



ALAM MARITIM RESOURCES BERHAD
(Company No. 700849-K)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of Alam Maritim Resources Berhad will be held on Friday, 3 June 2016 at 10.00 a.m., at Technology Park Malaysia Corporation Sdn Bhd, Auditorium Enterprise 4, Lebuhraya Puchong-Sungai Besi, 57000 Bukit Jalil, Kuala Lumpur for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note (i) of the Explanatory Notes on Ordinary Businesses)**
2. To re-elect the following Directors who retire pursuant to Article 94 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
 - (i) Datuk Azmi bin Ahmad; and **(Ordinary Resolution 1)**
 - (ii) Encik Shaharuddin bin Warno @ Rahmad **(Ordinary Resolution 2)**
3. To re-appoint Encik Ahmad Hassanudin bin Ahmad Kamaluddin who retires pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the next Annual General Meeting of the Company. **(Ordinary Resolution 3)**
4. To approve the payment of Directors' Fees for the Financial Year ended 31 December 2015. **(Ordinary Resolution 4)**
5. To re-appoint Messrs Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix 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. **Proposed Continuation in Office as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012:** **(Ordinary Resolution 6)**
"THAT Dato' Haji Ab Wahab bin Haji Ibrahim, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby authorised to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company."
7. **Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 7)**
"THAT pursuant to Section 132D of the Companies Act, 1965, the Company's Memorandum and Articles of Associations, 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 Annual General Meeting 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, 1965, the Company's Memorandum and Articles of Associations, the Bursa Malaysia Securities and the approvals of the relevant governmental and/or regulatory authority (if any), the Directors of the Company be and are hereby authorised to make purchase(s) of ordinary shares of RM0.25 each in the Company's issued and paid-up share capital on 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 and share premium account of the Company;
 - iii. the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and shall be in force until:
 - (a) at the conclusion of the next Annual General Meeting (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 general meeting, whichever is earlier; and
 - iv. upon the completion of the purchase(s), the Directors are authorised 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 authorised 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, 1965 and the Company's Articles of Association.

BY ORDER OF THE BOARD
FATANI HAMAMAH BINTI KHALID, ACIS
(MAICSA 7039265)
Company Secretary

Kuala Lumpur
29 April 2016

EXPLANATORY NOTES ON ORDINARY BUSINESSES:-

- (i) **Agenda Item No. 1** – Audited Financial Statements for financial year ended 31 December 2015 - is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a 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 94**
Datuk Azmi bin Ahmad and Encik Shaharuddin bin Warno @ Rahmad are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.
- (iii) **Ordinary Resolution 3 – Re-appointment of Director who has attained the age of seventy (70) years pursuant to Section 129(6) of the Companies Act, 1965**
The re-appointment of Ahmad Hassanudin bin Ahmad Kamaluddin, who has attained the age of 70 years as a Director of the Company to hold office until the conclusion of the next annual general meeting, shall take effect if the proposed Resolution 3 is passed by a majority of not less than three-fourths of such members as being entitled to vote in person or, where proxies are allowed, by proxy at this 11th AGM of which not less than 21 days' notice has been given.

EXPLANATORY NOTES ON SPECIAL BUSINESSES:-

- (i) **Ordinary Resolution 6** – Proposed Continuation in Office as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012
The proposed resolution is to seek shareholders' approval to retain Dato' Haji Ab Wahab bin Haji Ibrahim as an Independent Non-Executive Director of the Company. He has served the Company as an Independent Non-Executive Director since 2 May 2008 for a cumulative period of over nine (9) years. The BNRG has made the necessary assessment and recommended to the Board of Directors that he be retained as an Independent Director of the Company based on his ability to maintain his independence of judgment and to express and maintain unbiased views without any influence. Dato' Haji Wahab has a good understanding of the Company's business, the challenges faced by the Company and the environment in which the Company operates. The Board values his contribution to the Company and he is also committed in performing his functions and duties as the Chairman of the Board Audit Committee, including but not limited to attendance at Board and Board Committees' meetings. This proposed resolution is in line with the recommendation under the Malaysian Code on Corporate Governance 2012 and this would allow him to continue to serve as Chairman of the Board Audit Committee, pursuant to the requirement of Paragraph 15.10 of the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad.
- (ii) Proposed **Ordinary Resolution 7** is to seek a renewal of the general authority pursuant to Section 132D of the Companies Act, 1965 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 ten per centum (10%) of the Company's issued share capital from time to time pursuant to 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 utilising the retained profits and the share premium reserve of the Company.
Information on the Proposed renewal of authority for the Company to purchase its own shares is set out in the Statement to Shareholders dated 29 April 2016 dispatched together with the 2015 Annual Report.

Notes:

1. Only members registered in the Record of Depositors (ROD) as at 27 May 2016 shall be eligible to attend the AGM 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 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 10.00 am.**