

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting ("EGM") of Gamuda Berhad ("Gamuda" or the "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 ("Tricor") in Malaysia on Wednesday, 8 December 2021 at 11.00 a.m. or after the conclusion of the Forty-fifth ("45th") Annual General Meeting ("AGM") of Gamuda or at any adjournment thereof, 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 AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN GAMUDA (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE EMPLOYEES' SHARE ISSUANCE SCHEME FOR THE ELIGIBLE EMPLOYEES AND EXECUTIVE DIRECTORS OF GAMUDA AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("GROUP") ("ELIGIBLE PERSONS") ("PROPOSED SCHEME")

"THAT, subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board of Directors of the Company ("Board"), be and is hereby authorised and empowered to:

- (i) establish, implement and administer the Proposed Scheme of up to 10% of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) ("Shares") at any point in time during the duration of the Proposed Scheme for the Eligible Persons in accordance with the provisions of the by-laws governing the Proposed Scheme ("By-Laws"), a draft of which is set out in **Appendix I** of the Company's circular to shareholders dated 9 November 2021 ("Circular"), and to give full effect to the Proposed Scheme to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (ii) establish an ESOS committee to implement and administer the Proposed Scheme ("ESOS Committee") for the benefit of the Eligible Persons, in accordance with the By-Laws;
- (iii) allot and issue and/or transfer such number of Shares from time to time to the Eligible Persons upon exercise of the options granted under the Proposed Scheme ("Options") in writing to the Eligible Persons to subscribe for new Shares and/or acquire existing Shares of the Company at the prescribed exercise price ("ESOS Offer(s)"), subject to the terms and conditions of the By-Laws, provided that the total number of such Shares to be issued under the Proposed Scheme shall not in aggregate exceed 10% of the total number of issued Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed Scheme;
- (iv) allot and issue from time to time such number of new Shares pursuant to the adjustments to the number of Shares to be issued upon exercise of Options under the terms of the By-Laws;
- (v) any new Shares to be issued under the Proposed Scheme, shall upon allotment and issuance, rank equally in all respects with the then existing issued Shares, except that the new Shares so allotted and issued will not be entitled to any dividend, right, allotment or other distribution, where the entitlement date precedes the date of allotment and issuance of the new Shares;
- (vi) do all necessary and make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new Shares which may from time to time be allotted and issued arising from the exercise of the Options;
- (vii) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed Scheme from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed Scheme; and
- (viii) extend the duration of the Proposed Scheme ("Extension"), if the Board deems fit, PROVIDED ALWAYS that the aggregate duration of the Proposed Scheme shall not exceed 10 years, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension.

THAT the Board be and is hereby authorised to give effect to the Proposed Scheme with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed Scheme;

AND THAT the draft By-Laws as set out in **Appendix I** of the Circular, be and is hereby approved and adopted."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF OPTIONS TO YBHG DATO' LIN YUN LING

"THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given for the Board to authorise the ESOS Committee, from time to time throughout the duration of the Proposed Scheme, to make ESOS Offer(s) to YBhg Dato' Lin Yun Ling, being the Group Managing Director of Gamuda, under the Proposed Scheme, in accordance with the Main Market Listing Requirements of Bursa Securities ("Listing Requirements") (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for purposes as set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, PROVIDED ALWAYS THAT not more than 10% of the total number of Shares to be made available under the Proposed Scheme shall be allocated to YBhg Dato' Lin Yun Ling together with YBhg Dato' Ir. Ha Ting Tai, Encik Mohammed Rashdan bin Mohd Yusof and Mr. Justin Chin Jing Ho, collectively;

AND THAT the Board be and is also hereby authorised to issue new Shares and/or transfer via existing/treasury shares the corresponding number of the Shares arising from the exercise of the Options that may be offered to him under the Proposed Scheme."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF OPTIONS TO YBHG DATO' IR. HA TING TAI

"THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given for the Board to authorise the ESOS Committee, from time to time throughout the duration of the Proposed Scheme, to make ESOS Offer(s) to YBhg Dato' Ir. Ha Ting Tai, being the Deputy Group Managing Director of Gamuda, under the Proposed Scheme, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for purposes as set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, PROVIDED ALWAYS THAT not more than 10% of the total number of Shares to be made available under the Proposed Scheme shall be allocated to YBhg Dato' Lin Yun Ling together with YBhg Dato' Ir. Ha Ting Tai, Encik Mohammed Rashdan bin Mohd Yusof and Mr. Justin Chin Jing Ho, collectively;

AND THAT the Board be and is also hereby authorised to issue new Shares and/or transfer via existing/treasury shares the corresponding number of the Shares arising from the exercise of the Options that may be offered to him under the Proposed Scheme."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF OPTIONS TO ENCIK MOHAMMED RASHDAN BIN MOHD YUSOF

"THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given for the Board to authorise the ESOS Committee, from time to time throughout the duration of the Proposed Scheme, to make ESOS Offer(s) to Encik Mohammed Rashdan bin Mohd Yusof, being the Alternate Director to YBhg Dato' Lin Yun Ling, under the Proposed Scheme, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for purposes as set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, PROVIDED ALWAYS THAT not more than 10% of the total number of Shares to be made available under the Proposed Scheme shall be allocated to YBhg Dato' Lin Yun Ling together with YBhg Dato' Ir. Ha Ting Tai, Encik Mohammed Rashdan bin Mohd Yusof and Mr. Justin Chin Jing Ho, collectively;

AND THAT the Board be and is also hereby authorised to issue new Shares and/or transfer via existing/treasury shares the corresponding number of the Shares arising from the exercise of the Options that may be offered to him under the Proposed Scheme."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF OPTIONS TO MR. JUSTIN CHIN JING HO

"THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given for the Board to authorise the ESOS Committee, from time to time throughout the duration of the Proposed Scheme, to make ESOS Offer(s) to Mr. Justin Chin Jing Ho, being the Alternate Director to YBhg Dato' Ir. Ha Ting Tai, under the Proposed Scheme, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for purposes as set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, PROVIDED ALWAYS THAT not more than 10% of the total number of Shares to be made available under the Proposed Scheme shall be allocated to YBhg Dato' Lin Yun Ling together with YBhg Dato' Ir. Ha Ting Tai, Encik Mohammed Rashdan bin Mohd Yusof and Mr. Justin Chin Jing Ho, collectively;

AND THAT the Board be and is also hereby authorised to issue new Shares and/or transfer via existing/treasury shares the corresponding number of the Shares arising from the exercise of the Options that may be offered to him under the Proposed Scheme."

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

9 November 2021

NOTES:

1. Virtual EGM:

In support of the Government of Malaysia's ongoing efforts to contain the spread of COVID-19 and as part of the Group's safety measures, the EGM will be conducted fully virtual through online meeting platform via Tricor's TIH Online website. The Members are advised to follow the procedures as set out in the Administrative Details for the EGM on the registration and voting process for the EGM.

2. Every Member of the Company is entitled to:-

- i. appoint another person as his proxy to exercise all or any of his rights to participate and/or vote at the EGM and that proxy may but need not be a Member of the Company;
 - 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.
3. 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.
4. Where a Member is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may hold 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 nominee specifies the number of shares to be represented by each proxy.
5. 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.
6. 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.
7. The Form of Proxy can be submitted in the following manner, not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof
- i. 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;
 - OR
 - ii. Electronic means:
You may also submit the Form of Proxy electronically via Tricor's TIH Online website at <https://tjh.online> by following the procedures provided in the Administrative Details for the EGM.
8. Only a Depositor whose name appears in the Record of Depositors as at 30 November 2021 shall be entitled to participate and/or vote remotely in the EGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor or appoints a proxy or proxies to participate and/or vote on his/her behalf.