



GAMUDA BERHAD

[Co. Regn No. 197601003632 (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 conducted fully virtual through online meeting platform via TIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") in Malaysia on Wednesday, 27 July 2022 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions set out below:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY KESAS HOLDINGS BERHAD ("KESAS HOLDINGS") OF ALL THE SECURITIES IN KESAS SDN BHD ("KESAS") TO AMANAT LEBUHRAYA RAKYAT BERHAD ("ALR"), SUBJECT TO THE TERMS AND CONDITIONS CONTAINED IN THE SHARE SALE AND PURCHASE AGREEMENT BETWEEN KESAS HOLDINGS AND ALR, IN RESPECT OF GAMUDA'S 70.0% DIRECT INTEREST IN KESAS HOLDINGS ("PROPOSED DISPOSAL OF KESAS")

"THAT subject to the fulfilment of all conditions precedent under the conditional letter of offer from ALR dated 2 April 2022, the Directors of the Company be and are hereby authorised and empowered to take all such steps and do all such acts, matters and things, as they may deem fit, necessary and/or expedient to procure Kesas Holdings to enter into and execute the final form of the conditional share sale and purchase agreement between Kesas Holdings and ALR ("Kesas Finalised SSPA") with full powers to assent to any modifications, conditions, variations and/or amendments to the Kesas Finalised SSPA prior to the execution thereof.

THAT subject to the execution of the Kesas Finalised SSPA with any modifications, conditions, variations and/or amendments as authorised above ("Kesas Executed SSPA") and subject to all approvals being obtained from the relevant authorities and parties (where applicable), approval be and is hereby given for Kesas Holdings to dispose 5,000,000 ordinary shares in Kesas, representing 100% of the issued share capital of Kesas for a disposal consideration of RM1,285 million to be fully satisfied in cash which is based on the enterprise value of Kesas of RM1,240 million as at 31 December 2021, upon such terms and conditions contained in the Kesas Executed SSPA.

AND THAT the Directors of the Company be and are hereby authorised and empowered to assent to any further modifications, conditions, variations and/or amendments to the Kesas Executed SSPA, as may be required or permitted by the relevant authorities or as they may deem fit, necessary and/or expedient and to take all such steps and do all such acts, matters and things, as they may deem fit, necessary and/or expedient to implement and give full effect to the Proposed Disposal of Kesas."

ORDINARY RESOLUTION 2

PROPOSED DISPOSAL BY SISTEM PENYURAIAN TRAFIK KL BARAT HOLDINGS SDN BHD ("SPRINT HOLDINGS") OF ALL THE SECURITIES IN SISTEM PENYURAIAN TRAFIK KL BARAT SDN BHD ("SPRINT") TO AMANAT LEBUHRAYA RAKYAT BERHAD ("ALR"), SUBJECT TO THE TERMS AND CONDITIONS CONTAINED IN THE SHARE SALE AND PURCHASE AGREEMENT BETWEEN SPRINT HOLDINGS AND ALR, IN RESPECT OF GAMUDA'S 30.0% DIRECT INTEREST IN SPRINT HOLDINGS ("PROPOSED DISPOSAL OF SPRINT")

"THAT subject to the fulfilment of all conditions precedent under the conditional letter of offer from ALR dated 2 April 2022, the Directors of the Company be and are hereby authorised and empowered to take all such steps and do all such acts, matters and things, as they may deem fit, necessary and/or expedient to procure SPRINT Holdings to enter into and execute the final form of the conditional share sale and purchase agreement between SPRINT Holdings and ALR ("SPRINT Finalised SSPA") with full powers to assent to any modifications, conditions, variations and/or amendments to the SPRINT Finalised SSPA prior to the execution thereof.

