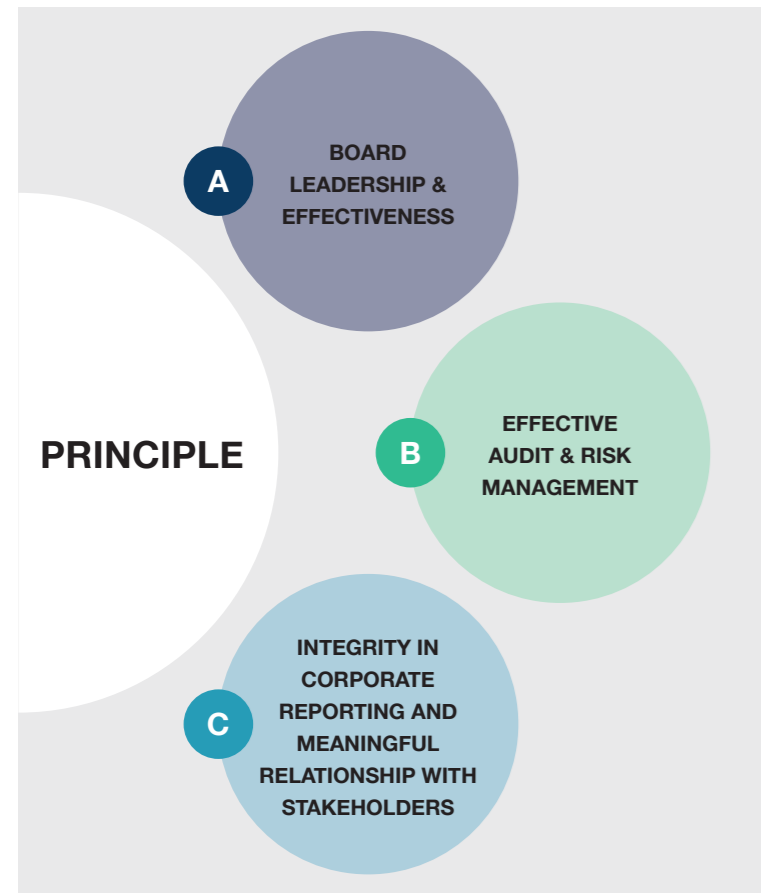


# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“Board”) of Gamuda Berhad (“Gamuda” or “Company”) presents this statement to provide shareholders and investors with an overview of the corporate governance practices of the Company under the oversight of the Board during the financial year ended 31 July 2024 (“FY2024”) and up to the date of this statement. This overview takes guidance from the key corporate governance principles as set out in the Malaysian Code on Corporate Governance (“MCCG”).

The Corporate Governance Overview Statement is made pursuant to Paragraph 15.25(1) of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and guidance is drawn from Practice Note 9 of the Listing Requirements and the Corporate Governance Guide (4<sup>th</sup> Edition) issued by Bursa Securities. This overview statement which sets out a summary of the Group’s corporate governance practices during FY2024 is based on the following three (3) key principles of the MCCG:



This statement is to be read together with the Corporate Governance Report 2024 of the Company prepared based on a prescribed format as set out in Paragraph 15.25(2) of the Listing Requirements (“CG Report”) which is available on the Company’s website at [www.gamuda.com.my](http://www.gamuda.com.my) and Bursa Malaysia’s website.

### COMMITMENT FROM THE BOARD

The Board recognises the importance of maintaining adequate corporate governance practices within Gamuda and its subsidiary companies (collectively “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 views corporate governance as an integral part of the Group’s business strategy.

The Board believes that sound and effective corporate 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 shareholders’ value.

The Board will continuously evaluate the status of the Group’s corporate governance practices and procedures with a view to adopting and implementing the best practices insofar as they are relevant to the Group, while considering the nature of the Group’s businesses and the size of its business operations.

### SUMMARY OF CORPORATE GOVERNANCE PRACTICES

To demonstrate Gamuda commitment to good corporate governance, the Group has benchmarked its practices to both MCCG and industry best practices.

**In FY2024, Gamuda has applied all MCCG-recommended practices.**

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## PRINCIPLE A :

### BOARD LEADERSHIP AND EFFECTIVENESS

#### I. Board Responsibilities

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, which is implemented and operated by the executive management. The Board 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 policy and external financial reporting.

