



## ALAM MARITIM RESOURCES BERHAD

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

### REVISED NOTICE OF 15TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifteenth Annual General Meeting (“15th 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 Tuesday, 18 August 2020 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://tiih.online>, for the following purposes:-

#### AGENDA

##### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 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 94 of the Company’s existing Memorandum and Articles of Associations and being eligible, have offered themselves for re-election: *Please refer to Explanatory Note (ii)*
  - (i) Datuk Azmi Bin Ahmad; and **Ordinary Resolution 1**
  - (ii) Encik Mohammad Suhaimi bin Mohd Yasin **Ordinary Resolution 2**
3. To approve the payment of Directors’ fees and remuneration to the Non-Executive Directors amounting to RM335,321.00 for the financial year ended 31 December 2019. **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 January 2020 until the next Annual General Meeting of the Company to be held in 2021. *Please refer to Explanatory Note (iii)* **Ordinary Resolution 4**
5. To re-appoint Messrs. Al Jafree Salihin Kuzaimi PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise 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. **Proposed Continuation in Office as Independent Non-Executive Director in Accordance with the Malaysian Code on Corporate Governance 2017:**

“**THAT** the following directors who have served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and are 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:-

- (i) Dato’ Haji Ab Wahab bin Haji Ibrahim; and **Ordinary Resolution 6**
- (ii) Puan Fina Norhizah bin Haji Baharu Zaman **Ordinary Resolution 7**

7. **Authority to Issue Shares Pursuant to Section 75 and Section 76 of the Companies Act, 2016** **Ordinary Resolution 8**

"**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 20% 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 9**

"**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 authorised 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 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 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. **Special Resolution 1**  
**Proposed Adoption of New Constitution of the Company (Proposed Adoption)** **Special Resolution 1**

"**THAT** the Company's existing Memorandum and Articles of Association ("M&A") be deleted in its entirety and that the new Constitution as set out in the Circular to shareholder be and is hereby adopted as the new Constitution of the Company, and that the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption."

10. **Special Resolution 2**  
**Proposed Allocation of the New Employees' Share Option Scheme ("New ESOS") Options to Encik Mohammad Suhaimi bin Mohd Yasin** **Special Resolution 2**

"**THAT** pursuant to the approval by shareholder on the proposed establishment of a New ESOS of up to 15.0% of the total number of issued shares of AMRB ("Proposed New ESOS") and approval of all relevant regulatory authorities being obtained (where required) for the Proposed New ESOS during the Extraordinary General Meeting of the Company ("EGM") held on Wednesday, 30 January 2019, approval be and is hereby given to the Board to authorise the ESOS Committee at any time and from time to time, to grant Encik Mohammad Suhaimi bin Mohd Yasin, being Independent Non-Executive Director of the Company, subject to the following provisions :

- (i) not more than 2.0% of the total new AMRB Shares available under the New ESOS shall be allocated to him, if he, either singly or collectively through persons connected to him (as defined in the Listing Requirements), hold 20.0% or more of the total number of issued shares of AMRB (excluding treasury shares, if any);
- (ii) he must not participate in the deliberation or discussion of his own allocation on the New ESOS Options to be offered to him under the Proposed New ESOS; and

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

**AND THAT** the Board is also authorised to allot and issue the corresponding number of new AMRB Shares arising from the exercise of the New ESOS Options that may be granted to him under the New ESOS."