THAT subject to the execution of the SPRINT Finalised SSPA with any modifications, conditions, variations and/or amendments as authorised above ("SPRINT Executed SSPA") and subject to all approvals being obtained from the relevant authorities and parties (where applicable), approval be and is hereby given for SPRINT Holdings to dispose 50,000,000 ordinary shares in SPRINT, representing 100% of the issued share capital of SPRINT for a disposal consideration of RM904 million to be fully satisfied in cash which is based on the enterprise value of SPRINT of RM1,808 million as at 31 December 2021, upon such terms and conditions contained in the SPRINT Executed SSPA.

AND THAT the Directors of the Company be and are hereby authorised and empowered to assent to any further modifications, conditions, variations and/or amendments to the SPRINT Executed SSPA, as may be required or permitted by the relevant authorities or as they may deem fit, necessary and/or expedient and to take all such steps and do all such acts, matters and things, as they may deem fit, necessary and/or expedient to implement and give full effect to the Proposed Disposal of SPRINT."

ORDINARY RESOLUTION 3

PROPOSED DISPOSAL BY PROJEK SMART HOLDINGS SDN BHD ("SMART HOLDINGS") OF ALL THE SECURITIES IN SYARIKAT MENGURUS AIR BANJIR & TEROWONG SDN BHD ("SMART") TO AMANAT LEBUHRAYA RAKYAT BERHAD ("ALR"), SUBJECT TO THE TERMS AND CONDITIONS CONTAINED IN THE SHARE SALE AND PURCHASE AGREEMENT BETWEEN SMART HOLDINGS AND ALR, IN RESPECT OF GAMUDA'S 50.0% DIRECT INTEREST IN SMART HOLDINGS ("PROPOSED DISPOSAL OF SMART")

"THAT subject to the fulfilment of all conditions precedent under the conditional letter of offer from ALR dated 2 April 2022, the Directors of the Company be and are hereby authorised and empowered to take all such steps and do all such acts, matters and things, as they may deem fit, necessary and/or expedient to procure SMART Holdings to enter into and execute the final form of the conditional share sale and purchase agreement between SMART Holdings and ALR ("SMART Finalised SSPA") with full powers to assent to any modifications, conditions, variations and/or amendments to the SMART Finalised SSPA prior to the execution thereof.

THAT subject to the execution of the SMART Finalised SSPA with any modifications, conditions, variations and/or amendments as authorised above ("SMART Executed SSPA") and subject to all approvals being obtained from the relevant authorities and parties (where applicable), approval be and is hereby given for SMART Holdings to dispose 20,000,000 ordinary shares in SMART, representing 100% of the issued share capital of SMART and 3,030,000 redeemable preference shares in SMART, representing 100% of the redeemable preference shares of SMART for a disposal consideration of RM1.00 to be fully satisfied in cash based on the enterprise value of SMART of RM313 million as at 31 December 2021, upon such terms and conditions contained in the SMART Executed SSPA.

AND THAT the Directors of the Company be and are hereby authorised and empowered to assent to any further modifications, conditions, variations and/or amendments to the SMART Executed SSPA, as may be required or permitted by the relevant authorities or as they may deem fit, necessary and/or expedient and to take all such steps and do all such acts, matters and things, as they may deem fit, necessary and/or expedient to implement and give full effect to the Proposed Disposal of SMART."

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

12 July 2022

Notes:

- Virtual EGM:**
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.
- Every Member of the Company is entitled to:-**
 - 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;
 - appoint more than one (1) person as his proxy provided that he specifies the proportions of his shareholdings to be represented by each proxy.
- 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.**
- 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 nominee specifies the number of shares to be represented by each proxy.**
- 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.**
- 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.**
- The Form of Proxy shall be submitted in the following manner, not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof:-**
 - Hard copy:**
The original signed Form of Proxy must be deposited with the Share Registrar of the Company, Tricor 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
 - Electronic means:**
You may also submit the Form of Proxy electronically via Tricor's TIH Online website at <https://tjih.online> by following the procedures provided in the Administrative Details for the EGM.
- Only a Depositor whose name appears in the Record of Depositors as at 19 July 2022 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.**