



GAMUDA BERHAD

(Company No. 29579-T)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of Gamuda Berhad ("Gamuda" or the "Company") will be held at Permai Room, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia on Monday, 7 December 2015 at 10.15 a.m., or immediately following the conclusion or adjournment (as the case may be) of the 39th Annual General Meeting, which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modification, the following resolution:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 412,445,675 WARRANTS IN GAMUDA ("WARRANT(S)", AT AN ISSUE PRICE OF RM0.25 PER WARRANT ON THE BASIS OF ONE (1) WARRANT FOR EVERY SIX (6) EXISTING ORDINARY SHARES OF RM1.00 EACH HELD IN GAMUDA ("SHARE(S)") ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE OF WARRANTS")

"**THAT**, subject to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the admission of the Warrants to the Official List of the Main Market of Bursa Securities, the listing of and quotation for the Warrants and new Shares to be issued pursuant to the exercise of the Warrants and the approval of other relevant authorities, the Board of Directors of the Company ("**Board**") be and is hereby authorised to:-

- (i) provisionally allot by way of a renounceable rights issue of up to 412,445,675 Warrants at an issue price of RM0.25 per Warrant to the shareholders of the Company whose names appear in the Record of Depositors at the close of business on an entitlement date to be determined by the Board ("**Entitled Shareholders**"), on the basis of one (1) Warrant for every six (6) existing Shares held by the Entitled Shareholders for the purpose and utilisation of proceeds as disclosed in the circular to shareholders dated 9 November 2015 ("**Circular**");
- (ii) enter into and execute a deed poll ("**Deed Poll**") with full powers to assent to any condition, modification, revaluation, variation and/or amendments (if any) as the Board may deem fit, necessary and/or expedient or as may be imposed by the relevant authorities and to take all steps as it may consider necessary and do all acts, deeds and things as it may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll and all provisions and adjustments contained therein; and
- (iii) enter into any underwriting agreement(s) for the underwriting of any part of the Proposed Rights Issue of Warrants and/or the Warrants and all other documents, agreements and/or arrangements in connection with the underwriting of the Proposed Rights Issue of Warrants and/or the Warrants with such parties and upon such terms and conditions as the Board may deem fit;

THAT, the Warrants and new Shares to be issued pursuant to the exercise of the Warrants shall be listed on the Main Market of Bursa Securities;

THAT, the proceeds of the Proposed Rights Issue of Warrants be utilised for the purposes as set out in the Circular, and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

THAT, the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants that may arise from the Proposed Rights Issue of Warrants, in a fair and equitable manner as it shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT, the Company shall allot and issue such number of additional warrants pursuant to the adjustments under the Deed Poll ("**Additional Warrants**") and to adjust from time to time the exercise price and/or the par value of the new Shares to which the holder(s) of the Warrants are entitled to subscribe as a consequence of the adjustments under the provisions in the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed/required/permitted by Bursa Securities and any other relevant authorities or parties or otherwise;

THAT, the Company shall allot and issue such appropriate number of new Shares arising from the exercise by the holders of the Warrants in accordance with the provisions of the Deed Poll pursuant to the exercise of the Warrants and the exercise of Additional Warrants, and all new Shares to be issued pursuant thereto shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the new Shares, save and except that the new Shares issued will not be entitled to any dividends, rights, allotment and/or other distributions where the entitlement date precedes the date of allotment of such new Shares;

THAT, the Board be and is hereby authorised to take all such necessary steps and do all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of the Company all such transactions, arrangements, agreements and/or documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Rights Issue of Warrants with full powers to assent to any condition, modification, variation and/or amendment to the terms of the Proposed Rights Issue of Warrants as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue of Warrants, including but not limited to determining and varying if deemed fit, necessary and/or expedient, the issue price and/or exercise price of any securities issued or to be issued in connection with the Proposed Rights Issue of Warrants;

AND THAT, this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Warrants, Additional Warrants and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue of Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue of Warrants."

By Order of the Board,
GAMUDA BERHAD

LIM SOO LYE
Company Secretary

Petaling Jaya
9 November 2015

Notes:-

1. A member of the Company who is entitled to attend and vote at the EGM is entitled to appoint a proxy but not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. If more than one (1) proxy is appointed, the appointments shall be invalid unless the Authorised Nominee specifies the proportions of the shareholdings to be represented by each proxy.
4. Where a member is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. If more than one (1) proxy is appointed, the appointments shall be invalid unless the Exempt Authorised Nominee specifies the number of shares to be represented by each proxy.
5. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
6. In the case of a corporate member, the Form of Proxy shall be under its Common Seal or under the hand of its attorney.
7. The Form of Proxy must be deposited at the Company's Registered Office situated at Menara Gamuda, D-16-01, Block D, PJ Trade Centre, No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof.
8. For the purpose of determining a member's eligibility to attend and vote at this EGM, the Company shall obtain a General Meeting Record of Depositors as at 30 November 2015 from Bursa Malaysia Depository Sdn Bhd and only depositors whose names appear therein shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at this EGM.