



ALAM MARITIM RESOURCES BERHAD

(Company No. 200501018734 (700849-K)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting (“17th AGM”) of Alam Maritim Resources Berhad (the “Company” or “AMRB”) will be conducted fully virtual meeting from the broadcast venue at Multipurpose Hall, No. 38C, Level 1, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur (“Broadcast Venue”) on Wednesday, 14 December 2022 at 10.00 a.m. via Remote Participation and Voting facilities (“RPV”) which are available at Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”)’s TIIH Online website at <https://tiah.online>, for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period ended 30 June 2022 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note (i)*
2. To re-elect the following Directors who retire pursuant to Article 101 of the Company’s Constitution and being eligible, have offered themselves for re-election:
 - (i) Encik Ahmad Ruhaizad bin Hashim; and **Ordinary Resolution 1**
 - (ii) Encik Shamsul bin Saad. **Ordinary Resolution 2**
3. To approve the payment of Directors’ fees and remuneration to the Non-Executive Directors amounting to RM568,763.72 for the financial period ended 30 June 2022 (18 months). **Ordinary Resolution 3**
4. To approve the payment of Directors’ fees and remuneration based on the remuneration structure as disclosed in Explanatory Note (iii) for the period from 1 July 2022 until the next Annual General Meeting of the Company to be held in 2023. *Please refer to Explanatory Note (iii)* **Ordinary Resolution 4**
5. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorize the Directors to determine their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

To consider and, if thought fit, with or without modification, to pass the following resolutions which will be proposed as Ordinary Resolutions:

6. **Authority for Puan Fina Norhizah binti Haji Baharu Zaman to continue in office as Independent Non-Executive Director of the Company**

“**THAT** authority be and is hereby given for Puan Fina Norhizah binti Haji Baharu Zaman who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM, in accordance with the Malaysia Code on Corporate Governance.” **Ordinary Resolution 6**

7. **Authority to Issue Shares Pursuant to Section 75 and Section 76 of the Companies Act, 2016** **Ordinary Resolution 7**

"**THAT** pursuant to Section 75 and Section 76 of the Companies Act, 2016, the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and the approvals of the relevant governmental and/or regulatory authority (if any), the Directors be and are hereby empowered to issue shares in the Company at any time at such price and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares so issued does not exceed 10% of the issued capital of the Company for the time being and the Directors be and are also empowered to obtain the approval of the Bursa Malaysia Securities for listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next AGM of the Company."

8. **Proposed Renewal of Authority for The Company to Purchase Its Own Shares of Up to 10% of The Issued And Paid-Up Share Capital of The Company.** **Ordinary Resolution 8**

"**THAT** subject to the Companies Act, 2016, the Company's Constitution, the Bursa Malaysia Securities and the approvals of the relevant governmental and/or regulatory authority (if any), the Company be and is hereby authorized to purchase such amount of ordinary shares in the Company from time to time through Bursa Securities subject to the following:

- i. the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to 10% of the issued and paid-up share capital of the Company (Shares) for the time being;
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate retained profits of the Company;
- iii. the authority conferred by this resolution will commence immediately upon the passing of this ordinary resolution and shall be in force until:
 - (a) at the conclusion of the next AGM of the Company; or
 - (b) upon the expiration of the period within which the next AGM is required by the law to be held; or
 - (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,whichever is earlier; and
- iv. upon the completion of the purchase(s), the Directors are authorized to deal with the Shares so purchased in the manner they may deem fit in the best interest of the Company;

AND THAT the Directors of the Company be and are hereby authorized to take necessary steps to fully implement the purchase(s) of the Shares with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to do all such acts and things as they may deem fit in the best interest of the Company."

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

Nur Aznita binti Taip, ACIS (MAICSA 7067607)

(SSM PC No. 202008003466)

Siti Nurdiana Binti Md Sah, (LS0009636)

(SSM PC No. 202008000748)

Company Secretaries

Kuala Lumpur

31 October 2022

EXPLANATORY NOTES:-

- (i) **Agenda Item No. 1 – Audited Financial Statements for the financial period ended 30 June 2022** - is meant for discussion only as the provision of Section 340(1) (a) of the Companies Act, 2016 does not require the formal approval of shareholders for the Audited Financial Statements. As such, this item is not put forward for voting.
- (ii) **Ordinary Resolutions 1 and 2 – Re-election of Directors who retire by rotation pursuant to Article 101 of the new Constitution**
Encik Ahmad Ruhaizad bin Hashim and Encik Shamsul bin Saad are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.
- (iii) **Ordinary Resolution 3 – Payment of Directors’ Remuneration to the Non-Executive Directors for the period from 1 July 2022 until the next Annual General Meeting of the Company to be held in 2023**

Board/Board Committee	Chairperson (RM/Year)	Member (RM/Year)
Board of Directors	RM90,000	RM75,000
Board Audit Committee	RM19,000	RM12,000
Board Risk Management Committee	RM6,000	RM5,000
Board Nomination & Remuneration Committee	RM6,000	RM5,000
Allowance : Meeting Attendance	RM1,000/day	RM1,000/day

EXPLANATORY NOTES ON SPECIAL BUSINESSES:-

- (i) **Ordinary Resolutions 6 – Proposed Continuation in Office as Independent Non-Executive Directors** resolution is in line with the recommendation under the **Malaysian Code on Corporate Governance 2021**

