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2 CORPORATE MILESTONES *MERCUTANDA KORPORAT*

6 October 1976	Gamuda Sdn Bhd founded in Ipoh, Perak Gamuda Sdn Bhd diasaskan di Ipoh, Perak
1981	Present Directors of Gamuda take over operations of the company Para Pengarah Gamuda sekarang mengambil alih operasi syarikat
1982	Present Directors of Gamuda take control of the company in a management buyout and move operations to the Klang Valley Para Pengarah Gamuda sekarang mengambil alih kawalan syarikat dalam satu langkah pengambilalihan pengurusan dan memindahkan operasinya ke Lembah Klang
1985	Gamuda obtains Class “A” Contractor License Gamuda memperolehi Lesen Kontraktor Kelas “A”
1991	Gamuda Sdn Bhd changes name to Gamuda Berhad (Gamuda) Gamuda Sdn Bhd menukar namanya kepada Gamuda Berhad (Gamuda)
1992	Gamuda listed on the main board of the Kuala Lumpur Stock Exchange (KLSE) Gamuda disenaraikan di papan utama Bursa Saham Kuala Lumpur (BSKL)
1993	Gamuda goes into manufacturing of non-carbon required (NCR) paper and establishes Gamuda Paper Industries (GPI) Gamuda menceburi ke dalam pengilangan kertas tidak memerlukan karbon (NCR) dan Gamuda Paper Industries (GPI) ditubuhkan
1993	Gamuda, a partner in the consortium company KESAS Sdn Bhd, signs concession agreement with The Government of Malaysia to construct, operate, maintain and manage the Shah Alam Expressway for 28 years and nine months Gamuda, salah satu rakan kongsi dalam syarikat konsortium KESAS Sdn Bhd, menandatangani perjanjian konsesi dengan Kerajaan Malaysia untuk membina, mengendali, menyenggara dan mengurus Lebuhraya Shah Alam untuk tempoh 28 tahun dan sembilan bulan
1994	Gamuda acquires first landbank and ventures into property development with purchase of Ladang Bukit Kemuning at Shah Alam, Selangor Gamuda membeli simpanan tanahnya yang pertama dan menerokai ke dalam pembangunan hartanah dengan pembelian Ladang Bukit Kemuning di Shah Alam, Selangor
1995	Kota Kemuning township launched to the public Perbandaran Kota Kemuning dilancarkan kepada orang ramai
1995	Employees Share Option Scheme (ESOS) introduced to employees Skim Opsyen Saham Kakitangan (ESOS) diperkenalkan kepada kakitangan

1996	LITRAK signs a 33-year concession for the privatisation of the LDP with The Government of Malaysia LITRAK menandatangani konsesi 33 tahun bagi projek penswastaan LDP dengan Kerajaan Malaysia
1996	A Scholarship Awards programme for outstanding students pursuing undergraduate studies at local and foreign institutions implemented Program Anugerah Biasiswa untuk penuntut yang melanjutkan pelajaran di peringkat ijazah pertama di institusi pengajian tinggi tempatan dan luar negeri
1997	Gamuda obtains MS ISO 9002 accreditation from SIRIM for Building & Civil Engineering systems Gamuda memperolehi akreditasi MS ISO 9002 daripada SIRIM bagi sistem Bangunan & Kejuruteraan Awam
1997	SPRINT signs concession agreement with The Government of Malaysia to improve, upgrade, design, construct, maintain, operate and manage SPRINT Highway SPRINT menandatangani perjanjian konsesi dengan Kerajaan Malaysia untuk mempertingkatkan, menaik taraf, merekabentuk, membina, menyenggara, mengendalikan dan mengurus Lebuhraya SPRINT
1998	Kota Permai Golf & Country Club at Kota Kemuning, Shah Alam opens Kota Permai Golf & Country Club di Kota Kemuning, Shah Alam dibuka
1999	Gamuda signs MOU with the Association of Builders Malaysia (ABM) to upgrade construction industry practices Gamuda menandatangani MOU dengan Persatuan Syarikat Pembinaan Malaysia (ABM) untuk memperbaiki amalan dalam industri pembinaan
2000	Syarikat Pengeluar Air Sungai Selangor Sdn Bhd (SPLASH) signs concession agreement with the Selangor State Government for the Sungai Selangor Phase 3 (SSP3) project Syarikat Pengeluar Air Sungai Selangor Sdn Bhd (SPLASH) menandatangani perjanjian konsesi dengan Kerajaan Negeri Selangor untuk projek Sungai Selangor Fasa 3 (SSP3)
2000	Gamuda takes stake in Dyna Plastics Sdn Bhd, a manufacturer of polymer lithium ion (PLi) batteries in Ipoh, Perak Gamuda menguasai kepentingan dalam Dyna Plastics Sdn Bhd, sebuah pengilang bateri polimer lithium ion (PLi) di Ipoh, Perak
October 2001	Gamuda launches e-Project, a portal developed jointly by GIT Services and IBM Malaysia Gamuda melancarkan e-Projek, sebuah portal yang dibangunkan secara usahasama oleh GIT Services dan IBM Malaysia
November 2001	Gamuda signs concession agreement with the National Highways Authority of India to undertake the Panagarh-Palsit Highway project in West Bengal, India Gamuda menandatangani perjanjian konsesi dengan Lembaga Lebuhraya Nasional India untuk melaksanakan projek Lebuhraya Panagarh-Palsit di Bengal Barat, India



4 GROUP AWARDS & ACHIEVEMENTS ANUGERAH & PENCAPAIAN KUMPULAN

29 June 2001

Megah Sewa Sdn Bhd

- MS ISO 9002:1994 Quality Systems – Model for Quality Assurance in Production, Installation and Servicing
- Scope of Registration: Provision of Rental and Maintenance Services for Construction Plant and Equipment
- Sistem Kualiti MS ISO 9002:1994 – Model bagi Jaminan Kualiti dalam Pengeluaran, Pemasangan dan Servis
- Skop Pendaftaran: Penyediaan Perkhidmatan Sewa dan Penyelenggaraan bagi Loji dan Peralatan Pembinaan

15 June 2001

Lingkar Trans Kota Holdings Berhad

- MS ISO 9002:1994 Quality Systems – Model for Quality Assurance in Production, Installation and Servicing
- Scope of Registration: Provision of Highway Operations and Maintenance Services
- Sistem Kualiti MS ISO 9002:1994 – Model bagi Jaminan Kualiti dalam Pengeluaran, Pemasangan dan Servis
- Skop Pendaftaran: Penyediaan Operasi Lebuhraya dan Perkhidmatan Penyelenggaraan

16 March 2001

G B Kuari Sdn Bhd

- MS ISO 14001:1997 Environmental Management Systems – Specification with Guidance or Use
- Scope of Registration: Operation of a Plant for Manufacturing of Premix and Aggregates including Quarrying
- Sistem Pengurusan Alam Sekitar MS ISO 14001:1997 – Spesifikasi dengan Panduan atau Kegunaan
- Skop Pendaftaran: Operasi Loji bagi Pengilangan Simen Sedia Bancuh dan Agregat termasuk Perkuarian

1 February 2000

Kesas Sdn Bhd

- MS ISO 9002:1994 Quality Systems – Model for Quality Assurance in Production, Installation and Servicing
- Scope of Registration: Management and Operations of Lebuhraya Shah Alam
- Sistem Kualiti MS ISO 9002:1994 – Model bagi Jaminan Kualiti dalam Pengeluaran, Pemasangan dan Servis
- Skop Pendaftaran: Pengurusan dan Operasi Lebuhraya Shah Alam



GROUP AWARDS & ACHIEVEMENTS ANUGERAH & PENCAPAIAN KUMPULAN

5

9 August 2000

Dyna Plastics Sdn Bhd

Lloyd's Register Quality Assurance:

- ISO 9001:1994 EN ISO 9001:1994
- BS EN ISO 9001:1994 MS ISO 9001:1994
- Design and Manufacture of Rechargeable Polymer Lithium Ion Battery

Lloyd's Register Quality Assurance:

- ISO 9001:1994 EN ISO 9001:1994
- BS EN ISO 9001:1994 MS ISO 9001:1994
- Rekabentuk dan Pengilangan Bateri Ion Lithium Polimer Boleh Cas Semula

15 January 1998

G B Kuari Sdn Bhd

- MS ISO 9002:1994 Quality Systems – Model for Quality Assurance in Production, Installation and Servicing
- Scope of Registration: Manufacture of Aggregates and Premix
- Sistem Kualiti MS ISO 9002:1994 – Model bagi Jaminan Kualiti dalam Pengeluaran, Pemasangan dan Perkhidmatan Servis
- Skop Pendaftaran: Pengilangan Agregat dan Simen Sedia Bancuh

3 December 1997

Gamuda Paper Industries Sdn Bhd

- MS ISO 9002:1994 Quality Systems – Model for Quality Assurance in Production, Installation and Servicing
- Scope of Registration: Manufacture of Non-Carbon Required (NCR) Paper
- Sistem Kualiti MS ISO 9002:1994 – Model bagi Jaminan Kualiti dalam Pengeluaran, Pemasangan dan Perkhidmatan Servis
- Skop Pendaftaran: Pengilangan Kertas Tidak Memerlukan Karbon (NCR)

6 February 1997

Gamuda Berhad

- MS ISO 9002:1994 Quality Systems – Model for Quality Assurance in Production, Installation and Servicing
- Scope of Registration: Provision of Construction Services in Civil and Building Engineering Works
- Sistem Kualiti MS ISO 9002:1994 – Model bagi Jaminan Kualiti dalam Pengeluaran, Pemasangan dan Perkhidmatan Servis
- Skop Pendaftaran: Penyediaan Perkhidmatan Pembinaan dalam Kerja-kerja Kejuruteraan Awam dan Bangunan

Gamuda turns in better results

Gamuda Bhd turned a 27% higher net profit to RM48.7 million or 7.33 sen per share for its fourth quarter ended July 31, 2001 from a net profit of RM38.4 million or 5.84 sen per share for the same period in the previous year. For the year just ended, net profit of RM191.7 million or 28.8 sen per share compared to RM148.7 million or 22.96 sen per share for the year ended July 31, 2000. The improvement of the better revenue was due to the Supply Scheme Phase II performance registered in property development.

Gamuda set to be largest listed construction firm

By HONG BOON HOW

CONSTRUCTION-BASED Gamuda Bhd is set to become an exciting stock in view of the company's strong

holding for fund managers' exposure to the construction sector.

"Our main concern for the stock is whether Gamuda is able to replenish its order book after the current project are completed by the financial year 2004."

"However, construction earnings for projects, and growing property earnings should estimated three-year share compounded rate of 15% per annum report said."

It added that all Gamuda had posted better results

2	1	Carlsberg Brewery	Malaysia	8
3	2	Foster's Brewing Group	Australia	7
4	3	Conglomerates		
5	4	ST Engineering	Singapore	8
6	5	Gamuda	Malaysia	7
7	6	Gugler Ambau	India	6
8	7	Food & drink		
9	8	1. Jusheon Foods	Philippines	11
10	9	Gaming		

Masa depan Gamuda menggalakkan

SAHAM Pilihan

Terdapat antara lain, saham yang menawarkan potensi pertumbuhan 30 peratus berbanding harga semasa.

Gamuda Bhd, yang menawarkan potensi pertumbuhan 30 peratus berbanding harga semasa, adalah salah satu saham yang menarik untuk diinvestasikan.

M&P Bina menyifatkan Gamuda sebagai syarikat pembangunan infrastruktur yang berprestasi tinggi dalam projek infrastruktur. Syarikat ini juga telah memperolehi pengiktirafan dari beberapa organisasi antarabangsa.

Gamuda-WCT wins highway job in India

NEW DELHI: Gamuda WCT Engineering Ltd has been awarded the 10km long National Highway project between Paschim and Puri in the eastern Indian state of Orissa worth Rs 1.1 billion (about RM41 million) on an agency contract basis.

Under the scheme, the private operator is to build a road and

operate it for 10 years. The project is to be completed by the end of 2004. The project is to be completed by the end of 2004. The project is to be completed by the end of 2004.

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6

GROUP AWARDS & ACHIEVEMENTS ANUGERAH & PENCAPAIAN KUMPULAN

Hicom-Gamuda Development Sdn Bhd

Planning Innovation and Concept Award 2000 by the Malaysian Institute of Planners
Anugerah Inovasi dan Konsep Perancangan 2000 oleh Institut Perancang Malaysia

Gamuda Berhad

Euromoney's Best-Managed Companies in Asia 2000 – Construction
Syarikat Pengurusan Terbaik Euromoney di Asia 2000 – Pembinaan

Gamuda Berhad

The 2000 Reuters Survey of Global Emerging Markets –

- Ranked first in terms of quality of information provided via one-to-one meetings and quality of "on-going" relationship
- Rated second for quality of information provided via one-to-one telephone calls as well as quality of information via e-mail
- Third for speed of response and preparation of one-to-one meetings

Kaji Selidik Reuters 2000 bagi Pasaran Baru Global –

- Pertama dari segi kualiti maklumat yang diberi melalui pertemuan bersemuka dan kualiti bagi hubungan "berterusan"
- Kedua bagi kualiti maklumat yang diberi melalui panggilan telefon serta kualiti maklumat melalui e-mel
- Ketiga bagi kepantasan tindak balas dan persediaan daripada pertemuan secara bersemuka

Gamuda Berhad

Construction Industry Development Board

- The Malaysian Construction Industry Awards 2001
 - Large Scale Project Award for the Western KL Dispersal Scheme (SPRINT Highway)
- Lembaga Pembangunan Industri Pembinaan
- Anugerah Industri Pembinaan Malaysia 2001
 - Anugerah Projek Berskala Besar bagi Skim Penyuraian KL Barat (Lebuhraya SPRINT)

G B Kuari Sdn Bhd

Enterprise 50 Awards 2001 for Small & Medium Industries (SMIs) – 25th placing
Anugerah Perniagaan 50 2001 untuk Industri Kecil & Sederhana (IKS) – tempat ke 25



building for
the future

*membina
untuk
masa hadapan*

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting of the Company will *ADALAH DENGAN INI DIMAKLUMKAN* bahawa Mesyuarat Agung Tahunan Syarikat Kedua Puluh Lima akan diadakan di Ballroom, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Section 31, Permai Golf & Country Club, No. 1, Jalan 31/100A, Seksyen 31, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan pada hari Isnin, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan on Monday, 14 January 2002 at 10.00 am 14 Januari 2002 jam 10.00 pagi untuk tujuan melaksanakan urusan-urusan berikut:

for the purpose of transacting the following businesses:

8 NOTICE OF ANNUAL GENERAL MEETING NOTIS MESYUARAT AGUNG TAHUNAN

AGENDA

- 1 To receive and adopt the Audited Financial Statements for the year ended 31 July 2001 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
- 2 To declare a final dividend of 4% per share less 28% income tax for the year ended 31 July 2001. **Resolution 2**
- 3 To approve the payment of Directors' fees for the year ended 31 July 2001. **Resolution 3**
- 4 To re-elect Y Bhg Dato' Lin Yun Ling who retires pursuant to Paragraph 7.28 of the Listing Requirements of the Kuala Lumpur Stock Exchange. **Resolution 4**
- 5 To re-elect the following Directors who retire pursuant to Article 64 of the Company's Articles of Association:
 - a Y A M Raja Dato' Seri Eleena Azlan Shah **Resolution 5**
 - b Mr Ng Kee Leen **Resolution 6**
 - c Mr Saw Wah Theng **Resolution 7**
- 6 To re-elect the following Directors who retire pursuant to Article 69 of the Company's Articles of Association:
 - a Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi **Resolution 8**
 - b Y M Raja Dato' Seri Abdul Aziz bin Raja Salim **Resolution 9**
 - c Y Bhg Datuk Ab Rahman bin Omar **Resolution 10**
 - d Tuan Haji Azmi Mat Nor **Resolution 11**
- 7 To re-appoint Messrs Arthur Andersen & Co as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 12**
- 8 As Special Business, to consider and if thought fit, to pass the following resolution with or without modifications, as an Ordinary Resolution:

Ordinary Resolution

– Authority To Allot And Issue Shares Pursuant To Section 132D Of The Companies Act, 1965

“THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit including but not limited to such shares as may be issued pursuant to the Employees' Share Option Scheme of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Kuala Lumpur Stock Exchange and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.” **Resolution 13**
- 9 To transact any other business for which due notice shall have been given.