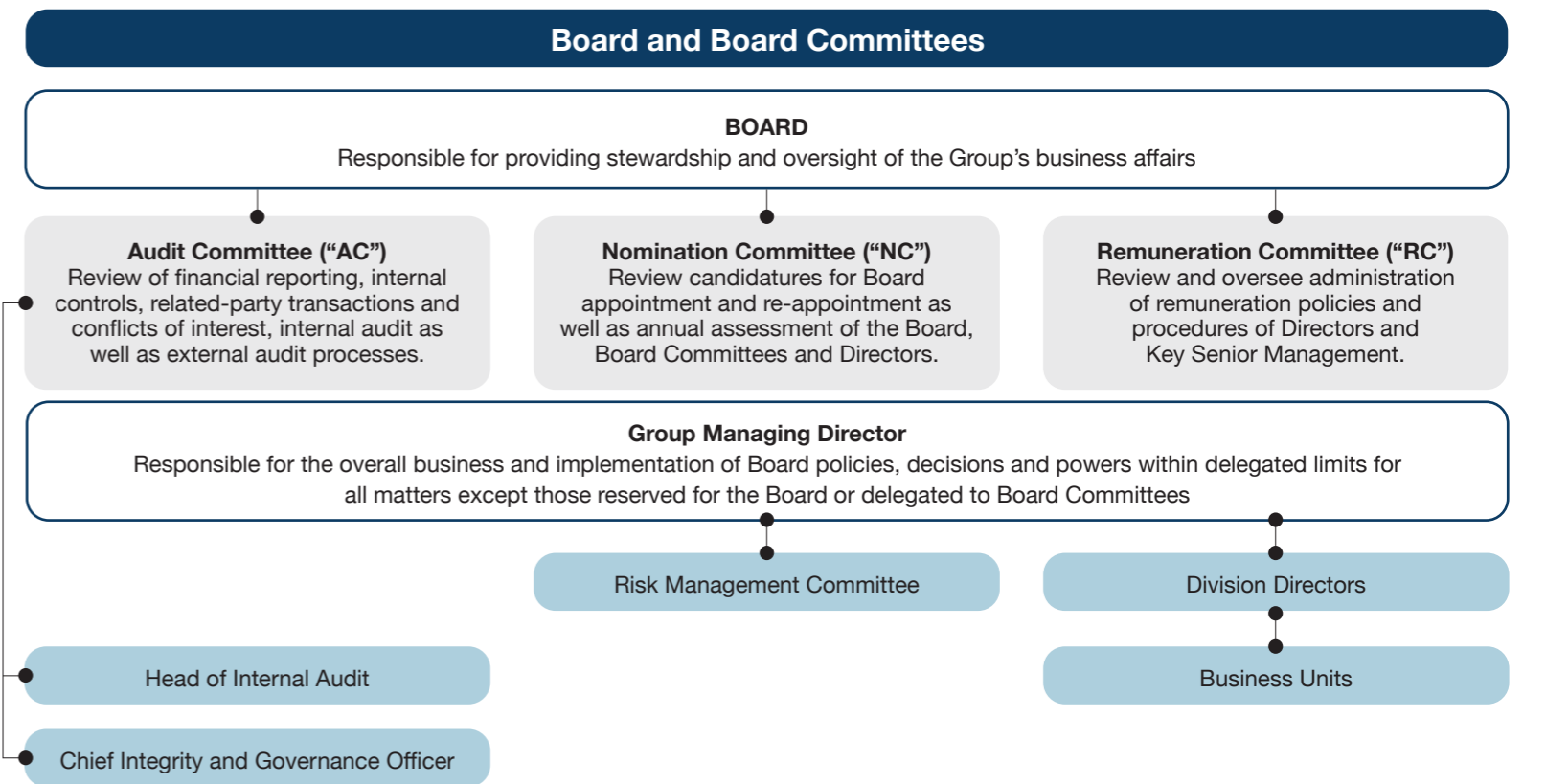
The Board delegates responsibility for the day-to-day operation of the businesses to the Group Managing Director who is assisted by the Deputy Group Managing Director and Key Senior Management and recognises his responsibility for ensuring that the Company operates within a framework of prudent and effective controls.

In discharging his duties in leading the Group with due care, skill and diligence, the Group Managing Director is driven and guided by Our Integrated Value Creation Model as illustrated in pages 56 to 57 of this Integrated Report. This 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 (creation of financial and non-financial values).

Guided by the criteria, Gamuda implements a close-loop, five-step materiality process, the details of which are set in pages 52 to 53 of this Integrated Report.



As depicted in the illustration above, 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.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A :

#### BOARD LEADERSHIP AND EFFECTIVENESS

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 majority of independent directors.

The Board agreed not to adopt Practice 10.3 - Step Up for the following reasons:

- i. Gamuda has an effective risk management and internal control framework.
- ii. The Audit Committee Chairperson is a member of the Risk Management Committee.
- iii. The Board is informed of threats, opportunities, and necessary control measures to make informed decisions.
- iv. Minutes of the Risk Management Committee are presented as a separate agenda item to the Board for discussion and deliberation.

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 articulates its roles and responsibilities in its Directors' Handbook, outlining the areas reserved for the Board's decision-making. Originally adopted in 2002, the Directors' Handbook has now been replaced by a contemporary Board Charter. This new Charter, recommended by the Nomination Committee and approved by the Board on 26 September 2024, aligns our governance practices with current standards and best practices. This Board Charter is accessible on Gamuda's corporate website at [www.gamuda.com.my](http://www.gamuda.com.my).

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.

The Chairman of the Company is an Independent Non-Executive Director who through the Board, provides overall oversight of the Management and reflects the Company's commitment to uphold corporate governance. The Chairman leads the Board by setting the tone at the top, and managing the Board effectiveness by focusing on strategy, governance and compliance. Where necessary, the Chairman will conduct separate sessions with the Non-Executive Directors ("NEDs") to allow for discussion on any pertinent issues raised by the NEDs and/or issues from the Management.

For the financial year under review, rather than holding a separate session, the Chairman and NEDs conducted site visits to project sites. In January 2024, the Board visited projects in Vietnam and,

local sites including the twentyfive7 site and Quayside Mall in August 2024. These visits provided an in-depth perspective on the Group's project progress, ESG initiatives, and governance framework, enhancing the Board's understanding and oversight.

The Board is supported by suitably qualified and competent Company Secretaries who are members of the relevant professional bodies. They are accountable directly to the Board on all Board and governance matters. The Company Secretaries also have an internal reporting line to the Group Managing Director on corporate secretarial and legal matters in respect of the business. 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 capacity 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. The Board is regularly updated and kept informed by the Company Secretaries and the Management of the regulatory and governance requirements such as restrictions 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.

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.my](http://www.gamuda.com.my).

The Board recognises the importance of prompt and timely dissemination of accurate and sufficient information concerning the Company and its Group to shareholders, investors and other stakeholders to enable them to make an informed decision. A Corporate Disclosure Policy for the Group was adopted on 28 September 2016 to set out the policies and procedures on disclosure of material information of the Group following emphasis by Bursa Securities as outlined in Bursa Securities' Corporate Disclosure Guide.

Accordingly, the Group Managing Director together with the Group Chief Financial Officer evaluates the release of all major communications to investors or Bursa Securities. The Corporate Disclosure Policy is also available for reference on Gamuda's corporate website at [www.gamuda.com.my](http://www.gamuda.com.my).

