG

The resolution on the re-election of Dato' Dr. Gan Kong Meng who is retiring pursuant to Article 95 of the Company's Constitution was tabled. The retiring Director had offered himself for re-election at the 61st AGM.

Upon proposal of Ms. Choo Wan Ee and seconded by Mr. Ang Teik Seng, Resolution 3 be deferred to poll voting at the end of the meeting.

7. RESOLUTION 4 – RE-APPOINTMENT OF AUDITORS

The resolution on the re-appointment of Messrs. Thelyx Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration was tabled.

Upon proposal of Ms. Tan Wai Then and seconded by Ms. Tan Bee Hong, the resolution would be put to vote by poll upon completion of the remaining business of the 61st AGM.

8. RESOLUTION 5 – APPROVAL FOR DATO’ DR. GAN KONG MENG TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

The resolution on the approval for Dato’ Dr. Gan Kong Meng to continue in office as Independent Non-Executive Director was tabled.

Upon proposal of Ms. Choo Wan Ee and seconded by Mr. Lee Zhi Tsien, the resolution would be put to vote by two-tier voting process upon completion of the remaining business of the 61st AGM.

9. RESOLUTION 6 – AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT 2016

The resolution on the authority to issue shares pursuant to Sections 75 & 76 of the Companies Act 2016 was tabled.

Upon proposal of Mr. Hneah Joo Aun and seconded by Mr. Ang Teik Seng, the resolution would be put to vote by poll upon completion of the remaining business of the 61st AGM.

10. RESOLUTION 7 – PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The resolution on the proposed renewal of authority for share buy-back was tabled.

Upon proposal of Ms. Choo Wan Ee and seconded by Mr. Hneah Joo Aun, the resolution would be put to vote by poll upon completion of the remaining business of the 61st AGM.

11. RESOLUTION 8 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The resolution on the proposed renewal of shareholders’ mandate for recurrent related party transactions of a revenue or trading nature was tabled. Tan Sri Chairman informed that the resolution involved the interest of the related party whereby he himself and all persons connected have abstained and will continue to abstain from voting.

Upon proposal of Ms. Tan Bee Hong and seconded by Ms. Tan Wai Then, the motion was put to vote by the members who present at the meeting.

Tan Sri Chairman continued to inform that the Company did not receive any due notice for transaction of other business to be transacted at the 61st AGM.

12. QUESTIONS & ANSWERS (“Q&A”) SESSION

Following that, Tan Sri Chairman proceeded to the Questions and Answers session by inviting Datuk Seri Kenneth H’ng Bak Tee, the CEO/Group Managing Director to respond to any questions submitted by the Shareholders.

List of questions received together with the responses from Datuk Seri Kenneth H’ng were attached herewith.

After having addressed all the questions raised, Tan Sri Chairman informed the Q&A session was closed and proceeded with the polling session.

13. POLL VOTING

Polling procedures was briefed by the Poll Administrator during the 61st AGM. All members were given time to participate and vote online through the electronic voting facilities. Upon completion of the poll voting, the 61st AGM was adjourned for the Scrutineer to verify the poll results.

14. DECLARATION OF RESULTS

Based on the poll results verified and scrutinised by the representative from SharePolls Sdn. Bhd., Tan Sri Chairman declared the following resolutions 1 to 8 were carried.

RESOLUTION 1

Payment of Directors' fees and benefits of up to an amount of RM2,453,000 for the period from this 61st AGM to the next 62nd AGM of the Company.

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
113,748,711	99.9993	790	0.0007	Carried

RESOLVED THAT the payment of Directors' fees and benefits of up to an amount of RM2,453,000 with effect from the 61st AGM until the next AGM of the Company be and is hereby approved.

RESOLUTION 2

Re-election of Datin Seri Jessica H'ng Hsieh Ling who is retiring pursuant to Article 95 of the Company's Constitution.

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
113,749,501	100.0000	0	0.0000	Carried

RESOLVED THAT Datin Seri Jessica H'ng Hsieh Ling who retired pursuant to Article 95 of the Company's Constitution and being eligible for re-election, be and is hereby re-elected as Director of the Company.

RESOLUTION 3

Re-election of Dato' Dr. Gan Kong Meng who is retiring pursuant to Article 95 of the Company's Constitution.

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
113,749,501	100.0000	0	0.0000	Carried

RESOLVED THAT Dato' Dr. Gan Kong Meng who retired pursuant to Article 95 of the Company's Constitution and being eligible for re-election, be and is hereby re-elected as Director of the Company.