AGENDA

- | | | |
|---|--|--------------------|
| 1 | Untuk menerima dan meluluskan Penyata Kewangan Yang Telah Diaudit bagi tahun berakhir 31 Julai 2001 berserta Laporan para Pengarah dan Juruaudit mengenainya. | Resolusi 1 |
| 2 | Untuk mengisytiharkan dividen akhir sebanyak 4% sesaham ditolak 28% cukai pendapatan bagi tahun berakhir 31 Julai 2001. | Resolusi 2 |
| 3 | Untuk meluluskan bayaran yuran para Pengarah bagi tahun berakhir 31 Julai 2001. | Resolusi 3 |
| 4 | Untuk memilih semula Y Bhg Dato' Lin Yun Ling yang bersara selaras dengan Perenggan 7.28 Keperluan Penyenaraian Bursa Saham Kuala Lumpur. | Resolusi 4 |
| 5 | Untuk memilih semula para Pengarah berikut yang bersara selaras dengan Artikel 64 Tataurusan Pertubuhan Syarikat: | |
| | a Y A M Raja Dato' Seri Eleena Azlan Shah | Resolusi 5 |
| | b Encik Ng Kee Leen | Resolusi 6 |
| | c Encik Saw Wah Theng | Resolusi 7 |
| 6 | Untuk memilih semula para Pengarah berikut yang bersara selaras dengan Artikel 69 Tataurusan Pertubuhan Syarikat: | |
| | a Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi | Resolusi 8 |
| | b Y M Raja Dato' Seri Abdul Aziz bin Raja Salim | Resolusi 9 |
| | c Y Bhg Datuk Ab Rahman bin Omar | Resolusi 10 |
| | d Tuan Haji Azmi Mat Nor | Resolusi 11 |
| 7 | Untuk melantik semula Tetuan Arthur Andersen & Co sebagai Juruaudit Syarikat dan memberi kuasa kepada para Pengarah untuk menetapkan bayaran mereka. | Resolusi 12 |
| 8 | Sebagai Urusan Khas, untuk mempertimbangkan dan jika difikirkan wajar, meluluskan resolusi berikut dengan atau tanpa pengubahsuaian, sebagai Resolusi Biasa: | |
| | Resolusi Biasa | |
| | – Kuasa untuk Memperuntuk dan Menerbitkan Saham Selaras Dengan Seksyen 132D Akta Syarikat, 1965 | |
| | “BAHAWA selaras dengan Seksyen 132D Akta Syarikat, 1965, para Pengarah adalah dan dengan ini diberi kuasa untuk memperuntuk dan menerbitkan saham dalam Syarikat pada bila-bila masa dan menurut terma-terma dan syarat-syarat tertentu dan untuk tujuan-tujuan yang mungkin menurut pertimbangan muktamad para Pengarah sesuai termasuk tetapi tidak terhad kepada saham yang mungkin diterbitkan menurut Skim Opsyen Saham Kakitangan Syarikat, dengan syarat bilangan agregat saham yang diterbitkan menurut resolusi ini tidak melebihi 10% daripada modal saham terbitan Syarikat pada masa itu dan bahawa para Pengarah adalah dan dengan ini juga diberi kuasa untuk mendapatkan kelulusan bagi penyenaraian dan sebutharga saham tambahan yang diterbitkan di Bursa Saham Kuala Lumpur dan bahawa kuasa tersebut akan terus berkuatkuasa sehingga penamatan Mesyuarat Agung Tahunan Syarikat yang berikutnya.” | Resolusi 13 |
| 9 | Untuk melaksanakan sebarang urusan lain yang mana notis sewajarnya telah diberikan. | |

Notice of Entitlement Date and Dividend Payment

Notis Tarikh Kelayakan dan Pembayaran Dividen

NOTICE IS ALSO HEREBY GIVEN that a final dividend of 4% less income tax at 28% per ADALAH DENGAN INI JUGA DIMAKLUMKAN bahawa dividen akhir sebanyak 4% ditolak 28% cukai pendapatan untuk setiap saham

RM1.00 ordinary share for the year ended 31 July 2001, if approved at the Twenty-Fifth Annual biasa bernilai RM1.00 bagi tahun berakhir 31 Julai 2001, jika diluluskan pada Mesyuarat Agung Tahunan Kedua Puluh Lima akan dibayar

General Meeting will be paid on 5 February 2002 to depositors registered in the Record of pada 5 Februari 2002 kepada para pendeposit yang berdaftar di dalam Rekod Pendeposit pada 23 Januari 2002.

Depositors on 23 January 2002.

10 NOTICE OF ANNUAL GENERAL MEETING NOTIS MESYUARAT AGUNG TAHUNAN

A Depositor shall qualify for entitlement only in respect of:

- a Shares transferred into the Depositor's Securities Account before 12.30 pm on 23 January 2002, in respect of ordinary transfers; and
- b Shares bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

By Order of the Board

LIM SOO LYE

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

15 December 2001

Seseorang Pendeposit akan berhak untuk kelayakan hanya berkenaan:

- a Saham yang dipindahmilik ke dalam Akaun Sekuriti Pendeposit sebelum jam 12.30 tengahari pada 23 Januari 2002, bagi pindahmilik biasa; dan
- b Saham yang dibeli di Bursa Saham Kuala Lumpur berdasarkan kelayakan serta menurut Peraturan Bursa Saham Kuala Lumpur.

Dengan Perintah Lembaga Pengarah

LIM SOO LYE

Setiausaha Syarikat

Petaling Jaya, Selangor Darul Ehsan

15 Disember 2001

Notes

- 1 A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- 2 Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- 3 The Proxy Form must be signed by the appointer or his attorney duly authorised in writing or in the case of a corporation, executed under its common seal or attorney duly authorised in that behalf.
- 4 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.
- 5 The Proxy Form must be deposited at the Registered Office of the Company situated at No. 55-61, Jalan SS22/23, Damansara Jaya, 47400 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time fixed for holding the Meeting or any adjournment thereof.

Explanatory Notes on Special Business

Resolution 13 - Authority To Allot And Issue Shares Pursuant To Section 132D Of The Companies Act, 1965

The proposed Resolution 13 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 such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company. The rationale for this resolution is to save cost and time for convening a general meeting.

Nota-nota

- 1 Seseorang ahli Syarikat yang layak untuk hadir dan mengundi pada Mesyuarat adalah layak untuk melantik seorang proksi atau tidak melebihi dua proksi untuk hadir dan mengundi bagi pihaknya. Proksi tidak semestinya ahli Syarikat.
- 2 Apabila seseorang ahli melantik dua proksi, perlantikan tersebut akan menjadi tidak sah kecuali nisbah pemegangan beliau yang akan diwakili oleh setiap proksi dinyatakan.
- 3 Borang Proksi perlu ditandatangani oleh pelantik atau peguamnya yang telah diberi kuasa secara bertulis atau jika perbadanan, disempurnakan di bawah meterai rasminya atau peguamnya yang telah diberi kuasa bagi pihaknya.
- 4 Jika tiada nama dimasukkan di dalam ruang yang disediakan untuk nama proksi anda, Pengerusi Mesyuarat akan menjadi proksi anda.
- 5 Borang Proksi perlu dihantar ke Pejabat Berdaftar Syarikat yang terletak di No 55-61, Jalan SS22/23, Damansara Jaya, 47400 Petaling Jaya, Selangor Darul Ehsan tidak lewat dari empat puluh lapan (48) jam sebelum waktu yang telah ditetapkan untuk mengadakan Mesyuarat atau pada sebarang penangguhannya.

Nota-nota Keterangan mengenai Urusan Khas

Resolusi 13 – Kuasa Untuk Memperuntuk dan Menerbitkan Saham Selaras Dengan Seksyen 132D Akta Syarikat, 1965

Resolusi 13 yang dicadangkan, jika diluluskan akan memberi kuasa kepada para Pengarah untuk menerbitkan saham Syarikat sehingga maksimum 10% daripada modal saham terbitan Syarikat pada masa itu bagi tujuan-tujuan yang menurut pertimbangan para Pengarah adalah untuk kepentingan Syarikat. Kuasa ini, kecuali dibatalkan atau dipelbagaikan oleh Syarikat di mesyuarat agung akan tamat pada penutup Mesyuarat Agung Tahunan Syarikat yang berikutnya. Rasional bagi resolusi ini adalah untuk menjimatkan kos dan masa untuk mengadakan mesyuarat agung.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PENYATA BERSERTA NOTIS MESYUARAT AGUNG TAHUNAN 11

(pursuant to Paragraph 8.28(8) of the Listing Requirements of the Kuala Lumpur Stock Exchange)
(selaras dengan Perenggan 8.28(8) Keperluan Penyenaraian Bursa Saham Kuala Lumpur)

The Board met five (5) times during the financial year and all the meetings were held at the Board Room, No. 55-61, Jalan SS22/23, Damansara Jaya, 47400 Petaling Jaya, Selangor.

The date and time of the Board Meetings are as follows:

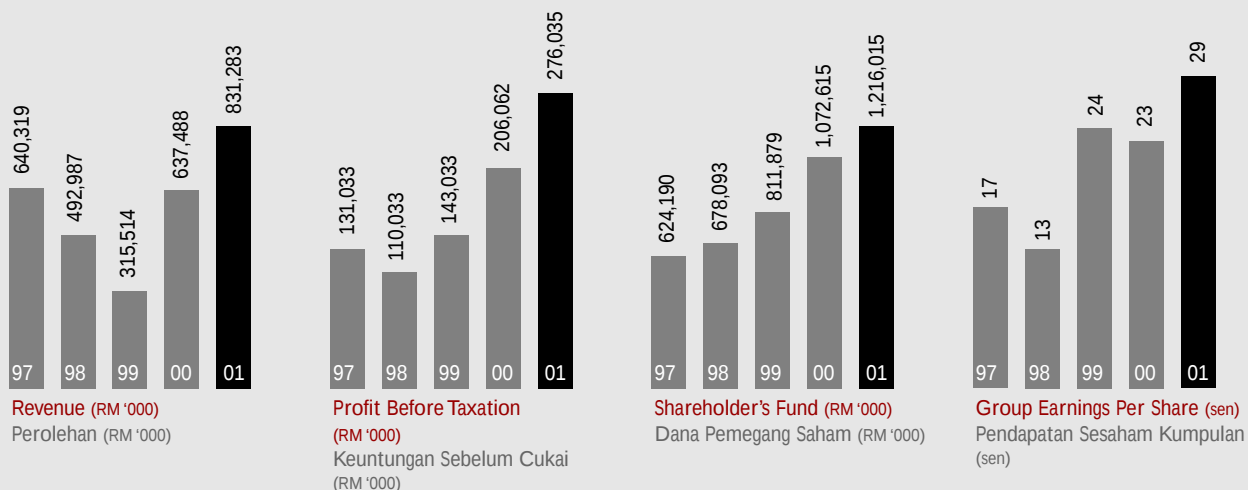
Lembaga Pengarah telah bermesyuarat sebanyak lima (5) kali pada tahun kewangan ini dan semua mesyuarat diadakan di Bilik Lembaga, No. 55-61, Jalan SS22/23, Damansara Jaya, 47400 Petaling Jaya, Selangor.

Tarikh dan masa Mesyuarat Lembaga Pengarah tersebut adalah seperti berikut:

Meeting Mesyuarat	Date Tarikh	Time Masa
Fourth Board of Directors' Meeting for 2000 Mesyuarat Lembaga Pengarah Keempat bagi tahun 2000	27.09.2000 (Wednesday) (Rabu)	10.00 am 10.00 pagi
Fifth Board of Directors' Meeting for 2000 Mesyuarat Lembaga Pengarah Kelima bagi tahun 2000	20.12.2000 (Wednesday) (Rabu)	10.00 am 10.00 pagi
First Board of Directors' Meeting for 2001 Mesyuarat Lembaga Pengarah Pertama bagi tahun 2001	21.03.2001 (Wednesday) (Rabu)	2.30 pm 2.30 petang
Second Board of Directors' Meeting for 2001 Mesyuarat Lembaga Pengarah Kedua bagi tahun 2001	23.04.2001 (Monday) (Isnin)	10.00 am 10.00 pagi
Third Board of Directors' Meeting for 2001 Mesyuarat Lembaga Pengarah Ketiga bagi tahun 2001	21.06.2001 (Thursday) (Khamis)	3.00 pm 3.00 petang

The profile of the Directors who are standing for re-election and the attendance of each at the Board Meetings held during the financial year are set out in pages 19 to 29 of the Annual Report.

Profil para Pengarah yang menawarkan diri untuk pemilihan semula dan kehadiran setiap ahli Lembaga Pengarah tersebut di Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan dibentangkan di muka surat 19 hingga 29 Laporan Tahunan.