The Board views procurement as a critical area that needs to undergo transformation into a more strategic discipline and value-adding function for Gamuda's business. To survive the current industry volatility and respond to the pressure to deliver projects in a more transparent and cost-effective manner, steps have been taken to re-invent procurement and ensure that the Group remains resilient. Procurement and supply chains are of the highest importance from the very beginning of every project that Gamuda undertakes as a Group. 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 that leverages on the SAP Ariba platform, embracing supply chain and procurement best practices to improve value and sustainable savings. The Digital Procurement Platform is available for reference on Gamuda's corporate website at [www.gamuda.com.my](http://www.gamuda.com.my).

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 2025 (as illustrated on page 118 of this Integrated 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, as illustrated below:

#### GAMUDA SUSTAINABILITY GOVERNANCE STRUCTURE



A full ESG Impact Report is set out in pages 112 to 237 of this Integrated Report.

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 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, 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 innovation 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 Digital Operating System ("GDOS") which is an integrated standard set of tools for projects that includes Autodesk Construction Cloud, Oracle P6 and SAP S4/Hana 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 Justin Chin presenting the keynote for Autodesk University in 2023, the biggest global construction technology conference. John Lim has received the Autodesk Construction Champion 2023 award and has been recognised in the Autodesk 40 under 40 for 2023.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A :

#### BOARD LEADERSHIP AND EFFECTIVENESS

In 2023, the GIT Team started modernising Gamuda’s core infrastructure with a move to Cloud. For example, Gamuda has successfully migrated our SAP S4/Hana to Google Cloud, a first for the region. Leveraging on our long-standing partnership with Google Cloud, Gamuda has also launched the Gamuda AI Academy, a community initiative by Yayasan Gamuda to train the next generation of AI experts on Google Cloud for Malaysia.

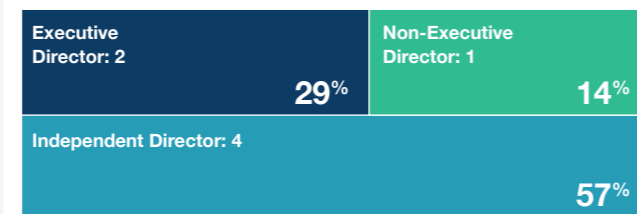
Recognising the critical importance of Information Technology (“IT”) governance, information security, and cybersecurity, the Group achieved ISO/IEC 27001:2022 certification on 17 November 2023. This certification confirms that our Information Security Management System (“ISMS”) meets international best practices and incorporates the latest advancements in mitigating cybersecurity threats.

Recognising that social media usage may affect Gamuda’s business, interests and reputation, as well as trigger violations of certain laws, rules and regulations, the Group has adopted a Social and Digital Media Policy on 1 April 2018, which was revised on 13 September 2023. With the Social and Digital Media Policy in place, all employees are expected to act responsibly and ensure that their productivity is not affected.

The Social and Digital Media Policy is available for reference on Gamuda’s corporate website at [www.gamuda.com.my](http://www.gamuda.com.my).

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.

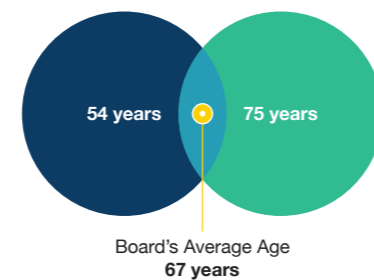
#### Balance of Independent & Non-Independent Directors (as at 31 July 2024)



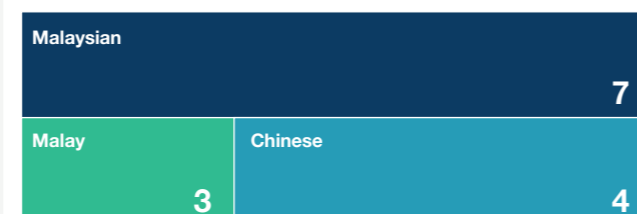
#### Length of Tenure of Independent Directors (as at 31 July 2024)



#### Age Diversity (as at 31 July 2024)



#### Nationality/Ethnicity (as at 31 July 2024)



### II. Board Composition

Following the Board composition revamp completed in the last financial year, the Board maintains its structure of five NEDs, four of whom are Independent Directors, alongside one Group Managing Director and one Deputy Group Managing Director. This ongoing composition upholds the Listing Requirements, ensuring that independent non-executive directors 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 remains on the Audit Committee.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

In compliance with the Listing Requirements, the Board, on the recommendation of the Nomination Committee, adopted a Directors’ Fit and Proper Policy on 29 June 2022. This policy is accessible on Gamuda’s corporate website at [www.gamuda.com.my](http://www.gamuda.com.my). The primary objective of the said policy is:

- to define the approach for appointing and re-electing Directors within the Group; and
- to provide guidance to the Nomination Committee and the Board in evaluating and assessing candidates for Board appointments and those seeking re-election at Gamuda’s annual general meetings.

The Directors’ biographical details are outlined on pages 70 to 77 of this Integrated Report. A complete list of Directors, including their roles, functions, and biographies, is also available at Gamuda’s corporate website at [www.gamuda.com.my](http://www.gamuda.com.my).

