

# CORPORATE INFORMATION

Directors' Profile  
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Corporate Structure

047 - 055  
056  
057

## Directors' Profile



**Raja Dato' Seri Abdul Aziz bin Raja Salim**

Non-executive Chairman (independent)

Raja Dato' Seri Abdul Aziz has been on the Board since 22 October 2001. He was appointed the Chairman of Gamuda Berhad on 17 December 2010.

A chartered accountant, he has a distinguished career in Government service. He was the Director-General of Inland Revenue Malaysia from 1980-1990 and Accountant-General Malaysia from 1990-1994. He was the President of the Chartered Institute of Management Accountants (CIMA), Malaysia Division from 1976-1993 and Council Member of CIMA, UK from 1990-1996. He was awarded the CIMA Gold Medal in recognition of his outstanding service to the accounting profession. Presently, he is a trustee and Board member of the Malaysian Accounting Research and Education Foundation.

Raja Dato' Seri Abdul Aziz's financial and tax experience supported with his experience as a member of the Board and Audit Committee of other public listed companies enable him to bring a great deal of experience and expertise to the Board, and make him ideally placed to chair the Board and particularly qualified to lead the Audit Committee.

He is an Honorary Fellow of the Malaysian Institute of Taxation; a Fellow of the Chartered Association of Certified Accountants, UK; a Fellow of CIMA, UK; a member of the Malaysian Institute of Accountants and a member of the Chartered Accountant (Malaysia). Age 75.

### Board Committee membership

- Chairman of the Audit Committee

### Other directorships of public companies

- Kenanga Islamic Investors Berhad
- Kenanga Investment Bank Berhad
- K&N Kenanga Holdings Berhad
- Panasonic Manufacturing Malaysia Berhad
- Southern Steel Berhad
- Hong Leong Industries Berhad

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**Dato' Lin Yun Ling**  
Group Managing Director

Dato' Lin has been on the Board as Managing Director since 10 February 1981.

A civil engineer, he joined Gamuda in 1978 as a senior project manager. He brings to the Group more than 35 years of experience in civil engineering and construction. Over the years under his leadership, Gamuda expanded its business focus from construction into infrastructure and property development, all sectors in which the Group has dominant positions, both locally and internationally.

As a key pioneer founder of the Group, Dato' Lin has a deep understanding of the strengths and capabilities of the Group. Consequently his differentiated vision and strategies have led to the Group's successful track record of growth and financial strength. Dato' Lin is instrumental in leading the executive team in implementing the Group's strategies. His leadership and entrepreneurial vision have been and will continue to be crucial in leading the Group into the future.

Dato' Lin holds a Bachelor of Science (Honours) degree in Civil Engineering from King's College, University of London, UK. Age 58.

#### Board Committee membership

- Member of the Remuneration Committee

#### Other directorships of public companies

- Lingkar Trans Kota Holdings Berhad



**Dato' Ir Ha Tiing Tai**  
Deputy Group Managing Director

Dato' Ir Ha has been on the Board since 1 February 1990. He was promoted to Deputy Group Managing Director on 1 June 2012.

A civil engineer, he has 36 years of experience in the engineering and construction sectors. Dato' Ir Ha has extensive experience in large-scale build-operate-transfer (BOT) projects from project inception to project financing and implementation, both in Malaysia and overseas.

As Deputy Group Managing Director, Dato' Ir Ha assists the Group Managing Director in managing the Group's local and international engineering and construction, property development and infrastructure concession business divisions. Currently, through the Company's role as Project Delivery Partner (PDP), and Underground Works contractor, he also manages the implementation of the massive Klang Valley MRT Project.

Dato' Ir Ha's expertise and extensive experience particularly in large and complex projects enable him to contribute significantly to the Group's business and to the Board. He was also appointed Vice President of the China Economic & Trade Promotion Agency in September 2010 on a 5-year term.

Dato' Ir Ha holds a Bachelor of Engineering (Honours) degree from University of Malaya. He is a Professional Engineer registered with the Board of Engineers, Malaysia; a Chartered Structural Engineer and a Chartered Engineer registered with the Engineering Councils, UK; a Fellow of the Institution of Engineers Malaysia; a Fellow of The Institution of Civil Engineers, UK; a Fellow of the Institution of Structural Engineers, UK and a Fellow of the Institution of Highways And Transportation, UK. Age 59.

#### Board Committee membership

- None

#### Other directorships of public companies

- Danau Permai Resort Berhad



**Tan Sri Dato' Mohd Ramli bin Kushairi**  
Senior Independent Non-executive Director

Tan Sri Dato' Mohd Ramli has been on the Board since 22 October 2001.

Tan Sri Dato' Mohd Ramli's service with the Government of Malaysia includes holding senior positions at Bank Negara Malaysia, Tariff Advisory Board, Federal Agricultural Marketing Authority and Kumpulan Fima Berhad, a Government-owned company then. He has served as a member of the National Standards & Accreditation Council, where he was also the Chairman of the Council's National Standards Committee. Additionally, he is a trustee of both Yayasan Tuanku Bainun and Yayasan Suluh Budiman Universiti Pendidikan Sultan Idris, a member of the International Advisory Board of University of Hull, England and a member of the Board of Directors of Universiti Teknologi Malaysia.

Tan Sri Dato' Mohd Ramli's roles in key trade and business councils, coupled with his commercial experience gained as a Board member of other public listed companies, have enabled him to provide highly valued advice and support to the executive management team of the Company and make him ideally suited to the position of Senior Independent Director for communication between the shareholders and the Board.

He holds a Bachelor of Arts (Honours) degree in Social Science from University of Hull, England, UK and did his post-graduate studies at King's College, University of London, UK. Age 77.

#### Board Committee membership

- Chairman of the Remuneration Committee
- Chairman of the Nomination Committee
- Member of the Audit Committee

#### Other directorships of public companies

- South Malaysia Industries Berhad (Chairman)
- Masscorp Berhad



**Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain**  
Non-executive Director (independent)

Tan Sri Dato' Seri Dr Haji Zainul Ariff has been on the Board since 1 December 2004.

Tan Sri Dato' Seri Dr Haji Zainul Ariff spent his early career in Government service where he held senior positions including Secretary in the Department of Higher Education of the Ministry of Education, Director-General of the Social Economic Research Unit in the Prime Minister's Department, Deputy Secretary-General of the Prime Minister's Department and Secretary-General of the Ministry of National Unity and Social Development. His last position with the Government was as Director-General of the Implementation Coordination Unit in the Prime Minister's Department. He is a Distinguished Fellow of the Institute of Strategic and International Studies Malaysia. Tan Sri Dato' Seri Dr Haji Zainul Ariff is a former member of the Board of Malaysian Industry-Government Group For High Technology, past Chairman of Bank Pembangunan Malaysia Berhad, former Director of MISC Berhad and Global Maritime Ventures Berhad, and former Chairmen of the Boards of Universiti Putra Malaysia and Universiti Malaysia Perlis.

Tan Sri Dato' Seri Dr Haji Zainul Ariff's extensive experience in the public sector and commercial experience in the later years enable him to provide a different perspective and independent view to the Board.

He holds a Ph.D. in Public Policy from University of Southern California, USA; a Master's in Business Administration from Ohio University, USA; a Bachelor of Arts (Honours) degree from University of Malaya; a Diploma in Public Administration from University of Malaya; a Certificate in Management Services (Excellent Grade) from Royal Institute of Public Administration, UK and a Certificate of Anatomy of Ship Finance from Cambridge Academy of Transport, Cambridge, UK. He did a short course on factoring at Catholic Leuven University, Belgium. He has also been awarded Honorary Doctorate of Public Administration by Universiti Putra Malaysia and Honorary Doctorate of Public Management by Universiti Malaysia Perlis. Age 67.

#### Board Committee membership

- Member of the Remuneration Committee
- Member of the Nomination Committee

#### Other directorships of public companies

- FSBM Holdings Berhad

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**Raja Dato' Seri Eleena binti Sultan Azlan Shah**  
Non-executive Director (non-independent)

An advocate and solicitor, Raja Dato' Seri Eleena has been on the Board since 1 June 1992.

She was called to the English Bar in 1985. Upon returning to Malaysia, she worked with an international firm in Kuala Lumpur and was called to the Malaysian Bar in 1986. She set up her own legal practice Messrs Raja Eleena, Siew, Ang & Associates in 1987 of which she is presently a senior partner.

Raja Dato' Seri Eleena's extensive experience in legal practice enables her to contribute significantly to the Board. She is the niece of Dato' Seri Ir Kamarul Zaman bin Mohd Ali and a major shareholder of Gamuda through her interest in Generasi Setia (M) Sdn Bhd.

Raja Dato' Seri Eleena is a Barrister-at-Law from Lincoln's Inn, London, UK. Age 53.

#### Board Committee membership

- None

#### Other directorships of public companies

- KAF-Seagroatt & Campbell Berhad



**Dato' Seri Ir Kamarul Zaman bin Mohd Ali**  
Executive Director

Dato' Seri Ir Kamarul Zaman has been on the Board since 1 June 1992.

A civil engineer, he was attached to the Public Works Department (JKR), Penang for 17 years as Quarry Manager. Subsequently, he joined Penang Development Corporation as a senior engineer for 9 years prior to joining G.B. Kuari Sdn Bhd, a subsidiary of Gamuda, on 1 June 1990.

Dato' Seri Ir Kamarul Zaman has been actively involved in overseeing the Group's quarry operations and related business requirements. His in-depth knowledge and vast experience in quarry operations and the broader construction industry enable him to provide a significant contribution to the Group's business and to the Board. Dato' Seri Ir Kamarul Zaman is the uncle of Raja Dato' Seri Eleena binti Sultan Azlan Shah.

He holds a Bachelor of Science degree in Engineering from the Institute of Technology, Brighton, UK. Age 77.

#### Board Committee membership

- None

#### Other directorships of public companies

- Intan Utilities Bhd



**Dato' Haji Azmi bin Mat Nor**  
Executive Director

Dato' Haji Azmi has been on the Board since 24 September 2001. Before that, he was Alternate Director to Mr Heng Teng Kuang from 22 December 2000 to 1 August 2001 (Mr Heng Teng Kuang retired from the Board and Company on 1 August 2001).

A civil engineer, he has worked as Resident Engineer at the Public Works Department (JKR), of Pahang and Selangor. His last position with the Public Works Department (JKR) was as Assistant Director of the Central Zone Design Unit under JKR Kuala Lumpur (Road Branch), in charge of road design and coordination of consultants' work.

Dato' Haji Azmi has extensive knowledge of developing and managing the implementation of complex infrastructure concession projects in Malaysia. He also contributes by overseeing the operations of the Group's infrastructure concessions, ranging from expressways to water-related and others.

Dato' Haji Azmi holds a Bachelor of Science degree in Civil Engineering and a Master's of Science degree in Highway Engineering, both from University of Strathclyde, Glasgow, Scotland, UK. Age 55.

#### Board Committee membership

- None

#### Other directorships of public companies

- Lingkaran Trans Kota Holdings Berhad
- Syarikat Pengeluar Air Selangor Holdings Berhad
- Kesas Holdings Berhad



**Dato' Goon Heng Wah**  
Executive Director

Dato' Goon has been on the Board since 1 June 1992. He was previously a member of the Board from 11 November 1986 to 30 October 1988.

A civil engineer, Dato' Goon has many years of working experience in the fields of engineering, construction and infrastructure works and possesses a strong project implementation background. He held several senior management positions since joining Gamuda in 1978 with responsibilities including management and supervision of major projects.

Dato' Goon has substantial regional responsibilities for the Group's engineering and construction activities from India to the Middle East. Dato' Goon's contribution is in his engineering expertise, in-depth knowledge and extensive experience in the construction industry, in particular large-scale overseas project mobilisation and implementation.

He holds a Bachelor of Engineering (Honours) degree from South Bank University, UK. Age 57.

#### Board Committee membership

- None

#### Other directorships of public companies

- Danau Permai Resort Berhad



Corporate  
Information**Dato' Ng Kee Leen**

Non-executive Director (non-independent)

Dato' Ng has been on the Board since 20 September 1986.

He has been with Gamuda since 1977 during which time he held various senior management positions. Dato' Ng has extensive working experience in tender, finance and implementation of infrastructure projects. He was President of the Master Builders Association of Malaysia (MBAM), the collective and recognised voice of the construction industry in Malaysia, from 2008 to 2010 and was previously a Board member of the Construction Industry Development Board (CIDB), Board member of the International Federation of Asian and Western Pacific Contractors' Association (IFAWPCA), Council Member of the Building Industry Presidents' Council (BIPC), Council Member of the ASEAN Constructors Federation (ACF) and Board member of Construction Labour Exchange Centre Berhad (CLAB).

He is presently an Honorary Advisor of MBAM, Vice President of Malaysian Service Providers Confederation (MSPC), member of the Malaysian Productivity Corporation (MPC) and a Fellow Class of The Chartered Institute of Building, UK (FCIOB).

Dato' Ng was awarded the Prominent Player Award for the year 2012 by CIDB Malaysia for his extensive working experience in the construction field.

His skills and vast experience, having worked for the Company for 36 years across a wide spectrum of businesses including infrastructure concession projects, trading and investments, enable him to contribute significantly to the Group's overall business and to the Board. His involvement as the President of MBAM, Board member of CIDB and CLAB, and Council Member of BIPC and ACF, enable him to contribute on issues affecting the building and construction industries. Age 57.

**Board Committee membership**

- None

**Other directorships of public companies**

- Lingkaran Trans Kota Holdings Berhad
- Kesas Holdings Berhad

**Saw Wah Theng**

Executive Director

A chartered accountant, Mr Saw has been on the Board since 1 February 1998.

As head of the finance function, Mr Saw is responsible for the Group's budgetary control, treasury, tax and corporate finance including mergers and corporate restructuring exercises. He has extensive working experience in accounting, finance and corporate finance gained while he was attached to accounting and auditing firms in the United Kingdom and Malaysia, and as the Group Financial Controller of Hong Leong Industries Berhad, prior to joining the Gamuda Group.

Mr Saw was admitted as an Associate of the Institute of Chartered Accountants (England and Wales) in 1985 and he is a member of the Malaysian Institute of Accountants. Age 56.

**Board Committee membership**

- None

**Other directorships of public companies**

- Lingkaran Trans Kota Holdings Berhad
- Kesas Holdings Berhad
- Danau Permai Resort Berhad
- Horizon Hills Resort Berhad
- Syarikat Pengeluar Air Selangor Holdings Berhad



**Tunku Afwida binti Tunku A. Malek**

Non-executive Director (independent)

A chartered accountant, Tunku Afwida joined the Board on 1 June 2012.

Tunku Afwida has had held senior roles in investment banks. From 2006 until 2008, she was Chief Executive Officer (“CEO”) and Executive Director (“ED”) of Kenanga Investment Bank Berhad. Prior to that, from 2003 to 2006, she was CEO and ED of MIMB Investment Bank Berhad and from 1995 to 2003, she was ED/Chief Investment Officer of Commerce Asset Fund Managers Sdn Bhd. Tunku Afwida is currently a Director and shareholder of Benih Semaian Sdn Bhd, a funding advisory company.

She has vast financial, analytical and risk management experience, enabling her to provide invaluable input to the Board and Audit Committee.

Tunku Afwida holds a Bachelor of Science (Honours) degree in Economics and Accountancy from City University London, UK; qualified as a Chartered Accountant from the Institute of Chartered Accountants in England and Wales and is a member of the Malaysian Institute of Accountants. Age 48.

#### Board Committee membership

- Member of the Audit Committee

#### Other directorships of public companies

- None



**Ir Chow Chee Wah**

Alternate Director to Dato' Lin Yun Ling

Ir Chow has been on the Board as Alternate Director to Dato' Lin Yun Ling since 24 September 2001. Before that, he was Alternate Director to Mr Chan Kuan Nam @ Chan Yong Foo from 22 December 2000 to 1 August 2001.

A civil engineer, he has more than 31 years of working experience in the design of roads, expressways and buildings. He joined Gamuda as a project coordinator after working with engineering consultancy Sepakat Setia Perunding Sdn Bhd as Associate Director. In Gamuda, he held increasingly senior positions within the Group and he assumed the property development portfolio in 1996 in line with the Group's business diversification. Ir Chow heads the property development division as its Managing Director.

His engineering expertise and considerable number of years of experience working within the Group, particularly on the design and technical aspects of the construction side of the business and in later years, on property development, enable him to contribute significantly to the Group's business and to the Board.

Ir Chow holds a Bachelor of Science (Honours) degree in Civil Engineering from University of London, UK. He is a member of the Institute of Engineers, Malaysia and a Professional Engineer registered with the Board of Engineers, Malaysia. Age 55.

#### Board Committee membership

- None

#### Other directorships of public companies

- Horizon Hills Resort Berhad



Corporate  
Information**Ir Adrian Brian Lam**

Alternate Director to Dato' Ir Ha Tiing Tai

A civil engineer, Ir Adrian joined the Board as Alternate Director to Dato' Ir Ha Tiing Tai on 8 March 2013.

He has over 30 years of experience in civil engineering works. He was Associate Director/Chief Highway Engineer of engineering consultancy Sepakat Setia Perunding Sdn Bhd prior to joining the Company in 1995. He has extensive experience in the design and technical aspects of construction, fortified by his considerable number of years of experience working within the Group. Ir Adrian presently heads the Design and Technical Services Division of the Company.

He holds a Bachelor of Engineering degree from Monash University, Australia. He is a Professional Engineer registered with the Board of Engineers, Malaysia and a member of the Institution of Engineers Malaysia. Age 56.

**Board Committee membership**

- None

**Other directorships of public companies**

- None

**Ir Chan Kong Wah**

Alternate Director to Dato' Goon Heng Wah

A civil engineer, Ir Chan joined the Board as Alternate Director to Dato' Goon Heng Wah on 8 March 2013.

He has 35 years of experience in civil engineering works. He was Head of Facility, Engineering Division of Pengurusan LRT, Kuala Lumpur prior to joining the Company in 1995. Ir Chan is presently the Senior General Manager (Project Management Division) of the Company and Managing Director of Gamuda Engineering Sdn Bhd. He is highly experienced in managing the construction of highways, airports and water supply schemes in Malaysia, the United Kingdom, Middle East and India. He is also involved in the Electrified Double-tracking Railway Project from Ipoh to Padang Besar and the Klang Valley MRT Project in Malaysia.

Ir Chan holds a Bachelor of Science (Engineering) degree from University of London, King's College, UK. He is a Professional Engineer registered with the Board of Engineers, Malaysia; a member of the Institution of Engineers Malaysia and a Chartered Engineer of The Institution of Civil Engineers, UK. Age 57.

**Board Committee membership**

- None

**Other directorships of public companies**

- None

**Soo Kok Wong**

Alternate Director to Saw Wah Theng

A chartered accountant, Mr Soo joined the Board as Alternate Director to Saw Wah Theng on 8 March 2013.

He was attached to a major accounting firm in Malaysia prior to joining the Company in 1996. He has vast experience in accounting, tax, audit, finance, treasury and budgetary control and presently heads the Company's Financial Management and Accounting Department.

Mr Soo is a Fellow member of the Association of Chartered Certified Accountants (ACCA), UK and a member of the Malaysian Institute of Accountants. Age 43.

**Board Committee membership**

- None

**Other directorships of public companies**

- None

**Notes:**

- 1 All the Directors -
  - are Malaysians;
  - do not have any conflict of interest with the Company; and
  - maintain a clean record with regard to convictions for offences within the past 10 years other than traffic offences, if any.
- 2 Save as disclosed, none of the Directors has any family relationship with any Director and/or major shareholder of the Company.

## Corporate Data

### Board of Directors

- Y M Raja Dato' Seri Abdul Aziz bin Raja Salim (Chairman)
- Y Bhg Dato' Lin Yun Ling (Group Managing Director)
- Y Bhg Dato' Ir Ha Tiing Tai (Deputy Group Managing Director)
- Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi
- Y Bhg Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain
- Y T M Raja Dato' Seri Eleena binti Sultan Azlan Shah
- Y Bhg Dato' Seri Ir Kamarul Zaman bin Mohd Ali
- Y Bhg Dato' Haji Azmi bin Mat Nor
- Y Bhg Dato' Goon Heng Wah
- Y Bhg Dato' Ng Kee Leen
- Mr Saw Wah Theng
- Y M Tunku Afwida binti Tunku A.Malek
- Ir Chow Chee Wah (Alternate to Y Bhg Dato' Lin Yun Ling)
- Ir Adrian Brian Lam (Alternate to Y Bhg Dato' Ir Ha Tiing Tai)
- Ir Chan Kong Wah (Alternate to Y Bhg Dato' Goon Heng Wah)
- Mr Soo Kok Wong (Alternate to Mr Saw Wah Theng)

### Audit Committee

- Y M Raja Dato' Seri Abdul Aziz bin Raja Salim (Chairman)
- Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi
- Y M Tunku Afwida binti Tunku A.Malek

### Nomination Committee

- Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi (Chairman)
- Y Bhg Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain

### Remuneration Committee

- Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi (Chairman)
- Y Bhg Dato' Lin Yun Ling
- Y Bhg Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain

### Senior Independent Non-Executive Director

- Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi  
E-mail : mkramli@gamuda.com.my

### Company Secretaries

Ms Lim Soo Lye (LS 006461)  
Ms Tee Yew Chin (MAICSA 0794772)

### Registered Office

Menara Gamuda  
D-16-01, Block D, PJ Trade Centre  
No. 8, Jalan PJU 8/8A  
Bandar Damansara Perdana  
47820 Petaling Jaya  
Selangor Darul Ehsan  
Tel : 603-7726 9210  
Fax : 603-7728 9811  
E-mail : gbgpa@gamuda.com.my

### Share Registrar

(For Ordinary Shares and Warrants 2010/2015)

Insurban Corporate Services Sdn Bhd  
149, Jalan Aminuddin Baki  
Taman Tun Dr. Ismail  
60000 Kuala Lumpur  
Tel : 603-7729 5529  
Fax : 603-7728 5948  
E-mail : insurban@gmail.com

### Auditors

Ernst & Young  
Chartered Accountants

### Principal Banker

Malayan Banking Berhad

### Stock Exchange Listing

Main Market of Bursa Malaysia Securities Berhad  
Stock Code : Gamuda  
Stock No : 5398

### Website

www.gamuda.com.my

## Corporate Structure

As at 3 October 2013

### Expressway Tolling & Management

Sistem Penyuraian Trafik KL Barat Sdn Bhd	52%
Mapex Infrastructure Private Limited	50%
Emas Expressway Private Limited	50%
Lingkar Trans Kota Sdn Bhd	45%
Madang Permai Sdn Bhd	36%
Kesas Sdn Bhd	30%

### Water Related

Gamuda Water Sdn Bhd	80%
Syarikat Mengurus Air Banjir & Terowong Sdn Bhd	50%
Syarikat Pengeluar Air Sungai Selangor Sdn Bhd	40%

### Construction

Gamuda Engineering Sdn Bhd	100%
Masterpave Sdn Bhd	100%
Ganaz Bina Sdn Bhd	100%
Gamuda Saudi Arabia L.L.C.	100%
Gamuda-WCT (India) Private Limited	70%
MMC-Gamuda Joint Venture Sdn Bhd	50%
MMC Gamuda KVMRT (PDP) Sdn Bhd	50%
MMC Gamuda KVMRT (T) Sdn Bhd	50%

### Trading

Gamuda Trading Sdn Bhd	100%
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### Property/Township Infrastructure Development

Jade Homes Sdn Bhd	100%
Harum Intisari Sdn Bhd	100%
Madge Mansions Sdn Bhd	100%
Valencia Development Sdn Bhd	100%
Gamuda Land Sdn Bhd	100%
Gamuda Land Vietnam Limited Liability Company	100%
Gamuda Land (HCMC) Sdn Bhd	100%
Idaman Robertson Sdn Bhd	100%
(formerly known as Idaman Lintas Sdn Bhd)	
Setara Hati Sdn Bhd	100%
Reka Strategi Sdn Bhd	100%
Temasek Eksklusif Sdn Bhd	100%
Gamuda-NamLong Development	70%
Limited Liability Company	
Sai Gon Thuong Tin Tan Thang Investment	60%
Real Estate Joint Stock Company	
Hicom-Gamuda Development Sdn Bhd	50%
Horizon Hills Development Sdn Bhd	50%
Gamuda GM Klang Sdn Bhd	50%
(formerly known as Precinct Blossom Sdn Bhd)	
Gamuda GM Sdn Bhd	50%
(formerly known as Ambang Dedikasi Sdn Bhd)	

### Township & Golf Club Management

Valencia Township Sdn Bhd	100%
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### Property Maintenance

Botanic Property Services Sdn Bhd	100%
Rebung Property Services Sdn Bhd	100%
Jade Homes Property Services Sdn Bhd	100%
HGD Property Services Sdn Bhd	50%
Horizon Hills Property Services Sdn Bhd	50%

### Golf Club & Clubhouse

Bandar Botanic Resort Berhad	100%
Jade Homes Resort Berhad	100%
Danau Permai Resort Berhad	50%
Horizon Hills Resort Berhad	50%

### Quarrying, Plant Hire & Others

G. B. Kuari Sdn Bhd	100%
Megah Management Services Sdn Bhd	100%
Megah Sewa Sdn Bhd	100%
GL (MM2H) Sdn Bhd	100%
Gamuda Paper Industries Sdn Bhd	95%
GPI Trading Sdn Bhd	95%
Dyna Plastics Sdn Bhd	41%

### Investment

Gamuda Overseas Investment Ltd	100%
Megah Capital Sdn Bhd	100%
Gamuda (Offshore) Private Limited	100%
Gammau Construction Sdn Bhd	100%
Sistem Penyuraian Trafik	52%
KL Barat Holdings Sdn Bhd	
Gamuda-WCT (Offshore) Private Limited	50%
Suria Holding (O) Pvt Ltd	50%
Projek Smart Holdings Sdn Bhd	50%
Lingkar Trans Kota Holdings Berhad	45%
Syarikat Pengeluar Air Selangor Holdings Berhad	40%
Kesas Holdings Berhad	30%

### Information Technology

GIT Services Sdn Bhd	100%
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### Landscaping

Megah Landscape Sdn Bhd	100%
Kota Kemuning Nursery & Landscaping Sdn Bhd	50%

A man and a woman are sitting on a wooden bench on a balcony garden, laughing heartily. The man is wearing a light blue shirt and dark trousers, and the woman is wearing a black dress. They are both holding small white cups. In the background, there is a modern building with a grid-like facade of many windows. A large potted plant is visible on the left side of the frame.

# PASSION

**There is no coincidence in success. But there is hard work, leadership, inspiration and a strong desire to stay ahead. In short, we call it - PASSION.**

Meetings and brainstorm sessions are not always grim and held behind closed doors at Gamuda. As results driven as we are, the best ideas often strike during a spontaneous conversation or a casual discussion at one of the balcony gardens in Menara Gamuda.





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# CORPORATE RESPONSIBILITY

Social Responsibility	061
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## Social Responsibility

We see corporate social responsibility (CSR) as an essential component in our business activities and consistent with being a responsible organisation.

Gamuda Group views corporate social responsibility (CSR) as an integral part of our business activities and consistent with being a responsible organisation. Caring for our community, protecting the environment and ensuring the welfare of our employees and business partners, while delivering our commitment to our customers, are

in harmony with our values. Balanced economic growth, environmental protection and social progress can be achieved with the right efforts.

The various elements of our CSR programmes are categorised under three main areas:

### QUALITY, SAFETY & HEALTH AND ENVIRONMENT (QSHE)

- QSHE policy statement
- Quality programmes & achievements
- Safety & Health programmes & achievements
- Environmental programmes & achievements



### HUMAN CAPITAL DEVELOPMENT

- Tunnelling Training Academy
- Construction Training Centre
- Gamuda Plant Operator School
- Gamuda Scholarship Awards
- Gamuda Learning Centre
- Gamuda Quantity Surveyor Apprenticeship Programme



### COMMUNITY AND SOCIAL DEVELOPMENT

- Community outreach
- Employee engagement



## Quality, Safety & Health and Environment (QSHE) Report

The Group is fully committed to provide quality products and services and ensure the timely delivery of these products and services to our customers, shareholders, and the general public. We first achieved our internationally recognised ISO 9001 Quality Management System certification back in 1997 – a testament to our uncompromising commitment to quality.

The Group is also dedicated to provide a safe and healthy work environment to our employees and those under our care, while maintaining an environmentally responsible approach to our businesses. With this in mind, we expanded and improved our Management System further and as a result, we achieved the ISO 14001 Environmental Management System and the OHSAS 18001 / MS 1722 Occupational Health and Safety Management Systems certification in 2008.

With an aim to streamline the requirements and operations of our Management Systems, we decided to integrate these three Management Systems into a single entity, appropriately termed Quality, Safety & Health and Environmental (QSHE) Management Systems.

We strive to continually review and improve our QSHE Management Systems as times change to support the growth direction of the Group.

### QSHE policy statement

The QSHE Policy is one of our core values document stipulating the Group's commitment to uphold quality, safety & health and environmental standards in all our operations, while ensuring that a cost effective and reliable product or services are delivered to our customers.

With this in mind, our policy statement requires that we:

- understand and consistently respond to the needs and expectations of our customers;
- systematically manage our products or services to enhance its value to our shareholders;
- develop and inculcate a self-regulating mindset to all staff members to ensure the success of the QSHE Management Systems and the company's goals;
- continually improve our quality, safety & health and environmental processes to facilitate effective management and control of the aforesaid areas;
- minimise safety & health risks through the adoption of best practices;
- mitigate environmental impacts and manage the Group's resources through proper and effective implementation of our obligations;
- identify and comply with the relevant safety & health and environmental legislations and regulations; and
- provide appropriate training to our employees and related parties to improve awareness and knowledge on safety & health and environmental requirements.

### Quality programmes & achievements

A set of quality objectives and targets have been established for the various functions, departments and projects under the Group's operations. The objectives and targets established are based on the requirements of the ISO 9001 and our QSHE Policy, and focuses on the monitoring of conformance to the system and product policy, observing customer satisfaction, value engineering, training, and continual improvement actions.

Various activities and measures were carried out at all levels to ensure that quality objectives and targets were met. These include periodic internal audits, submission of monthly project performance reports, QSHE induction trainings and annual management review meetings. Besides these essential activities and measures, we have also implemented the following initiative:

- QSHE e-Library

Sharing of knowledge and learning from past experiences are an important step to enable us to advance our techniques and processes in future undertakings. With this in mind, we established the QSHE e-Library. The e-Library is an essential collection consisting of valuable online documents prepared by our talents from past and current projects, as well as compilations from local and international construction standards, best practice guidelines, legal and other regulatory requirements, and etc. The e-Library will be accessible to all staff members within the Group as a ready source of reference, anytime anywhere within our facilities.

The full list of quality accreditations achieved by the Group as at 2012/2013 is as follows:

- Gamuda Berhad and Gamuda Engineering Sdn Bhd – ISO 9001:2008, OHSAS 18001:2007, MS 1722:2005, ISO 14001:2004;
- Lingkar Trans Kota Holdings Berhad (LITRAK) – ISO 9001:2008;
- Kesas Sdn Bhd – ISO 9001:2008;
- Syarikat Pengeluar Air Sungai Selangor Sdn Bhd (SPLASH) – ISO/IEC 17025:2005, OHSAS 18001:2007, ISO 9001:2008;
- GB Kuari Sdn Bhd – ISO 9001:2008;
- Megah Sewa Sdn Bhd – ISO 9001:2008;
- Gamuda Land (Hicom-Gamuda Development Sdn Bhd, Valencia Development Sdn Bhd, Harum Intisari Sdn Bhd – ISO 9001:2008); and
- Gamuda Land (Horizon-Hills Development Sdn Bhd) – ISO 9001:2008.

### Safety & Health programmes & achievements

The Group's Safety & Health Division drives various safety & health initiatives and defines the framework that exemplifies the Group's effort to continuously meet legal compliance and enhance safety & health technical standards based on industry best practice. The Safety & Health Division at the headquarters and various project sites also drives strategies, monitors and reports safety & health performance to ensure occupational risk is minimised to reasonably feasible levels. The Group will continue to reinforce its Occupational Safety and Health (OSH) Management System at all stages and strengthen OSH leadership, mindset and culture within the organisation.

The Group places a high degree of emphasis on all aspects of safety & health at all operational levels, with particular focus on protecting our employees and the public's well-being. Mandatory requirements with clearly identified accountabilities covering monitoring, supervision and assessment are implemented throughout the organisation and at all project sites. We believe that safety & health is everyone's responsibility.

Some of the factors contributing to the effectiveness and continual improvement of the Group's OSH Management System include:

- taking a proactive risk management approach at all project sites;
- empowering each employee to undertake safety & health responsibility and ownership;
- accelerating the propagation of SHE culture across the organisation with leadership from top management; and
- organising training programmes that are designed to instil lasting behavioural change and enable efficient information and technology transfer to enhance employees' competency and awareness.

The Group is also committed to support our employees in reducing health risks and maintaining good physical and mental well-being through implementation of various workplace programmes. With this in mind, several measures have been instituted to improve workplace conditions and minimise occupational risk.

The latest introduction of the Flexi-Wellness Plan, applicable to all staff as part of the Group's core benefits scheme, underpins our efforts in improving staff members' health and wellness through a comprehensive yet flexible coverage plan that suits each individual's needs. The innovative coverage and protection plan is complemented by the following SHE programmes:



SHE Corners in every floor of Menara Gamuda are created as a reference point to share useful information on sustainable, while encouraging the practice of 'reduce, reuse and recycle' among employees.

- Gamuda Health Day – health screening, blood donation and fitness challenge programme;
- Sharing of information regarding health tips and safety hazards with staff;

- No smoking campaign at project sites;
- SHE Reward Programme – establishing SHE Corners to share inspiring SHE-related information and workplace inspection for SHE compliance; and
- Ongoing interaction with neighbourhood committees at project sites to enhance neighbouring communities' safety & health. Activities include safety talks, *gotong-royong*, and etc.

Safety & Health Promotions are held regularly at the headquarters and project sites to assess main and emerging risks associated with operational and business activities. The campaigns conducted are as follows:

- Monthly safety campaigns to highlight significant occupational risks at project sites such as working at heights, electricity, night works, underground utilities, and etc in accordance with the nature and progress status of the project; and
- Safety & health enhancement trainings to raise competency and knowledge on safety management and create awareness on specific safety requirements based on the projects' needs.

Apart from that, continuous broad-based monitoring of safety & health performance are carried out through inspection, audit and consultation with various departments. Initiatives are taken to improve employees' participation by involving them in safety & health-related activities such as inspection, audit, campaigns and emergency drills.

In our endeavour to recognise safety & health contributions and innovations within the Group and among our business associates, a reward system was introduced to motivate staff members and contractors to adopt a more safety & health-oriented mindset and behaviour in the course of our daily operations. Our focus on stringent safety & health measures and awareness enhancement has resulted in an overall reduction of occupational mishaps throughout the Group.

Continuous review on the OSH Management System and approach are being carried out to meet our OSH policy commitment and our clients' needs, as well as compliance with related regulatory requirements. Key performance indicators on the achievement of safety & health targets are constantly being assessed and improved.



### Environmental programmes & achievements

As a corporate body that places great emphasis on preserving the environment, Gamuda plays an active role in creating awareness on sustainability among staff members and the public. The first Gamuda Environment Day celebration took place from 5<sup>th</sup> till 6<sup>th</sup> June 2013. The two-day event was held in conjunction with the annual World Environment Day celebration.

The theme, “Towards a Green and Sustainable Environment”, was the ideal theme for the event to convey our message that conserving the environment through green developments can be achieved not only in our present generation, but in future generations as well.

Activities such as bazaar sale, green exhibition, sales and recycling booths, video screening, campaigns, seminar, and a photo contest were held and received good response and participation from both headquarters and project staff. Proceeds from the bazaar sale were channelled to the Malaysian Nature Society.

Workplace recycling is a continuous effort undertaken by Gamuda to instil the practice of resource conservation among staff members. Dedicated “3R” (Reduce, Reuse and Recycle) bins for paper, glass and aluminium, and plastics are stationed at the lift lobby of all floors in Menara Gamuda to provide greater convenience for the disposal of recyclable materials. Wastes collected from 3R bins will be brought to the main waste chamber for collection by our appointed recycling contractor. Proceeds from the sale of all recycled materials will be channelled to charitable bodies.

Apart from programmes conducted at Gamuda headquarters, the respective project teams also played an important role in environmental protection at project sites. From May till July 2013, MMC Gamuda KVMRT (PDP) Sdn Bhd – a 50:50 joint venture company between Gamuda Berhad and MMC Corporation Berhad and the appointed Project Delivery Partner (PDP) for the Klang Valley Mass Rapid Transit, Sungai Buloh – Kajang Line (KVMRT, SBK Line) project – organised an environment conservation programme which focused on “Erosion and Sedimentation Control” (ESC) to highlight practical ESC measures applicable at project sites. As part of the programme, a seminar entitled “Fundamentals of Erosion and Sediment Control” was held and attended by project staff. The seminar was presented by Mr Leong Kwok Wing, a renowned ESC expert.

In conjunction with the Earth Day 2013 celebration on 30<sup>th</sup> April 2013, MMC Gamuda KVMRT (T) Sdn Bhd (MGKT), the appointed underground works contractor for KVMRT, SBK Line, launched an Environmental Awareness Programme at the Cochrane tunnelling site. The programme was held to enhance environmental awareness and inculcate the practise of sustainable waste management and recycling among the MGKT community.

The project site of the Electrified Double Track Project (Ipoh – Padang Besar) in Seberang Perai also organised a programme called *Program Pemuliharaan Sungai Derhaka*, held in conjunction with the World Environment Day celebration on 5<sup>th</sup> June 2013. The event saw a total of 60 school children from Kampung Tok Panjang making and throwing mud balls into Sungai Derhaka, located at Taman Nagasari, Perai.

The mud balls made from naturally occurring microorganisms will not only help improve water quality in the river by reducing algae growth and sludge formation, but will also nurture and revive aquatic life in the long run. The bio-remedial programme was co-organised with the Seberang Perai local council.



## Human Capital Development

### Developing Malaysia's talent pool

Gamuda is embarking on a progressive talent development initiative as part of our strategy to drive future growth for the Group. Striving to be the choice employer who believes in providing equal career opportunities for our young generation of Malaysians, we aim to nurture new talents who are dynamic, keen to challenge the status quo and are passionate in their chosen fields, to grow with the Group.

To sustain Gamuda's leading position in the infrastructure development industry, we are engaging in extensive career development planning, mentoring, understudy and culture change initiatives – where talents from diverse fields are provided with a collaborative work environment and honed with crucial know-how in high-demand and value-added expertise that will be critical for the Group's future growth.

In-line with the Group's aim to create high-income jobs for a new wave of ambitious Malaysians who will drive the nation's workforce up the value chain and give rise to a knowledge-based economy, we reinforced our existing talent development channels with initiatives that emphasise on knowledge sharing and valuable on-the-job exposure while instilling positive values such as passion, commitment and integrity.

A testament to our commitment towards innovation and continuous learning, we set up the world's first Tunnelling Training Academy to produce highly skilled and certified manpower for the local tunnelling industry, in particular, to ensure the successful implementation of the KVMRT, SBK Line in Malaysia.

To-date, over RM110 million has been invested by the Group since 1995 to nurture a dynamic workforce through niche skills advancement and training.

With a belief that social progress is an essential part of economic advancement, Gamuda also engages in a series of academic support, scholarships and tertiary institution partnerships to encourage the personal development and self-sustenance of marginal groups comprising the needy and the underprivileged.

### Tunnelling Training Academy (TTA)

TTA, launched by the Perdana Leadership Foundation Honorary President and the fourth Prime Minister of Malaysia Y A Bhg Tun Dr. Mahathir Mohamad in December 2011, is the Group's latest initiative in developing a sustainable source of young talents who are proficient in the specialised and high demand field of tunnel construction.

Consistent with the Government's aspirations to transform Malaysia into a high-income nation by the year 2020 through the creation of skilled employment opportunities in high technology industries, TTA is producing a steady stream of specialists, technicians and skilled manpower to support the roll-out of the underground works for the KVMRT project in the Klang Valley, as well as similar tunnelling projects in other parts of the world.



*TTA is an important step forward in advancing the knowledge and skills of Malaysians in the high-demand field of tunnelling. It also plays a major role in enabling local expertise to undertake world-class engineering projects that involve tunnel construction in the future.*

Costing RM10 million to set up and develop skilled, technical and specialist training modules, TTA since its inception has trained a total of 400 skilled tunnelling workers for the industry. The graduates are already employed at the site and have a rewarding career working at various KVMRT, SBK Line underground project sites.

TTA is also expected to cater for the training needs of additional workers required for future KVMRT Lines that are part of the Klang Valley Urban Rail Development Plan.

TTA collaborates with the Construction Industry Development Board (CIDB) in the assessment and award of the relevant skills certificates for participants.

The range of facilities available at TTA include indoor classrooms, on-site tunnel boring machine cutterwheel, shotcrete mould, testing unit for annular gap filling (grouting), testing unit for foam production, laboratory apparatus, as well as equipment and devices for tunnelling data acquisition and analysis, and erector simulator for tunnel segment ring building.

#### Construction Training Centre (CTC)

Working in tandem with CIDB and *Institut-Institut Latihan Kemahiran*, CTC serves as a valuable training ground for young Malaysians who would like to launch a career in the construction industry. Due to the challenging nature of mega infrastructure projects and state-of-the-art technologies employed by the Group, having our own training centre enables us to prepare our staff, sub-contractors and other interested industry players, with the technical know-how needed to undertake their work efficiently and safely.

Graduates celebrated their graduation ceremony in July 2011. The next stage of CTC's expansion will be to increase its current course offerings consisting of formwork, concreting and bar-bending to include bricklaying, plastering and tiling, all of which are critical skills necessary in the quality completion of all construction projects.

In total, the CTC and TTA combined will be able to provide up to 4,000 training places per year.

#### Gamuda Plant Operator School (GPOS)



GPOS is well-equipped with a team of highly experienced teaching faculty, a comprehensive curriculum, as well as a wide range of facilities and heavy construction machineries for effective learning outcomes.

GPOS is Malaysia's first and only private non-profit provider of plant and heavy machinery training for the construction industry. Recognising the increasing need for well-trained talents and improved heavy construction machinery safety practices, Gamuda started GPOS in April 1997.