RESOLUTION 4

Re-appointment of Messrs. Thelyx Malaysia PLT as Auditors of the Company and authorisation for the Directors to fix their remuneration.

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
113,749,501	100.0000	0	0.0000	Carried

RESOLVED THAT Messrs. Thelyx Malaysia PLT be hereby re-appointed as Auditors of the Company for the financial year ending 31 December 2025 until the conclusion of the next AGM and that authority be given to the Directors to fix their remuneration.

RESOLUTION 5

Approval for Dato' Dr. Gan Kong Meng to continue in office as Independent Non-Executive Director.

Vote in Favour (Tier 1)		Vote Against (Tier 1)		Result
No. of Shares	%	No. of Shares	%	
101,925,798	100.0000	0	0.0000	Carried

Vote in Favour (Tier 2)		Vote Against (Tier 2)		Result
No. of Shares	%	No. of Shares	%	
11,823,703	100.0000	0	0.0000	Carried

RESOLVED THAT approval be hereby given to Dato' Dr. Gan Kong Meng to continue in office as Independent Non-Executive Director.

RESOLUTION 6

Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
113,748,711	99.9993	790	0.0007	Carried

RESOLVED THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the Company's Constitution and approval from the 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 Annual General Meeting 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.

RESOLUTION 7

Renewal of Share Buy-Back Authority

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
113,749,501	100.0000	0	0.0000	Carried

RESOLVED 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 RM167.3 million of the Company, based on the latest Audited Financial Statements as at 31 December 2024 to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of ordinary shares to be purchased pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad at any given point in time ("Proposed Share Buy-Back").

AND THAT the Directors of the Company be and are hereby authorised to deal with the shares so purchased by the Company pursuant to the Proposed Share Buy-Back in the following manner:

- (i) to cancel the shares; and/or
- (ii) to retain the shares as treasury shares which may be distributed as share dividends, resold on Bursa Securities in accordance with the relevant rules of Bursa Securities, transferred for the purposes of or under the employees' share scheme, transferred as purchase consideration, cancelled and/or sold, transferred or otherwise used for such other purposes as the Minister may by order prescribe; and/or
- (iii) to retain part of the shares as treasury shares and cancel the remainder; and/or
- (iv) any combination of the above; and/or
- (v) in any other manner as prescribed by the Act, Listing Requirements and any other relevant authority for the time being in force.

AND THAT such authority for the Proposed Share Buy-Back conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time the said authority shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever occur first.

AND THAT the Directors of the Company or any of them be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise and to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company.

RESOLUTION 8

Renewal of Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Vote in Favour		Vote Against		Result
No. of Shares	%	No. of Shares	%	
48,330,985	100.0000	0	0.0000	Carried

RESOLVED THAT subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, approval be and is hereby given to the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part B of the Statement/Circular to Shareholders dated 25 April 2025, which are necessary for the day-to-day operations, in the ordinary course of business, made at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those normally available to the public and are not to the detriment of the minority shareholders of the Company and that the authority conferred by this mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that AGM;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but not extending to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transaction contemplated and/or authorised by this Ordinary Resolution.

13. CLOSE OF MEETING

There being no other business, Tan Sri Chairman thanked the members for their attendance and declared the 61st AGM concluded at 11:06 a.m..

Confirmed as a correct record,

TAN SRI DATO' SERI H'NG BOK SAN
Chairman

61ST ANNUAL GENERAL MEETING HELD ON 26 MAY 2025
RESPONSES TO QUESTIONS FROM SHAREHOLDERS/PROXIES

Tee Beng Hee : • Please give us some door gifts/e vouchers/e wallet for attending this RPV as a token of appreciation.

Datuk Seri
Kenneth H'ng
(CEO/Group MD) : • In view of the meeting being convened in hybrid mode, GUH is unable to distribute the gift to shareholders attending virtually, due to the large number of shareholders and logistical challenges associated with correspondence addresses. GUH will consider providing door gift to the members for future meetings if they are held in a fully physical manner.

Ngee Geok Choo : • Please send me a printed copy of the latest annual report.

Datuk Seri
Kenneth H'ng
(CEO/Group MD) : • Shareholders may access GUH website at www.guh.com.my under the AGM section to complete and submit the Request Form to the Share Registrar. A printed copy of the Annual Report will be sent to the shareholder accordingly. Alternatively, softcopy of the Annual Report is also available on the GUH website.
