

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5398
COMPANY NAME : GAMUDA BERHAD
FINANCIAL YEAR : July 31, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	The Board of Directors ("Board") of Gamuda Berhad ("Gamuda" or "Company") recognises the importance of maintaining adequate corporate governance practices within Gamuda and its subsidiary companies ("Group") and devotes considerable effort to adopt relevant best practices. Good corporate governance is crucial to sustain the Group in the long term through the ever-changing regulatory and market environment. The Board regards corporate governance as an integral part of the Group's business strategy. The Board believes that sound and effective corporate governance practices are fundamental to the smooth, effective and transparent operation of a company and its ability to attract investment, protect the rights of shareholders and stakeholders, and enhance shareholder value. The Board continuously evaluate the status of the Group's corporate governance practices and procedures with a view to adopt and implement the best practices in so far as they are relevant to the Group, bearing in mind the nature of the Group's businesses and the size of its business operations. The Board is responsible for the long-term success of the Group and the delivery of sustainable value to stakeholders. Hence, the primary role of the Board is to protect and enhance long-term stakeholder value. It sets the overall strategy for the Group and supervises executive management. It also ensures that good corporate governance policies and practices are implemented within the Group. While discharging its duties, the Board acts in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. A framework of delegated authority is in place consistent with the structure of delegation below the Board level. The Board reserves to itself certain key matters to approve, including the Group's strategic plans, major capital expenditure, corporate governance issues, dividend payout and external financial reporting.

	The Board delegates responsibility for the day-to-day operation of the business to the Group Managing Director who is assisted by the Deputy Group Managing Director and Key Senior Management and recognises his responsibility for ensuring that the Company operates within a framework of prudent and effective controls. In discharging his duties in leading the Company with due care, skill and diligence, the Company led by the Group Managing Director is driven and guided by Our Integrated Value Creation Model as illustrated in pages 54 to 55 of the Integrated Report 2025. The Group's business model, grounded in stability and adaptability, is a cornerstone of the Group's growth strategy. By leveraging the Group's expertise, strategic partnerships, and innovative approach, the Group is expanding its reach across diverse regions and sectors. From project inception to completion, the Group optimise resources, harness technology, and foster a culture of engineering excellence. This proven model, adaptable to the evolving needs of the Group's engineering, property, and infrastructure businesses, ensures sustainable value creation for Gamuda's stakeholders. The aforesaid Integrated Value Creation Model has been formalised and is disseminated to employees and continuously reinforced throughout the employees' tenure with the Group. In addition to the Integrated Value Creation Model, the Group Managing Director conducts an annual strategic review of material matters, an important process as it forms the foundation of the Group's focus areas and value creation. In determining materiality, Gamuda is guided by the following criteria: ➤ Topics that impact the business model (including capitals); ➤ Topics that impact stakeholders; ➤ Topics that impact EES (Economic and Governance, Environmental and Social) performance, and the creation of financial and non-financial values). Guided by the above criteria, Gamuda implements a close-loop, five-step materiality process, the details of which are set in pages 54 to 55 of the Integrated Report 2025. The Management's performance under the leadership of the Group Managing Director is monitored by the Board. More details affecting business units, ground operations, strategies and performances are usually presented and discussed at the Board Meetings including specific matters that are reserved for the full Board's decision, as follows: - ➤ key corporate strategies and plan involving acquisitions and disposals of material assets; and ➤ major investment decisions affecting the Group's direction and policies and approvals of all financial results and announcements; and ➤ Conflict of interest issues relating to a substantial shareholder or Director.
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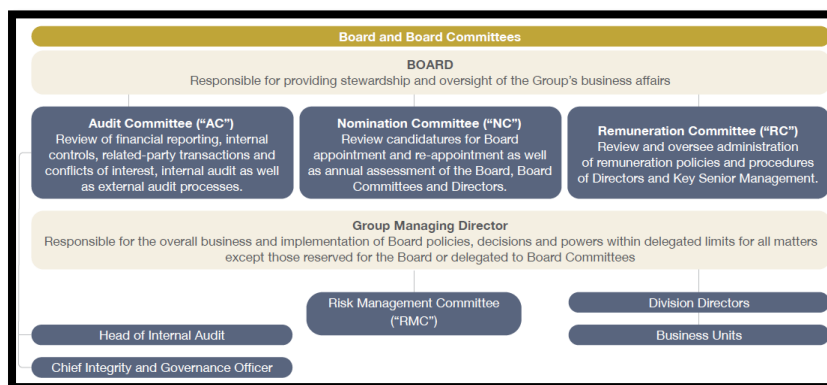
The relevant members of the Management are always in attendance at Board meetings to present these updates on the progress of key initiatives, business targets and achievements to date, and to provide clarification on the queries and issues raised by the Board. The Group Managing Director and the Management are neither substantial shareholders nor controlling shareholders of the Company.

The Chairperson of the Audit Committee would inform the Directors at the Board Meetings, of any salient matters raised at the Audit Committee Meetings and which requires the Board's notice or direction.

The Audit Committee assists the Board in the discharge of its fiduciary duties, overseeing the financial reporting process and ensuring that the results of the Company's operations are fairly presented in its financial statements. A full Audit Committee Report is set out on page 123 of the Integrated Report 2025.

The Head of Legal and Company Secretarial who is also the Joint Company Secretary, is also in attendance at Board Meetings to respond to any enquiries by the Board on legal and regulatory matters of the Group.

As illustrated below, Board Committees have been established to assist the Board in its oversight function, with each Board Committee having specific areas of responsibility. However, it should be noted that the Board retains collective oversight over the Board Committees at all times. These Board Committees have been constituted with clear terms of references, and they are actively engaged to ensure that the Group adheres to good corporate governance.



The Board receives the minutes of all Board Committee meetings at the Board meeting following the Board Committee's meeting. The Chair of the respective Committees will also verbally report on significant areas of discussion and key decisions. To assist each Committee in discharging its responsibilities, each Committee has an annual meeting planner that sets out the scheduled items of business and reports to be considered during the year.

The Board is satisfied that risk management policies and procedures designed and implemented by the Management of the Company through the Risk Management Committee is prudent in ensuring that an effective internal

	control and risk management systems are in place to enable risk to be assessed and managed. A Risk Management Committee Report is set out on page 122 of the Integrated Report 2025. In line with its mandate for periodic review, and upon the recommendation of the Nomination Committee, the Board on 27 September 2023 approved revisions to the Nomination Committee's Terms of Reference. The review was undertaken to: ❶ ensure closer alignment with the Malaysian Code on Corporate Governance ("MCCG"); and ❷ to further strengthen the Group's commitment to sound governance practices. In accordance with its terms of reference, the Nomination Committee, established in 2002 with the objective of assisting the Board, is tasked with carrying out the following duties: ➤ to review on an annual basis, the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes. ➤ to recommend the methodology, process, and criteria for assessing the effectiveness of the Board and Board Committees, and the contribution of individual Directors to the effectiveness of the Board; to assist the Board to implement these assessments; and to identify steps to improve the effectiveness of the Board and the respective Board Committees. ➤ (a) to identify and recommend to the Board for its approval: - (i) candidates to fill vacancies in the Board or Board Committees as and when they arise; (ii) suitable candidates as new directors (even when there are no immediate vacancies), and succession for existing directors. (b) to recommend to the Board, candidates for election (new directors) or re-election (Directors standing for re-election due to their retirement by rotation or retirement from their appointments following a casual vacancy as required by the Company's Constitution) by shareholders at annual general meetings. Provided the Director meets the applicable regulatory requirements and the criteria expressed in the Company's Directors' Fit & Proper Policy, every Director, including the Chief Executive Officer/ Managing Director, shall be subjected to retirement at least once in every three (3) years and shall be eligible for re-election. ➤ to recommend to the Board on the continuation (or otherwise) in service of any Executive Director of the Company.
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- to review succession planning of the Board including nominations to the Board.
- to recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors; and
- to consider and recommend solutions pertaining to issues of conflict of interest affecting Directors.

The Terms of Reference of the revised Nomination Committee is available for reference on Gamuda's corporate website at www.gamuda.com or for quick access, please scan the QR code below:



Gamuda has introduced its Leadership Competency Framework to formalise and streamline its approach to developing its employees and strengthening succession planning. We develop our employee in three pillars of the Leadership Competency Framework – Self, People and Business savvy.

We inculcate our leadership culture and development through various initiatives, including:

- Leadership/ skill-based trainings through our training centre, Gamuda Learning Centre.
- Executive Development Program (“EDP”) – enhance entry-level employees/ executives on Gamuda Values, the Gamudian way.
- Talent Acceleration Program (“TAP”) – for our young, hi-potential leaders.
- Transform Managers to Leaders (“TML”) – for our mid to senior leaders.
- Executive and group coaching.

Gamuda strategies spanning from its scholar intake to deliberate succession planning, form the foundation for expanding the Group's capacity and capability, which will be fundamental in the delivery of our 5-year business plan. The young next-generation leaders and successors are shaping up well and rising to their roles. In the coming years, there will be an intentional focus on further developing the talent pool and bench strength at various levels to support the Group's rapid growth objectives.

At Gamuda, our workforce reflects a dynamic blend of experience and fresh perspectives, with 52 percent of our employees aged between 30 and 50 in 2025. This focus on young talent is not only a reflection of the energy and innovation they bring, but also a strategic imperative for sustaining our growth and future readiness. We actively invest in their development through a deliberate succession plan, placing high potential individuals in critical roles to accelerate their learning and impact. Many of our young leaders, in their 30s, have already

