



## GAMUDA BERHAD

(Company No. 29579-T)

(Incorporated in Malaysia)

### 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 the Permai Room, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Thursday, 5 December 2019 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 43rd Annual General Meeting of the Company which will be held at the same venue on the same day at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modification, the following resolution:

#### ORDINARY RESOLUTION

#### PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT PLAN THAT PROVIDES THE SHAREHOLDERS OF GAMUDA WITH AN OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS IN NEW ORDINARY SHARES IN GAMUDA (“GAMUDA SHARES”) (“PROPOSED DRP”)

“THAT subject to the approvals of the relevant regulatory authorities for the Proposed DRP having been obtained at the extent permitted by law:

- i. the Proposed DRP be and is hereby approved and authorised;
- ii. the Board of Directors of Gamuda (“Board”) be and is hereby authorised to:
  - (a) establish and implement the Proposed DRP and the terms and conditions of the Proposed DRP;
  - (b) determine, in their sole and absolute discretion, whether the Proposed DRP will apply to any cash dividend (whether interim, final, special or any other cash dividends) declared and/or approved by the Company;
  - (c) allot and issue such number of new Gamuda Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP upon the terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company, including to fix the issue price of the new Gamuda Shares to be allotted and issued. The issue price of such new Gamuda Shares, which shall be determined by the Board on the price-fixing date to be determined and announced relating to the relevant dividend, shall be at an issue price of not more than 10% discount to the five (5)-day volume weighted average market price (“5-day VWAMP”) of Gamuda Shares immediately prior to the price-fixing date, if any. The 5-day VWAMP shall be adjusted ex-dividend before applying the aforementioned discount, if any;
  - (d) do all such acts and enter into all such transactions, arrangements, deeds, undertakings, agreements and to execute, sign and deliver, for and on behalf of the Company, all such documents and impose such terms and conditions or delegate any part of its powers as may be necessary or expedient in order to give full effect to the Proposed DRP and/or issuance of new Gamuda Shares, with full powers to assent to any conditions, modifications, variations, and/or amendments including amendment, modification, suspension and termination of the Proposed DRP as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities;

**AND THAT** the new Gamuda Shares to be allotted and issued pursuant to the Proposed DRP shall be listed on the Main Market of Bursa Malaysia Securities Berhad and shall, upon allotment and issuance, rank equally in all respects with the existing Gamuda Shares, save and except that the holders of such new Gamuda Shares shall not be entitled to any dividend, rights, allotments and/or other forms of distribution that may be declared, made or paid for which the entitlement date of the said distribution precedes the date of allotment and issuance date of such new Gamuda Shares.”

#### By Order of the Board

**LIM SOO LYE (LS0006461)**

**PANG SIOK TIENG (MAICSA 7020782)**

Company Secretaries

Petaling Jaya

8 November 2019

#### Notes:

1. For purposes of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Clause 67 of the Constitution of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 28 November 2019 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting or appoint a proxy or proxies to attend and/or vote on his/her behalf.
2. A member of the Company who is entitled to attend, speak and vote at this meeting is entitled to appoint a proxy but not more than two (2) proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without any restriction as to the qualification of the proxy.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. Where a member of the Company 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 appointment shall be invalid unless the Authorised Nominee specifies the proportions of the shareholdings to be represented by each proxy.
5. 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 which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. If more than one (1) proxy is appointed in respect of each Omnibus Account, the appointment shall be invalid unless the Exempt Authorised Nominee specifies the number of shares to be represented by each proxy.
6. If the appointor is a corporation, the Form of Proxy shall be under the corporation’s seal or under the hand of an officer or attorney duly authorised.
7. The Form of Proxy must be deposited at the office of the share registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by poll.