



# ALAM MARITIM RESOURCES BERHAD

(Company No. 700849-K)  
(Incorporated in Malaysia under the Companies Act, 1965)

## 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 Technology Park Malaysia Corporation Sdn Bhd, Auditorium Enterprise 4, Lebuhraya Puchong-Sungai Besi, 57000 Bukit Jalil, Kuala Lumpur, on Friday, 3 June 2016 at 10.30 a.m., or immediately upon the conclusion of the 11<sup>th</sup> Annual General Meeting of AMRB scheduled to be held at the same venue and on the same date at 10.00 a.m., whichever is later, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

### ORDINARY RESOLUTION 1

#### **PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME ("SCHEME") OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING TREASURY SHARES, IF ANY) OF AMRB TO ELIGIBLE DIRECTORS AND EMPLOYEES OF AMRB, AND ITS SUBSIDIARIES**

"**THAT** subject to the approval of all the relevant authorities and/or parties (where required), including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new ordinary shares of the Company to be issued hereunder, the Board of Directors of AMRB ("Board") be and is hereby authorised to:

- (i) establish/implement and administer the new employees' share option scheme of up to ten percent (10%) of the issued and paid-up share capital (excluding treasury shares, if any) of the Company at any one time over the duration of the Scheme for the eligible executive Directors and employees of AMRB, and its subsidiary companies ("AMRB Group" or "Group") (excluding subsidiaries which are dormant, not active and/or been divested by AMRB) ("Proposed New ESOS") in accordance with the provisions of the bye-laws of the Scheme as set out in **Appendix I ("Bye-laws")** of the circular to shareholders of the Company dated 29 April 2016 ("Circular") and to give effect to the Proposed New ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (ii) allot and issue from time to time such number of new ordinary shares of RM0.25 each in AMRB ("AMRB Shares") as may be required to be issued pursuant to the exercise of the options under Proposed New ESOS provided that the aggregate number of new AMRB Shares to be allotted and issued pursuant to this resolution shall not exceed in aggregate of ten percent (10%) of the total issued and paid-up share capital of the Company at any point of time over the duration of the Proposed New ESOS (excluding treasury shares) and such new AMRB Shares issued shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing AMRB Shares in issue, save and except that the new AMRB Shares so issued will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date of allotment of the new AMRB Shares to be issued upon the exercise of the options; and
- (iii) add, amend, modify and/or delete all or any part of the terms and conditions governing the Proposed New ESOS including the Bye-laws from time to time provided that such addition, amendment, modification and/or deletions are effected in accordance with the provisions of the Bye-laws relating to the addition, amendment, modification and/or deletion and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed New ESOS."

"**THAT** any one (1) director and/or the secretary of the Company be and is hereby authorised to do all things necessary and to make the necessary applications to Bursa Securities for the listing of and quotation for any new AMRB Shares that may hereafter from time to time be issued and allotted pursuant to the Proposed New ESOS;

**AND THAT** the Board be and are hereby empowered and authorised to do all such acts, take such steps, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed New ESOS and terms of the Bye-laws (with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant authorities)."

### ORDINARY RESOLUTION 2

#### **PROPOSED GRANTING OF OPTIONS TO DATUK AZMI BIN AHMAD**

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approval of all the relevant authorities and/or parties (where required) pursuant to the Proposed New ESOS, the Board be and is hereby authorised at any time and from time to time to offer and to grant Datuk Azmi bin Ahmad, the Group Managing Director / Group Chief Executive Officer of the Company, options to subscribe for new AMRB Shares under the Proposed New ESOS subject always to the following provisions:

- (i) the number of new AMRB Shares to be made available under the Proposed New ESOS shall not exceed in aggregate ten percent (10%) of the total issued and paid-up share capital of the Company (excluding treasury shares) at any point of time over the duration of the Proposed New ESOS when an offer is made;
- (ii) not more than 50% of the total number of AMRB Shares comprised under the Scheme to be issued pursuant to the Proposed New ESOS would be allocated, in aggregate, to him and senior management who are eligible for participation in the Proposed New ESOS;
- (iii) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him under the Proposed New ESOS;
- (iv) not more than ten percent (10%) of the new AMRB Shares available under the Proposed New ESOS shall be allocated to him, if he, either singly or collectively through Persons Connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bye-laws of the Proposed New ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.