	assumed key executive positions, guided and mentored by our seasoned senior management. This continuous cycle of identifying, nurturing, and empowering emerging leaders is central to Gamuda's culture, ensuring that our organisation remains agile, forward-looking, and capable of delivering excellence today and in the decades to come. As the Group approaches its 5-decade anniversary, it continues to leverage its proven strengths in talent development and strategic differentiation via innovation and technology. As a Group, Gamuda commits to conducting its business in a sustainable manner by addressing climate change and establishing limits to our carbon emissions. The Gamuda Green Plan 2030 (as illustrated on page 15 of this ESG Impact Report) was launched in conjunction with World Environment Day on 5 June 2021. It is a comprehensive framework and roadmap that charts tangible targets driven on ESG dimensions set forth over the next five years, with an extended view to 2030 and beyond. It commits the entire Group to circular construction with specific steps to reduce direct and indirect corporate greenhouse gases emission intensity by 30 percent in 2025, and by 45 percent in 2030. Taking decisive action on climate change, our Sustainability Steering Committee is chaired by top-level leadership to aggressively drive our Green Plan forward. Gamuda governs its sustainability matters (Economic, Environment and Social) through a comprehensive governance structure firmly held by risk and business representation, details are set out in Practice 4.1 hereof. A cornerstone of Gamuda's Green Plan is advancing sustainability through digitalisation. With a proven track record in delivering technology-driven solutions for major public infrastructure and property projects, Gamuda has been actively modernising its technology stack to scale across the world, drive collaboration across borders and inculcate the "Gamuda Way" of running projects. Under the leadership of the Gamuda's Group Chief Digital Officer, Gamuda has streamlined two technology teams, Gamuda Excellence Transformation ("GET") and Gamuda Information Technology ("GIT") to deliver a seamless digital experience for our users. In June 2021, Gamuda launched the GET initiative – an innovation department with a mandate to drive digital innovation across the Group. Through GET, the Gamuda Innovation Hub ("GAIN Hub") was established to house the centre of excellence and subject matter experts that provide support and leadership for all projects worldwide in areas such as AI, Data, Augmented Reality, Building Information Modelling ("BIM"), Digital Engineering, Software Engineering and GIS. The GAIN Hub has hosted many notable leaders in the technology industry, including Jim Lynch, the Senior Vice President of Autodesk Construction, and Mark Micallef, the Google Cloud Managing Director – SEA, validating the world-class work happening at the GAIN hub. As the Company expands its international operations, leveraging technology becomes increasingly vital for facilitating cross-border collaboration, enhancing project visibility, and reinforcing our innovative brand image. The GET team has created and deployed the Gamuda
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	Digital Operating System ("GDOS") which is an integrated standard set of tools for projects that includes Autodesk Construction Cloud, Oracle P6 and SAP S/4Hanna, all underpinned by the data warehouse, Google Cloud BigQuery, to drive data collection across the globe. Gamuda has also developed BotUnify, Gamuda's GenAI marketplace of information that enables users to build their own bots on their own documents. This innovation has catapulted Gamuda to the global stage, with John Lim presenting the main construction keynote together with Jim Lynch for Autodesk University in 2024, the biggest global construction technology conference. This is a first for an APAC company. John Lim has received the Autodesk Construction Champion 2023 award and has been recognised in the Autodesk 40 under 40 for 2023. Gamuda is also part of the exclusive Autodesk Construction Executive Council ("CXC"), which gathers global leaders to meet with the senior leadership of Autodesk to guide the product roadmap. Gamuda also has developed a multi-faceted relationship with Google Cloud. GIT/GET is an early mover for Google Cloud's GenAI tools like Gemini in BotUnify, which was showcased at the Mantap Bersama Malaysia Event 2024. Gamuda has also been highlighted as a key success story in their APAC Customer Spotlight. In 2024, Gamuda has also launched the Gamuda AI Academy in a first-of-its-kind partnership with Google Cloud, a community initiative by Yayasan Gamuda to train the next generation of AI experts on Google Cloud for Malaysia, which has successfully conducted five cohorts and trained over 150 participants to date at two locations (Kuala Lumpur and Sabah). Recognising the critical importance of Information Technology ("IT") governance, information security, and cybersecurity, the Group achieved ISO/IEC 27001:2022 certification on 17 November 2023. This certification confirms that our Information Security Management System ("ISMS") meets international best practices and incorporates the latest advancements in mitigating cybersecurity threats. Gamuda was also recognised as IDC's Future Enterprise of the Year 2024 and received the IDC Special Awards for Digital Innovation (Malaysia & Regional). Moving on to remuneration of the Board, the Remuneration Committee's main responsibility is to review and recommend the framework of Executive Directors' remuneration to the Board, in particular, the remuneration packages for the Executive Directors in all its forms, drawing from outside advice, where necessary and fees payable to the Non-Executive Directors. The Remuneration Committee aims to ensure that Directors' remuneration is competitive, motivates good performance and loyalty, and supports growth in shareholder value. The remuneration of the Non-Executive Directors takes the form primarily of fees, which is approved by the Company shareholders.
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	The Board recognises Investor Relations (“IR”) as a key component of its Corporate Governance obligations. To meet the high expectations of the investment community, the Board has set up a dedicated IR unit headed by the Group Managing Director, and assisted by the Senior Group General Manager, Investor Relations, to provide direct access to top management in all matters pertaining to IR. To enhance the effectiveness of the IR unit, the Board has instituted a comprehensive IR policy and programme. Details of the Investor Relations are set out on pages 117 to 118 of the Integrated Report 2025.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied
Explanation on application of the practice	:	Y.Bhg. Tan Sri Dato' Setia Haji Ambrin Buang, an Independent Non-Executive Director of Gamuda, assumed the role of Board Chairman on 1 February 2023. In this capacity, he has significantly contributed to effective management oversight and the maintenance of high corporate governance standards. Prior to his Board appointment in Gamuda, Y.Bhg. Tan Sri Dato' Setia Haji Ambrin had a distinguished career, including serving as the Auditor General of Malaysia, capping his more than 35 years of service in the Malaysian Civil Service, with his tenure as Auditor General concluding on 2 February 2017. More details on Y.Bhg. Tan Sri Dato' Setia Haji Ambrin can be found in his profile on page 84 of the Integrated Report 2025. During Board Meetings, the Chairman leads discussion, allowing sufficient time for deliberations on key issues and complex matters. He also encourages active participation and allows views including dissent to be freely expressed. He also ensures that every Board resolution is put to vote and the will of majority prevails. Where necessary, the Chairman will conduct separate sessions with the Non-Executive Directors ("NED") to allow for discussion on any pertinent issues raised by the NEDs and/or issues from the Management. For the financial year under review, separate sessions were conducted in May and June 2025 with the Chairman and NEDs, during which the Australian team briefed them on the Sydney Metro West – Western Tunnelling Package. The Chairman and NEDs conducted project site visits to deepen their understanding of the Group's operations. In August 2024, the Board visited the twentyfive7 township and Quayside Mall - an integrated township development featuring a neighbourhood mall. In July 2025, the Board visited Silicon Island, part of the Penang South Islands project, where approximately 89 hectares (220 acres) had been reclaimed as of August 2025. These visits provided first-hand insights into project progress, ESG implementation, and governance practices, thereby strengthening Board oversight and decision-making. Aside from chairing Board meetings, the Chairman also plays a key role in overseeing the conduct of general meetings. Beyond ensuring the orderly tabling and passage of resolutions, he facilitates effective communication on the floor, encourages active engagement from shareholders, and ensures that sufficient time is allocated for meaningful questions and answers.

Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	There is a clear division of responsibilities at the helm of the Company to ensure a balance of authority and power. The roles of the Chairman and the Group Managing Director are distinct and separate. As mentioned above, the Chairman of the Company, Y.Bhg. Tan Sri Dato' Setia Haji Ambrin Buang is an Independent NED, who through the Board, provides effective oversight over Management and reflects the Company's commitment to uphold corporate governance. The Group Managing Director, Y.Bhg. Dato' Lin Yun Ling is responsible for the overall business and implementation of Board policies, decisions and powers within delegated limits for all matters except those reserved for the Board or delegated to Board Committees. The division of responsibilities between the Chairman and the Group Managing Director is clearly established and agreed by the Board which can be summarised as follows: - The division of responsibilities between the Chairman and the Group Managing Director is clearly established and agreed by the Board which can be summarised as follows: - Chairman (Y.Bhg. Tan Sri Dato' Setia Haji Ambrin Buang): - ➤ Leadership of the Board and in ensuring its effectiveness on all aspects of its role as well as governance of the Board. ➤ The orderly conduct of meetings and that adequate time is allocated for discussion of all agenda items, in particular strategic issues. ➤ Encourages open and productive as well as effective communications between the Company and its investors. ➤ Promotes a culture of openness and debate by facilitating the effective contribution of Independent Directors, in particular ensuring constructive relationships between Executive, Non-Executive and Independent Directors.

	➤ Ensuring that the Directors receive accurate, timely and clear information. ➤ Act as point of contact for shareholders and other stakeholders particularly when concerns cannot be resolved through normal channels. Group Managing Director (Y.Bhg. Dato' Lin Yun Ling): - ➤ managing the day-to-day business operations of the Group and ensures that the appropriate standards of corporate governance permeate throughout the organisation. ➤ A central part includes: • recommending key strategies/policies and implementing those agreed/approved by the Board; • planning the future direction of the Group; and • allocating decision making and responsibilities among the key senior management accordingly. ➤ acts as the Group's official spokesperson and manages communication with shareholders and employees. ➤ takes a leading role in the relationship with all external agencies and in promoting Gamuda Group.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Applied
Explanation on application of the practice	:	Y. Bhg. Tan Sri Dato' Setia Haji Ambrin Buang, an Independent Director of Gamuda, has been serving as the Board Chairman since 1 February 2023. In line with MCGG practices, he does not sit on the Audit Committee, Nomination Committee, or Remuneration Committee. As Board Chairman, Y.Bhg. Tan Sri Dato' Setia Haji Ambrin provides strategic oversight of Management through the Board, underscoring the Company's commitment to upholding the highest standards of corporate governance.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	Both the Company Secretaries of Gamuda are qualified to act as Company Secretary pursuant to Section 235 of the Companies Act 2016. One has legal qualification and holds an LLB whilst the other is an Associate member of the Malaysia Institute of Chartered Secretaries and Administrators. The appointment of Company Secretaries is based on the capability and proficiency determined by the Board. The Constitution of the Company permits the removal of Company Secretaries by the Board. All members of the Board, whether as a whole or in their individual capacities, have access to the advice and services of the Company Secretaries on all matters relating to the Group to assist them in furtherance of their duties. Both Company Secretaries report directly to the Board through the Chairman on all Board and governance matters, while also maintaining an internal reporting line to the Group Managing Director through the Group Chief Financial Officer for corporate secretarial and legal matters related to the business. Their key duties and responsibilities include the following: ➤ Ensures that the dates for Board Meeting and Board Committees Meetings are scheduled well in advance and that the Board has formal schedule of matters specifically reserved for its discussion and approval. The schedule also ensures that the direction of these meetings is properly controlled and are in the hands of the Board. ➤ Manage the logistics of all Board and Board Committee meetings. ➤ For annual general meetings with Company shareholders (held at the beginning of December each year), the Company Secretaries play an important role in overseeing the processes, ensuring that due processes and proceedings are in place and properly managed. ➤ During the meeting, the Company Secretaries will assist the Chairman and the Board to conduct the meeting and ensure the minutes are properly recorded, particularly the questions raised by the shareholders.

	➤ Provides support to the Board in fulfilling its fiduciary duties and its role in shaping the corporate governance of Gamuda Group. ➤ Regularly keeps the Board updated and informed of the requirements such as restriction in dealing with the securities of the Company and updates as issued by the various regulatory authorities including the latest developments in the legislations and regulatory framework affecting the Group as well as best practices of the MCGG. ➤ Serving as a central point of contact for stakeholders' communication and engagement on corporate governance issues. While responding to the Board evaluation conducted internally, the Board did not express any dissatisfaction with the performance and support rendered by the Company Secretaries to the Board in discharging its functions. To upskill themselves and keep abreast with the latest developments in the corporate governance realm, the Company Secretaries have attended relevant training and professional development programmes during the financial year relating to : ➤ the Companies Act 2016; ➤ the MCGG; and ➤ the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	Recognising the importance of sound and timely information flow to Board effectively, the Company Secretaries ensures that the dates for Board Meeting and Board Committees Meetings are scheduled well in advance by preparing an annual tentative calendar and a formal schedule of matters specifically reserved for the Board are also included in the tentative calendar. The schedule also ensures that the direction of these meetings is properly controlled and are in the hands of the Board. Notices of meetings setting out the agenda in particular, financial information are promptly emailed to all Directors in a timely manner prior to meetings and in any case, at least seven days prior to a meeting. The same notification is then sent to the Management, which includes the deadlines for submission of meeting materials. Upon receipt from the Management, the Company Secretaries ensure that the meeting materials are uploaded on iPads as soon as practicable for the Board's review. Management presentations are given by the Management to facilitate proper consideration and debate of matters brought before the Board. Progress on key initiative is reported regularly and documented together with routine matters such as financial performance and current progress of project and operation in each of the Group's business activities. The Chairman ensures that the Board is not deprived of time and that there is enough time allowed for the Board to make an informed decision at the scheduled Board meetings. If he contemplates that more time is required to deliberate on matters submitted by the Management in particular pertinent matters like material acquisitions and/or disposal, corporate exercises, etc, then a Special Board Meeting will be convened for these purposes. All issues discussed and all decisions made during the Board Meetings will be properly recorded by the Company Secretaries and reviewed by the Board for completeness and accuracy. The minutes of the Board Meetings are circulated to all Directors for their perusal before being confirmed by the Chairman at the commencement of the following Board Meeting. Senior Management staff usually attends Board Meetings to brief the Board on various matters submitted for their consideration. This enables the Board to make informed decisions on corporate and business issues under consideration. When Directors are unable to attend a meeting, they are advised to make their views known, if any, to the Chairman of Board prior to the meeting.

Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies—

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	The Board articulates its roles and responsibilities in a formal governance document that sets out the matters reserved for the Board's decision-making. Originally adopted in 2002 as the Directors' Handbook, this framework has now been replaced by a contemporary Board Charter, which provides a more current and comprehensive guide to the Board's duties. The new Board Charter—recommended by the Nomination Committee and approved by the Board on 26 September 2024—replaces the Directors' Handbook and aligns the Group's governance practices with prevailing standards and best practices. This newly approved Board Charter aims to: ❶ Enhance Clarity: Provide clear guidelines and expectations for Board members. ❷ Aligns with Best Practices: Incorporates current governance standards and regulatory requirements. ❸ Supports Strategic Decision-making: Defines roles and processes for effective Board functioning. ❹ Fosters Continuous Improvement: Enables ongoing evaluation of governance practices. The Board Charter is available on Gamuda's corporate website at www.gamuda.com.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	The Board has adopted a Directors' Code of Conduct on 28 September 2016. In addition to the Company Directors' Code of Ethics established by the Companies Commission of Malaysia, the Directors' Code of Conduct is the Board's commitment towards establishing a corporate culture which prescribes ethical conduct that permeates throughout the Company and ensuring the implementation of appropriate internal systems to support, promote and ensure its compliance. The Directors' Code of Conduct is available for reference on Gamuda's corporate website at www.gamuda.com. For quick access, please scan the QR code below:  The Board is committed to ensuring that all its business activities operate with the highest standards of business ethics and integrity as summarised in the Company's written code on business practices, which are applicable Group-wide including Group operations overseas. The Directors' Code of Conduct encapsulated the following measures to reinforce the practices articulated therein and guide the behaviours of the Company Directors: - ➤ protect and ensure the proper use of the Company's assets; ➤ ensure compliance with laws, rules and regulations; ➤ handle actual or potential conflict of interest; ➤ encourage reporting of unlawful or unethical behaviour; ➤ prevent corrupt practices which include the offering and acceptance of gifts and benefits.

	Among the measures implemented by the Company to reinforce the practices contained in the Directors' Code of Conducts is as follows: - ➤ Gift & Benefits Policy provides guidance on how to recognize and deal with the different forms of gifts and benefits which may lead to bribery and corruption issues. It aims to protect those involved by clarifying what forms of gifting is permissible and what is not, to avoid any conflict of interest and to ensure that we treat all people and organisations with whom we come into contact or conduct business, impartially. ➤ Sexual Harassment Policy in tandem with the Company's belief that all employees should be treated with dignity and respect and that a safe, healthy and supportive work environment should be preserved for all the employees of the Company; ➤ Social and Media Policy (revised on 13 September 2023) which governs proper usage of all forms of social media in the Company; ➤ The Human Rights Policy sets out the standards to which the Group is firmly committed. All employees are expected to understand that any form of violence, forced labour, child labour, discrimination, harassment, bullying, or retaliation is strictly unacceptable. This Policy applies to all individuals within the Group, including full-time, part-time, temporary, probationary, casual and contract employees, as well as interns and directors. ➤ The Information Security Policy ("ISP") was developed to ensure a consistent company-wide process approach for the establishment, implementation, operation, review, maintenance and improvement towards Information Security Management System ("ISMS"). Gamuda has adopted SAP S/4Hana as our global cloud-based Enterprise Resource Planning ("ERP") system. This system has been successfully rolled out to a majority of subsidiaries across Gamuda Group. This enables the Group to have: ▶▶ A global system for financial accounting and governance. ▶▶ Better organisational efficiency through streamlined process and automation. ▶▶ Enables cost efficiencies through offshoring & centralisation of work in the HQ back office. In 2023, the GIT Team started modernising Gamuda's core infrastructure with a move to Cloud. For example, Gamuda has successfully migrated our SAP S/4Hana to Google Cloud, a first for the region Recognising the critical importance of Information Technology ("IT") governance, information security, and cybersecurity, the Group achieved ISO/IEC 27001:2022 certification on 17 November 2023. This certification confirms that our Information Security Management System ("ISMS") meets international best practices and incorporates the latest advancements in mitigating cybersecurity threats.
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	➤ The Group-wide Digital Procurement Platform was rolled out in financial year 2018 to make procurement more transparent and effective; by using a consistent, collaborative approach leveraging on the SAP Ariba platform that embraces supply chain and procurement best practices to improve value and sustainable savings. ➤ The Anti-Bribery and Corruption ("AB&C") Policy and the Whistleblowing Policy and Procedure Policy (supersedes the whistleblowing policy adopted by the Group in 2011) were also adopted on 28 July 2020 following the establishment of an Integrity and Governance Unit ("IGU"). ➤ The Code of Business Ethics ("CoBE") was developed and approved on 3 November 2020 by IGU together with the Group Human Resource & Administration to guide and support the Gamuda Group's business operations in ensuring: • correct and ethical business practices; • safe and conducive working environment; • fair treatment of interests of all relevant stakeholders; and • compliance to all applicable laws and regulations All the above policies are available for reference on Gamuda's corporate website at www.gamuda.com. For quick access, please scan the QR code below:	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	Gamuda Group's commitment to an ethical business environment and strong governance resilient to the threats of corruption, abuse of power and malpractices is signified by the formation of the Integrity and Governance Unit ("IGU") on 13 December 2019. For details, please refer to the Statement on Integrity and Governance set out on page 127 of the Integrated Report 2025 which encompasses the milestones for financial year ("FY") 2025. Gamuda maintains a zero-tolerance approach to bribery and corruption and have adopted several measures to eliminate any risk of such instances across the organisation and with our partners, associates, and suppliers. This aligns with our Anti-Bribery and Corruption ("AB&C") Policy, the Whistleblowing Policy and Procedure (supersedes the whistleblowing policy adopted by the Group in 2011) and relevant national laws. Following the adoption of the above two policies, IGU has implemented Integrity Pledges for the Group's Directors and employees beginning in the financial year 2021. The pledge sets a clear leadership tone that there is no compromise on the issue of corruption and reinforces the will and corruption-free stand of the Board and the Management of Gamuda as well as the Group. It also demonstrates Gamuda's long standing commitment to promote integrity and good governance amongst its personnel and further reaffirms the Group's stand in ensuring that there are no corrupt practices or elements of corruption throughout the Group and that any abuse of power will not be tolerated. During the financial year, IGU undertook several activities and initiatives to strengthen integrity and reinforce governance, including: ➤ Renewal of the Gamuda Organizational Anti-Corruption Plan (OACP) 2025-2028. ➤ Conducting Corruption Risk Assessment to identify potential vulnerabilities and enhance mitigation strategies.

	➤ Engagement with the MACC to ensure alignment with National Anti-Corruption Standards and best practices. ➤ Annual renewal of the Employee Integrity Pledge via the Gamuda Employee Management System (GEMS). ➤ Mandatory annual training on Integrity and Anti-Corruption. ➤ Targeted workshops with relevant Business Units. ➤ Continuous communication and engagement with Business Units. ➤ E-Communications through Viva Engage. ➤ Reinforcement of ethical behaviour across the organization. These initiatives were aimed at identifying areas for improvement and enhancing the organisation’s integrity and governance practices. The Group’s Whistleblowing Policy and Procedures serves as a confidential or anonymous mechanism for our stakeholders. It provides stakeholders with a secure and confidential platform to report any suspicious wrongdoing, misconduct or non-compliance with the Group’s policies without fear of reprisal or dismissal. Gamuda Group has in place a comprehensive procedure that ensures every reported incident is thoroughly investigated by an independent team. The procedure and investigating teams are overseen by the Chief Integrity and Governance Officer (“CIGO”). Stakeholders can file their reports through integrityline@gamuda.com.my. The process for raising and addressing whistleblowing are as illustrated below: Gamuda’s wholly owned sub-subsidiary in Australia, DT Infrastructure has implemented the “Speak Up” policy on 18 August 2023 to foster a culture of transparency and accountability. This policy encourages both employees and external stakeholders to report any form of suspicious misconduct or non-compliance. Issues covered under the policy include, but are not limited to, bribery, fraud, corruption, coercion, discrimination, harassment, bullying, breaches of the company’s code of conduct and any other illegal or unethical activities. The said policy was subsequently revised on 5 September 2023 to update the speak up site address
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The “Speak Up” policy provides multiple secure and confidential avenues for reporting, including anonymous options, thus ensuring that individuals feel safe and supported when raising concerns. All disclosures are treated with the utmost seriousness, and DT Infrastructure is committed to thoroughly investigating each report, with the goal of maintaining integrity and fostering a respectful, law-abiding work environment.



Is something not right?

Speak Up!



At DT Infrastructure, we do things the right way. We should all expect fair and ethical behaviour across our business – including with coworkers, customers, subcontractors, competitors, and the community.

If you believe something you’ve seen doesn’t meet these expectations, it’s time to Speak Up.



What should I Speak Up about?

Any serious matter including bribery, fraud, corrupt conduct, coercion, discrimination, harassment, bullying, breaches of the code of conduct, or any other illegal or unethical activity.



How do I Speak Up?

You can raise your concern verbally or in writing with your manager or People and Culture Representative, or by submitting an anonymous report online via our external provider.

Gamuda is committed to providing a fair and equitable workplace for all employees. The whistleblowing hotline and policy ensures that employees have a safe and confidential way to raise concerns about any wrongdoing or misconduct. This is a testament to our commitment to creating a workplace where everyone feels respected and valued.

