



**MINUTES OF EXTRAORDINARY GENERAL MEETING (“EGM”) OF GAMUDA BERHAD [CO. REGN. NO. 197601003632 (29579-T)] (“GAMUDA” OR “COMPANY”) CONDUCTED FULLY VIRTUAL THROUGH ONLINE MEETING PLATFORM VIA TIIH ONLINE WEBSITE AT <https://tiih.online> (DOMAIN REGISTRATION NUMBER WITH MYNIC D1A28281) PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD IN MALAYSIA ON THURSDAY, 5 DECEMBER 2024 IMMEDIATELY FOLLOWING THE CONCLUSION OR ADJOURNMENT (AS THE CASE MAY BE) OF THE FORTY-EIGHT (“48<sup>TH</sup>”) ANNUAL GENERAL MEETING (“AGM”)**

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- PRESENT** : Y.Bhg. Tan Sri Dato’ Setia Haji Ambrin bin Buang  
(Chairman)  
Y.Bhg. Dato’ Lin Yun Ling  
(Group Managing Director)  
Y.Bhg. Dato’ Ir. Ha Tiing Tai  
(Deputy Group Managing Director)  
Y.T.M. Raja Dato’ Seri Eleena binti  
Almarhum Sultan Azlan Muhibbuddin Shah Al-Maghfur-lah  
(Non-Independent Non-Executive Director)  
Puan Nazli binti Mohd Khir Johari  
(Independent Non-Executive Director)  
Ms. Millie Chan Wai Yen  
(Independent Non-Executive Director)  
Ms. Chia Aun Ling  
(Independent Non-Executive Director)  
Mr. Justin Chin Jing Ho  
(Independent Non-Executive Director)  
321 Members, 28 Proxies (including Chairman) and  
One (1) Corporate Representative,  
holding 1,990,763,127 Ordinary Shares  
representing 70.53%,  
As per Attendance List (based on Headcounts)
- BY INVITATION** : Mr. Soo Kok Wong  
(Group Chief Financial Officer)  
Mr. Chu Wai Lune  
(Chief Executive Officer, Gamuda Land)  
Ms. Low Chee Yen  
(Investor Relation)  
Mr. Stanley Lee  
(Representatives from RHB Investment Bank Berhad)
- IN ATTENDANCE** : Ms. Lim Soo Lye  
(Company Secretary)  
Ms. Jasmine Pang Siok Tieng  
(Company Secretary)

**1. CHAIRMAN**

Y.Bhg. Tan Sri Dato' Setia Haji Ambrin Buang, the Chairman of the Board of Directors of the Company ("**Board**") chaired the EGM of the Company pursuant to Clause 80 of the Constitution of the Company.

**2. WELCOME ADDRESS**

The Chairman welcomed and thanked the shareholders of the Company and the proxies (collectively "**Members**") for attending the EGM of the Company.

**3. QUORUM**

The requisite quorum being present pursuant to Clause 70 of the Constitution of the Company (as confirmed by the Company Secretary), the Chairman declared the EGM duly convened at 11.00 a.m.

**4. NOTICE**

The Notice convening the EGM together with the Circular to Shareholders in relation to the "Proposed Bonus Issue of Up to 2,978,945,287 New Ordinary Shares in Gamuda on the Basis of One Bonus Share for Every One Existing Gamuda Shares held on an Entitlement Date to be Determined and Announced Later ("**Proposed Bonus Issue of Shares**")", both dated 7 November 2024 were taken as read.

**5. INTRODUCTION OF DIRECTORS**

As with the introduction of Board members at the 48<sup>th</sup> AGM, the Chairman confirmed that all members of the Board are also in attendance at this EGM.

**6. PRELIMINARY**

**(a) Online Poll Voting and Administrative Details**

The Chairman informed the Members that:

- the resolution set out in the Notice of EGM dated 7 November 2024 would be put to vote by poll, as stated in Note 2(g) of the said Notice pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- all voting shall be conducted via online remote voting at <https://tjih.online>;

- the Company had appointed:
  - ▶ Tricor Investor & Issuing House Services Sdn Bhd (**“Tricor”**) as the Poll Administrator to conduct the electronic poll voting; and
  - ▶ Coopers Professional Scrutineers Sdn Bhd (**“Scrutineers”**) as the Independent Scrutineers appointed to verify the poll vote results;
- voting session for all resolutions tabled at the EGM has commenced at 11.00 a.m. till the announcement of completion of the voting session;
- Questions & Answers (**“Q&A”**) session will be opened after the ordinary resolution has been put to the EGM but before the remote poll voting.

The Chairman then invited the Tricor being the Poll Administrator to brief the participants on the online remote voting process. The video recording on the online remote poll voting procedures was then played for the Members' information.

#### **(b) Company Presentation**

Upon the invitation of the Chairman, Mr. Stanley Lee, the representative from RHB Investment Bank Berhad [Co. Regn. No. 199401002639 (19663-P)] being the Principal Adviser for the Proposed Bonus Issue of Share, presented the said proposal so that the shareholders will have a better understanding of the said proposal.

Upon completion of the presentation, Mr. Stanley Lee handed over the EGM to the Chairman.

The Chairman thanked Mr. Stanley Lee for his presentation. He highlighted that there is only one item on the agenda for today's EGM, which is to consider and approve the Ordinary Resolution on the Proposed Bonus Issue of Shares.