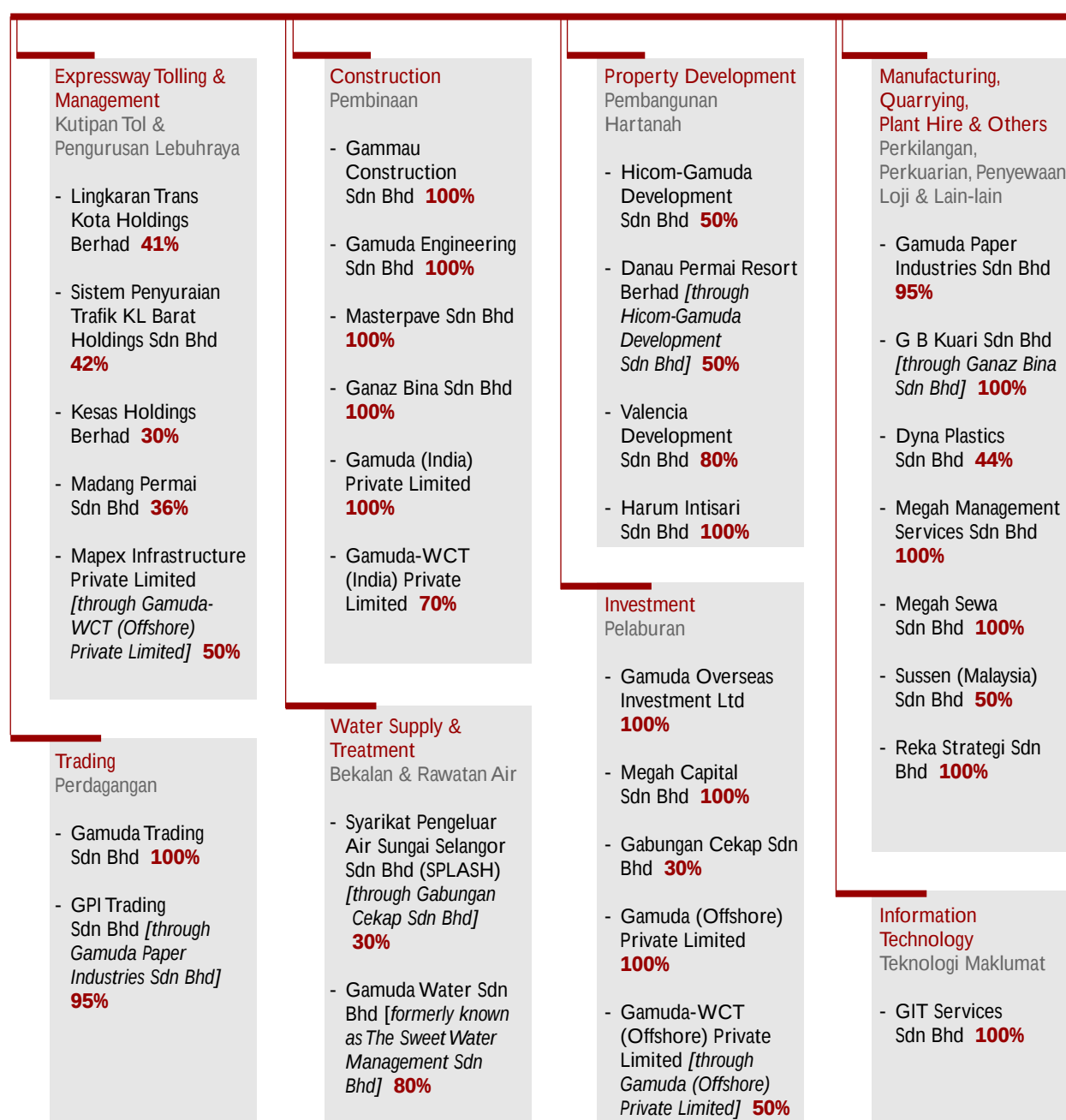
12 5 YEARS' FINANCIAL HIGHLIGHTS MAKLUMAT PENTING KEWANGAN 5 TAHUN

	1997 RM'000	1998 RM'000	1999 RM'000	2000 RM'000	2001 RM'000
Revenue Perolehan	640,319	492,987	315,514	637,488	831,283
Profit Before Taxation Keuntungan Sebelum Cukai	131,033	110,033	143,033	206,062	276,035
Total Assets Jumlah Aset	988,376	1,022,170	1,164,486	1,405,638	2,438,223
Net Tangible Assets Aset Ketara Bersih	618,682	672,609	806,420	1,067,404	1,212,982
Net Tangible Assets Per Share (sen) Aset Ketara Bersih Sesaham (sen)	214	232	273	160	182
Group Earnings Per Share (sen) Pendapatan Sesaham Kumpulan (sen)	17	13	24	23	29
Total Number of Shares Jumlah Saham	289,083	289,696	295,904	665,191	665,389
Net Profit Keuntungan Bersih	89,189	77,562	138,328	146,815	191,708
Shareholders' Fund Dana Pemegang Saham	624,190	678,093	811,879	1,072,615	1,216,015



CORPORATE STRUCTURE as at 21 November 2001

STRUKTUR KORPORAT pada 21 November 2001 13



Gamuda Berhad

55-61, Jalan SS 22/23, Damansara Jaya, 47400 Petaling Jaya, Selangor
Tel 603 7729 8094 **Fax** 603 7727 1112 **Website** <http://www.gamuda.com.my>

Gamuda Engineering Sdn Bhd

55-61, Jalan SS 22/23, Damansara Jaya, 47400 Petaling Jaya, Selangor
Tel 603 7729 8094 **Fax** 603 7728 9811

Lingkar Trans Kota Holdings Berhad

Kompleks Operasi LITRAK, KM19, Lebuhraya Damansara-Puchong, Bandar Sunway PJ9
 47500 Petaling Jaya, Selangor
Tel 603 5633 3929 **Fax** 603 5637 2099 **Website** <http://www.litrak.com.my>

Kesas Holdings Berhad

1, Wisma Kesas, Lebuhraya Shah Alam, 47500 Subang Jaya, Selangor
Tel 603 5632 7088 **Fax** 603 5632 6088 **Website** <http://www.kesas.com.my>

Sistem Penyuraian Trafik KL Barat Holdings Sdn Bhd

Pejabat Operasi, KM 3, Hubungan Damansara, Lebuhraya SPRINT, Seksyen 17
 46400 Petaling Jaya, Selangor
Tel 603 7960 1050 **Fax** 603 7960 1051 **Website** <http://www.sprint.com.my>

Syarikat Pengeluar Air Sungai Selangor Sdn Bhd

Lot 28, Jalan SS 22/21, Damansara Jaya, 47400 Petaling Jaya, Selangor
Tel 603 7729 2928 **Fax** 603 7726 1557 **Website** <http://www.splash.com.my>

Hicom-Gamuda Development Sdn Bhd

No. 1, Jalan Anggerik Vanilla X 31/X, Kota Kemuning, Seksyen 31, 40460 Shah Alam, Selangor
Tel 603 522 1055 **Fax** 603 522 3040 **Website** <http://www.kkev.net>

Kota Permai Golf & Country Club

1, Jalan 31/100A, Seksyen 31, Kota Kemuning, 40460 Shah Alam, Selangor
Tel 603 522 3700 **Fax** 603 522 3701 **Website** <http://www.kotapermai.com.my>

Valencia Development Sdn Bhd

No. 1, Jalan Anggerik Vanilla X 31/X, Kota Kemuning, Seksyen 31, 40460 Shah Alam, Selangor
Tel 603 521 9299 **Fax** 603 521 6599 **Website** <http://www.valencia.com.my>

Harum Intisari Sdn Bhd

No. 1, Jalan Anggerik Vanilla X 31/X, Kota Kemuning, Seksyen 31, 40460 Shah Alam, Selangor
Tel 603 521 9299 **Fax** 603 522 2945

**Gamuda Trading
Sdn Bhd**

456-470, Jalan SS 22/23, Damansara Jaya, 47400 Petaling Jaya, Selangor
Tel 603 7729 8094 **Fax** 603 7727 8988

**Megah Landscape
Sdn Bhd**

2A, Persiaran Anggerik Vanilla, Kota Kemuning, Seksyen 31, 40460 Shah Alam, Selangor
Tel 603 522 6330 **Fax** 603 522 6293

**Gamuda-Mujur
Minat JV**

26-32, Jalan 6/62A, Bandar Menjalara, 52200 Kuala Lumpur
Tel 603 6277 0506 **Fax** 603 6277 0495

**Megah Sewa Sdn
Bhd**

16, Jalan Anggerik Mukara, Seksyen 31/48, Kota Kemuning, Seksyen 31, 40460 Shah Alam, Selangor
Tel 603 522 2213 **Fax** 603 522 2331

**Gamuda Plant
Operator School**

16, Jalan Anggerik Mukara, Seksyen 31/48, Kota Kemuning, Seksyen 31, 40460 Shah Alam, Selangor
Tel 603 522 2213 **Fax** 603 522 5580

G B Kuari Sdn Bhd

160, Jalan Gopeng, 31350 Ipoh, Perak **Tel** 605 312 5010 **Fax** 605 312 5026

**GIT Services Sdn
Bhd**

70B, Jalan SS 22/21, Damansara Jaya, 47400 Petaling Jaya, Selangor
Tel 603 7726 9210 **Fax** 603 7729 4323 **Website** <http://www.git.com.my>

**Masterpave Sdn
Bhd**

55-61, Jalan SS 22/23, Damansara Jaya, 47400 Petaling Jaya, Selangor
Tel 603 7729 8094 **Fax** 603 7727 1112

**Ganaz Bina Sdn
Bhd**

158, Jalan Gopeng, 31350 Ipoh, Perak
Tel 605 312 8818 **Fax** 605 312 0822

**Gamuda Paper
Industries Sdn Bhd
GPI Trading Sdn
Bhd**

6, Jalan Jurutera U1/23, Hicom Glenmarie Industrial Park, 40150 Shah Alam, Selangor
Tel 603 7804 1410 **Fax** 603 7804 1348 **Website** <http://www.gpi.com.my>

**Dyna Plastics Sdn
Bhd**

169, Hala Perusahaan Menglembu 13, Kawasan Perindustrian Menglembu, 31450 Ipoh, Perak
Tel 605 281 2020 **Fax** 605 281 5555 **E-mail** dynaiph@tm.net.my



left kiri:

Chairman Pengerusi

Y Bhg Tan Sri Dato' Ir Talha bin Haji Mohd Hashim

right kanan:

- | | |
|--|---|
| 1 Y Bhg Dato' Lin Yun Ling | 7 Ms Wong Chin Yen |
| 2 Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi | 8 Y Bhg Datuk Ab Rahman bin Omar |
| 3 Y M Raja Dato' Seri Abdul Aziz bin Raja Salim | 9 Mr Goon Heng Wah |
| 4 Mr Ng Kee Leen | 10 Mr Ha Tiing Tai |
| 5 Y A M Raja Dato' Seri Eleena Azlan Shah | 11 Mr Saw Wah Theng |
| 6 Y Bhg Dato' Ir Kamarul Zaman bin Mohd Ali | 12 Tuan Haji Azmi Mat Nor |
| | 13 Mr Chow Chee Wah |

16 CORPORATE INFORMATION MAKLUMAT KORPORAT

BOARD OF DIRECTORS

LEMBAGA PENGARAH

Non-Independent Non-Executive Chairman

**Pengerusi Bukan Eksekutif
Bukan Bebas**

Y Bhg Tan Sri Dato' Ir Talha
bin Haji Mohd Hashim

Managing Director

Pengarah Urusan

Y Bhg Dato' Lin Yun Ling

Non-Independent Non-Executive Director

**Pengarah Bukan Eksekutif
Bukan Bebas**

Y A M Raja Dato' Seri
Eleena Azlan Shah

Independent

Non-Executive Directors

Pengarah Bukan Eksekutif Bebas

Y Bhg Tan Sri Dato' Mohd Ramli
bin Kushairi

Y M Raja Dato' Seri Abdul Aziz
bin Raja Salim

Y Bhg Datuk Ab Rahman bin Omar
Ms Wong Chin Yen

Executive Directors

Pengarah Eksekutif

Y Bhg Dato' Ir Kamarul Zaman
bin Mohd Ali

Mr Ng Kee Leen

Mr Goon Heng Wah

Mr Ha Tiing Tai

Mr Saw Wah Theng

Tuan Haji Azmi Mat Nor

Mr Chow Chee Wah (Alternate to
Y Bhg Dato' Lin Yun Ling)

AUDIT COMMITTEE

JAWATANKUASA AUDIT

Chairman

Pengerusi

Y M Raja Dato' Seri Abdul Aziz
bin Raja Salim

Members

Ahli-ahli

Y Bhg Tan Sri Dato' Mohd Ramli
bin Kushairi

Mr Ng Kee Leen

Ms Wong Chin Yen

NOMINATION COMMITTEE

JAWATANKUASA PENCALONAN

Chairman

Pengerusi

Y Bhg Tan Sri Dato' Ir Talha
bin Haji Mohd Hashim

Members

Ahli-ahli

Y Bhg Tan Sri Dato' Mohd Ramli
bin Kushairi

Ms Wong Chin Yen

REMUNERATION COMMITTEE

JAWATANKUASA IMBUHAN

Chairman

Pengerusi

Y Bhg Tan Sri Dato' Ir Talha
bin Haji Mohd Hashim

Members

Ahli-ahli

Y Bhg Dato' Lin Yun Ling

Y M Raja Dato' Seri Abdul Aziz
bin Raja Salim

COMPANY SECRETARY

SETIAUSAHA SYARIKAT

Ms Lim Soo Lye (LS 006461)

REGISTERED OFFICE

PEJABAT BERDAFTAR

55-61, Jalan SS22/23

Damansara Jaya

47400 Petaling Jaya

Selangor Darul Ehsan

Tel 603 7729 8094

Fax 603 7728 9811

E-mail gbgpa@gamuda.com.my

REGISTRAR

PENDAFTAR

(For Ordinary Share, Warrant 1996/2006
& Warrant 2001/2007)

(Bagi Saham Biasa, Waran 1996/2006 &
Waran 2001/2007)

Insurban Corporate Services Sdn Bhd

149, Jalan Aminuddin Baki

Taman Tun Dr Ismail

60000 Kuala Lumpur

Tel 603 7729 5529

Fax 603 7728 5948

AUDITORS

JURUAUDIT

Arthur Andersen & Co

Public Accountants

Akauntan Awam

PRINCIPAL BANKER

BANK UTAMA

Malayan Banking Berhad

STOCK EXCHANGE LISTING

PENYENARAIAH BURSA SAHAM

Main Board

Kuala Lumpur Stock Exchange

Papan Utama

Bursa Saham Kuala Lumpur

WEBSITE

LAMAN WEB

www.gamuda.com.my



1



2



3

BOARD OF DIRECTORS *LEMBAGA PENGARAH* 17



4 & 5



6 & 7



8



9



10



11



12



13



enhancing
value for our customers

*mempertingkatkan
nilai
untuk
pelanggan*

Y Bhg Tan Sri Dato' Ir Talha bin Haji Mohd Hashim, Malaysian, aged 66, is the Non-Independent Non-Executive Chairman of Gamuda. He was first appointed to the Board on 26 March 1992 and was subsequently appointed Chairman of the Audit Committee. He relinquished his position as Chairman of the Audit Committee on 16 October 2001. He also serves as the Chairman of the Remuneration and Nomination Committees. He holds a Diploma in Civil Engineering from Brighton Technical College, United Kingdom and a Masters degree in Management from the Asian Institute of Management, Manila, Philippines. Tan Sri Dato' Ir Talha is a Professional Engineer registered with the Board of Engineers, Malaysia and a Chartered Engineer registered with the Engineering Council, United Kingdom. He is also a Fellow of the Institution of Engineers Malaysia, a Fellow of the Institution of Civil Engineers, United Kingdom and a Fellow of the Institution of Highways and Transportation, United Kingdom. He worked with the Jabatan Kerja Raya Malaysia (JKR) for 31 years where he last served as Director-General overseeing the planning, design, construction and maintenance of public roads and water supplies, government buildings, airports and marine ports. On his retirement from public service, he was appointed the Chairman of Sepakat Setia Perunding Sdn Bhd, a consultant engineering firm. Tan Sri Dato' Ir Talha was also the President of the Board of Engineers Malaysia, a member of the Board of Directors of the Malaysian Highway Authority, Chairman of the Central Registration Committee of Government Contractors, Council Member of the Universiti Teknologi Malaysia and Council Member of the Scientific and Research Institute of Malaysia.

Currently, he also sits on the Boards of Hume Industries (Malaysia) Berhad, Sapura Telecommunications Berhad, SHL Consolidated Berhad, Sunway City Berhad and several private limited companies. As at 31 July 2001, he held 825,828 ordinary shares, 110,110 Warrant 1996/2006 and 206,457 Warrant 2001/2007 of Gamuda and did not have any securities holdings in any subsidiaries of Gamuda.