The AB&C Policy and the Whistleblowing Policy and Procedure above two policies are available for reference on Gamuda’s corporate website at www.gamuda.com. For quick access, please scan the QR code below with a smartphone: -



Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

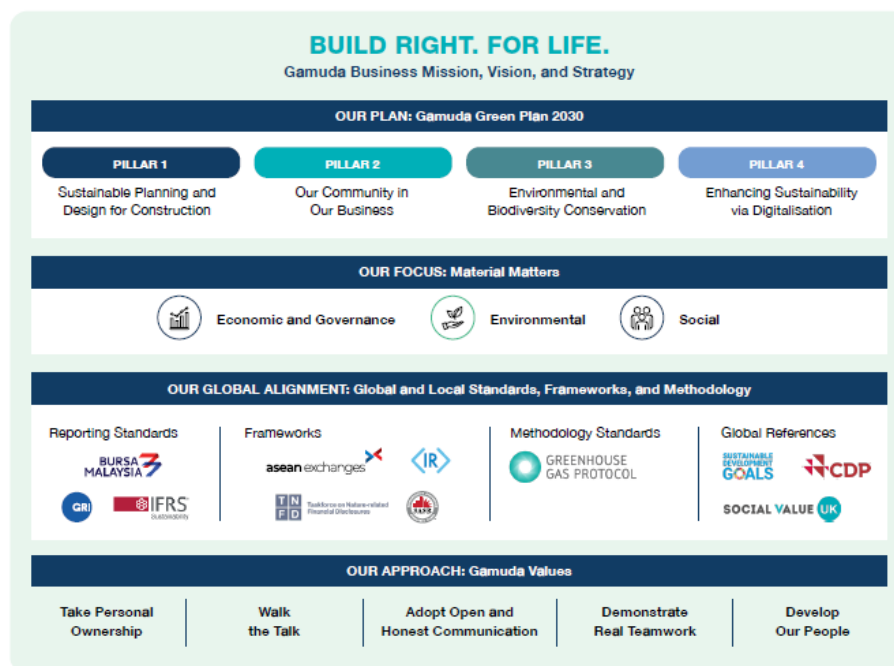
The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	: Applied
Explanation on application of the practice	The Board, in collaboration with senior management, assumes ultimate responsibility for the governance of sustainability within the Group. This includes setting the strategic direction, priorities, and targets for sustainability, in alignment with Gamuda's long-term value creation objectives. Oversight is further supported by the Gamuda Green Plan 2030 and the Group ESG Policy Statement, which guide the organisation's sustainability agenda and are reinforced by Board-approved governance policies applied Group-wide. The Board is supported by management and relevant committees, including the Audit Committee, which oversees internal controls and internal audit processes related to ESG risks and disclosures. As the Group expands across multiple jurisdictions, ESG due diligence has been formalised within the internal audit framework, with reporting lines to the Audit Committee and ultimately, the Board. In parallel, ESG-related risks are regularly monitored and discussed by the Group Risk Committee, in coordination with the Board and senior management. Further details on these risk governance activities are provided in the Risk Management Committee Report (see page 122) of the 2025 Integrated Report. GAMUDA SUSTAINABILITY GOVERNANCE STRUCTURE <pre>graph TD; BD[Board of Directors] --- RM[Risk Management Committee]; BD --- GCEO[Group Chief ESG Officer]; RM --- SSC[Sustainability Steering Committee]; GCEO --- SSC; SSC --- SME[Subject Matter Experts];</pre> A summary of the ESG Impact Report is set out in pages 62 to 71 of this Integrated Report. The full ESG Impact Report is available on our website at https://gamuda.com/for-investors/sustainability-report/

Gamuda's Group-wide Sustainability Framework is guided by prioritised material matters to align strategy, track performance and support long-term value creation. An annual materiality assessment, periodically reviewed by the Board, ensures alignment with evolving industry expectations. To enhance transparency and credibility, sustainability indicators undergo annual external assurance.

Gamuda's Group-wide Sustainability Framework: Build Right. For Life



To fulfil our sustainability commitments, we established the Gamuda Green Plan in 2021 — a strategic ESG blueprint that drives the Group's initiatives through specific objectives. The plan centres around four core pillars and is applied across all our business entities under a unified Group-level vision. Several of these entities have adapted our Gamuda Green Plan to suit local contexts, such as Gamuda Australia's Seeds for Growth framework.



The Gamuda Green Plan 2030, introduced in 2021, sets out strategic objectives and specific targets for 2030 and beyond.

	To ensure robust governance and accountability, we have implemented continuous annual independent verification (Limited Assurance) since 2021. This year marks the first issuance of our ESG Impact Report as a standalone publication, underscoring our strengthened commitment to transparent and comprehensive ESG reporting.	
Explanation for departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied
Explanation on application of the practice	:	Communication is via: a. Company's website, and social media platforms. b. Quarterly financial results of which ESG/sustainability related updates are presented to the media and fund analysts which are then reflected in analyst reports which are publicly available. c. Annual (integrated)/Sustainability (Impact) reports. d. ESG Bulletins available on the Company's website. e. Media articles. f. Dedicated ESG roadshow to key stakeholders (investors, analysts, media, authorities, regulators, business partners, supply chain). g. Mandatory ESG training for employees. h. ESG training and engagement sessions for Gamuda's supply chain. i. Stakeholder surveys and feedback forms to gather insights on ESG priorities. j. Townhall meetings and employee engagement sessions. k. Community outreach programmes. l. Consultations, roundtables and working groups with regulators, industry bodies, academic institutions and NGOs. m. Participation in ESG rankings, indices, and assessments. The ESG (sustainability) progress are disclosed in the annual ESG Impact Report (previously known as Sustainability Report) and periodical ESG Bulletins. The global sustainability reporting standards and framework adopted by Gamuda to disclose annual ESG performances:

	a. Listing Requirements of the Bursa Malaysia Securities Berhad Sustainability Reporting Guide 2022 (3rd Edition) and Bursa Malaysia Main Market Listing Requirements (Enhanced Sustainability Reporting Requirements: Annexure A Practice Note 9). b. 2021 Global Reporting Initiative (“GRI”) Standards, including GRI 101 – Biodiversity. The ESG Impact Report is also aligned to the following reporting standards and frameworks: a. ASEAN Exchange Common ESG Metrics. b. International Sustainability Standards Board (“ISSB”) International Financial Reporting Standards (“IFRS”) S1 General Sustainability-related Disclosures and S2 Climate-related Disclosures. c. Task Force on Climate-related Financial Disclosures (“TCFD”) recommendations. d. The Taskforce on Nature-related Financial Disclosure (“TNFD”) recommendations. e. Sustainability Accounting Standards Board (“SASB”) disclosure recommendations for applicable sectors (Engineering and Construction; Real Estate). f. Greenhouse Gas Protocol (“GHG Protocol”). g. International Federations of Accounts for ISAE 3000 for assurance process. h. International Integrated Reporting Framework (“IIRF”) principles. The ESG Impact Report is prepared in referenced to the following: a. United Nations Sustainable Development Goals (UN SDGs). b. Requirements of the CDP Climate Change assessment. c. Social Value UK. Gamuda’s near-term and net zero targets have been officially validated by the Science Based Targets initiative (“SBTi”). Gamuda is also an official member of the TNFD Forum and part of the Business Ambition for 1.5°C. These commitments demonstrate our dedication to transparency in communicating our ESG journey to both internal and external stakeholders.	
Explanation for departure	:	
	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	The Board remains actively engaged in overseeing Gamuda's sustainability journey, ensuring it stays well-informed of emerging ESG issues, particularly climate- and nature-related risks and opportunities relevant to the Group's strategy and operations. Throughout FY2025, Management provided structured quarterly updates on the progress of the Gamuda Green Plan (GGP) 2030, allowing the Board to maintain oversight of key sustainability initiatives, including Scope 3 emissions tracking, climate adaptation efforts and nature-related risk management. In line with global best practices, Gamuda has adopted the IFRS Sustainability Disclosure Standards and made early disclosures aligned with IFRS S2 on climate-related risks and opportunities in FY2024 and further developed them in FY2025 ESG Impact Report. This reflects our proactive approach to aligning with internationally recognised frameworks and enhancing the transparency and quality of our sustainability reporting. Gamuda also plays an active role in shaping the national ESG policy landscape. We are a participating member of the CEO Action Network, an active member of the Master Builders Association Malaysia ("MBAM") focusing on ESG and serve on key national working groups such as the Advisory Committee on Sustainability Reporting ("ACSR") led by the Securities Commission Malaysia. In addition, we work closely with Bank Negara Malaysia on the implementation of the Taskforce on Nature-related Financial Disclosures ("TNFD") and engage with various other government ministries and agencies to support the development of sustainability frameworks and policies. Gamuda is also a key contributor to national biodiversity efforts, supporting the Strategic Roadmap for a Business and Biodiversity Action Plan, aligned with the National Policy on Biological Diversity and the Kunming-Montreal Global Biodiversity Framework. Further details on our contributions and collaborations can be found in the FY2025 ESG Impact Report.

	To ensure continued Board capacity and awareness, several Directors participated in targeted ESG training and seminars during FY2025, focused on climate risk, biodiversity, and sustainable finance. A detailed list of these sessions is available on pages 111 and 112 of the Integrated Report 2025. To ensure that our deliverables meet leading environmental benchmarks, Gamuda continues to adopt internationally recognised sustainability certification schemes. These include the Infrastructure Sustainability (IS) Rating in Australia, BREEAM in the UK, the Low Carbon Cities Framework (“LCCF”), Sustainable INFRASTAR, Green Building Index (“GBI”) in Malaysia, LOTUS in Vietnam, and Hydropower Sustainability (HS) Standard. Furthermore, recognising the increasing importance of social sustainability, Management has prioritised human rights by conducting internal risk assessment sessions with legal practitioners, and updating Gamuda’s Human Rights Policy in line with evolving international standards.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	During the internal Board Assessment for FY2024, the Board's performance was evaluated across its sustainability leadership, defined roles, and its strategic oversight of sustainability-related risks and opportunities impacting the overall Group. The Board expressed satisfaction with its stewardship of the Group's sustainability matters. The sustainability criteria embedded within the annual Board Assessment will be periodically reviewed to maintain their relevance and robustness. Since FY2021, sustainability-related key performance indicators (" KPIs ") have been integrated into the annual performance reviews for all employees, across all levels in management.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Adopted
Explanation on adoption of the practice	:	Ms. Ong Jee Lian has been appointed as the Group Chief Communications and ESG Officer ("GCSO") since 2020. She leads the Group's sustainability integration, ESG programmes and impact report development. Her profile is set out on page 92 of the Integrated Report 2025. She holds a Masters in Sustainable Development Management, certified ACCA Integrated Reporting, certified Sustainability Assurance Practitioner (CSAP) under the Accountability AA1000 Assurance Standard, and Sustainability GRI Reporting Specialist. Ms. Ong leads Gamuda's comprehensive sustainability strategy, encompassing the development and oversight of internal, external, and sectoral policies. Her role is pivotal in enhancing the Group's ESG visibility, cultivating strategic alliances for sustainable infrastructure, and driving the holistic integration of ESG across all business operations, including the development and oversight of sustainability/ESG reports and plans. The roles and responsibility of Ms. Ong are demonstrated in the annual ESG Impact Report (previously known as Sustainability Report).

