



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-seventh ("47th") Annual General Meeting ("AGM") of Gamuda Berhad ("Gamuda" or "Company") will be conducted fully virtual through online meeting platform via TIH Online website at <https://tjh.online> or <https://tjh.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia, on Thursday, 7 December 2023 at 10:00 a.m. for the purpose of transacting the following businesses: -

- AGENDA**
- To receive the Audited Financial Statements for the financial year ended 31 July 2023 together with the Reports of the Directors and Auditors thereon. **[Please refer to Explanatory Note No. 4 (a)]**
(Ordinary Resolution 1)
 - To approve the payment of Directors' fees for the financial year ended 31 July 2023. **(Ordinary Resolution 2)**
 - To approve the payment of Directors' remuneration (excluding Directors' fees) of up to an amount of RM380,000/- for the period from 8 December 2023 until the next AGM of the Company to be held in 2024. **(Ordinary Resolution 3)**
(Ordinary Resolution 4)
 - To re-elect the following Directors who are retiring by rotation in accordance with Clause 105 of the Constitution of the Company and, who being eligible, offer themselves for re-election: -
(a) YBhg. Tan Sri Dato' Setia Haji Ambrin Buang;
(b) YTM. Raja Dato' Seri Eleena Almarhum Sultan Azlan Mubihuddin Shah Al-Maghfur-lah ("YTM Raja Dato' Seri Eleena") **(Ordinary Resolution 5)**
 - To re-elect Ms. Chia Aun Ling, a Director appointed during the year, who is retiring in accordance with Clause 111 of the Constitution of the Company and, who being eligible, offers herself for re-election. **(Ordinary Resolution 6)**
 - To re-appoint Ernst & Young PLT, the retiring Auditors and to authorise the Directors of the Company to fix their remuneration. **(Ordinary Resolution 7)**

As Special Business: -
To consider and, if thought fit, to pass with or without modification(s), the following resolutions:
7. **Authority to issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 7)**

"THAT subject always to the Companies Act 2016, the Constitution of the Company and the approvals of the relevant governmental regulatory authorities (if required), the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company, from time to time, and upon such terms and conditions and for such purposes as the Directors of the Company may, 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 total number of issued shares of the Company (excluding treasury shares) ("New Shares") for the time being ("Authority") AND THAT the Directors be and are also empowered to obtain the approval for the listing of, and quotation for the New Shares so issued on Bursa Malaysia Securities Berhad (Co. Regn. No. 200301033577 (635998-W)) ("Bursa Securities") AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company.

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 62 of the Constitution of the Company, the shareholders of the Company do hereby waive their statutory pre-emptive rights over all New Shares issued under the Authority."

- Proposed Renewal of Share Buy-back Authority** **(Ordinary Resolution 8)**
"THAT subject to the provisions of the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and the approvals of the relevant governmental regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares 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:
i. the aggregate number of ordinary shares to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company; and
ii. an amount not exceeding the retained profits of the Company shall be allocated by the Company for the Proposed Share Buy-back;

AND THAT at the absolute discretion of the Directors of the Company, upon such purchase by the Company of its own shares, the purchased shares shall be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends or resold on Bursa Securities and/or in any other manner as prescribed by the Companies Act 2016.

THAT the Directors of the Company be and are hereby empowered to do all such acts and enter into all such transactions, arrangements and agreements, and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions as may be necessary or expedient in order to give full effect to the Proposed Share Buy-back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as the Directors may, in their absolute discretion, deem fit and in the interest of the Company and/or as may be imposed or agreed to by any relevant authorities;

- AND THAT the authority hereby given shall commence immediately upon the passing of this resolution and shall continue to be in force until:
- the conclusion of the next AGM of the Company at which time it will lapse, unless by an ordinary resolution passed at the AGM, the authority is renewed either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by an 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 the Main Market Listing Requirements of Bursa Securities or any other relevant authorities."