Y Bhg Tan Sri Dato' Ir Talha bin Haji Mohd Hashim, warganegara Malaysia, berusia 66 tahun, merupakan Pengerusi Bukan Eksekutif Bukan Bebas Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah pada 26 Mac 1992 dan seterusnya dilantik sebagai Pengerusi Jawatankuasa Audit. Beliau meletak jawatan sebagai Pengerusi Jawatankuasa Audit pada 16 Oktober 2001. Beliau juga berkhidmat sebagai Pengerusi Jawatankuasa Imbuhan dan Jawatankuasa Pencalonan. Beliau berkelulusan Diploma Kejuruteraan Awam dari Brighton Technical College, United Kingdom dan ijazah Sarjana Pengurusan dari Asian Institute of Management, Manila, Filipina. Tan Sri Dato' Ir Talha adalah seorang Jurutera Profesional yang berdaftar dengan Lembaga Jurutera, Malaysia dan seorang Jurutera Bertauliah berdaftar dengan Engineering Council, United Kingdom. Beliau juga merupakan Fellow Institut Jurutera Malaysia, Fellow Institution of Civil Engineers, United Kingdom dan Fellow Institution of Highways and Transportation, United Kingdom. Beliau pernah berkhidmat dengan Jabatan Kerja Raya Malaysia (JKR) selama 31 tahun di mana jawatan terakhir beliau adalah sebagai Ketua Pengarah yang bertanggungjawab mengawal selia perancangan, rekabentuk, pembinaan dan penyelenggaraan jalan awam dan bekalan air, bangunan kerajaan, lapangan terbang dan pelabuhan. Selepas bersara daripada perkhidmatan awam, beliau telah dilantik sebagai Pengerusi Sepakat Setia Perunding Sdn Bhd, sebuah firma perunding kejuruteraan. Tan Sri Dato' Ir Talha turut menjadi Presiden Lembaga Jurutera Malaysia, Ahli Lembaga Pengarah Lembaga Lebuhraya Malaysia. Pengerusi Jawatankuasa Pendaftaran Pusat Kontraktor Kerajaan, Ahli Majlis Universiti Teknologi Malaysia dan Ahli Majlis Institut Saintifik dan Penyelidikan Malaysia.

Kini, beliau juga menganggotai Lembaga Pengarah Hume Industries (Malaysia) Berhad, Sapura Telecommunications Berhad, SHL Consolidated Berhad, Sunway City Berhad dan beberapa syarikat sendirian berhad. Pada 31 Julai 2001, beliau memegang sebanyak 825,828 saham biasa, 110,110 Waran 1996/2006 dan 206,457 Waran 2001/2007 Gamuda dan tidak mempunyai sebarang pegangan sekuriti dalam mana-mana subsidiari Gamuda.

Except for recurrent related party transaction of revenue nature which is necessary for the day-to-day operations of Gamuda and its subsidiaries in respect of engineering consultancy services rendered by Sepakat Setia Perunding Sdn Bhd, a company in which Tan Sri Dato' Ir Talha is a major shareholder and Director, there are no other business arrangements with Gamuda in which he has a personal interest.

He attended four (4) of the five (5) Board Meetings held during the financial year ended 31 July 2001.

Y Bhg Dato' Lin Yun Ling, Malaysian, aged 46, is the Managing Director of Gamuda. He was first appointed to the Board as Managing Director on 10 February 1981. He is also a member of the Remuneration Committee. Dato' Lin is a civil engineer by profession. He holds a Bachelor of Science (Honours) degree in Civil Engineering from the University of London, United Kingdom. He joined Gamuda in 1977 as Project Manager. Under his leadership, Gamuda has been transformed into a diversified group of companies involved in construction, infrastructure concessions, property development and manufacturing.

Dato' Lin also sits on the Board of Directors of Lingkaran Trans Kota Holdings Berhad, Danau Permai Resort Berhad and several private limited companies. As at 31 July 2001, he held 56,848,818 ordinary shares, 500,000 employees' share options, 8,053,442 Warrant 1996/2006 and 12,240,551 Warrant 2001/2007 of Gamuda and does not have any securities holdings in any subsidiaries of Gamuda.

He attended all five (5) Board Meetings held during the financial year ended 31 July 2001.

Kecuali urusan pihak berkaitan berulang-ulang yang berbentuk menjana hasil yang perlu untuk operasi harian Gamuda dan subsidiari-subsidiarinya bagi khidmat rundingan kejuruteraan yang diberi oleh Sepakat Setia Perunding Sdn Bhd, sebuah syarikat di mana Tan Sri Dato' Ir Talha merupakan seorang pemegang saham utama dan Pengarah, tidak terdapat sebarang pengaturan perniagaan lain dengan Gamuda di mana beliau mempunyai kepentingan peribadi.

Beliau telah menghadiri empat (4) daripada lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001.

Y Bhg Dato' Lin Yun Ling, warganegara Malaysia, berusia 46 tahun, adalah Pengarah Urusan Gamuda. Beliau mula dilantik ke Lembaga Pengarah sebagai Pengarah Urusan pada 10 Februari 1981. Beliau juga merupakan ahli Jawatankuasa Imbuhan, Dato' Lin adalah seorang jurutera awam. Beliau berkelulusan ijazah Sarjana Muda Sains (Kepujian) jurusan Kejuruteraan Awam dari University of London, United Kingdom. Beliau menyertai Gamuda pada tahun 1977 sebagai Pengurus Projek. Di bawah kepimpinan beliau, Gamuda telah berubah menjadi sebuah kumpulan syarikat berpelbagai yang terlibat dalam aktiviti pembinaan, konsesi infrastruktur, pembangunan hartanah dan perkilangan.

Dato' Lin turut menganggotai Lembaga Pengarah Lingkaran Trans Kota Holdings Berhad, Danau Permai Resort Berhad dan beberapa syarikat sendirian berhad. Pada 31 Julai 2001, beliau memegang 56,848,818 saham biasa, 500,000 opsi saham kakitangan, 8,053,442 Waran 1996/2006 dan 12,240,551 Waran 2001/2007 Gamuda dan tidak mempunyai sebarang pegangan sekuriti dalam mana-mana subsidiari Gamuda.

Beliau telah menghadiri kesemua lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001.

Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi, Malaysian, aged 65, is an Independent Non-Executive Director of Gamuda. He was first appointed to the Board on 22 October 2001. He is also a member of the Audit and Nomination Committees. Tan Sri Dato' Mohd Ramli graduated with a Bachelor of Arts (Honours) degree in Social Science from Hull University, England and did post-graduate work at King's College, London University. He began his career in the public service in 1961 as Assistant Secretary, Bank Negara Malaysia. From 1965 to 1974, he served in senior positions at the Tariff Advisory Board, Federal Agricultural Marketing Authority and the Federation of Malaysian Manufacturers. From 1972 to 1983, he served as a Director and subsequently the Group Managing Director of Kumpulan Fima Berhad. Tan Sri Dato' Mohd Ramli was formerly Vice-President of Dewan Perniagaan Melayu Malaysia, Secretary-General of National Chamber Of Commerce And Industry and Secretary-General of ASEAN-Chambers Of Commerce And Industry. He was also formerly the UMNO Liaison Secretary Wilayah Persekutuan from 1980 to 1982 and a member of the Advisory Board, Dewan Bandaraya Kuala Lumpur. Currently he is a member of the Board of National Productivity Corporation and National Standards & Accreditation Council and Chairman of the Council's National Standards Committee.

Tan Sri Dato' Mohd Ramli is also the Chairman of South Malaysia Industries Berhad, Chairman of Sin Kean Boon Group Berhad, Director of DMIB Berhad, L&M Corporation (M) Berhad, Masscorp Berhad and several private limited companies. He does not have any securities holdings in Gamuda or in any subsidiaries of Gamuda.

He did not attend any of the Board Meetings held during the financial year as he was appointed as Director after the financial year-end.

Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi, warganegara Malaysia, berusia 65 tahun. Beliau adalah Pengarah Bukan Eksekutif Bebas Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah pada 22 Oktober 2001. Beliau juga merupakan ahli Jawatankuasa Audit dan Jawatankuasa Pencalonan. Tan Sri Dato' Mohd Ramli berkelulusan ijazah Sarjana Muda Sastera (Kepujian) jurusan Sains Sosial dari Hull University, England. Selepas itu, beliau melanjutkan pengajian ke peringkat sarjana di King's College, London University. Beliau memulakan kerjaya beliau dalam perkhidmatan awam pada tahun 1961 sebagai Penolong Setiausaha, Bank Negara Malaysia. Dari tahun 1965 hingga 1974, beliau berkhidmat dalam beberapa jawatan kanan di Lembaga Penasihat Tarif, Lembaga Pemasaran Pertanian Persekutuan dan Persekutuan Pekilang-Pekilang Malaysia. Dari tahun 1972 hingga 1983, beliau berkhidmat sebagai Pengarah dan seterusnya sebagai Pengarah Urusan Kumpulan Fima Berhad. Tan Sri Dato' Mohd Ramli adalah bekas Naib Presiden Dewan Perniagaan Melayu Malaysia, Ketua Setiausaha Dewan Perdagangan dan Industri Nasional dan Ketua Setiausaha Dewan Perdagangan dan Industri-ASEAN. Beliau juga adalah bekas Setiausaha Perhubungan UMNO Wilayah Persekutuan dari tahun 1980 hingga 1982 dan ahli Lembaga Penasihat, Dewan Bandaraya Kuala Lumpur. Kini beliau merupakan seorang ahli Lembaga Perbadanan Produktiviti Negara dan Majlis Piawaian & Akreditasi Negara dan Pengerusi Jawatankuasa Majlis Piawaian Negara.

Tan Sri Dato' Mohd Ramli juga merupakan Pengerusi South Malaysia Industries Berhad, Pengerusi Sin Kean Boon Group Berhad, Pengarah DMIB Berhad, L&M Corporation (M) Berhad, Masscorp Berhad dan beberapa syarikat sendirian berhad. Beliau tidak mempunyai sebarang pegangan sekuriti dalam Gamuda atau mana-mana subsidiari Gamuda.

Beliau tidak menghadiri sebarang Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan ini kerana beliau dilantik sebagai Pengarah selepas tahun kewangan berakhir.

Y M Raja Dato' Seri Abdul Aziz bin Raja Salim, Malaysian, aged 63, is an Independent Non-Executive Director of Gamuda. He was first appointed to the Board on 22 October 2001. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee. Y M Raja Dato' Seri Abdul Aziz is a Honorary Fellow of The Malaysian Institute of Taxation, Fellow of The Chartered Association of Certified Accountants, United Kingdom, Fellow of The Chartered Institute of Management Accountants (CIMA), United Kingdom and a Chartered Accountant (Malaysia). He served as Director-General of Inland Revenue Malaysia from 1980 to 1990 and Accountant-General Malaysia from 1990 to 1994. Y M Raja Dato' Seri Abdul Aziz was the President of CIMA, Malaysia Division from 1976 to 1993, a Council Member of CIMA, United Kingdom from 1990 to 1996 and was the only Malaysian then to be awarded the CIMA Gold Medal in recognition of his outstanding service to the accounting profession. He has been a Council Member of the Malaysian Institute of Accountants since 1998 and is presently the Chairman of its Committee on Internal Audit.

Y M Raja Dato' Seri Abdul Aziz is also the Chairman of the Audit Committees of K&N Kenanga Holdings Berhad, Camerlin Group Berhad and Jerneh Asia Berhad and a Director of Amanah Saham Mara Berhad, K&N Unit Trust Berhad, Jerneh Insurance Berhad, Tasek Corporation Berhad, PPB (Oil) Palms Berhad and several private limited companies. He does not have any securities holdings in Gamuda or in any subsidiaries of Gamuda.

He did not attend any of the Board Meetings held during the financial year as he was appointed a Director after the financial year-end.

Y M Raja Dato' Seri Abdul Aziz bin Raja Salim, warganegara Malaysia, berusia 63, adalah Pengarah Bukan Eksekutif Bebas Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah pada 22 Oktober 2001. Beliau juga merupakan Pengerusi Jawatankuasa Audit dan ahli Jawatankuasa Imbuhan, Y M Raja Dato' Seri Abdul Aziz adalah seorang Fellow Kehormat Institut Percukaian Malaysia, Fellow The Chartered Association of Certified Accountants, United Kingdom, Fellow The Chartered Institute of Management Accountants (CIMA), United Kingdom dan seorang Akauntan Bertauliah (Malaysia). Beliau berkhidmat sebagai Ketua Pengarah Jabatan Hasil Dalam Negeri Malaysia dari tahun 1980 hingga 1990 dan Ketua Akauntan Malaysia dari tahun 1990 hingga 1994. Y M Raja Dato' Seri Abdul Aziz adalah bekas Presiden CIMA, Bahagian Malaysia dari tahun 1976 hingga 1993, seorang Ahli Majlis CIMA, United Kingdom dari tahun 1990 hingga 1996 dan merupakan satu-satunya rakyat Malaysia ketika itu yang dianugerahkan dengan Pingat Emas CIMA sebagai pengiktirafan atas khidmat cemerlang beliau dalam profesion perakaunan. Beliau adalah Ahli Majlis Institut Akauntan Malaysia sejak tahun 1998 dan kini merupakan Pengerusi Jawatankuasa Audit Dalamannya.

Y M Raja Dato' Seri Abdul Aziz juga merupakan Pengerusi jawatankuasa Audit K&N Kenanga Holdings Berhad, Camerlin Group Berhad dan Jerneh Asia Berhad dan Pengarah Amanah Saham Mara Berhad, K&N Unit Trust Berhad, Jerneh Insurance Berhad, Tasek Corporation Berhad, PPB (Oil) Palms Berhad dan beberapa syarikat sendirian berhad. Beliau tidak mempunyai sebarang pegangan sekuriti dalam Gamuda atau mana-mana subsidiari Gamuda.

Beliau tidak menghadiri sebarang Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan ini kerana beliau dilantik sebagai Pengarah selepas tahun kewangan berakhir.

Mr Ng Kee Leen, Malaysian, aged 45, is an Executive Director of Gamuda. He was first appointed to the Board on 20 September 1986. He also serves as a member of the Audit Committee. Mr Ng has been with Gamuda since 1977 during which time he has held various senior management positions. He has extensive experience in tender, finance and implementation of infrastructure projects. He currently oversees the business development of new projects.

Mr Ng also sits on the Boards of Lingkaran Trans Kota Holdings Berhad, Kesas Holdings Berhad and several private limited companies. As at 31 July 2001, he held 14,516,114 ordinary shares, 500,000 employees' share options, 2,288,000 Warrant 1996/2006 and 4,308,335 Warrant 2001/2007 of Gamuda and did not have any securities holdings in any subsidiaries of Gamuda.

He attended all five (5) Board Meetings held during the financial year ended 31 July 2001.

Y A M Raja Dato' Seri Eleena Azlan Shah, Malaysian, aged 41, is a Non-Independent Non-Executive Director of Gamuda. She was first appointed to the Board on 1 June 1992. Y A M Raja Dato' Seri Eleena is a Barrister-at-Law from Lincoln's Inn, London, United Kingdom. She was called to the English Bar in 1985. Upon returning to Malaysia, she joined Messrs Skrine & Co and was called to the Malaysian Bar in 1986. She left Messrs Skrine & Co in 1987 to set up her own practice, Messrs Raja Eleena, Siew Ang & Associates.

