



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 "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 Thursday, 4 December 2014 at 10.15 a.m., or immediately following the conclusion or adjournment (as the case may be) of the 38th 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 the following ordinary resolutions set out below:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE ISSUANCE SCHEME OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF GAMUDA (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE EMPLOYEES' SHARE ISSUANCE SCHEME FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF GAMUDA AND ITS SUBSIDIARIES

"THAT, subject to the requisite approvals being obtained, the directors of the Company ("Directors") be and are hereby authorised:

- (i) to establish and administer an employees' share issuance scheme ("Proposed Scheme") for the benefit of eligible Executive Directors (i.e. Directors who are in an executive capacity and involved in the day-to-day management of the Company and this includes his/her alternate or substitute Directors) and employees of the Company and its subsidiaries ("Eligible Persons") under which options to subscribe for ordinary shares of RM1.00 each (unless otherwise adjusted) in the Company ("Gamuda Shares") will be offered to them in accordance with the provisions of the by-laws referred to in the Circular to Shareholders dated 7 November 2014 ("By-Laws");
- (ii) to issue, from time to time, and allot such number of new Gamuda Shares to Eligible Persons upon exercise of options, provided that the aggregate number of Gamuda Shares comprised in any options (whether in exercised and/or unexercised options) under the Proposed Scheme which are still subsisting does not exceed 10% of the total issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any point in time during the existence of the Proposed Scheme and that the new Gamuda Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the existing issued and paid-up ordinary shares of the Company, except that the new Gamuda Shares will not rank for any dividend, right, allotment or other distribution in respect of which the entitlement date precedes the allotment date of the new Gamuda Shares;
- (iii) to make the necessary applications to Bursa Malaysia Securities Berhad ("Bursa Securities") and to take whatever necessary actions at the appropriate time or times for permission to deal in and for listing of and quotation for the new Gamuda Shares which may from time to time be issued and allotted pursuant to the Proposed Scheme; and
- (iv) to modify and/or amend the Proposed Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the By-Laws, to assent to any condition, modification, variation and/or amendment that may be required by the relevant authorities, and to do all such acts and enter into all such transactions, arrangements, agreements or undertakings, impose such terms and conditions or delegate such part of their powers as may be necessary or expedient in order to give full effect to the Proposed Scheme."

AND THAT the By-Laws of the Proposed Scheme, as set out in Appendix I of this Circular which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted."

ORDINARY RESOLUTION 2 PROPOSED GRANT OF OPTIONS TO DATO' LIN YUN LING

"THAT, subject to the passing of Ordinary Resolution 1 above, authority be and is hereby given to the Directors of the Company to offer and to grant, from time to time, to Dato' Lin Yun Ling, an Executive Director of Gamuda, options to subscribe for such number of new Gamuda Shares under the Proposed Scheme as they shall deem fit provided that:

- (i) Dato' Lin Yun Ling shall not participate in the deliberation or discussion of his own allocation of the options to subscribe for new Gamuda Shares to be issued under the Proposed Scheme; and
- (ii) not more than 10% of the new Gamuda Shares available under the Proposed Scheme shall be allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

AND THAT, the Directors of the Company be and are hereby further authorised to allot and issue such number of new Gamuda Shares pursuant to the Proposed Scheme to Dato' Lin Yun Ling from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 3 PROPOSED GRANT OF OPTIONS TO DATO' IR. HA TIING TAI

"THAT, subject to the passing of Ordinary Resolution 1 above, authority be and is hereby given to the Directors of the Company to offer and to grant, from time to time, to Dato' Ir. Ha Tiing Tai, an Executive Director of Gamuda, options to subscribe for such number of new Gamuda Shares under the Proposed Scheme as they shall deem fit provided that:

- (i) Dato' Ir. Ha Tiing Tai shall not participate in the deliberation or discussion of his own allocation of the options to subscribe for new Gamuda Shares to be issued under the Proposed Scheme; and
- (ii) not more than 10% of the new Gamuda Shares available under the Proposed Scheme shall be allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

AND THAT, the Directors of the Company be and are hereby further authorised to allot and issue such number of new Gamuda Shares pursuant to the Proposed Scheme to Dato' Ir. Ha Tiing Tai from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 4 PROPOSED GRANT OF OPTIONS TO DATO' HAJI AZMI BIN MAT NOR

"THAT, subject to the passing of Ordinary Resolution 1 above, authority be and is hereby given to the Directors of the Company to offer and to grant, from time to time, to Dato' Haji Azmi bin Mat Nor, an Executive Director of Gamuda, options to subscribe for such number of new Gamuda Shares under the Proposed Scheme as they shall deem fit provided that:

- (i) Dato' Haji Azmi bin Mat Nor shall not participate in the deliberation or discussion of his own allocation of the options to subscribe for new Gamuda Shares to be issued under the Proposed Scheme; and
- (ii) not more than 10% of the new Gamuda Shares available under the Proposed Scheme shall be allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

AND THAT, the Directors of the Company be and are hereby further authorised to allot and issue such number of new Gamuda Shares pursuant to the Proposed Scheme to Dato' Haji Azmi bin Mat Nor from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 5 PROPOSED GRANT OF OPTIONS TO DATO' GOON HENG WAH

"THAT, subject to the passing of Ordinary Resolution 1 above, authority be and is hereby given to the Directors of the Company to offer and to grant, from time to time, to Dato' Goon Heng Wah, an Executive Director of Gamuda, options to subscribe for such number of new Gamuda Shares under the Proposed Scheme as they shall deem fit provided that:

