

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **Eighteenth (“18th”) Annual General Meeting** of **Global Maritime Ventures Berhad** will be held on **Tuesday, 21 June 2011 at 10:00 a.m.** at **Dewan Utama, Level 6, Menara Bank Pembangunan, Bandar Wawasan, No. 1016, Jalan Sultan Ismail, 50250 Kuala Lumpur** for the following purposes:-

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2010 together with the Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2. To re-elect the following Directors retiring pursuant to Article 63 of the Articles of Association of the Company:-
(i) Y.Bhg. Datuk Dr. Abdul Samad bin Haji Alias; and
(ii) Puan Eshah binti Meor Suleiman. | Resolution 2
Resolution 3 |
| 3. To re-elect the following Directors retiring pursuant to Article 68 of the Articles of Association of the Company:
(i) Y.Bhg. Dato’ Ir. Abdul Rahim bin Abu Bakar; and
(i) Encik Taufiq Ahmad @ Ahmad Mustapha bin Ghazali. | Resolution 4
Resolution 5 |
| 4. To approve the payment of Directors’ fees for the financial year ended 31 December 2010. | Resolution 6 |
| 5. To re-appoint Messrs. Ernst & Young as Auditors and to authorise the Board of Directors to fix their remuneration. | Resolution 7 |

As Special Businesses

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| 6. To consider and if thought fit, to pass the following resolutions of the Company:- | |
| 6.1 <u>ORDINARY RESOLUTION</u> | Resolution 8 |
| AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT 1965 | |
| “THAT, subject to the provision of Section 132D of the Companies Act, 1965, the Company’s Articles of Association and the approvals of the relevant government/regulatory authorities, the Directors of the Company be and are hereby empowered to allot and issue shares in the Company at such time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.” | |
| 6.2 <u>SPECIAL RESOLUTION 1</u> | Resolution 9 |
| AMENDMENT TO CLAUSE 3(1)(e) OF THE MEMORANDUM OF ASSOCIATION (“PROPOSED MOA AMENDMENT”) | |
| “THAT, the word “advisers on problems” appearing in line one (1) be deleted and the words appearing in bold, italics and underlined be added to the existing Clause 3(1)(e) of the Memorandum of Association of the Company which shall read as follows:- | |
| Clause 3(1)(e) | |
| To carry on business of <u>advisers and consultancy on all matters</u> relating to the shipping industry and the training and personnel for the shipping industry. | |
| AND THAT, the Directors be and is hereby authorised to do all such acts and things which may be necessary of expedient in affecting the Proposed MOA Amendments, with power to assent to any conditions, modifications, variations and/or amendments as may be required by the Companies Act, 1965.” | |

6.3 SPECIAL RESOLUTION 2

ADOPTION OF NEW ARTICLES OF ASSOCIATION (“PROPOSED ADOPTION OF AOA”)

“THAT, the new Articles of Association of the Company as contained in the document marked as Attachment “A” hereto and signed by the Secretary of the Company for the purpose of identification be and are hereby approved and adopted as the new Articles of Association to replace the entire existing Articles of Association.

AND THAT, the Directors be and is hereby authorised to do all such acts and things which may be necessary of expedient in affecting the Proposed Adoption of AOA, with power to assent to any conditions, modifications, variations and/or amendments as may be required by the Companies Act, 1965.”

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

Syed Iskandar Shah bin Syed Abu Bakar

Company Secretary
LS 0009541

Kuala Lumpur
27th May 2011

NOTES:-

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on a poll to vote in his stead. A proxy may not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965¹ shall not apply to the Company.
2. Where a member appoints more than one proxy the appointment shall be invalid unless the proportion of his shareholding to be represented by each proxy is specified.
3. In the case of a Corporate Member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer of the Corporation or attorney duly authorised.
4. The Proxy Form must be deposited at the Registered Office of the Company at Aras 16, Menara Bank Pembangunan, Bandar Wawasan, No. 1016, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Failure to lodge your Proxy Form within the stipulated time may result in your proxy being precluded from attending and voting at the Meeting or any adjournment thereof.
6. The lodging of the Proxy Form does not preclude a member from attending and voting in person at the Meeting should the member subsequently decide to do so.

Resolution 10