More than RM30 million has since been invested in this training academy, located in Kota Kemuning, Shah Alam. The school is fully accredited by the Construction Industry Development Board Malaysia (CIDB), the Department of Occupational Safety and Health (DOSH), and the Human Resource Development Council (HRDC), and is recognised by the Master Builders Association of Malaysia (MBAM).

GPOS conducts skills training in mobile, crawler and tower crane operations, crane safety inspection and lifting gears, slinging and rigging operations, excavator, bulldozer, wheel loader, backhoe loader operation, hands-on maintenance of construction machinery and scaffolding. In 2009, GPOS began to offer more programmes on important trade skills such as welding, bar-bending, and bricklaying to meet the needs of the construction industry.

Apart from skills upgrading, GPOS also provides training and consultancy in environmental management and occupational safety and health for companies involved in manufacturing and production.

Since its inception, GPOS has today produced more than 32,000 skilled plant operators and heavy machinery operators, averaging more than 2,000 trained and certified heavy construction machinery workers per year.

Synergising various competency courses offered by GPOS, CTC and TTA, Gamuda's integrated human capital advancement blueprint will serve the overall manpower needs of the mega KVMRT project and other large-scale infrastructure projects in the coming years.

#### Gamuda Scholarship Awards



*Gamuda Scholarship Award recipients are poised for a bright future in the Group as they undergo strategic career planning, valuable on-the-job exposure and critical skills development when they graduate.*

The Gamuda annual scholarship awards is part of Gamuda's integrated human capital development strategy that underlies the Group's long-term commitment to create a pool of motivated and highly-skilled Malaysians that will help spur the country's development into a first class nation by the year 2020.

Besides covering full tuition fees and living expenses, the scholarship is a pathway for high-achievers to forge a bright future through personalised career development planning and guidance from the Gamuda Learning Centre (GLC) – the training arm of Gamuda Berhad – and underpins the Group's continuous efforts in nurturing the best minds to support its current and future development needs.

A total of more than 370 eligible scholarship applications were received this year. To ensure only individuals who possess exceptional leadership abilities; exhibit a constant desire to challenge the status quo; achieved excellent academic results; and have a strong passion to succeed in their chosen fields of study were considered, a strict two-part candidate selection process was employed by the scholarship award committee.

The first part of the shortlisting process involved an interactive workshop based on written, oral and presentation finesse; followed by a one-on-one interview session with a three-member panel of external judges in the final round of selection.

A total of 16 outstanding and deserving students received their scholarship awards this year and joined the ranks of more than 290 Gamuda scholars, who received financial assistance for tertiary studies amounting to almost RM26 million since 1996 – inclusive of this year's RM2.5 million worth of scholarships.

#### Gamuda Learning Centre (GLC)

Continuous learning is one of the central themes in Gamuda's human capital development strategy. With a view that employees are the Group's partners of success, we strive to provide the best possible work environment that allows employees to develop meaningful and rewarding careers, while constantly engaging in knowledge sharing and skills advancement.

An array of training courses for different competency levels, career guidance and counselling are provided to all employees of the Group through our dedicated learning unit.

In operation since 1995, GLC has since invested over RM16 million in staff training and concluded more than 1,700 training sessions for over 15,000 participants. These training sessions include in-house and external programmes covering management and leadership, personal development, business communication, contract administration, finance, quality, safety & health and environment and information technology applications.

#### Gamuda Quantity Surveyor (QS) Apprenticeship Programme

Recognising that the Group's primary business activities involve engineering and construction, Gamuda initiated the Quantity Surveyor (QS) Training and Apprenticeship Programme as part of its technical skills development programme in 1996.

To-date, over 100 QS trainees from six batches since 1996 to 2006 have graduated from this programme. Including the seventh QS intake in 2009, the overall commitment in this programme will total RM12 million.

Taking the QS Apprenticeship Programme to greater heights, Gamuda collaborated with Tunku Abdul Rahman (TAR) College in 2009 to advance the programme to a four-year diploma course. The course's content will be equivalent to the first academic year of a Bachelor's degree and will be an important stepping stone for QS trainees who wish to advance their tertiary education from other local or private universities in the future.

## Community and Social Development

### Community outreach

#### 1 August 2012

A media briefing was held at the MRT Info Centre in Taman Tun Dr Ismail (TTDI) to update the media on the KVMRT, SBK Line's latest construction progress. The event was a joint collaboration between MRT Corp and MMC Gamuda KVMRT (PDP) Sdn Bhd, the SBK Line's Project Delivery Partner.

#### 14 August 2012

A media briefing on the KVMRT, SBK Line's comprehensive Traffic Management Plans at various locations along the alignment was carried out at the MRT Info Centre in Kota Damansara. The event aimed to highlight the various measures implemented by Works Package Contractors (WPCs) in an effort to safeguard public safety and ease traffic congestions during the project's construction.

#### 4 September 2012

The Gamuda Scholarship Award Presentation 2012 gave 18 deserving scholars RM2.5 million worth of scholarships to pursue their tertiary studies in local, private and foreign universities. The annual scholarship award is part of Gamuda's talent development initiative to nurture a new generation of highly-skilled and knowledgeable Malaysians who will help move the nation's workforce up the value chain.



#### 7 September 2012

A total of 30 delegates from the Selangor Police Department visited the MRT Info Centre in TTDI to understand the security needs of the KVMRT, SBK Line. MRT Corp CEO Y Bhg Dato' Azhar Abdul Hamid briefed members of the police force on the construction progress of all four Centralised Labour Quarters and the importance of the police's support in providing security for both the project's workers and the public.



**19 September 2012**

A total of six delegates from the Statistics Department of Malaysia visited the MRT Info Centre at TTDI to gain further understanding of the KVMRT, SBK Line's implementation processes including tenders, contracts and work coordination between MRT Corp, PDP and WPCs.

**2 October 2012**

A project briefing session was held for the teachers and students of Victoria Institution at Jalan Hang Tuah in Kuala Lumpur. A collaborative effort between MRT Corp and MGKT, the information sharing event aimed to highlight the numerous benefits of KVMRT, while instilling a sense of pride among young students on Malaysian engineering expertise.

**15 October 2012**

MGKT reached out to teachers and students of SJK (C) Jalan David in Kuala Lumpur to raise awareness on the state-of-the-art construction technologies employed in the underground works of the SBK Line. Some of the fun activities held include puzzle solving and interactive knowledge sharing. The outreach event was held in partnership with MRT Corp.

**26 February 2013**

As part of a broad-based corporate social responsibility initiative, Gamuda Berhad contributed RM1 million during the launch of the *Tabung Kesejahteraan Kanak-Kanak Sedunia*. The inauguration of the charity fund took place in conjunction with the PERMATA Seni Concert 2013, which was held at the *Istana Budaya* in Kuala Lumpur. Gamuda Berhad Deputy Group Managing Director Y Bhg Dato' Ir Paul Ha Tiing Tai presented the mock cheque to the Prime Minister of Malaysia Y A B Dato' Sri Mohd Najib Tun Haji Abdul Razak during the presentation ceremony. The charity event, which featured live performances by talented school children, was graced by royalties, cabinet ministers and industry captains from various sectors.

**2 March 2013**

MGKT organised the inaugural "Semantan Portal Open Day" as a platform to foster closer ties with stakeholders and residents residing along Jalan Kota and its vicinity. The organiser took the opportunity to answer queries from the public regarding the construction processes taking place at the Semantan Portal and highlighted various measures taken to safeguard stakeholders' interest.





**30 April 2013**

The Environmental Management Department of MGKT launched the Environmental Awareness Programme at the Cochrane site office, in conjunction with Earth Day 2013 celebration. Besides highlighting the importance of preserving Mother Earth, the programme aimed to promote the practise of recycling and sound waste management among MGKT employees. During the launch, Department of Environment of Kuala Lumpur Deputy Director Azlan Ahmad gave a presentation on ways to help manage a sustainable environment, while MGKT Environmental Manager Zamry Mahput highlighted MGKT's recycling efforts.

**14 June 2013**

MGKT officially opened the KVMRT underground works Visitor Centre to the public with an aim to provide the latest project information and serve as a one-stop reference point for stakeholders. Some of the features of the Visitor Centre include a scale model of the VD TBM, interactive touch-screen media panel and video presentations, as well as graphic illustrations on SBK Line's underground works milestones.

**19 June 2013**

It had been a year since the SBK Line's underground works commenced. MGKT took the opportunity to update members of the press on the tremendous progress achieved at all works locations along the 9.5km underground alignment via a media briefing cum site tour. Representatives from all major dailies attended and were briefed by MGKT Project Manager Gusztav Klados at the Pasar Rakyat MRT station site.

**6 July 2013**

Doing its part to preserve the cleanliness of the environment, MGKT was one of the sponsors and participants in the *Gotong-Royong Jom Bersih Bukit Bintang* programme, organised by the Kuala Lumpur City Hall. Officiated by the Deputy Federal Territories Minister Y B Dato' Dr. J. Loga Bala Mohan, the programme aimed to maintain hygiene standards in Bukit Bintang, a high tourist traffic area in the Golden Triangle of Kuala Lumpur.

**8 July 2013**

In encouraging academic excellence among our younger generation, SMART worked with SMK Taman Keramat in Kuala Lumpur in the SMART ELITE Programme where a total of 80 needy students from the school who will be sitting for *Peperiksaan Menengah Rendah* (PMR) and *Sijil Pelajaran Malaysia* (SPM) examinations were provided with reference and study materials to help improve their academic results. SMART COO Mohd Fuad Kamal Ariffin presented a contribution of RM4,000 to the school under the programme.

**Employee engagement****2 March 2013**

Gamuda Family Day was held at the Sunway Lagoon Theme Park, where almost 650 staff members and their family enjoyed a fun-filled day of games and activities. The event was one of the Group's initiatives to enhance interactions among employees from all departments, divisions and subsidiaries.

**1 April 2013**

The Group's latest internal communications initiative, an interactive social intranet called MyGamuda was launched. Envisioned as the primary touch-point for employee communications and engagement, MyGamuda shares the latest news and happenings in the Group, provides one-stop access to self-service employee applications and serves as a primary feedback channel for all employees.



**3 April 2013**

MGKT marked its first anniversary with a get-together celebration. The occasion, held at the Cochrane site office, saw workers from all underground worksites gathered to rejoice the significant advancements accomplished for the SBK Line underground works at all fronts. Also present were MMC-Gamuda JV Director Y Bhg Dato' Mohd Nor Idrus, MGKT Project Director Satpal S. Bhogal, MGKT Project Manager Gusztav Klados and MGKT Deputy Project Manager (Construction) Ubull Din Om.

**29 May 2013**

The seventh and last intake of 16 Quantity Survey (QS) trainees graduated from the Gamuda Quantity Surveyor Apprenticeship Programme. A joint partnership between Gamuda Berhad and Tunku Abdul Rahman (TAR) College, the programme sponsors deserving students from underprivileged families to pursue a Diploma in Technology (Quantity Survey) at the college on part-time basis, while working with the QS team in the Group.

**23 May 2013**

The Cochrane site office was declared the underground work site with the highest Contractor Performance Assessment System (CONPAS) rating and was accorded the "Best Construction Planning & Management Award" for the period between January and April 2013. The coveted award, which recognises good worksite management practices, was presented to Cochrane MRT station Construction Manager David Yek Nai Leong by Gamuda Berhad Group Managing Director Y Bhg Dato' Lin Yun Ling.

**18 June 2013**

MGKT Project Director Satpal S. Bhogal launched the Housekeeping Campaign at the Pasar Seni worksite. The campaign aims to drive greater awareness on the importance of good housekeeping at all underground works locations and to ensure that all underground works personnel practise high standards of hygiene, safety & health at all times.

**29 & 30 June 2013**

The second year of the Gamuda Badminton Team 2013 tournament was held at the Kota Permai Golf and Country Club in Kota Kemuning, Shah Alam. A popular sporting event organised by the Gamuda Sports Club, the championship saw 16 teams each comprising five pairs of men's and women's doubles aiming for top prizes.

**6 July 2013**

The inaugural Safari Hunt took place at the National Zoo, where 22 teams were tasked to search for answers to questionnaires and puzzles based on clues found in the zoo. Not only was it a fun and enriching experience, the event also aimed to foster greater teamwork and collaboration among employees of the Group. To render the event even more meaningful, the total registration fee collected from each team was donated to the PJ Caring Home, a charitable organisation dedicated to the mentally challenged who are homeless or come from lower income groups.

**7 - 9 July 2013**

Gamuda Sports Club organised a three-day two-night group vacation to Koh Samui, an idyllic island in the south of Thailand. The trip, which aimed to promote greater interaction and rapport among employees from all departments and divisions in a leisure setting, provided an unforgettable experience for the 80 staff members who joined. Besides walking along golden sandy beaches, enjoying great food and taking part in water sports activities, employees also had the opportunity to drop by the famous Chaweng Noi Panorama View Point to observe stunning panoramic views of the island's mountainous terrain amidst the vast South China Sea.



## Calendar of Events

### 30 October 2012

The Electrified Double Track Project (EDTP) (Ipoh – Padang Besar) won the National Occupational Safety and Health Excellence Awards 2012 under the Construction category. The awards was jointly organised by The National Council for Occupational Safety and Health, the Department of Safety and Health (DOSH) and the Ministry of Human Resources. The recognition marked the highest occupational safety & health accolade the project has garnered to-date. MMC-Gamuda Joint Venture (MGJV) Director Y Bhg Dato' Mohd Nor Idrus, MGJV Director Y Bhg Dato' Haji Azmi Mat Nor and MMC Corporation Berhad Group Managing Director Y Bhg Dato' Hj. Hasni Harun were present to receive the honour at the Putrajaya International Convention Centre.



### 22 November 2012

Gamuda's overall ranking in the Malaysia's 100 Leading Graduate Employers 2012 survey went up to the 85<sup>th</sup> position – from 95<sup>th</sup> in 2011. Gamuda was also named the winner under the Property & Construction Sector in 2012. The result was based on a survey called the Trendence Graduate Barometer 2012 (Malaysian Edition), where 12,000 students and graduates from Malaysian universities and abroad were asked about their expectations and views of potential employers in Malaysia. Gamuda Berhad Director of Group Human Resources and Administration Lai Tak Ming received the award. The awards presentation ceremony was held at the DoubleTree by Hilton in Kuala Lumpur.



**3 January 2013**

Prime Minister of Malaysia Y A B Dato' Sri Mohd Najib Tun Haji Abdul Razak paid a surprise visit to the Cochrane Launch Shaft of the Klang Valley Mass Rapid Transit (Sungai Buloh – Kajang Line) (KVMRT, SBK Line) for an update on the latest underground works progressing at site. Accompanying the Prime Minister were Mass Rapid Transit Corporation Sdn Bhd (MRT Corp) Chief Executive Officer (CEO) Y Bhg Dato' Azhar Abdul Hamid and MRT Corp Chairman Y Bhg Tan Sri Mohd Sidek Hassan. During the visit, the Prime Minister said that the second phase for the KVMRT, SBK Line, from the Semantan MRT station to Kajang was expected to be ready at the end of July 2017. He also said he was proud to have met many Malaysian engineers who were given opportunities to participate in the massive project which uses the latest technology and that local talents might not have been able to gain the experience if the KVMRT project had not been implemented.

**19 January 2013**

Members of Gamuda's Board of Directors made a visit to the KVMRT, SBK Line work sites as the project progressed at significant speed. Some of the work sites visited include the Semantan Portal, the Merdeka MRT station and the Cochrane Launch Shaft. Members of the Board of Directors were briefed by MMC Gamuda KVMRT (T) Sdn Bhd (MGKT) Project Director Satpal S. Bhogal and MGKT Deputy Project Manager (Construction) Ubull Din Om.





**8 February 2013**

Gamuda Berhad Deputy Group Managing Director Y Bhg Dato' Ir Paul Ha Tiing Tai and MMC Corporation Berhad Group Managing Director Y Bhg Datuk Hj. Hasni Harun represented MMC-Gamuda JV in the signing of the RM8.28 billion underground works contract with MRT Corp, the appointed asset owner of the KVMRT project by the Government of Malaysia. MRT Corp was represented by its CEO Y Bhg Dato' Azhar Abdul Hamid.

**14 February 2013**

The Executive Committee of MRT Corp made a visit to the entire 51km alignment of the KVMRT, SBK Line to observe the progress achieved at various elevated and underground work sites.

**18 February 2013**

MMC-Gamuda JV (MGJV) collaborated with *Jabatan Bomba & Penyelamat Kuala Kangsar* to conduct an internal mock drill at the twin-bore Berapit Tunnel of the EDTP (Ipoh – Padang Besar). The event was officiated by the Director of Bomba Perak Tuan Haji Yahaya bin Haji Madis. The mock drill aimed to prepare MGJV's Emergency Response Team (ERT) for exigencies in the tunnel and was monitored by marshals from Keretapi Tanah Melayu Berhad (KTMB) and EDTP (Ipoh – Padang Besar)'s project management consultant Kinta Samudera Emenea Techart Sdn Bhd (KSET).

**6, 7 & 11 March 2013**

The assembly of the first Variable Density Tunnel Boring Machine (VD TBM) took place at the Cochrane Launch Shaft, located near S.M.K. Convent Jalan Peel in Kuala Lumpur. Due to the immense weight of the machine, the 70-tonne cutterhead was lowered carefully with a crane at a speed of one meter in every two minutes. The entire process of lowering the cutterhead, front and middle shields of the VD TBM took approximately three working days.

**25 March 2013**

Minister of Federal Territories and Urban Wellbeing Y B Dato' Sri Raja Nong Chik bin Dato' Raja Zainal Abidin, together with the Greater Kuala Lumpur/Klang Valley Performance Management and Delivery Unit (PEMANDU) committee, visited the KVMRT, SBK Line's Pasar Rakyat MRT station work site. Also present were Greater Kuala Lumpur/Klang Valley Director Y Bhg Dato' Ahmad Suhaili Idrus and MRT Corp CEO Y Bhg Dato' Azhar Abdul Hamid. Project and construction progress briefing was conducted by MRT Corp Project Director Marcus Karakashian.

**26 – 28 March 2013**

MGJV participated for the second consecutive year in the International Construction Week 2013 Construction Showcase, held at the Kuala Lumpur Convention Centre, and won the “Best Booth Award 2013” under the Customised Category. Visitors were captivated by the booth’s impactful design and in-depth information on MGJV’s past and current projects, particularly the elevated and underground sections of KVMRT, SBK Line.

**11 & 12 April 2013**

MGJV took part in the annual safety programme called Disaster Management Exercise (D-Mex), organised by Jabatan Bomba Negeri Perak. D-Mex is one of the Government’s initiatives to evaluate the effectiveness of emergency plans and responses from first responders including Bomba Search & Rescue, hospitals, police and MGJV’s ERT. Approximately 500 participants took part in the exercise.

**22 April 2013**

KTMB President Y Bhg Datuk Elias Kadir officiated the commissioning of the twin-bore Berapit Tunnel of EDTP (Ipoh – Padang Besar). Berapit Tunnel, which is located at Bukit Berapit in the northern state of Perak, is the longest twin-bore tunnel in South-East Asia.



**26 April 2013**

Kota Permai Golf & Country Club (KPGCC) won the annual ParGolf Awards 2012 under the Best Maintained Golf Course category, making it its third consecutive win in the last three years. The award recognised the golf club's continuous efforts in setting the benchmark for golf course maintenance in the country. Gamuda Berhad Executive Director Y Bhg Dato' Goon Heng Wah received the award from Tourism Malaysia Director General Y Bhg Dato' Mirza Mohammad Taiyab during the gala awards night, held at the Sime Darby Convention Centre.

**6 May 2013**

Members of MMC Corporation Berhad's Board of Directors visited the elevated and underground sections of the KVMRT, SBK Line for a first-hand experience of the significant progress achieved by the SBK Line's Project Delivery Partner (PDP) and underground works contractor MGKT.

**28 May 2013**

Minister in the Prime Minister's Department and CEO of PEMANDU Y B Senator Dato' Sri Idris Jala made a visit to the Cochrane work site of the KVMRT, SBK Line. During the visit, Dato' Sri Idris Jala was taken for a tour of the Cochrane Launch Shaft where the assembly of the VD TBM was ongoing. The minister was also briefed on the latest developments in underground works by MGKT Project Director Satpal S. Bhogal, MGKT Project Manager Gusztav Klados and MGKT Deputy Project Manager (Construction) Ubull Din Om.



**28 & 29 May 2013**

A second D-Mex was conducted at the Marine Viaduct of the EDTP (Ipoh – Padang Besar). The exercise was headed by *Jabatan Bomba dan Penyelamat Malaysia Negeri Perak Timbalan Pengarah Operasi dan Menyelamat* Tuan Wan Azmi bin Ahmad. Besides MGJV, the event was also attended by key personnel from KSET and KTMB. Approximately 400 participants comprising volunteers, employees and observers took part in the two-day emergency training programme.

**30 May 2013**

Prime Minister of Malaysia Y A B Dato' Sri Mohd Najib Tun Haji Abdul Razak launched the world's first VD TBM at the Cochrane Launch Shaft of the KVMRT, SBK Line, heralding the beginning of tunnelling works. Also present were Chief Secretary to the Government of Malaysia and current MRT Corp Chairman Y Bhg Tan Sri Dr Ali Hamsa, as well as Land Public Transport Commission Chairman Y Bhg Tan Sri Syed Hamid Albar.

**14 June 2013**

Jakarta Governor Bapak Joko Widodo, also known as Bapak Jokowi, made a visit to the SMART Motorway Control Centre to gain insights into the construction process, operations and maintenance of the world's first dual purpose tunnel – SMART Tunnel. Known as the most populous city in Indonesia and South-East Asia, Jakarta is plagued by daily traffic jams and seasonal flooding from heavy inundation, with the most recent incident which took place in January 2013. Present to brief Bapak Jokowi were Gamuda Berhad Group Managing Director Y Bhg Dato' Lin Yun Ling, Gamuda Berhad Executive Director Y Bhg Dato' Haji Azmi Mat Nor and SMART COO Mohd Fuad Kamal Ariffin.

**8 July 2013**

The first Earth Pressure Balance (EPB) TBM for the KVMRT, SBK Line was launched at the Semantan Portal by the Ambassador Extraordinary and Plenipotentiary of the People's Republic of China to Malaysia His Excellency Chai Xi and attended by Gamuda Berhad Deputy Group Managing Director Y Bhg Dato' Ir Paul Ha Tiing Tai, MGKT Project Director Satpal S. Bhogal, MGKT Project Manager Gusztav Klados and MGKT Deputy Project Manager (Construction) Ubull Din Om. The EPB TBM will tunnel through the Kenny Hill formation from Semantan towards KL Sentral.

**22 July 2013**

A signing ceremony of *Sijil Perakuan Serahan Kerja Siap* for the handover of KTMB Staff Quarters in Taiping, Perak, which forms part of the deliverables for the EDTP (Ipoh – Padang Besar) project was held. A total of 32 units of completed five-storey apartments and four units of double-storey semi-detached KTMB staff quarters were handed over to KTMB. The project's contractor MMC-Gamuda Joint Venture Sdn Bhd (MGJV) was represented by MGJV Senior Project Manager – N6 Chuah Chye Soon, while KTMB was represented by *Pengurus Hartanah* Norma Ali and Railway Assets Corporation was represented by *Pengurus Hartanah* Mohd Nizam Zainal.

# CORPORATE GOVERNANCE

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## Corporate Governance Statement

The Board considers that the maintenance of high standards of corporate governance is central to achieving the Company's objective of maximising shareholder value.

### Compliance

The Board has been guided by the Malaysian Code on Corporate Governance 2012 ("2012 Code") in seeking to achieve the highest standards of business integrity, ethics and professionalism in all our activities. It has taken steps to bring its approach into line with the 2012 Code where it was thought right and appropriate to do so. This Statement explains the key features of the Company's governance structure and how the Company has throughout the financial year ended 31 July 2013 ("2013" or "the year") fulfils its governance responsibilities.

### Leadership

#### The role of the Board

The Directors are responsible to shareholders for ensuring that the Company is appropriately managed and that it achieves its objectives. A framework of delegated authority is in place consistent with the structure of delegation below the Board level and includes the matters reserved to the Board. The Board reserves to itself certain key matters to approve, including the Group's strategic plans, major capital expenditure, corporate governance issues, dividend policy and external financial reporting. The Board delegates responsibility for the day-to-day operation of the business to the Executive Directors and recognises its responsibility for ensuring that the Company operates within a framework of prudent and effective controls.

#### Board balance and independence

The Company is governed by a Board of Directors and the members have the necessary skills and experience to effectively monitor and direct the business. The Board is made up of twelve Directors of whom six are Non-executive Directors (four of them are independent) and six are Executive Directors.

Influence is balanced within the Board by virtue of the Independent Directors whose skills and business experience are invaluable in constructively challenging

and directing the Group's strategy and direction. All of the Independent Directors provide an independent and external insight to the Board and its committees, and have a deep appreciation of the Group's business and activities, enabling them to make a thorough evaluation of information received. They were independent in their judgement as demonstrated by their objective challenge of management, and objective decision making after appropriate debate.

The independence of each Independent Director was reviewed as part of the Board's annual performance evaluation. The Board concluded that each remained independent in character and judgement. The Board also recommends the retention of Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain as an Independent Director although he has served more than 9 years.

#### Roles of the Chairman and Group Managing Director

The roles of the Chairman and Group Managing Director are exercised by different individuals. Whilst the Chairman and Group Managing Director collectively are responsible for the leadership of the Group, there is a clear division of duties and responsibilities between the Chairman and the Group Managing Director to ensure an appropriate balance of responsibility and accountability. The Chairman's primary role is to lead and manage the Board. The Group Managing Director is responsible for the development and implementation of strategy, and overseeing and managing the day-to-day operations of the Group. There is also a Senior Independent Director whose role is separately defined.

#### Role of the Senior Independent Director

The Senior Independent Director is Tan Sri Dato' Mohd Ramli bin Kushairi. His role includes being available to shareholders if they have concerns that cannot be resolved through the existing mechanisms for investor communication.

#### Diversity on the Board

Although currently the Board does not have a policy on boardroom diversity, in particular, the goal of achieving more women participation on Board as recommended by the 2012 Code, the Board is committed to ensuring directors of the Company possess a broad balance of skills, knowledge, experience, independence and diversity, including gender diversity. This is demonstrated by the current composition of two women at Board level.



## Effectiveness

### Board charter

As at the date of this Statement, the Board has not adopted a Board Charter. The Board believes that the Directors' Handbook, which sets out the roles, duties and responsibilities of Directors and the broader issues of Directors' ethics, amongst others, collectively with the various policies, procedures and practices that have been in place for a long time, the Company's Articles of Association and statutory and regulatory requirements, have effectively encapsulated the essence of the suggested contents of a Board Charter.

### Board appointments

Appointments to the Board are the responsibility of the full Board on the recommendation of the Nomination

Committee. Their appointments are subject to the usual regulatory provisions and continued satisfactory performance of duties following the Board's annual performance evaluation. Re-appointment is not automatic as it is subject to shareholders' approval.

### Board meetings

The Board meets not less than four times a year and additional meetings are held as required. There are several other opportunities during the year when discussions between various Directors may be arranged or take place informally.

Five Board meetings were held in 2013. The Directors attended Board meetings whenever possible and their attendance during the year is shown below.

### Board of Directors' attendance

Director	Meetings attended	Percentage
Raja Dato' Seri Abdul Aziz bin Raja Salim	5 out of 5	100%
Dato' Lin Yun Ling	3 out of 5	60%
Dato' Ir Ha Tiing Tai	5 out of 5	100%
Tan Sri Dato' Mohd Ramli bin Kushairi	5 out of 5	100%
Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain	5 out of 5	100%
Raja Dato' Seri Eleena binti Sultan Azlan Shah	4 out of 5	80%
Dato' Seri Ir Kamarul Zaman bin Mohd Ali	5 out of 5	100%
Dato' Haji Azmi bin Mat Nor	4 out of 5	80%
Dato' Goon Heng Wah	5 out of 5	100%
Dato' Ng Kee Leen	4 out of 5	80%
Mr Saw Wah Theng	5 out of 5	100%
Tunku Afwida binti Tunku A.Malek	4 out of 5	80%

### Board commitment

Recognising the substantial time commitment required of Directors, it is expected that Directors will serve on the boards of other companies only to the extent that such services do not detract from the Directors' ability to devote the necessary time and attention to the Company.

The Board is satisfied with the level of time committed by its members in discharging their duties and roles as Directors of the Company. All the Directors have complied with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") on the limit of five directorships in public listed companies.

### Information and professional development

The regular updating of Directors' skills and knowledge is encouraged. The Company provides the necessary resources for developing and updating its Directors' knowledge and capabilities including access to independent professional advice, services of the Company

Secretary and any other services as may be necessary. In particular, the Company is committed to the provision of continuing professional development training to its Directors and in 2013 held the following internal seminars for Board members, with attendance as shown below.

Director	Interpreting Financial Statements – For Company Directors	Top 10 Common Offences Under The Companies Act 1965, Corporate Hijacking and Fraud
Raja Dato' Seri Abdul Aziz bin Raja Salim	x	✓
Dato' Lin Yun Ling	✓	x
Dato' Ir Ha Tiing Tai	✓	✓
Tan Sri Dato' Mohd Ramli bin Kushairi <sup>(i)</sup>	✓	✓
Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain	✓	✓
Raja Dato' Seri Eleena binti Sultan Azlan Shah	x	✓
Dato' Seri Ir Kamarul Zaman bin Mohd Ali	✓	✓
Dato' Haji Azmi bin Mat Nor	✓	✓
Dato' Goon Heng Wah	✓	✓
Dato' Ng Kee Leen	✓	✓
Mr Saw Wah Theng	✓	✓
Tunku Afwida binti Tunku A.Malek	✓	✓
Ir Chow Chee Wah <i>Alternate to Dato' Lin Yun Ling</i>	✓	✓
Ir Adrian Brian Lam <sup>(ii)</sup> <i>Alternate to Dato' Ir Ha Tiing Tai</i> <i>(Appointed on 8 March 2013)</i>	x	✓
Ir Chan Kong Wah <sup>(ii)</sup> <i>Alternate to Dato' Goon Heng Wah</i> <i>(Appointed on 8 March 2013)</i>	✓	✓
Mr Soo Kok Wong <sup>(ii)</sup> <i>Alternate to Mr Saw Wah Theng</i> <i>(Appointed on 8 March 2013)</i>	x	✓

(i) Tan Sri Dato' Mohd Ramli bin Kushairi - Additionally, attended the 'Directors' Remuneration Seminar 2013' on 28 February 2013.

(ii) Ir Adrian Brian Lam, Ir Chan Kong Wah and Mr Soo Kok Wong – Additionally, attended the 'Mandatory Accreditation Programme for Directors of Public Listed Companies' on 10 and 11 April 2013.

Throughout their period in office, the Directors are continually updated on the Group's businesses and the regulatory changes and developments relevant to Directors' area of responsibility. The Audit Committee regularly reviews audit findings and other developments through presentations from the management and provides ongoing briefings to the Directors at Board meetings. The Board receives detailed proposal papers in advance of meetings, together with management presentations to facilitate proper consideration and debate of matters brought before it. Progress on key initiatives is reported regularly and minuted, together with routine matters such as financial performance and current progress of projects and operations in each of the Group's business divisions. The Board is also encouraged to visit the major business units and to meet the senior management teams in order to facilitate a better understanding of the key issues facing the business. These sessions are in addition to the written briefings presented at each Board meeting.

#### Board evaluation

The effectiveness of the Board is vital to the success of the Group and the Company undertakes a formal evaluation each year in order to assess how well the Board, its committees and the Directors are performing. This year the evaluation was again undertaken. The process was administered by the Company Secretary and commenced with the Directors completing a questionnaire. The questions sought views of the Directors concerning the performance of the Board, committees of the Board and Director, and canvassed suggestions on areas to develop or improve on. It was concluded that the Board continues to operate in an effective manner and no material concerns arose from the review although a few initiatives for improvement were instigated.

#### Re-election

The Company's Articles of Association require all Directors to stand for election by the shareholders at the first Annual General Meeting ("AGM") following their appointment and for re-election subsequently at least every three years. Further, the Companies Act, 1965 ("Act") requires all Directors aged 70 or above to stand for re-appointment each year. These enable the shareholders to decide on the election of the Company's Board, including independent non-executive directors who have served beyond the tenure of 9 years.

#### Board Committees

The Board governs through clearly identified Board committees to which powers are delegated. These are the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee, the last of which was recently formalised as a committee of the Board. The Board is kept well informed of the work of these committees. The Chairman of each committee reports to the Board on matters considered, and any significant issues that have arisen, at the next Board meeting after the committees had met. All Directors receive copies of the minutes of committee meetings.

#### Audit Committee

Members of the Audit Committee are:

- Raja Dato' Seri Abdul Aziz bin Raja Salim (Chairman)
- Tan Sri Dato' Mohd Ramli bin Kushairi
- Tunku Afwida binti Tunku A.Malek

Chaired by Raja Dato' Seri Abdul Aziz bin Raja Salim, the Audit Committee comprises entirely of independent directors. The Chairman is a member of the Malaysian Institute of Accountants (MIA) and has vast experience in financial and accounting issues.

The Audit Committee meets not less than four times a year. Five Audit Committee meetings were held in 2013. The attendance is shown below.

#### Audit Committee attendance

	Meetings attended	Percentage
Raja Dato' Seri Abdul Aziz bin Raja Salim	5 out of 5	100%
Tan Sri Dato' Mohd Ramli bin Kushairi	4 out of 5	80%
Tunku Afwida binti Tunku A.Malek	4 out of 5	80%

Audit Committee meetings are also attended, by invitation, by the Finance Director and senior members of the finance and internal audit functions. During the year, at the invitation of the Audit Committee, the external auditors attended one Audit Committee meeting and also met privately with the Audit Committee at two (2) separate meetings, without the presence of the Executive Directors and the Company executives. The private meeting is the forum used by the Non-executive Directors to discuss the performance of the Group, its management and their ongoing stewardship of shareholders' interests. The Non-executive Directors and the external auditors have the opportunity at this time to raise and discuss any issues of concern in this regard.

The Audit Committee keeps under review the effectiveness of both internal and external audit as well as the independence and objectivity of the external auditors. The Audit Committee received a presentation from the external auditors on its audit strategy and the scope of work at the June meeting which it agreed.

The Head of Internal Audit and the external auditors have direct access to the Audit Committee at all times.

The terms of reference and further details on the work of the Audit Committee appear in the Audit Committee Report.

#### Remuneration Committee

Members of the Remuneration Committee are:

- Tan Sri Dato' Mohd Ramli bin Kushairi (Chairman)
- Dato' Lin Yun Ling
- Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain

The Remuneration Committee comprises two Non-executive Directors and one Executive Director.

Central to the Remuneration Committee's work is the review of the Directors' remuneration packages. The Remuneration Committee aims to ensure that Directors' remuneration is competitive, motivates good performance and loyalty, and supports growth in shareholder value.

Each Executive Director's remuneration package currently consists of basic salary, annual performance related bonus, contribution to the national pension fund and benefits-in-kind such as private medical care, car allowance and fuel, and Group's club membership. The remuneration of the Non-executive Directors takes the form primarily of fees, which is approved by the shareholders.

The Remuneration Committee, whilst establishing the appropriate levels of the Directors' remuneration package for 2013, has considered the information in the salary survey of comparator listed companies provided from external sources and information from sources within the Company, taking into account external market data, conditions within the business and performance of the Group.

The remuneration of the Directors is recommended by the Remuneration Committee and ultimately approved by the Board. No Director is involved in deciding his/her own remuneration or fees. Further information on the Directors' remuneration appears in Note 6 of the Financial Statements.

The Remuneration Committee meets not less than once a year. One Remuneration Committee meeting was held in 2013. The attendance is shown below.

Remuneration Committee attendance

	Meetings attended	Percentage
Tan Sri Dato' Mohd Ramli bin Kushairi	1 out of 1	100%
Dato' Lin Yun Ling	1 out of 1	100%
Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain	1 out of 1	100%



### Nomination Committee

Members of the Nomination Committee are:

- Tan Sri Dato' Mohd Ramli bin Kushairi (Chairman)
- Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain

The Nomination Committee comprises entirely of independent Non-executive Directors. The Nomination Committee makes recommendations to the Board as appropriate. The outcome of the work of the Nomination Committee is reported to the Board, which in turn reviews it.

Central to the Nomination Committee's work is the review of the effectiveness of the Board, its committees and individual Director. The Nomination Committee carried out a performance evaluation for the year and is satisfied that the evaluation has helped to identify and address important views held by the Directors on initiatives to further strengthen the effectiveness of the Board and the priorities going forward.

The Nomination Committee had identified suitable training programmes for the Directors for the new financial year and did a review of all Directors who are due for re-election or re-appointment at the Company's AGM.

The Nomination Committee meets not less than once a year. One Nomination Committee meeting was held in 2013. The attendance is shown below.

#### Nomination Committee attendance

	Meetings attended	Percentage
Tan Sri Dato' Mohd Ramli bin Kushairi	1 out of 1	100%
Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain	1 out of 1	100%

### Risk Management Committee

In addition to the regular monthly and quarterly management reviews of project and business operations, the Senior Independent Director and Executive Directors, together with the divisional managing directors and certain other Group functional heads meet at least once a year as the Risk Management Committee under the chairmanship of the Group Managing Director. The Risk Management

Committee's focus is on the Group's key risks or policy issues that could have an impact on the Group's viability and sustainability. The work of this committee forms an important part of the Group's control function and as such the Committee works closely with the Audit Committee.

### Accountability, Risk Management and Internal Control

#### Internal control

The Board is responsible for all aspects of the Group's internal controls. The system of internal control, which is fully embedded into the operations of the Group, has been in place throughout the year, up to the date of this Annual Report. It includes financial, operating and compliance controls and risk management procedures. The system of internal control is designed to manage rather than eliminate the risk of failure to achieve the Company's business objectives. In pursuing these objectives, internal control can only provide reasonable but not absolute assurance against material misstatement or loss.

Significant risks faced by the business are identified and evaluated based on the likelihood and potential impact of each risk and where necessary, actions to mitigate the risks were also identified. The Board also takes account of the advice of the Audit Committee and Risk Management Committee, reports received from the external auditors and any other related matters which have come to its attention.

#### Financial reporting

The Group has a comprehensive budgeting system and a structured system for reporting financial results to the Board.

Each business unit maintains financial controls and prepares monthly results with a comparison against budget. There are clearly defined guidelines for the review and approval of capital expenditure projects. These include annual budgets, periodic reviews and designated levels of authority. The Group's centralised internal audit function reviews the systems and procedures in all business units and reports regularly to the Audit Committee which in turn, reports to the Board.

The Board is satisfied that it has met its obligations in presenting a balanced and clear assessment of the Group's position and prospects.

### Directors' responsibility statement

The Directors are required by the Act to prepare financial statements for each financial year in accordance with the applicable approved accounting standards and give a true and fair view of the state of affairs of the Group and Company at the end of the financial year and of the performance of the Group and Company for the financial year.

In preparing the financial statements, the Directors have:

- applied appropriate and consistent accounting policies;
- made judgements and estimates that are reasonable and prudent;
- ensured that all applicable accounting standards have been followed; and
- prepared financial statements on the "going concern" basis as the Directors have a reasonable expectation, having made enquiries, that the Group and Company have adequate resources to continue operations for the foreseeable future.

The Directors have responsibility for ensuring that the Company keeps accounting records, which disclose with reasonable accuracy the financial position of the Company and the Group, which enable them to ensure that financial statements comply with the requirements of the Act. The Directors have overall responsibility for taking such steps as are reasonably available to them to safeguard the assets of the Group to prevent and detect fraud and other irregularities.

### Disclosure practice

The Board recognises the importance of prompt and timely dissemination of accurate and sufficient information concerning the Company and its Group to shareholders, investors and other stakeholders to enable them to make an informed decision.

The Company's practice is to release all announcements, material and price sensitive information in a timely manner to Bursa Securities as required under the Main Market Listing Requirements of Bursa Securities as well as to release the Company's updates to the market and community through the Company's website, media releases and other appropriate channels.

The Group Managing Director and/or the Finance Director evaluate(s) the release of all major communications to investors or Bursa Securities.

## Relationship with Shareholders and Investors

### Relations with shareholders and investors

Communication with shareholders and investors is of considerable importance to the Company. As part of its corporate governance initiatives, the Board has set up a full-time Investor Relations ("IR") unit which primary role is to implement and execute effective IR policies and programmes.

The Company implements an active IR programme aimed at fostering high quality relationships, as well as building up trust and credibility with the broad investment community. The Group Managing Director and/or the Senior Group General Manager, Investor Relations are primarily responsible for all IR activities.

Gamuda remains a Corporate Member of the Malaysian Investor Relations Association (MIRA) and continues to actively support its IR objectives.

Key IR activities during the year include holding regular investor briefings immediately after releasing the quarterly results and at other appropriate times during the year. Other activities include participating in international and domestic investor conferences, going on marketing roadshows, hosting teleconferences, responding to email and telephone enquiries, catering to the numerous requests for private meetings by investors and analysts, and organising trips for investors to visit our overseas and domestic project sites.

The following is a summary of all IR activities during 2013.

Type of Event	Investment Centre	No. of Meetings
Investor Conferences	Kuala Lumpur, Singapore, Hong Kong, Bangkok	8 trips
Marketing Roadshows	London, Edinburgh, Amsterdam, Frankfurt, Milan, Paris	1 trip
Investor Briefings	Kuala Lumpur	4
Project Site Visits	Kuala Lumpur, Johor, Kajang, Hanoi, Ho Chi Minh City	14 trips
Teleconference Calls	Various	20
Private Meetings	Various	122

#### Electronic communication

Broader shareholder communication also takes place via our corporate website at [www.gamuda.com.my](http://www.gamuda.com.my) as well as through the Annual Report, AGM and Extraordinary General Meeting.

There is a wealth of information online. All announcements made to Bursa Malaysia are updated on our corporate website as soon as practicable. In addition, slides and notes from the quarterly investor briefings are also updated on our website for the benefit of those unable to attend these meetings.