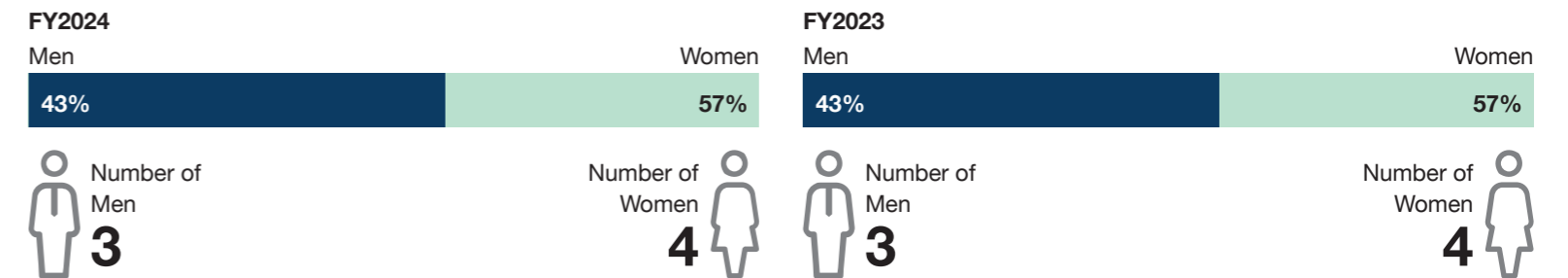
The Board is satisfied that the current composition with majority Independent Directors fairly represents the investment of the majority and minority shareholders in the Company. The current members of the Board bring with them a broad range of business, financial, technical and public service background.

The Board is a firm believer in promoting diversity in its membership, including gender, ethnicity and age, and strives to maintain the right balance for the effective functioning of the Board.

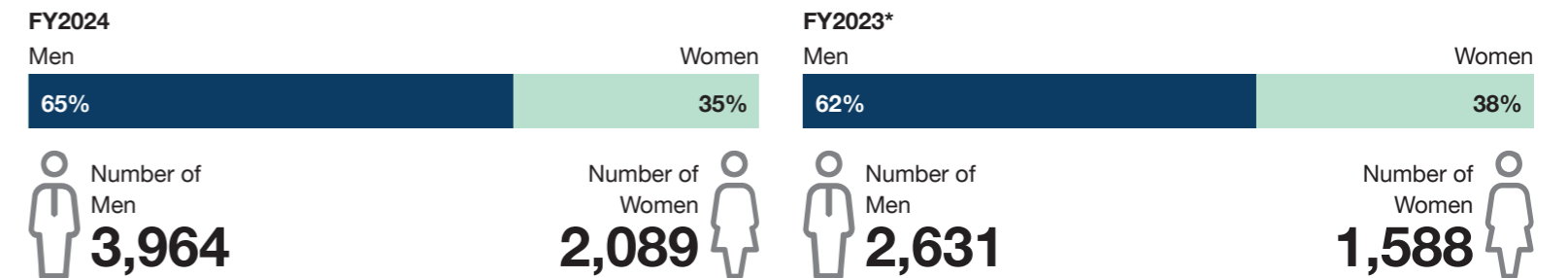
Embracing diversity, the Board established a Diversity and Inclusion Policy on 28 September 2016 and has consistently maintained a minimum of 30 percent representation of women directors, valuing their fresh perspectives and contributions. Currently, women make up 57 percent of the Board, exceeding the 30 percent requirement under the MCCG. This reflects the Board’s unwavering commitment to diversity and its crucial role in the Group’s success.

Across the Group, the proportions of male and female representation on the Board, in the workforce and across the business (now reported at a global level) as of 31 July 2024 are as illustrated below:

#### Proportion of Women on the Board



#### Proportion of Women in Workforce



Note:

\* The numbers presented refer to permanent and contract employees from all our local and overseas companies, excluding joint ventures and associates, with the exception of Australia.

For detailed information on the ethnic, age and gender diversity within Gamuda’s workforce, please refer to the ESG Impact Report on page 155 of this Integrated Report.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A :

#### BOARD LEADERSHIP AND EFFECTIVENESS

The Company Directors are professionals in the fields of construction & engineering, finance, accounting, legal 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 Director's industry and/or background experience, age and ethnic composition, is as follows:-

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-Maghfur-lah	Nazli Mohd Khir Johari	Chan Wai Yen, Millie	Chia Aun Ling
<b>Industry/Background Experience</b>							
Construction & Engineering		✓	✓		✓		
Public Services	✓						
Finance					✓		✓
Accounting/ Auditing	✓						
Legal				✓		✓	
<b>Age Composition</b>							
50 to 59 years							✓
60 to 69 years		✓		✓		✓	
70 to 79 years	✓		✓		✓		
<b>Ethnic Composition</b>							
Bumiputera	✓			✓	✓		
Non-bumiputera		✓	✓			✓	✓
<b>Gender</b>							
Male	✓	✓	✓				
Female				✓	✓	✓	✓

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### DIRECTORS' TRAINING

For the financial year ended 31 July 2024, all Directors have attended the following training programmes:-

Director	Topic
Tan Sri Dato' Setia Haji Ambrin bin Buang	<ul style="list-style-type: none"> <li>Advocacy Session on the Continuing Disclosure Requirements and Corporate Policy of the Listing Requirements</li> <li>Board's Role in Value Creation</li> </ul>
Dato' Lin Yun Ling	<ul style="list-style-type: none"> <li>Board's Role in Value Creation</li> </ul>
Dato' Ir Ha Tiing Tai	<ul style="list-style-type: none"> <li>Board's Role in Value Creation</li> </ul>
Raja Dato' Seri Eleena binti Almarhum Sultan Azlan Muhibbuddin Shah Al-Maghfur-lah	<ul style="list-style-type: none"> <li>Board's Role in Value Creation</li> </ul>
Nazli binti Mohd Khir Johari	<ul style="list-style-type: none"> <li>Advocacy Session on the Continuing Disclosure Requirements and Corporate Policy of the Listing Requirements</li> <li>Malaysia's Cybersecurity Bill 2024: What To Know and How To Comply</li> <li>Board's Role in Value Creation</li> </ul>
Chan Wai Yen, Millie	<ul style="list-style-type: none"> <li>Advocacy Session on the Continuing Disclosure Requirements and Corporate Policy of the Listing Requirements</li> <li>Management of Cyber Risk</li> <li>Mandatory Accreditation Programme Part II: Leading for Impact (LIP)</li> <li>Board's Role in Value Creation</li> <li>Exposition of Legal Duties under the Companies Act 2016 and Allied Regulatory Framework</li> <li>Beyond Box-Ticking: Essentials for Effective Remuneration Committee</li> </ul>
Chia Aun Ling	<ul style="list-style-type: none"> <li>Remaking Corporate Governance for an ESG World</li> <li>Management of Cyber Risk</li> <li>Board Oversight of Climate Risks and Opportunities</li> <li>Board's Role in Value Creation</li> <li>Industry Mentor in the CFA Institute Research Challenge 2023/24 Session</li> </ul>
Justin Chin Jing Ho (Alternate to Dato' Ir Ha Tiing Tai)	<ul style="list-style-type: none"> <li>Board's Role in Value Creation</li> <li>Google Cloud Day - Keynote Address: Digitalisation &amp; Scaling Globally in Construction</li> </ul>

