

IJM CORPORATION BERHAD (104131-A)

EGM Minutes (Extract) dd 29 August 2007

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Extract of the **MINUTES** of the Extraordinary General Meeting {EGM} of **IJM CORPORATION BERHAD (104131-A)** held on Wednesday, 29 August 2007, at 12.00 p.m.

1.0 INTERESTS OF DIRECTORS

The interests of the six Directors, Tan Sri Dato' Ir. (Dr) Wan Abdul Rahman bin Wan Yaacob, Dato' Tan Boon Seng @ Krishnan, Dato' Goh Chye Koon, Encik A. K. Feizal Ali, Dato' (Dr.) Megat Abdul Rahman bin Megat Ahmad and Datuk Lee Teck Yuen (as contained on page 10 of the Circular to Shareholders dated 31 July 2007), and that they would abstain from voting on the resolutions on recurrent related party transactions were noted.

2.0 ORDINARY RESOLUTION

Proposed Renewal of Share Buy-Back Authority

On the proposal of Mr Ng Soo Keow and seconded by Mr K. Mahadevan, it was resolved that the Directors be and are hereby authorized to purchase its ordinary shares of RM1 each on the market of the Bursa Malaysia Securities Berhad ("Bursa Securities") at any time upon such terms and conditions as the Directors in their absolute discretion deem fit provided that:-

- i) the aggregate number of shares purchased does not exceed ten per cent (10%) of the issued capital of the Company;
- i) the amount allocated shall not exceed the retained profits and share premium account of the Company; and
- ii) the shares purchased are to be treated as treasury shares, which may be distributed as dividends, resold on the Bursa Securities and/or cancelled;

and that such authority shall commence immediately upon passing of this ordinary resolution until:-

- a) the conclusion of the next Annual General Meeting ("AGM") of the Company, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- b) revoked or varied by ordinary resolution of the shareholders in a general meeting; or
- c) the expiration of the period within which the next AGM is required by law to be held, whichever occurs first.

3.0 ORDINARY RESOLUTION

Proposed Renewal of General Mandate for Recurrent Related Party Transactions

On the proposal of Mr Ng Soo Keow and seconded by Mr K. Mahadevan, it was resolved that approval be and is hereby given to the Directors to enter into and give effect to specified recurrent transactions of a revenue or trading nature with specified classes of Related Parties (as set out in Section 2.1 (ii)(a) of the Circular to Shareholders dated 31 July 2007 ("the Circular")), which are necessary for the Group's day to day operations in the ordinary course of business, on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company and that the aggregate value of the recurrent transactions made during a financial year will be disclosed in the Company's Annual Report in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad;

and that such approval shall continue to be in force until:-

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- a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless renewed by a resolution passed at that meeting;
- b) the expiration of the period within which the next AGM is required to be held pursuant to section 143(1) of the Companies Act, 1965 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act); or
- c) revoked or varied by resolution of the shareholders in a general meeting, whichever occurs first.

The two (2) interested Directors, Mr A. K. Feizal Ali and Dato’ (Dr.) Megat Abdul Rahman bin Megat Ahmad, had abstained from voting on the resolution.

4.0 ORDINARY RESOLUTION

Proposed Renewal of General Mandate and New General Mandate for Recurrent Related Party Transactions

On the proposal of Mr Ng Soo Keow and seconded by Mr K. Mahadevan, it was resolved that approval be and is hereby given to the Directors to enter into and give effect to specified recurrent transactions of a revenue or trading nature with specified classes of Related Parties (as set out in Section 2.1 (ii)(b) of the Circular to Shareholders dated 31 July 2007 (“the Circular”)), which are necessary for the Group’s day to day operations in the ordinary course of business, on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company and that the aggregate value of the recurrent transactions made during a financial year will be disclosed in the Company’s Annual Report in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad;

and that such approval shall continue to be in force until:-

- a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless renewed by a resolution passed at that meeting;
- b) the expiration of the period within which the next AGM is required to be held pursuant to section 143(1) of the Companies Act, 1965 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act); or
- c) revoked or varied by resolution of the shareholders in a general meeting, whichever occurs first.

The four (4) interested Directors, Tan Sri Ir. (Dr) Wan Abdul Rahman bin Wan Yaacob, Dato’ Tan Boon Seng @ Krishnan, Dato’ Goh Chye Koon and Datuk Lee Teck Yuen, had abstained from voting on the resolution.

5.0 SPECIAL RESOLUTION

Proposed Amendments to Articles of Association and the Adoption of New Articles of Association

On the proposal of Mr Ng Soo Keow and seconded by Mr K. Mahadevan, it was resolved that the alteration, alteration, modification, addition and/or deletion to the Articles of Association as set out in Appendix I of the Circular to Shareholders dated 31 July 2007 be and are hereby approved and that the altered Articles of Association, signed by the Chairman of this meeting for purpose of identification, be and is hereby adopted as the new Articles of Association in substitution for and to supersede all the existing Articles of Association of the Company.

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6.0 TERMINATION

There being no other business, the meeting was terminated at 12.15 p.m. with a vote of thanks to the Chair.