The Company had at its AGM last year amended its Articles of Association to enhance electronic communication to shareholders and provide for electronic poll voting. These facilitate greater shareholder participation.

#### Annual General Meeting

The Board seeks to encourage shareholder attendance at its AGM. The Chairmen of the Audit, Remuneration and Nomination Committees, together with other Directors will normally attend the AGM. Shareholders are encouraged to raise any pertinent issues at the meeting.

## Ethics

#### Code of practice

The Board is committed to ensuring that all its business activities operate with the highest standards of business ethics and integrity as summarised in the Company's written code on business practices, which are applicable Group-wide including Group facilities overseas. There is a Whistleblowing reporting procedure which encourages transparency and accountability within the Group.

Employment contracts and policies specify acceptable business practices and the Group's position on ethical issues.

#### Corporate social responsibility

Information on the Group's corporate social responsibility activities appears in the Corporate Social Responsibility section.

# Statement on Risk Management and Internal Control

## Board's Responsibility

The Board affirms the overall responsibility for maintaining a sound system of risk management and internal control so as to safeguard shareholders' interests and the Group's assets. However, the system of risk management and internal control is designed to manage rather than to eliminate the risk of failure to achieve business objectives. Accordingly, such systems can only provide reasonable and not absolute assurance against material error, misstatement or losses. The Board confirms that there is an ongoing process of identifying, evaluating and managing all significant risks faced by the Group that has been in place for the year and up to the date of approval of the Annual Report and Financial Statements. The process is regularly reviewed by the Board and is in accordance with the Statement on Risk Management and Internal Control: Guidance for Directors of Listed Issuers.

## Risk Management

The risk management framework, which is embedded in the Company's management systems, clearly defines the authority and accountability in implementing the risk management process and internal control system. The Management assists the Board in implementing the process of identifying, evaluating and managing significant risks applicable to their respective areas of business and in formulating suitable internal controls to mitigate and control these risks.

The project task force is responsible for assessing and evaluating the feasibility and risk impact that prospective investments would have on the Group. For ongoing business operations, risk assessment and evaluation is an integral part of the annual business planning and budgeting process.

The Management of each business unit, in establishing its business objectives, is required to identify and document all possible risks that can affect their achievement taking into consideration the effectiveness of controls that are capable of mitigating such risks. By this process, each business unit's identified risks, the controls and processes for managing them are tabulated in a risk assessment report. Significant risks of business units have been presented to the Risk Management Committee for their deliberation.

## Key Internal Control Features

The Group's internal control system encompasses the following key control processes:

- Clearly defined operating structure, lines of responsibilities and delegated authority. Various Board and Management Committees have been established to assist the Board in discharging its duties. Among the committees are:
  - Audit Committee
  - Risk Management Committee
  - Nomination Committee
  - Remuneration Committee
  - Budget Committee
  - ESOS Committee
- Feasibility study and risk impact and assessment on new investments / projects is evaluated by Project Task Force for Board's deliberation.
- Internal control activities have been established in all business units with clearly defined lines of responsibilities, authority limits for major capital expenditure, contract awards and other significant transactions, segregation of duties, performance monitoring and safeguarding of assets.
- Systematically documented Policies, Procedures and Standard Operating Procedures are in place to guide staff in their day-to-day work. These policies and procedures are reviewed regularly and updated when necessary.
- An annual budgetary process that requires business units to prepare budgets, business plans and control measures to mitigate identified risks for the forthcoming year. These budgets are deliberated by the Budget Committee before being presented to the Directors for approval.



- A comprehensive information system comprising budgets, key business indicators and performance results on operations are reported to Management and the Directors. The regular and comprehensive flow of information allows the Management and the Directors to review business unit's performance against budgets and performance indicators on monthly basis.
- An Integrated Management System, incorporating ISO 9001:2008, ISO 14001:2004, OHSAS 18001:2007 and MS 1722: Part 1: 2011 requirements has been established and implemented to continuously provide high quality, cost effective, reliable, safe and environmental friendly products and services.
- A Performance Management System whereby business objectives are clearly defined and targets are set for each individual employee. Employees' performances are monitored, appraised and rewarded according to the achievement of targets set.
- Training and development programmes are identified and scheduled for employees to acquire the necessary knowledge and competency to meet their performance and job expectations.
- An adequately resourced Internal Audit Department which reports directly to the Audit Committee, conducts regular reviews on integrity and effectiveness of the Group's system of internal controls.
- Executive Directors and Senior Management conduct regular site visits and communicate with employees of different levels to have first-hand knowledge of significant operational matters and risks.
- Board representation in its associated companies. Information on the financial performance of these associated companies is provided regularly to the Management and Board of the Company via Group management reporting procedures and presentations at Board meetings respectively.
- In respect of joint ventures entered into by the Group, the Management of the joint ventures, which consist of representations from the Group and other joint venture partners are responsible to oversee the administration, operation, performance and Executive Management of the joint venture. Financial and operational information of these joint ventures are provided regularly to the Management of the Company.

The Group Managing Director and the Finance Director have provided the Board with assurance that the Group risk management and internal control system is operating adequately and effectively. All internal control weaknesses identified during the period under review have been or are being addressed. There were no major internal control weaknesses that require disclosure in the Annual Report. The Management continues to take measures to strengthen the risk management and control environment.

#### Review of the Statement by the External Auditors

The External Auditors have reviewed the Statement on Risk Management and Internal Control and reported to the Board that nothing has come to their attention that causes them to believe the Statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the system of risk management and internal control.

# Audit Committee Report

## Membership

The current composition of the Audit Committee is as follows:

- 1. Y M Raja Dato' Seri Abdul Aziz bin Raja Salim**  
Chairman / Independent Non-executive Director
- 2. Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi**  
Member / Senior Independent Non-executive Director
- 3. Y M Tunku Afwida binti Tunku A.Malek**  
Member / Independent Non-executive Director

## Attendance of Meetings

During the financial year ended 31 July 2013, the Audit Committee met five times. The meeting attendance of the Committee members is as follows:

Name of Directors	Attendance
Y M Raja Dato' Seri Abdul Aziz bin Raja Salim	5/5
Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi	4/5
Y M Tunku Afwida binti Tunku A.Malek	4/5

## Terms of Reference

### Membership

The Audit Committee shall be appointed by the Board of Directors from amongst its members and shall consist of not less than three members, all of whom must be Non-executive Directors with a majority of them being Independent Directors. The members of an Audit Committee must elect a chairman from among themselves who is an Independent Director. An Alternate Director cannot be appointed as a member of the Audit Committee.

At least one member of the Audit Committee:

- i. must be a member of the Malaysian Institute of Accountants (MIA); or

- ii. if he is not a member of MIA, the member must have at least three years' working experience, and:

- a. must have passed the examinations specified in Part I of the 1<sup>st</sup> Schedule of the Accountants Act 1967; or
- b. must be a member of one of the associations of accountants specified in Part II of the 1<sup>st</sup> Schedule of the Accountants Act 1967; or

- iii. fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad (Bursa Malaysia).

In the event of any vacancy in the Audit Committee resulting in non-compliance with Bursa Malaysia's Main Market Listing Requirements (Listing Requirements) on the composition of the Audit Committee, the Board must fill the vacancy within three months.

The Board of Directors must review the term of office and performance of the Audit Committee and each of its members at least once every three years to determine whether the Audit Committee and its members have carried out their duties in accordance with their terms of reference.

## Meetings and Minutes

### Meetings

Meetings shall be held not less than four times a year and the Finance Director, Head of Internal Audit and representatives of the External Auditors will be invited to assist the Audit Committee. Other Board members and Senior Management may attend meetings upon the invitation of the Audit Committee. At least twice a year, the Audit Committee shall meet with the External Auditors without any executive officer of the Group being present. Additional meetings may be held upon request by any Audit Committee member, the Management, Internal or External Auditors.

### Quorum

A quorum shall consist of a majority of Independent Directors and shall not be less than two.

### Secretary

The Company Secretary shall act as secretary of the Audit Committee.

### Reporting Procedure

The minutes of each meeting shall be distributed to the Audit Committee members and to all Board members. Key issues discussed are reported by the Chairman of the Audit Committee to the Board.

## Authority and Duties

### Authority

In carrying out their duties and responsibilities, the Audit Committee shall:

- i. have the authority to investigate any matter within its terms of reference;
- ii. have the resources which are required to perform its duties;
- iii. have full and unrestricted access to any information pertaining to the Group;
- iv. have direct communication channels with the External and Internal Auditors, as well as employees of the Group;
- v. be able to obtain independent professional or other advice it deems necessary; and
- vi. be able to convene meetings with the External Auditors, the Internal Auditors or both, excluding the attendance of other Directors and employees of the Company, whenever deemed necessary.

### Duties

The duties of the Audit Committee shall include a review of the following:

- i. the effectiveness of management information system and other systems of internal control within the Company and the Group;
- ii. the Management's compliance with laws, regulations, established policies, plans and procedures;
- iii. with the assistance of the Management, the quarterly financial results and year-end financial statements prior to deliberation and approval by the Board, focusing particularly on:
  - a. changes in major accounting policies;
  - b. significant and unusual events;
  - c. the going concern assumption;
  - d. compliance with accounting standards and other legal requirements;
- iv. the independence and objectivity of the External Auditors and their services;
- v. together with the External Auditors, the scope of their audit plan, their evaluation of the system of internal control and the audit reports on the financial statements;
- vi. the selection, remuneration and resignation or dismissal of the External Auditors;
- vii. the assistance given by the employees of the Company to the External Auditors;
- viii. significant audit findings and reservations arising from the interim and final audits reported by the External Auditors together with their Management Letter and Management's response, where applicable;

- ix. the adequacy of the scope, function, competency and resources of the Internal Audit function and whether or not it has the necessary authority to carry out its duties;
- x. the Internal Audit programme, processes and results of the audit work, process or investigation undertaken and whether or not appropriate action is taken on the recommendations of the Internal Audit function;
- xi. any appraisal or assessment of the performance of members of the Internal Audit function;
- xii. the appointment or termination of senior staff members of the Internal Audit function and take cognizance of resignations of Internal Audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning;
- xiii. any related party transaction and conflict of interests situation that may arise including any transaction, procedure or course of conduct that raises questions of Management's integrity;
- xiv. the allocation of options during the year under the Company's Employees Share Option Scheme (ESOS) to verify whether it is in accordance with the criteria determined by the ESOS Committee and in compliance with the ESOS by-laws;
- xv. matters conveyed to the Board that have not been satisfactorily resolved resulting in a breach of the Listing Requirements are promptly reported to Bursa Securities; and
- xvi. any other matters as may be directed by the Board from time to time.

### Summary of Audit Committee's Activities

During the financial year, the Audit Committee met five times. Activities carried out by the Audit Committee included the deliberation and review of:

- i. the Group's quarterly and year-end financial results prior to submission to the Board for consideration and approval;
- ii. the audit planning memorandum of the External Auditors in a meeting to discuss their audit strategy, audit focus and resources prior to commencement of their annual audit;
- iii. matters arising from the audit of the Group in a meeting with the External Auditors without the presence of any executive officer of the Group;
- iv. the performance of the External Auditors and the recommendations to the Board on their reappointment and remuneration;
- v. the Audit Committee Report and its recommendation to the Board for inclusion in the Annual Report;
- vi. the Statement on Internal Control and Statement of Corporate Governance and its recommendation to the Board for inclusion in the Annual Report;
- vii. the significant risk of business units presented to the Risk Management Committee prior to submission to the Board for their consideration and approval;
- viii. the risk-based annual audit plan and resource requirement proposed by the Internal Auditors for the Group;
- ix. the audit reports presented by the Internal Auditors on major findings, recommendations and Management's responses thereto;



- x. the results of follow-up audits conducted by the Internal Auditors on the Management's implementation of audit recommendations;
- xi. related party transactions as required under the Listing Requirements to ascertain that the transactions are conducted at arm's length prior to submission for the Board's consideration and, where appropriate, shareholders' approval; and
- xii. share option allocations pursuant to the ESOS of the Company during the financial year under review that had been verified by the Internal Auditors. The Audit Committee was satisfied that the allocation of share options pursuant to the ESOS during the financial year ended 31 July 2013 was in compliance with the criteria set out in the ESOS by-laws and by the ESOS Committee.

#### Internal Audit Function and Activities

The Internal Audit function of the Company is performed in-house by its Internal Audit Department. The Internal Audit Department reports directly to the Audit Committee. The Internal Audit Department adopts a risk-based audit approach when preparing its annual audit plan which is approved by the Audit Committee. The annual audit plan covers the business units and projects of the Group.

The principal role of the Internal Audit Department is to provide independent and objective reports on the effectiveness of the system of internal controls within the business units and projects of the Group.

During the year, the Internal Audit Department has undertaken independent audit assignments on business units and projects of the Group in accordance with the approved annual audit plan. The resultant audit reports were presented to the Audit Committee for deliberation and forwarded to the Management for the necessary corrective actions to be taken.

A summary of the Internal Audit activities during the financial period is as follows:

- i. prepared its annual audit plan for consideration by the Audit Committee;
- ii. performed operational audits on business units and projects of the Group to ascertain the adequacy and integrity of their system of internal controls and made recommendations for improvement where weaknesses were found;
- iii. conducted follow-up reviews to determine the adequacy, effectiveness and timeliness of action taken by the Management on audit recommendations and provided updates on their status to the Audit Committee;
- iv. reviewed related party transactions; and
- v. reviewed the allocations of share options pursuant to the ESOS during the financial year to verify whether they were in accordance with the criteria set out in the ESOS by-laws and by the ESOS Committee.

Total cost incurred for the Internal Audit Department for the financial year ended 31 July 2013 was RM1,146,190.

## Other Disclosures

### 1. Non-audit Fees

The amount of non-audit fees paid by the Company and its subsidiaries to the external auditors and their affiliated company/firm for the financial year 2013 was RM80,000.

### 2. Share Buy-back

The Company did not purchase any of its own shares during the financial year 2013.

### 3. Exercise of Options, Warrants or Convertible Securities

During the financial year 2013,

- i. 44,026,000 options in relation to the Employees' Share Option Scheme were exercised.
- ii. 153,206,187 Warrants 2010/2015 were exercised and converted into ordinary shares.

### 4. Material Contracts Involving Directors'/Major Shareholders' Interests

Other than as disclosed in Note 41 of the Financial Statements, there were no material contracts entered into by the Company or its subsidiaries involving Directors' and major shareholders' interests since 1 August 2012.

### 5. Sanctions or Penalties

There were no material sanctions or penalties imposed by the relevant regulatory bodies on the Company or its subsidiaries, directors or management during the financial year 2013.

### 6. Information in Relation to Employees' Share Option Scheme

- i. The Employees' Share Option Scheme (2006/2014) ("ESOS") is the only share scheme of the Company in existence during the financial year 2013.
- ii. The total number of options granted, exercised and outstanding (as adjusted and based on the par value of RM1.00 per ordinary share) under the ESOS since its commencement up to 31 July 2013 are set out in the table below:-

Description	Number of Options (Since commencement up to 31 July 2013)	
	Grand Total	Directors
(a) Granted *	222,218,000	21,962,000
(b) Exercised	173,819,000	17,453,000
(c) Outstanding	48,399,000	4,509,000

- iii. Percentages of options applicable to Directors and Senior Management under the ESOS:-

Directors and Senior Management	During the financial year 2013	Since commencement up to 31 July 2013
(a) Aggregate maximum allocation	38%	50%
(b) Actual granted	0.3%	13%

\* Net off resignation

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## Director's Report

The directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 July 2013.

### Principal activities

The principal activities of the Company are that of investment holding and civil engineering construction.

The principal activities of the subsidiaries, associated companies and jointly controlled entities are described in Note 18, 19 and 20 to the financial statements respectively.

There were no significant changes in the nature of these activities during the financial year.

### Results

	<b>Group RM'000</b>	<b>Company RM'000</b>
Profit for the year	550,059	170,951
Attributable to:		
Owners of the Company	541,399	170,951
Non-controlling interests	8,660	-
	<u>550,059</u>	<u>170,951</u>

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the statements of changes in equity.

In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature other than the effects arising from the arbitral awards and other costs of RM110,700,000 as further disclosed in Notes 7 and 40.

### Dividends

The amount of dividends declared and paid by the Company since 31 July 2012 were as follows:

<b>In respect of the financial year ended 31 July 2013:</b>	<b>RM'000</b>
First interim single tier dividend of 6 sen per share declared on 13 December 2012 and paid on 23 January 2013	125,337
Second interim single tier dividend of 6 sen per share declared on 27 June 2013 and paid on 31 July 2013	<u>136,571</u>
	<u>261,908</u>

The directors do not recommend the payment of any final dividend in respect of the current financial year.



## Director's Report

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### Directors

The names of the directors of the Company in office since the date of the last report and at the date of this report are:

YM Raja Dato' Seri Abdul Aziz bin Raja Salim

Y Bhg Dato' Lin Yun Ling

Y Bhg Dato' Ir Ha Tiing Tai

Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi

Y Bhg Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain

YTM Raja Dato' Seri Eleena binti Sultan Azlan Shah

Y Bhg Dato' Seri Ir Kamarul Zaman bin Mohd Ali

Y Bhg Dato' Haji Azmi bin Mat Nor

Y Bhg Dato' Goon Heng Wah

Y Bhg Dato' Ng Kee Leen

YM Tunku Afwida binti Tunku A.Malek

Saw Wah Theng

Ir Chow Chee Wah (alternate to Y Bhg Dato' Lin Yun Ling)

Ir Adrian Brian Lam (alternate to Y Bhg Dato' Ir Ha Tiing Tai) (appointed on 8 March 2013)

Ir Chan Kong Wah (alternate to Y Bhg Dato' Goon Heng Wah) (appointed on 8 March 2013)

Soo Kok Wong (alternate to Saw Wah Theng) (appointed on 8 March 2013)

### Directors' benefits

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, other than those arising from the share options granted pursuant to the Employees' Share Option Scheme ("ESOS").

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors as shown in Note 6 to the financial statements or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with any director or with a firm of which he is a member, or with a company in which he has a substantial financial interest, except as disclosed in Note 41 to the financial statements.

## Director's Report

### Directors' interests

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in shares, options over shares and warrants in the Company and its related corporations during the financial year were as follows:

	Number of ordinary shares of RM1 each			
	1 August 2012/At appointment date	Exercise of ESOS/ Conversion of Warrants/ Bought/ Transferred in	Sold/ Transferred out	31 July 2013
<b>Gamuda Berhad</b>				
<b>Direct holding</b>				
YM Raja Dato' Seri Abdul Aziz bin Raja Salim	80,000	-	(80,000)	-
Y Bhg Dato' Lin Yun Ling ^	-	67,632,636	-	67,632,636
Y Bhg Dato' Ir Ha Tiing Tai	18,015,876	-	-	18,015,876
Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi	22,600	40,000	(20,000)	42,600
Y Bhg Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain	100,000	20,000	-	120,000
YTM Raja Dato' Seri Eleena binti Sultan Azlan Shah	200,000	-	-	200,000
Y Bhg Dato' Seri Ir Kamarul Zaman bin Mohd Ali	413,000	108,000	(350,000)	171,000
Y Bhg Dato' Haji Azmi bin Mat Nor	320,000	480,000	(320,000)	480,000
Y Bhg Dato' Goon Heng Wah	13,620,000	360,000	-	13,980,000
Y Bhg Dato' Ng Kee Leen	32,024,898	4,871,500	(28,500,000)	8,396,398
Saw Wah Theng	325,000	700,000	(467,600)	557,400
Ir Chow Chee Wah	108,000	650,000	(158,000)	600,000
Ir Adrian Brian Lam	-	300,000	-	300,000
Ir Chan Kong Wah	490,000	110,000	(40,000)	560,000
Soo Kok Wong	70,000	-	-	70,000

### Indirect holding

Y Bhg Dato' Lin Yun Ling ^	34,697,636	-	(34,697,636)	-
Y Bhg Dato' Ir Ha Tiing Tai #	14,200	-	-	14,200
YTM Raja Dato' Seri Eleena binti Sultan Azlan Shah *	131,200,000	-	(5,200,000)	126,000,000
Y Bhg Dato' Seri Ir Kamarul Zaman bin Mohd Ali #	2,407,630	-	-	2,407,630
Y Bhg Dato' Goon Heng Wah #	5,104,032	-	-	5,104,032
Y Bhg Dato' Ng Kee Leen #	522,472	197,100	(522,000)	197,572

^ On 5 October 2012, Y Bhg Dato' Lin Yun Ling transferred 34,697,636 ordinary shares in the Company from HSBC (Malaysia) Trustee Berhad to his own name

\* Deemed interest through Generasi Setia (M) Sdn Bhd

# Deemed interest through spouse

## Director's Report

Directors' interests (cont'd.)

Employees' share option scheme ("ESOS")

	Option price RM	1 August 2012/At appointment date	Number of options		31 July 2013
			Allotted	Exercised	
Y Bhg Dato' Lin Yun Ling	2.49	1,500,000	-	-	1,500,000
Y Bhg Dato' Ir Ha Tiing Tai	2.49	900,000	-	-	900,000
	3.46	-	360,000	-	360,000
Y Bhg Dato' Seri Ir Kamarul Zaman bin Mohd Ali	2.49	432,000	-	(108,000)	324,000
	3.24	270,000	-	-	270,000
Y Bhg Dato' Haji Azmi bin Mat Nor	2.49	480,000	-	(480,000)	-
Y Bhg Dato' Goon Heng Wah	2.49	360,000	-	(360,000)	-
Y Bhg Dato' Ng Kee Leen	2.49	900,000	-	(900,000)	-
Saw Wah Theng	2.49	900,000	-	(700,000)	200,000
Ir Chow Chee Wah	1.73	35,000	-	(35,000)	-
	2.49	800,000	-	(615,000)	185,000
Ir Adrian Brian Lam	2.32	230,000	-	-	230,000
	2.49	650,000	-	(300,000)	350,000
	3.24	130,000	-	-	130,000
	3.46	39,000	-	-	39,000
Ir Chan Kong Wah	2.49	100,000	-	(100,000)	-
	3.61	10,000	-	(10,000)	-
Soo Kok Wong	3.46	21,000	-	-	21,000

**Director's Report**

## Directors' interests (cont'd.)

## Warrants 2010/2015

		Number of warrants		
	1 August 2012/At appointment date	Bought/ Transferred in	Converted/ Sold/ Transferred out	31 July 2013
<b>Direct holding</b>				
YM Raja Dato' Seri Abdul Aziz bin Raja Salim	10,100	-	(10,100)	-
Y Bhg Dato' Lin Yun Ling ^	-	4,403,100	-	4,403,100
Y Bhg Dato' Ir Ha Tiing Tai	2,278,400	-	-	2,278,400
Y Bhg Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain	-	20,000	(20,000)	-
YTM Raja Dato' Seri Eleena binti Sultan Azlan Shah	25,000	-	-	25,000
Y Bhg Dato' Haji Azmi bin Mat Nor	36,600	-	-	36,600
Y Bhg Dato' Goon Heng Wah	1,648,300	-	-	1,648,300
Y Bhg Dato' Ng Kee Leen	4,016,500	-	(3,971,500)	45,000
Saw Wah Theng	47,375	-	-	47,375
Ir Chow Chee Wah	20,200	-	-	20,200
Ir Chan Kong Wah	640,000	-	(160,000)	480,000
Soo Kok Wong	224,800	-	-	224,800
<b>Indirect holding</b>				
Y Bhg Dato' Lin Yun Ling ^	4,403,100	-	(4,403,100)	-
Y Bhg Dato' Ir Ha Tiing Tai #	1,800	-	-	1,800
YTM Raja Dato' Seri Eleena binti Sultan Azlan Shah *	1,400,000	-	-	1,400,000
Y Bhg Dato' Goon Heng Wah #	651,400	-	-	651,400
Y Bhg Dato' Ng Kee Leen #	197,100	-	(197,100)	-

^ On 5 October 2012, Y Bhg Dato' Lin Yun Ling transferred 4,403,100 warrants in the Company from HSBC (Malaysia) Trustee Berhad to his own name

\* Deemed interest through Generasi Setia (M) Sdn Bhd

# Deemed interest through spouse

Other than as disclosed above, none of the other Directors in office at the end of the financial year had any interest in shares, options over shares or warrants of the Company or its related corporations during the financial year.



## Director's Report

## Issue of shares

During the financial year, the Company increased its issued and paid up capital from RM2,079,412,066 to RM2,276,644,253 by way of:

- a. The issuance of 44,026,000 new ordinary shares of RM1.00 each for cash arising from the exercise of options under the Company's ESOS at the option prices as disclosed in Note 28(e) to the financial statements; and
- b. The issuance of 153,206,187 new ordinary shares of RM1.00 each for cash arising from the exercise of Warrants 2010/2015 at the exercise price of RM2.66 per warrant in accordance with the Deed Poll dated 15 April 2010 as disclosed in Note 28(b) to the financial statements.

The ordinary shares issued from the exercise of options and Warrants 2010/2015 shall rank pari passu in all respects with the existing issued ordinary shares of the Company except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new shares.

## Employees' share option scheme

The Gamuda Berhad Employees' Share Option Scheme ("ESOS") was approved by shareholders at the Extraordinary General Meeting held on 5 July 2006 and is effective for 5 years from 6 July 2006 to 5 July 2011 ("Expiry Date"). On 22 December 2009, the Expiry Date was subsequently extended to 5 July 2014, pursuant to By-law 17.3 of the ESOS.

The principal features of the ESOS, details of share options exercised during the financial year and outstanding at the end of the financial year are disclosed in Note 28(c) and Note 28(e).

The Company has been granted exemption by the Companies Commission of Malaysia from having to disclose the names of options, other than directors, who have been granted options to subscribe for less than 70,000 or more ordinary shares of RM1.00 each. The names of the option holders granted options to subscribe for 70,000 or more ordinary shares of RM1.00 each during the financial year are as follows:-

Name	Expiry date	Number of options
Yap Chin Hua	5 July 2014	140,000
Goh Khir Chaye	5 July 2014	138,000
Ubull A/L Dinom	5 July 2014	115,000
Foo Chew Sam	5 July 2014	100,000
Tan Kim Whatt	5 July 2014	100,000
Yong Ay Lu	5 July 2014	75,000
Lau Boon San	5 July 2014	70,000

Details of options granted to directors are disclosed in the section on Directors' Interests in this report.

## Director's Report

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### Warrants 2010/2015

Each Warrant 2010/2015 entitles the registered holder to subscribe for 1 new ordinary share in the Company at any time on or after 26 May 2010 to 25 May 2015, at an exercise price of RM2.66 in accordance with the Deed Poll dated 15 April 2010. Any Warrant 2010/2015 not exercised by the date of maturity will lapse thereafter and cease to be valid for all purposes. As at the reporting date, 94,347,868 Warrants 2010/2015 remained unexercised.

The ordinary shares issued from the exercise of Warrants 2010/2015 shall rank pari passu in all respects with the existing issued ordinary shares of the Company except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new shares arising from the exercise of Warrants 2010/2015.

### Other statutory information

- a. Before the income statements, statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the directors took reasonable steps:
  - i. to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts have been written off and that adequate provision had been made for doubtful debts; and
  - ii. to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.
- b. At the date of this report, the directors are not aware of any circumstances which would render:
  - i. the amount written off for any bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; and
  - ii. the values attributed to the current assets in the financial statements of the Group and of the Company misleading.
- c. At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- d. At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- e. As at the date of this report, there does not exist:
  - i. any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
  - ii. any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

**Director's Report**

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## Other statutory information (cont'd.)

## f. In the opinion of the directors:

- i. no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations when they fall due; and
- ii. no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

- g. The Company has been granted exemption by the Companies Commission of Malaysia for its three subsidiaries, Gamuda-Nam Long Development Limited Liability Company and Sai Gon Thuong Tin Tan Thang Investment Real Estate Joint Stock Company with December financial year end and Gamuda Land Vietnam Limited Liability Company with June financial year end from having to comply with Section 168(1)(b) of the Companies Act, 1965 to adopt a financial year end which coincides with that of its holding company for the financial year ended 31 July 2013.

## Significant events

Significant events are as disclosed in Note 42 to the financial statements.

## Auditors

The auditors, Ernst & Young, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the directors dated 8 October 2013.

YM Raja Dato' Seri Abdul Aziz bin Raja Salim  
Chairman

Saw Wah Theng  
Finance Director

## Statement by Directors

Pursuant to Section 169(15) of the Companies Act, 1965

We, YM Raja Dato' Seri Abdul Aziz bin Raja Salim and Saw Wah Theng, being two of the directors of Gamuda Berhad, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 112 to 253 are drawn up in accordance with Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 July 2013 and of their financial performance and cash flows for the year then ended.

The information set out in Note 47 to the financial statements on page 254 have been prepared in accordance with the Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the directors dated 8 October 2013.

YM Raja Dato' Seri Abdul Aziz bin Raja Salim  
Chairman

Saw Wah Theng  
Finance Director

## Statutory Declaration

Pursuant to Section 169(16) of the Companies Act, 1965

I, Saw Wah Theng, being the director primarily responsible for the financial management of Gamuda Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 112 to 254 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by  
the abovenamed Saw Wah Theng  
at Petaling Jaya in Selangor Darul  
Ehsan on 8 October 2013

Saw Wah Theng

Before me,

Faridah bt Sulaiman (No: B228)  
Commissioner of Oaths



## Independent Auditors' Report

To the Members of Gamuda Berhad (Incorporated in Malaysia)

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### Report on the financial statements

We have audited the financial statements of Gamuda Berhad, which comprise the statements of financial position as at 31 July 2013 of the Group and of the Company, and the income statements, the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 112 to 253.

#### *Directors' responsibility for the financial statements*

The directors of the Company are responsible for the preparation of financial statements so as to give a true and fair view in accordance with Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia. The directors are also responsible for such internal control as the directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditors' responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 July 2013 and of their financial performance and cash flows for the year then ended in accordance with Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

## Independent Auditors' Report

To the Members of Gamuda Berhad (Incorporated in Malaysia)

### Report on other legal and regulatory requirements

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

- a. In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.
- b. We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 18 to the financial statements, being financial statements that have been included in the consolidated financial statements.
- c. We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.
- d. The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification material to the consolidated financial statements and did not include any comment required to be made under Section 174(3) of the Act.

### Other matters

The supplementary information set out in Note 47 on page 254 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Ernst & Young  
AF: 0039  
Chartered Accountants

Kuala Lumpur, Malaysia  
8 October 2013

Abraham Verghese A/L T.V. Abraham  
No. 1664/10/14(J)  
Chartered Accountant

# Consolidated Income Statement

For the year ended 31 July 2013

	Note	2013 RM'000	2012 RM'000
Revenue	4	3,883,120	3,087,003
Other income		64,479	45,671
Construction contract costs recognised as contract expenses		(2,271,570)	(1,508,123)
Land and development costs		(648,866)	(688,653)
Changes in inventory of finished goods and work in progress		1,572	2,348
Purchases			
- raw materials		(37,885)	(46,022)
- trading materials		(108,896)	(108,013)
Production overheads		(42,572)	(41,220)
Staff costs	5	(103,706)	(70,332)
Depreciation and amortisation		(26,487)	(23,703)
Arbitral awards and other costs	7	(110,700)	-
Other operating expenses		(86,302)	(64,487)
Profit from operations	7	512,187	584,469
Finance costs	8	(60,768)	(62,390)
Share of profits of associated companies		241,206	206,131
Profit before taxation		692,625	728,210
Taxation	9	(142,566)	(162,219)
Profit for the year		550,059	565,991
Profit attributable to:			
Owners of the Company		541,399	547,305
Non-controlling interests		8,660	18,686
		550,059	565,991
Earnings per share (sen)			
Basic	10	25.37	26.42
Diluted	10	24.86	25.56
Net dividends per ordinary share (sen)	11	12.0	12.0

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Consolidated Statement of Comprehensive Income

For the year ended 31 July 2013

	2013 RM'000	2012 RM'000
Profit for the year	550,059	565,991
Other comprehensive income:		
Fair value gain/(loss) on cash flow hedges	2,448	(1,471)
Foreign currency translation	31,192	38,864
Share of other comprehensive loss of associated companies	(26,154)	(18,306)
Net asset accretion in an associated company arising from capital contribution	8,217	6,417
Other comprehensive income for the year, net of tax	15,703	25,504
Total comprehensive income for the year	565,762	591,495
Total comprehensive income attributable to:		
Owners of the Company	558,557	570,997
Non-controlling interests	7,205	20,498
	565,762	591,495

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.



# Consolidated Statement of Financial Position

As at 31 July 2013

	Note	2013 RM'000	2012 RM'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	12	395,050	375,388
Land held for property development	13(a)	1,101,703	580,854
Investment properties	14	66,822	47,838
Prepaid land lease payments	15	4,020	4,447
Motorway development expenditure	16	316,440	318,807
Intangible assets	17	94,750	97,848
Interests in associated companies	19	1,803,201	1,660,337
Other investments	21	733	733
Deferred tax assets	33	49,854	23,473
Receivables	23(b)	260,044	160,020
		<u>4,092,617</u>	<u>3,269,745</u>
<b>Current assets</b>			
Property development costs	13(b)	1,912,009	1,886,442
Inventories	22	96,266	66,481
Receivables	23(a)	1,915,986	1,637,715
Tax recoverable		47,155	22,086
Investment securities	24	514,922	279,104
Cash and bank balances	27	1,230,210	1,337,355
		<u>5,716,548</u>	<u>5,229,183</u>
<b>Total assets</b>		<u>9,809,165</u>	<u>8,498,928</u>

**Consolidated Statement of  
Financial Position**

As at 31 July 2013

	Note	2013 RM'000	2012 RM'000
<b>Equity and liabilities</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	28	2,276,644	2,079,412
Reserves		2,604,117	1,968,620
<b>Owners' equity</b>		4,880,761	4,048,032
<b>Non-controlling interests</b>		226,087	220,839
<b>Total equity</b>		5,106,848	4,268,871
<b>Non-current liabilities</b>			
Payables	32(a)	414,282	166,337
Provision for liabilities	38	5,028	12,931
Deferred tax liabilities	33	83,228	84,626
Long term borrowings	34	1,717,265	1,036,878
Derivatives	32(b)	1,755	4,281
		2,221,558	1,305,053
<b>Current liabilities</b>			
Short term borrowings	35	741,435	1,145,463
Payables	36	1,657,338	1,727,034
Provision for liabilities	38	44,078	21,177
Tax payable		35,263	28,763
Derivatives	32(b)	2,645	2,567
		2,480,759	2,925,004
<b>Total liabilities</b>		4,702,317	4,230,057
<b>Total equity and liabilities</b>		9,809,165	8,498,928

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Consolidated Statement of Changes in Equity

For the year ended 31 July 2013

Group	Attributable to owners of the Company						Non-controlling interests		Total equity
	Share capital	Share premium	Option reserves	Other reserves (Note 29)	Retained profits	Total			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>At 1 August 2011</b>	2,064,824	126,227	29,647	6,520	1,459,347	3,686,565	200,341		3,886,906
Total comprehensive income	-	-	-	23,692	547,305	570,997	20,498		591,495
<b>Transactions with owners:</b>									
Issue of ordinary shares pursuant to:									
Exercise of ESOS (Note 28)	12,889	19,326	-	-	-	32,215	-		32,215
Conversion of Warrants (Note 28)	1,699	2,993	-	(169)	-	4,523	-		4,523
Share options granted under ESOS	-	-	3,345	-	-	3,345	-		3,345
Share options exercised under ESOS	-	4,682	(5,473)	-	-	(791)	-		(791)
Dividends (Note 11)	-	-	-	-	(248,822)	(248,822)	-		(248,822)
Total transactions with owners	14,588	27,001	(2,128)	(169)	(248,822)	(209,530)	-		(209,530)
<b>At 31 July 2012</b>	2,079,412	153,228	27,519	30,043	1,757,830	4,048,032	220,839		4,268,871

**Consolidated Statement of  
Changes in Equity**

For the year ended 31 July 2013

Group	Attributable to owners of the Company						Non-controlling interests	Total equity
	Share capital	Share premium	Option reserves	Other reserves (Note 29)	Retained profits	Total		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>At 1 August 2012</b>	2,079,412	153,228	27,519	30,043	1,757,830	4,048,032	220,839	4,268,871
Total comprehensive income	-	-	-	17,158	541,399	558,557	7,205	565,762
<b>Transactions with owners:</b>								
Issue of ordinary shares pursuant to:								
Exercise of ESOS (Note 28)	44,026	78,890	-	-	-	122,916	-	122,916
Conversion of Warrants (Note 28)	153,206	269,643	-	(15,321)	-	407,528	-	407,528
Share options granted under ESOS	-	-	6,144	-	-	6,144	-	6,144
Share options exercised under ESOS	-	15,710	(16,218)	-	-	(508)	-	(508)
Dividends (Note 11)	-	-	-	-	(261,908)	(261,908)	-	(261,908)
Dividend paid to non-controlling interests	-	-	-	-	-	-	(1,957)	(1,957)
Total transactions with owners	197,232	364,243	(10,074)	(15,321)	(261,908)	274,172	(1,957)	272,215
<b>At 31 July 2013</b>	2,276,644	517,471	17,445	31,880	2,037,321	4,880,761	226,087	5,106,848

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Consolidated Statement of Cash Flows

For the year ended 31 July 2013

	2013 RM'000	2012 RM'000
<b>Cash flows from operating activities</b>		
Profit before taxation	692,625	728,210
Adjustments for:		
Amortisation of concession and quarry rights	3,098	3,099
Amortisation of prepaid land lease payments	427	425
Amortisation of motorway development expenditure	2,367	4,550
Depreciation		
- Property, plant and equipment	19,974	15,588
- Investment properties	621	41
Property, plant and equipment written off	283	1,404
Reversal of impairment loss on trade receivables	-	(251)
Net provision for liabilities	21,813	26,631
Provision for retirement benefits	2,195	2,896
Provision for short term accumulating compensated absences	244	305
Provision for foreseeable losses	11,779	2,016
Net gain on disposal of property, plant and equipment	(3,627)	(4,247)
Share of profits from associated companies	(241,206)	(206,131)
Share based payments	6,144	3,345
Unrealised loss/(gain) on foreign exchange	10,531	(2,174)
Distribution from investment securities	(17,980)	(1,055)
Reversal of impairment loss on land	-	(20,896)
Interest income	(37,520)	(35,495)
Interest expense	60,768	62,390
Operating profit before working capital changes	532,536	580,651
Increase in development properties	(433,592)	(640,979)
Increase in inventories	(15,375)	(32,376)
(Increase)/decrease in receivables	(461,984)	174,883
Increase in payables	163,621	329,517
Cash (used in)/generated from operations	(214,794)	411,696
Income taxes paid	(164,544)	(153,252)
Interest paid	(109,673)	(113,091)
Retirement benefits paid	(517)	(5,182)
Net cash (used in)/generated from operating activities	(489,528)	140,171



**Consolidated Statement of Cash Flows**

For the year ended 31 July 2013

	<b>2013 RM'000</b>	<b>2012 RM'000</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(53,868)	(82,952)
Purchase of investment properties	(19,605)	(22,165)
Proceeds from disposal of property, plant and equipment	11,706	22,149
Net (purchase)/proceeds from disposal of investment securities	(235,818)	57,519
Capital repayment from an associated company	19,565	56,870
Distribution received from investment securities	17,980	1,055
Dividend received from associated companies	77,609	96,665
Interest received	37,520	35,495
Net cash (used in)/generated from investing activities	(144,911)	164,636
<b>Cash flows from financing activities</b>		
Repayment of borrowings	(902,938)	(220,806)
Drawdown of borrowings	1,162,978	404,727
Net proceeds from exercise of ESOS	122,915	32,215
Net proceeds from conversion of warrants	407,528	4,523
Dividend paid to shareholders	(261,908)	(248,822)
Dividend paid to non-controlling interests	(1,957)	-
Net cash generated from/(used in) financing activities	526,618	(28,163)
<b>Net (decrease)/increase in cash and cash equivalents</b>	(107,821)	276,644
<b>Effects of exchange rate changes</b>	676	11,743
<b>Cash and cash equivalents at beginning of year</b>	1,337,355	1,048,968
<b>Cash and cash equivalents at end of year (Note 27)</b>	1,230,210	1,337,355

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

## Income Statement

For the year ended 31 July 2013

	Note	2013 RM'000	2012 RM'000
Revenue	4	258,900	453,674
Other income		60,156	48,323
Construction contract costs recognised as contract expenses		-	(3,114)
Staff costs	5	(31,501)	(20,601)
Depreciation		(7,446)	(5,238)
Other operating expenses		(33,426)	(40,079)
Profit from operations	7	246,683	432,965
Finance costs	8	(54,344)	(52,020)
Profit before taxation		192,339	380,945
Taxation	9	(21,388)	(75,188)
Profit for the year		170,951	305,757
Net dividends per ordinary share (sen)	11	12.0	12.0

# Statement of Comprehensive Income

For the year ended 31 July 2013

	2013 RM'000	2012 RM'000
Profit for the year	170,951	305,757
Other comprehensive income:		
Fair value gain/(loss) on cash flow hedges	2,448	(1,471)
Foreign currency translation	(592)	(4,087)
Other comprehensive income/(loss) for the year, net of tax	1,856	(5,558)
Total comprehensive income for the year	172,807	300,199

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

## Statement of Financial Position

As at 31 July 2013

	Note	2013 RM'000	2012 RM'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	12	163,545	162,207
Investment properties	14	10,858	11,009
Investments in subsidiaries	18	2,657,027	2,250,556
Interests in associated companies	19	702,049	702,049
Interests in jointly controlled entities	20	254,476	254,476
Other investments	21	733	733
Deferred tax assets	33	23,470	5,551
Due from a subsidiary	26	622,437	517,843
		<u>4,434,595</u>	<u>3,904,424</u>
<b>Current assets</b>			
Receivables	23(a)	57,300	57,767
Due from subsidiaries	26	290,049	353,412
Investment securities	24	113,146	1,474
Cash and bank balances	27	125,587	128,442
		<u>586,082</u>	<u>541,095</u>
<b>Total assets</b>		<u>5,020,677</u>	<u>4,445,519</u>
<b>Equity and liabilities</b>			
Share capital	28	2,276,644	2,079,412
Reserves		868,145	618,398
<b>Owners' equity</b>		<u>3,144,789</u>	<u>2,697,810</u>
<b>Non-current liabilities</b>			
Payables	32(a)	1,283	1,233
Long term borrowings	34	1,168,614	501,505
Derivatives	32(b)	1,755	4,281
		<u>1,171,652</u>	<u>507,019</u>
<b>Current liabilities</b>			
Short term borrowings	35	415,185	1,008,237
Payables	36	62,426	56,512
Due to subsidiaries	37	207,268	168,304
Tax payable		16,712	5,070
Derivatives	32(b)	2,645	2,567
		<u>704,236</u>	<u>1,240,690</u>
<b>Total liabilities</b>		<u>1,875,888</u>	<u>1,747,709</u>
<b>Total equity and liabilities</b>		<u>5,020,677</u>	<u>4,445,519</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Statement of Changes in Equity

For the year ended 31 July 2013

Company	Non-distributable			Distributable		Total
	Share capital RM'000	Share premium RM'000	Option reserves RM'000	Other reserves (Note 29) RM'000	Retained profits (Note 30) RM'000	
<b>At 1 August 2011</b>	2,064,824	126,227	29,647	34,812	351,631	2,607,141
Total comprehensive income	-	-	-	(5,558)	305,757	300,199
<b>Transactions with owners:</b>						
Issue of ordinary shares pursuant to:						
Exercise of ESOS (Note 28)	12,889	19,326	-	-	-	32,215
Conversion of Warrants (Note 28)	1,699	2,993	-	(169)	-	4,523
Share options granted under ESOS	-	-	3,345	-	-	3,345
Share options exercised under ESOS	-	4,682	(5,473)	-	-	(791)
Dividends (Note 11)	-	-	-	-	(248,822)	(248,822)
Total transactions with owners	14,588	27,001	(2,128)	(169)	(248,822)	(209,530)
<b>At 31 July 2012</b>	2,079,412	153,228	27,519	29,085	408,566	2,697,810
<b>At 1 August 2012</b>	2,079,412	153,228	27,519	29,085	408,566	2,697,810
Total comprehensive income	-	-	-	1,856	170,951	172,807
<b>Transactions with owners:</b>						
Issue of ordinary shares pursuant to:						
Exercise of ESOS (Note 28)	44,026	78,890	-	-	-	122,916
Conversion of Warrants (Note 28)	153,206	269,643	-	(15,321)	-	407,528
Share options granted under ESOS	-	-	6,144	-	-	6,144
Share options exercised under ESOS	-	15,710	(16,218)	-	-	(508)
Dividends (Note 11)	-	-	-	-	(261,908)	(261,908)
Total transactions with owners	197,232	364,243	(10,074)	(15,321)	(261,908)	274,172
<b>At 31 July 2013</b>	2,276,644	517,471	17,445	15,620	317,609	3,144,789

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.