To ensure the continued effectiveness of the Board, the Company undertakes a formal evaluation each year in order to assess the effectiveness of the Board and the Board Committees.

During the financial year, an annual evaluation of the effectiveness of the Board as a whole and the Board Committees was conducted internally via a survey method. The evaluation process is led by the Chairperson of the Nomination Committee and supported by the Company Secretaries. The evaluation results were considered by the Nomination Committee, which then made recommendations to the Board, aimed at helping the Board discharge its duties and responsibilities.

The evaluation was based on specific criteria, covering several aspects of Board governance, structure, processes and composition including:

- Board's structure, operations, roles and responsibilities and others;
- Board Committees – composition, expertise, support and communications.

Following the internal evaluation, the Nomination Committee concluded that the Board as a whole and its Board Committees have been effective in their overall discharge of functions and duties.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A :

#### BOARD LEADERSHIP AND EFFECTIVENESS

The Board regularly reviews the independence of each Independent Director by undertaking annual assessment of the independence of its Independent Directors. The criteria for assessing the independence of an Independent Director were developed by the Nomination Committee with the support of the Company Secretaries which include the relationship between the Independent Director and the Company and his/her involvement in any significant transaction with the Company. In addition, all Directors are required to disclose to the Board any conflicts of interest or duty and material personal interest in any matter that relates to the affairs of the Company.

On 27 September 2023, the Board approved revisions to the Nomination Committee's Terms of Reference, based on the Committee's recommendation. This review aimed to align with the MCCG and bolster the Group's commitment to robust governance practices.

### III. Remuneration

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 is responsible to review the said policy from time to time to ensure the same remain competitive, appropriate, and in alignment with the prevalent market practices. The said policy was approved by the Board for adoption on 27 June 2018 and is available for reference on Gamuda's corporate website at [www.gamuda.com.my](http://www.gamuda.com.my).

On 26 September 2024, the Board approved revisions to the Remuneration Committee's Terms of Reference, following the Remuneration Committee's recommendation. These revisions are designed to align with the MCCG and ensure compliance with regulatory requirements as well as promoting transparency and accountability within the Group.

The Remuneration Committee's main responsibility is to review and recommend to the Board the framework for the remuneration of Executive Directors and Key Senior Management particularly the remuneration packages for the Executive Directors of the Company in all its forms, as well as the fees payable to the NEDs, drawing from outside advice where necessary. The Remuneration Committee aims to ensure that Directors' remuneration is competitive, motivates good performance and loyalty, and supports growth in shareholder value.

During FY2024, the Remuneration Committee undertook the following reviews of the remuneration packages prepared by the Human Resource Department:-

- The Group Managing Director's and Deputy Group Managing Director's remunerations;
- The NEDs' (include Independent Directors) remuneration; and
- Key Senior Management's remunerations.

The objective of the above reviews was to align the Executive Directors' remuneration packages and NEDs' fees with the remuneration of Executive Directors and NEDs from peer companies in the same industries.

The review confirmed that the remuneration for the Group Managing Director and the Deputy Group Managing Director is in line with benchmarks for similar publicly listed companies. In light of the Group's strong financial performance in FY2022 and FY2023, and following the Remuneration Committee's recommendation, the Board approved the following adjustments on 12 January 2024, effective from 1 January 2024:

- Reinstatement of the Group Managing Director's and Deputy Group Managing Director's salaries to their pre-2020 levels, without any additional increase;
- Bonus was granted and paid to both the Group Managing Director and Deputy Group Managing Director; and
- Annual salary increments and bonuses were also approved for Key Senior Management.

The Board (save for the NEDs) has decided to maintain the remuneration package, encompassing Directors' fees and allowances, for the NEDs (including the Independent Directors) for FY2024 at the same level and structure as in FY2023.

Detailed information on the Directors' remuneration for FY2024 on a named basis is disclosed under Note 6 of the Financial Statements section in this Integrated Report and Practice 8.1 of the CG Report while the detailed information of the Company's top five Key Senior Management on a named basis are disclosed under Practice 8.2 of the CG Report.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE B :

#### EFFECTIVE AUDIT AND RISK MANAGEMENT

##### I. Audit Committee

The Audit Committee takes on the role of assisting the Board in the discharge of its fiduciary duties, the responsibility of overseeing the financial reporting process and ensuring that the results of the Company's operations are fairly presented in its financial statements.

In discharging its oversight roles on governance and internal controls, the Audit Committee is assisted by the Head of Internal Audit and the Chief Integrity Officer who leads the Group's in-house internal audit (assurance) and integrity and governance functions, respectively.

The composition of the Audit Committee is in line with Practice 9.1 of the MCCG which requires that the Audit Committee Chairman and the Board Chairman to be held by different Independent Director of the Company.

A full Audit Committee Report is set out on page 107 of this Integrated Report.