Puan Fina Norhizah binti Haji Baharu Zaman (“Puan Fina”) was appointed as an Independent Non-Executive Director of the Company on 22 October 2010 and has reached the nine (9) years term limit prescribed by the Malaysian Code on Corporate Governance 2021 (“MCCG”). In accordance with the MCCG, the Nomination and Remuneration Committee and Board of Directors of the Company, after having assessed the independence of Puan Fina, consider her to be independent based on amongst others, the following justifications and recommend that Puan Fina be retained as an Independent Director of the Company:-

- (i) She has confirmed and declared that she is an Independent Director as defined under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) She does not have any conflict of interest with the Company and has not been entering/is not expected to enter into a contract especially material contract(s) with the Company and/or its subsidiary companies;
- (iii) She actively participates in Board’s and Board Committees’ deliberations and decision-making in an objective manner, exercises due care in all undertakings of the Group and carried out his fiduciary duties in the interest of the Company; and
- (iv) The Board of Directors of the Company is of the opinion that Puan Fina is an important Independent Director in view of his many years on the Board with incumbent knowledge of the Company and the Group’s activities and corporate history and has provided invaluable contributions to the Board in his role as an Independent Director.

Pursuant to the latest revised MCCG effective on 28 April 2021, the Company would adopt a two-tier voting process in seeking the annual shareholders’ approval to retain an Independent Director beyond nine (9) years for best practice of corporate governance.

- (ii) **Ordinary Resolution 7** is to seek a renewal of the general authority pursuant to Section 75 and Section 76 of the Companies Act, 2016 and the MMLR for the issuance and allotment of new ordinary shares in the Company.

Proposed **Ordinary Resolution 7**, if passed, will enable Directors to issue and allot new ordinary shares up to an amount not exceeding twenty per centum (20%) of the Company’s issued share capital from time to time pursuant to the exercise of any options under the Company’s ESOS as well as provide them the flexibility to raise funds, including but not limited to further placement of shares for purposes of funding future investment project(s), working capital and/or acquisitions without convening a general meeting which will be both time and cost consuming. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

- (iii) The proposed **Ordinary Resolution 8**, if passed, is to empower the Directors to purchase the Company's shares of up to 10% of the issued and paid-up capital of the Company by utilizing the retained profits of the Company.

Information on the proposed renewal of authority for the Company to purchase its own is set out in the Statement to Shareholders dated 31 October 2022 available at <https://www.alam-maritim.com.my/AMRB2022/> and www.bursamalaysia.com.my together with the Annual Report 2022, Notice of the 17th AGM, Proxy Form and the Administrative Guide Details of the 17th AGM.

Statement Accompanying Notice of Annual General Meeting PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS

The details of the Directors who are standing for re-election and the Directors' interest in the securities of the Company and/or its related companies are disclosed on page 40, 43 and 44 of the Company's Annual Report 2022 respectively, which available on the Company's website at <https://www.alam-maritim.com.my/AMRB2022/>

NOTES TO MEMBERS AND PROXIES

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act and Article 80 of the Constitution which require the Chairman of the Meeting to be present at the main venue of the 17th AGM Meeting.
2. Members/proxies **WILL NOT BE PHYSICALLY PRESENT** at the Broadcast Venue on the day of the 17th AGM.
3. Members are to attend and vote (collectively, "participate") remotely at the 17th AGM via the RPV facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd ("Tricor") through its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV facilities provided in the Administrative Guide Details for the 17th AGM in order to participate in the Meeting remotely via RPV facilities on the 17th AGM.
4. Members may submit questions to the Company prior to the 17th AGM via email to info@alam-maritim.com.my or Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login. Questions shall be submitted via email or TIIH Online website no later than **Monday, 12 December 2022 at 10.00 a.m.** Alternatively, Members may use the query box to transmit questions to the Chairman/Board via RPV facilities during live streaming.

Appointment of Proxy/Proxies

1. For the purposes of determining a member who shall be entitled to participate in the forthcoming 17th AGM of the Company, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **30 November 2022**. Only a depositor whose name appears in the Record of Depositors as at 30 November 2022 shall be entitled to participate in the 17th AGM or appoint proxy/proxies to participate on his/her behalf.
2. Every member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991, and Exempt Authorised Nominees which hold ordinary shares in the Company for multiple beneficial owners in one (1) securities account, is entitled to appoint one (1) or more proxy to exercise all or any of his/her rights to participate instead of himself/herself at the 17th AGM, and that such proxy needs not be a member.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorized in writing or if the Member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorized officers, one of whom shall be a director, or of its attorney duly authorized in writing.
5. The instrument of proxy shall be deposited at the Registered Office of the Company at No. 38F, Level 3, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur. All proxy forms submitted must be received by the Company no later than **Monday, 12 December 2022 at 10.00 a.m.**, being forty-eight (48) hours before the appointed time for holding the 17th AGM.
6. A member who has appointed a proxy or attorney or authorized representative to participate in the 17th AGM via RPV must request his/her proxy or attorney or authorized representative to register himself/herself for RPV facilities at Tricor's TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV registration in the Administrative Guide Details for the 17th AGM.