## Statement of Cash Flows

For the year ended 31 July 2013

	2013 RM'000	2012 RM'000
<b>Cash flows from operating activities</b>		
Profit before taxation	192,339	380,945
Adjustments for:		
Appropriation of profits from jointly controlled entities	(37,067)	(63,306)
Depreciation	7,446	5,238
Provision for retirement benefits	(262)	469
Provision/(Reversal) of short term accumulating absences	159	(68)
Net (gain)/loss on disposal of property, plant and equipment	(202)	175
Property, plant and equipment written off	3	34
Unrealised loss on foreign exchange	19,812	35,125
Share based payments	6,144	3,345
Dividend income	(221,833)	(387,216)
Distribution from investment securities	(3,033)	(1,015)
Reversal of impairment loss on land	-	(20,896)
Interest income	(48,391)	(27,600)
Interest expense	54,344	52,020
Operating loss before working capital changes	(30,541)	(22,750)
Decrease/(increase) in due from subsidiaries	66,032	(113,336)
(Decrease)/increase in due to subsidiaries	(31,231)	17,021
Increase in receivables	(15)	(3,302)
(Decrease)/increase in payables	1,901	790
Cash used in operations	6,146	(121,577)
Dividend received	207,532	325,586
Income taxes paid	(13,363)	(15,955)
Interest paid	(54,344)	(52,020)
Retirement benefits paid	-	(1,088)
Net cash generated from operating activities	145,971	134,946
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(8,665)	(60,634)
Proceeds from disposal of property, plant and equipment	205	3,261
Purchase of investment securities	(111,672)	(45)
Net investment in subsidiaries	(406,471)	(600)
Interests in jointly controlled entities	-	(9,875)
Distribution received from investment securities	3,033	1,015
Interest received	48,391	27,600
Net cash used in investing activities	(475,179)	(39,278)

**Statement of Cash Flows**

For the year ended 31 July 2013

	2013 RM'000	2012 RM'000
<b>Cash flows from financing activities</b>		
Drawdown of borrowings	685,001	234,054
Repayment of borrowings	(627,263)	(59,084)
Net proceeds from exercise of ESOS	122,915	32,215
Net proceeds from conversion of warrants	407,528	4,523
Dividend paid to shareholders	(261,908)	(248,822)
Net cash generated from/(used in) financing activities	326,273	(37,114)
<b>Net (decrease)/increase in cash and cash equivalents</b>	(2,935)	58,554
<b>Effects of exchange rate changes</b>	80	(1,818)
<b>Cash and cash equivalents at beginning of year</b>	128,442	71,706
<b>Cash and cash equivalents at end of year (Note 27)</b>	125,587	128,442

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Notes to the Financial Statements

31 July 2013

## 1. Corporate information

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The registered office and principal place of business of the Company is located at Menara Gamuda, PJ Trade Centre, No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan.

The principal activities of the Company are that of investment holding and civil engineering construction. The principal activities of the subsidiaries, associated companies and jointly controlled entities are described in Note 18, 19 and 20 respectively. There were no significant changes in the nature of these activities during the financial year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 8 October 2013.

## 2. Summary of significant accounting policies

### 2.1 Basis of preparation

The financial statements of the Group and of the Company have been prepared in accordance with Financial Reporting Standards ("FRS") and the requirements of the Companies Act, 1965 in Malaysia.

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Ringgit Malaysia ("RM") and all values are rounded to the nearest thousand ("RM'000") except when otherwise indicated.

### 2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except as follows:

On 1 August 2012, the Group and the Company adopted the following amended FRS and IC Interpretations mandatory for annual financial periods beginning on or after 1 January 2012 and 1 July 2012.

#### **Effective for annual periods beginning on or after 1 January 2012:**

FRS 124	Related Party Disclosures
Amendments to FRS 1	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
Amendments to FRS 7	Disclosures - Transfers of Financial Assets
Amendments to FRS 112	Deferred Tax: Recovery of Underlying Assets

#### **Effective for annual periods beginning on or after 1 July 2012:**

FRS 101	Presentation of Items of Other Comprehensive Income
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## Notes to the Financial Statements

31 July 2013

### 2. Summary of significant accounting policies (cont'd.)

#### 2.2 Changes in accounting policies (cont'd.)

The adoption of the standards and interpretations above did not have any significant impact on the financial statements of the Group and of the Company.

#### 2.3 Standards issued but not yet effective

The Group and the Company have not adopted the following standards and interpretations that have been issued but not yet effective:

##### Effective for annual periods beginning on or after 1 January 2013:

FRS 10	Consolidated Financial Statements
FRS 11	Joint Arrangements
FRS 12	Disclosure of interests in Other Entities
FRS 13	Fair Value Measurement
FRS 119	Employee Benefits
FRS 127	Separate Financial Statements
FRS 128	Investment in Associates and Joint Ventures
IC interpretation 20	Stripping costs in the Production Phase of a Surface Mine
Amendments to FRS 1	Government Loans
Amendments to FRS 7	Disclosures - Offsetting Financial Assets and Financial Liabilities
Amendments to FRSs	'Improvements to FRSs (2012)'
Amendments to FRS 10, FRS 11 and FRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosures of Interests in Other Entities: Transition Guidance
Amendments to FRS 101	Presentation of Financial Statement (Improvements to FRSs (2012))
Amendments to FRS 116	Property, Plant and Equipment (Improvements to FRSs (2012))
Amendments to FRS 132	Financial Instruments: Presentation (Improvements to FRSs (2012))
Amendments to FRS 134	Interim Financial Reporting (Improvements to FRSs (2012))
Amendments to IC Interpretation 2	Member's shares in Co-operative Entities and Similar Instruments (Improvements to FRSs (2012))

##### Effective for annual periods beginning on or after 1 January 2014:

Amendments to FRS 132	Offsetting Financial Assets and Financial Liabilities
Amendments to FRS 10, FRS 12 and FRS 127	Investment Entities
FRS 136	Recoverable Amount Disclosures for Non-Financial Assets (Amendments to FRS 136)
FRS 139	Novation of Derivatives and Continuation of Hedge Accounting (Amendments to FRS 139)
IC Interpretation 21	Leases

## Notes to the Financial Statements

31 July 2013

## 2. Summary of significant accounting policies (cont'd.)

## 2.3 Standards issued but not yet effective (cont'd.)

**Effective for annual periods beginning on or after 1 January 2015:**

## FRS 9 Financial Instruments

The directors expect that the adoption of the standards and interpretations above will have no significant impact on the financial statements in the period of initial application, except as disclosed below:

**FRS 9 Financial Instruments - Classification and Measurement**

FRS 9 addresses the classification and measurement of financial instruments. FRS 9 defines criteria for financial assets that can be measured at amortised costs subsequent to its initial recognition and also requires changes of fair value attributable to credit risk change for financial liabilities to be presented in statement of other comprehensive income.

**FRS 10 Consolidated financial statements**

FRS 10 replaces the portion of FRS 127 Consolidated and Separate Financial Statements that addresses the accounting for consolidated financial statements. FRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by FRS 10 will require management to exercise significant judgement to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in FRS 127.

**FRS 11 Joint Arrangements**

FRS 11 replaces FRS 131 Interests in Joint Ventures and IC Interpretation 113 Jointly-controlled Entities – Non-monetary Contributions by Venturers.

A joint arrangement can be either a joint venture or a joint operation.

FRS 11 requires a joint operator to recognise and measure the assets and liabilities (and recognise the related revenues and expenses) in relation to its interest in the arrangement in accordance with relevant FRSS applicable to particular assets, liabilities, revenues and expenses.

FRS 11 requires a joint venturer to recognise an investment and to account for that investment using the equity method in accordance with FRS 128 Investments in Associates and Joint Ventures, unless the entity is exempted from applying the equity method as specified in that standard.

**FRS 12 Disclosure of Interests in Other Entities**

FRS 12 includes all disclosure requirements for interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are required. This standard affects disclosures only and has no impact on the Group's financial position or performance.



## Notes to the Financial Statements

31 July 2013

### 2. Summary of significant accounting policies (cont'd.)

#### 2.3 Standards issued but not yet effective (cont'd.)

##### **FRS 13 Fair Value Measurement**

FRS 13 establishes a single source of guidance under FRS for all fair value measurements. FRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under FRS when fair value is required or permitted.

##### **FRS 119 Employee Benefits**

FRS 119 requires to recognise the changes in defined benefit obligations and in fair value of plan assets when they occur, and hence eliminate the "corridor approach" as permitted under the previous version of FRS 119 and accelerate the recognition of past service costs. The amendments require all actuarial gains and losses to be recognised immediately through other comprehensive income in order for the net pension asset or liability recognised in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus.

##### **FRS 127 Separate Financial Statements**

As a consequence of the new FRS 10 and FRS 12, FRS 127 is limited to accounting for subsidiaries, jointly controlled entities and associates in separate financial statements.

##### **FRS 128 Investment in Associates and Joint Ventures**

The revised FRS 128 prescribes the accounting for investment in associates as well as joint ventures where the equity method of accounting is required in accordance with FRS 11.

##### **Malaysian Financial Reporting Standards (MFRS Framework)**

On 19 November 2011, the Malaysian Accounting Standards Board (MASB) issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards (MFRS Framework). This is in line with the need for convergence with International Financial Reporting Standards (IFRS) in 2012.

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture (MFRS 141) and IC Interpretation 15 Agreements for Construction of Real Estate (IC 15), including its parent, significant investor and venturer (herein called 'Transitioning Entities').

Transitioning Entities will be allowed to defer adoption of the new MFRS Framework for three years and adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2015.

The Group and the Company fall within the scope definition of Transitioning Entities and accordingly, the Group and the Company will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 31 July 2016. In presenting its first MFRS financial statements, the Group and the Company will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained profits.

## Notes to the Financial Statements

31 July 2013

## 2. Summary of significant accounting policies (cont'd.)

## 2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at reporting date. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. When the reporting dates of the parent and of the subsidiary are different, the subsidiary prepares additional financial statements as of the same date as that of the parent for consolidation purposes. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full. Intragroup losses that indicate an impairment may require recognition in the consolidated financial statements.

Acquisitions of subsidiaries are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

In business combinations achieved in stages, previously held equity interests in the acquiree are re-measured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any) is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree net identifiable assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill in the statement of financial position. The accounting policy for goodwill is set out in Note 2.9(a). In instances where the latter amount exceeds the former, the excess is recognised as a gain on bargain purchase in profit or loss on the acquisition date.

When the Group acquires a business, embedded derivatives separated from the host contract by the acquiree are reassessed on acquisition unless the business combination results in a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

## 2.5 Transactions with non-controlling interest

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and is presented separately in the consolidated income statement, consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company.

## Notes to the Financial Statements

31 July 2013

### 2. Summary of significant accounting policies (cont'd.)

#### 2.5 Transactions with non-controlling interest (cont'd.)

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the parent.

#### 2.6 Subsidiaries

Subsidiaries are entities over which the Group has the power to govern the financial and operating policies so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

In the Company's separate financial statements, investments in subsidiaries are stated at cost less impairment losses.

#### 2.7 Associated companies

Associated companies are entities, not being a subsidiary or a joint venture, in which the Group has significant influence. An associated company is equity accounted for from the date the Group obtains significant influence until the date the Group ceases to have significant influence over the associate.

The Group's investments in associated companies are accounted for using the equity method. Under the equity method, the investment in associates is measured in the statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associated companies. Goodwill relating to associated company is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the associated company's identifiable assets, liabilities and contingent liabilities over the cost of the investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of the associated company's profit or loss for the period in which the investment is acquired.

When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associated companies. The Group determines at each reporting date whether there is any objective evidence that the investment in the associated company is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associated company and its carrying value and recognises the amount in profit or loss.

The financial statements of the associated companies are prepared as of the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

In the Company's separate financial statements, investments in associated companies are stated at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

## Notes to the Financial Statements

31 July 2013

## 2. Summary of significant accounting policies (cont'd.)

## 2.8 Joint venture

The Group has interests in joint ventures which are jointly controlled entities. A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, where the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties sharing control. The Group recognises its interest in joint venture using proportionate consolidation. The Group combines its share of each of the assets, liabilities, income and expenses of the joint venture with the similar items, line by line, in its consolidated financial statements. The joint venture is proportionately consolidated from the date the Group obtains joint control until the date the Group ceases to have joint control over the joint venture.

Adjustments are made in the Group's consolidated financial statements to eliminate the Group's share of intragroup balances, income and expenses and unrealised gains and losses on transactions between the Group and its jointly controlled entity.

The financial statements of the joint venture are prepared as of the same reporting date as the Company. When the reporting dates of the Company and a joint venture are different, the joint venture prepares additional financial statements as of the same date as that of the Company for consolidation purposes. Where necessary, adjustments are made to bring the accounting policies into line with those of the Group.

In the Company's separate financial statements, its interests in jointly controlled entities are stated at cost less impairment losses.

On disposal of such interests, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

## 2.9 Intangible assets

## a. Goodwill

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired is allocated, from the acquisition date, to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination.

The cash-generating unit to which goodwill has been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired, by comparing the carrying amount of the cash-generating unit, including the allocated goodwill, with the recoverable amount of the cash-generating unit. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in the profit or loss. Impairment losses recognised for goodwill are not reversed in subsequent periods.

Where goodwill forms part of a cash-generating unit and part of the operation within that cash-generating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operations disposed of and the portion of the cash-generating unit retained.

**Notes to the Financial Statements**

31 July 2013

**2. Summary of significant accounting policies (cont'd.)****2.9 Intangible assets (cont'd.)****a. Goodwill (cont'd.)**

Goodwill and fair value adjustments arising on the acquisition of foreign operation are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated in accordance with the accounting policy set out in Note 2.22.

**b. Motorway development expenditure**

Motorway development expenditure ("MDE") is stated at cost less accumulated amortisation and impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 2.15. MDE comprises construction and attributable expenditure (including interest free and fee charges relating to the financing of the construction and development of the motorway) incurred by the Group in connection with the concession. Upon completion of the construction works of the motorway and commencement of tolling operations, at each statement of financial position date, the cumulative actual expenditure incurred is amortised to the income statement based on the following formula:

$$\left( \frac{\text{Cumulative Actual Toll Revenue to date}}{\text{(Cumulative Actual Toll Revenue to date + Projected Total Toll Revenue for the remaining concession period)}} \times \text{Cumulative Actual MDE} \right) \text{ Less Accumulated amortisation at beginning of the financial year}$$

The projected total toll revenue of the concession for the remaining concession period is based on the traffic volumes projected by an independent professional firm of the traffic consultants in a latest available projection study commissioned by the Group, taking into account the toll rates as provided in the concession agreement.

The effects of changes in the estimates are included in the amortisation for the year.

**c. Other intangible assets**

Other intangible assets of the Group comprise concession and quarry rights.

Other intangible assets acquired separately are measured initially at cost. The cost of other intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial acquisition, other intangible assets are measured at cost less any accumulated amortisation and accumulated impairment losses.

Other intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the other intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on other intangible assets with finite lives is recognised in profit or loss.

Gains or losses arising from derecognition of an other intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.



## Notes to the Financial Statements

31 July 2013

## 2. Summary of significant accounting policies (cont'd.)

## 2.10 Property, plant and equipment and depreciation (cont'd.)

All items of property, plant and equipment are initially recorded at cost. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Subsequent to recognition, property, plant and equipment except for freehold land are stated at cost less accumulated depreciation and any accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Freehold land has an unlimited useful life and therefore is not depreciated. Depreciation of other property, plant and equipment is provided for on a straight line basis to write off the cost or valuation of each asset to its residual value over the estimated useful life, at the following annual rates:

Buildings	2%
Plant, machinery and golf, gym and club house equipment	12% - 33%
Office equipment, furniture and fittings	10% - 33%
Motor vehicles	12% - 25%

Certain land and buildings of the Group and of the Company have not been revalued since they were first revalued in 1991. The directors have not adopted a policy of regular revaluation of such assets. As permitted under the transitional provision of FRS116<sub>2004</sub>: Property, Plant and Equipment, these assets continue to be stated at their 1991 valuation less accumulated depreciation and impairment losses.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The policy for the recognition and measurement of impairment losses is in accordance with Note 2.15.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in profit or loss in the year the asset is derecognised.

## 2.11 Investment properties

Investment properties consist of land and buildings which are held either to earn rental income or for capital appreciation or for both. Such properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and impairment losses. The depreciation policy for investment properties is consistent with that for depreciable property, plant and equipment as described in Note 2.10. The policy for the recognition and measurement of impairment losses is in accordance with Note 2.15.

## Notes to the Financial Statements

31 July 2013

### 2. Summary of significant accounting policies (cont'd.)

#### 2.11 Investment properties (cont'd.)

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in profit or loss in the year of retirement or disposal.

Transfers are made to or from investment property only when there is a change in use. When an entity uses the cost model, transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

#### 2.12 Service concession arrangements

The Group recognises revenue from the construction and upgrading of the infrastructure in accordance with its accounting policy for construction contracts set out in Note 2.14. Where the Group performs more than one service under the arrangement, consideration received or receivable is allocated to the components by reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

The Group recognises the consideration received or receivable as a financial asset to the extent that it has an unconditional right to receive cash or another financial asset for the construction services. Financial assets are accounted for in accordance with the accounting policy set out in Note 2.23.

The Group recognises the consideration receivable as an intangible asset to the extent that it receives a right to charge users of the public service. Intangible assets are accounted for in accordance with the accounting policy set out in Note 2.9.

Subsequent costs and expenditures related to infrastructure and equipment arising from the Group's commitments to the concession contracts or that increase future revenue are recognised as additions to the intangible asset and are stated at cost. Capital expenditures necessary to support the Group's operation as a whole are recognized as property, plant and equipment, and accounted for in accordance with the policy stated under property, plant and equipment in Note 2.10. When the Group has contractual obligations that it must fulfill as a condition of its license to: a) maintain the infrastructure to a specified standard or, b) to restore the infrastructure when the infrastructure has deteriorated below a specified condition, it recognises and measures these contractual obligations in accordance with the accounting policy for provisions in Note 2.18. Repairs and maintenance and other expenses that are routine in nature are expensed and recognised in profit or loss as incurred.

#### 2.13 Land held for property development and property development costs

##### i. Land held for property development

Land held for property development consists of land where no development activities have been carried out or where development activities are not expected to be completed within the normal operating cycle. Such land is classified within non-current assets and is stated at cost less any accumulated impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 2.15.

Land held for property development is reclassified as property development costs at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within the normal operating cycle.

**Notes to the Financial Statements**

31 July 2013

**2. Summary of significant accounting policies (cont'd.)****2.13 Land held for property development and property development costs (cont'd.)****ii. Property development costs**

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised in profit or loss by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Where the financial outcome of a development activity cannot be reliably estimated, property development revenue is recognised only to the extent of property development costs incurred that is probable will be recoverable, and property development costs on properties sold are recognised as an expense in the period in which they are incurred.

Any expected loss on a development project, including costs to be incurred over the defects liability period, is recognised as an expense immediately.

Property development costs not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value.

The excess of revenue recognised in profit or loss over billings to purchasers is classified as accrued billings within trade receivables and the excess of billings to purchasers over revenue recognised in profit or loss is classified as progress billings within trade payables.

**2.14 Construction contracts**

Where the outcome of a construction contract can be reliably estimated, contract revenue and contract costs are recognised as revenue and expenses respectively by using the stage of completion method. The stage of completion is measured by reference to the proportion of contract costs incurred for work performed to date to the estimated total contract costs.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that are likely to be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Contract revenue comprises the initial amount of revenue agreed in the contract and variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured.

When the total of costs incurred on construction contracts plus recognised profits (less recognised losses) exceeds progress billings, the balance is classified as amount due from customers on contracts. When progress billings exceed costs incurred on construction contracts plus recognised profits (less recognised losses), the balance is classified as amount due to customers on contracts.

## Notes to the Financial Statements

31 July 2013

### 2. Summary of significant accounting policies (cont'd.)

#### 2.15 Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than construction contract assets, property development costs, deferred tax assets and inventories, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units ("CGU")).

In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

Impairment losses are recognised in profit or loss except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase. Impairment loss on goodwill is not reversed in a subsequent period.

#### 2.16 Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost is determined using the weighted average cost method. The cost of raw materials includes the cost of purchase and other direct charges. The cost of finished goods and work-in-progress comprise raw materials, direct labour, other direct costs and appropriate proportions of production overheads. The cost of unsold properties comprises cost associated with the acquisition of land, direct costs and appropriate proportions of common costs.

Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

## Notes to the Financial Statements

31 July 2013

## 2. Summary of significant accounting policies (cont'd.)

## 2.17 Leases

## a. As lessee

Finance leases, which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Leased assets are depreciated over the estimated useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life and the lease term.

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

## b. As lessor

Leases where the Group retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.21.

## 2.18 Provisions

Provisions for liabilities are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as finance cost.

## 2.19 Income taxes

## a. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Current taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.



## Notes to the Financial Statements

31 July 2013

### 2. Summary of significant accounting policies (cont'd.)

#### 2.19 Income taxes (cont'd.)

##### **b. Deferred tax**

Deferred tax is provided for using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## Notes to the Financial Statements

31 July 2013

## 2. Summary of significant accounting policies (cont'd.)

## 2.20 Employee benefits

## i. Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

## ii. Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. The Malaysian companies in the Group make contributions to the Employee Provident Fund in Malaysia, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

## iii. Defined benefit plans

The Group operates an unfunded Retirement Benefit Scheme ("the Scheme") for its eligible employees. The costs of providing benefits under defined benefit plans are determined using the projected unit credit actuarial valuation method. Actuarial gains or losses are recognised as income or expense when the net cumulative unrecognised actuarial gains and losses for each individual plan at the end of the previous reporting year exceeded 10% of the defined benefit obligation at that date. These gains or losses are recognised over the expected average remaining working lives of the employees participating in the plans.

The past service cost is recognised as an expense on a straight-line basis over the average period until the benefits become vested. If the benefits are already vested immediately following the introduction of, or changes to, a pension plan, past service cost is recognised immediately.

The defined benefit liability is the aggregate of the present value of the defined benefit obligation and actuarial gains and losses not recognised, reduced by past service cost not yet recognised. If such aggregate is negative, the asset is measured at the lower of such aggregate or the aggregate of cumulative unrecognised net actuarial losses and past service cost and the present value of any economic benefits available in the form of refunds from the plan or reductions in the future contributions to the plan.

## iv. Share based compensation

The Gamuda Berhad Employees' Share Option Scheme ("ESOS"), an equity-settled, share based compensation plan, allows the Group's employees to acquire ordinary shares of the Company. The total fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in the share options reserve within equity over the vesting period and taking into account the probability that the options will vest. The fair value of share options is measured at grant date, taking into account, if any, the market vesting conditions upon which the options were granted but excluding the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable on vesting date.

## Notes to the Financial Statements

31 July 2013

### 2. Summary of significant accounting policies (cont'd.)

#### 2.20 Employee benefits (cont'd.)

##### iv. Share based compensation (cont'd.)

At each reporting date, the Group revises its estimates of the number of options that are expected to become exercisable on vesting date. It recognises the impact of the revision of original estimates, if any, in the profit or loss, and a corresponding adjustment to equity over the remaining vesting period. The equity amount is recognised in the share option reserve until the option is exercised, upon which it will be transferred to share premium, or until the option expires, upon which it will be transferred directly to retained profits.

#### 2.21 Revenue recognition

Revenue and other income are recognised to the extent that it is probable that the economic benefits associated with the transaction will flow to the Group and the revenue can be reliably measured. Revenue and other income are measured at the fair value of consideration received or receivable. The following specific recognition criteria must also be met before revenue is recognised:

##### a. Revenue

##### i. Engineering and construction contracts

Revenue from engineering and construction contracts is accounted for by the stage of completion method as described in Note 2.14.

##### ii. Development properties

Revenue from sale of development properties is accounted for by the stage of completion method in respect of all building units that have been sold. The stage of completion is determined by reference to the costs incurred to date to the total estimated costs where the outcome of the projects can be reliably estimated. All anticipated losses are fully provided for.

##### iii. Sale of goods and services

Revenue relating to the sale of goods is recognised net of sales taxes and discounts upon the transfer of risks and rewards. Revenue from services rendered is recognised net of service taxes and discount as and when the services are performed. Sale of goods and services of the Group includes trading of construction materials and sales of manufactured products.

##### iv. Supply of water and related services

Revenue from management, operation and maintenance of dams and water treatment facilities are recognised net of discounts as and when the services are performed.

##### v. Dividend income

Dividend income is recognised when the right to receive payment is established.

## Notes to the Financial Statements

31 July 2013

## 2. Summary of significant accounting policies (cont'd.)

## 2.21 Revenue recognition (cont'd.)

**b. Other income****i. Interest income**

Interest is recognised on a time proportion basis that reflects the effective yield on the asset.

**ii. Rental income**

Rental income is recognised on a straight-line basis over the term of the lease. The aggregate cost of incentives provided to lessees is recognised as a reduction of rental income over the lease term on a straight-line basis.

## 2.22 Foreign currencies

**i. Functional and presentation currency**

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia (RM), which is also the Company's functional currency.

**ii. Foreign currency transactions**

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items denominated in foreign currencies measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

**Notes to the Financial Statements**

31 July 2013

**2. Summary of significant accounting policies (cont'd.)****2.22 Foreign currencies (cont'd.)****iii. Foreign operations**

The assets and liabilities of foreign operations are translated into RM at the rate of exchange ruling at the reporting date and income and expenses are translated at exchange rates at the dates of the transactions. The exchange differences arising on the translation are taken directly to other comprehensive income. On disposal of a foreign operation, the cumulative amount recognised in other comprehensive income and accumulated in equity under foreign currency translation reserve relating to that particular foreign operation is recognised in the profit or loss.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the reporting date.

The principal exchange rates used for every unit of foreign currency ruling at the reporting date are as follows:

	<b>2013 RM</b>	<b>2012 RM</b>
United States Dollar	3.235	3.183
Indian Rupee	0.054	0.058
New Taiwan Dollar	0.108	0.106
Qatari Riyal	0.889	0.875
Bahraini Dinar	8.630	8.574
100 Vietnam Dong	0.015	0.015

**2.23 Financial assets**

Financial assets are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

The Group and the Company determine the classification of their financial assets at initial recognition, and the categories include financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets.

**Notes to the Financial Statements**

31 July 2013

**2. Summary of significant accounting policies (cont'd.)****2.23 Financial assets (cont'd.)****a. Financial assets at fair value through profit or loss**

Financial assets are classified as financial assets at fair value through profit or loss if they are held for trading or are designated as such upon initial recognition. Financial assets held for trading are derivatives (including separated embedded derivatives) or financial assets acquired principally for the purpose of selling in the near term.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value are recognised in profit or loss. Net gains or net losses on financial assets at fair value through profit or loss do not include exchange differences, interest and dividend income. Exchange differences, interest and dividend income on financial assets at fair value through profit or loss are recognised separately in profit or loss as part of other losses or other income.

Financial assets at fair value through profit or loss could be presented as current or non-current. Financial assets that is held primarily for trading purposes are presented as current whereas financial assets that is not held primarily for trading purposes are presented as current or non-current based on the settlement date.

**b. Loans and receivables**

Financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables.

Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

Loans and receivables are classified as current assets, except for those having maturity dates later than 12 months after the reporting date which are classified as non-current.

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e., the date that the Group and the Company commit to purchase or sell the asset.



## Notes to the Financial Statements

31 July 2013

### 2. Summary of significant accounting policies (cont'd.)

#### 2.24 Impairment of financial assets

The Group and the Company assess at each reporting date whether there is any objective evidence that a financial asset is impaired.

##### **Trade and other receivables and other financial assets carried at amortised cost**

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Group and the Company consider factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments. For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis based on similar risk characteristics. Objective evidence of impairment for a portfolio of receivables could include the Group's and the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

If any such evidence exists, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The impairment loss is recognised in profit or loss.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable becomes uncollectible, it is written off against the allowance account.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

#### 2.25 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

#### 2.26 Share capital and share issuance expenses

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

## Notes to the Financial Statements

31 July 2013

## 2. Summary of significant accounting policies (cont'd.)

## 2.27 Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability.

Financial liabilities are recognised in the statement of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

**a. Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

The Group and the Company have not designated any financial liabilities as at fair value through profit or loss.

**b. Other financial liabilities**

The Group's and the Company's other financial liabilities include trade payables, other payables and loans and borrowings.

Trade and other payables are recognised initially at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

Loans and borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

For other financial liabilities, gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

A financial liability is derecognised when the obligation under the liability is extinguished. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

## 2.28 Derivative financial instruments and hedge accounting

The Group uses derivative financial instruments such as interest rate swaps to hedge its interest rate risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value at each reporting date. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value on derivatives during the year that do not qualify for hedge accounting and the ineffective portion of an effective hedge, are taken directly to profit or loss.

## Notes to the Financial Statements

31 July 2013

### 2. Summary of significant accounting policies (cont'd.)

#### 2.28 Derivative financial instruments and hedge accounting (cont'd.)

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges, when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment (except for foreign currency risk); or
- Cash flow hedges, when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment; or
- Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The Group has entered into cash flow hedges and met the strict criteria for hedge accounting. The hedges are accounted for as follows:

##### **Cash flow hedges**

The effective portion of the gain or loss on the hedging instrument is recognised directly in other comprehensive income into cash flow hedge reserve, while any ineffective portion is recognised immediately in profit or loss as other operating expenses.

Amounts recognised in other comprehensive income previously are reclassified from equity to profit or loss when the hedged transaction affects profit or loss, such as when the hedged interest income or interest expense is recognised or when a forecast sale occurs. Where the hedged item is a non-financial asset or a non-financial liability, the amounts recognised previously in other comprehensive income are removed and included in the initial carrying amount of the non-financial asset or liability.

If the forecast transaction or firm commitment is no longer expected to occur, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, any cumulative gain or loss previously recognised in other comprehensive income remain in equity until the forecast transaction or firm commitment affects profit or loss.

To manage its risks, particularly interest rate risks, the Group has entered into a few interest rate swap arrangements.

The Group did not enter into any fair value hedge or net investment hedge as at the end of this financial year.

**Notes to the Financial Statements**

31 July 2013

**2. Summary of significant accounting policies (cont'd.)****2.28 Derivative financial instruments and hedge accounting (cont'd.)****Cash flow hedges (cont'd.)**

Derivative instruments that are not a designated and effective hedging instrument are classified as current or non-current or separated into a current and non-current portion based on an assessment of the facts and circumstances.

- Where the Group will hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the reporting date, the derivative is classified as non-current (or separated into current and non-current portions) consistent with the classification of the underlying item.
- Embedded derivatives that are not closely related to the host contract are classified consistent with the cash flows of the host contract.
- Derivative instruments that are designated as, and are effective hedging instruments, are classified consistent with the classification of the underlying hedged item. The derivative instrument is separated into a current portion and non-current portion only if a reliable allocation can be made.

**2.29 Borrowing costs**

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period they are incurred. Borrowing costs consist of interest and other costs that the Group and the Company incurred in connection with the borrowing of funds.

**3. Significant accounting estimates and judgements**

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

**Key sources of estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

**Notes to the Financial Statements**

31 July 2013

**3. Significant accounting estimates and judgements (cont'd.)****a. Depreciation and impairment of property, plant and equipment**

The Group estimates the useful lives of property, plant and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of the property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescences and legal or other limits on the use of the relevant assets.

In addition, the estimation of the useful lives of property, plant and equipment is based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimate of useful lives and residual values of property, plant and equipment brought about by changes in factors mentioned above. The Group also performs annual review of the assumptions made on useful lives and residual values to ensure that they continue to be valid.

The carrying amount of the Group's property, plant and equipment at the reporting date is disclosed in Note 12. A 5% difference in the expected useful lives of these assets from management's estimates would result in approximately RM11,165,000 (2012: RM11,000,000) variance in the Group's profit for the year.

The Group also carried out impairment test, which required the estimation of the value-in-use of certain property, plant and equipment.

**b. Amortisation of motorway development expenditure ("MDE")**

The cost of MDE is amortised over the concession period by applying the following formula as disclosed in Note 2.9(b).

The denominator of the formula includes projected total toll revenue for subsequent years and is based on the latest available base case traffic volume projections prepared by independent traffic consultants multiplied by the toll rates in accordance with the concession agreement. The assumptions to arrive at the traffic volume projections take into consideration the growth rate based on current market and economical conditions. Changes in the expected traffic volume could impact future amortisation charges.

The carrying amount of the Group's motorway development expenditure at the reporting date is disclosed in Note 16. A 5% difference in the projected total toll revenue for the remaining concession from management's estimates would result in approximately RM571,000 (2012: RM452,000) variance in the Group's profit for the year.

**c. Amount due from/(to) customers for construction contracts and property development**

The Group and the Company recognise contract or property development revenue and expenses in the profit or loss by using the stage of completion method. The stage of completion is determined by the proportion that contract or property development costs incurred for work performed to date compared to the estimated total contract or property development costs.

## Notes to the Financial Statements

31 July 2013

## 3. Significant accounting estimates and judgements (cont'd.)

## c. Amount due from/(to) customers for construction contracts and property development (cont'd.)

Significant judgement is involved in determining the stage of completion, the extent of the contract or property development costs incurred, the estimated total contract or property development revenue and costs, as well as the recoverability of the contracts or development projects. In making the judgement, the Group evaluates based on past experience and by relying on the work of specialists.

Where the total actual revenue and cost incurred are different from the total estimated revenue and cost incurred, such differences will impact the contract profit or losses recognised.

The carrying amount of the Group's property development costs at the reporting date is disclosed in Note 13(b). A 5% difference in the estimated total property development cost would increase/decrease the Group's profit for the year by RM27,543,000 (2012: RM28,983,000).

## d. Deferred tax assets

Deferred tax assets are recognised for all unused tax losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the unused tax losses, unabsorbed capital allowances and other deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The total carrying value of recognised and unrecognised tax losses, capital allowances and other deductible temporary differences of the Group and of the Company are as disclosed in Note 33.

## e. Impairment of investments

At reporting date, management determines whether the carrying amounts of its investments are impaired. This involves measuring the recoverable amounts which includes fair value less costs to sell and valuation techniques. Valuation techniques include the use of discounted cash flow analysis, considering the current market value indicators and recent arms-length market transactions. These estimates provide reasonable approximations to the computation of recoverable amounts.

In performing discounted cash flow analysis, discount rate and growth rates used reflect, amongst others, the maturity of the business development cycle as well as the industry growth potential. The growth rates used to forecast the projected cash flow for the following year approximate the performances of the respective investments based on the latest available management accounts.

Based on management's review, no further impairment is required for the investments of the Group and the Company during the current financial year.

## f. Share-based payments to employees

The cost of providing share-based payments to employees and directors is charged to profit or loss over the vesting period of the related share options. The cost is based on the fair value of the options and the number of options expected to vest. The fair value of each option is determined using the binomial model valued by an independent valuer.



**Notes to the Financial Statements**

31 July 2013

**3. Significant accounting estimates and judgements (cont'd.)****f. Share-based payments to employees (cont'd.)**

The valuation of these share based payments requires judgements to be made in respect of the fair value of the options and the number of options to be vested. Details of assumptions made in respect of the share based payment scheme are disclosed in Note 28(f).

**g. Defined benefit pension plans**

The cost of defined benefit pension plans as well as the present value of the pension obligation is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return of assets, future salary increases, mortality rates and future pension increases. The net employee liability of the Group and the Company as at 31 July 2013 is RM13,766,000 (2012: RM12,088,000) and RM1,283,000 (2012: RM1,545,000) respectively as further disclosed in Note 31.

**h. Provision for development cost**

The Group recognises a provision for development cost in respect of development projects undertaken by its subsidiaries. In determining the provision, the Group has made assumptions in relation to the development cost incurred on the completed phases. As at 31 July 2013, the carrying amount of provision for development cost was RM33,892,000 (2012: RM24,210,000). Further details are provided in Note 38.

If the actual claims differ by 10% from management's estimates, the Group's profit for the year will increase/decrease by RM3,389,200 (2012: RM2,421,000).

**i. Interests in associated companies**

At reporting date, included in the carrying amount of interests in associated companies, is the Group's share of receivables due from Syarikat Bekalan Air Selangor Sdn Bhd ("SYABAS") to Syarikat Pengeluar Air Sungai Selangor Sdn Bhd ("SPLASH") which are outstanding amounting to RM734,229,000 (2012: RM569,278,000).

The slower recovery of receivables by SPLASH from SYABAS is primarily due to partial payments received from SYABAS. The directors of SPLASH are of the opinion that the amount will be fully settled by SYABAS within two years.

**j. Timing of settlement of trade receivables**

Included in trade receivables is an amount due from an associated company, Syarikat Pengeluar Air Sungai Selangor Sdn Bhd ("SPLASH") to a subsidiary, Gamuda Water Sdn Bhd ("Gamuda Water") amounting to RM243,415,000 (2012: RM193,091,000) for the supply of treated water.

Pursuant to the agreement with SPLASH, Gamuda Water's agreed trade credit term is 7 days from the date SPLASH receives its payment from Syarikat Bekalan Air Selangor Sdn Bhd ("SYABAS"). The slower recovery of debt by the Gamuda Water from SPLASH is primarily due to partial payments received by SPLASH from SYABAS.

The directors are of the opinion that this amount will be fully settled within two years.

## Notes to the Financial Statements

31 July 2013

## 4. Revenue

Revenue of the Group and of the Company consists of the following:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Engineering and construction contracts	2,563,114	1,688,755	-	3,152
Sales of development properties	1,003,619	1,056,506	-	-
Quarry sales	35,225	43,447	-	-
Trading of construction materials	120,122	130,939	-	-
Sales of manufactured products	12,286	22,639	-	-
Supply of water and related services	100,634	101,126	-	-
Dividend income	-	-	221,833	387,216
Appropriation of profits from jointly controlled entities	-	-	37,067	63,306
Others	48,120	43,591	-	-
	3,883,120	3,087,003	258,900	453,674

## 5. Staff costs

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Wages and salaries	165,695	151,278	9,397	8,897
Bonus	31,306	26,262	2,641	1,749
Directors' salaries and emoluments (Note 6)	11,952	8,131	7,589	5,682
Short term accumulating compensated absences	244	305	159	(68)
Pension costs-defined contribution plans	17,123	15,574	1,520	1,081
Pension costs-defined benefit plans	2,130	2,807	(262)	433
Share options granted under ESOS	5,965	3,011	5,987	3,208
Social security costs	881	1,452	61	50
Other staff related expenses	39,818	30,447	4,409	29
	275,114	239,267	31,501	21,061
Less:				
Amount capitalised in qualifying assets:				
Property development costs (Note 13(b))	(25,975)	(21,030)	-	-
Costs of construction contracts (Note 25)	(145,433)	(147,905)	-	(460)
	103,706	70,332	31,501	20,601

**Notes to the Financial Statements**

31 July 2013

**6. Directors' remuneration**

	<b>Group</b>		<b>Company</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>Directors</b>				
Executive:				
Salaries and other emoluments	7,133	5,670	4,413	4,075
Bonus	3,199	1,413	2,194	1,006
Pension costs-defined contribution plans	1,376	625	825	428
Pension costs-defined benefit plans	65	89	-	36
Share options granted under ESOS	179	334	157	137
Benefits-in-kind	216	180	92	103
	<u>12,168</u>	<u>8,311</u>	<u>7,681</u>	<u>5,785</u>
Non-executive:				
Fees	470	392	470	392
Benefits-in-kind	60	74	60	74
	<u>530</u>	<u>466</u>	<u>530</u>	<u>466</u>
Total	<u>12,698</u>	<u>8,777</u>	<u>8,211</u>	<u>6,251</u>
<b>Analysis excluding benefits-in-kind:</b>				
Total executive directors' remuneration excluding benefits-in-kind (Note 5)	11,952	8,131	7,589	5,682
Total non-executive directors' remuneration excluding benefits-in-kind (Note 7)	470	392	470	392
Total directors' remuneration excluding benefits-in-kind	<u>12,422</u>	<u>8,523</u>	<u>8,059</u>	<u>6,074</u>

## Notes to the Financial Statements

31 July 2013

## 6. Directors' remuneration (cont'd.)

The number of directors of the Company whose total remuneration (including benefits-in-kind) during the year fall within the following bands are:

	Number of Directors	
	2013	2012
Executive directors:		
RM400,001 – RM450,000	-	1
RM450,001 – RM500,000	2	-
RM750,001 – RM800,000	1	-
RM850,001 – RM900,000	1	2
RM950,001 – RM1,000,000	1	1
RM1,000,001 – RM1,050,000	1	1
RM1,100,001 – RM1,150,000	1	-
RM1,200,001 – RM1,250,000	1	-
RM1,400,001 – RM1,450,000	-	1
RM1,450,001 – RM1,500,000	-	1
RM1,500,001 – RM1,550,000	1	-
RM1,800,001 – RM1,850,000	-	1
RM2,350,001 – RM2,400,000	1	-
	<u>10</u>	<u>8</u>
Non-executive directors:		
RM1 – RM50,000	1	2
RM50,001 – RM100,000	4	3
RM150,001 – RM200,000	1	-
RM200,001 – RM250,000	-	1
	<u>6</u>	<u>6</u>
Total	<u>16</u>	<u>14</u>

- a. On 1 January 2013, an executive director resigned and was reappointed as a non-executive director.
- b. On 8 March 2013, there were three alternate directors being appointed (2012: One non-executive director retired and one non-executive director appointed).