Y A M Raja Dato' Seri Eleena is also a Director of KAF-Seagroatt & Campbell Berhad. As at 31 July 2001, she was deemed interested in 92,486,928 ordinary shares, 13,724,000 Warrant 1996/2006 and 23,122,000 Warrant 2001/2007 of Gamuda held by Generasi Setia (M) Sdn Bhd and did not have any securities holdings in any subsidiaries of Gamuda. Generasi Setia (M) Sdn Bhd, a major shareholder of Gamuda, is a company owned by her. Y A M Raja Dato' Seri Eleena is the niece of Y Bhg Dato' Ir Kamarul Zaman bin Mohd Ali.

She attended four (4) of the five (5) Board Meetings held during the financial year ended 31 July 2001.

Encik Ng Kee Leen, warganegara Malaysia, berusia 45 tahun, adalah Pengarah Eksekutif Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah pada 20 September 1986. Beliau juga berkhidmat sebagai ahli Jawatankuasa Audit. Sejak menyertai Gamuda pada tahun 1977, Encik Ng pernah memegang pelbagai jawatan pengurusan kanan. Beliau mempunyai pengalaman luas dalam bidang tender, kewangan dan pelaksanaan projek infrastruktur. Kini beliau menyelia perkembangan perniagaan projek-projek baru.

Encik Ng turut menganggotai Lembaga Pengarah Lingkaran Trans Kota Holdings Berhad, Kesas Holdings Berhad dan beberapa syarikat sendirian berhad. Pada 31 Julai 2001, beliau memegang 14,516,114 saham biasa, 500,000 opsyen saham kakitangan, 2,288,000 Waran 1996/2006 dan 4,308,335 Waran 2001/2007 Gamuda dan tidak mempunyai sebarang pegangan sekuriti dalam mana-mana subsidiari Gamuda.

Beliau telah menghadiri kesemua lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001.

Y A M Raja Dato' Seri Eleena Azlan Shah, warganegara Malaysia, berusia 41 tahun, adalah Pengarah Bukan Eksekutif Bukan Bebas Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah pada 1 Jun 1992. Y A M Raja Dato' Seri Eleena berkelulusan Barrister-at-Law dari Lincoln's Inn, London, United Kingdom. Beliau ditauliah sebagai peguam di English Bar pada tahun 1985. Sekembali ke Malaysia, beliau menyertai Messrs Skrine & Co dan ditauliah di Majlis Peguam Malaysia pada tahun 1986. Beliau meninggalkan Messrs Skrine & Co pada tahun 1987 untuk menubuhkan firma guaman beliau sendiri, Messrs Raja Eleena, Siew Ang & Associates.

Y A M Raja Dato' Seri Eleena juga merupakan Pengarah KAF-Seagroatt & Campbell Berhad. Pada 31 Julai 2001, beliau dianggap mempunyai kepentingan dalam 92,486,928 saham biasa, 13,724,000 Waran 1996/2006 dan 23,122,000 Waran 2001/2007 Gamuda yang dipegang oleh Generasi Setia (M) Sdn Bhd dan tidak mempunyai sebarang pegangan sekuriti dalam mana-mana subsidiari Gamuda. Generasi Setia (M) Sdn Bhd, salah satu pemegang saham utama Gamuda, adalah syarikat yang dimiliki oleh beliau. Y A M Raja Dato' Seri Eleena adalah anak saudara kepada Y Bhg Dato' Ir Kamarul Zaman bin Mohd Ali.

Beliau telah menghadiri empat (4) daripada lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001.

Y Bhg Dato' Ir Kamarul Zaman bin Mohd Ali, Malaysian, aged 65, is an Executive Director of Gamuda. He was first appointed to the Board on 1 June 1992. Dato' Ir Kamarul Zaman holds a Bachelor of Science degree in Engineering from the Institute of Technology, Brighton, United Kingdom. He was attached to Jabatan Kerja Raya (JKR) Penang from 1962 to 1974 as Quarry Manager and continued to serve JKR Penang from 1978 to 1981. Prior to joining G B Kuari Sdn Bhd, a subsidiary of Gamuda, on 1 June 1990, he was attached to the Penang Development Corporation as Senior Engineer from 1981 to 1990.

Dato' Ir Kamarul Zaman also sits on the Boards of Intan Utilities Bhd, Unza Holdings Berhad and several private limited companies. As at 31 July 2001, he held 1,218,000 ordinary shares, 500,000 employees' share options, 172,000 Warrant 1996/2006 and 331,500 Warrant 2001/2007 of Gamuda and did not have any securities holdings in any subsidiaries of Gamuda. Dato' Ir Kamarul Zaman is the uncle of Y A M Raja Dato' Seri Eleena Azlan Shah.

He attended all five (5) Board Meetings held during the financial year ended 31 July 2001.

Ms Wong Chin Yen, Malaysian, aged 41, is an Independent Non-Executive Director of Gamuda. She was first appointed to the Board as a Non-Executive Director on 1 June 1992. Ms Wong is also a member of the Audit and Nomination Committees.

After graduating with a Bachelor of Arts (Honours) degree in Law from the Polytechnic of North London, United Kingdom in 1982, she joined the Honourable Society of Middle Temple in 1983. In 1984, she was admitted to the London School of Economics and Political Science where she obtained her Masters of Law degree. From 1985 to 1987, she chambered and worked at Shearn Delamore & Co, a firm of solicitors before she joined American Express (M) Sdn Bhd as Legal and Credit Control Supervisor for the next 3 1/2 years. From 1990 to 1997, she started and managed her own business, providing process service to legal firms. Thereafter, she joined the stock brokerage industry and is presently a Dealer's Representative with HLG Securities Sdn Bhd.

Y Bhg Dato' Ir Kamarul Zaman bin Mohd Ali, warganegara Malaysia, berusia 65, adalah Pengarah Eksekutif Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah pada 1 Jun 1992. Dato' Ir Kamarul Zaman berkelulusan ijazah Sarjana Muda Sains dalam jurusan Kejuruteraan dari Institute of Technology, Brighton, United Kingdom. Beliau pernah berkhidmat dengan Jabatan Kerja Raya (JKR) Pulau Pinang dari tahun 1962 hingga 1974 sebagai Pengurus Kuari dan terus berkhidmat dengan JKR Pulau Pinang dari tahun 1978 hingga 1981. Sebelum menyertai G B Kuari Sdn Bhd, subsidiari Gamuda, pada 1 Jun 1990, beliau berkhidmat dengan Perbadanan Kemajuan Pulau Pinang sebagai Jurutera Kanan dari tahun 1981 hingga 1990.

Dato' Ir Kamarul Zaman turut menganggotai Lembaga Pengarah Intan Utilities Bhd, Unza Holdings Berhad dan beberapa syarikat sendirian berhad. Pada 31 Julai 2001, beliau memegang 1,218,000 saham biasa, 500,000 opsi saham kakitangan, 172,000 Waran 1996/2006 dan 331,500 Waran 2001/2007 Gamuda dan tidak mempunyai sebarang pegangan sekuriti dalam mana-mana subsidiari Gamuda. Dato' Ir Kamarul Zaman adalah bapa saudara kepada Y A M Raja Dato' Seri Eleena Azlan Shah.

Beliau telah menghadiri kesemua lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001.

Cik Wong Chin Yen, warganegara Malaysia, berusia 41 tahun, adalah Pengarah Bukan Eksekutif Bebas Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah sebagai Pengarah Bukan Eksekutif pada 1 Jun 1992. Cik Wong juga merupakan ahli Jawatankuasa Audit dan Jawatankuasa Pencalonan.

Selepas memperolehi ijazah Sarjana Muda Sastera (Kepujian) dalam jurusan Undang-undang dari Polytechnic of North London, United Kingdom pada tahun 1982, beliau menyertai Honourable Society of Middle Temple pada tahun 1983. Pada tahun 1984, beliau diterima oleh London School of Economics and Political Science di mana beliau memperolehi ijazah Sarjana Undang-undang. Dari tahun 1985 hingga 1987, beliau menjalani latihan dan bekerja di Shearn Delamore & Co, sebuah firma peguambela sebelum menyertai American Express (M) Sdn Bhd sebagai Penyelia Perundangan dan Kawalan Kredit untuk 3 1/2 tahun berikutnya. Dari tahun 1990 hingga 1997, beliau memula dan mengurus perniagaan beliau sendiri, yang menyediakan khidmat pemprosesan kepada firma-firma guaman. Selepas itu, beliau menyertai industri pembrokeran stok dan kini merupakan Wakil Penjual dengan HLG Securities Sdn Bhd.

Ms Wong does not sit on the Boards of any other public companies. She does not have any securities holdings in Gamuda or in any subsidiaries of Gamuda.

She attended all five (5) Board Meetings held during the financial year ended 31 July 2001.

Y Bhg Datuk Ab Rahman bin Omar,

Malaysian, aged 55, is an Independent Non-Executive Director of Gamuda. He was first appointed to the Board on 22 October 2001. Datuk Ab Rahman graduated with a Bachelor of Economics (Honours) degree from University of Malaya in 1970 and started his career with the prestigious Administration and Diplomatic Services, serving various government departments. He joined the private sector in 1973.

Currently he is the Chairman of BHP Steel (Malaysia) Sdn Bhd, Managing Director of Perusahaan Otomobil Kedua Sdn Bhd and a Director of Perusahaan Sadur Timah Malaysia Bhd. He does not have any securities holdings in Gamuda or in any subsidiaries of Gamuda.

He did not attend any of the Board Meetings held during the financial year as he was appointed a Director after the financial year-end.

Mr Goon Heng Wah, Malaysian, aged 45, is an Executive Director of Gamuda. He was first appointed to the Board on 11 November 1986, resigned on 30 October 1988 and was re-appointed to the Board on 1 June 1992. Mr Goon graduated with a Bachelor of Engineering (Honours) degree from the Polytechnic of South Bank, United Kingdom. He held several senior management positions since joining Gamuda in 1978 with responsibilities including management and supervision of major projects. Currently, he oversees project management of the Group's major infrastructure and property development projects and the business development of new infrastructure projects.

Cik Wong tidak menganggotai Lembaga Pengarah mana-mana syarikat awam lain. Beliau tidak mempunyai sebarang pegangan sekuriti dalam Gamuda atau mana-mana subsidiari Gamuda.

Beliau telah menghadiri kesemua lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001.

Y Bhg Datuk Ab Rahman bin Omar, warganegara Malaysia, berusia 55, adalah Pengarah Bukan Eksekutif Bebas Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah pada 22 Oktober 2001. Datuk Ab Rahman berkelulusan ijazah Sarjana Muda Ekonomi (Kepujian) dari Universiti Malaya pada tahun 1970 dan memulakan kerjaya beliau dalam Perkhidmatan Pentadbiran dan Diplomatik di beberapa jabatan kerajaan. Beliau mula menyertai sektor swasta pada tahun 1973.

Buat masa ini, beliau merupakan Pengerusi BHP Steel (Malaysia) Sdn Bhd, Pengarah Urusan Perusahaan Otomobil Kedua Sdn Bhd dan Pengarah Perusahaan Sadur Timah Malaysia Bhd. Beliau tidak mempunyai sebarang pegangan sekuriti dalam Gamuda atau mana-mana subsidiari Gamuda.

Beliau tidak menghadiri sebarang Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan ini kerana beliau dilantik sebagai Pengarah selepas tahun kewangan berakhir.

Encik Goon Heng Wah, warganegara Malaysia, berusia 45 tahun, adalah Pengarah Eksekutif Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah pada 11 November 1986, meletak jawatan pada 30 Oktober 1988 dan telah dilantik semula ke Lembaga Pengarah pada 1 Jun 1992. Encik Goon berkelulusan ijazah Sarjana Muda Kejuruteraan (Kepujian) dari Polytechnic of South Bank, United Kingdom. Sejak menyertai Gamuda pada tahun 1978, beliau telah menyandang beberapa jawatan pengurusan kanan dengan tanggungjawab yang meliputi pengurusan dan penyeliaan projek-projek utama. Kini, beliau menyelia pengurusan projek infrastruktur dan pembangunan hartanah utama Kumpulan dan perkembangan perniagaan projek-projek infrastruktur baru.

Mr Goon also sits on the Boards of a number of private limited companies. He is not a Director of any other public companies. As at 31 July 2001, he held 11,471,158 ordinary shares, 500,000 employees' share options, 1,788,158 Warrant 1996/2006 and 2,996,000 Warrant 2001/2007 of Gamuda and did not have any securities holdings in any subsidiaries of Gamuda.

He attended four (4) of the five (5) Board Meetings held during the financial year ended 31 July 2001.

Mr Ha Tiing Tai, Malaysian, aged 47, is an Executive Director of Gamuda. He was first appointed to the Board on 1 February 1990. He holds a Bachelor of Engineering (Honours) degree from the University of Malaya. Mr Ha who has responsibility for the Group's design & technical functions, is a Chartered Engineer with more than 22 years experience in the engineering and construction sectors. Prior to joining Gamuda, he was Associate Director of Hashim & Neh, an engineering consulting firm specialising in turnkey projects.

Mr Ha also sits on the Boards of several private limited companies. He is not a Director of any other public companies. As at 31 July 2001, he held 13,207,938 ordinary shares, 500,000 employees' share options, 1,704,000 Warrant 1996/2006 and 3,477,000 Warrant 2001/2007 of Gamuda and did not have any securities holdings in any subsidiaries of Gamuda.

He attended all five (5) Board Meetings held during the financial year ended 31 July 2001.

Encik Goon turut menganggotai Lembaga Pengarah beberapa syarikat sendirian berhad. Beliau bukan Pengarah mana-mana syarikat awam lain. Pada 31 Julai 2001, beliau memegang sebanyak 11,471,158 saham biasa, 500,000 opsyen saham kakitangan, 1,788,158 Waran 1996/2006 dan 2,996,000 Waran 2001/2007 Gamuda dan tidak mempunyai sebarang pegangan sekuriti dalam mana-mana subsidiari Gamuda.

Beliau telah menghadiri empat (4) daripada lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001.

Encik Ha Tiing Tai, warganegara Malaysia, berusia 47 tahun, adalah Pengarah Eksekutif Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah pada 1 Februari 1990. Beliau berkelulusan ijazah Sarjana Muda Kejuruteraan (Kepujian) dari Universiti Malaya. Encik Ha yang bertanggungjawab di atas fungsi rekabentuk & teknikal Kumpulan, adalah seorang Jurutera Bertauliah dengan lebih 22 tahun pengalaman dalam sektor kejuruteraan dan pembinaan. Sebelum menyertai Gamuda, beliau merupakan Pengarah di Hashim & Neh, sebuah firma rundingan kejuruteraan yang mengkhusus dalam projek "turnkey."

Encik Ha turut menganggotai Lembaga Pengarah beberapa syarikat sendirian berhad. Beliau bukan merupakan Pengarah mana-mana syarikat awam lain. Pada 31 Julai 2001, beliau memegang sebanyak 13,207,938 saham biasa, 500,000 opsyen saham kakitangan, 1,704,000 Waran 1996/2006 dan 3,477,000 Waran 2001/2007 Gamuda dan tidak mempunyai sebarang pegangan sekuriti dalam mana-mana subsidiari Gamuda.

Beliau telah menghadiri kesemua lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001.