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	The composition and size of the Board is reviewed by the Nomination Committee ("NC") from time to time to ensure its appropriateness and effectiveness. During FY2025, the NC conducted a review of: ➤ the composition of the Board based on a Board matrix which included the gender, age, ethnicity, academic, skills, experience and knowledge of the Directors; ➤ the performance of the Directors who are subject to re-election through the Board Assessments for FY2025 conducted externally. The areas of assessment include roles and duties, knowledge and integrity, governance and independence, risk management and interactive skills. Based on the assessment conducted externally, the NC was satisfied with their performances and was of the view that their continued service would benefit the Company and its stakeholders. In addition, the Board assesses the independence of its Independent Directors through a Self-Assessment of Independence of Independent Directors on an annual basis under the annual Board evaluation process. The assessment of independence is based on the criteria prescribed under the Listing Requirements of Bursa Securities and the Corporate Governance Guide issued by Bursa Malaysia Berhad. Retiring Directors who are seeking re-election are subjected to Directors' assessment overseen by the NC. The Board, on the recommendation of the NC, decides as to whether it will endorse a retiring Director for re-election. In order to ensure a person to be appointed or elected/re-elected as a Director of the Company possesses the necessary quality and character as well as integrity, competency and commitment, the Board had in June 2022 adopted a Directors' Fit and Proper Policy which serves as a guide for the NC and the Board in their review and assessment of candidates or re-elected Directors.

	Ms. Millie Chan Wai Yen, who is due for retirement by rotation at this year's Forty-Ninth ("49th") Annual General Meeting ("AGM"), has vide the Self-Assessment of Independence of Independent Directors disclosed a potential conflict of interest which she declared to the Company on 31 October 2024. The declaration of conflict of interest was subsequently reviewed by the Audit Committee on 6 December 2024 and duly noted by the Board on 10 December 2024. This disclosure has been reported in her Director's Profile in last year's Integrated Report 2024 and will similarly be included in her updated Director's Profile and in the Corporate Governance Overview Statement within the Integrated Report 2025. Save for the above, none of the Independent NEDs disclosed any relationships and/or transactions that could materially interfere with their independent judgements and decisions. Upon the recommendation of the NC which was premised on the Board assessment conducted externally, the Board (with Ms. Millie abstaining from the deliberation) has confirmed that the following Company Directors who are retiring and standing for re-election at this year's 49th AGM continue to perform effectively and demonstrate commitment to their roles: - ❶ Y.Bhg. Dato' Lin Yun Ling; and ❷ Ms. Millie Chan Wai Yen. In accordance with Practice 5.3 of the MCCG and the Company's Board Charter, which recommend that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years, Puan Nazli Mohd Khir Johari will retire at the forthcoming 49th AGM and shall hold office as an Independent NED only until the conclusion of the said AGM. The Board is thus, satisfied with the level of independence demonstrated by all Independent Directors.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied												
Explanation on application of the practice	:	During the financial year, the Board continues to maintain its structure of five NEDs, four of whom are Independent NEDs, alongside one Group Managing Director and one Deputy Group Managing Director. This composition upholds the Listing Requirements of Bursa Securities ensuring that Independent NEDs continue to constitute at least one-third of the Board and that a qualified Director under Paragraph 15.09 (1) (c) of the Listing Requirements of Bursa Securities remains on the Audit Committee. Furthermore, the Board’s majority of Independent Directors is in line with Practice 5.2 of the MCCG. As Gamuda is classified as a Large Company, maintaining a predominantly independent Board is in accordance with this recommended practice. Balance of Independent & Non-Independent Directors (as at 31 July 2025) <table><tr><th>Director Type</th><th>Count</th><th>Percentage</th></tr><tr><td>Executive Director</td><td>2</td><td>29%</td></tr><tr><td>Non-Executive Director</td><td>1</td><td>14%</td></tr><tr><td>Independent Director</td><td>4</td><td>57%</td></tr></table> The Board is satisfied that the current composition with majority Independent Directors fairly represents the investment of the majority and minority shareholders in the Company. The current members of the Board bring with them a broad range of business, financial, technical and public service background. The Directors' biographical details are outlined on pages 84 to 91 of the Integrated Report 2025. A complete list of Directors, including their roles, functions, and biographies, is also available at Gamuda’s corporate website at www.gamuda.com For easy access, please scan the QR code below: -	Director Type	Count	Percentage	Executive Director	2	29%	Non-Executive Director	1	14%	Independent Director	4	57%
Director Type	Count	Percentage												
Executive Director	2	29%												
Non-Executive Director	1	14%												
Independent Director	4	57%												

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Applied						
Explanation on application of the practice	:	The tenure of the current Independent NEDs of the Company is as illustrated below: - Length of Tenure of Independent Directors (as at 31 July 2025) <table><tr><td>1</td><td>1</td><td>2</td></tr><tr><td>Over 9 years</td><td>5 - 7 years</td><td>2 - 4 years</td></tr></table> In line with Practice 5.3 of the MCGG and the Company's Board Charter, which recommend that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years, a majority of the Independent NEDs (four out of five) have served less than nine years. The only exception is Puan Nazli Mohd Khir Johari, who will be retiring at the forthcoming 49th AGM in December 2025 and shall continue to hold office as an Independent NED up to the conclusion of the said AGM.	1	1	2	Over 9 years	5 - 7 years	2 - 4 years
1	1	2						
Over 9 years	5 - 7 years	2 - 4 years						
Explanation for departure	:							
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>								
Measure	:							
Timeframe	:							

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Adopted
Explanation on adoption of the practice	:	The Board Charter, which replaced the Directors' Handbook and was approved by the Board on 26 September 2024, provides that independent directors' term should not exceed nine years without renewal.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied																																																																																																																																																
Explanation on application of the practice	:	The Board is a firm believer in promoting diversity in its membership, including gender, ethnicity and age and strives to maintain the right balance for effective functioning of the Board. The Company Directors are professionals in the fields of construction & engineering, finance, accounting, legal and toll infrastructure and experienced senior public administrators. Together, they bring a wide range of competencies, capabilities, technical skills and relevant business experience to ensure that the Group continues to be a competitive leader within its diverse industry segments with a strong reputation for technical and professional competence. The Board composition in terms of each of the Director’s industry and/or background experience, age and ethnic composition is illustrated as follows: - <table><tr><th colspan="8">Directors</th></tr><tr><th></th><th>Tan Sri Dato’ Setia Haji Ambrin Buang</th><th>Dato’ Lin Yun Ling</th><th>Dato’ Ir Ha Tiing Tai</th><th>Raja Dato’ Seri Eleena Almarhum Sultan Azlan Muhibbuddin Shah Al-Maghtur-lah</th><th>Nazli Mohd Khir Johari</th><th>Chan Wai Yen, Millie</th><th>Chia Aun Ling</th></tr><tr><th colspan="8">Industry/Background Experience</th></tr><tr><td>Construction & Engineering</td><td></td><td>✓</td><td>✓</td><td></td><td>✓</td><td></td><td></td></tr><tr><td>Public Services</td><td>✓</td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>Finance</td><td></td><td></td><td></td><td></td><td>✓</td><td></td><td>✓</td></tr><tr><td>Accounting/ Auditing</td><td>✓</td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>Legal</td><td></td><td></td><td></td><td>✓</td><td></td><td>✓</td><td></td></tr><tr><th colspan="8">Age Composition</th></tr><tr><td>50 to 59 years</td><td></td><td></td><td></td><td></td><td></td><td></td><td>✓</td></tr><tr><td>60 to 69 years</td><td></td><td></td><td></td><td>✓</td><td></td><td>✓</td><td></td></tr><tr><td>70 to 79 years</td><td>✓</td><td>✓</td><td>✓</td><td></td><td>✓</td><td></td><td></td></tr><tr><th colspan="8">Ethnic Composition</th></tr><tr><td>Bumiputera</td><td>✓</td><td></td><td></td><td>✓</td><td>✓</td><td></td><td></td></tr><tr><td>Non-bumiputera</td><td></td><td>✓</td><td>✓</td><td></td><td></td><td>✓</td><td>✓</td></tr><tr><th colspan="8">Gender</th></tr><tr><td>Male</td><td>✓</td><td>✓</td><td>✓</td><td></td><td></td><td></td><td></td></tr><tr><td>Female</td><td></td><td></td><td></td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr></table>	Directors									Tan Sri Dato’ Setia Haji Ambrin Buang	Dato’ Lin Yun Ling	Dato’ Ir Ha Tiing Tai	Raja Dato’ Seri Eleena Almarhum Sultan Azlan Muhibbuddin Shah Al-Maghtur-lah	Nazli Mohd Khir Johari	Chan Wai Yen, Millie	Chia Aun Ling	Industry/Background Experience								Construction & Engineering		✓	✓		✓			Public Services	✓							Finance					✓		✓	Accounting/ Auditing	✓							Legal				✓		✓		Age Composition								50 to 59 years							✓	60 to 69 years				✓		✓		70 to 79 years	✓	✓	✓		✓			Ethnic Composition								Bumiputera	✓			✓	✓			Non-bumiputera		✓	✓			✓	✓	Gender								Male	✓	✓	✓					Female				✓	✓	✓	✓
Directors																																																																																																																																																		
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	Nationality/Ethnicity (as of 31 July 2025) Malaysian  7 Malay  3 Chinese  4 In evaluating candidates for appointment to the Board, the NC and the Board will always evaluate and match the criteria of the candidate based on experience, skills, competencies, knowledge, potential contribution and boardroom diversity (including gender, ethnicity and age).	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	The Board, through the Nomination Committee ("NC"), will review the suitability of an individual to be appointed on the Board taking into account the skills, expertise, background, experience and boardroom diversity (including gender, ethnicity and age). The decision as to who shall be nominated remains the responsibility of the full Board after considering the recommendations of the NC. In undertaking this responsibility, the NC leverages on several sources to gain access to a wide pool of potential candidates. The responsibilities of the NC in this regard are outlined in its Terms of Reference which are available Gamuda's corporate website at www.gamuda.com or for quick access, please scan the QR code below:  To recap Practice 1.1, the Board, on 27 September 2023, approved revisions to the Nomination Committee's Terms of Reference, based on the NC's recommendation. This review was undertaken to ensure alignment with the MCCG and to strengthen the Group's commitment to sound governance practices. The NC shall evaluate the candidates on the aspect of their: - ➤ skills, knowledge, expertise and experiences; ➤ professionalism; ➤ integrity; and ➤ for position of independent non-executive director, the candidates' abilities to discharge such responsibilities/ functions independently as expected from the independent non-executive director.

	In searching for suitable candidates, the NC may receive suggestions from existing Board Members and Management. The NC is also open to referrals from external sources available, such as industry and professional associations, as well as independent search firms. To ensure continuity and effective board composition, the NC Committee will proactively review potential candidates to fill board vacancies that may arise due to the retirement of directors who have served for nine years. The Company has a proven ability to source and appoint qualified independent directors from both internal and external sources. The criteria for identifying and/or selecting Board candidates will be premised on the following: ➤ Candidates must meet the fit and proper criteria as set out in the Fit and Proper Policy, and preferable have experience as Independent Directors of public companies as they are currently sitting in the Board of public companies listed on Bursa Securities; ➤ Candidates should be within the age range of 40 to 74 years; ➤ Candidates should represent a mix of races and ethnicities; ➤ Candidates should possess a broad and diverse experience across the public and/or private sectors; ➤ Candidates should not hold directorships in more than five public listed companies.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	The performance of each Director subject to re-election had been assessed through the annual Board Evaluation Assessment. During the financial year, an annual evaluation of the effectiveness of the Board as a whole and the Board Committees was conducted through an independent external survey undertaken by an external consultant. The evaluation process is led by the Chairperson of the NC and supported by the Company Secretaries. The evaluation results were considered by the NC, which then made recommendations to the Board, aimed at helping the Board to discharge its duties and responsibilities. The areas of assessment of individual Directors include roles and duties, knowledge and integrity, governance and independence, risk management skills and interactive skills. The NC and the Board are satisfied with the performance and effectiveness of the Directors. In addition, the level of independence demonstrated by the Independent Director who is seeking for re-election had also been assessed. Pursuant to Directors' Fit and Proper Policy, the Director who is seeking re-election had provided her declarations in relation to the compliance with legal obligations, regulatory requirements and professional standards; personal and financial integrity as well as time commitment. The information of the Directors standing for re-election is disclosed in the Explanatory Notes to the Notice of the 49th AGM (pages 333 of the Integrated Report 2025). The details of the Director including their interest, position, experience and relationship are set out on pages 85 and 89 of the Profile of Board of Directors' section in the Integrated Report 2025.

Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

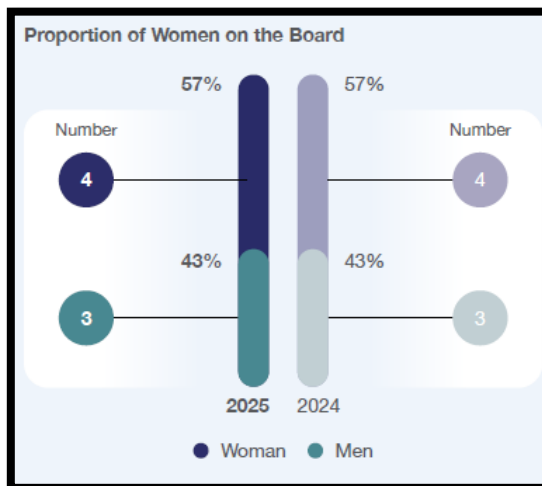
Application	:	Applied
Explanation on application of the practice	:	The Nomination Committee ("NC") of the Company was established by the Board on 1 February 2002. The Board has elected the members of the NC from amongst themselves, and comprises exclusively Independent Directors, the details of which are follows: - Chairperson: Puan Nazli Mohd Khir Johari (Independent Non-Executive Director) Members: Ms Millie Chan Wai Yen (Independent Non-Executive Director) Ms. Chia Aun Ling (Independent Non-Executive Director) The membership of the NC ceases when the member ceases to be a Director, or as determined by the Board. NC members serve until they cease to be Company Directors or as determined by the Board. The Chairperson of the NC shall be an Independent NED appointed by the Board. In the absence of the Chairperson, the members present shall elect a Chairperson for the meeting from amongst themselves. Hence, the NC is chaired by an Independent Director namely, Puan Nazli Mohd Khir Johari.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied																			
Explanation on application of the practice	:	The Board has consistently maintained the 30 percent women directors on its Board as it believes that women directors will add value to Board discussions by bringing new perspectives, approaches and ideas to help the Group succeed. Gamuda’s Board recognises the value of diverse perspectives and has made significant strides in achieving gender balance. Currently, women make up 57% of our Board, surpassing the MCCG’s 30% target. This reflects our dedication to creating a more equitable and inclusive corporate environment. Proportion of Women on the Board <table><caption>Proportion of Women on the Board</caption><thead><tr><th>Year</th><th>Gender</th><th>Proportion (%)</th><th>Number</th></tr></thead><tbody><tr><td rowspan="2">2025</td><td>Woman</td><td>57%</td><td>4</td></tr><tr><td>Men</td><td>43%</td><td>3</td></tr><tr><td rowspan="2">2024</td><td>Woman</td><td>57%</td><td>4</td></tr><tr><td>Men</td><td>43%</td><td>3</td></tr></tbody></table>		Year	Gender	Proportion (%)	Number	2025	Woman	57%	4	Men	43%	3	2024	Woman	57%	4	Men	43%	3
Year	Gender	Proportion (%)	Number																		
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Explanation for departure	:																				
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Measure	:																				
Timeframe	:																				

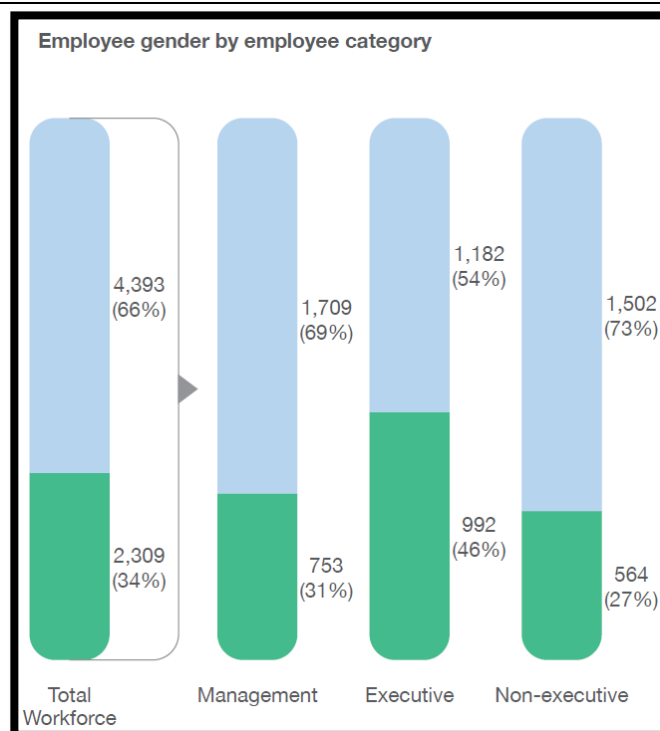
Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied
Explanation on application of the practice	:	Recognising the benefits of diversity in its broad spectrum, the Board has adopted a Diversity and Inclusion Policy on 28 September 2016. The said policy is available for reference on Gamuda's corporate website. For quick access, please scan the QR code below:  The Company will continue to play an important role in sustainable job creation and to be at the forefront of the economic recovery post-pandemic. Gamuda also ensure that women are part of its highest governance levels whereby Group key governance positions are led by calibre women such as: ➤ Group Chief Communications and ESG Officer; ➤ Director, Group Legal and Company Secretarial; ➤ Group Human Resources and Administration; ➤ Deputy Managing Director, Gamuda Engineering; ➤ Chief Operating Officer, Gamuda Land – Strategic Operations; ➤ Chief Operating Officer, Gamuda Land – Project Operations; ➤ Executive Director, Gamuda Land; ➤ Head of Gamuda Capital; and ➤ Chief Integrity and Governance Unit. While engineering is a male-dominated profession, Gamuda constantly offer opportunity and encourage women to take up roles that are traditionally occupied by men. Gamuda understands its role in promoting gender equity across its operations. As of FY2025, Gamuda has 2,309 women employees across the Group, making up 34% of its total workforce. Notably, Gamuda has a high number of women employees at the executive level, making up 46% of all executives working at Gamuda.



PILLAR 2 OUR COMMUNITY IS OUR BUSINESS

Target	Performance		
	FY2023	FY2024	FY2025
Enabling Academy	96 graduates over 11 batches 57 partner companies	118 graduates over 13 batches 66 partner companies	150 graduates over 15 batches 75 partner companies
Gamuda Scholarship	RM20 million, 79 scholars	RM30 million, 123 scholars	RM31 million, 183 scholars
Average training hours / employee (MY office)	19.5 hours	20.9 hours	20.6 hours
Assess ESG risks and opportunities and transparently disclose our ESG related information	- Undertake external assurance for numerous indicators across 3 countries of operations - Report in alignment with regulatory requirements and disclosure frameworks such as TCFD, TNFD, GRI, SASB	- Expanded assurance indicators to cover material aspects across three countries - Enhanced disclosures to include TNFD disclosures	- Expanded assurance indicators to cover material aspects across five countries - Enhanced assessment and disclosure of risk and opportunities through disclosure in alignment with IFRS S2 and commencement of IFRS S1 disclosures
Diversity and Inclusion	38% female in overall workforce - Invested over AUD20 million in 18 Aboriginal businesses	35% female in overall workforce - Invested over AUD47 million in 76 Aboriginal businesses	34% female in overall workforce - Invested over AUD58 million in 74 Aboriginal businesses
Developing and sourcing locally first	99% (Malaysia)	98% (Malaysia) 95% (Vietnam) 98% (Australia)	100% (Australia & Singapore) 99% (Malaysia) 97% (Vietnam) 87% (Taiwan)

As mentioned in Practice 5.9, four out of seven Board members are women at the Board level. Across all levels, women make up more than 30 percent of the workforce by employee category.

For detailed information on the ethnic, age and gender diversity within Gamuda's workforce, please refer to the ESG Impact Report which available for reference on Gamuda's corporate website. For quick access, please scan the QR code below:



	Gamuda offer employees equal pay for equal work, regardless of gender, and Gamuda continues to encourage and empower women to take leadership roles in various areas of our operations. Gamuda prioritises the hiring of local workers for its projects in Malaysia, Australia, and Vietnam and places a strong emphasis on developing a diverse workforce with multilingual employees from varying ethnic backgrounds.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.

Application	:	Applied
Explanation on application of the practice	:	During FY2025, an annual evaluation of the effectiveness of the Board as a whole and the Board Committees were conducted by an independent external consultant. The evaluation process is led by the NC's Chairperson and supported by the Company Secretaries. The evaluation results are considered by the NC, which then make recommendations to the Board and are aimed at helping the Board to discharge its duties and responsibilities. The Board Evaluation Assessment was conducted based on specific criteria encompassing key aspects of Board governance, structure, composition, and processes. It covered: • Board Governance: Structure, roles, responsibilities, operations, and overall effectiveness. • Board Committees: Composition, expertise, support mechanisms, and communication. • Director Peer Evaluation: Individual qualifications, contributions, performance, and working dynamics. During FY2025, all Directors had attended various relevant in-house and external training programmes, workshops, seminars, briefings and/or conferences. The training programmes attended by the Directors were related to economics, climate financial disclosure, governance, sustainability, finance, and industry knowledge. The Board vide the NC has undertaken an assessment of the training needs and identify training for each Director during FY2025. The details of the training attended by each of the Directors of the Company are available on pages 111 to 112 of the Integrated Report 2025.