**Notes to the Financial Statements**

31 July 2013

**7. Profit from operations**

The following items have been included in arriving at profit from operations:

	<b>Group</b>		<b>Company</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Amortisation of prepaid land lease payments (Note 15)	427	425	-	-
Amortisation of motorway development expenditure (Note 16)	2,367	4,550	-	-
Amortisation of concession and quarry rights (Note 17)	3,098	3,099	-	-
Auditors' remuneration				
- Statutory audits				
- Group's auditors	530	520	100	90
- Other auditors	118	96	-	-
- Other services	80	115	35	69
Depreciation				
- Property, plant and equipment (Note 12)	19,974	15,588	7,295	5,087
- Investment properties (Note 14)	621	41	151	151
Non-executive directors' fees (Note 6)	470	392	470	392
Property, plant and equipment written off (Note 12)	283	1,404	3	34
Net (gain)/loss on disposal of property, plant and equipment	(3,627)	(4,247)	(202)	175
Net provision for liabilities (Note 38)	21,813	26,631	-	-
Provision for foreseeable losses (Note 13(b))	11,779	2,016	-	-
Reversal of impairment loss on land (Note 12)	-	(20,896)	-	(20,896)
Reversal of impairment loss on trade receivables (Note 23(a)(i))	-	(251)	-	-
Rental expense of land	670	621	-	-
Rental expense of premises	1,263	1,315	214	487
Net foreign exchange losses/(gains)	8,151	(146)	20,165	38,896
Professional fees	5,201	13,329	1,343	11,766
Interest expense (Note 8)	60,768	62,390	54,344	52,020
Distribution from investment securities	(17,980)	(1,055)	(3,033)	(1,015)
Interest income	(37,520)	(35,495)	(48,391)	(27,600)
Rental income				
- Subsidiaries	-	-	(3,605)	(1,347)
- Others	(3,599)	(1,021)	(928)	(861)

## Notes to the Financial Statements

31 July 2013

## 7. Profit from operations (cont'd.)

	Group	
	2013	2012
	RM'000	RM'000
Arbitral awards and other costs include:		
Stormwater Management and Road Tunnel		
- Arbitral award including cost incurred to complete the works not recovered and expensed off (Note 40)	92,562	-
Dukhan Highway		
- Arbitral award (Note 40)	18,138	-
	<u>110,700</u>	<u>-</u>

## 8. Finance costs

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Interest expense on:				
Murabahah medium term notes	39,858	40,542	39,858	40,542
Revolving credits	14,355	15,897	5,975	7,327
Term loan	54,712	52,326	8,507	4,140
Others	748	4,326	4	11
	<u>109,673</u>	<u>113,091</u>	<u>54,344</u>	<u>52,020</u>
Less:				
Amount capitalised in qualifying assets:				
Property development costs (Note 13(b))	(46,157)	(47,503)	-	-
Costs of construction contracts (Note 25)	(2,748)	(3,198)	-	-
	<u>60,768</u>	<u>62,390</u>	<u>54,344</u>	<u>52,020</u>



**Notes to the Financial Statements**

31 July 2013

**9. Taxation**

	<b>Group</b>		<b>Company</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Income tax:				
Malaysian income tax	159,384	143,109	33,249	68,161
Foreign income tax	1,489	16,878	-	-
Under provision in prior years	9,799	7,957	6,055	7,335
	<u>170,672</u>	<u>167,944</u>	<u>39,304</u>	<u>75,496</u>
Deferred tax (Note 33):				
Relating to origination and reversal of temporary differences	(30,626)	(5,631)	(20,882)	(27)
Under/(over) provision in prior years	2,520	(94)	2,966	(281)
	<u>(28,106)</u>	<u>(5,725)</u>	<u>(17,916)</u>	<u>(308)</u>
	<u>142,566</u>	<u>162,219</u>	<u>21,388</u>	<u>75,188</u>

Domestic current income tax is calculated at the Malaysian statutory tax rate of 25% (2012: 25%) of the estimated assessable profit for the year.

## Notes to the Financial Statements

31 July 2013

## 9. Taxation (cont'd.)

A reconciliation of income tax expense applicable to profit before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows:

	2013 RM'000	2012 RM'000
<b>Group</b>		
Profit before taxation	692,625	728,210
Taxation at Malaysian statutory tax rate of 25% (2012: 25%)	173,156	182,053
Effect of different tax rates in other countries	(1,572)	3,865
Income not subject to tax	(5,158)	(5,374)
Expenses not deductible for tax purposes	25,108	24,460
Effects of share of profits of associated companies	(60,302)	(51,533)
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	(1,317)	(71)
Deferred tax assets not recognised in respect of current year's tax losses, unabsorbed capital allowances and other deductible temporary differences	332	956
Under/(over) provision of deferred tax in prior years	2,520	(94)
Under provision of income tax in prior years	9,799	7,957
Tax expense for the year	142,566	162,219
<b>Company</b>		
Profit before taxation	192,339	380,945
Taxation at Malaysian statutory tax rate of 25% (2012: 25%)	48,085	95,236
Income not subject to tax	(48,930)	(44,606)
Expenses not deductible for tax purposes	13,212	17,504
Under/(over) provision of deferred tax in prior years	2,966	(281)
Under provision of income tax in prior years	6,055	7,335
Tax expense for the year	21,388	75,188

Tax savings during the financial year arising from:

	Group	
	2013 RM'000	2012 RM'000
Utilisation of previously unrecognised tax losses	1,285	41
Utilisation of previously unabsorbed capital allowances	32	30

**Notes to the Financial Statements**

31 July 2013

**10. Earnings per share****a. Basic**

Basic earnings per share is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year.

	2013	2012
Profit for the year attributable to ordinary equity holders of the Company (RM'000)	541,399	547,305
Weighted average number of ordinary shares in issue ('000)	2,133,795	2,071,705
Basic earnings per share (sen)	25.37	26.42

**b. Diluted**

Diluted earnings per share is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year plus the weighted average number of ordinary shares that would be issued on conversion of all dilutive potential ordinary shares from exercise of ESOS and Warrants into ordinary shares. The ESOS and Warrants are deemed to have been converted into ordinary shares at the date of the issue of the ESOS and Warrants.

	2013	2012
Profit for the year attributable to ordinary equity holders of the Company (RM'000)	541,399	547,305
Weighted average number of ordinary shares in issue ('000)	2,133,795	2,071,705
Adjusted for:		
Assumed shares issued from the exercise of ESOS ('000)*	12,953	15,553
Assumed shares issued from the conversion of Warrants 2010/2015 ('000)*	30,812	54,243
Adjusted weighted average number of ordinary shares in issue and issuable ('000)	2,177,560	2,141,501
Fully diluted earnings per share (sen)	24.86	25.56

## Notes to the Financial Statements

31 July 2013

## 10. Earnings per share (cont'd.)

## b. Diluted (cont'd.)

\* Assume a portion of shares issued from exercise of ESOS and Warrants when average market price exceeds the exercise price.

Since the end of the financial year, employees have exercised the options to acquire 3,816,000 ordinary shares and warrant holders converted the warrants to acquire 743,300 ordinary shares. There have been no other transactions involving ordinary shares or potential ordinary shares since the reporting date and before the completion of the financial statements.

## 11. Dividends

	Amount		Group and Company Net dividends per ordinary share	
	2013 RM'000	2012 RM'000	2013 sen	2012 sen
<b>Dividends paid in respect of:-</b>				
<b>Financial year ended 31 July 2013:-</b>				
- First interim single tier dividend of 6% per share	125,337	-	6.0	-
- Second interim single tier dividend of 6% per share	136,571	-	6.0	-
<b>Financial year ended 31 July 2012:-</b>				
- First interim single tier dividend of 6% per share	-	124,102	-	6.0
- Second interim single tier dividend of 6% per share	-	124,720	-	6.0
	261,908	248,822	12.0	12.0

The directors do not recommend the payment of any final dividend in respect of the current financial year.

## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment

Group	Land and buildings* RM'000	Other property, plant and equipment** RM'000	Total RM'000
<b>At 31 July 2013</b>			
<b>Valuation/Cost</b>			
At 1 August 2012	302,549	290,468	593,017
Additions	6,413	47,455	53,868
Transfer from property development costs (Note 13(b))	6,132	-	6,132
Disposals	-	(31,658)	(31,658)
Write-offs	-	(3,143)	(3,143)
Exchange differences	437	(296)	141
At 31 July 2013	315,531	302,826	618,357
Representing:			
At cost	311,169	302,826	613,995
At valuation	4,362	-	4,362
	315,531	302,826	618,357
<b>Accumulated depreciation and impairment loss</b>			
At 1 August 2012	13,481	204,148	217,629
Charge for the year:			
Recognised in profit or loss (Note 7)	7,148	12,826	19,974
Capitalised in property development costs (Note 13(b))	-	80	80
Capitalised in construction costs (Note 25)	62	12,234	12,296
Disposals	-	(23,579)	(23,579)
Write-offs	-	(2,860)	(2,860)
Exchange differences	42	(275)	(233)
At 31 July 2013	20,733	202,574	223,307
<b>Net carrying amount</b>			
At 31 July 2013			
At cost	291,672	100,252	391,924
At valuation	3,126	-	3,126
	294,798	100,252	395,050

## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment (cont'd.)

Group	Land and buildings* RM'000	Other property, plant and equipment** RM'000	Total RM'000
<b>At 31 July 2012</b>			
<b>Valuation/Cost</b>			
At 1 August 2011	281,498	323,752	605,250
Additions	50,990	31,962	82,952
Transfer to property development costs (Note 13(b))	(15,443)	-	(15,443)
Transfer to investment properties (Note 14)	(14,557)	-	(14,557)
Disposals	-	(63,530)	(63,530)
Write-offs	-	(6,579)	(6,579)
Exchange differences	61	4,863	4,924
At 31 July 2012	302,549	290,468	593,017
Representing:			
At cost	298,187	290,468	588,655
At valuation	4,362	-	4,362
	302,549	290,468	593,017
<b>Accumulated depreciation and impairment loss</b>			
At 1 August 2011	29,448	230,084	259,532
Charge for the year:			
Recognised in profit or loss (Note 7)	4,764	10,824	15,588
Capitalised in property development costs (Note 13(b))	-	143	143
Capitalised in construction costs (Note 25)	160	11,298	11,458
Disposals	-	(45,628)	(45,628)
Write-offs	-	(5,175)	(5,175)
Reversal of impairment loss (Note 7)	(20,896)	-	(20,896)
Exchange differences	5	2,602	2,607
At 31 July 2012	13,481	204,148	217,629
Net carrying amount			
At 31 July 2012			
At cost	285,885	86,320	372,205
At valuation	3,183	-	3,183
	289,068	86,320	375,388



## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment (cont'd.)

## \* Land and buildings

Group	Freehold land RM'000	Long term leasehold land RM'000	Buildings RM'000	Total RM'000
<b>At 31 July 2013</b>				
<b>Valuation/Cost</b>				
At 1 August 2012	40,033	5,756	256,760	302,549
Additions	397	-	6,016	6,413
Transfer from property development costs	-	-	6,132	6,132
Exchange differences	-	-	437	437
At 31 July 2013	40,430	5,756	269,345	315,531
Representing:				
At cost	39,093	4,552	267,524	311,169
At valuation	1,337	1,204	1,821	4,362
	40,430	5,756	269,345	315,531
<b>Accumulated depreciation and impairment loss</b>				
At 1 August 2012	-	533	12,948	13,481
Charge for the year:				
Recognised in profit or loss	-	495	6,653	7,148
Capitalised in construction costs	-	-	62	62
Exchange differences	-	-	42	42
At 31 July 2013	-	1,028	19,705	20,733
<b>Net carrying amount</b>				
At 31 July 2013				
At cost	39,093	3,974	248,605	291,672
At valuation	1,337	754	1,035	3,126
	40,430	4,728	249,640	294,798

## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment (cont'd.)

## \* Land and buildings (cont'd.)

Group	Freehold land RM'000	Long term leasehold land RM'000	Buildings RM'000	Total RM'000
<b>At 31 July 2012</b>				
<b>Valuation/Cost</b>				
At 1 August 2011	70,033	1,349	210,116	281,498
Additions	-	4,407	46,583	50,990
Transfer to property development costs	(15,443)	-	-	(15,443)
Transfer to investment properties	(14,557)	-	-	(14,557)
Exchange differences	-	-	61	61
At 31 July 2012	40,033	5,756	256,760	302,549
Representing:				
At cost	38,696	4,552	254,939	298,187
At valuation	1,337	1,204	1,821	4,362
	40,033	5,756	256,760	302,549
<b>Accumulated depreciation and impairment loss</b>				
At 1 August 2011	20,896	463	8,089	29,448
Charge for the year:				
Recognised in profit or loss	-	70	4,694	4,764
Capitalised in construction costs	-	-	160	160
Reversal of impairment loss	(20,896)	-	-	(20,896)
Exchange differences	-	-	5	5
At 31 July 2012	-	533	12,948	13,481
<b>Net carrying amount</b>				
At 31 July 2012				
At cost	38,696	4,449	242,740	285,885
At valuation	1,337	774	1,072	3,183
	40,033	5,223	243,812	289,068

## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment (cont'd.)

**\*\* Other property, plant and equipment**

Group	Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Plant and machinery RM'000	Total RM'000
<b>At 31 July 2013</b>				
<b>Cost</b>				
At 1 August 2012	41,425	50,334	198,709	290,468
Additions	7,406	17,393	22,656	47,455
Disposals	(3,697)	(704)	(27,257)	(31,658)
Write-offs	(152)	(884)	(2,107)	(3,143)
Exchange differences	38	484	(818)	(296)
At 31 July 2013	45,020	66,623	191,183	302,826
<b>Accumulated depreciation</b>				
At 1 August 2012	28,629	33,999	141,520	204,148
Charge for the year:				
Recognised in profit or loss	538	6,511	5,777	12,826
Capitalised in property development costs	72	7	1	80
Capitalised in construction costs	2,453	2,440	7,341	12,234
Disposals	(2,843)	(519)	(20,217)	(23,579)
Write-offs	(136)	(862)	(1,862)	(2,860)
Exchange differences	980	(26)	(1,229)	(275)
At 31 July 2013	29,693	41,550	131,331	202,574
<b>Net carrying amount</b>				
At 31 July 2013	15,327	25,073	59,852	100,252

## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment (cont'd.)

**\*\* Other property, plant and equipment (cont'd.)**

Group	Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Plant and machinery RM'000	Total RM'000
<b>At 31 July 2012</b>				
<b>Cost</b>				
At 1 August 2011	42,667	42,248	238,837	323,752
Additions	6,043	14,736	11,183	31,962
Disposals	(7,309)	(2,425)	(53,796)	(63,530)
Write-offs	(316)	(4,273)	(1,990)	(6,579)
Exchange differences	340	48	4,475	4,863
At 31 July 2012	41,425	50,334	198,709	290,468
<b>Accumulated depreciation</b>				
At 1 August 2011	31,564	33,713	164,807	230,084
Charge for the year:				
Recognised in profit or loss	629	3,292	6,903	10,824
Capitalised in property development costs	135	7	1	143
Capitalised in construction costs	963	2,198	8,137	11,298
Disposals	(4,663)	(1,604)	(39,361)	(45,628)
Write-offs	(268)	(3,736)	(1,171)	(5,175)
Exchange differences	269	129	2,204	2,602
At 31 July 2012	28,629	33,999	141,520	204,148
<b>Net carrying amount</b>				
At 31 July 2012	12,796	16,335	57,189	86,320

**Notes to the Financial Statements**

31 July 2013

## 12. Property, plant and equipment (cont'd.)

Company	Land and buildings* RM'000	Other property, plant and equipment** RM'000	Total RM'000
<b>At 31 July 2013</b>			
<b>Valuation/Cost</b>			
At 1 August 2012	157,078	26,712	183,790
Additions	2,763	5,902	8,665
Disposals	-	(698)	(698)
Write-offs	-	(265)	(265)
Exchange difference	-	8	8
At 31 July 2013	159,841	31,659	191,500
Representing:			
At cost	156,439	31,659	188,098
At valuation	3,402	-	3,402
	159,841	31,659	191,500
<b>Accumulated depreciation and impairment loss</b>			
At 1 August 2012	4,624	16,959	21,583
Charge for the year:			
Recognised in profit or loss (Note 7)	3,131	4,164	7,295
Capitalised in construction costs (Note 25)	-	27	27
Disposals	-	(695)	(695)
Write-offs	-	(262)	(262)
Exchange difference	-	7	7
At 31 July 2013	7,755	20,200	27,955
<b>Net carrying amount</b>			
At 31 July 2013			
At cost	149,741	11,459	161,200
At valuation	2,345	-	2,345
	152,086	11,459	163,545

## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment (cont'd.)

Company	Land and buildings* RM'000	Other property, plant and equipment** RM'000	Total RM'000
<b>At 31 July 2012</b>			
<b>Valuation/Cost</b>			
At 1 August 2011	136,274	29,148	165,422
Additions	50,804	9,830	60,634
Disposals	(30,000)	(10,043)	(40,043)
Write-offs	-	(3,188)	(3,188)
Exchange difference	-	965	965
At 31 July 2012	157,078	26,712	183,790
Representing:			
At cost	153,676	26,712	180,388
At valuation	3,402	-	3,402
	157,078	26,712	183,790
<b>Accumulated depreciation and impairment loss</b>			
At 1 August 2011	22,521	23,876	46,397
Charge for the year:			
Recognised in profit or loss (Note 7)	2,999	2,088	5,087
Capitalised in construction costs (Note 25)	-	80	80
Disposals	-	(6,607)	(6,607)
Write-offs	-	(3,154)	(3,154)
Reversal of impairment loss (Note 7)	(20,896)	-	(20,896)
Exchange difference	-	676	676
At 31 July 2012	4,624	16,959	21,583
<b>Net carrying amount</b>			
At 31 July 2012			
At cost	150,061	9,753	159,814
At valuation	2,393	-	2,393
	152,454	9,753	162,207



## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment (cont'd.)

## \* Land and buildings

Company	Freehold land RM'000	Long term leasehold land RM'000	Buildings RM'000	Total RM'000
<b>At 31 July 2013</b>				
<b>Valuation/Cost</b>				
At 1 August 2012	780	5,611	150,687	157,078
Additions	-	-	2,763	2,763
At 31 July 2013	780	5,611	153,450	159,841
Representing:				
At cost	-	4,407	152,032	156,439
At valuation	780	1,204	1,418	3,402
	780	5,611	153,450	159,841
<b>Accumulated depreciation and impairment loss</b>				
At 1 August 2012	-	477	4,147	4,624
Charge for the year	-	68	3,063	3,131
At 31 July 2013	-	545	7,210	7,755
<b>Net carrying amount</b>				
At 31 July 2013				
At cost	-	4,312	145,429	149,741
At valuation	780	754	811	2,345
	780	5,066	146,240	152,086

## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment (cont'd.)

## \* Land and buildings (cont'd.)

Company	Freehold land RM'000	Long term leasehold land RM'000	Buildings RM'000	Total RM'000
<b>At 31 July 2012</b>				
<b>Valuation/Cost</b>				
At 1 August 2011	30,780	1,202	104,292	136,274
Additions	-	4,409	46,395	50,804
Disposals	(30,000)	-	-	(30,000)
At 31 July 2012	780	5,611	150,687	157,078
Representing:				
At cost	-	4,407	149,269	153,676
At valuation	780	1,204	1,418	3,402
	780	5,611	150,687	157,078
<b>Accumulated depreciation and impairment loss</b>				
At 1 August 2011	20,896	413	1,212	22,521
Charge for the year	-	64	2,935	2,999
Reversal of impairment loss	(20,896)	-	-	(20,896)
At 31 July 2012	-	477	4,147	4,624
<b>Net carrying amount</b>				
At 31 July 2012				
At cost	-	4,360	145,701	150,061
At valuation	780	774	839	2,393
	780	5,134	146,540	152,454

## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment (cont'd.)

**\*\* Other property, plant and equipment**

Company	Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Plant and machinery RM'000	Total RM'000
<b>At 31 July 2013</b>				
<b>Cost</b>				
At 1 August 2012	2,949	18,877	4,886	26,712
Additions	35	5,856	11	5,902
Disposals	(621)	(77)	-	(698)
Write-offs	(7)	(5)	(253)	(265)
Exchange difference	-	5	3	8
At 31 July 2013	2,356	24,656	4,647	31,659
<b>Accumulated depreciation</b>				
At 1 August 2012	2,788	10,823	3,348	16,959
Charge for the year:				
Recognised in profit or loss	58	3,794	312	4,164
Capitalised in construction costs	-	26	1	27
Disposals	(621)	(74)	-	(695)
Write-offs	(7)	(2)	(253)	(262)
Exchange difference	-	5	2	7
At 31 July 2013	2,218	14,572	3,410	20,200
<b>Net carrying amount</b>				
At 31 July 2013	138	10,084	1,237	11,459

## Notes to the Financial Statements

31 July 2013

## 12. Property, plant and equipment (cont'd.)

**\*\* Other property, plant and equipment (cont'd.)**

Company	Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Plant and machinery RM'000	Total RM'000
<b>At 31 July 2012</b>				
<b>Cost</b>				
At 1 August 2011	3,315	14,382	11,451	29,148
Additions	-	8,271	1,559	9,830
Disposals	(460)	(781)	(8,802)	(10,043)
Write-offs	(58)	(3,130)	-	(3,188)
Exchange difference	152	135	678	965
At 31 July 2012	2,949	18,877	4,886	26,712
<b>Accumulated depreciation</b>				
At 1 August 2011	2,902	12,753	8,221	23,876
Charge for the year:				
Recognised in profit or loss	101	1,664	323	2,088
Capitalised in construction costs	-	75	5	80
Disposals	(295)	(692)	(5,620)	(6,607)
Write-offs	(58)	(3,096)	-	(3,154)
Exchange difference	138	119	419	676
At 31 July 2012	2,788	10,823	3,348	16,959
<b>Net carrying amount</b>				
At 31 July 2012	161	8,054	1,538	9,753

**Notes to the Financial Statements**

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**12. Property, plant and equipment (cont'd.)**

- i. Certain land and buildings of the Group and of the Company have not been revalued since they were first revalued in 1991. The directors have not adopted a policy of regular revaluation of such assets. As permitted under the transitional provision of FRS116<sub>2004</sub>: Property, Plant and Equipment, these assets continue to be stated at their 1991 valuation less accumulated depreciation and impairment losses.

Had the revalued land and buildings been carried at historical cost less accumulated depreciation, the net book value of the land and buildings that would have been included in the financial statements of the Group and of the Company are as follows:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Land and buildings	2,017	2,098	1,290	1,344

- ii. The net carrying amount of property, plant and equipment pledged as securities for borrowings (Note 34(b)(i)) is RM1,406,000 (2012: RM1,034,000).
- iii. In the prior financial year, the Company disposed freehold land with a carrying amount of RM9,104,000 to a subsidiary based on its current market value of RM30,000,000. Accordingly, impairment loss of RM20,896,000 which was recognised in prior years was reversed before the transfer. The impairment loss relates to sub-structure cost for building under construction which was discontinued. The Group decided to construct a building using the existing sub-structure and hence the write back of those impaired costs as the sub-structure is still usable.

## Notes to the Financial Statements

31 July 2013

## 13. Land held for property development and property development costs

## a. Land held for property development

	Freehold land RM'000	Leasehold land RM'000	Development costs RM'000	Total RM'000
<b>Group</b>				
<b>At 31 July 2013</b>				
<b>Cost</b>				
At 1 August 2012	154,485	267,792	158,577	580,854
Additions	40,031	-	10,825	50,856
Transfer from property development costs (Note 13(b))	24,950	139,827	88,354	253,131
Transfer from amount due from customers on contract (Note 25)	-	319,318	-	319,318
Transfer to property development costs (Note 13(b))	(36,091)	-	(65,366)	(101,457)
Exchange differences	-	(743)	(256)	(999)
At 31 July 2013	183,375	726,194	192,134	1,101,703
<b>At 31 July 2012</b>				
<b>Cost</b>				
At 1 August 2011	156,069	142,953	91,850	390,872
Additions	11,000	-	25,364	36,364
Transfer from property development costs (Note 13(b))	10,427	143,160	49,115	202,702
Reversal of land costs (i)	(1,577)	-	-	(1,577)
Transfer to property development costs (Note 13(b))	(21,434)	(18,321)	(7,752)	(47,507)
At 31 July 2012	154,485	267,792	158,577	580,854

(i) Reversal of land cost relates to discount received for the acquisition of the land.



## Notes to the Financial Statements

31 July 2013

## 13. Land held for property development and property development costs (cont'd.)

## b. Property development costs

	Freehold land RM'000	Leasehold land RM'000	Development costs RM'000	Total RM'000
<b>Group</b>				
<b>At 31 July 2013</b>				
<b>Cumulative property development costs</b>				
At 1 August 2012	320,188	898,491	1,165,483	2,384,162
Costs incurred during the year	107,734	7,247	750,779	865,760
Transfer to land held for property development (Note 13(a))	(24,950)	(139,827)	(88,354)	(253,131)
Transfer from land held for property development (Note 13(a))	36,091	-	65,366	101,457
Reversal of completed projects	(55,189)	-	(452,422)	(507,611)
Transfer to inventories	-	(1,921)	(12,489)	(14,410)
Transfer to property, plant and equipment (Note 12)	-	-	(6,132)	(6,132)
Exchange differences	-	(991)	(647)	(1,638)
At 31 July 2013	383,874	762,999	1,421,584	2,568,457
<b>Cumulative costs recognised in profit or loss</b>				
At 1 August 2012	(72,193)	(41,043)	(384,484)	(497,720)
Recognised during the year	(37,132)	(9,668)	(607,806)	(654,606)
Reversal of completed projects	55,189	-	452,422	507,611
Provision for foreseeable losses (Note 7)	-	-	(11,779)	(11,779)
Exchange differences	-	91	(45)	46
At 31 July 2013	(54,136)	(50,620)	(551,692)	(656,448)
<b>Property development costs at 31 July 2013</b>	329,738	712,379	869,892	1,912,009

## Notes to the Financial Statements

31 July 2013

## 13. Land held for property development and property development costs (cont'd.)

## b. Property development costs (cont'd.)

	Freehold land RM'000	Leasehold land RM'000	Development costs RM'000	Total RM'000
<b>Group</b>				
<b>At 31 July 2012</b>				
<b>Cumulative property development costs</b>				
At 1 August 2011	366,832	519,391	949,089	1,835,312
Costs incurred during the year	1,896	169,219	846,767	1,017,882
Transfer from amount due from customers on contract (Note 25)	-	327,727	-	327,727
Transfer from property, plant and equipment (Note 12)	10,331	-	5,112	15,443
Transfer to land held for property development (Note 13(a))	(10,427)	(143,160)	(49,115)	(202,702)
Transfer from land held for property development (Note 13(a))	21,434	18,321	7,752	47,507
Reversal of completed projects	(66,207)	(1,385)	(554,656)	(622,248)
Transfer to inventories	(3,671)	(824)	(43,222)	(47,717)
Exchange differences	-	9,202	3,756	12,958
At 31 July 2012	320,188	898,491	1,165,483	2,384,162
<b>Cumulative costs recognised in profit or loss</b>				
At 1 August 2011	(78,043)	(751)	(355,730)	(434,524)
Recognised during the year	(60,357)	(41,061)	(580,699)	(682,117)
Reversal of completed projects	66,207	1,385	554,656	622,248
Provision for foreseeable losses (Note 7)	-	-	(2,016)	(2,016)
Exchange differences	-	(616)	(695)	(1,311)
At 31 July 2012	(72,193)	(41,043)	(384,484)	(497,720)
<b>Property development costs at 31 July 2012</b>	247,995	857,448	780,999	1,886,442

**Notes to the Financial Statements**

31 July 2013

**13. Land held for property development and property development costs (cont'd.)****b. Property development costs (cont'd.)**

Included in property development costs incurred during the year are:

	<b>Group</b>	
	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
Finance costs (Note 8)	46,157	47,503
Depreciation (Note 12)	80	143
Staff costs (Note 5)	25,975	21,030

Included in leasehold land under land held for property development and property development costs are beneficial rights on land pursuant to investment certificates issued by the Government of Socialist Republic of Vietnam, with carrying value of RM553,412,000 (2012: RM124,632,000) and RM319,403,000 (2012: RM428,865,000) respectively. The Group plans to develop the leasehold land under land held for property development over the next 13 years.

Freehold land of the Group with a carrying value of RM139,508,000 (2012: RM139,883,000) has been pledged as securities for loan facility as set out in Note 34(b)(ii).

The leasehold land under development of the Group with a carrying value of RM315,217,000 (2012: RM400,111,000) has been pledged as a security for a term loan as disclosed in Note 34(b)(iii).

## Notes to the Financial Statements

31 July 2013

## 14. Investment properties

Group	Land RM'000	Buildings RM'000	Construction -in-progress RM'000	Total RM'000
<b>At 31 July 2013</b>				
<b>Cost</b>				
At 1 August 2012	9,971	30,700	7,740	48,411
Additions	-	7,500	12,105	19,605
At 31 July 2013	9,971	38,200	19,845	68,016
<b>Accumulated depreciation</b>				
At 1 August 2012	-	573	-	573
Charge for the year (Note 7)	-	621	-	621
At 31 July 2013	-	1,194	-	1,194
<b>Net carrying amount</b>				
At 31 July 2013	9,971	37,006	19,845	66,822
<b>Fair value</b>				
At 31 July 2013	13,935	53,424	19,845	87,204

**Notes to the Financial Statements**

31 July 2013

## 14. Investment properties (cont'd.)

<b>Group</b>	<b>Land RM'000</b>	<b>Buildings RM'000</b>	<b>Construction -in-progress RM'000</b>	<b>Total RM'000</b>
<b>At 31 July 2012</b>				
<b>Cost</b>				
At 1 August 2011	1,096	2,006	8,587	11,689
Additions	2,058	525	19,582	22,165
Transfer from property, plant and equipment (Note 12)	6,817	-	7,740	14,557
Reclassification	-	28,169	(28,169)	-
At 31 July 2012	9,971	30,700	7,740	48,411
<b>Accumulated depreciation</b>				
At 1 August 2011	-	532	-	532
Charge for the year (Note 7)	-	41	-	41
At 31 July 2012	-	573	-	573
<b>Net carrying amount</b>				
At 31 July 2012	9,971	30,127	7,740	47,838
<b>Fair value</b>				
At 31 July 2012	13,912	35,298	7,740	56,950

## Notes to the Financial Statements

31 July 2013

## 14. Investment properties (cont'd.)

Company	Land RM'000	Buildings RM'000	Total RM'000
<b>At 31 July 2013</b>			
<b>Cost</b>			
At 1 August 2012/31 July 2013	5,697	7,560	13,257
<b>Accumulated depreciation</b>			
At 1 August 2012	-	2,248	2,248
Charge for the year (Note 7)	-	151	151
At 31 July 2013	-	2,399	2,399
<b>Net carrying amount</b>			
At 31 July 2013	5,697	5,161	10,858
<b>Fair value</b>			
At 31 July 2013	20,457	19,553	40,010
<b>At 31 July 2012</b>			
<b>Cost</b>			
At 1 August 2011/31 July 2012	5,697	7,560	13,257
<b>Accumulated depreciation</b>			
At 1 August 2011	-	2,097	2,097
Charge for the year (Note 7)	-	151	151
At 31 July 2012	-	2,248	2,248
<b>Net carrying amount</b>			
At 31 July 2012	5,697	5,312	11,009
<b>Fair value</b>			
At 31 July 2012	20,346	19,654	40,000

Fair value of investment properties was estimated by the directors based on internal appraisal of market values of comparable properties, instead of a valuation by an independent professional valuer.



**Notes to the Financial Statements**

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## 15. Prepaid land lease payments

	<b>Group</b>	
	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
At beginning of year	4,447	4,872
Amortisation for the year (Note 7)	(427)	(425)
At end of year	4,020	4,447

## 16. Motorway development expenditure

	<b>Group</b>	
	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Cost</b>		
At beginning/end of year	327,856	327,856
<b>Accumulated amortisation</b>		
At beginning of year	9,049	4,499
Amortisation for the year (Note 7)	2,367	4,550
At end of year	11,416	9,049
<b>Net carrying amount</b>		
At end of year	316,440	318,807

The motorway development expenditure is pledged as securities for borrowings (Note 34(b)(i)).

## Notes to the Financial Statements

31 July 2013

## 17. Intangible assets

	Goodwill RM'000	Concession and quarry rights RM'000	Total RM'000
<b>Group</b>			
<b>At 31 July 2013</b>			
<b>Cost</b>			
At 1 August 2012/31 July 2013	41,396	95,048	136,444
<b>Accumulated amortisation</b>			
At 1 August 2012	-	38,596	38,596
Amortisation for the year (Note 7)	-	3,098	3,098
At 31 July 2013	-	41,694	41,694
<b>Net carrying amount</b>			
At 31 July 2013	41,396	53,354	94,750
<b>At 31 July 2012</b>			
<b>Cost</b>			
At 1 August 2011/31 July 2012	41,396	95,048	136,444
<b>Accumulated amortisation</b>			
At 1 August 2011	-	35,497	35,497
Amortisation for the year (Note 7)	-	3,099	3,099
At 31 July 2012	-	38,596	38,596
<b>Net carrying amount</b>			
At 31 July 2012	41,396	56,452	97,848

**Notes to the Financial Statements**

31 July 2013

**17. Intangible assets (cont'd.)****a. Goodwill****Impairment testing of goodwill**

Goodwill arising from business combinations has been allocated to property segment for impairment testing as follows:

The recoverable amounts of the property segment have been determined based on value in use calculations using cash flow projections from financial budgets approved by management covering a five-year period. The pre-tax discount rate applied to the cash flow projections is 14% (2012: 16%).

The calculations of value in use for the property segment are most sensitive to the following assumptions:

**i. Budgeted gross margin**

Gross margins are based on average values achieved by property segment within the Group in the past adjusted for expected efficiency improvements, market and economic conditions, internal resource efficiency and the expected stages of completion of property development projects, where applicable.

**ii. Pre-tax discount rate**

Discount rates reflect the current market assessment of the risks specific to property segment.

**b. Concession and quarry rights**

The concession and quarry rights are attributable to the acquisition of Gamuda Water Sdn Bhd and G.B. Kuari Sdn Bhd respectively, which have been granted the rights to operate and maintain the water treatment plants of Sungai Selangor Water Supply Scheme Phase 3 and the quarry for a period of 30 years ending Year 2031 and Year 2022 respectively.

**18. Investments in subsidiaries**

	<b>Company</b>	
	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
Redeemable unsecured loan stocks	400,000	-
Unquoted shares, at cost	2,273,317	2,266,846
Less: Accumulated impairment losses	(16,290)	(16,290)
	<u>2,657,027</u>	<u>2,250,556</u>

## Notes to the Financial Statements

31 July 2013

## 18. Investments in subsidiaries (cont'd.)

**a. Capitalisation of amount due from subsidiaries into ordinary shares**

The Company has converted the amount due from Reka Strategi Sdn Bhd ("RSSB") amounting to RM249,998 for 249,998 ordinary shares of RM1.00 each in RSSB.

**b. Capitalisation of amount due from subsidiaries into redeemable preference shares**

The Company has converted the amounts due from the following subsidiaries amounting to RM207,830,000 for 2,078,300 redeemable preference shares of RM1.00 each at premium of RM99.00 as follows:

	RM'000
Gamuda Engineering Sdn Bhd	143,260
Gamuda Land (HCMC) Sdn Bhd	27,320
Reka Strategi Sdn Bhd	30,050
Madge Mansions Sdn Bhd	7,200
	<u>207,830</u>

**c. Capital injection in subsidiaries**

The Company has injected additional capital into the following subsidiaries during the year:

	RM'000
Gamuda Land Vietnam Limited Liability Company	137,542
Gamuda Land Sdn Bhd	13,625
Idaman Robertson Sdn Bhd (formerly known as Idaman Lintas Sdn Bhd)	250
	<u>151,417</u>

**d. Subscription of redeemable unsecured loan stocks**

The Company has subscribed for RM400,000,000, 4.7% redeemable unsecured loan stocks ("RULS") in a wholly owned subsidiary, Megah Capital Sdn Bhd. The RULS is unsecured, non-transferable and redeemable at par on the maturity date in year 2018. The interest is 4.7% per annum, payable semi-annually.

**e. Redemption of redeemable preference shares ("RPS") in subsidiaries**

During the year, wholly owned subsidiaries, Megah Capital Sdn Bhd and Harum Intisari Sdn Bhd, have redeemed 3,530,260 RPS of RM1.00 each at premium of RM99.00 for cash consideration of RM157,100,000 and RM195,926,000 respectively.

**Notes to the Financial Statements**

31 July 2013

## 18. Investments in subsidiaries (cont'd.)

Name of Company	Proportion of ownership		Principal activities
	2013 %	2012 %	
Subsidiaries incorporated in Malaysia			
Gammau Construction Sdn Bhd	100	100	Property investment and holding
Gamuda Engineering Sdn Bhd	100	100	Civil engineering and construction
Ganaz Bina Sdn Bhd	100	100	Civil engineering and construction
G.B. Kuari Sdn Bhd	100	100	Operation of quarry, laying of road and manufacture of premix
Gamuda Land Sdn Bhd	100	100	Investment holding company
Gamuda Paper Industries Sdn Bhd	95	95	Rental of properties
GPI Trading Sdn Bhd	95	95	Dormant
Gamuda Trading Sdn. Bhd	100	100	Trading of construction materials
Gamuda Water Sdn Bhd	80	80	Operation and maintenance of water treatment plants
GIT Services Sdn Bhd	100	100	Information technology services
Jade Homes Sdn Bhd	100	100	Property investment and development
Megah Landscape Sdn Bhd	100	100	Supply of landscaping materials and provision of landscaping services
Jade Homes Resort Berhad	100	100	Proprietor and operator of a clubhouse
Jade Homes Property Services Sdn Bhd *	100	100	Property maintenance services

## Notes to the Financial Statements

31 July 2013

## 18. Investments in subsidiaries (cont'd.)

Name of Company	Proportion of ownership		Principal activities
	2013 %	2012 %	
Subsidiaries incorporated in Malaysia (cont'd.)			
Harum Intisari Sdn Bhd	100	100	Property investment and development
Bandar Botanic Resort Berhad	100	100	Proprietor and operator of a clubhouse
Botanic Property Services Sdn Bhd	100	100	Property maintenance services
GL (MM2H) Sdn Bhd *	100	100	Agent of “Malaysia My Second Home” Programme
Masterpave Sdn Bhd	100	100	Manufacture, supply and laying of road surfacing materials
Megah Capital Sdn Bhd	100	100	Investment holding and trading
Megah Management Services Sdn Bhd	100	100	Insurance agency
Megah Sewa Sdn Bhd	100	100	Hire and rental of plant and machinery
Valencia Development Sdn Bhd	100	100	Property investment and development
Valencia Township Sdn Bhd	100	100	Management of township and golf club and related maintenance services
Rebung Property Services Sdn Bhd *	100	100	Property maintenance and management services
Madge Mansions Sdn Bhd	100	100	Property investment and development
Reka Strategi Sdn Bhd *	100	100	Property investment and development
Idaman Robertson Sdn Bhd * (formerly known as Idaman Lantas Sdn Bhd)	100	100	Property investment and development

**Notes to the Financial Statements**

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## 18. Investments in subsidiaries (cont'd.)