The effectiveness, performance and independence of the external auditors i.e. Ernst & Young PLT ("**EY**") is reviewed annually by the Audit Committee. If it becomes necessary to replace the external auditors for performance or independence reasons, the responsibility for the selection, appointment and removal of the external auditors has been delegated to the Audit Committee by the Board pursuant to the External Auditor Policy which was approved by the Board on 28 September 2017. The said policy was revised twice by the Audit Committee on 23 September 2020 and 16 June 2022. The revision made on 16 June 2022 was to streamline the said policy with the MCCG. The External Auditor Policy is available for reference on Gamuda's corporate website at [www.gamuda.com.my](http://www.gamuda.com.my).

EY has provided the required confirmation of their independence to the Audit Committee that they are and have been independent throughout the conduct of the audit engagement during FY2024 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 Audit Committee has on 23 September 2024, 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. Thus, the Audit Committee has recommended that the Board endorses EY's re-appointment for the ensuing financial year and recommends that the shareholders of the Company approve EY's re-appointment at the 48<sup>th</sup> AGM.

EY has attended two out of the four Audit Committee Meetings of the Company to discuss their audit plan, audit findings and the financial statements as well as the provision of additional pre-concurred services pursuant to EY's general policy. Through the Audit Committee, EY would highlight to the Board matters which require the Audit Committee's or the Board's attention together with the recommended corrective actions. The Management of the Company is responsible for ensuring that all 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 EY met twice (September 2023 and June 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 total amount of audit fees paid/payable to the external auditors for FY2024 is RM5,690,000/- (2023: RM3,587,000/-). The non-audit fees incurred for services rendered to the Group by the external auditors and its affiliates for FY2024 was RM476,000/- (2023: RM11,015,000/-). The non-audit fees are mainly in relation to taxation services and advisory fees.

Significant related party transactions of the Group for the financial year are disclosed in Note 41 of the Financial Statements section in this Integrated Report. Except for those disclosed in the Financial Statements, there were no material contracts of the Group involving Directors' and major shareholders' interest during the period.

The Audit Committee has reviewed the related party transactions that arose within the Group to ensure that the transactions were fair and reasonable, not detrimental to the minority shareholders and were in the best interests of the Company.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE B :

#### EFFECTIVE AUDIT AND RISK MANAGEMENT

##### II. Risk Management and Internal Control Framework

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 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 business 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. The Risk Management Committee Report is set out on page 106 of this Integrated Report.

The Board also takes into consideration advice from the Audit Committee and the Risk Management Committee, reports received from the external auditors and any other related matters which have come to its attention.

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 on pages 104 to 105 of this Integrated Report.

##### III. Integrity and Governance Unit

In line with the Strategic Plan of Integrity and Governance Unit 2019 - 2021 designed by the Malaysian Anti-Corruption Commission ("MACC"), the establishment of an Integrity and Governance Unit ("IGU") was approved by the Board on 13 December 2019 to showcase its strong commitment towards upholding integrity.

The Statement by IGU enumerating its activities during the financial year under review are set out on page 111 of this Integrated Report.

To further strengthen the Group's integrity and governance framework, the following two policies have been adopted by the Group, namely:-

- The Anti-Bribery & Corruption Policy; and
- The Whistleblowing Policy and Procedures (supersedes the whistleblowing policy adopted by the Group in 2011).

The aforesaid policies are available for reference on Gamuda's corporate website at [www.gamuda.com.my](http://www.gamuda.com.my).

Following the adoption of the above two policies, the IGU has implemented Integrity Pledges for Directors and the Company 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:

- Conducting trainings, workshops, and engagements with Business Units, as well as utilising e-communication through Gamuda Workplace.
- Annual renewal of the Employee Integrity Pledge via the Gamuda Employee Management System (GEMS).
- Reinforcing ethical behaviour throughout the organisation.
- Providing guidelines for declaring and managing conflicts of interest.
- Performing Corruption Risk Assessment to identify potential vulnerabilities and improve mitigation strategies.
- Conducting a whistleblowing perception survey to assess and enhance reporting mechanisms.
- Engaging with MACC to ensure alignment with national anti-corruption standards and best practices.

These initiatives were aimed at identifying areas for improvement and enhancing the organisation's integrity and governance practices.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE C :

#### INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

##### I. Communication with Shareholders and Investors

The Company strives to maintain an open transparent channel of communication with its shareholders, institutional investors, analysts and the public at large with the objective of providing as clear and complete picture of the Group's performance and financial position as possible. Communication with shareholders and investors is of considerable importance to the Company.

As part of its corporate governance initiatives, the Company has set up a full-time Investor Relations ("IR") unit which primary role is to implement effective IR policies and programmes. A comprehensive IR report enumerating its policy, practices and programmes, during the financial year under review is as set out on pages 101 to 103 of this Integrated Report.

On 19 June 2024, Institutional Investor Research ("II Research") ranked Gamuda as one of the top three companies in the industrial and infrastructure sector across Asia, making Gamuda the only Malaysian company to achieve this distinction. Additionally, Gamuda was among the 45 companies to be distinguished as the "Most Honoured Company" in Asia (ex-Japan), securing second place for "Best CEO" (Dato' Lin Yun Ling) and "Best ESG", first place for "Best Investor Relations Professional" (Clarence Boudville), and third place for "Overall Best Investor Relations." The ranking by II Research was based on votes from 2,493 portfolio managers and buy-side analysts, and 492 sell-side analysts. These accolades solidifies its regional strategic growth across the Asia-Pacific market, underscored by the prestige of II Research, a global independent performance and qualitative market intelligence. It further highlights Gamuda's strong financial performance, exceptional management, and proactive approach to investor relations, which have contributed to its ongoing success in projects across Australia, Taiwan, Vietnam, Singapore, the United Kingdom, and Malaysia.

##### II Conduct of General Meetings

Gamuda's Annual General Meeting ("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 are discussed, providing shareholders with credible insights to make informed decisions.

