



ALAM MARITIM RESOURCES BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Alam Maritim Resources Berhad (“AMRB” or the “Company”) will be held at HIVE 5 (Enterprise 4), Taman Teknologi MRANTI, Lebuhraya Puchong-Sungai Besi, 57000 Bukit Jalil, Kuala Lumpur on Tuesday, 17 June 2025 at 10.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

SPECIAL RESOLUTION

PROPOSED REDUCTION OF THE COMPANY'S SHARE CAPITAL PURSUANT TO SECTION 116 OF THE COMPANIES ACT, 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“**THAT** subject to the passing of Ordinary Resolutions 1, 2 and 3, the confirmation of the High Court of Malaya pursuant to Section 116 of the Act and if required, the approvals of any other relevant authorities or parties being obtained, approval be and is hereby given to the Company to implement the cancellation of RM440.00 million of the issued ordinary share capital of the Company, which is lost or unrepresented by available assets, and that the credit arising from such reduction is to be utilised to set off the accumulated losses of the Company;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to give effect to the Proposed Share Capital Reduction with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents as may be necessary and/or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Share Capital Reduction.”

ORDINARY RESOLUTION 1

PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN AMRB (“AMRB SHARES” OR “SHARES”) INTO 1 AMRB SHARE (“CONSOLIDATED SHARES”) (“PROPOSED SHARE CONSOLIDATION”)

“**THAT** subject to passing of the Special Resolution as well as Ordinary Resolutions 2 and 3, upon the approvals being obtained from the relevant authorities / parties (where required), approval be and is hereby given to the Company to give effect to the consolidation of every 10 existing AMRB Shares into 1 consolidated AMRB Share;

THAT the Consolidated Shares shall rank equally in all respects with one another;

THAT the fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and/or dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all document to give effect to the Proposed Share Consolidation with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Consolidation.”

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW AMRB SHARES (“RIGHTS SHARES”) TOGETHER WITH FREE DETACHABLE WARRANTS IN AMRB (“WARRANTS”) (“RIGHTS WARRANTS”) ON THE BASIS OF 3 RIGHTS SHARES FOR EVERY 4 CONSOLIDATED SHARES HELD BY ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND 1 RIGHTS WARRANT FOR EVERY 4 RIGHTS SHARES SUBSCRIBED (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)

“**THAT** subject to the passing of the Special Resolution as well as Ordinary Resolutions 1 and 3, upon the approvals being obtained from the relevant authorities / parties (where required), approval be and is hereby given to the Company to undertake the Proposed Rights Issue with Warrants as follows:-

- (i) to provisionally allot and issue by way of a renounceable rights issue of 114,887,160 Rights Shares together with 28,721,790 free detachable Rights Warrants to the shareholders of the Company (“**Shareholders**”) whose names appear in the record of depositors of the Company at the close of business on an entitlement date to be determined by the Board (“**Entitlement Date**”) (“**Entitled Shareholders**”) and/or their renounee(s), on the basis of 3 Rights Shares for every 4 existing Consolidated Shares held by the Entitled Shareholders on the Entitlement Date together with 1 Rights Warrant for every 4 Rights Shares subscribed;
- (ii) to enter into and execute the deed poll constituting the Warrants (“**Deed Poll**”) and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll (including, without limitation, the affixing of the Company’s company seal, where necessary);
- (iii) to allot and issue the Rights Warrants in registered form to the Entitled Shareholders (and/or their renounee(s), as the case may be) and Excess Applicants (as defined below), if any, who subscribe for and are allotted the Rights Shares, each Rights Warrant conferring the right to subscribe for 1 new Share at an exercise price of RM0.30, subject to the provisions for adjustment to the subscription rights attached to the Rights Warrants in accordance with the provisions of the Deed Poll;
- (iv) to allot and issue such number of additional Warrants pursuant to adjustments as provided for under the Deed Poll (“**Additional Warrants**”) and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions of the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and any other relevant authorities or parties (where required); and
- (v) to allot and issue such number of new Shares credited as fully paid-up to the holders of Rights Warrants upon their exercise of the relevant Rights Warrants to subscribe for new Shares during the tenure of the Rights Warrants, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants and such adjustments in accordance with the provisions of the Deed Poll;

THAT the issue price of the Rights Shares shall be fixed at RM0.12 per Rights Share;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons (“**Excess Applicants**”) as the Board shall determine at its absolute discretion;

THAT the Rights Shares, the Rights Warrants and the new Shares to be issued pursuant to the exercise of the Rights Warrants and the Additional Warrants (if any) shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue with Warrants shall be utilised for the purposes as set out in Section 4.5 of the Circular to Shareholders of the Company dated 26 May 2025 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (where required);

THAT the Rights Shares shall, upon allotment, issuance and full payment of the issue price of the Rights Shares, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Rights Shares;

THAT the new Shares to be issued arising from the exercise of the Rights Warrants (including the Additional Warrants, if any) shall, upon allotment, issuance and full payment of the exercise price of the Rights Warrants (or the Additional Warrants, if any) rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares to be issued arising from the exercise of the Rights Warrants (including the Additional Warrants, if any);

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares and the Rights Warrants arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit and in the best interest of the Company (including without limitation to disregard such fractional entitlements altogether);

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any conditions, modifications, variations, arrangements and/or amendments to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants;

AND THAT this Ordinary Resolution 2 constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all the Rights Shares, the Rights Warrants (including the Additional Warrants, if any) and the new Shares to be issued pursuant to the exercise of the Rights Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants.”