- Issuance of New Ordinary Shares in the Company ("New Gamuda Shares") pursuant to the Dividend Reinvestment Plan that provides Shareholders of the Company with an Option to Elect to Reinvest their Cash Dividends into New Gamuda Shares ("Dividend Reinvestment Plan")** **(Ordinary Resolution 9)**
"THAT pursuant to the Dividend Reinvestment Plan as approved by the shareholders of the Company at the Extraordinary General Meeting of the Company held on 5 December 2019, and subject to the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given for the Company to 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 Dividend Reinvestment Plan upon such terms and conditions and to such persons as the Directors of the Company may, at its absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the New Gamuda Shares shall be fixed by the Directors of the Company at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market price ("VWAMP") of the existing ordinary shares of Gamuda immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of the New Gamuda Shares AND THAT such authority to allot and issue New Gamuda Shares shall continue to be in force until the conclusion of the next AGM of the Company;
AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan, with full powers to assent to any conditions, modifications, variations and/or amendments (if any) including suspension and termination of the Dividend Reinvestment Plan as the Directors may, in their absolute discretion, deem fit and in the interest of the Company and/or as may be imposed or agreed to by any relevant authorities."

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

BY ORDER OF THE BOARD

LIM SOO LYE
(LS0006461) (SSM PC NO. 201908002053)
PANG SIOK TIENG
(MAICSA 7020782) (SSM PC NO. 201908001079)
Company Secretaries

Petaling Jaya
8 November 2023

- Notes:**
- Virtual Meeting**
Continuing the Company's commitment to sustainable practices and to promote eco-friendliness, the 47th AGM of the Company will be conducted fully virtual through online meeting platform. Shareholders can access the 47th AGM at <https://tjh.online> or <https://tjh.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") in Malaysia.
Please follow the procedures provided in the Administrative Details for the 47th AGM in order to register, participate and vote remotely via the Remote Participation & Voting Platform ("RPV").
 - General Meeting Record of Depositors**
For purposes of determining who shall be entitled to participate at the 47th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd (Co. Regn. No. 198701006854 (165570-W)) to make available to the Company pursuant to Clause 72 of the Constitution of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Securities, a Record of Depositors as at 30 November 2023 and only a Depositor whose name appears on such Record of Depositors shall be entitled to participate and/or vote at the 47th AGM or appoint a proxy or proxies to participate and/or vote on his/her behalf.
 - Proxy**
a. Every Member of the Company is entitled to: -
i. appoint another person as his proxy to exercise all or any of his rights to attend, participate and vote at the 47th AGM and that proxy may but need not be a Member of the Company; and
ii. appoint more than one (1) person as his proxy provided that he specifies the proportions of his shareholdings to be represented by each proxy.
b. 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. Where an Authorised Nominee appoints two (2) proxies in respect of each Securities Account, the appointment shall be invalid unless the Authorised Nominee specifies the proportions of the shareholdings to be represented by each proxy.
c. Where a Member is an Exempt Authorised Nominee which holds Securities 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

- Hard copy**
The original signed Form of Proxy must be deposited with the Share Registrar of the Company, 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, Malaysia or alternatively, Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;
OR
 - Electronic form**
You may also submit the Form of Proxy electronically via TIH Online website at <https://tjh.online> by following the procedures provided in the Administrative Details for this AGM.
- A Member who has appointed a proxy to participate in this AGM must request his/her proxy to register himself/herself for the RPV at Tricor's TIH Online website at <https://tjh.online>. Please follow the procedures in the Administrative Details for this AGM.
 - The Notice of AGM together with the Form of Proxy, Administrative Details, Integrated Report 2023 and the Share Buy-back Statement are published on the Company's website at www.gamuda.com.my or Bursa Malaysia's website at www.bursamalaysia.com. Please follow the procedures provided in the Administrative Details for this AGM in order to register, participate and/or vote remotely.
 - Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice will be put to vote by poll.

