



# GAMUDA BERHAD

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

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 38th Annual General Meeting (AGM) of 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 on Thursday, 4 December 2014 at 10.00 a.m. for the purpose of transacting the following businesses: -

### AGENDA

1. To receive the Audited Financial Statements for the year ended 31 July 2014 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM413,952 for the year ended 31 July 2014 (2013: RM470,000). **(Resolution 1)**
3. To re-elect the following Directors who retire pursuant to Article 95 of the Company's Articles of Association: -
  - a. Y Bhg Dato' Haji Azmi bin Mat Nor **(Resolution 2)**
  - b. Y Bhg Dato' Goon Heng Wah **(Resolution 3)**
  - c. Y M Tunku Afwida binti Tunku A.Malek **(Resolution 4)**
4. To re-elect Y Bhg Dato' Mohammed bin Haji Che Hussein who retires pursuant to Article 101 of the Company's Articles of Association. **(Resolution 5)**
5. To re-appoint Messrs Ernst & Young, the retiring Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. As Special Business: -

To consider and, if thought fit, pass the following ordinary resolutions with or without modifications:

#### a. Authority to Directors to Allot and Issue Shares

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised with full powers to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital for the time being of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued." **(Resolution 7)**

#### b. Proposed Renewal of Share Buy-back Authority

"THAT subject to the provisions of the Companies Act, 1965, the Articles of Association of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and the approvals of all relevant government and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each of the Company ("Proposed Share Buy-back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital for the time being of the Company and an amount not exceeding the retained profits and/or share premium of the Company be allocated by the Company for the Proposed Share Buy-back;

THAT at the discretion of the Directors, upon such purchase by the Company of its own shares, the purchased shares will be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends or resold on Bursa Securities;

THAT the Directors be and are hereby empowered to do all acts and things and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as the Directors may deem fit and expedient in order to implement, finalise and give full effect to the Proposed Share Buy-back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by any relevant authorities and/or any amendments, variations and/or modifications in the interest of the Company as may be approved by any relevant authorities if such approvals are required;

AND THAT the authority hereby given shall commence immediately upon the passing of this resolution and shall continue in force until:

- i. the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by ordinary resolution passed at the AGM, the authority is renewed either unconditionally or subject to conditions; or
- ii. the expiration of the period within which the next AGM after that date is required by law to be held; or
- iii. revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase of its own shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of Bursa Securities Main Market Listing Requirements or any other relevant authorities." **(Resolution 8)**

#### c. Continuing in Office as Independent Non-Executive Director

"THAT approval be and is hereby given for Y Bhg Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as Independent Non-Executive Director of the Company." **(Resolution 9)**

7. To transact any other business of which due notice shall have been given.

### GENERAL MEETING RECORD OF DEPOSITORS

FURTHER NOTICE IS HEREBY GIVEN that for the purpose of determining a member's eligibility to attend and vote at the 38th AGM, the Company shall obtain a General Meeting Record of Depositors as at 28 November 2014 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 the AGM.

By Order of the Board

Lim Soo Lye  
Tee Yew Chin  
Company Secretaries

Petaling Jaya  
7 November 2014

### Notes:

#### 1. Appointment of Proxy(ies)

- a. A member of the Company who is entitled to attend and vote at this meeting 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.
- b. 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.
- c. 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.
- d. 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.
- e. 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.
- f. In the case of a corporate member, the Form of Proxy shall be under its Common Seal or under the hand of its attorney.
- g. 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 PUJ 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 meeting or at any adjournment thereof.

#### 2. Explanatory Notes on Special Business

##### a. Resolution 7

The proposed Resolution 7 if passed, will empower the Directors to issue shares of the Company up to a maximum of 10% of the issued share capital of the Company for the time being, for any possible fund raising activities for the purposes of funding future investment projects, working capital, acquisitions and/or for strategic reasons. It is a renewed general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting to specifically approve such issuance of shares. The authorisation, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

The Company did not issue any new shares under the general mandate which was approved at its 37th AGM held on 5 December 2013.

##### b. Resolution 8

Please refer to the Statement to Shareholders dated 7 November 2014 for further information.

##### c. Resolution 9

The Malaysian Code on Corporate Governance 2012 prescribes that approval of shareholders be sought in the event that the Company intends to retain as an independent director, a person who has served in that capacity for more than 9 years.

The Board has assessed and recommended that Y Bhg Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain who has served as Independent Non-Executive Director of the Company for more than 9 years, to continue to act as Independent Non-Executive Director, subject to shareholders' approval at the forthcoming AGM of the Company. Key justifications for his continuance as Independent Non-Executive Director are as follows:

- i. He fulfils the independent director criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgement to the Board.
- ii. His relevant experience and expertise as set out in his profile on page 74 of the Annual Report enables him to provide the Board with pertinent and a diverse set of expertise, skills and competence and thus all matters tabled to the Board for consideration are well reviewed and deliberated.
- iii. His long service and association with the Company enhances his knowledge and understanding of the business operations of the Group which enable him to contribute actively and effectively during deliberations at Board meetings.

#### 3. Statement Accompanying Notice of AGM

There is no individual standing for election (excluding re-election) as a Director at the 38th AGM of the Company.