11. 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

**Nuranisma binti Ahmad, MIA, ACIS (MAICSA 7067610)**

(SSM PC No. 202008000939)

**Nur Aznita binti Taip, ACIS (MAICSA 7067607)**

(SSM PC No. 202008003466)

Company Secretaries

Kuala Lumpur

20 July 2020

## EXPLANATORY NOTES:-

- (i) **Agenda Item No. 1 – Audited Financial Statements** for financial year ended 31 December 2019 - is meant for discussion only as the provision of Section 340(1) (a) of the Companies Act, 2016 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 Mohammad Suhaimi bin Mohd Yasin are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.
- (iii) **Ordinary Resolutions 3 – Payment of Directors’ Remuneration to the Non-Executive Directors for the period from 1 January 2020 until the next Annual General Meeting of the Company to be held in 2021**

| 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 Resolution 6 & 7 – Proposed Continuation in Office as Independent Non-Executive Directors** resolution are in line with the recommendation under the **Malaysian Code on Corporate Governance 2017** and this would allow them to continue to serve as the Independent Non-Executive Directors pursuant to the requirement of Paragraph 15.10 of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad. The proposed resolutions are to seek shareholders’ approval to retain Dato’ Haji Ab Wahab bin Haji Ibrahim and Puan Fina Norhizah binti Haji Baharu Zaman, Independent Non-Executive Directors, which have served the Company for more than nine (9) years and to hold office until the conclusion of the next AGM of the Company. The Board Nomination and Remuneration Committee (“BNRC”) has made the necessary assessment and recommended to the Board of Directors that they be retained as an Independent Directors of the Company based on their abilities to maintain their independence of judgment and to express and maintain unbiased views without any influence. The Board values their contribution to the Company and they are also committed in performing their functions and duties as the Chairman of the Board Audit Committee and Chairman of the Board of Directors’ respectively, including but not limited to attendance at Board and Board Committees’ meetings.
- (ii) **Ordinary Resolution 8** 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 8**, 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 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 9**, 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 of the Company.
- (iv) The proposed **Special Resolution 1**, if passed, is to revoke its existing M&A in its entirety with immediate effect and in place thereof, adopt a new Constitution, taking into account the Act which came into force on 31 January 2017 and to be aligned with the Listing Requirements.

Information on the proposed renewal of authority for the Company to purchase its own shares and adoption of new Constitution are set out in the Statement to Shareholders dated 30 June 2020 are available at [www.alam-maritim.com.my/AMRB/AGM2020.html](http://www.alam-maritim.com.my/AMRB/AGM2020.html) and [www.bursamalaysia.com.my](http://www.bursamalaysia.com.my) together with the Annual Report 2019, Notice of the 15th AGM, Proxy Form and the Administrative Guide Details of the 15th AGM.

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

The details of 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 34, 35, 38 and 39 of the Company's Annual Report 2019 respectively, which available on the Company's website at [www.alam-maritim.com.my/AMRB/AGM2020.html](http://www.alam-maritim.com.my/AMRB/AGM2020.html).

### **NOTES TO MEMBERS AND PROXIES**

1. The Broadcast Venue is strictly for the purpose of complying with Section 327 (2) of the Companies Act 2016 and Guidance and Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (including any amendment that may be made from time to time) which require the Chairman of the 15th AGM to be present at the main venue of the 15th AGM.
2. Members/proxies **WILL NOT BE PHYSICALLY PRESENT** at the Broadcast Venue on the day of the 15th AGM.
3. Members are to attend and vote (collectively, "participate") remotely at the 15th 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 15th AGM in order to participate in the Meeting remotely via RPV facilities for the 15th AGM.
4. Members may submit questions to the Company prior to the 15th AGM via Tricor's TIIH Online website at <https://tiih.online>. Questions shall be submitted via TIIH Online website no later than **Sunday, 16 August 2020 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 15th AGM of the Company, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **11 August 2020**. Only a depositor whose name appears in the Record of Depositors as at 11 August 2020 shall be entitled to participate in the 15th 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 holds 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 15th 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 authorised in writing or if the Member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised 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 **Sunday, 16 August 2020 at 10.00 a.m.**, being forty-eight (48) hours before the appointed time for holding the 15th AGM.
6. A member who has appointed a proxy or attorney or authorised representative to participate in the 15th AGM via RPV facilities must request his/her proxy or attorney or authorised 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 15th AGM.