



GUH HOLDINGS BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of GUH Holdings Berhad (“GUH” or the “Company”) will be held at the Auditorium of the Company at 2nd Floor, Plot 1240 & 1241 Bayan Lepas Free Industrial Zone, Phase 3, Bayan Lepas, 11900 Penang via remote participation and electronic voting facilities on Tuesday, 30 June 2020 at 11:00 a.m., or immediately following the conclusion or adjournment of the 56th Annual General Meeting of the Company which will be held at the same venue and on the same date at 10:30 a.m., whichever is later, to transact the following businesses:-

AGENDA

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE GRANT PLAN FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF GUH AND ITS SUBSIDIARIES (“PROPOSED SHARE GRANT PLAN”)

“THAT, subject to the approvals of all relevant authorities/parties, where relevant/required being obtained, approval is given to the Board to undertake a proposed establishment of a share grant plan (“SGP”) of up to 10% of the total number of issued shares in GUH (excluding treasury shares) to enable the granting of new ordinary shares in GUH (“GUH Share(s)”) (“SGP Grant(s)”) to eligible executive directors and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) (“Eligible Person(s)”) in accordance with the by-laws governing the SGP (“By-Laws”) as set out in **Appendix 1** of the circular to shareholders dated 29 May 2020, and to adopt and approve the By-Laws and do all such acts, as may be necessary or expedient in order to give full effect to the Proposed Share Grant Plan;

THAT, the Board be and is hereby authorised to issue and allot from time to time such number of new GUH Shares as may be required pursuant to the vesting of the SGP Grants under the Proposed Share Grant Plan, provided that the aggregate number of new GUH Shares to be issued and allotted and/or transferred shall not exceed 10% of the total number of issued GUH Share (excluding treasury shares) at any point in time throughout the duration of the Proposed Share Grant Plan and that such new GUH Shares to be issued upon vesting of the SGP Grants will, upon allotment and issuance, rank equally in all respects with the existing GUH Shares in issue, save and except that the new GUH Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which precedes the date of allotment and issuance of the new GUH Shares;

THAT, the Board be authorised to capitalise the relevant amount out of the retained profits of the Company and to apply the same for the purposes of issuing the new GUH Shares under the Proposed Share Grant Plan;

THAT, the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed Share Grant Plan and the terms of the By-Laws;

AND THAT, the Board be and is hereby authorised to add, modify and/or amend the Proposed Share Grant Plan, By-Laws and all rules, regulations and administration relating to the Proposed Grant Plan and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed Share Grant Plan, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 2

PROPOSED GRANT TO TAN SRI DATO’ SERI H’NG BOK SAN UNDER THE PROPOSED SHARE GRANT PLAN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Tan Sri Dato’ Seri H’ng Bok San, the Executive Chairman of GUH up to 2,779,045 new GUH Shares under the Proposed Share Grant Plan provided always that not more than 10% of the new GUH Shares of the Company available under the Proposed Share Grant Plan shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the proposed allocation of the new GUH Shares to Tan Sri Dato’ Seri H’ng Bok San shall be subject always to such terms and conditions of the Proposed Share Grant Plan as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed Share Grant Plan.”

ORDINARY RESOLUTION 3

PROPOSED GRANT TO DATUK SERI KENNETH H’NG BAK TEE UNDER THE PROPOSED SHARE GRANT PLAN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Datuk Seri Kenneth H’ng Bak Tee, the Chief Executive Officer/Group Managing Director of GUH up to 2,779,045 new GUH Shares under the Proposed Share Grant Plan provided always that not more than 10% of the new GUH Shares of the Company available under the Proposed Share Grant Plan shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the proposed allocation of the new GUH Shares to Datuk Seri Kenneth H’ng Bak Tee shall be subject always to such terms and conditions of the Proposed Share Grant Plan as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed Share Grant Plan.”

ORDINARY RESOLUTION 4

PROPOSED GRANT TO LEWIS H’NG CHUN LI UNDER THE PROPOSED SHARE GRANT PLAN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Lewis H’ng Chun Li, the Chief Operating Officer of the Corporate Division of GUH, who is also the son of Datuk Seri Kenneth H’ng Bak Tee and nephew of Tan Sri Dato’ Seri H’ng Bok San, up to 2,779,045 new GUH Shares under the Proposed Share Grant Plan provided always that not more than 10% of the new GUH Shares of the Company available under the Proposed Share Grant Plan shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the proposed allocation of the new GUH Shares to Lewis H’ng Chun Li shall be subject always to such terms and conditions of the Proposed Share Grant Plan as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed Share Grant Plan.”

ORDINARY RESOLUTION 5

PROPOSED GRANT TO H’NG GAIK CHOON UNDER THE PROPOSED SHARE GRANT PLAN

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to H’ng Gaik Choon, the Head of Purchasing of GUH Circuit Industry (PG) Sdn Bhd, who is also the sister of Datuk Seri Kenneth H’ng Bak Tee and Tan Sri Dato’ Seri H’ng Bok San, up to 2,779,045 new GUH Shares under the Proposed Share Grant Plan provided always that not more than 10% of the new GUH Shares of the Company available under the Proposed Share Grant Plan shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company;

AND THAT the proposed allocation of the new GUH Shares to H’ng Gaik Choon shall be subject always to such terms and conditions of the Proposed Share Grant Plan as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed Share Grant Plan.”

By Order of the Board,

Datuk Seri Kenneth H’ng Bak Tee (LS0008988) (SSM PC No.: 201908001173)

Keo Gim Tee (MAICSA 7014866) (SSM PC No.: 201908002255)

Company Secretaries

Penang

Dated this 29 May 2020

Notes:

1. In light of the COVID-19 pandemic and in consideration of the shareholders’ health and safety, the meeting will be conducted fully virtually and broadcasted from the registered office of the Company.
2. A member of the Company entitled to attend and vote at this meeting, shall be entitled to appoint any person as his proxy. A proxy need not also be a member. A member who appoints more than 1 proxy must specify the proportion of his holdings to be represented by each proxy.
3. A member shall not be entitled to appoint more than 2 proxies to attend and vote at this meeting. Where a member is an Exempt Authorized 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
5. 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 Registered Office at Part of Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, Bayan Lepas, 11900 Penang not less than 48 hours before the time appointed for holding the meeting. For shareholders’ online registrations, kindly refer to the annexure of the Administrative Notes published on the Company’s website and announcement.
6. Pursuant to Paragraph 8.29(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions will be put to vote by way of poll. Only a Depositor whose name is registered in the Record of Depositors as at 22 June 2020 shall be regarded as member to attend, speak and vote at this meeting.
7. To attend and vote on any or all of the resolutions at this meeting, you may participate via remote participation and electronic voting facilities in accordance with the procedures as set out in the Administrative Notes, which is made available at the Company’s website at <http://www.guh.com.my>, or send in your votes in advance by appointing the Chairman of the Meeting as your proxy. If you have any questions in relation to any item of the Agenda of the Meeting, you may send them in via real time submission of typed texts during the Meeting in accordance with the procedures as set out in the Administrative Notes.