Mr Saw Wah Theng, Malaysian, aged 44, is an Executive Director of Gamuda. He was first appointed to the Board on 1 February 1998. He was admitted as an Associate of the Institute of Chartered Accountants in England and Wales in 1985. In 1988 he became a member of the Malaysian Institute of Accountants. He has extensive experience in accounting, finance and corporate finance. He was attached to an accounting firm in the United Kingdom from 1981 to 1985. Prior to joining the Gamuda Group, he was the Group Financial Controller of Hong Leong Industries Berhad. Mr Saw is responsible for the Group's budgetary control, treasury, tax and corporate finance including mergers and corporate restructuring exercises.

He is also a Director of Lingkaran Trans Kota Holdings Berhad, Kesas Holdings Berhad, an Alternate Director in Danau Permai Resort Berhad and a Director of several private limited companies. As at 31 July 2001, he held 100,000 ordinary shares, 500,000 employees' share options and 96,000 Warrant 2001/2007 of Gamuda and did not have any securities holdings in any subsidiaries of Gamuda.

He attended all five (5) Board Meetings held during the financial year ended 31 July 2001.

Tuan Haji Azmi Mat Nor, Malaysian, aged 43, is an Executive Director of Gamuda. He was first appointed as Alternate Director to Mr Heng Teng Kuang on 22 December 2000. He ceased to be an Alternate Director to Mr Heng Teng Kuang on 1 August 2001 when the latter resigned on 1 August 2001. He was subsequently appointed to the Board as a Director on 24 September 2001.

Encik Saw Wah Theng, warganegara Malaysia, berusia 44 tahun, adalah Pengarah Eksekutif Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah pada 1 Februari 1998. Beliau diterima sebagai Ahli Bersekutu Institute of Chartered Accountants di England dan Wales pada tahun 1985. Pada tahun 1988 beliau menjadi ahli Institut Akauntan Malaysia. Beliau mempunyai pengalaman yang luas dalam bidang perakaunan, kewangan dan kewangan korporat. Beliau pernah berkhidmat dengan sebuah firma perakaunan di United Kingdom dari tahun 1981 hingga 1985. Sebelum menyertai Kumpulan Gamuda, beliau adalah Pengawal Kewangan Kumpulan Hong Leong Industries Berhad. Encik Saw bertanggungjawab di atas pengawalan belanjawan, perbendaharaan, cukai dan kewangan korporat Kumpulan meliputi latihan pergabungan dan penyusunan semula korporat.

Beliau juga merupakan Pengarah Lingkaran Trans Kota Holdings Berhad, Kesas Holdings Berhad, Pengarah Pengganti di Danau Permai Resort Berhad dan Pengarah beberapa syarikat sendirian berhad. Pada 31 Julai 2001, beliau memegang 100,000 saham biasa, 500,000 opsiyen saham kakitangan dan 96,000 Waran 2001/2007 Gamuda dan tidak mempunyai sebarang pegangan sekuriti dalam mana-mana subsidiari Gamuda.

Beliau telah menghadiri kesemua lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001.

Tuan Haji Azmi Mat Nor, warganegara Malaysia, berusia 43 tahun, adalah Pengarah Eksekutif Gamuda. Beliau mula dilantik menganggotai Lembaga Pengarah sebagai Pengarah Pengganti kepada Encik Heng Teng Kuang pada 22 Disember 2000. Beliau berhenti menjadi Pengarah Pengganti kepada Encik Heng Teng Kuang pada 1 Ogos 2001 apabila Encik Heng meletak jawatan pada 1 Ogos 2001. Beliau kemudiannya dilantik ke Lembaga Pengarah sebagai seorang Pengarah pada 24 September 2001.

Tuan Haji Azmi graduated with a Bachelor of Science degree in Civil Engineering in 1983 and a Masters of Science degree in Highway Engineering in 1995, both from the University of Strathclyde, Glasgow, Scotland, United Kingdom. He was Site Engineer for Jabatan Kerja Raya (JKR) Pahang from 1983 to 1984 and Resident Engineer of JKR Selangor from 1984 to 1986. As Resident Engineer, he was responsible for supervision of the construction of army complex, civil work and air force buildings. He was promoted to Maintenance Engineer, JKR Selangor in 1986 where he was responsible for the management of maintenance work for the army complex. From 1987 to 1997 he was the Assistant Director in charge of design and coordination of Central Zone Design Unit under JKR Cawangan Jalan.

Tuan Haji Azmi also sits on the Boards of Lingkaran Trans Kota Holdings Berhad, Kesas Holdings Berhad and several private limited companies. As at 31 July 2001, he held 10,000 ordinary shares of Gamuda and did not have any securities holdings in any subsidiaries of Gamuda.

He attended three (3) of the five (5) Board Meetings held during the financial year ended 31 July 2001 as an Alternate Director (appointed on 22 December 2000).

Mr Chow Chee Wah, Malaysian, aged 43, is the Alternate Director to Dato' Lin Yun Ling. He holds an Executive position in Gamuda. He was first appointed as an Alternate Director to Mr Chan Kuan Nam @ Chan Yong Foo on 22 December 2000. He ceased to be an Alternate Director to Mr Chan Kuan Nam @ Chan Yong Foo on 1 August 2001 when the latter resigned on 1 August 2001. He was subsequently appointed Alternate Director to Dato' Lin Yun Ling on 24 September 2001. He graduated from the University of London, United Kingdom in 1981 with a Bachelor of Science degree in Engineering. He is a member of the Institute of Engineers, Malaysia and has been a Professional Engineer registered with the Board of Engineers since 1986.

Tuan Haji Azmi berkelulusan ijazah Sarjana Muda Sains dalam jurusan Kejuruteraan Awam pada tahun 1983 dan berkelulusan ijazah Sarjana Sains dalam Kejuruteraan Lebuhraya pada tahun 1995, kedua-duanya dari University of Strathclyde, Glasgow, Scotland, United Kingdom. Beliau merupakan Jurutera Tapak, Jabatan Kerja Raya (JKR) Pahang dari tahun 1983 hingga 1984 dan Jurutera Residen JKR Selangor dari tahun 1984 hingga 1986. Sebagai Jurutera Residen, beliau bertanggungjawab terhadap penyeliaan pembinaan kompleks angkatan tentera, kerja awam dan bangunan-bangunan tentera udara. Beliau dinaikkan pangkat ke jawatan Jurutera Penyenggaraan, JKR Selangor pada tahun 1986 di mana beliau bertanggungjawab terhadap pengurusan kerja penyenggaraan bagi kompleks angkatan tentera. Dari tahun 1987 hingga 1997 beliau merupakan Penolong Pengarah yang bertanggungjawab terhadap rekabentuk dan penyelarasan Unit Rekabentuk Zon Tengah di bawah JKR Cawangan Jalan.

Tuan Haji Azmi juga menganggotai Lembaga Pengarah Lingkaran Trans Kota Holdings Berhad, Kesas Holdings Berhad dan beberapa syarikat sendirian berhad. Pada 31 Julai 2001, beliau memegang sebanyak 10,000 saham biasa Gamuda dan tidak mempunyai sebarang pegangan sekuriti dalam mana-mana subsidiari Gamuda.

Beliau telah menghadiri tiga (3) daripada lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001 sebagai Pengarah Pengganti (dilantik pada 22 Disember 2000).

Encik Chow Chee Wah, warganegara Malaysia, berusia 43 tahun, adalah Pengarah Pengganti kepada Dato' Lin Yun Ling. Beliau menyandang jawatan Eksekutif di Gamuda. Beliau mula dilantik sebagai Pengarah Pengganti kepada Encik Chan Kuan Nam @ Chan Yong Foo pada 22 Disember 2000. Beliau berhenti menjadi Pengarah Pengganti kepada Encik Chan Kuan Nam @ Chan Yong Foo pada 1 Ogos 2001 apabila Encik Chan meletakkan jawatan pada 1 Ogos 2001. Selepas itu, beliau dilantik sebagai Pengarah Pengganti kepada Dato' Lin Yun Ling pada 24 September 2001. Beliau berkelulusan dari University of London, United Kingdom pada tahun 1981 dengan ijazah Sarjana Muda Sains dalam jurusan Kejuruteraan. Beliau merupakan ahli Institut Jurutera Malaysia dan seorang Jurutera Profesional yang berdaftar dengan Lembaga Jurutera sejak tahun 1986.

A Chartered Engineer since 1989, he joined Gamuda on 1 April 1995 as Project Coordinator and is currently also the Senior General Manager for Design & Technical Division. He was formerly an Associate Director of Sepakat Setia Perunding Sdn Bhd, a company he was with from 1981 to 1995. During this period, he was involved in numerous projects, inter-alia, the design for piled roadway and sub-structure for buildings in the Johor Bahru Waterfront City Project and the design of the North-South Expressway from Pagoh to Ayer Hitam in Johor.

Mr Chow is also a Director of several private limited companies. He is not a Director of any other public companies. As at 31 July 2001, he held 2,000 ordinary shares and 450,000 employees' share options of Gamuda and did not have any securities holdings in any subsidiaries of Gamuda.

He attended three (3) of the five (5) Board Meetings held during the financial year ended 31 July 2001 as an Alternate Director (appointed on 22 December 2000).

Beliau yang merupakan seorang Jurutera Bertauliah sejak tahun 1989, menyertai Gamuda pada 1 April 1995 sebagai Penyelaras Projek dan kini merupakan Pengurus Besar Kanan bagi Bahagian Rekabentuk & Teknikal. Beliau adalah bekas Pengarah Bersekutu Sepakat Setia Perunding Sdn Bhd, syarikat di mana beliau berkhidmat dari tahun 1981 hingga 1995. Sepanjang tempoh tersebut, beliau terlibat dalam berbagai projek, yang antara lain, rekabentuk jalanraya bercerucuk dan substruktur bagi bangunan di Projek Johor Bahru Waterfront City dan rekabentuk Lebuhraya Utara-Selatan dari Pagoh ke Ayer Hitam di Johor.

Encik Chow juga merupakan Pengarah beberapa syarikat sendirian berhad. Beliau bukan Pengarah mana-mana syarikat awam lain. Pada 31 Julai 2001, beliau memegang sebanyak 2,000 saham biasa dan 450,000 opsi saham kakitangan Gamuda dan tidak mempunyai sebarang pegangan sekuriti dalam mana-mana subsidiari Gamuda.

Beliau telah menghadiri tiga (3) daripada lima (5) Mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Julai 2001 sebagai Pengarah Pengganti (dilantik pada 22 Disember 2000).

Save as disclosed, none of the Directors have Selain daripada seperti yang dibentangkan, tiada Pengarah mempunyai:

- *any family relationship with any Director and/or major shareholder of Gamuda.*
- *sebarang hubungan kekeluargaan dengan mana-mana Pengarah dan/atau pemegang saham utama Gamuda.*
- *any conflict of interest with Gamuda; and*
- *sebarang konflik kepentingan dengan Gamuda; dan*
- *any convictions for offences within the past ten (10) years other than traffic offences.*
- *sebarang pembabitian bagi kesalahan dalam tempoh sepuluh (10) tahun lepas selain daripada kesalahan lalulintas.*

Directors standing for re-election are Para Pengarah yang menawarkan diri untuk pemilihan semula adalah:

- | | |
|---|---|
| • Y Bhg Dato' Lin Yun Ling | • Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi |
| • Y A M Raja Dato' Seri Eleena Azlan Shah | • Y M Raja Dato' Seri Abdul Aziz bin Raja Salim |
| • Y Bhg Datuk Ab Rahman bin Omar | • Mr Ng Kee Leen |
| • Mr Saw Wah Theng | • Tuan Haji Azmi Mat Nor |

COMPOSITION AND DESIGNATION OF THE AUDIT COMMITTEE

KOMPOSISI DAN JAWATAN DALAM JAWATANKUASA AUDIT

Y M Raja Dato' Seri Abdul Aziz bin Raja Salim
(appointed on 22 October 2001)
Chairman of Audit Committee (Independent Non-Executive Director)
(dilantik pada 22 Oktober 2001)
Pengerusi Jawatankuasa Audit (Pengarah Bukan Eksekutif Bebas)

Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi
(appointed on 22 October 2001)
Member (Independent Non-Executive Director)
(dilantik pada 22 Oktober 2001)
Ahli (Pengarah Bukan Eksekutif Bebas)

Y Bhg Tan Sri Dato' Ir Talha bin Haji Mohd Hashim
(resigned on 16 October 2001)
(Non-Independent Non-Executive Director)
(meletak jawatan pada 16 Oktober 2001)
(Pengarah Bukan Eksekutif Bukan Bebas)

Ms Wong Chin Yen
Member (Independent Non-Executive Director)
Ahli (Pengarah Bukan Eksekutif Bebas)

Mr Ng Kee Leen
Member (Executive Director)
Ahli (Pengarah Eksekutif)

30 AUDIT COMMITTEE REPORT LAPORAN JAWATANKUASA AUDIT

OBJECTIVES

The principal objectives of the Committee are to protect the interest of the investing public and to have more effective corporate governance.

TERMS OF REFERENCE

Duties

The duties of the Committee shall include the review of the following and report the same to the Board of Directors:

- i the effectiveness of management information system and other systems of internal control within the Company and the Group;
- ii Management's compliance with laws, regulations, established policies, plans and procedures;
- iii evaluate factors relating to the independence of the External Auditors and providing a framework within which the External Auditors can assert their independence;
- iv together with the External Auditors assess and evaluate the scope of their audit plan, their evaluation of the system of internal control and the audit reports on the financial statements;
- v the quarterly financial results and year end financial statements with Management prior to deliberation and approval by the Board, focusing particularly on:
 - a changes in major accounting policies;
 - b significant and unusual events;
 - c compliance with accounting standards and other legal requirements.

- vi the scope, function and resources of Internal Audit function and the necessary authority to carry out its work;
- vii the Internal Audit program, processes and results of the audit work, process of investigation undertaken and whether or not appropriate action is taken on the recommendations of the Internal Audit function;
- viii any related party transaction and conflict of interest situation that may arise including any transaction, procedure or course of conduct concerning Management's integrity; and
- ix the selection, remuneration and resignation or dismissal of the External Auditors.

Authority

In carrying out their duties and responsibilities, the Committee shall have the authority to investigate any matter within its terms of reference with full and unrestricted access to all the Company's records, properties and personnel. The Committee is entitled to obtain independent professional or other advice to enable it to discharge its duties.

Meetings

The Committee shall hold at least four meetings per year. Additional meeting may be held if it is requested to do so by any Committee member, the Management, Internal or External Auditors. The Committee may invite any person to be in attendance to assist in its deliberations.

A quorum shall consist of a majority of Independent Directors and shall not be less than two. The Company Secretary shall act as secretary of the Committee.

OBJEKTIF

Objektif utama Jawatankuasa ialah untuk melindungi kepentingan masyarakat pelaburan serta memastikan tadbir urus korporat yang lebih efektif.