To facilitate effective participation and engagement with shareholders, all Board members, with the exception of the Deputy Group Managing Director who was representing Gamuda at a groundbreaking ceremony in Tenom, Sabah attended by the Prime Minister of Malaysia and the Chief Minister of Sabah, were present at Gamuda's Forty-Seventh ("47<sup>th</sup>") AGM held on 7 December 2023. The 47<sup>th</sup> AGM was successfully conducted virtually via video conferencing.

The Chairman of the Board presided over the 47<sup>th</sup> AGM with a focus to orderliness and transparency, ensuring that shareholders and proxies had ample opportunity to ask questions. A detailed presentation addressed inquiries from the Minority Shareholder Watch Group and provided a thorough review of the Group's operations and business outlook. Additionally, the Group Chief Financial Officer, the Heads of Business Units (including Gamuda Engineering and Gamuda Land), and the Company's external auditors, EY, were present to respond to any questions from shareholders and proxies.

In line with good corporate governance practice, more than 21 days' notice has always been given for AGMs every year. For this year's 48<sup>th</sup> AGM scheduled for 5 December 2024, the Notice will be issued on 7 November 2024. The notification of the publication of this Integrated Report and the Notice of the 48<sup>th</sup> AGM is available on the Company's website and Bursa Malaysia's website, respectively.

Commencing from the Fortieth ("40<sup>th</sup>") AGM of the Company in 2016, poll voting using electronic voting system was conducted. Virtual AGM is a great way to conduct voting because it is more efficient and removes potential bias by shareholders and/or proxies. It is better than "show of hand." The results provide a more accurate and quantifiable reflection of how the Company is perceived by its shareholder base.

Continuing the Company's commitment to sustainable practices and to promote eco-friendliness, the forthcoming 48<sup>th</sup> AGM of the Company will continue to be conducted virtually i.e. through live streaming and using Remote Participation and Voting Facilities to give shareholders and/or proxies opportunity to follow and participate in the AGM effectively.

This Corporate Governance Overview Statement was approved by the Board of Gamuda on 26 September 2024.

#### INVESTOR RELATIONS

##### POLICY, PRACTICES AND PROGRAMMES

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 Investor Relations.

The Board's primary objective is to provide all necessary information to the financial community such that shareholders, investors and potential investors can make an informed judgement on the fair value of the company's shares consistently over time. By doing so, this will help to create demand for the company's shares and eventually optimise the company's cost of capital. To enhance the effectiveness of the IR unit, the Board has instituted a comprehensive IR policy and with the following objectives, guidelines and mandates:

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE C :

#### INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

##### 1) Equal Access to Information

As a publicly listed group, the Board is acutely aware of the need to always provide fair and equal access to information for all classes of investors. Investors play an important role in the successful growth and development of the Group. The Board, therefore, treats all classes of investors equally, notwithstanding the wide range of investors, many of whom have differing investment objectives and mandates. The IR unit caters to the demands of all types of investors, including retail and institutional investors, short and long-term investors, and domestic and foreign investors.

In line with IR best practices, all investors are provided with the relevant corporate information as and when requested. Price sensitive information is always disclosed to Bursa Malaysia before being disclosed to any individual investor. As far as is practicable, all requests for investor meetings are completely fulfilled. In addition, the IR unit actively reaches out to overseas investors on a regular basis to meet with those who are not able to travel to Malaysia.

Private and small group investor meetings and regional investor conferences have increasingly adopted a hybrid approach post-pandemic. While in-person meetings have made a strong comeback, virtual engagements remain essential for connecting with international investors. This strategy ensures that investors who prefer virtual engagement remain fully connected while also providing opportunities for face-to-face interactions where feasible. This hybrid strategy ensures we continue to meet the communication needs of our diverse global investor community.

##### 2) Building Trust and Credibility

A highly regarded and credible management team is one of the prerequisites for any investor. The Board recognises that trust and credibility can only be built up over time and requires a long-term commitment to protecting investors' interests. As such, the Board takes all necessary steps to ensure that critical investor issues are addressed promptly, effectively and accurately so that investors are always kept abreast of corporate developments and have a broad and clear understanding of strategic issues.

In recognition of our commitment to excellence, Institutional Investor Research (II Research) has ranked Gamuda among the top three best Asian companies in the Industrials (including Infrastructure) sector in the 2024 Asia Pacific (ex-Japan) Executive Team. Additionally, Gamuda was named one of the Most Honoured Companies for the Rest of Asia, a distinction achieved by only two Malaysian companies. These accolades were further complemented by top rankings in four specific categories: No. 2 for Chief Executive Officer, No. 2 for Environmental, Social and Governance, No. 1 for Investor Relations Professional, and No. 3 for Overall Investor Relations. Rounding out these honours, Gamuda was named 'Company of the Year 2024' in the Billion Ringgit Club by The Edge, a testament to the Group's leadership in the Malaysian industry.

##### 3) Fostering High-Quality Relationships

High-Quality relationships can only be nurtured by continuously engaging with the investment community, both through good times, as well as during difficult periods. In this respect, the IR unit conducts regularly scheduled dialogue sessions with investors to provide corporate updates, explain the Group's strategic direction, outline business prospects, and clarify financial issues. Should circumstances require, unscheduled dialogue sessions are occasionally arranged to explain and clarify any major corporate developments. Through these dialogue sessions, valuable feedback on various issues is also often obtained from the investment community.

##### 4) Maintaining Open and Honest Communication Channels

Given the cyclical nature of the Group's key business sectors, business prospects are not always necessarily positive. Given this reality, the Board believes in portraying an honest assessment of the Group's business prospects, even if prospects may not be particularly bright. In doing so, it is hoped that investors will obtain a realistic understanding of the business cycles and will be in a better position to make informed investment decisions.