Name of Company	Proportion of ownership		Principal activities
	2013 %	2012 %	
Subsidiaries incorporated in Malaysia (cont'd.)			
Setara Hati Sdn Bhd	100	100	Property investment and development
Gamuda Land (HCMC) Sdn Bhd	100	100	Property investment and development
Temasek Eksklusif Sdn Bhd	100	-	Property investment and development
Subsidiary incorporated in British Virgin Islands			
Gamuda Overseas Investment Ltd.	100	100	Investment holding
Subsidiary incorporated in Mauritius			
Gamuda (Offshore) Private Limited *	100	100	Investment holding
Subsidiary incorporated in India			
Held by Gamuda (Offshore) Private Limited:			
Gamuda - WCT (India) Private Limited *	70	70	Civil engineering and construction
Subsidiary incorporated in Saudi Arabia			
Gamuda Saudi Arabia L.L.C.	100	100	In the process of winding up
Subsidiaries incorporated in the Socialist Republic of Vietnam			
Gamuda-NamLong Development Limited Liability Company *	70	70	Construction of villas for sale and lease
Gamuda Land Vietnam Limited Liability Company *	100	100	Undertakes the Yen So Park, sewage treatment plant and Gamuda City Development in Hanoi, Socialist Republic of Vietnam



## Notes to the Financial Statements

31 July 2013

## 18. Investments in subsidiaries (cont'd.)

Name of Company	Proportion of ownership		Principal activities
	2013 %	2012 %	
<b>Subsidiaries incorporated in the Socialist Republic of Vietnam (cont'd.)</b>			
Sai Gon Thuong Tin Tan Thang Investment Real Estate Joint Stock Company **	60	60	Undertakes development of Celadon City in Ho Chi Minh City, Socialist Republic of Vietnam
<b>Unincorporated subsidiaries in Malaysia</b>			
Gamuda Berhad - Kumpulan Darul Ehsan Berhad - The Sweet Water Alliance Sdn Bhd Joint Venture ("GKTJV")	70	70	Civil engineering and construction
Gamuda Berhad - Mujur Minat Sdn Bhd Joint Venture ("GMMJV")	70	70	Civil engineering and construction
#	Directly held by a wholly-owned subsidiary, Gamuda Land (HCMC) Sdn Bhd		
*	Audited by firms of auditors other than Ernst & Young, Malaysia		

The details of the unincorporated subsidiaries are as follows:

Entity	Joint venture partners	Economic activity
GKTJV	Gamuda Berhad, Kumpulan Darul Ehsan Berhad and The Sweet Water Alliance Sdn Bhd	Undertakes civil engineering construction of the dam and water treatment facilities of Sungai Selangor Water Supply Scheme Phase 3
GMMJV	Gamuda Berhad and Mujur Minat Sdn Bhd	Undertakes civil engineering construction of the Western Kuala Lumpur Traffic Dispersal Scheme

Both GKTJV and GMMJV are unincorporated joint ventures formed under a contractual agreement. Pursuant to FRS 131: Financial Reporting of Interests in Joint Ventures, both GKTJV and GMMJV are deemed to be subsidiaries of Gamuda Berhad by virtue of its power to exercise control over the financial and operating policies of the economic activities of these entities.

## Notes to the Financial Statements

31 July 2013

## 19. Interests in associated companies

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Unquoted shares, in Malaysia:				
At cost:				
- Ordinary shares	142,185	142,185	142,185	142,185
- Redeemable preference shares	570,125	570,125	570,125	570,125
	712,310	712,310	712,310	712,310
Group's share of post-acquisition reserves net of dividends receivable	530,169	403,440	-	-
Less: Accumulated impairment losses	(28,235)	(28,235)	(69,885)	(69,885)
	1,214,244	1,087,515	642,425	642,425
Unquoted shares, outside Malaysia:				
At cost:				
- Ordinary shares	11	11	-	-
- Redeemable preference shares	93,452	113,017	-	-
	93,463	113,028	-	-
Group's share of post-acquisition reserves	101,299	90,470	-	-
	194,762	203,498	-	-
	1,409,006	1,291,013	642,425	642,425
Quoted shares, in Malaysia:				
At cost:				
- Ordinary shares	59,624	59,624	59,624	59,624
Group's share of post- acquisition capital reserves	111,947	103,730	-	-
Group's share of post-acquisition reserves, net of dividends receivable	222,624	205,970	-	-
	394,195	369,324	59,624	59,624
	1,803,201	1,660,337	702,049	702,049
Market value:				
Quoted shares, in Malaysia	1,012,250	966,241	1,012,250	966,241

## Notes to the Financial Statements

31 July 2013

## 19. Interests in associated companies (cont'd.)

**Redemption of redeemable preference shares in an associated company**

During the year, Gamuda - WCT (Offshore) Private Limited redeemed its redeemable preference shares for a total cash consideration of RM19,565,000.

The Group's interests in the associated companies are analysed as follows:

Name of company	Proportion of ownership		Principal activities
	2013 %	2012 %	
Associated companies incorporated in Malaysia			
Syarikat Pengeluar Air Selangor Holdings Berhad	40	40	Investment holding and provision of management services; holding company to the concession holder of Sungai Selangor Water Supply Scheme Phase 1 and 3
Hicom-Gamuda Development Sdn Bhd	50	50	Property development
Kesas Holdings Berhad	30	30	Investment holding; holding company to the concession holder of an expressway
Lingkar Trans Kota Holdings Berhad (Quoted shares in Malaysia) ®	45	46	Investment holding and provision of management services; holding company to the concession holder of an expressway
Madang Permai Sdn Bhd *	36	36	Dormant
Sistem Penyuraian Trafik KL Barat Holdings Sdn Bhd ®	52	53	Investment holding; holding company to the concession holder of an expressway
Associated companies incorporated in Mauritius			
Held by Gamuda (Offshore) Private Limited: Suria Holding (O) Pvt. Ltd. * #	50	50	Investment holding; holding company to the concession holder of an expressway
Gamuda - WCT (Offshore) Private Limited * #	50	50	Investment holding; holding company to the concession holder of an expressway

\* Audited by firms other than Ernst & Young, Malaysia

# Financial year end of 31 July

® Dilution of interest pursuant to issuance of ESOS in Lingkar Trans Kota Holdings Berhad

**Notes to the Financial Statements**

31 July 2013

**19. Interests in associated companies (cont'd.)**

All associated companies have financial year end of 31 March, other than those marked with #. For the purpose of applying the equity method of accounting for associated companies with financial year end of 31 March, the last audited financial statements available and the management financial statements to the end of the accounting period of the associated companies have been used.

Pursuant to FRS 128: Investment in Associates, Sistem Penyuraian Trafik KL Barat Holdings Sdn Bhd ("SPRINT"), Hicom-Gamuda Development Sdn Bhd, Suria Holding (O) Pvt. Ltd. and Gamuda - WCT (Offshore) Private Limited are deemed to be associates of Gamuda Berhad as the Company has significant influence in the financial and operating policy decisions of these associates but not control over those policies.

The summarised financial information of the associated companies, adjusted for Group's share are as follows:

	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Assets and liabilities</b>		
Current assets	758,841	766,285
Non-current assets	4,213,079	4,023,283
<b>Total assets</b>	<b>4,971,920</b>	<b>4,789,568</b>
Current liabilities	(825,362)	(784,182)
Non-current liabilities	(2,343,357)	(2,345,049)
<b>Total liabilities</b>	<b>(3,168,719)</b>	<b>(3,129,231)</b>
<b>Results</b>		
Revenue	579,192	616,889
Profit for the year	241,206	206,131

**20. Interests in jointly controlled entities**

	<b>Company</b>	
	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
Unquoted shares, at cost	254,476	254,476

## Notes to the Financial Statements

31 July 2013

## 20. Interests in jointly controlled entities (cont'd.)

**Subscription of shares by a subsidiary**

During the year, Gamuda Land Sdn Bhd, a wholly owned subsidiary of the Company, subscribed for:

- a. 125,000 ordinary shares of RM1.00 each, representing 50% of the total issued and paid-up share capital of jointly controlled entity, Gamuda GM Sdn Bhd (formerly known as Ambang Dedikasi Sdn Bhd), for a total cash consideration of RM125,000.
- b. 190,000 ordinary shares of RM1.00 each, representing 50% of the total issued and paid-up share capital of jointly controlled entity, Gamuda GM Klang Sdn Bhd (formerly known as Precinct Blossom Sdn Bhd), for a total cash consideration of RM190,000.

Details of the jointly controlled entities are as follows:

Name of jointly controlled entity	Proportion of ownership		Economic activity
	2013 %	2012 %	
Unincorporated in Malaysia			
Malaysia Mining Corporation Berhad - Gamuda Berhad Joint Venture (“MMC - Gamuda JV”)	50	50	Undertake engineering, procurement and construction of an integrated Bypass Tunnel cum Motorway in Kuala Lumpur
Malaysia Mining Corporation Berhad - Gamuda Berhad Joint Venture Electrified Double Track Project (“MMC - Gamuda JV 2T”)	50	50	Undertake engineering, procurement and construction of the Electrified Double-Tracking from Ipoh to Padang Besar Project
MMC - Gamuda KVMRT (T) Joint Venture	50	50	Undertake pre-qualifying and tendering of the tunnelling, underground works and such other works in relation to the underground works package for the Klang Valley Mass Rapid Transit Project
MMC Gamuda KVMRT (UGW) Joint Venture	50	50	Undertake the tunnelling, underground works and such other works in relation to the underground works package for the Klang Valley Mass Rapid Transit Project

## Notes to the Financial Statements

31 July 2013

## 20. Interests in jointly controlled entities (cont'd.)

Name of jointly controlled entity	Proportion of ownership		Economic activity
	2013 %	2012 %	
Incorporated in Malaysia			
Projek Smart Holdings Sdn Bhd	50	50	Undertake, carry out and implement integrated Bypass Tunnel cum Motorway in Kuala Lumpur
MMC-Gamuda Joint Venture Sdn Bhd	50	50	Undertake, carry out and implement the Electrified Double-Tracking from Ipoh to Padang Besar Project
Horizon Hills Development Sdn Bhd	50	50	Undertake and carry out a mixed development mainly for residential purposes and a golf club in Johor Darul Takzim
MMC Gamuda KVMRT (PDP) Sdn Bhd	50	50	Undertake the role of a project delivery partner to deliver fully functional operating railway system for the Klang Valley Mass Rapid Transit Project
MMC Gamuda KVMRT (T) Sdn Bhd	50	50	Undertake the tunnelling, underground works and such other works in relation to the underground works package for the Klang Valley Mass Rapid Transit Project
Held by Gamuda Land Sdn Bhd: Gamuda GM Sdn Bhd (formerly known as Ambang Dedikasi Sdn Bhd)	50	-	Operating and building management of Tower 1 of Idaman Robertson Project, a 9-level commercial complex to be operated as a wholesale center
Gamuda GM Klang Sdn Bhd (formerly known as Precinct Blossom Sdn Bhd)	50	-	Developer and operator of a wholesale hub in Bandar Botanic, Klang
Unincorporated in Taiwan			
New Asia Construction & Development Corporation - Gamuda Berhad Joint Venture (“New Asia - Gamuda JV”) *	50	50	Undertake civil engineering construction of the Orange Line Package CO4 of the Kaohsiung Metropolitan Mass Rapid Transit System in Kaohsiung, Taiwan, Republic of China

## Notes to the Financial Statements

31 July 2013

## 20. Interests in jointly controlled entities (cont'd.)

Name of jointly controlled entity	Proportion of ownership		Economic activity
	2013 %	2012 %	
Unincorporated in Qatar			
Sinohydro Corporation - Gamuda Berhad - WCT Engineering Berhad Joint Venture ("Sinohydro - Gamuda - WCT JV") ^	51	51	Design and construct the airfield facilities, tunnel and detention ponds of the New Doha International Airport in the State of Qatar
Gamuda Berhad - WCT Engineering Berhad Joint Venture ("Gamuda - WCT JV") ^ #	51	51	Undertake civil engineering construction of a new highway from the town of Shahaniya to the existing Zekreet interchange near the Dukhan industrial area in the State of Qatar
Gamuda Berhad - WCT Bahrain Berhad Joint Venture ("Gamuda - WCT Bahrain JV") ^	51	51	Supply materials for the construction of the New Doha International Airport in the State of Qatar

\* Audited by firms other than Ernst &amp; Young

^ Audited by member firms of Ernst &amp; Young Global in the respective countries

# The financial statements have been prepared on a going concern basis as the Joint Venture partners have agreed to provide adequate financial support

Pursuant to FRS 131: Interests in Jointly Ventures, Sinohydro-Gamuda-WCT JV, Gamuda-WCT JV and Gamuda-WCT Bahrain JV are deemed to be jointly controlled entities of Gamuda Berhad as the parties involved are undertaking economic activities that are subject to joint control.



**Notes to the Financial Statements**

31 July 2013

**20. Interests in jointly controlled entities (cont'd.)**

The summarised financial information of the jointly controlled entities, adjusted for Group's share are as follows:

	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Assets and liabilities</b>		
Current assets	2,784,756	2,299,758
Non-current assets	567,059	483,358
<b>Total assets</b>	<b>3,351,815</b>	<b>2,783,116</b>
Current liabilities	(2,330,417)	(2,127,797)
Non-current liabilities	(513,910)	(310,903)
<b>Total liabilities</b>	<b>(2,844,327)</b>	<b>(2,438,700)</b>
<b>Results</b>		
Revenue	2,815,753	1,607,953
Expenses, net	2,514,255	1,540,368

**21. Other investments**

	<b>Group and Company</b>	
	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>At cost</b>		
Unquoted shares, in Malaysia	50	50
Investment in transferable club memberships	683	683
	<b>733</b>	<b>733</b>

The fair value of other investments are disclosed in Note 43.

## Notes to the Financial Statements

31 July 2013

## 22. Inventories

	Group	
	2013	2012
	RM'000	RM'000
<b>Cost:</b>		
Raw materials	1,384	1,130
Crusher run and aggregates	5,801	3,847
Consumable stores and spares	3,109	3,422
Properties held for sale	84,934	54,729
	<u>95,228</u>	<u>63,128</u>
<b>Net realisable value:</b>		
Properties held for sale	546	3,231
Crusher run and aggregates	492	122
	<u>1,038</u>	<u>3,353</u>
	<u>96,266</u>	<u>66,481</u>

During the year, the amount of inventories recognised as an expense was RM43,674,335 (2012: RM31,157,000).

## Notes to the Financial Statements

31 July 2013

## 23. Receivables

Receivables of the Group and of the Company are analysed as follows:

		Group		Company	
		2013	2012	2013	2012
		RM'000	RM'000	RM'000	RM'000
<b>a. Current</b>					
<b>Trade</b>					
Trade receivables	(i)	755,145	671,128	27,774	27,595
Associated companies		130,435	142,761	-	-
Joint venture partners		20,186	6,190	-	-
Retention sums		61,947	86,371	26,512	26,334
Accrued billings		101,087	102,374	-	-
Due from customers on contracts (Note 25)		732,648	536,056	-	-
		1,801,448	1,544,880	54,286	53,929
Less: Allowance for impairment		(166)	(2,463)	-	-
		1,801,282	1,542,417	54,286	53,929
<b>Non-trade</b>					
Associated companies	(ii)	144	169	126	52
Deposits		76,315	53,165	548	538
Prepayments		10,198	1,638	1,511	1,651
Sundry receivables	(iii)	28,047	40,326	829	1,597
		114,704	95,298	3,014	3,838
		1,915,986	1,637,715	57,300	57,767

**i. Trade receivables**

Trade receivables are non-interest bearing and are generally on 14 to 90 days (2012: 14 to 90 days) terms. Other credit terms are assessed and approved on a case-by-case basis. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

## Notes to the Financial Statements

31 July 2013

## 23. Receivables (cont'd.)

## a. Current (cont'd.)

## i. Trade receivables (cont'd.)

Ageing analysis of trade receivables

The Company's trade receivables are more than 121 days, past due but not impaired. The ageing analysis of the Group's trade receivables is as follows:

	Group	
	2013	2012
	RM'000	RM'000
Neither past due nor impaired	630,887	620,742
1 to 30 days past due not impaired	65,152	8,780
31 to 60 days past due not impaired	14,306	3,789
61 to 90 days past due not impaired	5,809	689
91 to 120 days past due not impaired	1,802	5,698
More than 121 days past due not impaired	37,023	28,967
	124,092	47,923
Impaired	166	2,463
	755,145	671,128

Receivables that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group and the Company. None of the Group's and Company's trade receivables that are neither past due nor impaired have been renegotiated during the financial year.

Receivables that are past due but not impaired

The Group and the Company have trade receivables amounting to RM124,092,000 (2012: RM47,923,000) and RM27,774,000 (2012: RM27,595,000) respectively, that are past due at the reporting date but not impaired are related to customers with ongoing transactions and/or progressive payments.

The receivables that are past due but not impaired are unsecured in nature.

**Notes to the Financial Statements**

31 July 2013

**23. Receivables (cont'd.)****a. Current (cont'd.)****i. Trade receivables (cont'd.)**Receivables that are impaired

The Group's trade receivables that are impaired at the reporting date and the movement of the allowance accounts used to record the impairment are as follows:

	<b>Individually impaired</b>	
	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
Trade receivables - nominal amounts	166	2,463
Less: allowance for impairment	(166)	(2,463)
	-	-

## Movement in allowance accounts:

	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
At 1 August	2,463	2,714
Reversal of impairment losses (Note 7)	-	(251)
Allowance for impairment written off	(2,297)	-
At 31 July	166	2,463

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted in payments. These receivables are not secured by any collateral or credit enhancements.

## Notes to the Financial Statements

31 July 2013

## 23. Receivables (cont'd.)

## a. Current (cont'd.)

## i. Trade receivables (cont'd.)

Included in the trade receivables, is an amount due from the Government of Malaysia ("GOM") on construction contract on tunnel portion of the Stormwater Channel and Motorway Works as follows:

	Group	
	2013	2012
	RM'000	RM'000
Amount due from the Government on:		
- progress billings on construction contract	-	38,372
Interest receivable	73	6,487
Total amount due from the Government	73	44,859
(Offset with): - SMARTSB MTN	-	(36,727)
- Interest payable on SMARTSB MTN	(73)	(6,487)
	-	1,645

The manner and time of payment of these costs shall be the same as the manner and the time for the repayment of the MTN by SMARTSB to the Principal Subscriber as may be certified by the GOM in the Facility Payment Certificate, as mentioned below.

To acknowledge its debts due, the GOM shall, from time to time, issue a Facility Payment Certificate ("FPC"), in which a jointly controlled entity, Syarikat Mengurus Air Banjir & Terowong Sdn Bhd ("SMARTSB") can sell, assign or transfer to another person (provided that the GOM has consented to such sale, assignment or transfer and received notice of the same). As part of the terms of the FPC, the GOM unconditionally and irrevocably agree and undertake to pay SMARTSB or, if the FPC has been sold, transferred or assigned to another person, to such person, the Net Amount Due as stated in the FPC. The Net Amount Due shall upon assignment, transfer or sale be conclusive evidence of a debt due and payable by the GOM to the assignee and payment of monies under the FPC shall be made without deduction, set-off or adjustments on any account.

On 4 August 2004, SMARTSB entered into an agreement with the Primary Subscriber to issue Medium Term Notes ("SMARTSB MTN") to finance the construction and land acquisition costs relating to the Stormwater Channel. The SMARTSB MTN is to be issued from time to time upon terms and conditions as agreed with the Primary Subscriber, and upon the assignment of all SMARTSB's rights, interests, title and benefits in and to each of the FPC mentioned above to the Primary Subscriber. The SMARTSB MTN is a zero coupon note and is to be issued at a discount by SMARTSB.

**Notes to the Financial Statements**

31 July 2013

**23. Receivables (cont'd.)****a. Current (cont'd.)****i. Trade receivables (cont'd.)**

The details of security arrangement in connection with the SMARTSB MTN are as follows:

1. Fixed and floating charge over all the assets and property of SMARTSB in relation to the Stormwater Channel Project.
2. An assignment of SMARTSB's rights, interests, title and benefits in and to each FPC and acknowledgement of the GOM to such assignment of FPC linked to the issuance of SMARTSB MTN.

As at the reporting date, SMARTSB has issued SMARTSB MTN with a nominal amount of RMNil (2012: RM86,501,000). The net proceeds received from the issuance of SMARTSB MTN have been used to off set against the amount due from the GOM.

The breakdown of SMARTSB MTN issued are as follows:

	Group	
	2013	2012
	RM'000	RM'000
Principal amount:		
- Construction costs	-	36,727
Unearned interests	-	6,524
Nominal value	-	43,251

**ii. Due from associated companies**

The non-trade amounts due from associated companies are unsecured, interest free and repayable on demand.

**b. Non-current**

		Group	
		2013	2012
		RM'000	RM'000
Retention sums receivable after one year		108,166	51,201
Amount due from an associated company	(i)	150,700	107,462
Other receivable		1,178	1,357
		260,044	160,020



## Notes to the Financial Statements

31 July 2013

## 23. Receivables (cont'd.)

## b. Non-current (cont'd.)

## i. Amount due from an associated company

The amount due from an associated company to a subsidiary of the Group is in respect of the supply of bulk quantity of treated water supplied to the associated company. The amount due from an associated company is unsecured and repayable on demand, other than an amount of RM9,284,000 (2012: RM12,919,000) which is receivable in 2 (2012: 3) annual instalments from December 2014 to December 2015 (2012: December 2013 to December 2015).

The Group and the Company have no significant concentration of credit risk that may arise from exposures to a single debtor or to groups of debtors, other than the following:

Group	2013 RM'000	2012 RM'000
Government of Malaysia	46,787	82,254
An associated company, SPLASH	243,415	206,010
A single debtor, Mass Rapid Transit Corporation	214,668	92,505

## Notes to the Financial Statements

31 July 2013

## 23. Receivables (cont'd.)

The following table analyses the financial assets of the Group and of the Company in the statements of financial position by the class of financial instrument to which they are assigned, and therefore by the measurement basis.

Group	Note	Held for trading/Fair value through profit or loss RM'000	Loans and receivables RM'000	Total RM'000
<b>At 31 July 2013</b>				
Investment securities	24	514,922	-	514,922
Current receivables	23(a)			
Trade receivables		-	755,145	755,145
Due from:				
Associated companies		-	130,579	130,579
Joint venture partners		-	20,186	20,186
Retention sums		-	61,947	61,947
Deposits		-	76,315	76,315
Sundry receivables		-	28,047	28,047
Non-current receivables	23(b)	-	260,044	260,044
Cash and bank balances	27	129,087	1,101,123	1,230,210
<b>Total financial assets</b>		<b>644,009</b>	<b>2,433,386</b>	<b>3,077,395</b>
<b>At 31 July 2012</b>				
Investment securities	24	279,104	-	279,104
Current receivables	23(a)			
Trade receivables		-	671,128	671,128
Due from:				
Associated companies		-	142,930	142,930
Joint venture partners		-	6,190	6,190
Retention sums		-	86,371	86,371
Deposits		-	53,165	53,165
Sundry receivables		-	40,326	40,326
Non-current receivables	23(b)	-	160,020	160,020
Cash and bank balances	27	441,154	896,201	1,337,355
<b>Total financial assets</b>		<b>720,258</b>	<b>2,056,331</b>	<b>2,776,589</b>

## Notes to the Financial Statements

31 July 2013

## 23. Receivables (cont'd.)

Company	Note	Held for trading/Fair value through profit or loss RM'000	Loans and receivables RM'000	Total RM'000
<b>At 31 July 2013</b>				
Investment securities	24	113,146	-	113,146
Current receivables	23(a)			
Trade receivables		-	27,774	27,774
Retention sums		-	26,512	26,512
Amount due from associated companies		-	126	126
Deposits		-	548	548
Sundry receivables		-	829	829
Due from subsidiaries	26	-	912,486	912,486
Cash and bank balances	27	4,976	120,611	125,587
<b>Total financial assets</b>		<b>118,122</b>	<b>1,088,886</b>	<b>1,207,008</b>
<b>At 31 July 2012</b>				
Investment securities	24	1,474	-	1,474
Current receivables	23(a)			
Trade receivables		-	27,595	27,595
Retention sums		-	26,334	26,334
Amount due from associated companies		-	52	52
Deposits		-	538	538
Sundry receivables		-	1,597	1,597
Due from subsidiaries	26	-	871,255	871,255
Cash and bank balances	27	14,314	114,128	128,442
<b>Total financial assets</b>		<b>15,788</b>	<b>1,041,499</b>	<b>1,057,287</b>

Included in deposits of the Group is an earnest deposit of RM62,000,000 being 10% of the purchase consideration for a piece of land situated at Mukim Rawang, District of Gombak, Selangor Darul Ehsan paid to TPPT Sdn Bhd.

## Notes to the Financial Statements

31 July 2013

## 24. Investment securities

	2013 RM'000		2012 RM'000	
	Carrying amount	Market value of quoted investments	Carrying amount	Market value of quoted investments
<b>Group</b>				
<b>Current</b>				
Held for trading investment securities	514,922	514,922	279,104	279,104
<b>Company</b>				
<b>Current</b>				
Held for trading investment securities	113,146	113,146	1,474	1,474

Investment securities represent funds placed with licensed fund managers. The portfolio of securities managed by the fund managers comprise of money market funds, commercial papers, government bonds and fixed deposits.

## 25. Amount due from/(to) customers on contracts

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Construction contract costs incurred to date	12,048,635	9,256,448	1,524,490	1,523,715
Recognised profits less recognised losses	855,104	677,721	52,267	52,267
Progress billings received and receivable	(12,460,540)	(9,874,580)	(1,587,717)	(1,587,717)
	443,199	59,589	(10,960)	(11,735)
Represented by:				
Due from customers on contracts (Note 23(a))	732,648	536,056	-	-
Due to customers on contracts (Note 36)	(289,449)	(476,467)	(10,960)	(11,735)
	443,199	59,589	(10,960)	(11,735)

## Notes to the Financial Statements

31 July 2013

## 25. Amount due from/(to) customers on contracts (cont'd.)

The costs incurred to date on construction contracts include the following charges made during the financial year:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Finance costs (Note 8)	2,748	3,198	-	-
Depreciation (Note 12)	12,296	11,458	27	80
Staff costs (Note 5)	145,433	147,905	-	460
Rental of premises	3,157	1,405	-	-
Hire of plant and equipment	599	2,741	-	-

Included in amount due from customers on contract is an amount due from the Government of Socialist Republic of Vietnam ("GOVT") to a subsidiary, Gamuda Land Vietnam Limited Liability Company ("GLVN") amounting to RM66,738,000 (2012: RM376,421,000) which is pending issuance of investment certificates for property development in Hanoi, Vietnam as consideration for the construction works by GLVN. During the year, an additional RM319,318,000 was transferred to leasehold land under land held for property development upon completion of construction works and finalisation of land use rights fee. In prior year, RM327,727,000 was transferred to leasehold land under property development costs upon issuance of the investment certificates by the GOVT.

The directors do not foresee any issue in obtaining the investment certificates and therefore are of the opinion that this amount is recoverable.

## 26. Due from subsidiaries

	Company	
	2013	2012
	RM'000	RM'000
<b>Non-current</b>		
Due from a subsidiary - non-trade	622,437	517,843
<b>Current</b>		
Due from subsidiaries		
- trade	12,290	13,902
- non-trade	277,759	339,510
	290,049	353,412

The trade amounts due from subsidiaries have a normal credit term which ranges from 30 to 90 days (2012: 30 to 90 days).

## Notes to the Financial Statements

31 July 2013

## 26. Due from subsidiaries (cont'd.)

The non-trade amounts due from subsidiaries are unsecured, interest free and are repayable on demand except for advances of RM633,563,000 (2012: RM702,570,000) given to subsidiaries which bear interest at 4.50% to 5.10% (2012: 4.55% to 5.00%) per annum.

## 27. Cash and bank balances

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Cash on hand and at banks	78,080	61,412	4,394	9,284
Housing Development Accounts	495,578	439,361	-	-
Total cash on hand and at banks	573,658	500,773	4,394	9,284
Deposits with licensed banks	527,465	395,428	116,217	104,844
Investment in unit trusts	129,087	441,154	4,976	14,314
	1,230,210	1,337,355	125,587	128,442

Included in total cash on hand and at banks of the Group and of the Company are interest bearing balances amounting to RM537,930,000 (2012: RM486,709,000) and RM759,000 (2012: RM4,784,000) respectively.

Housing Development Accounts are held pursuant to Section 7A of the Housing Development (Control and Licensing) Act 1966 and therefore restricted from use in other operations.

The investment in unit trusts is a scheme that invests in fixed deposit placements which allows prompt redemption at any time.

The weighted average effective interest rates of deposits as at reporting date was as follows:

	Group		Company	
	2013	2012	2013	2012
	%	%	%	%
Licensed banks				
Malaysia - RM	2.90	2.88	2.91	3.01
- USD	0.22	0.58	0.28	0.58
Qatar	0.20	0.20	-	-
India	9.05	9.30	-	-
Vietnam	8.90	12.02	-	-

The range of maturities of deposits as at reporting date were as follows:

	Group		Company	
	2013	2012	2013	2012
	Days	Days	Days	Days
Licensed banks	2 - 90	2 - 90	1 - 35	1 - 33

## Notes to the Financial Statements

31 July 2013

## 28. Share capital

	Number of ordinary shares of RM1 each		Amount	
	2013	2012	2013	2012
	'000	'000	RM'000	RM'000
<b>Authorised:</b>				
At beginning/end of year	3,000,000	3,000,000	3,000,000	3,000,000
<b>Issued and fully paid:</b>				
At beginning of year	2,079,412	2,064,824	2,079,412	2,064,824
Exercise of ESOS	44,026	12,889	44,026	12,889
Conversion of warrants	153,206	1,699	153,206	1,699
At end of year	2,276,644	2,079,412	2,276,644	2,079,412

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

- a. During the financial year, the Company increased its issued and paid-up share capital from RM2,079,412,000 to RM2,276,644,000 by way of:
  - i. Issuance of 44,026,000 new ordinary shares of RM1.00 each for cash arising from the exercise of options under the Company's ESOS; and
  - ii. Issuance of 153,206,000 new ordinary shares of RM1.00 each for cash arising from the exercise of Warrants 2010/2015 at the exercise price of RM2.66 per warrant in accordance with the Deed Poll dated 15 April 2010.
- b. On 26 May 2010, the Company allotted and issued 252,306,013 new Warrants 2010/2015 at an issue price of RM0.10 each on the basis of 1 Warrant 2010/2015 for every 8 existing ordinary shares held in the Company on 30 April 2010. Each Warrant 2010/2015 entitles the registered holder to subscribe for 1 new ordinary share in the Company at any time on or after 26 May 2010 to 25 May 2015, at an exercise price of RM2.66 in accordance with the Deed Poll. Any Warrant 2010/2015 not exercised by the date of maturity will lapse thereafter and cease to be valid for all purposes.

The total number of warrants converted during the year is as follows:

	Warrants 2010/2015	
	2013	2012
	'000	'000
At beginning of year	247,554	249,253
Converted	(153,206)	(1,699)
At end of year	94,348	247,554



## Notes to the Financial Statements

31 July 2013

### 28. Share capital (cont'd.)

- c. The Gamuda Berhad Employees' Share Option Scheme ("ESOS") was approved by shareholders at the Extraordinary General Meeting held on 5 July 2006 and became effective for 5 years from 6 July 2006 to 5 July 2011 ("Expiry Date"). The Expiry Date was subsequently extended to 5 July 2014 on 22 December 2009 pursuant to By-law 17.3 of the ESOS.

The principal features of the ESOS are as follows:

- i. Eligible employees are full-time monthly paid employees and Executive Directors of the Group (including contract and non-Malaysian employees with a minimum three years of contract of service) whose employment has been confirmed. The selection of eligible employee for participation in the ESOS shall be at the discretion of the Options Committee.
- ii. The ESOS shall be in force for a period of 5 years from 6 July 2006 subject however to any extension or renewal for a further period of not exceeding 5 years commencing from the day after the date of expiration of the original 5 years period as may be approved by all relevant parties.
- iii. The total number of shares to be offered shall not exceed 10% of the issued and paid-up share capital of the Company at any point of time during the duration of the ESOS.
- iv. The subscription price under the ESOS shall be the weighted average market price of the shares as shown in the Daily Official List issued by the Bursa Malaysia Securities Berhad for the 5 market days immediately preceding the date of offer of the options subject to a discount of not more than 10%, or at par value of the share, whichever is higher.
- v. The aggregate number of shares to be offered to an eligible employee in accordance with the ESOS shall be determined at the discretion of the Options Committee after taking into consideration, amongst other factors, the position, performance, seniority and the length of service that the eligible employee has rendered and subject to the maximum allowable allotment of shares for each eligible employee.
- vi. The number of shares under the ESOS which remained unexercised or the option price or both may be adjusted following any alteration in the capital structure of the Company during the option period, whether such alteration is by way of capitalisation of profits or reserves, right issues, consolidation of shares, sub-division of shares or reduction of capital or otherwise howsoever taking place, made by the Company.

**Notes to the Financial Statements**31 July 2013

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**28. Share capital (cont'd.)****c. (cont'd.)**

The principal features of the ESOS are as follows (cont'd.):

- vii. The options shall not carry any right to vote at any general meeting of the Company and a grantee shall not be entitled to any dividends, right or other entitlements on his unexercised options.
- viii. The options granted under ESOS are not assignable.
- ix. There is no restriction on the employee in exercising and selling their Gamuda Shares which were allotted and issued pursuant to the exercise of their options.

If the net proceeds from the disposal is less than the Exercise Value (being the Exercise Price multiplied by the number of Gamuda Shares sold), the entire net proceeds will be released to the employee.

However, if the net proceeds is more than the Exercise Value, an amount equivalent to the Exercise Value will be released to the employee. The balance proceeds not released to the employee will be placed in an interest bearing account for the benefit of the employee. The balance proceeds (being the net proceeds less Exercise Value) together with the attributable interest, if any, will be released to the employee over the period of the scheme in accordance with Gamuda's ESOS By-Law on each anniversary of the effective date of the scheme.

- x. The new shares allotted upon any exercise of the option shall rank pari passu in all respects with the then existing issued and paid-up ordinary shares of the Company except that the new shares so issued will not rank for any dividends, rights, allotments and/or other distributions, the entitlement date (namely the date as at the close of business on which shareholders must be registered in order to be entitled to any dividends, rights, allotments or other distributions) of which is prior to the date of allotment of the new shares.
- xi. The employees to whom the options have been granted have no right to participate by virtue of the options in any share issue of any other company.

**Notes to the Financial Statements**

31 July 2013

**28. Share capital (cont'd.)****c. (cont'd.)**

The principal features of the ESOS are as follows (cont'd.):

- xii. Options to subscribe for ordinary shares of RM1.00 each under ESOS were granted in the following phases:

	<b>Exercise price (before rights issue of warrants) RM</b>	<b>Exercise price (after rights issue of warrants) RM</b>	<b>Number of options '000</b>	<b>Exercise period</b>
6 July 2006	1.73	1.54	63,436	6 July 2006 - 5 July 2014
15 January 2007	2.60	2.32	14,064	15 January 2007 - 5 July 2014
8 August 2007	3.63	3.24	34,856	8 August 2007 - 5 July 2014
24 March 2008	2.98	2.66	11,852	24 March 2008 - 5 July 2014
1 July 2008	2.29	2.04	7,239	1 July 2008 - 5 July 2014
15 January 2009	1.94	1.73	8,009	15 January 2009 - 5 July 2014
15 July 2009	2.72	2.42	4,111	15 July 2009 - 5 July 2014
17 March 2010	2.79	2.49	5,129	17 March 2010 - 5 July 2014
19 March 2010	2.79	2.49	51,542	19 March 2010 - 5 July 2014
8 August 2010	*	3.33	1,929	8 August 2010 - 5 July 2014
12 August 2011	*	3.26	693	12 August 2011 - 5 July 2014
6 June 2012	*	3.37	734	6 June 2012 - 5 July 2014
23 October 2012	*	3.46	15,678	23 October 2012 - 5 July 2014
2 January 2013	*	3.61	2,946	2 January 2013 - 5 July 2014

\* Not applicable

## Notes to the Financial Statements

31 July 2013

## 28. Share capital (cont'd.)

- d. Breakdown of aggregate proceeds received from share options exercised during the financial year and the fair value, at exercise date, of ordinary shares issued are as follows:

	2013 RM'000	2012 RM'000
Ordinary shares	44,026	12,889
Share premium	78,890	19,326
Aggregate proceeds received on shares issued	122,916	32,215
Aggregate fair value of ordinary shares at exercise date	193,205	46,412

- e. The number and weighted average exercise prices ("WAEP") of, and movements in, share options during the financial year are as follows:

ESOS exercise price	Number of share options			
	Outstanding at 1 August 2012 '000	Movement during the year		Outstanding and exercisable at 31 July 2013 '000
		Granted '000	Exercised '000	
RM1.54	3,039	-	(388)	2,651
RM2.32	2,599	-	(1,203)	1,396
RM3.24	22,592	-	(10,175)	12,417
RM2.66	4,424	-	(2,160)	2,264
RM2.04	2,293	-	(1,040)	1,253
RM1.73	1,882	-	(955)	927
RM2.42	1,899	-	(917)	982
RM2.49	32,065	-	(19,784)	12,281
RM3.33	1,581	-	(623)	958
RM3.26	693	-	(413)	280
RM3.37	734	-	(197)	537
RM3.46	-	15,678	(5,352)	10,326
RM3.61	-	2,946	(819)	2,127
	73,801	18,624	(44,026)	48,399
WAEP	2.68	3.48	2.79	2.89

## Notes to the Financial Statements

31 July 2013

## 28. Share capital (cont'd.)

- e. The number and weighted average exercise prices ("WAEP") of, and movements in, share options during the financial year are as follows (cont'd.):

ESOS exercise price	Number of share options			Outstanding and exercisable at 31 July 2012 '000
	Outstanding at 1 August 2011 '000	Movement during the year		
		Granted '000	Exercised '000	
RM1.54	3,179	-	(140)	3,039
RM2.32	3,023	-	(424)	2,599
RM3.24	23,958	-	(1,366)	22,592
RM2.66	5,672	-	(1,248)	4,424
RM2.04	2,968	-	(675)	2,293
RM1.73	2,705	-	(823)	1,882
RM2.42	2,367	-	(468)	1,899
RM2.49	39,748	-	(7,683)	32,065
RM3.33	1,643	-	(62)	1,581
RM3.26	-	693	-	693
RM3.37	-	734	-	734
	85,263	1,427	(12,889)	73,801
WAEP	2.65	3.32	2.50	2.68

## Notes to the Financial Statements

31 July 2013

## 28. Share capital (cont'd.)

f. Fair value of share options granted

The fair value of share options granted during the year was estimated by an external valuer using a binomial model, taking into account of the terms and conditions upon which the options were granted. In the previous year, the modifications made to the share options were as follows:

- i. extension of Expiry Date to 5 July 2014, pursuant to By-law 17.3 of the ESOS effective on 22 December 2009.
- ii. price adjustment, pursuant to the Rights Issue of Warrants effective on 3 May 2010.

The fair value of share options measured at the respective date and the assumptions are as follows:

[illegible]

31 July 2013

## f. Fair value of share options granted (cont'd.)

## ESOS (cont'd.)

[illegible]



## Notes to the Financial Statements

31 July 2013

## 28. Share capital (cont'd.)

## f. Fair value of share options granted (cont'd.)

The fair value of share options measured at the respective date and the assumptions are as follows (cont'd.):

ESOS (cont'd.)														
Option price, before rights issue of warrants (RM)	1.73	2.60	3.63	2.98	2.29	1.94	2.72	2.79	2.79	*	*	*	*	*
Option price, after rights issue of warrants (RM)	1.54	2.32	3.24	2.66	2.04	1.73	2.42	2.49	2.49	3.33	3.26	3.37	3.46	3.61
Weighted average share price (RM)														
- Grant date	3.52 <sup>^</sup>	5.20 <sup>^</sup>	7.20 <sup>^</sup>	2.98	2.33	1.97	2.87	2.80	2.72	3.34	3.26	3.26	3.95	3.95
- 22 December 2009	2.66	2.66	2.66	2.66	2.66	2.66	2.66	*	*	*	*	*	*	*
- 3 May 2010	2.92	2.92	2.92	2.92	2.92	2.92	2.92	2.92	2.92	*	*	*	*	*
Expected volatility														
- Grant date	30.00%	30.00%	30.00%	40.00%	40.00%	45.00%	45.00%	45.00%	45.00%	40.00%	30.00%	30.00%	24.00%	24.00%
- 22 December 2009	30.00%	30.00%	30.00%	40.00%	40.00%	45.00%	45.00%	*	*	*	*	*	*	*
- 3 May 2010	30.00%	30.00%	30.00%	40.00%	40.00%	45.00%	45.00%	45.00%	45.00%	*	*	*	*	*
Risk free rate														
- Grant date	4.22%	3.56%	3.43%	3.38%	3.79%	2.76%	2.01%	2.66%	2.67%	2.91%	2.91%	3.00%	2.97%	2.91%
- 22 December 2009	3.65%	3.65%	3.65%	3.65%	3.65%	3.65%	3.65%	*	*	*	*	*	*	*
- 3 May 2010	3.55%	3.55%	3.55%	3.55%	3.55%	3.55%	3.55%	3.55%	3.55%	*	*	*	*	*
Expected dividend yield <sup>#</sup>	3.20%	3.20%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	4.00%	4.00%	4.00%	4.00%

The expected volatility is based on historical data and is not necessarily indicative of exercise patterns that may occur.

\* Share options are granted after modification on extension of Expiry Date.

# Expected dividend yield is assumed to be the same for all dates.

<sup>^</sup> Before bonus issue on 25 October 2007.

## Notes to the Financial Statements

31 July 2013

## 29. Other reserves (non-distributable)

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
<b>Capital reserve</b>				
At beginning of year	103,730	97,313	-	-
Movement in capital reserve in an associated company	8,217	6,417	-	-
At end of year	111,947	103,730	-	-
<b>Foreign exchange reserve</b>				
At beginning of year	(91,596)	(110,342)	11,176	15,263
Foreign currency translation	31,192	38,864	(592)	(4,087)
Share of other comprehensive loss of associated companies	(26,154)	(18,306)	-	-
Less: Non-controlling interests	1,455	(1,812)	-	-
At end of year	(85,103)	(91,596)	10,584	11,176
<b>Warrants reserve</b>				
At beginning of year	24,757	24,926	24,757	24,926
Conversion of warrants	(15,321)	(169)	(15,321)	(169)
At end of year	9,436	24,757	9,436	24,757
<b>Hedging reserve*</b>				
At beginning of year	(6,848)	(5,377)	(6,848)	(5,377)
Fair value loss on cash flow hedge	2,448	(1,471)	2,448	(1,471)
At end of year	(4,400)	(6,848)	(4,400)	(6,848)
<b>Total other reserves</b>	<b>31,880</b>	<b>30,043</b>	<b>15,620</b>	<b>29,085</b>

**\* Hedging reserve**

Hedging reserve represents the effective portion of the gain or loss on hedging instruments in the Company's cash flow hedge.

## 30. Retained profits

The Company may distribute dividends out of its entire retained earnings under the single tier system.