- Explanatory Notes**
a. **Audited Financial Statements**
The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to the provision of Section 340(1)(a) of the Companies Act 2016 ("CA 2016"). Hence, this matter will not be put for voting.
b. **Ordinary Resolutions 1 & 2**
Section 230(1) of the CA 2016 provides that the 'fees' of the directors and 'any benefits' payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at this AGM for the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company under Resolutions 1 and 2.
i. **Directors' Fees**
Having considered the positioning of the Directors' fees over the past three (3) financial years ("FY") from 2020 to 2022, the Board of Directors ("Board") has, on the recommendation of the Remuneration Committee, proposed the Directors' fees of the Non-Executive Directors of the Company as set out in the right-hand side of the table below:

Directors' Fees (as approved at AGMs)	FY2020	FY2021	FY2022	Proposed for FY2023 (approval to be sought at 47 th AGM)
Independent Non-Executive Chairman [^]	RM189,000 per annum	RM210,000 per annum	RM210,000 per annum	RM85,480 per annum
Independent Non-Executive Chairman [®]	RM117,000 per annum	RM130,000 per annum	RM152,596 per annum	RM202,439 per annum
Independent Non-Executive Director	RM144,000 per annum	RM160,000 per annum	RM160,000 per annum	RM192,481 per annum*
	-	-	RM75,357 per annum [‡]	RM174,877 per annum
	-	-	-	RM94,220 per annum*
Non-Executive Director	RM117,000 per annum	RM130,000 per annum	RM130,000 per annum	RM160,000 per annum

- [^] Retirement of an Independent Non-Executive Chairman at the preceding year's Forty-sixth AGM of the Company held on 8 December 2022 ("46th AGM")
- [®] Re-designation of Independent Non-Executive Chairman during the financial year under review
- [‡] Re-appointment of Audit Committee Chairman during the financial year under review
- ^{*} Appointment of a new Independent Non-Executive Director during the financial year under review

Following a thorough market benchmarking assessment against companies of comparable market capitalization, revenue, and profit before tax, as well as peer companies within the construction and property sectors, the current Directors' fee for Board membership is positioned below the median range. In light of this, the Board, based on the recommendation of the Remuneration Committee, is proposing for an increase in the Directors' fee from RM130,000 to RM160,000, a RM30,000 increment.

Based on the benchmark study thereof, the differentiation of the proposed fees for the Independent Non-Executive Chairman from a Non-Executive Director at 1.6 times and from Independent Non-Executive Directors (with Board Committee membership) at 1.1 times, were seen as fair and equitable.

The payment of the Directors' fees totalling RM909,497/- in respect of the financial year ended 31 July 2023 will only be made if the proposed Resolution 1 is approved by the Company shareholders at this AGM pursuant to Clause 116 of the Constitution and Section 230(1)(b) of the CA 2016.

- Directors' Remuneration**
The current Directors' remuneration (excluding Directors' fees) payable to the Non-Executive Directors of the Company comprises meeting allowances and benefits-in-kind. At last year's 46th AGM, the benefits payable to the Non-Executive Directors of the Company from 9 December 2022 until this AGM on 7 December 2023 (12 months) was approved for an amount up to RM395,000.00. The utilisation of this approved amount as at 31 July 2023 is RM192,630/- Based on the schedule of meetings in the fourth quarter of 2023 (includes Special Board meetings held to date), an amount of RM49,124/- is expected to be utilised for payment of meeting allowances and other benefits to the Non-Executive Directors. Hence, the expected total utilised amount would be approximately 61% of the approved amount.
To enhance transparency, the Board, based on the recommendation of the Remuneration Committee has recommended that a fixed allowance of RM100,000/- in respect of FY2023 be provided to the Board Chairman in lieu of benefits that were previously provided separately for the Board Chairman (to be adjusted proportionally based on date of appointment or redesignation).
The Directors' remuneration (excluding Directors' fees) are summarised as follows: -

Type of Allowance	Type of Meeting	Independent Non-Executive Chairman	Independent Non-Executive Director	Non-Executive Director
Meeting Allowance (per meeting)	Board of Directors	RM2,000	RM2,000	RM2,000
	Board Committees	RM2,000	RM2,000	RM2,000
Fixed Allowance	N/A	RM100,000/-	Nil	Nil

Directors' benefits payable also include insurance and other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Company Directors, where applicable.
The total amount of Directors' remuneration (excluding Directors' Fees) payable to the Non-Executive Directors is estimated to be up to RM380,000/- from 8 December 2023 to the next AGM in 2024 (Current Period) subject to the shareholders' approval, and taking into account various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Non-Executive Directors involved in these meetings. The estimated amount of remuneration also caters for unforeseen circumstances, for example, the appointment of additional Directors and/or additional unscheduled Board meetings as well as increase in premium paid/payable for Directors' and Officers' Liability insurance coverage.