ORDINARY RESOLUTION 3

PROPOSED SETTLEMENT OF PART OF THE AMOUNT OWING TO THE CREDITORS OF THE COMPANY VIA THE ISSUANCE OF NEW AMRB SHARES AND WARRANTS PURSUANT TO A SCHEME OF ARRANGEMENT UNDER SECTION 366 OF THE ACT (“PROPOSED SETTLEMENT”)

“**THAT** subject to the passing of the Special Resolution as well as Ordinary Resolutions 1 and 2, the sanction of the High Court of Malaya as well as the approval of all relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to AMRB to undertake the Proposed Settlement as follows:-

- (i) allot and issue 177,506,735 new Shares (“**Settlement Shares**”) together with 44,376,683 Warrants (“**Settlement Warrants**”) to the scheme creditors of the AMRB group of companies (“**Scheme Creditors**”) in accordance with the terms and conditions of a scheme of arrangement pursuant to Section 366 of the Act;
- (ii) to enter into and execute the Deed Poll and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll (including, without limitation, the affixing of the Company’s company seal, where necessary);
- (iii) to allot and issue the Settlement Warrants in registered form to the Scheme Creditors, each Settlement Warrant conferring the right to subscribe for 1 new Share at an exercise price of RM0.30, subject to the provisions for adjustment to the subscription rights attached to the Settlement Warrants in accordance with the provisions of the Deed Poll; and
- (iv) to allot and issue such number of new Shares credited as fully paid-up to the holders of Settlement Warrants upon their exercise of the relevant Settlement Warrants to subscribe for new Shares during the tenure of the Settlement Warrants, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants and such adjustments in accordance with the provisions of the Deed Poll;

THAT the Settlement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Settlement Shares;

THAT the new Shares to be issued arising from the exercise of the Settlement Warrants (including the Additional Warrants, if any) shall, upon allotment, issuance and full payment of the exercise price of the Settlement Warrants (or the Additional Warrants, if any) rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares to be issued arising from the exercise of the Settlement Warrants (including the Additional Warrants, if any);

THAT the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as it deems fit, necessary, expedient and/or appropriate and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed Settlement with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities as the Board deems fit, appropriate and in the best interest of the Company;

AND THAT this Ordinary Resolution 3 constitutes specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all the Settlement Shares, the Settlement Warrants (including the Additional Warrants, if any) and the new Shares to be issued pursuant to the exercise of the Settlement Warrants have been duly allotted and issued in accordance with the terms of the Proposed Settlement.”

ORDINARY RESOLUTION 4

PROPOSED INTERNAL RESTRUCTURING INVOLVING THE LIQUIDATION, STRIKING-OFF AND/OR DISPOSAL OF THE NON-CORE ENTITIES OF AMRB (“PROPOSED INTERNAL RESTRUCTURING”)

“**THAT** subject to passing of the Special Resolution as well as Ordinary Resolutions 1, 2 and 3, upon the approvals being obtained from the relevant authorities / parties (where required), approval be and is hereby given to the Company to give effect to the liquidation, striking-off and/or disposal of the non-core entities in the manner as set out in Section 6 of the Circular to Shareholders of the Company dated 26 May 2025 and upon such terms and conditions (including disposal consideration) to be determined by the Board;

AND THAT the Board be and is hereby authorised to sign and execute all document to give effect to the Proposed Internal Restructuring with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Internal Restructuring.”

By order of the Board

ALAM MARITIM RESOURCES BERHAD

Nur Aznita binti Taip, ACIS (MAICSA 7067607)
Company Secretary

Kuala Lumpur
26 May 2025

Notes:-

1. *Only members whose names appear in the Record of Depositors on 10 June 2025 shall be entitled to attend and vote at this Extraordinary General Meeting.*
2. *A member entitled to attend and vote at this meeting is entitled to appoint at least one proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak and vote at the meeting.*
3. *Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
4. *Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.*
5. *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, under its Common Seal or the hand of its attorney duly authorised.*
6. *The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinci, 59200 Kuala Lumpur or alternatively, deposit in the drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinci, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time set for holding the meeting or any adjournment hereof.*
7. *In compliance with the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice will be voted by poll.*