## Notes to the Financial Statements

31 July 2013

## 31. Retirement benefit obligations

The Group operates an unfunded, defined benefit Retirement Benefit Scheme ("the Scheme") for its employees. Under the Scheme, eligible employees are entitled to retirement benefits of 2.5% on the last drawn monthly basic salary for each completed months of services on attainment of the retirement age of 55 to 60.

The amounts recognised in the statement of financial position are determined as follows:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Present value of unfunded defined benefit obligations	16,783	13,441	1,545	2,164
Actuarial gain, net	(3,017)	(1,353)	(262)	(619)
Net liability	13,766	12,088	1,283	1,545
Analysed as:				
Current (Note 36)	272	1,081	-	312
Non-current:				
Later than 1 year but not later than 2 years	51	708	-	82
Later than 2 years but not later than 5 years	264	3,038	-	172
Later than 5 years	13,179	7,261	1,283	979
Amount included in payables (Note 32 (a))	13,494	11,007	1,283	1,233
	13,766	12,088	1,283	1,545

The amounts recognised in profit or loss are as follows:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Current service cost	2,161	2,052	186	184
Interest cost	668	822	(491)	240
Actuarial (gain)/loss recognised in the year	(634)	22	43	45
Total, included in staff costs and directors' remuneration (Notes 5 and 6)	2,195	2,896	(262)	469

## Notes to the Financial Statements

31 July 2013

## 31. Retirement benefit obligations (cont'd.)

Movements in the net liabilities in the current year were as follows:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
At beginning of year	12,088	14,374	1,545	2,164
Recognised in profit or loss	2,195	2,896	(262)	469
Contributions paid	(517)	(5,182)	-	(1,088)
At end of year	13,766	12,088	1,283	1,545

Principal actuarial assumptions used:

	2013	2012
	%	%
Discount rate	5.3	6.1
Expected rate of salary increases		
- Up to age 29	10.0	10.0
- Up to age 30 - 39	8.0	8.0
- Age 40 and above	6.0	6.0
Price inflation	3.5	3.5

## 32. Payables and derivatives

## a. Payables

	Group		Company	
	2013	2012	2013	2012
Non-current	RM'000	RM'000	RM'000	RM'000
Advance membership fees	16,765	11,347	-	-
Retirement benefit obligations (Note 31)	13,494	11,007	1,283	1,233
Retention sums payable after one year	334,634	101,254	-	-
Amount due to a third party	49,389	42,729	-	-
	414,282	166,337	1,283	1,233

## Notes to the Financial Statements

31 July 2013

## 32. Payables and derivatives (cont'd.)

## a. Payables (cont'd.)

Advance membership fees received are in connection with the provision of services by way of golfing, sporting and other recreational facilities. The advance membership fees are recognised as income over the tenure of the membership period which expires in 2058 to 2070. The current portion is disclosed in Note 36.

Amount due to a third party represents the present value of amount payable to a non-controlling interest of a subsidiary for land cost and services provided by the non-controlling interest. The amount is repayable in equal annual instalments commencing from 1 January 2016 to 31 December 2019.

## b. Derivatives

Derivatives represent effective hedges of interest rate swaps. The interest rate swaps are interest rate arrangements entered into to partially hedge a loan obtained by the Company. The contract amount of loan being hedged as at 31 July 2013 was USD 45,000,000, equivalent to RM145,584,000 (2012: USD45,000,000, equivalent to RM143,222,000). The loan was drawdown in November 2009 and is subjected to floating interest rate. The Company had, in November 2009, entered into interest rate swaps agreement which entitled the Company to pay fixed interest rates ranging from 1.845% to 2.495% (2012: 1.845% to 2.495%) per annum until the maturity of the loan.

## 33. Deferred tax (assets)/liabilities

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
At beginning of year	61,153	67,027	(5,551)	(5,235)
Recognised in profit or loss (Note 9)	(28,106)	(5,725)	(17,916)	(308)
Exchange differences	327	(149)	(3)	(8)
At end of year	33,374	61,153	(23,470)	(5,551)
Presented after appropriate offsetting as follows:				
Deferred tax assets	(49,854)	(23,473)	(23,470)	(5,551)
Deferred tax liabilities	83,228	84,626	-	-
	33,374	61,153	(23,470)	(5,551)

**Notes to the Financial Statements**

31 July 2013

**33. Deferred tax (assets)/liabilities (cont'd.)**

The components and movements of deferred tax liabilities and assets during the financial year prior to offsetting are as follows:

**Deferred tax liabilities of the Group:**

	<b>Receivables</b>	<b>Accelerated capital allowances</b>	<b>Land</b>	<b>Total</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
At 1 August 2012	(3,090)	21,896	64,719	83,525
Recognised in profit or loss	(3,077)	(1,745)	(340)	(5,162)
Exchange differences	-	327	-	327
At 31 July 2013	(6,167)	20,478	64,379	78,690
At 1 August 2011	(252)	21,250	68,993	89,991
Recognised in profit or loss	(2,838)	646	(4,274)	(6,466)
At 31 July 2012	(3,090)	21,896	64,719	83,525

**Deferred tax assets of the Group:**

	<b>Retirement benefit obligations</b>	<b>Provisions and accruals</b>	<b>Property development costs</b>	<b>Total</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
At 1 August 2012	(2,741)	(19,573)	(58)	(22,372)
Recognised in profit or loss	(419)	(22,553)	28	(22,944)
At 31 July 2013	(3,160)	(42,126)	(30)	(45,316)
At 1 August 2011	(3,083)	(19,680)	(201)	(22,964)
Recognised in profit or loss	342	256	143	741
Exchange differences	-	(149)	-	(149)
At 31 July 2012	(2,741)	(19,573)	(58)	(22,372)

## Notes to the Financial Statements

31 July 2013

## 33. Deferred tax (assets)/liabilities (cont'd.)

## Deferred tax liabilities of the Company:

	Accelerated capital allowances RM'000
At 1 August 2012	798
Recognised in profit or loss	1,994
Exchange differences	(3)
At 31 July 2013	2,789
At 1 August 2011	744
Recognised in profit or loss	62
Exchange differences	(8)
At 31 July 2012	798

## Deferred tax assets of the Company:

	Retirement benefit obligations RM'000	Provisions and accruals RM'000	Total RM'000
At 1 August 2012	(386)	(5,963)	(6,349)
Recognised in profit or loss	66	(19,976)	(19,910)
At 31 July 2013	(320)	(25,939)	(26,259)
At 1 August 2011	(1,128)	(4,851)	(5,979)
Recognised in profit or loss	742	(1,112)	(370)
At 31 July 2012	(386)	(5,963)	(6,349)

Deferred tax assets have not been recognised in respect of the following items:

	Group 2013 RM'000	2012 RM'000
Unused tax losses	49,760	51,097
Unabsorbed capital allowances	12,470	14,908
Unutilised reinvestment allowances	1,457	1,457
Other deductible temporary differences	1,296	1,460
	64,983	68,922



## Notes to the Financial Statements

31 July 2013

## 33. Deferred tax (assets)/liabilities (cont'd.)

The availability of the unused tax losses and unabsorbed capital allowances for offsetting against future taxable profits of the Group are subject to no substantial changes in shareholdings of the Group and guidelines issued by the tax authority.

## 34. Long term borrowings

		Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Murabahah medium term notes ("MTN")	(a)	769,965	394,771	720,000	320,000
Term loans					
- secured	(b)	498,686	460,602	-	-
- unsecured	(c)	448,614	181,505	448,614	181,505
		1,717,265	1,036,878	1,168,614	501,505

## a. Murabahah medium term notes ("MTN")

The MTNs are drawdown by the following entities:

		Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Gamuda Berhad	(i)	720,000	320,000	720,000	320,000
Horizon Hills Development Sdn Bhd ("HHDSB")	(ii)	49,965	74,771	-	-
		769,965	394,771	720,000	320,000

## Notes to the Financial Statements

31 July 2013

## 34. Long term borrowings (cont'd.)

## a. Murabahah medium term notes ("MTN") (cont'd.)

- i. The amount drawdown, maturity date and yield as at issuance dates of the MTN are as follows:

	Amount drawdown RM'000	Issuance date	Maturity date	Yield at issuance date %
<b>Non-current</b>				
Issue No.3	320,000	01.4.2010	01.4.2015	5.25
Issue No.4	400,000	21.3.2013	21.3.2018	4.17
	<u>720,000</u>			

- ii. This represents the Group's share of the MTN drawdown by HHDSB.

	Group	
	2013 RM'000	2012 RM'000
<b>Non-current</b>		
Murabahah medium term notes ("MTN")	50,000	75,000
Unamortised discounts and transaction costs	(35)	(229)
	<u>49,965</u>	<u>74,771</u>
<b>Current (Note 35(b))</b>		
Murabahah medium term notes ("MTN")	25,000	25,000
Unamortised discounts and transaction costs	(57)	(72)
	<u>24,943</u>	<u>24,928</u>

## Notes to the Financial Statements

31 July 2013

## 34. Long term borrowings (cont'd.)

## a. Murabahah medium term notes ("MTN") (cont'd.)

- ii. This represents the Group's share of the MTN drawdown by HHDSB. (cont'd.)

The amount drawdown, maturity date and yield as at issuance dates of the Group's share of the MTN are as follows:

	Amount drawdown RM'000	Issuance date	Maturity date	Yield at issuance date %
<b>Current</b>				
Issue No. 6	15,000	12.12.2008	12.12.2013	4.30
Issue No. 7	10,000	8.7.2011	8.7.2014	3.90
	<u>25,000</u>			
<b>Non-current</b>				
Issue No. 8	15,000	12.8.2011	12.8.2016	4.00
Issue No. 9	25,000	12.6.2012	12.6.2015	3.68
Issue No. 10	10,000	12.6.2012	14.6.2016	3.78
	<u>50,000</u>			

The MTN and Commercial Papers of HHDSB as disclosed in Note 34(a) and Note 35(a) respectively are secured by an unconditional and irrevocable undertaking from the Company to provide equity contributions (in the form of redeemable preference shares and/or ordinary shares) substantially in the form and substance acceptable to the Lead Arranger and the Security Trustee to meet:

1. any financial obligation of HHDSB under the Programme and the Kafalah Facility (inclusive of principal and profit payments and fees and expenses) of up to RM280 million in the event that HHDSB does not have sufficient funds to meet such obligations; and/or
2. any cash flow deficit of the Project and the Financial Covenants of up to RM30 million in a manner proportionate to the Company's shareholding percentage in HHDSB.

## Notes to the Financial Statements

31 July 2013

## 34. Long term borrowings (cont'd.)

## b. Term loans - secured

The term loans are drawdown by the following entities:

		Group	
		2013	2012
		RM'000	RM'000
Syarikat Mengurus Air Banjir & Terowong Sdn Bhd ("SMARTSB")	(i)	154,233	158,270
Jade Homes Sdn Bhd	(ii)	70,425	111,754
Tan Thang Company	(iii)	274,028	190,578
		498,686	460,602

- i. The term loan was drawdown by a jointly controlled entity, Syarikat Mengurus Air Banjir & Terowong Sdn Bhd ("SMARTSB") in relation to the motorway development of the Stormwater Channel and Motorway Works ("Project").

The term loan shall be repaid over 28 semi-annual instalments commencing from 2011 over 14 years with yields ranging from 5.55% to 5.76% at issuance dates.

The loan is secured by the following:

1. debentures to create a fixed and floating charge over all present and future assets of SMARTSB and Projek Smart Holdings Sdn Bhd ("PSHSB");
2. assignment of Principal Contracts whereby SMARTSB has awarded Gamuda Berhad to undertake a specified scope of work in respect of the Project;
3. assignment of Toll Revenue and Designated Accounts by SMARTSB including all its rights, interests, titles and benefits;
4. Deed of Subordination whereby PSHSB has subordinated or agreed to subordinate all loan stocks held; and
5. an undertaking from PSHSB and an undertaking from the shareholders of PSHSB to promptly provide funding for the Project as and when required to meet cost overruns during the construction and cash flow deficits during the operations.

The term loan was obtained on a non-recourse basis to the Group.

## Notes to the Financial Statements

31 July 2013

## 34. Long term borrowings (cont'd.)

## b. Term loans - secured (cont'd.)

## i. (cont'd.)

Term loan is repayable as follows:

	Group	
	2013	2012
	RM'000	RM'000
Within one year (Note 35(c))	4,037	2,423
Between two to five years	35,530	39,567
More than five years	118,703	118,703
	154,233	158,270
Total	158,270	160,693

- ii. The term loan was drawdown by a subsidiary, Jade Homes Sdn Bhd for the purpose of repayment of shareholders' advances for cost incurred in relation to land costs, infrastructure, earth works and land conversion premium on the Jade Hills project. The facility is secured by a charge over freehold land under development as disclosed in Note 13.

Term loan is repayable as follows:

	Group	
	2013	2012
	RM'000	RM'000
Within one year (Note 35(c))	44,520	44,520
Between two to five years	70,425	111,754
	114,945	156,274

- iii. The term loan is drawdown by a subsidiary, Sai Gon Thuong Tin Tan Thang Investment Real Estate Joint Stock Company ("Tan Thang Company") from the facility obtained from Sacombank in Vietnam. The term loan is secured by leasehold land under development as disclosed in Note 13 and bore interest rate ranging from 12.4% to 15.0% (2012: 17.4%) per annum.

Term loan is repayable as follows:

	Group	
	2013	2012
	RM'000	RM'000
Within one year (Note 35(c))	-	38,355
Between two to five years	274,028	190,578
	274,028	228,933

## Notes to the Financial Statements

31 July 2013

## 34. Long term borrowings (cont'd.)

## c. Term loans - unsecured

The term loans were drawdown by Gamuda Berhad to finance present and future investments for the furtherance of the Group's businesses, investment in Redeemable Preference Shares & other type of shares in subsidiaries, the Group's working capital and capital expenditure requirements, and to refinance other existing credit facilities of the Group. The term loans mature five years from the date of first loan drawdown. The interests of the term loans range from 1.92% to 2.06% (2012: 2.22%) per annum.

Term loan is repayable as follows:

	Group and Company	
	2013	2012
	RM'000	RM'000
Within one year (Note 35(c))	54,465	-
Between two to five years	448,614	181,505

## 35. Short term borrowings

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
<b>Secured:</b>				
Revolving credits	242,750	-	-	-
Commercial papers (a)	10,000	25,000	-	-
MTN (b)	24,943	504,928	-	480,000
Term loan (c)	48,557	85,298	-	-
<b>Unsecured:</b>				
Term loan (c)	54,465	-	54,465	-
Revolving credits	360,720	530,237	360,720	528,237
	741,435	1,145,463	415,185	1,008,237

## a. Commercial papers

The commercial papers represents the Group's share drawdown by HHDSB. The commercial papers is secured by the terms as disclosed in Note 34(a)(ii).

## Notes to the Financial Statements

31 July 2013

## 35. Short term borrowings (cont'd.)

## b. MTN

The MTNs are drawdown by the following entities:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Gamuda Berhad (Note 34(a)(i))	-	480,000	-	480,000
HHDSB (Note 34(a)(ii))	24,943	24,928	-	-
	24,943	504,928	-	480,000

## c. Term loans

The term loans are drawdown by the following entities:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Gamuda Berhad (Note 34(c))	54,465	-	54,465	-
Jade Homes Sdn Bhd (Note 34(b)(ii))	44,520	44,520	-	-
SMARTSB (Note 34(b)(i))	4,037	2,423	-	-
Tan Thang Company (Note 34(b)(iii))	-	38,355	-	-
	103,022	85,298	54,465	-

The weighted average effective interest rates for long term and short term borrowings (per annum) as at reporting date are as follows:

	Group		Company	
	2013	2012	2013	2012
	%	%	%	%
Murabahah medium term notes	4.52	4.94	4.65	5.07
Revolving credits, denominated in				
- US Dollar	1.45	1.57	1.45	1.57
- Ringgit Malaysia	3.88	3.88	-	-
Commercial papers	3.15	3.23	-	-
Term loan				
- US Dollar	1.97	1.99	1.97	1.99
- Vietnam Dong	14.87	18.46	-	-
- Ringgit Malaysia	5.14	4.91	-	-



## Notes to the Financial Statements

31 July 2013

## 36. Payables

Payables of the Group and of the Company are analysed as follows:

**Current**

	<b>Group</b>		<b>Company</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>Trade</b>				
Trade payables	1,031,678	878,044	6,757	6,735
Due to joint venture partners	32,998	14,430	-	-
Retention sums	142,942	163,893	3,163	5,057
Progress billings	1,715	375	-	-
Due to customers on contracts (Note 25)	289,449	476,467	10,960	11,735
	<u>1,498,782</u>	<u>1,533,209</u>	<u>20,880</u>	<u>23,527</u>

**Non-trade**

Retirement benefit obligations (Note 31)	272	1,081	-	312
Sundry payables	95,755	20,504	9,402	5,020
Accruals	62,463	171,915	32,144	27,653
Advance membership fees	-	297	-	-
Due to associated companies	66	28	-	-
	<u>158,556</u>	<u>193,825</u>	<u>41,546</u>	<u>32,985</u>
	<u>1,657,338</u>	<u>1,727,034</u>	<u>62,426</u>	<u>56,512</u>

The normal trade credit term granted to the Group and the Company ranges from 30 to 90 days (2012: 30 to 90 days).

The amounts due to associated companies and joint ventures are in respect of advances received for construction contracts and the amounts are unsecured, interest free and repayable through contra with future progress billings.

## Notes to the Financial Statements

31 July 2013

## 36. Payables (cont'd.)

The following table analyses the financial liabilities of the Group and of the Company in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis.

		Group		Company	
		2013	2012	2013	2012
		RM'000	RM'000	RM'000	RM'000
<b>Financial liabilities at amortised costs</b>					
Current payables	36				
Trade payables		1,031,678	878,044	6,757	6,735
Due to:					
Associated companies		66	28	-	-
Joint venture partners		32,998	14,430	-	-
Retention sums		142,942	163,893	3,163	5,057
Sundry payables		95,755	20,504	9,402	5,020
Accruals		62,463	171,915	32,144	27,653
Non-current payables	32(a)				
Retention sums		334,634	101,254	-	-
Amount due to a third party		49,389	42,729	-	-
Long term borrowings	34	1,717,265	1,036,878	1,168,614	501,505
Short term borrowings	35	741,435	1,145,463	415,185	1,008,237
Due to subsidiaries	37	-	-	207,268	168,304
		4,208,625	3,575,138	1,842,533	1,722,511

## 37. Due to subsidiaries

		Company	
		2013	2012
		RM'000	RM'000
Due to subsidiaries			
- trade		25,216	60,742
- non-trade		182,052	107,562
		207,268	168,304

The trade amounts due to subsidiaries have a normal credit term which ranges from 30 to 90 days (2012: 30 to 90 days).

The non-trade amounts due to subsidiaries are unsecured, interest free and repayable on demand.

## Notes to the Financial Statements

31 July 2013

## 38. Provision for liabilities

Provision for liabilities of the Group is analysed as follows:

	2013 RM'000	2012 RM'000
Current	44,078	21,177
Non-current	5,028	12,931
	49,106	34,108

Group	Provision for development costs Note (a) RM'000	Provision for club membership Note (b) RM'000	Total RM'000
At 1 August 2012	24,210	9,898	34,108
Provision during the year	12,337	10,505	22,842
Utilisation during the year	(1,626)	(5,189)	(6,815)
Unused amounts reversed	(1,029)	-	(1,029)
At 31 July 2013	33,892	15,214	49,106
At 1 August 2011	9,330	1,520	10,850
Provision during the year	19,984	10,602	30,586
Utilisation during the year	(1,149)	(2,224)	(3,373)
Unused amounts reversed	(3,955)	-	(3,955)
At 31 July 2012	24,210	9,898	34,108

## a. Provision for development costs

Provision for development costs is in respect of development projects undertaken by its subsidiaries and a jointly controlled entity as they had a present obligation as a result of a past event and it was probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

During the financial year, based on the earlier estimation and development experience, management concluded that the provision for development costs exceeded the amount necessary to cover the development costs. Accordingly, RM1,029,000 (2012: RM3,955,000) of the provision for development costs has been reversed.

## b. Provision for club memberships

Certain subsidiaries of the Group are obliged to offer club membership via incentive schemes offered.

**Notes to the Financial Statements**

31 July 2013

**39. Commitments****Capital commitments**

	<b>Group</b>	
	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>
Approved and contracted for:		
Land for property development	684,291	184,233
Property, plant and equipment	93,451	170,436
Investment property	53,900	-
Others	211	105

**40. Material litigations**

- i. On 23 January 2006, a jointly controlled entity, MMC-Gamuda JV ("the JV") had terminated Wayss & Freytag (Malaysia) Sdn Bhd ("W&F") as the sub-contractor for the North Tunnel of the Stormwater Management and Road Tunnel Project due to a breach of contract in accordance with the sub-contract dated 16 April 2003 ("Sub-Contract").

On 31 October 2008, W&F had served a Writ of Summons and a Statement of Claim ("the Court Action") against the JV claiming for, amongst others, a court declaration that the JV had breached the Sub-Contract by failing to make payment of RM102,367,000 awarded by the Dispute Adjudication Board ("DAB") to W&F in respect of various claims arising out of the Sub-Contract.

On 15 May 2009, the Court heard the JV's application for stay of proceedings of the Court Action pending arbitration between the parties and on 1 June 2009, unconditionally stayed the Court Action initiated by W&F. On the same day, 1 June 2009, W&F filed an appeal against the Court's decision to stay the proceedings. On 30 October 2009, the Court dismissed W&F's appeal against the Court's decision to stay the Court Action.

The arbitral award in respect of the arbitration between W&F and the JV ("the parties") was issued on 16 April 2013 ("the Award"). As a result, during the Case Management of the Court Action on 2 May 2013, W&F withdrew the Court Action. On 10 May 2013, the parties further recorded (by consent), the terms on costs of the withdrawal of the Court Action by W&F.

In the Award, the Arbitral Tribunal ("Tribunal") determined that the W&F's claims against the JV succeeded in substantial part and dismissed the JV's claims against W&F. The Tribunal thus awarded the following reliefs to W&F:

1. That the JV pays to W&F the sum of RM96,297,000;
2. That the JV pays to W&F interest at a simple rate of 4% per annum on the sum of RM96,297,000 from date of termination (23 January 2006) to date of the Award (amounting to RM28,247,000);
3. That JV pays to W&F interest at the simple rate of 5% per annum on the sum of RM96,297,000 from the date of the Award until payment in full; and
4. That the JV pays to W&F costs of RM9,000,000.

**Notes to the Financial Statements**

31 July 2013

**40. Material litigations (cont'd.)****i. (cont'd.)**

On 26 April 2013, W&F wrote to the Tribunal requesting some clerical corrections be made to the Award. Subsequently, on 15 May 2013, the JV also wrote to the Tribunal requesting additional clerical corrections be made to the Award. Pursuant to the afore-said requests, the Tribunal issued a corrective award on 30 May 2013 (the "Corrective Award"). As a result of the Corrective Award, the following changes were made to the reliefs awarded to W&F:

1. The amount awarded to W&F has increased to RM97,574,000;
2. The amount of interest payable from the date of termination to date of the Award amounting to RM28,230,000;
3. The post award interest at the simple rate of 5% per annum from the date of the Award until payment in full is to be imposed on the sum of RM97,574,000; and
4. That the JV pays to W&F costs of RM9,000,000.

Arising from the award rendered by the Tribunal in favour of W&F, costs incurred by the JV to complete the works that is not recovered amounting to RM50,319,000 has also been fully expensed off. The Group's share of the Award and non-recoverable project cost was RM92,562,000.

On 23 May 2013, the JV filed an application for a reference to the High Court in Kuala Lumpur on questions of law arising out of the Award and on determination of the said questions, for the Award to be set aside (JV's Section 42 Application). The JV's Section 42 application was registered as Kuala Lumpur High Court Originating Summons No. 24C(ARB)-2-05/2013.

On 14 June 2013, a copy of W&F's application for, inter alia, recognition and enforcement of the Award under Section 38 of the Arbitration Act 2005 (W&F's Enforcement Application) was served on the JV. W&F's Enforcement Application was registered as Kuala Lumpur High Court Originating Summons No. 24NCC(ARB)-26-06/2013.

In addition to the application made on 23 May 2013, on 4 July 2013, the JV filed another application to set aside the Award under Section 37 of the Arbitration Act 2005 whereby Mr. Yusof Holmes was named as the 2nd Defendant (JV's Section 37 Application). The JV's Section 37 Application was registered as Kuala Lumpur High Court Originating Summons No. 24C(ARB)-3-07/2013. This application was made on the basis that there has been, inter alia, a breach of Mr. Holmes' statutory duty under Arbitration Act 2005 and that the Award is in conflict with the public policy in Malaysia. On 21 August 2013, Mr. Holmes filed a notice of application to stay the JV's Section 37 Application (Holmes' Stay Application) pending the final disposal or conclusion of the following criminal proceedings against Mr. Holmes:

1. Penang Sessions Court (1) Case No: 62(R)-141-6/2013; and
2. Kuala Lumpur Sessions Court Case No: 62R-005-07-2013

(The JV's Section 42 Application, W&F's Enforcement Application and JV's Section 37 Application collectively referred to as "the 3 Applications").

## Notes to the Financial Statements

31 July 2013

### 40. Material litigations (cont'd.)

#### i. (cont'd.)

On 6 September 2013, W&F filed an application under Order 15 rule 5(1) of the Rules of Court 2012 to have the JV's Section 37 Application heard separately against W&F and against Mr. Holmes (W&F's Order 15 Application). W&F's Order 15 Application was fixed for hearing on 30 September 2013.

During the case management of the 3 Applications on 1 August 2013, the Judge fixed Holmes' Stay Application for hearing on 30 September 2013 together with further case management of the 3 Applications. In the event the Court has to hear the 3 Applications after the disposal of Holmes' Stay Application, the hearing is tentatively fixed on 14 October 2013.

At the hearing of Holmes' Stay Application and W&F's Order 15 Application on 30 September 2013, the Judge directed that the JV's Section 42 Application be heard first and in the event this application is dismissed, the Court will hear the JV's Section 37 Application next. When dealing with the JV's Section 37 Application, the Court would first deal with the interlocutory applications therein i.e. Holmes' Stay Application and W&F's Order 15 Application. The hearing of the JV's Section 42 Application has been fixed on 7 November 2013.

In view of the foregoing, the hearing date initially fixed for the hearing of the 3 Applications on 14 October 2013 was vacated.

#### ii. Bahrain Asphalt Establishment B.S.C (Closed) ("BAE") had on 4 March 2010 served a Request For Arbitration against Gamuda Berhad ("Company") (as the 1st Respondent), WCT Berhad (as the 2nd Respondent) and Gamuda-WCT Joint Venture, Qatar ("the JV") (as the 3rd Respondent), to refer certain alleged disputes to arbitration in Qatar. The Company's and WCT Berhad's interests in the JV are in the proportions of 51% and 49% respectively.

BAE was appointed as the sub-contractor for the works known as the granular sub-base and flexible pavement works ("Sub-contract Works") for the JV's project known as "Dukhan Highway From Shahaniya to Zekreet" which involves the construction of a 43km new highway from Shahaniya to Zekreet in Qatar.

On 15 April 2013, a Final Award was issued by the Arbitral Tribunal, in the sum of QAR45,721,000 (RM38,129,000), plus costs of QAR17,105,000 (RM14,264,000) and USD412,000 (RM1,250,000), for which the 1st and 2nd Respondents are liable.

On 30 April 2013, the Respondents made an application to the International Chamber of Commerce ("ICC") pursuant to Article 29 or 35 of the ICC Rules 1998 or 2012 respectively, on the grounds of computational errors. On 28 May 2013, the BAE provided comments agreeing with the Respondents that some aspects of the Final Award contained computational errors.

Following the settlement discussions between the parties and a settlement payment of QAR40,000,000 (RM35,565,000) made by the Respondents, the Respondents agreed to a withdrawal of the application to the ICC pursuant to Article 29 or 35 of the ICC Rules 1998 or 2012 respectively, on 1 September 2013. The Group's 51% share of the arbitral award is RM18,138,000 and the amount has been recognised in profit or loss during the year.

## Notes to the Financial Statements

31 July 2013

## 41. Significant related party transactions

- a. In addition to transactions detailed elsewhere in the financial statements, the Group and the Company had the following transactions with related parties during the financial year:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Professional services rendered by Raja Eleena, Siew Ang & Associates firm in which a director, YTM Raja Dato' Seri Eleena binti Sultan Azlan Shah, has interest	610	1,202	-	-
Contract services rendered by GLC Architect, a company in which a person connected with a director, Y Bhg Dato' Goon Heng Wah, has interest	1,024	843	-	-
Sales of land to jointly controlled entities	(28,344)	-	-	-
Contract services rendered to an associated company, Syarikat Pengeluar Air Sungai Selangor Sdn Bhd	(100,634)	(101,126)	-	-
Contract services rendered to a jointly controlled entity, MMC-Gamuda JV 2T	(36,729)	(37,853)	-	-
Sale of land to a subsidiary	-	-	-	(30,000)
Rental received from subsidiaries	-	-	(3,605)	(1,347)
Interest receivable from subsidiaries	-	-	(46,444)	(25,032)

In prior year, the Company and its joint venture partner, MMC Corporation Berhad ("MMC") issued parent company guarantees to guarantee the due performance and obligations of MMC Gamuda KVMRT (T) Sdn Bhd ("Tunnel JV") in the underground works package of the Klang Valley Mass Rapid Transit Project. Tunnel JV is equally owned by MMC and the Company.

Work on this package has commenced. The parent company guarantees have not been called because Tunnel JV has performed and met its obligations in compliance with the terms of the contract.

The directors are of the opinion that the transactions above have been entered into in the normal course of business.

**Notes to the Financial Statements**

31 July 2013

**41. Significant related party transactions (cont'd.)****b. Compensation of key management personnel ("KMP"):**

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the entity either directly or indirectly.

The remuneration of key management personnel during the year was as follows:

Total KMPs' remuneration

	<b>Group</b>		<b>Company</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Total	12,168	8,311	7,681	5,785

For the details of Board of Directors' remuneration, please refer to Note 6.

**42. Significant events**

- i. On 14 December 2012, the Board of Directors of the Company has approved the renewal of the Company's Group Managing Director, Y Bhg Dato' Lin Yun Ling's contract of service for another 5 years from 1 July 2013 to 30 June 2018.
- ii. On 20 February 2013, the Company received an offer from Kumpulan Darul Ehsan Berhad ("KDEB"), an entity wholly-owned by the Selangor State Government, to purchase 100% equity in Syarikat Pengeluar Air Selangor Holdings Berhad ("Splash Holdings"). The Company has a 40% equity interest in Splash Holdings which is the holding company of Syarikat Pengeluar Air Sungai Selangor Sdn Bhd ("SPLASH"). SPLASH is the concession holder of Sungai Selangor Water Supply Scheme Phase 1 and 3. The offer was part of the Selangor State Government's effort to consolidate the various entities involved in the treatment, supply and distribution of water in the state of Selangor.

On 6 March 2013, the Company had written to KDEB to seek further discussions and negotiations and to obtain clarification on the indicative terms and conditions set out in KDEB's offer and for all parties involved to reach mutually agreeable terms and conditions. Subject to all matters being satisfactory concluded and agreed upon, the Company has informed KDEB that it is willing to pursue an agreement with KDEB.

The Company is still awaiting KDEB's clarification on the said indicative terms and conditions.

- iii. On 13 June 2013, the Company acquired leasehold lands in Mukim of Rawang, District of Gombak, Selangor Darul Ehsan of approximately 724 acres for a purchase consideration of RM620,000,000. The location of the land is adjacent to the Rawang South Interchange of the North-South Expressway where the Guthrie Corridor Expressway and LATAR Highway are connected on.

The land will be developed into a comprehensive integrated township comprising residential and commercial properties.



## Notes to the Financial Statements

31 July 2013

## 43. Fair value of financial instruments

**Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value**

		Group		Company	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
	Note	RM'000	RM'000	RM'000	RM'000
At 31 July 2013					
Financial assets:					
Unquoted investment in subsidiaries	18	-	-	2,657,027	*
Unquoted interests in associated companies	19	1,409,006	*	642,425	*
Quoted investment in an associated company	19	394,195	1,021,252	59,624	1,021,252
Unquoted interests in jointly controlled entities	20	-	-	254,476	*
Other investments:	21				
- Unquoted		50	*	50	*
- Investment in transferable club memberships		683	1,000	683	1,000
Retention sums receivable after one year	23(b)	108,166	92,035	-	-
Amount due from an associated company	23(b)	150,700	150,700	-	-
Financial liabilities:					
Retention sums payable after one year	32(a)	334,634	331,575	-	-
Murabahah medium term notes	34	769,965	765,255	720,000	721,070
Term loan	34	947,300	914,042	448,614	447,631

## Notes to the Financial Statements

31 July 2013

## 43. Fair value of financial instruments (cont'd.)

**Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value (cont'd.)**

		Group		Company	
		Carrying Amount RM'000	Fair Value RM'000	Carrying Amount RM'000	Fair Value RM'000
	Note				
At 31 July 2012					
Financial assets:					
Unquoted investments in subsidiaries	18	-	-	2,250,556	*
Unquoted interests in associated companies	19	1,291,013	*	642,425	*
Quoted investment in an associated company	19	369,324	966,241	59,624	966,241
Unquoted interests in jointly controlled entities	20	-	-	254,476	*
Other investments:	21				
- Unquoted		50	*	50	*
- Investment in transferable club memberships		683	1,000	683	1,000
Retention sums receivable after one year	23(b)	51,201	49,665	-	-
Amount due from an associated company	23(b)	107,462	107,539	-	-
Financial liabilities:					
Retention sums payable after one year	32(a)	101,254	88,589	-	-
Murabahah medium term notes	34	394,771	406,091	320,000	331,320
Term loan	34	642,107	609,989	181,505	155,497

\* It is not practical to estimate the fair value of the Group's and the Company's non-current unquoted investments because of the lack of quoted market price and without incurring excessive costs.

## Notes to the Financial Statements

31 July 2013

## 43. Fair value of financial instruments (cont'd.)

The following methods and assumptions are used to estimate fair values of the following classes of financial instruments:

- i. Quoted investment in an associated company and short term investments

Fair value is determined directly by reference to their published market bid price at the reporting date.

- ii. Non-current receivables and non-current borrowings

The fair value of these financial instruments are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending or borrowing arrangements as the reporting date.

- iii. Receivables, cash and bank balances and current payables

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date.

- iv. Current borrowings

The carrying amounts of the current portion of loans and borrowings are reasonable approximations of fair values due to the insignificant impact of discounting.

The fair value measurement hierarchies used to measure financial assets and financial liabilities carried at fair value in the statement of financial position as at 31 July 2013 are as follows:

- a. Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- b. Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices).
- c. Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**Level 1**  
**RM'000**

**At 31 July 2013****Group****Assets**

Financial assets at fair value through profit or loss:

Investment securities (Note 24)

514,922

**Company****Assets**

Financial assets at fair value through profit or loss:

Investment securities (Note 24)

113,146

There were no material transfers between Level 1, Level 2 and Level 3 during the current financial year.

The Group and the Company do not have any financial instruments classified as Level 2 and Level 3 as at 31 July 2013.

## Notes to the Financial Statements

31 July 2013

### 44. Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk, market risk and foreign currency risk.

The Group operates within clearly defined guidelines that are approved by the Board.

The following sections provide details regarding the Group's and the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

#### a. Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including investment securities, cash and bank balances and derivatives), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

#### Exposure to credit risk

At the reporting date, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

Information regarding credit enhancements for trade and other receivables is disclosed in Note 23.

## Notes to the Financial Statements

31 July 2013

## 44. Financial risk management objectives and policies (cont'd.)

## a. Credit risk (cont'd.)

## Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the reporting date are as follows:

	Group			
	2013		2012	
	RM'000	% of total	RM'000	% of total
<b>By country:</b>				
Malaysia	841,732	93%	717,943	88%
Middle East	7,789	1%	53,637	6%
Vietnam	18,557	2%	7,953	1%
India	37,688	4%	40,546	5%
	905,766	100%	820,079	100%

## By industry sectors:

Engineering and construction	635,900	70%	586,780	72%
Property development and club operations	177,027	20%	133,121	16%
Water and expressway concessions	92,839	10%	100,178	12%
	905,766	100%	820,079	100%

For the purpose of the above analysis, the following are included:

	Group	
	2013 RM'000	2012 RM'000
Trade receivables	755,145	671,128
Amount due from associated companies - trade	130,435	142,761
Amount due from joint venture partners - trade	20,186	6,190
	905,766	820,079

## Notes to the Financial Statements

31 July 2013

## 44. Financial risk management objectives and policies (cont'd.)

## a. Credit risk (cont'd.)

Financial assets that are neither past due nor impaired

Information regarding trade and other receivables that are neither past due nor impaired is disclosed in Note 23. Deposits with banks and other financial institutions and investment securities that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 23.

## b. Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by bank borrowings.

At the reporting date, approximately 30% (2012: 61%) of the Group's loans and borrowings (Note 35) will mature in less than one year based on the carrying amount reflected in the financial statements. 26% (2012: 67%) of the Company's loans and borrowings will mature in less than one year at the reporting date.

**Analysis of financial instruments by remaining contractual maturities**

The table below summarises the maturity profile of the Group's and the Company's liabilities at the reporting date based on contractual undiscounted repayment obligations.

	2013			
	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000	Total RM'000
<b>Group</b>				
<b>Financial liabilities:</b>				
Trade and other payables	1,365,902	192,674	-	1,558,576
Loans and borrowings				
- Principal	727,179	1,589,069	105,783	2,422,031
- Interest	87,987	180,608	26,050	294,645
Derivatives - settled net	2,645	1,755	-	4,400
Total undiscounted financial liabilities	2,183,713	1,964,106	131,833	4,279,652

## Notes to the Financial Statements

31 July 2013

## 44. Financial risk management objectives and policies (cont'd.)

## b. Liquidity risk (cont'd.)

	2012			
	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000	Total RM'000
<b>Group</b>				
<b>Financial liabilities:</b>				
Trade and other payables	1,248,814	132,462	53,358	1,434,634
Loans and borrowings				
- Principal	1,327,040	736,899	118,703	2,182,642
- Interest	93,486	96,689	43,037	233,212
Derivatives - settled net	2,567	4,281	-	6,848
Total undiscounted financial liabilities	2,671,907	970,331	215,098	3,857,336
	2013			
	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000	Total RM'000
<b>Company</b>				
<b>Financial liabilities:</b>				
Trade and other payables	51,466	-	-	51,466
Amount due to subsidiaries	207,268	-	-	207,268
Loans and borrowings				
- Principal	401,122	1,146,103	-	1,547,225
- Interest	47,724	90,450	-	138,174
Derivatives-settled net	2,645	1,755	-	4,400
Total undiscounted financial liabilities	710,225	1,238,308	-	1,948,553

## Notes to the Financial Statements

31 July 2013

## 44. Financial risk management objectives and policies (cont'd.)

## b. Liquidity risk (cont'd.)

	2012			
	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000	Total RM'000
Company				
Financial liabilities:				
Trade and other payables	56,200	-	-	56,200
Amount due to subsidiaries	168,304	-	-	168,304
Loans and borrowings				
- Principal	1,008,237	501,505	-	1,509,742
- Interest	42,010	30,266	-	72,276
Derivatives-settled net	2,567	4,281	-	6,848
Total undiscounted financial liabilities	1,277,318	536,052	-	1,813,370

**Hedging activities**

The Group and the Company entered into interest rate swaps to hedge the cash flow risk in relation to the floating interest rate on certain USD denominated borrowings. The interest rate swaps with contract value of USD45,000,000, equivalent to RM145,584,000 (2012: USD45,000,000, equivalent to RM143,222,000) are settled every quarterly.

The following table indicates the periods in which the cash flows are expected to occur for cash flow hedges:

	Contractual cash flows RM'000	Within 1 year RM'000	1 - 3 years RM'000
Net cash outflows	4,400	2,645	1,755

The Group's hedging activities on the interest rate swaps are tested to be effective and during the year a net gain of RM2,448,000 (2012: loss of RM1,471,000) was recognised in equity.



## Notes to the Financial Statements

31 July 2013

## 44. Financial risk management objectives and policies (cont'd.)

**c. Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's and the Company's exposure to interest rate risk arises primarily from their loans and borrowings.

The Group's policy is to manage interest cost using a mix of fixed and floating rate debts. To manage this mix in a cost-efficient manner, the Group enters into interest rate swaps. At the reporting date, after taking into account the effect of an interest rate swap, approximately 50% (2012: 63%) of the Group's borrowings are at fixed rates of interest.

Sensitivity analysis for interest rate risk

At the reporting date, if interest rates had been 25 basis points lower/higher, with all other variables held constant, the Group's profit net of tax would have been RM3,621,000 (2012: RM3,623,000) higher/lower, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

**d. Market price risk**

Market price risk is the risk that the fair value or the future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

The Group is exposed to market price risk arising from its investment in management fund. These instruments are classified as held for trading financial assets. The Group does not have exposure to commodity price risk.

As at reporting date, the Group does not have significant market price exposure.

**e. Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Transactions in foreign operation are mainly denominated in the functional currency of the country it operates, and other foreign currency transactions are kept to an acceptable level. The Group's revenue that are denominated in foreign currencies are as disclosed in Note 46.

## Notes to the Financial Statements

31 July 2013

## 44. Financial risk management objectives and policies (cont'd.)

## e. Foreign currency risk (cont'd.)

Included in the following statements of financial position captions of the Group and of the Company as at the reporting date are balances denominated in the following major foreign currencies:

Group	Vietnam Dong RM'000	Indian Rupee RM'000	New Taiwan Dollar RM'000	United States Dollar RM'000	Qatari Riyal RM'000	Bahraini Dinar RM'000	Total RM'000
<b>At 31 July 2013:</b>							
Cash, deposits and bank balances	31,796	4,344	682	2	10,078	135	47,037
Receivables	9,838	40,105	87	595	93,153	54,237	198,015
Payables	333,053	2,041	6,587	707	77,807	15,132	435,327
Borrowings	274,026	-	-	863,779	-	-	1,137,805
<b>At 31 July 2012:</b>							
Cash, deposits and bank balances	67,726	4,976	790	3	10,631	714	84,840
Receivables	648,308	43,069	4,198	43,541	184,927	27,540	951,583
Payables	356,884	2,328	881	22	135,721	6,102	501,938
Borrowings	228,933	-	-	709,742	-	-	938,675
<b>Company</b>							
<b>At 31 July 2013:</b>							
Cash, deposits and bank balances	-	-	484	-	198	135	817
Receivables	-	-	87	-	9	54,237	54,333
Payables	-	-	6,389	-	814	15,132	22,335
Borrowings	-	-	-	863,799	-	-	863,799
<b>At 31 July 2012:</b>							
Cash, deposits and bank balances	-	-	598	-	3,890	714	5,202
Receivables	-	-	85	-	24	27,540	27,649
Payables	-	-	81	-	647	6,102	6,830
Borrowings	-	-	-	709,742	-	-	709,742

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including India, Qatar, Bahrain and Vietnam. The Group maintains a natural hedge, whenever possible, by borrowing in the currency of the country in which the business is located.