TERMA RUJUKAN**Tugas-tugas**

Tugas Jawatankuasa meliputi mengkaji perkara-perkara berikut dan melaporkannya kepada Lembaga Pengarah:

- i keberkesanan sistem maklumat pengurusan dan sistem-sistem kawalan dalaman lain di dalam Syarikat dan Kumpulan;
- ii pematuan pengurusan terhadap undang-undang, peraturan, dasar-dasar, rancangan dan prosedur yang telah digariskan;
- iii menilai faktor-faktor yang berkaitan dengan kebebasan Juruaudit Luar dan menyediakan rangka kerja yang membolehkan Juruaudit Luar menegaskan pendirian mereka;
- iv bersama-sama dengan Juruaudit Luar menaksir dan menilai skop rancangan audit mereka, penilaian mereka mengenai sistem kawalan dalaman dan laporan audit mengenai penyata kewangan;
- v keputusan kewangan suku tahunan dan penyata kewangan akhir tahun dengan Pengurusan sebelum perbincangan dan kelulusan Lembaga Pengarah, dengan memfokus khususnya kepada:
 - a perubahan dalam dasar-dasar perakaunan penting;
 - b peristiwa penting dan luarbiasa;
 - c pematuan terhadap piawaian perakaunan dan keperluan perundangan yang lain.
- vi skop, fungsi dan sumber fungsi Audit Dalaman dan pihak berkuasa berkaitan untuk menjalankan tugasnya;
- vii program Audit Dalaman, proses dan keputusan tugas audit, proses penyiasatan yang dijalankan dan sama ada wajar atau tidak tindakan diambil ke atas syor fungsi Audit Dalaman;
- viii sebarang urusan pihak berkaitan dan pertelingkahan kepentingan yang mungkin timbul termasuk sebarang urusan, prosedur atau bentuk tindakan berkenaan kewibawaan Pengurusan; dan
- ix pemilihan, ganjaran dan perletakan jawatan atau pemberhentian Juruaudit Luar.

Kuasa

Dalam melaksanakan tugas dan tanggungjawabnya, Jawatankuasa ini mempunyai kuasa untuk menyiasat sebarang perkara yang tertakluk di dalam bidang kuasanya dengan diberi kuasa penuh dan tanpa halangan untuk meneliti semua rekod, hartanah dan kakitangan Syarikat. Jawatankuasa ini berhak untuk mendapat nasihat profesional bebas atau nasihat lain untuk membolehkannya menjalankan tugasnya.

Mesyuarat

Jawatankuasa akan mengadakan sekurang-kurangnya empat mesyuarat setiap tahun. Mesyuarat tambahan boleh diadakan jika diminta oleh ahli Jawatankuasa, Pengurusan, Juruaudit Dalaman atau Luar. Jawatankuasa ini boleh mengundang sesiapa untuk hadir bagi membantu dalam perbincangannya.

Kuorum akan mengandungi majoriti para Pengarah Bebas dan tidak boleh kurang daripada dua orang ahli. Setiausaha Syarikat akan bertindak sebagai setiausaha Jawatankuasa.

During the financial year ended 31 July 2001, the Committee met for a total of four times and the attendance of each member of the Audit Committee are as follows:

Pada tahun kewangan berakhir 31 Julai 2001, Jawatankuasa telah bermesyuarat sebanyak empat kali dan butir-butir kehadiran setiap ahli Jawatankuasa Audit adalah seperti berikut:

Audit Committee Member Ahli Jawatankuasa Audit	Designation Jawatan	No. of meetings held during the year Bil. mesyuarat diadakan pada tahun	No. of meeting attended Bil. mesyuarat dihadiri
Y Bhg Tan Sri Dato' Ir Talha bin Haji Mohd Hashim	Chairman Pengerusi	4	4
Ms Wong Chin Yen	Member Ahli	4	4
Mr Ng Kee Leen	Member Ahli	4	3

32 AUDIT COMMITTEE REPORT LAPORAN JAWATANKUASA AUDIT

Summary of Audit Committee's Activities

Audit Committee's activities during financial year ended 31 July 2001 include the review of:

- the risk assessment and audit plan proposed by Internal Auditors and recommend the same to the Board for approval;
- the audit plan and audit fees proposed by External Auditors and recommend to the Board the appointment and audit fee of External Auditors;
- the audit reports presented by Internal Auditors on findings and recommendations with respect to system and controls weaknesses and ensure implementation of corrective actions;
- the compliance to accounting standards issued by Malaysian Accounting Standards Board;
- the Group's quarterly financial results and recommend the same to the Board for approval and announcement to the Kuala Lumpur Stock Exchange and Securities Commission;
- the Group's year end audited accounts and audit report on the financial statement as presented by the External Auditors and recommend the same to the Board for approval.

Internal Audit Function

Internal Audit function has been established to assist the Committee in discharging its duties and responsibilities. The role of the Internal Audit function is to provide the Committee with independent and objective reports on the state of internal control and compliance to policies and procedures. The Internal Audit function is also involved in risk assessment, risk evaluation and recommendation of control activities to manage such identified risk.

Ringkasan Aktiviti Jawatankuasa Audit

Aktiviti yang dijalankan oleh Jawatankuasa Audit pada tahun kewangan berakhir 31 Julai 2001 termasuk mengkaji:

- penilaian risiko dan rancangan audit yang disyorkan oleh Juruaudit Dalaman dan mencadangkannya kepada Lembaga Pengarah untuk kelulusan;
- racangan audit dan yuran audit yang disyorkan oleh Juruaudit Luar dan mencadangkan kepada Lembaga Pengarah berhubung perlantikan dan yuran audit Juruaudit Luar;
- laporan audit yang dikemukakan oleh Juruaudit Dalaman mengenai penemuan dan cadangan berhubung dengan kelemahan sistem dan kawalan serta memastikan pelaksanaan tindakan pembetulan;
- pematuhan terhadap piawaian perakaunan yang dikeluarkan oleh Lembaga Piawaian Perakaunan Malaysia;
- keputusan kewangan suku tahunan Kumpulan dan mencadangkannya kepada Lembaga Pengarah untuk kelulusan dan pengumuman kepada Bursa Saham Kuala Lumpur dan Suruhanjaya Sekuriti; dan
- akaun akhir tahun Kumpulan dan laporan audit mengenai penyata kewangan seperti yang dikemukakan oleh juruaudit Luar dan mencadangkannya kepada Lembaga Pengarah untuk kelulusan.

Fungsi Audit Dalaman

Fungsi Audit Dalaman diwujudkan untuk membantu Jawatankuasa menjalankan tugas dan tanggungjawabnya. Peranan fungsi Audit Dalaman adalah untuk menyediakan laporan yang berkecuali dan objektif kepada Jawatankuasa mengenai hal-ehwal kawalan dalaman dan pematuhan terhadap pelbagai dasar dan prosedur. Fungsi Audit Dalaman juga terlibat dalam penaksiran dan penilaian risiko dan mengemukakan cadangan aktiviti-aktiviti kawalan untuk menguruskan risiko yang telah dikenalpasti.

Our Board of Directors welcomes the implementation of a Code of Corporate Governance

Lembaga Pengarah kami mengalu-alukan pelaksanaan Kod Tadbir Urus Korporat yang dikeluarkan oleh Jawatankuasa Kewangan

issued by the Finance Committee on Corporate Governance in March 2000. The Code defines mengenai Tadbir Urus Korporat pada bulan Mac 2000. Kod ini mentakrifkan prinsip-prinsip dan amalan terbaik mengenai

the principles and best practices on structures and processes that companies can use in their struktur dan proses yang boleh digunakan oleh syarikat-syarikat dalam operasi masing-masing ke arah pencapaian rangka kerja

operations towards achieving the optimal governance framework.

tadbir urus korporat yang optimum.

DIRECTORS' STATEMENT ON CORPORATE GOVERNANCE

PENYATA PARA PENGARAH MENGENAI TADBIR URUS KORPORAT

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The Board is duly committed in implementing high standards of corporate governance and recognises the need for companies to be more efficient and well-managed in a global economy. Indeed, the role of Directors in upholding the integrity of the Company, protecting and enhancing shareholder value is crucial. The Code, therefore, provides a fundamental framework and the yardstick for best practice benchmark.

Board of Directors

The Board has always had a balance of Executive and Non-Executive Directors. In the later part of the year, there was an increase in the number of Independent Non-Executive Directors in compliance with the KLSE Listing Requirements. Members of the Board have also been brought together to represent a blend of legal, financial, technical and business experiences that has been vital to the successful direction of the Group.

The Board acknowledges that the principles of good governance indicate that there should be a clear division of responsibilities between the running of the Board and executive responsibility for the running of the Company's business. The roles of the Chairman and the Managing Director are clearly separated. Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi, a Non-Executive Director, is the Senior Independent Director on the Board to whom all concerns of shareholders may be conveyed.

The Board meets ordinarily four times per financial year, with additional meetings being convened as necessary. For the financial year 2001, the Board met five times. The details of meetings are disclosed below. All of the Non-Executive Directors regularly attend meetings of the Board and its committees and participate fully in the deliberations of matters reserved for the Board.

Lembaga Pengarah turut komited untuk melaksanakan taraf piawaian tadbir urus korporat yang tinggi serta mengakui keperluan bagi syarikat-syarikat supaya lebih cekap dan diurus dengan sempurna selaras dengan persekitaran ekonomi yang berciri global. Malah, peranan para Pengarah dalam menjaga kewibawaan Syarikat, melindungi serta mempertingkatkan nilai pemegang saham adalah amat penting. Justeru itu, Kod ini menyediakan satu rangka kerja fundamental serta garis ukuran yang mampu menyediakan ukur rujuk amalan terbaik.

Lembaga Pengarah

Lembaga Pengarah sentiasa mempunyai keseimbangan antara Pengarah Eksekutif dan Bukan Eksekutif. Pada lewat tahun ini, bilangan Pengarah Bukan Eksekutif Bebas telah bertambah sebagai mematuhi Keperluan Penyenaraian BSKL. Para Ahli Lembaga Pengarah juga telah dipilih supaya mewakili campuran latar belakang pengalaman yang merangkumi bidang perundangan, kewangan, teknikal dan perniagaan yang begitu penting dalam memastikan kejayaan hala tuju Kumpulan.

Lembaga Pengarah mengakui bahawa prinsip-prinsip tadbir urus korporat yang baik menandakan perlunya pembahagian tanggungjawab yang nyata antara pegendalian Lembaga Pengarah dan tanggungjawab eksekutif dalam mengendalikan perniagaan Syarikat. Peranan Pengerusi dan Pengarah Urusan telah diasingkan dengan nyata. Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi, seorang Pengarah Bukan Eksekutif, adalah seorang Pengarah Bebas Kanan dalam Lembaga Pengarah yang dipertanggungjawabkan untuk menangani semua isu pemegang saham.

Lembaga Pengarah biasanya mengadakan mesyuarat empat kali setiap tahun kewangan dan mesyuarat tambahan diadakan jika perlu. Bagi tahun kewangan 2001, Lembaga Pengarah telah bermesyuarat sebanyak lima kali. Butir-butir mengenai mesyuarat tersebut dibentangkan seperti di bawah ini. Lazimnya, semua Pengarah Bukan Eksekutif akan menghadiri mesyuarat Lembaga Pengarah dan mesyuarat jawatankuasanya dan mengambil bahagian sepenuhnya dalam perbincangan mengenai perkara-perkara yang khusus untuk ditangani oleh Lembaga Pengarah.

DIRECTORS' STATEMENT ON CORPORATE GOVERNANCE

34 PENYATA PARA PENGARAH MENGENAI TADBIR URUS KORPORAT

The Chairman undertakes primary responsibility for organising information necessary for the Board to deal with the agenda and for providing this information to Directors on a timely basis. Timetables are set well in advance to ensure that adequate information can be circulated in a satisfactory form and timely manner. Due notice is given for all scheduled meetings.

Pengerusi memikul tanggungjawab utama menyusun maklumat yang perlu diuruskan oleh Lembaga Pengarah berhubung agenda dan mengedarkan maklumat ini kepada para Pengarah pada masa-masa yang tepat. Jadual diatur terlebih dahulu bagi memastikan supaya maklumat yang secukupnya diedarkan dalam cara yang memuaskan dan menepati masa. Notis berkaitan diberi terlebih dahulu bagi semua mesyuarat yang dijadualkan.

Attendance at Board Meetings Kehadiran di Mesyuarat Lembaga Pengarah

	No. of meetings attended Bil. mesyuarat dihadiri
Non-Executive Bukan Eksekutif	
Tan Sri Dato' Ir Talha bin Haji Mohd Hashim	4
Raja Dato' Seri Eleena Azlan Shah	4
Wong Chin Yen	5
Tan Sri Dato' Mohd Ramli bin Kushairi ***	-
Raja Dato' Seri Abdul Aziz bin Raja Salim ***	-
Datuk Ab Rahman bin Omar ***	-
Executive Eksekutif	
Dato' Lin Yun Ling	5
Dato' Ir Kamarul Zaman bin Mohd Ali	5
Ng Kee Leen	5
Goon Heng Wah	4
Ha Tiing Tai	5
Saw Wah Theng	5
Azmi Mat Nor **	3
Chow Chee Wah **	3
Heng Teng Kuang *	1
Chan Kuan Nam @ Chan Yong Foo *	2
Total no. of meetings Jumlah mesyuarat	5

*** Appointed on 22.10.2001 Dilantik pada 22.10.2001

** Attended as Alternate Director (appointed on 22.12.2000) Menghadiri sebagai Pengarah Pengganti (dilantik pada 22.12.2000)

* Resigned on 01.08.2001 Meletak jawatan pada 01.08.2001

DIRECTORS' STATEMENT ON CORPORATE GOVERNANCE

PENYATA PARA PENGARAH MENGENAI TADBIR URUS KORPORAT 35

The Board has reserved for itself powers in respect of areas significant to the Group's business including the approval of the corporate plans and annual budgets; announcement on the quarterly results; acquisitions and disposals of segments of the business; major investments and financial decisions; appointments to the Board and changes to the management and control structure within the Group; and other matters raised in relation to the related business of the Group. Due attention is also given to ensure that significant business risks are identified and appropriately managed and adequate internal controls and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines are in place. Performance factors such as customer satisfaction, product and service quality, market reaction, environmental issues were also discussed.

To facilitate the smooth transaction of business within the Company, the Board has established a number of standing committees. The terms of reference of each committee have been approved by the Board and, where applicable, comply with the recommendations of the Code.

The Board has three standing committees, the Audit Committee, the Remuneration Committee and Nomination Committee. The Remuneration and Nomination Committees were both established this year.

All Directors, except for the Managing Director, are required to submit themselves for re-election by the shareholders at the annual general meetings, at least once every three years. The Articles of Association of the Company will be amended at the forthcoming Extraordinary General Meeting to provide for all Directors to submit themselves for re-election at the annual general meetings at least once every three years.

Lembaga Pengarah mengkhususkan kuasa untuk Lembaga sahaja, beberapa bidang yang penting kepada perniagaan Kumpulan termasuk kelulusan rancangan korporat dan belanjawan tahunan, pengumuman keputusan suku tahunan, pengambilalihan dan pelupusan segmen perniagaan, keputusan pelaburan dan kewangan utama; pelantikan ke Lembaga Pengarah dan perubahan pengurusan serta struktur kawalan di dalam Kumpulan; dan perkara-perkara lain yang berbangkit mengenai perniagaan berkaitan Kumpulan. Perhatian yang sewajarnya juga diberi untuk memastikan risiko perniagaan yang ketara dikenalpasti dan ditangani dengan sewajarnya dan sistem kawalan dalaman dan sistem maklumat pengurusan, termasuk sistem pematuhan kepada undang-undang yang diterima pakai, peraturan, arahan dan garis panduan adalah mencukupi dan sedia ada. Faktor prestasi seperti kepuasan pelanggan, kualiti produk dan perkhidmatan, tindak balas pasaran, isu-isu alam sekitar juga dibincangkan.