#### PROGRAMMES AND ACTIVITIES

A dedicated Investor Relations (IR) unit has been set up by the Board to implement effective IR programmes and activities in line with its IR policies. This unit is ultimately headed by the Group Managing Director, whilst the day-to-day activities are handled by the unit's Senior Group General Manager. To further enhance our engagement and service levels with the investment community, the IR team has recently been expanded to include another experienced professional. Additional support is provided by various division heads when necessary.

Gamuda is a proud founding member of the Malaysian Investor Relations Association (MIRA) and played a significant role in promoting IR excellence. Following MIRA's transition to Bursa Malaysia in July 2023, Gamuda remains committed to supporting Bursa Malaysia's leadership in advancing investor relations standards within the industry.

##### Investor Relations Activities

FY2024 represented a complete return to normalcy in business operations and investor engagement. The IR unit continued to utilise the hybrid model, balancing virtual and in-person interactions that became effective during the pandemic.

Regular quarterly briefings were conducted virtually, aligning with participant preferences. However, the 3QFY2024 results briefing was held as a hybrid event to present the Group's new 4-year business plan, accommodating both in-person and remote attendees. Beyond these briefings, the IR unit resumed in-person engagements for various activities, including marketing roadshows, investor conferences, one-on-one and group meetings, and project site visits. These physical engagements facilitated more in-depth discussions and strengthened relationships within the investment community.

Throughout FY2024, there was an increase in participation in both overseas and domestic conferences, with more invitations to attend physical events. Engagement levels at these conferences were robust, reflecting sustained interest in the company's developments. Additionally, there was a notable rise in inquiries and meetings with foreign investors.

Type of Event	Investment Centre	No. of Meetings
Investor Conferences (Physical and Virtual)	Malaysia	5
	Hong Kong	2
	Singapore	3
Investor Briefings (Physical and Virtual)	Malaysia	4
Project Site Visits	Malaysia	15
	Vietnam	1
	Australia	1
Teleconference Calls	Various	19
Private Meetings	Various	56

##### Key Investor Relations Issues

FY2024 brought a heightened focus on the Group's regionalisation strategy. The year's performance was largely driven by overseas construction activities, with major progress on projects in Australia, Taiwan, and Singapore. The acquisition of DT Infrastructure, completed on 22 February 2023, fully contributed to this year's results. Additionally, our property division benefitted from higher contributions from newly launched Quick Turnaround Projects (QTP), further boosting overall performance. The strong stock price appreciation in FY2024 reflects the successful execution of these growth strategies. As a result, the Group's market capitalisation has exceeded RM20 billion, ranking us among the top 25 largest stocks on Bursa Malaysia.

The IR team engaged extensively with investors, providing regular updates on our strategic direction and the prospects of our construction division, both domestically and internationally. Notable milestones included the Kaohsiung MRT Yellow Line – Package YC01 in Taiwan, where we secured a leading role with an 88 percent share; the West Coast Station and Tunnels - MRT Cross Island Line (Phase 2) in Singapore, our first independent venture without joint partners; and the largest by route length High-Capacity Signalling Project in Australia, won by DT Infrastructure in partnership with Alstom Transport Australia Pty Limited.

In Malaysia, the data centre sector's growth caught the attention of investors, particularly as our technological advancements, such as the Next-Gen Digital Industrialised Building System (IBS), played a pivotal role in securing two significant data centre projects, including a hyperscale data centre. Investor interest in our innovation hubs and Next-Gen Digital IBS has been strong. This year, we hosted three visits to our innovation hub and four to our IBS facilities, where we provided insights into the technologies driving our construction processes and their potential for future projects.

On the property front, investor interest remained strong, particularly in our key township projects: Gamuda Gardens, Gamuda Cove and twentyfive7. In Vietnam, the successful launch of Eaton Park, where two towers were fully sold out within two days, generated significant attention, alongside new QTPs like The Meadow and Springville. In the United Kingdom, the redevelopment of 75 London Wall, which received full consent to proceed, and the initiation of our first purpose-built student accommodation (PBSA) project in partnership with Singapore-based Q Investment Partners, were key areas of discussion with investors.

To further showcase our projects and strengthen investor relations, particularly in Australia as a key market for construction and Vietnam as a key market for property, the IR team organised two overseas trips for investors and analysts in FY2024. The November 2023 trip to Sydney focused on our construction projects, while the May 2024 visit to Ho Chi Minh City (HCMC) highlighted our property developments, including the highly successful Eaton Park.

Our ambitious target to double the Group's top-line to RM30 billion by FY2028 has been well-received by investors. This plan includes doubling revenue in both the construction and property segments, with a focus on domestic projects for near-term growth and overseas projects for long-term sustainability. Scaling up our QTP property portfolio also remains a key area of interest for investors.

Our Environmental, Social and Governance (ESG) initiatives continue to be closely monitored by investors in line with global trends. Quarterly ESG updates, included in our financial statements, have enhanced transparency. The active involvement of our Group Chief ESG Officer in investor meetings has ensured that our ESG strategies and progress, particularly under the Gamuda Green Plan 2025, are communicated effectively, keeping investors fully informed of our targets and achievements.

##### Electronic Communication

Broader investor communication also takes place via our corporate website at [www.gamuda.com.my](http://www.gamuda.com.my) as well as through the Integrated Report, Annual General Meeting (AGM) and Extraordinary General Meeting (EGM).

There is a wealth of information online. All announcements made to Bursa Malaysia are updated on our corporate website as soon as practicable. In addition, slides and notes from the quarterly investor briefings are also uploaded to our website for the benefit of shareholders unable to attend these briefings.

##### Annual General Meeting

In line with the new practices, the Group's AGM will once again be held virtually this year. The Board seeks to encourage shareholder attendance at its virtual AGM. The Chairmen of the Audit, Remuneration and Nomination Committees, together with other Directors, will usually attend the AGM. Shareholders are encouraged to raise any pertinent issues at the meeting.