## Notes to the Financial Statements

31 July 2013

## 44. Financial risk management objectives and policies (cont'd.)

## e. Foreign currency risk (cont'd.)

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit net of tax to a reasonably possible change in the VND, USD, BHD, NTD, QR and INR exchange rates against the respective functional currencies of the Group entities, with all other variables held constant.

			Profit for the year			
			Group		Company	
			2013	2012	2013	2012
			RM'000	RM'000	RM'000	RM'000
VND/RM	strengthened 5%	(2012: 5%)	23,586	43,276	-	-
	weakened 5%	(2012: 5%)	(23,586)	(43,276)	-	-
USD/RM	strengthened 5%	(2012: 5%)	(43,195)	(33,311)	(43,190)	(35,487)
	weakened 5%	(2012: 5%)	43,195	33,311	43,190	35,487
BHD/RM	strengthened 5%	(2012: 5%)	1,962	1,108	1,962	1,108
	weakened 5%	(2012: 5%)	(1,962)	(1,108)	(1,962)	(1,108)
NTD/RM	strengthened 5%	(2012: 5%)	(291)	205	(291)	30
	weakened 5%	(2012: 5%)	291	(205)	291	(30)
QR/RM	strengthened 5%	(2012: 5%)	1,271	2,992	(30)	163
	weakened 5%	(2012: 5%)	(1,271)	(2,992)	30	(163)
INR/RM	strengthened 5%	(2012: 5%)	2,120	2,286	-	-
	weakened 5%	(2012: 5%)	(2,120)	(2,286)	-	-

## 45. Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The capital management approaches remain unchanged for the current and previous years.

The Group monitors and maintains a prudent level of net gearing ratio, which is net debt divided by total capital, to optimise shareholders value and to ensure compliance under debt covenants.

The Group includes within net debt, loans and borrowings less cash and bank balances and investment securities. Capital includes equity attributable to the owners of the Company and non controlling interests.

## Notes to the Financial Statements

31 July 2013

## 45. Capital management (cont'd.)

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Loans and borrowings	2,458,700	2,182,341	1,583,799	1,509,742
Less: Cash and bank balances	(1,230,210)	(1,337,355)	(125,587)	(128,442)
Investment securities	(514,922)	(279,104)	(113,146)	(1,474)
Net debt	713,568	565,882	1,345,066	1,379,826
Equity attributable to the owners of the Company	4,880,761	4,048,032	3,144,789	2,697,810
Non-controlling interests	226,087	220,839	-	-
Total capital	5,106,848	4,268,871	3,144,789	2,697,810
Net gearing ratio	14%	13%	43%	51%

## 46. Segment information

The Group reporting is organised and managed in three major business units. The segments are organised and managed to the nature of products and services, specific expertise and technologies requirements, which requires different business and marketing strategies. The reportable segments are summarised as follows:

- i. Engineering and construction - the construction of highways and bridges, airfield facilities, railway, tunnel, water treatment plants, dams, general and trading services related to construction activities;
- ii. Property development and club operations - the development of residential and commercial properties and club operations; and
- iii. Water and expressway concessions - the management of water supply and the management and tolling of highway operations.

The Group's chief operating decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which, in certain respects as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

## Notes to the Financial Statements

31 July 2013

## 46. Segment information (cont'd.)

2013	Engineering and construction RM'000	Property development and club operations RM'000	Water and expressway concessions RM'000	Eliminations RM'000	Note	Consolidated RM'000
Revenue						
External sales	2,749,325	1,015,335	118,460	-		3,883,120
Inter-segment sales	10,824	-	-	(10,824)	A	-
Total revenue	2,760,149	1,015,335	118,460	(10,824)		3,883,120
Result						
Profit from operations	170,668	280,892	60,627	-		512,187
Finance costs	(7,964)	(24,924)	(27,880)	-		(60,768)
Share of results of associated companies	-	2,515	238,691	-		241,206
Profit before taxation	162,704	258,483	271,438	-		692,625
Taxation						(142,566)
Profit for the year						550,059
<b>Assets and liabilities</b>						
Segment assets excluding interest in associated companies	2,888,440	4,514,887	602,637	-		8,005,964
Interests in associated companies	-	59,772	1,743,429	-		1,803,201
						9,809,165
Segment liabilities	3,464,155	1,047,218	190,944	-		4,702,317
<b>Other information</b>						
Depreciation and amortisation	13,990	6,537	5,960	-		26,487
Addition to non-current assets	42,009	81,375	945	-	B	124,329
Non-cash items other than depreciation and amortisation	12,282	34,474	89	-	C	46,845

## Notes to the Financial Statements

31 July 2013

## 46. Segment information (cont'd.)

2012	Engineering and construction RM'000	Property development and club operations RM'000	Water and expressway concessions RM'000	Eliminations RM'000	Note	Consolidated RM'000
Revenue						
External sales	1,898,163	1,066,933	121,907	-		3,087,003
Inter-segment sales	7,837	-	-	(7,837)	A	-
Total revenue	1,906,000	1,066,933	121,907	(7,837)		3,087,003
Result						
Profit from operations	236,377	294,064	56,055	(2,027)		584,469
Finance costs	(14,384)	(20,583)	(29,450)	2,027		(62,390)
Share of results of associated companies	-	12,683	193,448	-		206,131
Profit before taxation	221,993	286,164	220,053	-		728,210
Taxation						(162,219)
Profit for the year						565,991
<b>Assets and liabilities</b>						
Segment assets excluding interest in associated companies	2,391,346	3,896,567	550,678	-		6,838,591
Interests in associated companies	-	79,757	1,580,580	-		1,660,337
						8,498,928
Segment liabilities	2,924,925	1,082,900	222,232	-		4,230,057
<b>Other information</b>						
Depreciation and amortisation	11,860	3,950	7,893	-		23,703
Additions to non-current assets	100,698	40,204	579	-	B	141,481
Non-cash items other than depreciation and amortisation	10,880	(1,015)	66	-	C	9,931

## Notes to the Financial Statements

31 July 2013

## 46. Segment information (cont'd.)

Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements

A Inter-segment revenues are eliminated on consolidation.

B Additions to non-current assets consist of:

	Note	2013 RM'000	2012 RM'000
Property, plant and equipment	12	53,868	82,952
Investment properties	14	19,605	22,165
Land held for property development	13(a)	50,856	36,364
		<u>124,329</u>	<u>141,481</u>

C Other material non-cash expenses consist of the following items as presented in the respective notes to the financial statements:

	Note	2013 RM'000	2012 RM'000
Property, plant and equipment written off	7	283	1,404
Reversal of impairment loss on land	7	-	(20,896)
Unrealised loss/(gain) on foreign exchange		10,531	(2,174)
Provisions		36,031	31,597
		<u>46,845</u>	<u>9,931</u>

## Notes to the Financial Statements

31 July 2013

## 46. Segment information (cont'd.)

## Geographical information

	Revenues		Non-current assets	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Malaysia	3,738,290	2,809,625	1,232,853	1,250,272
Outside Malaysia				
Qatar	103,327	38,776	41,077	42,229
Bahrain	-	3,153	-	-
Vietnam	41,503	235,449	870,148	194,853
	144,830	277,378	911,225	237,082
Consolidated	3,883,120	3,087,003	2,144,078	1,487,354

Included in Group's total revenue is the revenue from the following parties.

	2013	2012
	RM'000	RM'000
Government of Malaysia	833,861	1,074,000
Government of State of Qatar	103,327	38,776
Mass Rapid Transit Corporation	1,571,396	331,535

Non-current assets information presented above consist of the following items as presented in the consolidated statement of financial position:

	2013	2012
	RM'000	RM'000
Property, plant and equipment	395,050	375,388
Land held for property development	1,101,703	580,854
Investment properties	66,822	47,838
Prepaid land lease payments	4,020	4,447
Motorway development expenditure	316,440	318,807
Receivables	260,044	160,020
	2,144,079	1,487,354



## Notes to the Financial Statements

31 July 2013

## 47. Supplementary information – breakdown of retained profits into realised and unrealised

The breakdown of the retained profits of the Group and of the Company as at 31 July 2013 and 31 July 2012 into realised and unrealised profits is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2010 and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Total retained profits of the Company and its subsidiaries				
Realised	1,336,760	1,355,893	311,503	439,536
Unrealised	(38,521)	(107,194)	6,106	(30,970)
	1,298,239	1,248,699	317,609	408,566
Total share of accumulated profits from jointly controlled entities				
Realised	221,591	69,433	-	-
Unrealised	12,338	(12,086)	-	-
	233,929	57,347	-	-
Total share of retained profits from associated companies				
Realised	1,306,995	1,067,987	-	-
Unrealised	(377,129)	(324,548)	-	-
	929,866	743,439	-	-
Add: Consolidation adjustments	(424,713)	(291,655)	-	-
Retained profits as per financial statements	2,037,321	1,757,830	317,609	408,566

# Statement of Directors' Interests

As at 3 October 2013

(As shown in the Register of Directors' Shareholdings)

Other than disclosed below, there is no other Director of the Company who has interest in the shares, warrants and options over shares in the Company and its related corporations.

## Shares Held in the Company

Name of Director	Direct	%	Deemed	%
Dato' Lin Yun Ling	67,632,636	2.97	-	-
Dato' Ir Ha Tiing Tai	18,015,876	0.79	14,200 <sup>*1</sup>	<sup>*3</sup>
Tan Sri Dato' Mohd Ramli bin Kushairi	42,600	<sup>*3</sup>	-	-
Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain	120,000	0.01	-	-
Raja Dato' Seri Eleena binti Sultan Azlan Shah	200,000	0.01	125,200,000 <sup>*2</sup>	5.49
Dato' Seri Ir Kamarul Zaman bin Mohd Ali	171,000	0.01	2,387,630 <sup>*1</sup>	0.10
Dato' Haji Azmi bin Mat Nor	480,000	0.02	-	-
Dato' Goon Heng Wah	13,980,000	0.61	5,104,032 <sup>*1</sup>	0.22
Dato' Ng Kee Leen	14,396,398	0.63	197,572 <sup>*1</sup>	0.01
Saw Wah Theng	557,400	0.02	-	-
Chow Chee Wah (Alternate to Dato' Lin Yun Ling)	500,000	0.02	-	-
Adrian Brian Lam (Alternate to Dato' Ir Ha Tiing Tai)	81,100	<sup>*3</sup>	-	-
Chan Kong Wah (Alternate to Dato' Goon Heng Wah)	560,000	0.02	-	-
Soo Kok Wong (Alternate to Saw Wah Theng)	70,000	<sup>*3</sup>	-	-

## Warrants 2010/2015 Held in the Company

Name of Director	Direct	%	Deemed	%
Dato' Lin Yun Ling	4,403,100	4.70	-	-
Dato' Ir Ha Tiing Tai	2,278,400	2.43	1,800 <sup>*1</sup>	<sup>*3</sup>
Raja Dato' Seri Eleena binti Sultan Azlan Shah	25,000	0.03	1,400,000 <sup>*2</sup>	1.50
Dato' Haji Azmi bin Mat Nor	36,600	0.04	-	-
Dato' Goon Heng Wah	1,648,300	1.76	651,400 <sup>*1</sup>	0.70
Dato' Ng Kee Leen	45,000	0.05	-	-
Saw Wah Theng	47,375	0.05	-	-
Chow Chee Wah (Alternate to Dato' Lin Yun Ling)	20,200	0.02	-	-
Chan Kong Wah (Alternate to Dato' Goon Heng Wah)	480,000	0.51	-	-
Soo Kok Wong (Alternate to Saw Wah Theng)	224,800	0.24	-	-

### Notes:

<sup>\*1</sup> Through spouse

<sup>\*2</sup> Through Generasi Setia (M) Sdn Bhd

<sup>\*3</sup> Less than 0.01%

**Statement of Directors' Interests**

As at 3 October 2013

## Share Options Held in the Company

Share Options held under the Gamuda Berhad Employees' Share Option Scheme

<b>Name of Director</b>	<b>Number of Share Options Held</b>
Dato' Lin Yun Ling	1,500,000
Dato' Ir Ha Tiing Tai	1,260,000
Dato' Seri Ir Kamarul Zaman bin Mohd Ali	594,000
Saw Wah Theng	200,000
Chow Chee Wah (Alternate to Dato' Lin Yun Ling)	185,000
Adrian Brian Lam (Alternate to Dato' Ir Ha Tiing Tai)	519,000
Soo Kok Wong (Alternate to Saw Wah Theng)	21,000

# Shareholders' & Warrantholders' Information

As at 3 October 2013

## Ordinary Shares

Authorised	:	RM3,000,000,000
Issued and fully paid	:	RM2,279,934,553
Type of shares	:	Ordinary shares of RM1.00 each
Voting rights	:	1 vote per shareholder on a show of hands 1 vote per share on a poll
No. of shareholders	:	14,162

## Distribution Of Shareholdings

Size of shareholdings	Number of shareholders	%	Number of shares held	%
Less than 100	356	2.51	5,355	0.00
100 – 1,000	3,207	22.65	2,798,784	0.12
1,001 – 10,000	7,735	54.62	31,746,498	1.39
10,001 – 100,000	1,963	13.86	62,261,560	2.73
100,001 – 113,996,726	899	6.35	1,895,963,656	83.16
113,996,727* and above	2	0.01	287,158,700	12.60
<b>Total</b>	<b>14,162</b>	<b>100.00</b>	<b>2,279,934,553</b>	<b>100.00</b>

**Note:**

\* Denotes 5% of the issued capital

## Substantial Shareholders

(As shown in the Register of Substantial Shareholders)

Name of substantial shareholder	← Number of shares held →		%
	Direct	Deemed	
Amanahraya Trustees Berhad – Skim Amanah Saham Bumiputera	174,158,700	-	7.64
Employees Provident Fund Board	128,583,100	-	5.64
Raja Dato' Seri Eleena binti Sultan Azlan Shah	200,000	125,200,000*	5.50
Generasi Setia (M) Sdn Bhd	125,200,000	-	5.49

**Note:**

\* Through Generasi Setia (M) Sdn Bhd

Shareholders' &  
Warrantholders' Information

As at 3 October 2013

## Top 30 Shareholders

(Without aggregating the securities from different securities accounts belonging to the same Depositor)

No.	Name	Number of shares held	%
1	Amanahraya Trustees Berhad - Skim Amanah Saham Bumiputera	170,658,700	7.49
2	Generasi Setia (M) Sdn Bhd	116,500,000	5.11
3	Kumpulan Wang Persaraan (Diperbadankan)	90,914,200	3.99
4	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board	85,200,700	3.74
5	Dato' Lin Yun Ling	67,632,636	2.97
6	Cartaban Nominees (Asing) Sdn Bhd - Exempt An for State Street Bank & Trust Company	60,315,710	2.65
7	DB (Malaysia) Nominee (Asing) Sdn Bhd - State Street Australia Fund ATB1 for Platinum Asia Fund	54,380,701	2.39
8	Amanahraya Trustees Berhad - Amanah Saham Wawasan 2020	53,757,170	2.36
9	HSBC Nominees (Asing) Sdn Bhd - BBH and Co Boston for Vanguard Emerging Markets Stock Index Fund	40,955,016	1.80
10	Cartaban Nominees (Tempatan) Sdn Bhd - Exempt An for Eastspring Investments Berhad	34,982,963	1.53
11	AMSEC Nominees (Tempatan) Sdn Bhd - AmTrustee Berhad for CIMB Islamic Dali Equity Growth Fund	32,731,400	1.44
12	HSBC Nominees (Asing) Sdn Bhd - TNTC for Saudi Arabian Monetary Agency	26,647,300	1.17
13	Malaysia Nominees (Tempatan) Sendirian Berhad - Great Eastern Life Assurance (Malaysia) Berhad	26,454,900	1.16
14	Amanahraya Trustees Berhad - Amanah Saham Didik	24,641,200	1.08
15	Cartaban Nominees (Asing) Sdn Bhd - GIC Private Limited for Government of Singapore (C)	24,432,100	1.07

**Shareholders' &  
Warrantholders' Information**

As at 3 October 2013

**Top 30 Shareholders (cont'd.)**

(Without aggregating the securities from different securities accounts belonging to the same Depositor)

No.	Name	Number of shares held	%
16	Citigroup Nominees (Tempatan) Sdn Bhd - Exempt An for AIA Bhd	22,830,808	1.00
17	Citigroup Nominees (Asing) Sdn Bhd - CBNY for United Nations Joint Staff Pension Fund	21,230,000	0.93
18	Amanahraya Trustees Berhad - Public Islamic Dividend Fund	20,710,100	0.91
19	HSBC Nominees (Asing) Sdn Bhd - Exempt An for JPMorgan Chase Bank, National Association (BVI)	20,106,900	0.88
20	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (Nomura)	19,250,000	0.84
21	HSBC Nominees (Asing) Sdn Bhd - Exempt An for J.P. Morgan Bank Luxembourg S.A.	19,045,800	0.84
22	HSBC Nominees (Asing) Sdn Bhd - Exempt An for JPMorgan Chase Bank, National Association (Norges BK)	18,249,700	0.80
23	HSBC Nominees (Asing) Sdn Bhd - Exempt An for JPMorgan Chase Bank, National Association (U.A.E.)	17,719,092	0.78
24	Amanahraya Trustees Berhad - Amanah Saham Malaysia	17,641,500	0.77
25	HSBC Nominees (Asing) Sdn Bhd - Exempt An for The Bank of New York Mellon	17,553,338	0.77
26	Maybank Nominees (Tempatan) Sdn Bhd - Maybank Trustees Berhad for Public Ittikal Fund	17,000,000	0.75
27	HSBC Nominees (Asing) Sdn Bhd - Exempt An for JPMorgan Chase Bank, National Association (U.S.A.)	16,817,600	0.74
28	Pertubuhan Keselamatan Sosial	14,995,300	0.66
29	Amanahraya Trustees Berhad - Public Islamic Select Enterprises Fund	14,252,600	0.63
30	Dato' Ng Kee Leen	14,036,398	0.62
<b>Total</b>		<b>1,181,643,832</b>	<b>51.87</b>

Shareholders' &  
Warrantheolders' Information

As at 3 October 2013

## Warrants 2010/2015

Type of securities	:	Warrants	
No. of warrants unexercised	:	93,604,568	
Exercise period	:	26/05/2010 – 25/05/2015	
Exercise price	:	RM2.66 each warrant	
Exercise rights	:	Each warrant entitles the holder to subscribe for one (1) new ordinary share of RM1.00 in the Company at any time during the exercise period	
Voting rights	:	1 vote per warrant holder on a show of hands	in the meeting of warrantheolders
		1 vote per warrant on a poll	
No. of warrantheolders	:	4,591	

## Distribution Of Warrantheoldings

Size of warrantheoldings	Number of warrantheolders	%	Number of warrants held	%
Less than 100	155	3.38	3,690	0.00
100 – 1,000	2,193	47.77	969,699	1.03
1,001 – 10,000	1,566	34.11	6,763,722	7.23
10,001 – 100,000	556	12.11	17,958,779	19.19
100,001 – 4,680,227	119	2.59	52,250,988	55.82
4,680,228* and above	2	0.04	15,657,690	16.73
<b>Total</b>	<b>4,591</b>	<b>100.00</b>	<b>93,604,568</b>	<b>100.00</b>

## Note:

\* Denotes 5% of the total unexercised warrants

**Shareholders' &  
Warrantholders' Information**

As at 3 October 2013

**Top 30 Warrants 2010/2015 Holders**

(Without aggregating the securities from different securities accounts belonging to the same Depositor)

No.	Name	Number of warrants held	%
1	Lee Muk Siong	10,444,290	11.16
2	Heng Teng Kuang	5,213,400	5.57
3	Dato' Lin Yun Ling	4,403,100	4.70
4	TA Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Heng Teng Kuang	2,877,100	3.07
5	Public Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Chia Siya Heng	1,899,800	2.03
6	DB (Malaysia) Nominee (Tempatan) Sendirian Berhad - Exempt An for Kumpulan Sentiasa Cemerlang Sdn Bhd	1,862,000	1.99
7	Su Ming Keat	1,656,000	1.77
8	Dato' Ir Ha Tiing Tai	1,653,400	1.77
9	Dato' Goon Heng Wah	1,648,300	1.76
10	Cartaban Nominees (Asing) Sdn Bhd - GIC Private Limited for Government of Singapore (C)	1,639,748	1.75
11	Generasi Setia (M) Sdn Bhd	1,400,000	1.50
12	RHB Capital Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Fong Loong Tuck	1,190,000	1.27
13	CIMSEC Nominees (Tempatan) Sdn Bhd - CIMB Bank for Low Keng Kok	1,041,000	1.11
14	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (Alliance Inv)	1,000,000	1.07
15	Lee Foong Ngoh	932,000	1.00



Shareholders' &  
Warrantheolders' Information

As at 3 October 2013

## Top 30 Warrants 2010/2015 Holders (cont'd.)

(Without aggregating the securities from different securities accounts belonging to the same Depositor)

No.	Name	Number of warrants held	%
16	HDM Nominees (Tempatan) Sdn Bhd - UOB Kay Hian Pte Ltd for Ooi Sang Kuang	800,000	0.85
17	HSBC Nominees (Asing) Sdn Bhd - Exempt An for Credit Suisse	800,000	0.85
18	Shang Yong @ Chung Koon Yee	687,700	0.73
19	DB (Malaysia) Nominee (Asing) Sdn Bhd - State Street Australia Fund UBLV for United Asian Growth Opportunities Fund	680,000	0.73
20	Lim Chin Ann	651,400	0.70
21	CIMSEC Nominees (Tempatan) Sdn Bhd - CIMB Bank for Koh Cheng Keong	650,000	0.69
22	CIMSEC Nominees (Tempatan) Sdn Bhd - CIMB for Dato' Ir Ha Tiing Tai	625,000	0.67
23	RHB Capital Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Low Wen Yun	611,100	0.65
24	Chan Yong Foo @ Chan Kuan Nam	600,000	0.64
25	Cartaban Nominees (Asing) Sdn Bhd - GIC Private Limited for Monetary Authority of Singapore	578,761	0.62
26	Gan Yen Ling	561,000	0.60
27	Lin Jo-Yi	557,600	0.60
28	HSBC Nominees (Tempatan) Sdn Bhd - HSBC (M) Trustee Bhd for BIMB I Dividend Fund	549,900	0.59
29	Cheah Poh Keng	526,700	0.56
30	Chan Yong Foo @ Chan Kuan Nam	500,000	0.53
<b>Total</b>		<b>48,239,299</b>	<b>51.53</b>

# List of Major Properties

Held as at 31 July 2013

No.	Location	Description	Land Area	Tenure	Date of valuation/ acquisition	Year of expiry	Approximate age of building (Years)	NBV (RM)
1	Block D, PJ Trade Centre No.8, Jalan PJU 8/8A, Bandar Damansara Perdana 47820 Petaling Jaya Selangor Darul Ehsan	20 storey office tower	2,048 sq m	Leasehold	2011	2104	4	147,897,419
2	No. 30, Jalan SS2/44 47300 Petaling Jaya Selangor	Bungalow/ staff quarters	501 sq m	Freehold	1991	-	27	307,600
3	No. 36/38, Jalan SS21/62 47400 Petaling Jaya Selangor	2 blocks, 4 storey shoplot/office	286 sq m	Freehold	1991	-	19	954,001
4	No. 39, Jalan SS22/23 47400 Petaling Jaya Selangor	4 storey shoplot/office	153 sq m	Freehold	2007	-	19	573,280
5	No. 55-61, Jalan SS22/23 47400 Petaling Jaya Selangor	4 blocks, 4 storey shoplot/office	612 sq m	Freehold	1992	-	22	4,946,429
6	No. 53, Jalan SS22/23 47400 Petaling Jaya Selangor	4 storey shoplot/office	153 sq m	Freehold	2006	-	24	1,303,262
7	No. 54-58, Jalan SS22/25 47400 Petaling Jaya Selangor	3 blocks, 4 storey shoplot/office	460 sq m	Freehold	2006	-	21	4,505,139
8	HS (D) 54871, PT No. 56274 Mukim & Mukim & District of Kelang Selangor	Industrial estate/ workshop	16,898 sq m	Freehold	1995	-	-	7,381,105
9	Lot 195821, 195822, 195823, 195824, 195825, 195826, 195827, 46482 57417 all in the Mukim Kampar District of Kinta 31350 Ipoh, Perak	Granite hill, limestone hill and industrial land/quarry	469,493 sq m	Leasehold	1991	2022	-	4,028,102
10	PT 183485 Meru Industrial Estate Jelapang, 30020 Ipoh Perak	Industrial estate/store	12,144 sq m	Leasehold	1991	2050	17	570,826
11	PT 51683, Jalan Jelapang 30020 Ipoh, Perak	Industrial estate/ workshop	4,353 sq m	Leasehold	1991	2043	23	356,720
12	No. 152, Jalan Gopeng 31350 Ipoh, Perak	3 storey shoplot/office	164 sq m	Leasehold	1991	2078	27	155,169
13	No. 158, Jalan Gopeng 31350 Ipoh, Perak	3 storey shoplot/office	163 sq m	Leasehold	1991	2078	27	155,009

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 37<sup>th</sup> 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, 5 December 2013 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 2013 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM470,000 for the year ended 31 July 2013 (2012: RM391,935). **(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' Lin Yun Ling **(Resolution 2)**
  - b. Y Bhg Dato' Ir Ha Tiing Tai **(Resolution 3)**
  - c. Y T M Raja Dato' Seri Eleena binti Sultan Azlan Shah **(Resolution 4)**
4. To re-appoint Messrs Ernst & Young, the retiring Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
5. 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 6)**

#### 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

## Notice of Annual General Meeting

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 7)**

### **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 8)**

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

**Notice of Annual General Meeting****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 37<sup>th</sup> AGM, the Company shall obtain a General Meeting Record of Depositors as at 29 November 2013 from Bursa Malaysia Depository Sdn Bhd in accordance with Article 67 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991. 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  
8 November 2013

**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 appointment 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 appointment 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 appointment 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 PJU 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.

## Notice of Annual General Meeting

### 2. Explanatory Notes on Special Business

#### a. Resolution 6

The proposed Resolution 6 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 36<sup>th</sup> AGM held on 6 December 2012.

#### b. Resolution 7

Please refer to the Statement to Shareholders dated 8 November 2013 for further information.

#### c. Resolution 8

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 049 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 forthcoming 37<sup>th</sup> AGM of the Company.

## Administrative Details

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### 37<sup>th</sup> Annual General Meeting (“AGM”)

Date : Thursday, 5 December 2013

Time : 10.00 a.m.

Place : Permai Room, Kota Permai Golf & Country Club, Kota Kemuning

#### Registration

1. Registration will start at 8.15 a.m. at the First Floor of Kota Permai Golf & Country Club and will remain open until the conclusion of the AGM or such time as may be determined by the Chairman of the meeting.
2. Please read the signage to ascertain which registration table you should approach to register yourself for the meeting and join the queue accordingly.
3. Please produce your original identity card (IC) to the registration staff for verification. Please make sure you collect your IC thereafter.
4. You will be given an identification tag and no person will be allowed to enter the meeting room without the identification tag. There will be no replacement in the event that you lose or misplace the identification tag.
5. No person will be allowed to register on behalf of another person even with the original IC of that other person.
6. After registration, please leave the registration area immediately and proceed to Permai Room.

#### Door Gift

1. The giving of door gift will close at 10.15 a.m. sharp.
2. Each person attending, whether as a shareholder or proxy, shall be eligible for one (1) door gift only. A shareholder who is attending as a shareholder and/or as proxy for another shareholder or more than one other shareholders shall be eligible for only one (1) door gift. A proxy who is attending as proxy for one or more than one shareholders shall be eligible for only one (1) door gift.

#### General Meeting Record of Depositors

For the purpose of determining a member's eligibility to attend and vote at the 37<sup>th</sup> AGM, the Company shall obtain a General Meeting Record of Depositors as at 29 November 2013 from Bursa Malaysia Depository Sdn Bhd in accordance with Article 67 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991. 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.

# FORM OF PROXY

"A" I/We.....\*NRIC/\*Passport/\*Company No.....  
(FULL NAME IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT/\*CERTIFICATE OF INCORPORATION) (COMPULSORY)

of.....  
(ADDRESS)

telephone no. ....being a member/members of GAMUDA BERHAD, hereby appoint

.....\*NRIC No/\*Passport No.....  
(FULL NAME OF A PROXY IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT) (COMPULSORY)

of.....  
(ADDRESS)

or failing him/her,.....\*NRIC No/\*Passport No.....  
(FULL NAME OF A PROXY IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT) (COMPULSORY)

of.....  
(ADDRESS)

or failing him/her, the Chairman of the Meeting as my/our \*first proxy to attend and vote for me/us on my/our behalf at the 37<sup>th</sup> Annual General Meeting (AGM) of the Company to 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, Malaysia on Thursday, 5 December 2013 at 10.00 a.m. and at any adjournment thereof.

Where it is desired to appoint a second proxy, this section must also be completed. Otherwise it should be deleted.

"B" I/We.....\*NRIC/\*Passport/\*Company No.....  
(FULL NAME IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT/\*CERTIFICATE OF INCORPORATION) (COMPULSORY)

of.....  
(ADDRESS)

telephone no. ....being a member/members of GAMUDA BERHAD, hereby appoint

.....\*NRIC No/\*Passport No.....  
(FULL NAME OF A PROXY IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT) (COMPULSORY)

of.....  
(ADDRESS)

or failing him/her,.....\*NRIC No/\*Passport No.....  
(FULL NAME OF A PROXY IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT) (COMPULSORY)

of.....  
(ADDRESS)

or failing him/her, the Chairman of the Meeting as my/our \*second proxy to attend and vote for me/us on my/our behalf at the 37<sup>th</sup> AGM of the Company to 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, Malaysia on Thursday, 5 December 2013 at 10.00 a.m. and at any adjournment thereof.

The proportion of my/our shareholdings to be represented by my/our proxies is as follows:-

First Proxy "A"	%
Second Proxy "B"	%
100	%

In case of a vote by a show of hands, \*First Proxy "A"/\*Second Proxy "B" shall vote on my/our behalf.

My/our proxy shall vote as follows:-

(Please indicate with an "X" in the spaces below how you wish your vote to be cast. In the absence of such indication, the proxy/proxies will vote or abstain from voting as he/they may think fit.)

No.	Resolution	First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
1	Approval of Directors' fees				
2	Re-election of Y Bhg Dato' Lin Yun Ling as Director				
3	Re-election of Y Bhg Dato' Ir Ha Tiing Tai as Director				
4	Re-election of Y T M Raja Dato' Seri Eleena binti Sultan Azlan Shah as Director				
5	Re-appointment of Auditors				
6	Authority to Directors to allot and issue shares				
7	Proposed renewal of share buy-back authority				
8	Approval for Y Bhg Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain to continue to act as Independent Non-Executive Director				

Signed this .....day of ..... 2013

Signature of Member and/or Common Seal

Number of shares held	CDS account no.

\* Delete if inapplicable



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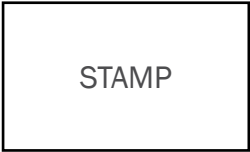
Notes:-

1. 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.
2. 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.
3. 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 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, 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 appointment shall be invalid unless the Exempt Authorised Nominee specifies the number of shares to be represented by each proxy.
5. 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.
6. In the case of a corporate member, the Form of Proxy shall be under its Common Seal or under the hand of its attorney.
7. 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 PJU 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.
8. For the purpose of determining a member's eligibility to attend and vote at the 37<sup>th</sup> AGM, the Company shall obtain a General Meeting Record of Depositors as at 29 November 2013 from Bursa Malaysia Depository Sdn Bhd in accordance with Article 67 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991. 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.

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Registered Office  
**Gamuda Berhad**

Menara Gamuda  
D-16-01, Block D, PJ Trade Centre  
No. 8, Jalan PJU 8/8A  
Bandar Damansara Perdana  
47820 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia



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# Group Directory

## Gamuda offices in Malaysia

### Gamuda Berhad (29579-T)

Menara Gamuda, Block D, PJ Trade Centre  
No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana  
47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7491 8288  
Fax : +603-7728 6571/9811  
Website : www.gamuda.com.my  
Email : gbgpa@gamuda.com.my

### Gamuda Engineering Sdn Bhd (506869-K)

Menara Gamuda, Block D, PJ Trade Centre  
No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana  
47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7491 8288  
Fax : +603-7728 6571

### Gamuda Trading Sdn Bhd (500664-X)

Menara Gamuda, Block D, PJ Trade Centre  
No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana  
47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7491 8288  
Fax : +603-7727 8988

### Gamuda Land Sdn Bhd (573380-D)

Menara Gamuda, Block D, PJ Trade Centre  
No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana  
47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7491 3200  
Fax : +603-7726 7679  
Website : www.gamudaland.com.my

### MMC Gamuda KVMRT (PDP) Sdn Bhd (927050-H)

Block A, Level 7, Menara Mustapha Kamal, PJ Trade Centre  
No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana  
47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7494 2200  
Fax : +603-7722 2643  
Website : www.kvmrt.com.my

### MMC Gamuda KVMRT (T) Sdn Bhd (934628-H)

Level 3A-3, Corporate Building (Block E)  
Pusat Komersial Southgate  
No. 2, Jalan Dua, Off Jalan Chan Sow Lin  
55200 Kuala Lumpur, Malaysia  
Tel : +603-2385 8000  
Fax : +603-9221 0993  
Website : www.mymrt-underground.com.my

### MMC-Gamuda Joint Venture Sdn Bhd (414492-M)

Block A, Level 7, Menara Mustapha Kamal, PJ Trade Centre  
No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana  
47820 Petaling Jaya, Selangor Darul Ehsan  
Tel : +603-7494 2200  
Fax : +603-7722 4640  
Website : www.2t.com.my

### Syarikat Mengurus Air Banjir & Terowong Sdn Bhd (599374-W) SMART

Kompleks Operasi dan Penyelenggaraan Lebuhraya SMART  
Jalan Davis, Off Bulatan Kampung Pandan  
50400 Kuala Lumpur, Malaysia  
Tel : 603-9284 9088  
Fax : 603-9284 6481  
Website : www.smarttunnel.com.my  
Email : info@smartco.com.my

### Megah Sewa Sdn Bhd (425417-W)

16, Jalan Anggerik Mokara 31/48, Kota Kemuning  
Seksyen 31  
40460 Shah Alam, Malaysia  
Tel : +603-5122 2213  
Fax : +603-5122 2331

### Masterpave Sdn Bhd (168779-D)

16, Jalan Anggerik Mokara 31/48, Kota Kemuning  
Seksyen 31  
40460 Shah Alam, Malaysia  
Tel : +603-5122 2213  
Fax : +603-5121 5748

### Madge Mansions Sdn Bhd (740374-H)

Menara Gamuda, Block D, PJ Trade Centre  
No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana  
47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7491 3200  
Fax : +603-7726 7679  
Website : www.madgemansions.com

### Hicom-Gamuda Development Sdn Bhd (285780-D)

45, Jalan Anggerik Vanilla BF21/BF, Kota Kemuning  
Seksyen 31  
40460 Shah Alam, Selangor Darul Ehsan, Malaysia  
Tel : +603-5122 1055  
Fax : +603-5122 1050  
Website : www.kotakemuning.net

### Setara Hati Sdn Bhd (598122-P)

Menara Gamuda, Block D, PJ Trade Centre  
No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana  
47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7491 3200  
Fax : +603-7726 7679  
Website : www.gamudaland.com.my/bizsuits

### Valencia Development Sdn Bhd (474040-U)

4403 Main Road, 12th Mile, 47000 Sungai Buloh  
Selangor Darul Ehsan, Malaysia  
Tel : +603-6156 0021  
Fax : +603-6156 9871  
Website : www.valencia.com.my

### Harum Intisari Sdn Bhd (491736-H)

No. 1, Jalan Kasuarina 7KS/7, Bandar Botanic  
41200 Klang, Selangor Darul Ehsan, Malaysia  
Tel : +603-3325 2888  
Fax : +603-3325 2881  
Website : www.bandarbotanic.com.my

### Horizon Hills Development Sdn Bhd (691032-H)

No. 35, Jalan Hijauan 3, Horizon Hills  
79100 Nusajaya, Johor Darul Takzim, Malaysia  
Tel : +607-234 9282  
Fax : +607-234 9290  
Website : www.horizonhills.com.my

### Jade Homes Sdn Bhd (710233-K)

Property Gallery, Persiaran Jade Hills, Jade Hills  
43000 Kajang, Selangor Darul Ehsan, Malaysia  
Tel : +603-8737 0122  
Fax : +603-8737 9262  
Website : www.jadehills.com.my

### Idaman Robertson Sdn Bhd (598112-X)

(formerly known as Idaman Lantas Sdn Bhd)  
No.119 Jalan Pudu, 55100 Kuala Lumpur  
Tel : +603-2148 6668  
Fax : +603-2143 8881  
Website : www.therobertson.com.my

### Kota Permai Golf & Country Club

1, Jalan 31/100A, Kota Kemuning, Seksyen 31  
40460 Shah Alam, Selangor Darul Ehsan, Malaysia  
Tel : +603-5122 3700  
Fax : +603-5122 3701  
Website : www.kotapermai.com.my  
Email : kpgcc@kotapermai.com.my

### Kesas Sdn Bhd (275554-U)

1, Wisma Kesas, Lebuhraya Shah Alam  
47500 Subang Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-5632 7088  
Fax : +603-5632 6088  
Website : www.kesas.com.my  
Email : mm@kesas.com.my

### Lingkar Trans Kota Sdn Bhd (353053-W) LITRAK

Kompleks Operasi LITRAK, KM19  
Lebuhraya Damansara-Puchong  
Jalan PJS 9, Bandar Sunway  
47500 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7494 7000  
Fax : +603-7494 7016  
Website : www.litrak.com.my  
Email : feedbacks@litrak.com.my

### Sistem Penyuraian Trafik KL Barat Sdn Bhd (429797-P) SPRINT

Pejabat Operasi, KM3, Hubungan Damansara  
Lebuhraya SPRINT, Seksyen 17  
46400 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7494 7000  
Fax : +603-7494 7320  
Website : www.sprint.com.my

### Syarikat Pengeluar Air Sungai Selangor Sdn Bhd (482346-K) SPLASH

34 & 36, Jalan SS22/21, Damansara Jaya  
47400 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7729 2928  
Fax : +603-7726 1557  
Website : www.splash.com.my  
Email : info@splash.com.my

### Gamuda Water Sdn Bhd (297031-H)

36, Jalan SS22/21, Damansara Jaya  
47400 Petaling Jaya, Selangor Darul Ehsan, Malaysia  
Tel : +603-7727 4879  
Fax : +603-7727 4921

## Gamuda overseas offices

### Sinohydro-Gamuda-WCT Joint Venture

Room 3, Mezzanine Floor  
Al Rufaa Tower  
Al Meena Street  
P.O. Box 23948  
Doha Qatar  
Tel : 974-5584 5469  
Fax : 974-4437 4523

### Gamuda-WCT Joint Venture

Room 3, Mezzanine Floor  
Al Rufaa Tower  
Al Meena Street  
P.O. Box 23948  
Doha Qatar  
Tel : 974-5584 5469  
Fax : 974-4437 4523

### Gamuda-WCT (India) Private Limited

Arihant Building  
Unit No. 2B & 2C, 2nd Floor  
53A Mirza Ghalib Street  
Kolkata 700016  
India

### Mapex Infrastructure Private Limited

Arihant Building  
2nd Floor, 53A Mirza Ghalib Street  
Kolkata 700016  
India

### Emas Expressway Private Limited

Arihant Building  
2nd Floor, 53A Mirza Ghalib Street  
Kolkata 700016  
India

### Gamuda Berhad (Taiwan Office)

16F-2, No.90 Changjiang St., Cianjhen District  
Kaohsiung City  
806 Taiwan  
Tel : 886-7-332 9828  
Fax : 886-7-332 9829

### Gamuda Berhad (Laos representative Office)

P.O Box 11330  
70/201 Luang Prabang Road  
Ban Khounta Thong  
Sikkout District  
Vientiane, Lao PDR  
Tel : 856-21-21 9491  
Fax : 856-20-21 9492  
Mobile Phone : 856-20-559 9108

### Gamuda Land Vietnam L.L.C

KM1.5 Phap Van, Yen So Park  
Hoang Mai District  
Hanoi  
Vietnam  
Tel : 844-3-944 9898  
Fax : 844-3-944 7723  
Website : www.gamudacity.com

### Gamuda-Nam Long Development L.L.C

Unit 1105, 11th Floor  
Citilight Tower  
45, Vo Thi Sau Street  
District 1, Ho Chi Minh City  
Vietnam  
Tel : 848-6-290 5938  
Fax : 848-6-290 5932

### Saigon Thuong Tin Tan Thang Investment

Real Estate Joint Stock Co  
68, N1 Street, Son Ky Ward  
Tan Phu District  
Ho Chi Minh City  
Vietnam  
Tel : 848-8-6252 9999  
Fax : 848-8-6267 3906  
Website : www.celadoncity.com.vn

## **Gamuda Berhad** (29579-T)

Menara Gamuda, Block D, PJ Trade Centre  
No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana  
47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia

Tel : (603) 7491 8288  
Fax : (603) 7728 6571/9811  
Email : [gbgpa@gamuda.com.my](mailto:gbgpa@gamuda.com.my)

[www.gamuda.com.my](http://www.gamuda.com.my)