	On 6 June 2023, the Securities Commission Malaysia (“SC”) and Bursa Malaysia had announced the roll out of a new mandatory onboarding programme on sustainability for members of Boards of Directors of Public Listed Companies (“PLCs”) in the Main Market and ACE Market of Bursa Malaysia. The Mandatory Accreditation Programme Part II (“MAP 2”) : Leading for Impact (“LIP”) is an initiative under the Securities Commission Malaysia's Corporate Governance Strategic Priorities 2021-2023, which aims to provide directors with the foundation to address sustainability risks and opportunities effectively, and have better oversight over their companies' material sustainability matters. As of 31 July 2025, all of the Company's Directors have attended and completed the MAP 2: LIP program. On the evaluation conducted by the independent external consultant, the NC concluded that the Board as a whole and its Board Committees have been effective in their overall discharge of functions and duties. The Board diligently upholds the practice of routinely evaluating the independence of each Independent Director through an annual self-assessment process. This assessment is conducted based on established criteria, which were collaboratively developed by the NC with the assistance of the Company Secretaries. These criteria encompass factors such as the Independent Director's relationship with the Company and any participation in significant transactions involving the Company. Moreover, it is imperative that all Directors adhere to a stringent requirement of promptly disclosing any conflicts of interest, conflicts of duty, or material personal interests in matters pertaining to the Company's affairs. This commitment to transparency and diligence further reinforces our commitment to robust corporate governance. Recapping Practice 5.1, Ms. Millie Chan Wai Yen, who is due for retirement by rotation at this year's 49th AGM, has vide the Self-Assessment of Independence of Independent Directors disclosed a potential conflict of interest which she declared to the Company on 31 October 2024. The declaration of conflict of interest was subsequently reviewed by the Audit Committee on 6 December 2024 and duly noted by the Board on 10 December 2024. The disclosure will similarly be included in her updated Director's Profile and in the AC section of this Corporate Governance Overview Statement within the Integrated Report 2025. Save for the above, none of the Independent NEDs disclosed any relationships and/or transactions that could materially interfere with their independent judgements and decisions.
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Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	The Board has in place a Remuneration Policy for Directors and Key Senior Management which is clear and transparent, designed to support and drive business strategy and long-term objectives of the Gamuda Group. In this regard, the Remuneration Committee ("RC") is responsible to formulate and review the remuneration policies for the Directors and Key Senior Management of the Company to ensure the same remain competitive, appropriate, and in alignment with the prevalent market practices. The aforesaid policy was first approved by the Board for adoption on 27 June 2018. On 20 May 2025, upon the recommendation of the RC, the Board approved revisions to the policy to align with prevailing corporate governance best practices and regulatory requirements. The updated policy is available for reference on Gamuda's corporate website at www.gamuda.com :  The RC's main responsibility is to review and recommend to the Board the framework of Executive Directors' remuneration, in particular, the remuneration packages for the Executive Directors in all its forms, drawing from outside advice, where necessary and fees payable to the Non-Executive Directors. The RC aims to ensure that Directors' remuneration is competitive, motivates good performance and loyalty, and supports growth in shareholder value.

Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	The RC was established by the Board on 1 February 2002 and its composition is aligned with Practice 1.4 of MCCG, as follows: - Chairperson: YTM Raja Dato' Seri Eleena Almarhum Sultan Azlan Muhibbuddin Shah Al-Maghfur-lah (Non-Executive Director) Members: Ms. Chan Wai Yen, Millie (Independent Director) Y.Bhg. Dato' Lin Yun Ling (Group Managing Director) The RC composition continues to consist mainly of NEDs. The Terms of Reference of the RC are available for reference on Gamuda's corporate website or for quick access, please scan the QR code below:  On 26 September 2024, the Board approved revisions to the RC's Terms of Reference, following the Remuneration Committee's recommendation. The primary goal of these revisions was to align with the MCCG and maintain adherence to regulatory requirements. This update aims to enhance corporate governance standards, promote transparency and accountability within the Group, and reaffirm Gamuda's commitment to robust governance practices.

	On 20 May 2025, the Board, again on the RC's recommendation, approved further revisions to align the definition of key senior management with the ongoing remuneration exercise undertaken by the Human Resource Department.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	Detailed information on named basis of the Directors' remuneration are disclosed below:

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Dato' Setia Haji Ambrin bin Buang	Independent Director	240	110	0	0	0	0	350	0	0	0	0	0	0	0
2	Dato' Lin Yun Ling	Executive Director	0	46	5,220	2,175	331	0	7,772	0	0	0	0	0	0	0
3	Dato' Ir. Ha Tiing Tai	Executive Director	0	42	3,000	1,250	338	0	4,630	0	0	0	0	0	0	0
4	Raja Dato' Seri Eleena binti Almarhum Sultan Azlan Muhibbuddin Shah Al-Maghfur-lah	Non-Executive Non-Independent Director	190	12	0	0	0	0	202	0	0	0	0	0	0	0
5	Nazli binti Mohd Khir Johari	Independent Director	225	26	0	0	0	0	251	0	0	0	0	0	0	0
6	Chan Wai Yen	Independent Director	220	26	0	0	0	0	246	0	0	0	0	0	0	0
7	Chia Aun Ling	Independent Director	220	24	0	0	0	0	244	0	0	0	0	0	0	0

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Applied – the company discloses the remuneration of members senior management who are not members of the board	
Explanation on application of the practice	:	Detailed information on named basis of the top five senior management’s remuneration component is set out below:	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Justin Chin Jing Ho	Alternate Director/ Managing Director, Gamuda Engineering	900,001-950,000	0-50,000	1,700,001-1,750,000	0-50,000	50,001-100,000	2,700,001-2,750,000
2	Foong Vooi Lin	Deputy Chairman, Gamuda Taiwan	750,001-800,000	0-50,000	750,001-800,000	0-50,000	50,001-100,000	1,650,001-1,700,000
3	Lim Hui Yan	Deputy Managing Director, Gamuda Engineering	550,001-600,000	0-50,000	650,001-700,000	0-50,000	50,001-100,000	1,300,001-1,350,000
4	Soo Kok Wong	Group Chief Financial Officer	750,001-800,000	0-50,000	150,001-200,000	0-50,000	50,001-100,000	1,050,001-1,100,000
5	Chu Wai Lune	Chief Executive Officer, Gamuda Land	650,001-700,000	0-50,000	100,001-150,000	0-50,000	50,001-100,000	850,001-900,000

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied
Explanation on application of the practice	:	The composition of the Audit Committee remains in line with Practice 9.1 of the MCGG, which mandates that the Chairman of the Audit Committee be distinct from the Chairman of the Board. This adherence highlights our commitment to strong corporate governance and effective leadership. Following the composition overhaul in FY2023, the Audit Committee continues to be composed entirely of Independent NEDs, namely: - Chairperson: Puan Nazli Mohd Khir Johari Members: ❶ Ms. Chan Wai Yen, Millie ❷ Ms Chia Aun Ling This composition ensures the Audit Committee maintains its independence and objectivity in overseeing the financial reporting and risk management processes of the company. The full profiles of the Audit Committee members are set out in pages 88, 89 and 90 of the Integrated Report 2025. The duties and responsibilities of the Chairperson of the Audit Committee are outlined in the Terms of Reference of the Audit Committee, which are available on Gamuda's corporate website at www.gamuda.com. For quick access, you may also scan the QR code below: 
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	As a measure to safeguard the independence and objectivity of the audit process, the Board through the Audit Committee has adopted an External Auditor Policy on 28 September 2017 which delegates the responsibility to assess the suitability, objectivity and independence of the external auditor to the Audit Committee. The said policy was revised twice by the Audit Committee on 23 September 2020 and 16 June 2022. The revisions made on 16 June 2022 was to streamline the said policy with the MCCG whereby a former partner of the external audit firm of the Company is required to observe a cooling-off period before he can be appointed as a member of the Audit Committee. Accordingly, the cooling-off period shall be consistent with the best practices and guidance recommended under the MCCG and the requirements of the MIA By-laws, whichever is longer. The External Auditor Policy is available on Gamuda's corporate website at www.gamuda.com or for quick access, please scan the QR code below: 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	The Audit Committee is responsible for assessing the capabilities and independence of the external auditor and to make subsequent recommendations to the Board on the appointment, re-appointment or termination of the external auditor. The effectiveness, performance and independence of the external auditor i.e. Ernst & Young PLT ("EY") is reviewed annually by the Audit Committee. The Key Audit Partner is required to rotate after a maximum number of years specified in the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("MIA By-Laws"). If it becomes necessary to replace the external auditor for performance or independence reasons, the responsibility for the selection, appointment and removal of the external auditor has been delegated to the Audit Committee by the Board pursuant to the aforesaid External Auditor Policy. EY has provided the required confirmation of their independence to the AC that they are and have been independent throughout the conduct of the audit engagement during FY2025 in accordance with: • the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants); and • the International Code of Ethics for Professional Accountants (including International Independence Standards). The AC has, on 17 September 2025, reviewed the suitability and independence of EY and is satisfied that EY has met the relevant criteria prescribed under Paragraph 15.21 of the Listing Requirements of Bursa Securities. Thus, the AC has recommended that the Board endorses EY's re-appointment for the ensuing financial year and recommends that the shareholder During the financial year, EY has attended two (2) out of the four (4) Audit Committee Meetings of the Company held to discuss their audit plan, audit findings and the financial statements.

	EY will highlight to the Board through the Audit Committee matters that require the Audit Committee's or the Board's attention together with the recommended corrective actions thereof. The Management of the Company is held responsible for ensuring that all these corrective actions are undertaken within an appropriate time frame. The Audit Committee also meets EY without the presence of the Executive Directors and Management as this allows for free and honest exchange of views and opinions on matters related to external auditors' audit and their findings. For this purpose, the Audit Committee and the external auditors met once (September 2024) during the financial year under review. The Audit Committee has considered the provision of the non-audit services by EY during the financial year under review and concluded that the provision of these services did not compromise their independence and objectivity. The AC has considered the provision of non-audit services by EY during the financial year under review and concluded that such services did not compromise EY's independence and objectivity. The total audit fees paid or payable to EY for FY2025 amounted to RM6,526,000 (2024: RM5,515,000/-). The non-audit fees incurred for services rendered to the Group by EY and its affiliates for FY2025 amounted to RM486,000 (2024: RM476,000). The non-audit fees mainly relates to taxation and advisory services.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	As mentioned in Practice 9.1, the Audit Committee of Gamuda comprises exclusively Independent Directors, namely: - Chairperson: Puan Nazli Mohd Khir Johari Members: ① Ms. Chan Wai Yen ② Ms. Chia Aun Ling

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	In line with Practices 9.1 and 9.4, the Audit Committee of Gamuda is comprised exclusively of Independent NEDs. The Audit Committee members bring a diverse array of essential skills and expertise, ensuring their effective fulfilment of responsibilities. Importantly, two out of the three members not only demonstrate financial literacy but also satisfy the criteria set forth in paragraph 15.09(1)(c) of the Listing Requirements by Bursa Securities. For an in-depth look at the Audit Committee members' backgrounds, please refer to the Profile of Board of Directors section in the Integrated Report 2025 available on pages 88,89 and 90. This reflects our commitment to transparency and robust corporate governance. Throughout the reporting year, the Audit Committee members have participated in numerous training courses. Details of these trainings are provided on pages 111 and 112 of the Integrated Report 2025. For convenience, you may access this information by scanning the QR code below:  EY has attended two out of the five Audit Committee Meeting held in FY2025. During these Audit Committee Meetings, the members received updates by the external auditors, Ernst & Young PLT, covering key areas such as:- ▶ Financial Reporting developments; ▶ Adoption of Malaysian Financial Reporting Standards; and ▶ Other changes in regulatory environment.

Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	The Board is satisfied that risk management policies and procedures designed and implemented by the Management of the Company through the Risk Management Committee is prudent in ensuring that an effective internal control and risk management systems are in place to enable risk to be assessed and managed. The Risk Management Committee's focus is on the Group's key operational risks and policy issues that could have an impact on the Group's viability and sustainability. The work of this Committee forms an important part of the Group's control function. Significant risks faced by the businesses are identified and evaluated based on the likelihood and potential impact of each risk and where necessary, actions to mitigate the risks were also identified. In addition to the regular monthly and quarterly management reviews of projects and business operations, an Independent NED and Executive Directors, together with the divisional managing directors and relevant Group functional heads meet at least once a year at the Risk Management Committee under the chairmanship of the Group Managing Director. The Statement on Risk Management and Internal Control of the Group which provides an overview of the state of internal control within the Group, is set out from pages 120 and 121 of the Integrated Report 2025 which can be easily access by scanning the QR code below: 
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied	
Explanation on application of the practice	:	The Statement of Risk Management and Internal Control is set out from pages 120 and 121 of the Integrated Report 2025 which can be easily access by scanning the QR code below: 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Not Adopted
Explanation on adoption of the practice	:	Even though the Board has not fully adopted the step-up approach as outlined in Practice 10.3, it has established a Risk Management Committee ("RMC") to oversee the Company's risk management framework and policies. The RMC is chaired by the Group Managing Director, Y.Bhg. Dato' Lin Yun Ling, and its members include: 1 Y.Bhg. Dato' Ir. Paul Ha; 2 Y.Bhg. Dato' Haji Azmi Mat Nor; 3 Puan Nazli Mohd Khir Johari 4 Mr. Soo Kok Wong; 5 Mr. Justin Chin Jing Ho; and 1 Mr. Chu Wai Lune. The Board remains committed to assessing its overall responsibility for risk oversight, consistently gauging whether it should embrace the recommended step-up approach outlined in the MCCG. This entails a continuous evaluation of whether risk oversight is best conducted by the full Board itself or entrusted to standing committees, comprising a majority of Independent NEDs. The Board agreed not to adopt Practice 10.3 - Step Up for the following reasons: 1 Gamuda has an effective risk management and internal control framework. 2 The Audit Committee Chairperson, who also serves as a member of the Risk Management Committee, ensures that the other Independent NEDs on the Board are kept well informed of potential threats, opportunities, and necessary control measures. The presence of the INED (currently Puan Nazli) on the RMC further supports the Board's informed decision-making. 3 Minutes of the RMC are presented as a separate agenda item of the Board for discussion and deliberation. For a comprehensive overview of the Risk Management Committee's terms of reference, risk management framework, and processes for risk identification, evaluation, and ranking, please refer to the Risk Management Committee Report in the Integrated Report 2025, available on page 122.

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied	
Explanation on application of the practice	:	The Internal Audit function of the Company is performed by an in-house Internal Audit Department ("IAD"), which reports directly to the Audit Committee and maintain its impartiality, proficiency, and due professional care. The Internal Audit Charter defines the authority, duties and responsibilities of the Internal Audit Department ("IAD"). IAD is also guided by the internal policies and procedures as well as the Professional Practices Framework and the Internal Control Framework of the Committee of Sponsoring Organisation of the Treadway Commission ("COSO") in assessing and reporting on the adequacy and effectiveness of the internal control, governance and risk management processes. The role and functions of the IAD including the audit scope and audit coverage are detailed in the Statement of Internal Audit set out on page 124 of the Integrated Report 2025 which is easily access by scanning the QR code below: 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose—

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied	
Explanation on application of the practice	:	The IAD is led by Mr. Wong Siew Ping, a Chartered Accountant and a Certified Member of the Institute of Internal Auditors. There are nine Internal Auditors in the Group and the total cost incurred during the year was RM2 million. A majority of the staff have relevant qualifications and all staff are encouraged to continuously enhance their knowledge, skills and competencies through relevant professional courses, webinars, training courses and on-the-job training. All the audit personnel are free from any relationships or conflicts of interest which could impair objectivity and independence	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied	
Explanation on application of the practice	:	Gamuda recognizes the importance of its diverse stakeholder groups, each of which significantly influences or is impacted by our operations. Understanding and addressing their needs is a cornerstone of our corporate strategy. The Board of Gamuda acknowledges Investor Relations (“IR”) as a crucial aspect of our Corporate Governance responsibilities. To align with the high expectations of the investment community, we have established a dedicated IR unit, led by the Group Managing Director, Dato’ Lin Yun Ling and supported by the Head of Investor Relations, Mr. Clarence Boudville). This structure ensures direct access to top management for all matters related to IR. Management is committed to regular and meaningful engagement with our key stakeholders. Gamuda actively interacts with a broad range of internal and external parties to understand their needs and concerns. Our efforts to strengthen these relationships are guided by our Investor Relations, Code of Business Ethics, Public Relations, and Stakeholder Management Policies. For detailed information on our stakeholder engagements, please refer to pages 14 of the ESG Impact Report 2025. You can easily access this report by scanning the QR code below: 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Applied	
Explanation on application of the practice	:	Gamuda adopted the integrated reporting for its annual reporting since FY2023. The Gamuda Integrated Report 2025 continues to apply the selected key content elements and guiding principles of the Integrated Reporting Framework and aims to enhance its disclosures progressively. The goal is to achieve a comprehensive integrated report that reflects all the principles set out by the International Integrated Reporting Council (“IIRC”).	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	To enhance shareholder engagement and participation at Gamuda's Annual General Meetings ("AGMs"), the Board actively encourage shareholders to attend and raise any relevant issues. The Chairpersons of the Audit, Remuneration, and Nomination Committees, along with other Directors, will be present at the AGM to engage with shareholders directly. The AGM notice includes detailed resolutions to be discussed and is accompanied by explanatory notes and background information to provide clarity on the matters to be voted on. Given the importance of the AGM, it is essential that Company shareholders receive the notice in a timely manner, allowing adequate time to review and consider the resolutions. Gamuda has consistently provided more than 21 days' notice for our AGMs. For this year's 49th AGM, scheduled for 4 December 2025, the notice was issued on 5 November 2025. This practice exceeds the requirements of Section 316(2) of the Companies Act 2016 and paragraph 7.15 of the Listing Requirements set by Bursa Securities, which stipulate a minimum notice period of 21 days for public companies and listed issuers, respectively The notification of the publication of the Integrated Report 2025 and the Notice of 49th AGM can be found on the Company's website, www.gamuda.com. For convenient access to the Company's website, please scan the QR code below:  The Notice of AGM is also advertised in at least one nationally circulated daily newspaper and published on Bursa Securities.
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges its responsibility as the steward of the Company to continuously engage with shareholders and provide meaningful responses to their questions, as shareholders regard general meetings as one of the primary avenues for direct communication with the Board. Gamuda's AGM is a time-honoured tradition and a key platform for direct communication between the Board, shareholders, and stakeholders. At the AGM, material information such as financial reports and audits, is discussed, providing shareholders with credible insights to make informed decisions. Each AGM of Gamuda is scheduled well in advance, typically before the start of the new calendar year, to accommodate Directors' schedules and encourage full attendance by the Board. To facilitate effective participation and engagement with shareholders, all Board members, were present at Gamuda's Forty-Eighth ("48th") AGM held on 5 December 2024. The 48th AGM was successfully conducted virtually via video conferencing. The Chairpersons of the Audit Committee, NC and Remuneration Committee were present at the virtual 48th AGM. Besides the full Board, the Group Chief Financial Officer and the Heads of the Business Units i.e., Gamuda Engineering and Gamuda Land as well as the external Auditors were in attendance to respond to shareholders' queries. Before the attendance of external Auditors became mandatory under the Companies Act 2016, the Company always ensured that the partner of the Company's external Auditors was present at every AGM to answer relevant questions raised by the Company shareholders on the audit process.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate—

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	As mentioned in the previous Practice, the 48th AGM was conducted on a fully virtual basis to enable effective participation and engagement with shareholders. A virtual AGM follows all the rules of a standard AGM. Shareholders are given a chance to have their say during the meeting by voting on key company operations (e.g. board appointments, compensations) and discussions besides asking questions. Commencing from the Fortieth AGM of the Company in 2016, poll voting using an electronic voting system was introduced. A virtual AGM is a great and effective way to conduct poll voting because it is more efficient and eliminates potential bias from shareholders and/or proxies. It is more reliable than “show of hands”. The results provide a more accurate and quantifiable reflection of how the Company is perceived by its shareholder base. Gamuda appointed Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) as the Poll Administrator to conduct the polling process, and Coopers Professional Scrutineers Sdn Bhd (“CPS”) as Scrutineers to verify the poll results. A shareholder of the Company can vote in person or appoint a proxy or proxies to attend and vote on his/her behalf. In the past three AGMs, the polling results were announced within 15 minutes after the voting was conducted. The Scrutineers, CPS, verified and announced the poll results for each resolution, including votes in favour and against. Following this, the Chairman of the Meeting declared that all the resolutions were carried. The poll results were also announced by Gamuda via Bursa Link on the same day as the AGM for the benefits of all shareholders. Additionally, the minutes of the 48th AGM were made available on Gamuda’s website within the stipulated timeline under the MCGG.

	In accordance with paragraph 8.27A of the Listing Requirements of Bursa Securities, the upcoming 49th AGM of the Company will be held physically at the venue specified in the Notice of AGM, providing shareholders and/or their proxies the opportunity for stronger engagement through direct interaction with the Board and Management. A physical AGM also fosters greater transparency and trust, offers valuable networking opportunities among shareholders, Directors and Management, eliminates technical barriers faced in virtual meetings - particularly for less tech-savvy shareholders and reinforces the formality and significance of the AGM as a key governance event.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.

Application	:	Applied
Explanation on application of the practice	:	Besides presenting the Group's operation review and business outlook of the core businesses to the shareholders, the Company's responses to the questions raised by the Minority Shareholders Watch Group and the pre-submitted questions by the Company shareholders and/or proxies were also presented. The Chairman of the Board also ensure that as many live questions were addressed at the virtual 48th Annual General Meeting ("AGM"). Live questions that were not answered by the Company at the virtual 48th AGM due to time constraints, were posted on the corporate website of the Company as soon as practicable after the AGM. During the virtual Q&A session, there was active Directors' and senior Management's participation at the AGM since questions raised were answered collectively by the Board according to their areas of responsibilities, as follows: - ➤ Operational matters were answered by the Group Managing Director and the respective Heads of Business Units; ➤ Financial matters were answered by the Group Chief Financial Officer; and ➤ Corporate governance matters were handled by the Board Chairman.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	The 48th AGM of the Company was conducted on a fully virtual basis on 5 December 2024 through the online meeting platform via TIIH Online website at https://tiih.online (Domain registration number with MYNIC : D1A282781). The shareholders and proxies participated and voted remotely at the 48th AGM. Prior to the 48th AGM, an Administrative Details was issued together with the Notice of 48th AGM to the shareholders to provide guidance on the process for registration and participation in the 48th AGM, appointment of proxies, submission of questions to the Board of Directors prior to and during the AGM and poll voting. Pre-submitted questions by shareholders and proxies submitted via the online platform including questions posed by Minority Shareholders Watch Group (“MSWG”) were presented at the 48th AGM. All pertinent questions and answers have been made available on the Company’s website together with the Minutes of the 48th AGM. The polling process was conducted via TIIH Online where shareholders were allowed to submit their votes within a stipulated time. A video guide on the online remote voting process was shown before the voting commenced. Upon completion of the voting, the poll results were verified and announced by the scrutineers.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the 48th AGM, including the list of attending Directors, pertinent questions raised by shareholders along with their respective responses, and the voting results, were made available to shareholders and the public on the Company's website on 6 January 2025. For quick access to the Company's website, please scan the QR code below: 
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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