The Chairman informed the Members that the Board will endeavour to respond to all live questions received via the Query Box. Questions can be submitted any time from now till the announcement on the closure of Q&A session. If there is time constraint, the responses to these live questions will be published on the Company's website at the earliest possible, after the EGM.

## 7. MATTERS TABLED

### (a) **Proposed Bonus Issue of Up to 2,978,945,287 New Ordinary Shares in Gamuda on the Basis of One Bonus Share for Every One Existing Gamuda Shares held on an Entitlement Date to be Determined and Announced Later (“Proposed Bonus Issue of Shares”)**

The Chairman proceeded to the agenda for the EGM which is to consider and if thought fit, to pass the Ordinary Resolution on the Proposed Bonus Issue of Shares.

The Chairman informed that the details of the Proposed Bonus Issue of Shares are set out in the Circular to Shareholders dated 7 November 2024.

The Chairman reiterated that the Board has deliberated and considered all aspects of the Proposed Bonus Issue of Shares and is of the opinion that:

- ❶ the said Proposed Bonus Issue of Shares is in the interest of the Group; and
- ❷ recommends shareholders to vote in favour of the Ordinary Resolution pertaining to the Proposal Bonus Issue of Shares.

The Chairman informed that online remote voting on this Ordinary Resolution shall be conducted by poll for today’s EGM.

At this juncture, the Chairman reminded Members to cast their votes as the voting session will be closed soon after the Question & Answer session.

### (b) **Question & Answer (“Q&A”) Session**

The Chairman then proceeded with the Question & Answer session at 11.13 a.m.

As highlighted earlier, the Chairman informed the Members that the Board endeavours to answer as many questions received during the EGM and further informed that: -

- ❶ questions relating to door gifts/e-vouchers will not be addressed as they do not relate to the business of the EGM;
- ❷ responses to questions not answered during the EGM will be published on the corporate website of the Company as soon as practicable.

There was only one live question received and the response to the live Q&As has been addressed by Mr. Stanley Lee and is as set out in **“Appendix A”** herein.

The Chairman then declared the Q&A session closed at 11.15 a.m.

## 8. ONLINE REMOTE POLL VOTING PROCESS

At 11.15 a.m., the Chairman declared the EGM adjourned for the voting session and shall remain adjourned for the Tricor to count the votes and thereafter, for the Scrutineers to validate the poll results.

The Chairman reminded Members that the online remote voting session will be closed in another 10 minutes from 11.15 a.m. and Members who have yet to cast their votes were advised to do so immediately.

The Chairman informed the Members that the EGM shall resume in approximately 30 minutes from 11.15 a.m.

Meanwhile, the tutorial video to guide Members on the casting of votes via Tricor's online remote voting prepared by Tricor were replayed on screen.

## 9. ANNOUNCEMENT OF POLL RESULTS

The Chairman then called the EGM to order at 11.40 a.m. for the declaration of the poll results on the Ordinary Resolution.

GAMUDA BERHAD  
(197601003632 (29579-))  
Extraordinary General Meeting  
TIH Online website at <https://tih.online> or <http://tih.com.my> (Domain registration number with MYNIC:  
D1A282781) provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia  
On 05-December-2024 at 10:36AM

### Result On Voting By Poll

Resolution(s)	Vote For				Vote Against				Total Votes			
	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%
Ordinary Resolution 1	1,977,230,916	99.3280	1,161	97.2362	13,377,758	3.6720	33	2.7638	1,990,608,674	100.0000	1,194	100



Based on the poll results above and which was projected on the screen as verified and confirmed by the Scrutineers, the Chairman declared the Ordinary Resolution on the Proposed Bonus Issue of Shares tabled at the EGM duly carried and **RESOLVED** as follows: -

### Ordinary Resolution: To approve the Proposed Bonus Issue of Shares

**“THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company ("Board") to issue and allot up to 2,978,945,287 Bonus Shares, issued as fully paid, at no consideration and without capitalisation of the Company's reserves, on the basis of 1 Bonus Share for every 1 existing Gamuda Share held, to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on the entitlement date to be determined by the Board and announced by the Company at a later date AND THAT the Bonus Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Gamuda Shares.**

**THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.”**

**10. CLOSE OF MEETING**

On behalf of the Board of Directors, the Chairman thanked the Members for their attendance at the EGM and declared the EGM duly closed at 1143 a.m.

**CONFIRMED AS CORRECT RECORDS:**

.....  
**TAN SRI DATO' SETIA HAJI  
AMBRIN BIN BUANG  
CHAIRMAN**

Date :

# **APPENDIX A**

# EXTRAORDINARY GENERAL MEETING

10:30 A.M. | Thursday | 5 December 2024

## *Live Question 1 Question*



Data-First - Engineering Our Future



METRONET High-Capacity Signalling Project, Australia



Silicon Island, Penang, Malaysia



Ulu Padas Hydroelectric Dam - Sabah, Malaysia



Eaton Park, Ho Chi Minh City, Vietnam



Sydney Metro West-Western Tunnelling Package, Australia



Boulder Creek Wind Farm, Australia



Seawall - Taipei Port, Taiwan



Question 1: [From TAN SEK KENG]

With the dilution of the Company's share price following the proposed bonus issue (on the basis of 1:1), would it increase the speculation of the Company's shares?

**Our Response**

The bonus issue may encourage increased trading liquidity of the shares on the Main market of Bursa Securities at a lower adjusted trading price with increased number of shares in issue.



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