**AND THAT** the Board be further authorised to allot and issue such number of new AMRB Shares pursuant to the Proposed New ESOS to him from time to time pursuant to the exercise of such options."

### ORDINARY RESOLUTION 3

#### **PROPOSED GRANTING OF OPTIONS TO SHAHARUDDIN BIN WARNO @ RAHMAD**

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approval of all the relevant authorities and/or parties (where required) pursuant to the Proposed New ESOS, the Board be and is hereby authorised at any time and from time to time to offer and to grant Shaharuddin bin Warno @ Rahmad, the Group Chief Operating Officer of the Company, options to subscribe for new AMRB Shares under the Proposed New ESOS subject always to the following provisions:

- (i) the number of new AMRB Shares to be made available under the Proposed New ESOS shall not exceed in aggregate ten percent (10%) of the total issued and paid-up share capital of the Company (excluding treasury shares) at any point of time over the duration of the Proposed New ESOS when an offer is made;
- (ii) not more than 50% of the total number of AMRB Shares comprised under the Scheme to be issued pursuant to the Proposed New ESOS would be allocated, in aggregate, to him and senior management who are eligible for participation in the Proposed New ESOS;
- (iii) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him under the Proposed New ESOS;
- (iv) not more than ten percent (10%) of the new AMRB Shares available under the Proposed New ESOS shall be allocated to him, if he, either singly or collectively through Persons Connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bye-laws of the Proposed New ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.

**AND THAT** the Board be further authorised to allot and issue such number of new AMRB Shares pursuant to the Proposed New ESOS to him from time to time pursuant to the exercise of such options."

### ORDINARY RESOLUTION 4

#### **PROPOSED GRANTING OF OPTIONS TO AHMAD HASSANUDIN BIN AHMAD KAMALUDDIN**

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approval of all the relevant authorities and/or parties (where required) pursuant to the Proposed New ESOS, the Board be and is hereby authorised at any time and from time to time to offer and to grant Ahmad Hassanudin bin Ahmad Kamaluddin, the Non-Independent Executive Director of the Company, options to subscribe for new AMRB Shares under the Proposed New ESOS subject always to the following provisions:

- (i) the number of new AMRB Shares to be made available under the Proposed New ESOS shall not exceed in aggregate ten percent (10%) of the total issued and paid-up share capital of the Company (excluding treasury shares) at any point of time over the duration of the Proposed New ESOS when an offer is made;
- (ii) not more than 50% of the total number of AMRB Shares comprised under the Scheme to be issued pursuant to the Proposed New ESOS would be allocated, in aggregate, to him and senior management who are eligible for participation in the Proposed New ESOS;
- (iii) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him under the Proposed New ESOS;
- (iv) not more than ten percent (10%) of the new AMRB Shares available under the Proposed New ESOS shall be allocated to him, if he, either singly or collectively through Persons Connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bye-laws of the Proposed New ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.

**AND THAT** the Board be further authorised to allot and issue such number of new AMRB Shares pursuant to the Proposed New ESOS to him from time to time pursuant to the exercise of such options."

By Order of the Board

**ALAM MARITIM RESOURCES BERHAD**

**FATAN HAMAMAH KHALID, ACIS (MAICSA 7039265)**  
Company Secretary

Kuala Lumpur  
29 April 2016

#### **Notes:**

1. Only members registered in the Record of Depositors ("ROD") as at 27 May 2016 shall be eligible to attend the EGM or appoint proxy to attend and vote on their behalf.
2. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting provided that, where a member is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares in the Company standing to the credit of the said Securities Account.
4. Where a member appoints two (2) proxies, the appointment shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified.
5. The instrument appointing a proxy/Proxy Form shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly appointed under a power of attorney.
6. A corporation which is a member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting in accordance with Article 91 of the Company's Articles of Association.
7. Duly completed Proxy Form must be deposited at the office of the share registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for the Meeting or no later than 1 June 2016 at 10.30 a.m..