Bagi urusan perniagaan di dalam Syarikat dijalankan dengan lancar, Lembaga Pengarah telah menubuhkan beberapa jawatankuasa tetap. Bidang tugas setiap jawatankuasa telah diluluskan oleh Lembaga Pengarah dan, di mana sesuai, mematuhi cadangan yang disarankan oleh Kod.

Lembaga Pengarah mempunyai tiga jawatankuasa tetap iaitu Jawatankuasa Audit, Jawatankuasa Imbuan dan Jawatankuasa Pencalonan. Jawatankuasa Imbuan dan Pencalonan telah ditubuhkan pada tahun ini.

Semua Pengarah, kecuali Pengarah Urusan dikehendaki menawarkan diri untuk pemilihan semula oleh para pemegang saham di mesyuarat agung tahunan, sekurang-kurangnya tiga tahun sekali. Tataurus Pertubuhan Syarikat akan dipinda di Mesyuarat Agung Luarbiasa yang akan datang untuk membolehkan semua Pengarah menawarkan diri mereka untuk dipilih semula di mesyuarat agung tahunan sekurang-kurangnya sekali dalam masa tiga tahun.

DIRECTORS' STATEMENT ON CORPORATE GOVERNANCE

36 *PENYATA PARA PENGARAH MENGENAI TADBIR URUS KORPORAT*

All the Directors have direct access to the advice and services of the Company Secretary and the Group Internal Audit Manager. Procedures are in place to facilitate the Directors, whether as a Board or in their individual capacity, to obtain independent professional advice in furtherance of their duties, where required, at the Company's expense.

All members of the Board have completed the Mandatory Accreditation Programme, a training prescribed by the KLSE. Additionally, relevant external and internal trainings and courses are continuously being identified by the Company's in-house Learning Centre for the Directors to attend to equip themselves to effectively discharge their duties as a Director.

A Statement by the Directors of their responsibilities for preparing the financial statements is included in page 60 of the Annual Report.

Audit Committee

The Committee has revised its terms of reference, which is now consistent with the latest KLSE Listing Requirements. The terms of reference, which outline the Committee's functions and duties, and a summary of the Committee's activities are furnished in the Audit Committee report. The Chairman of the Committee is an Independent, Non-Executive Director appointed by the Board.

The Group Internal Audit Department (GIA) of the Company also performs internal audit functions of the Company's subsidiaries. The GIA provides the support and assistance to the Committee in discharging their responsibilities.

The Committee has absolute authority to direct the GIA to conduct investigation on any matters within its terms of reference.

Semua Pengarah mempunyai akses langsung kepada nasihat dan khidmat Setiausaha Syarikat dan Pengurus Audit Dalaman Kumpulan. Berbagai prosedur telah dilaksanakan untuk membolehkan para Pengarah, sama ada dalam kapasiti mereka sebagai ahli Lembaga atau individu, mendapatkan nasihat profesional bebas untuk menjalankan tugas mereka, mengikut keperluan, di mana kosnya ditanggung oleh Syarikat.

Semua ahli Lembaga Pengarah telah menyelesaikan Program Akreditasi Mandatori, satu latihan yang ditetapkan oleh BSKL. Di samping itu, pelbagai latihan dan khusus luaran dan dalaman berkaitan sentiasa dikenalpasti oleh Pusat Pembelajaran dalaman Syarikat untuk dihadiri oleh para Pengarah bagi mempersiapkan diri mereka dalam menjalankan tugas sebagai pengarah dengan berkesan.

Penyata oleh Pengarah-Pengarah berhubung tanggungjawab mereka dalam menyediakan penyata kewangan dibentangkan di muka surat 60 dalam Laporan Tahunan.

Jawatankuasa Audit

Jawatankuasa ini telah menyemak semula terma rujukannya yang kini selaras dengan Keperluan Penyenaiaan BSKL. Bidang-bidang tugas tersebut yang menggariskan fungsi dan tugas Jawatankuasa ini serta mengandungi satu ringkasan aktiviti Jawatankuasa disediakan di dalam Laporan Jawatankuasa Audit. Pengerusi Jawatankuasa ini adalah pengarah bebas, bukan eksekutif yang dilantik oleh Lembaga Pengarah.

Jabatan Audit Dalaman Kumpulan (GIA) Syarikat turut menjalankan fungsi audit dalaman syarikat-syarikat subsidiari. GIA memberi sokongan dan bantuan kepada Jawatankuasa ini dalam melaksanakan tanggungjawab mereka.

Jawatankuasa ini mempunyai kuasa mutlak untuk mengarahkan GIA menjalankan penyiasatan berhubung sebarang perkara di bawah bidang tugasnya.

DIRECTORS' STATEMENT ON CORPORATE GOVERNANCE

PENYATA PARA PENGARAH MENGENAI TADBIR URUS KORPORAT 37

The Committee met four times during the financial year. The attendance of each Committee member is furnished in the Audit Committee report. Senior members of the Company's external auditors, the Head of GIA and the Finance Director normally attend the meetings.

The Committee meets annually with the external auditors without the presence of Executive Directors and management. It has full access to the auditors both internally and externally who, in turn, have access at all times to the Chairman of the Committee.

Remuneration Committee

The members of the Committee are detailed in page 66 of the Annual Report.

The Committee has written terms of reference and will assess all elements of the remuneration and other terms of employment of Executive Directors.

The Committee recommends to the full Board the remuneration, fee and other remuneration package payable to Executive and Non-Executive Directors, drawing from outside advice where necessary. The remuneration for all Directors are determined so as to ensure that the Company attracts and retains the Directors needed to run the Group successfully. Executive Directors play no part in the deliberations and decisions on their own remuneration. The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairman is a matter for the Board as a whole with the individuals concerned abstaining from discussions and voting on decisions in respect of their own remuneration.

Jawatankuasa ini telah bermesyuarat empat kali pada tahun kewangan ini. Kehadiran setiap ahli Jawatankuasa ditunjukkan di dalam Laporan Jawatankuasa Audit. Ahli-ahli kanan juruaudit luar Syarikat, Ketua GIA dan Pengarah Kewangan biasanya menghadiri mesyuarat-mesyuarat tersebut.

Jawatankuasa ini bermesyuarat setiap tahun dengan juruaudit luar tanpa kehadiran para Pengarah Eksekutif dan pihak pengurusan. Ia mempunyai akses penuh kepada juruaudit dalaman dan luar yang sebaliknya mempunyai akses setiap masa kepada Pengerusi Jawatankuasa ini.

Jawatankuasa Imbuhan

Ahli-ahli Jawatankuasa ini dinyatakan secara terperinci di muka surat 126 dalam Laporan Tahunan.

Jawatankuasa ini mempunyai terma rujukan yang tertulis dan akan menilai semula unsur imbuhan dan terma-terma pekerjaan lain bagi para Pengarah Eksekutif.

Jawatankuasa mencadangkan kepada Lembaga Pengarah penuh, imbuhan, yuran dan pakej imbuhan lain yang akan dibayar kepada para Pengarah Eksekutif dan Bukan Eksekutif, berasaskan nasihat luar mengikut kesesuaian. Imbuhan bagi semua Pengarah ditentu bagi memastikan supaya Syarikat mampu menarik dan mengekalkan para Pengarah yang diperlu untuk mengurus Kumpulan dengan berkesan. Para Pengarah Eksekutif tidak terlibat dalam perbincangan dan membuat keputusan berkaitan dengan imbuhan mereka sendiri. Pakej imbuhan para Pengarah Bukan Eksekutif termasuk Pengerusi Bukan Eksekutif adalah perkara yang diputuskan oleh seluruh ahli Lembaga Pengarah dengan individu berkaitan mengecualikan diri daripada perbincangan dan pengundian bagi menentukan imbuhan mereka sendiri.

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Where appropriate, other customary benefits were accorded to Directors. For instance, the Executive Directors were granted share options under the Employees' Share Option Scheme (ESOS).

Details of Directors' remuneration and benefits during the year are as provided in page 104 of the Annual Report.

Nomination Committee

The Committee has established its terms of reference. It is responsible for making recommendations to the Board on all new Board and Board Committee appointments and provides a formal and transparent procedure for such appointments. The Committee will review the required mix of skills and experience of the Directors of the Board, in determining the appropriate Board balance and size of non-executive participation.

Internal Control

The Board acknowledges its responsibility for the Group's system of internal control and for reviewing its effectiveness in providing shareholders with a return on their investments that is consistent with a responsible assessment and management of risks.

The Group's internal control system covers not only financial controls but also operational and compliance controls as well as risk management. The internal control system involves each business and key management from each business, including the Board, and is designed to meet the Group's particular needs and to manage the risks to which it is exposed.

Manfaat-manfaat lazim yang lain diberi kepada para Pengarah mengikut kesesuaian. Contohnya, para Pengarah Eksekutif diberi opsyen saham di bawah Skim Opsyen Saham Kakitangan (ESOS).

Butir-butir lanjut mengenai imbuhan dan manfaat para Pengarah pada tahun ini ditunjukkan di mukasurat 164 dalam Laporan Tahunan.

Jawatankuasa Pencalonan

Jawatankuasa Pencalonan telah membentuk terma rujukannya. Ia bertanggungjawab untuk mengemukakan saranan kepada Lembaga Pengarah mengenai semua perantikan Lembaga Pengarah dan Jawatankuasa Lembaga Pengarah yang baru serta menyediakan satu prosedur yang formal dan telus bagi perantikan tersebut. Jawatankuasa ini akan mengkaji campuran kemahiran dan pengalaman Lembaga Pengarah yang diperlukan bagi menentukan keseimbangan Lembaga Pengarah serta saiz penyertaan pengarah bukan eksekutif yang sewajarnya.

Kawalan Dalaman

Lembaga Pengarah mengakui tentang tanggungjawabnya terhadap sistem kawalan dalaman Kumpulan dan keperluan untuk mengkaji keberkesannya dalam menyediakan pulangan daripada pelaburan para pemegang saham, selaras dengan tanggungjawabnya untuk menilai dan mengurus risiko.

Sistem kawalan dalaman Kumpulan tidak merangkumi kawalan kewangan sahaja, malah ia turut meliputi kawalan operasi dan pematuhan serta pengurusan risiko. Sistem kawalan dalaman melibatkan setiap perniagaan dan pengurusan utama setiap perniagaan termasuk Lembaga Pengarah dan bertujuan untuk memenuhi keperluan khusus Kumpulan serta mengurus risiko.

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Because of the limitations that are inherent in any system of internal control such systems are designed to mitigate loss rather than eliminate the likelihood of fraud or error. Accordingly, these systems can provide only reasonable and not absolute assurance against material misstatement or loss. The concept of reasonable assurance also recognises that the cost of control procedures should not exceed the expected benefits.

The Board has continued its ongoing process of identifying, evaluating and managing the key commercial and financial risks facing the business together with more general risks, such as those relating to compliance with laws and regulations. The Group has in place a Risk Management Policy which will enhance current risk management practices of the Group, protect the business and evaluate business strategies based on risk involved; provide a systematic linkage between risk management and performance management; and provide key inputs for strategic value-maximising decision making and performance management. Group Policies are also in place for key issues including the management of Health and Safety, Environmental, Engineering and Information Technology risks. There is furthermore a Limits of Authority policy that clearly delineates authorisation limits to ensure proper identification of accountabilities and segregation of duties. Corporate values, which emphasise team working and ethical behaviour, have been fully communicated to staff.

Shareholders' Communications and Investor Relations Policy

The Board believes in clear and regular communications with its shareholders and institutional investors. In addition to the various announcements made during the year, the Annual Report and release of financial results on quarterly basis provide shareholders with an overview of the Group's business activities and performance.

Oleh kerana sebarang sistem kawalan dalaman mempunyai had keberkesanan tertentu, sistem ini disediakan lebih bertujuan untuk mengurangkan kerugian berbanding dengan menghapuskan kemungkinan penipuan atau kesilapan. Sehubungan itu, sistem ini hanya mampu memberikan jaminan berpatutan dan bukannya jaminan muktamad daripada salah penyataan atau kerugian ketara. Konsep jaminan berpatutan juga mengakui bahawa kos prosedur kawalan tidak harus melebihi manfaat yang dijangkakan.

Lembaga Pengarah telah meneruskan proses mengenalpasti, menilai dan mengurus risiko perdagangan dan kewangan utama yang dihadapi oleh perniagaan berserta berbagai risiko umum lain, seperti risiko berkaitan dengan pematuhan kepada undang-undang dan peraturan. Kumpulan mempunyai Dasar Pengurusan Risiko yang akan mempertingkatkan amalan pengurusan risiko semasa Kumpulan, melindungi perniagaan dan menilai perniagaan secara strategik berasaskan kepada risiko yang terlibat; menyediakan satu sistem penghubung sistematik antara pengurusan risiko dan pengurusan prestasi serta menyediakan input penting dalam pembuatan keputusan strategik yang memaksimumkan nilai serta pengurusan prestasi. Dasar-dasar Kumpulan juga sedia ada untuk menangani risiko berkaitan isu-isu utama termasuk pengurusan Kesihatan dan Keselamatan, Alam Sekitar, Kejuruteraan dan Teknologi Maklumat. Di samping itu, terdapat dasar Kuasa Terhad yang membahagikan secara nyata penghadan kuasa bagi memastikan pengenalpastian akauntabiliti dan pengasingan tugas dibuat sewajarnya. Nilai korporat yang memberi penekanan terhadap semangat berpasukan dan kelakuan etika telah disampaikan sepenuhnya kepada kakitangan.

Dasar Komunikasi Pemegang Saham dan Perhubungan Pelabur

Lembaga Pengarah percaya terhadap komunikasi yang nyata dan kerap dengan para pemegang sahamnya dan para pelabur institusi. Di samping berbagai pengumuman yang disiarkan pada tahun ini, Laporan Tahunan dan penyampaian maklumat keputusan kewangan setiap tiga bulan sekali menyediakan kepada para pemegang saham satu tinjauan menyeluruh mengenai aktiviti dan prestasi perniagaan Kumpulan.

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Enquiries by shareholders are dealt with as promptly as practicable. The Company has also for some years now used the Annual General Meeting (AGM) as a means of communicating with its shareholders. The AGM is held in January each year. The Board encourages participation from shareholders by having questions and answers session during the AGM where the Directors are available to discuss aspects of the Group's business activities and performance.

Shareholders can also obtain up-to-date information on the Group's various activities by accessing its website at <http://www.gamuda.com.my>.

In addition, the Company maintains regular dialogues with institutional investors, fund managers and analysts with the aim of fostering the mutual understanding of objectives

Pertanyaan yang dikemukakan oleh para pemegang saham ditangani dengan pantas dan secara praktikal. Sejak beberapa tahun lalu, Syarikat telah menggunakan Mesyuarat Agung Tahunan (AGM) sebagai kaedah untuk berkomunikasi dengan para pemegang sahamnya. AGM diadakan pada bulan Januari setiap tahun. Lembaga Pengarah menggalakkan penyertaan para pemegang saham dengan mengadakan sesi soal jawab di AGM di mana para Pengarah bersedia untuk membincangkan berbagai aspek berkaitan aktiviti dan prestasi perniagaan Kumpulan.

Para pemegang saham juga boleh mendapatkan maklumat terkini mengenai berbagai aktiviti Kumpulan dengan melayari laman webnya di <http://www.gamuda.com.my>.

Di samping itu, Syarikat mengadakan dialog dengan para pelabur institusi, pengurus dana dan penganalisis dengan tujuan untuk memupuk semangat saling memahami antara satu sama lain mengenai objektifnya.