

GUH HOLDINGS BERHAD

196101000062 (4104-W)
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting (“EGM”) 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 11:00 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
Shareholders	:	As per attendance list
Invitees	:	As per attendance list

1. WELCOME ADDRESS

Tan Sri Dato’ Seri H’ng Bok San (“Tan Sri Chairman”), presided as Chairman of the meeting and welcomed the shareholders and proxies (“members”) and invitees to the EGM of the Company.

2. QUORUM, NOTICE AND POLLING PROCEDURES

Tan Sri Chairman informed the meeting that the requisite quorum was present. He further noted that the notice convening the meeting had been duly circulated within the prescribed time and was taken as read. With that, the EGM was called to order at 11:07 a.m..

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 recapped 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 then proceeded to the official business of the EGM.

3. ORDINARY RESOLUTION

PROPOSED DISPOSAL ENTAILING REPOSSESSION OF GUH CIRCUIT INDUSTRY (SUZHOU) CO., LTD'S STATE-OWNED LAND USE RIGHTS IN THE SUZHOU HIGH-TECH ZONE, PEOPLE'S REPUBLIC OF CHINA BY THE SUZHOU GOVERNMENT

Tan Sri Chairman informed that the agenda of the EGM was to seek members' approval for proposed disposal entailing the repossession of GUH Circuit Industry (Suzhou) Co., Ltd's state-owned land use rights in the Suzhou High-Tech Zone, The People's Republic of China, by the Suzhou Government for approximately CNY195.00 million or RM119.01 million, as set out in the Circular dated 25 April 2025.

Upon proposal of Mr. Lee Zhi Tsien and seconded by Ms. Choo Wan Ee, the motion was put to vote by the members who present at the meeting.

4. QUESTIONS & ANSWERS ("Q&A") SESSION

Tan Sri Chairman then invited Datuk Seri Kenneth H'ng, the CEO/Group MD to bring the participants through the Q&A session. 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.

5. POLL VOTING

Tan Sri Chairman then invited the Poll Administrator to brief members on the polling procedures of EGM. All members were given time to participate and vote online through the electronic voting facilities. Upon completion of the poll voting, the meeting was adjourned for the Scrutineer to verify the poll results.

6. DECLARATION OF RESULTS

Based on the poll results verified and scrutinised by the representative from SharePolls Sdn. Bhd., Tan Sri Chairman declared the following resolution was carried.

Resolution	Vote in Favour		Vote Against		Result
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution	111,703,884	99.9991	967	0.0009	Carried

IT WAS RESOLVED:

ORDINARY RESOLUTION

PROPOSED DISPOSAL ENTAILING THE REPOSSESSION OF GUH CIRCUIT INDUSTRY (SUZHOU) CO., LTD'S STATE-OWNED LAND USE RIGHTS IN THE SUZHOU HIGH-TECH ZONE, THE PEOPLE'S REPUBLIC OF CHINA, BY THE SUZHOU GOVERNMENT FOR APPROXIMATELY CNY195.00 MILLION OR RM119.01 MILLION ("PROPOSED DISPOSAL")

"THAT subject to the relevant approvals being obtained, approval be and is hereby given to GUH Circuit Industry (Suzhou) Co., Ltd. ("**GUH Suzhou**"), a wholly-owned subsidiary of the Company, to undertake the disposal of GUH Suzhou's state-owned land use rights of a land located at 588 Changjiang Road, Suzhou High-tech Zone, the People's Republic of China for a total cash compensation of CNY195,006,129, or approximately RM119,012,241.

THAT the Proposed Disposal shall be conducted in accordance with the terms and conditions as stipulated in the compensation agreement for the repossession of state-owned land use rights entered into between GUH Suzhou and the Suzhou High-tech Zone Shishan Business Innovation District Management Office ("**SHZ Management Office**") dated 13 February 2025 (salient terms of which are set out in **Appendix I** of the Circular) ("**Compensation Agreement**"), the state-owned land use rights reservation agreement entered into between GUH Suzhou, SHZ Management Office and Suzhou High-tech Zone (Huqiu District) Land Reserve Center ("**SHZ Land Reserve Center**") dated 13 February 2025 (salient terms of which are set out in **Appendix II** of the Circular) ("**Reservation Agreement**") and such other terms and conditions as the parties to the Compensation Agreement may mutually agree upon in writing or which are imposed by the relevant authorities.

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to act, for and on behalf of the Company, and to take all such steps and do all such acts, matters and things as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Disposal and all agreements entered into pursuant to the Proposed Disposal with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Disposal, and to assent to any condition, modification, variation and/or amendment relating to the Proposed Disposal as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit."

7. CLOSE OF MEETING

There being no other business, Tan Sri Chairman thanked the members for their attendance and declared the EGM concluded at 11:32 a.m..

Confirmed as a correct record,

TAN SRI DATO' SERI H'NG BOK SAN
Chairman

EXTRAORDINARY GENERAL MEETING HELD ON 26 MAY 2025
RESPONSES TO QUESTIONS FROM SHAREHOLDERS/PROXIES

Stuart Peter : • Referring to Clause 2.6(1) of the EGM Circular, does the payment term mean
Chong Tze Min that GUH should receive the first instalment payment of 58.5 million yuan not later than 28 April 2025 or the first payment will only be received 2 months after the EGM, upon shareholders' approval of the disposal?

Datuk Seri : • The first payment must be made within 15 working days after GUH Suzhou signs
Kenneth H'ng the Compensation Agreement and submits all required documents, including (i)
(CEO/Group MD) the original state-owned land use right certificate and property ownership certificate, and (ii) the approved soil and groundwater environmental inspection and assessment reports.

• Currently, GUH have both items (i) and (ii) in hand. However, due to unresolved tax issues, the Suzhou purchaser and the tax authorities have advised us to delay the submission, as doing so would trigger the requirement to file and pay the land value-added tax. GUH Group is still engaging with the government to resolve these tax matters.

Stuart Peter : • Will GUH be making an announcement through Bursa Malaysia upon receiving
Chong Tze Min first instalment, as well as subsequent payments, for shareholders and stakeholders' reference in April 2025? Or is GUH only obliged to make an announcement once the full amount is received in 2026?

Datuk Seri : • GUH will make announcements on every payment received.
Kenneth H'ng
(CEO/Group MD) • GUH wishes to clarify that the receipt of such payment, once made, shall not be regarded as a distribution to shareholders.