The proposed Resolution 2, if passed, is to facilitate the payment of Directors' remuneration (excluding Directors' fees) on a monthly basis and/or as and when incurred. The Board opined that it is just and equitable for the Non-Executive Directors to be paid such payment on such basis upon them discharging their responsibilities and rendering their services to the Company.

In the event that the Directors' remuneration (excluding Directors' fees) paid during the above period exceeded the estimated amount sought at this AGM, shareholders' approval will be sought at the next AGM.

- Any Non-Executive Director who is a shareholder of the Company will abstain from voting on Resolutions 1 and 2 at this AGM. The remuneration of each Director for FY2023 is disclosed in Note 6 of the Financial Statements section of this Integrated Report 2023.
- Ordinary Resolutions 3, 4 and 5**
For the purpose of determining the eligibility of the Directors to stand for re-election at this AGM and in line with Practice 5.1 of the Malaysian Code on Corporate Governance, the Nomination Committee has assessed each of the retiring Directors under Resolutions 3, 4 and 5. The findings were as follows:-
i. The Board continues to be effective with each of its member demonstrating commitment of time and energy to their duties as well as their abilities to act in the best interests of the Company in decision-making.
ii. Their level of contribution to the Board's deliberations through their skills, experiences and strength in qualities meet the demands of the business in line with the strategy of the Company.

Based on the Board Effectiveness Report (2022/2023) prepared internally, all Directors met the performance criteria required of an effective and high-performance Board.

The Board, except for YBhg. Tan Sri Dato' Setia Haji Ambrin Buang and Ms. Chia Aun Ling, has assessed the independence of YBhg. Tan Sri Dato' Setia Haji Ambrin Buang and Ms. Chia Aun Ling as Independent Non-Executive Directors of the Company. The Board fully endorses the Nomination Committee's recommendation for the re-election of YBhg. Tan Sri Dato' Setia Haji Ambrin Buang, Y.T.M. Raja Dato' Seri Eleena and Ms. Chia Aun Ling as Directors of the Company as they are eligible and have expressed their willingness for re-election in accordance with Clause 105 and Clause 111 of the Company's Constitution.

- Ordinary Resolution 6**
At the Board meeting held on 27 September 2023, the Board is satisfied that Ernst & Young PLT has met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities, which was concluded through the assessment carried out by the Audit Committee on the suitability of Ernst & Young PLT and hence, supports the Audit Committee's recommendation to re-appoint Ernst & Young PLT as the Auditors of the Company.

- Ordinary Resolution 7**
Ordinary Resolution 7 if passed, will empower the Directors to issue shares of the Company up to a maximum of ten percent (10%) of the total number of issued shares of the Company for the time being, for any possible fund-raising activities for purposes of funding future investment projects, working capital, acquisitions and/or for strategic reasons. The approval is a renewal of a general mandate and is sought to provide flexibility and to avoid any delay and cost in convening a general meeting for such issuance of shares for fund raising activities, including placement of shares.
This authority will, unless revoked or varied at a general meeting, 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 authorization 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 last year's 46th AGM. The Company is also seeking shareholders' approval to waive their statutory pre-emptive rights under Section 85 of the CA 2016 and to allow Company Directors to allot new shares without first offering them to existing shareholders in proportion to their holdings pursuant to the general mandate.

- Ordinary Resolution 8**
Shareholders are advised to refer to the Statement to Shareholders dated 8 November 2023, which is published on the Company's website at www.gamuda.com.my or Bursa Malaysia's website at www.bursamalaysia.com for further information.
- Ordinary Resolution 9**
Ordinary Resolution 9 if passed, will give authority to the Directors of the Company to allot and issue New Gamuda Shares pursuant to the Dividend Reinvestment Plan in respect of dividends declared after this AGM, and such authority shall expire at the conclusion of the next AGM of the Company.

- Statement Accompanying Notice of AGM** (Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities)
 - Details of individuals who are standing for election (excluding directors standing for a re-election) as Directors
 - There are no individuals who are standing for election as Directors at this AGM.
 - Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Securities

Details of the general mandate to issue securities in the Company pursuant to Sections 75 and 76 of the CA 2016 are set out in Explanatory Note 4(e) of this Notice.