- (i) Dato' Goon Heng Wah shall not participate in the deliberation or discussion of his own allocation of the options to subscribe for new Gamuda Shares to be issued under the Proposed Scheme; and
- (ii) not more than 10% of the new Gamuda Shares available under the Proposed Scheme shall be allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

AND THAT, the Directors of the Company be and are hereby further authorised to allot and issue such number of new Gamuda Shares pursuant to the Proposed Scheme to Dato' Goon Heng Wah from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 6 PROPOSED GRANT OF OPTIONS TO MR. SAW WAH THENG

"THAT, subject to the passing of Ordinary Resolution 1 above, authority be and is hereby given to the Directors of the Company to offer and to grant, from time to time, to Mr. Saw Wah Theng, an Executive Director of Gamuda, options to subscribe for such number of new Gamuda Shares under the Proposed Scheme as they shall deem fit provided that:

- (i) Mr. Saw Wah Theng shall not participate in the deliberation or discussion of his own allocation of the options to

subscribe for new Gamuda Shares to be issued under the Proposed Scheme; and

- (ii) not more than 10% of the new Gamuda Shares available under the Proposed Scheme shall be allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

AND THAT, the Directors of the Company be and are hereby further authorised to allot and issue such number of new Gamuda Shares pursuant to the Proposed Scheme to Mr. Saw Wah Theng from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 7 PROPOSED GRANT OF OPTIONS TO IR. CHOW CHEE WAH

"THAT, subject to the passing of Ordinary Resolution 1 above, authority be and is hereby given to the Directors of the Company to offer and to grant, from time to time, to Ir. Chow Chee Wah, the alternate Director to Dato' Lin Yun Ling, options to subscribe for such number of new Gamuda Shares under the Proposed Scheme as they shall deem fit provided that:

- (i) Ir. Chow Chee Wah shall not participate in the deliberation or discussion of his own allocation of the options to subscribe for new Gamuda Shares to be issued under the Proposed Scheme; and
- (ii) not more than 10% of the new Gamuda Shares available under the Proposed Scheme shall be allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

AND THAT, the Directors of the Company be and are hereby further authorised to allot and issue such number of new Gamuda Shares pursuant to the Proposed Scheme to Ir. Chow Chee Wah from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 8 PROPOSED GRANT OF OPTIONS TO IR. ADRIAN BRIAN LAM

"THAT, subject to the passing of Ordinary Resolution 1 above, authority be and is hereby given to the Directors of the Company to offer and to grant, from time to time, to Ir. Adrian Brian Lam, the alternate Director to Dato' Ir. Ha Tiing Tai, options to subscribe for such number of new Gamuda Shares under the Proposed Scheme as they shall deem fit provided that:

- (i) Ir. Adrian Brian Lam shall not participate in the deliberation or discussion of his own allocation of the options to subscribe for new Gamuda Shares to be issued under the Proposed Scheme; and
- (ii) not more than 10% of the new Gamuda Shares available under the Proposed Scheme shall be allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

AND THAT, the Directors of the Company be and are hereby further authorised to allot and issue such number of new Gamuda Shares pursuant to the Proposed Scheme to Ir. Adrian Brian Lam from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 9 PROPOSED GRANT OF OPTIONS TO IR. CHAN KONG WAH

"THAT, subject to the passing of Ordinary Resolution 1 above, authority be and is hereby given to the Directors of the Company to offer and to grant, from time to time, to Ir. Chan Kong Wah, the alternate Director to Dato' Goon Heng Wah, options to subscribe for such number of new Gamuda Shares under the Proposed Scheme as they shall deem fit provided that:

- (i) Ir. Chan Kong Wah shall not participate in the deliberation or discussion of his own allocation of the options to subscribe for new Gamuda Shares to be issued under the Proposed Scheme; and
- (ii) not more than 10% of the new Gamuda Shares available under the Proposed Scheme shall be allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

AND THAT, the Directors of the Company be and are hereby further authorised to allot and issue such number of new Gamuda Shares pursuant to the Proposed Scheme to Ir. Chan Kong Wah from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 10 PROPOSED GRANT OF OPTIONS TO MR. SOO KOK WONG

"THAT, subject to the passing of Ordinary Resolution 1 above, authority be and is hereby given to the Directors of the Company to offer and to grant, from time to time, to Mr. Soo Kok Wong, the alternate Director to Mr. Saw Wah Theng, options to subscribe for such number of new Gamuda Shares under the Proposed Scheme as they shall deem fit provided that:

- (i) Mr. Soo Kok Wong shall not participate in the deliberation or discussion of his own allocation of the options to subscribe for new Gamuda Shares to be issued under the Proposed Scheme; and
- (ii) not more than 10% of the new Gamuda Shares available under the Proposed Scheme shall be allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

AND THAT, the Directors of the Company be and are hereby further authorised to allot and issue such number of new Gamuda Shares pursuant to the Proposed Scheme to Mr. Soo Kok Wong from time to time pursuant to the exercise of such options."

BY ORDER OF THE BOARD

Lim Soo Lye
Tee Yew Chin
Company Secretaries

Petaling Jaya
7 November 2014

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. 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 not more than 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 (1) 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 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 48 hours before the time appointed for holding the EGM or 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 Record of Depositors as at 28 November 2014 from Bursa Malaysia Depository Sdn Bhd and only a depositor whose name appears therein shall be entitled to attend in person or appoint proxies to attend and/or vote on his behalf at this EGM.