



**BTM RESOURCES BERHAD** (303962-T)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third Annual General Meeting of BTM Resources Berhad will be held at the Arcadia 1, Level 3, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 30th May 2017 at 11.30 a.m. for the following purposes :-

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31st December 2016 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1)**
2. To approve the payment of Directors' fees of RM 120,000.00 for the financial year ended 31st December 2016. **Resolution 1**
3. To re-elect Madam Yong Emmy who retires in accordance with Article 64 of the Company's Articles of Association. **Resolution 2**
4. To re-elect Datuk Haji Mohamed Iqbal Bin M.M. Mohamed Ganey who retires in accordance with Article 64 of the Company's Articles of Association. **Resolution 3**
5. To re-elect Messrs Folks DFK & Co. as Auditors and to authorise the Directors to fix their remuneration. **Resolution 4**

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions :-

6. Re-appointment of Director  
"THAT Tan Sri Dato' (Dr) Abdul Aziz Bin Abdul Rahman be and is hereby re-appointed as a Director of the Company." **Resolution 5**
7. Continuation in Office as Independent Director  
"THAT subject to the passing of Ordinary Resolution No. 5, approval be and is hereby given to Tan Sri Dato' (Dr) Abdul Aziz Bin Abdul Rahman who has served as an Independent Non-Executive Director of the Company for a cumulative terms of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." **Resolution 6**
8. Continuation in Office as Independent Director  
"THAT approval be and is hereby given to Mr Choong Show Tong who has served as an Independent Non-Executive Director of the Company for a cumulative terms of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." **Resolution 7**
9. Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.  
"THAT subject always to the Companies Act, 2016 ("Act"), Articles of Association of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory bodies (if any), the Directors be and are hereby authorised and empowered pursuant to Section 75 and Section 76 of the Act to issue new shares in the Company from time to time at such price, upon such terms and conditions, 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 issued in any one financial year of the Company pursuant to this resolution does not exceed ten percentage (10%) of the total issued and paid-up share capital of the Company at the time of issue and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company." **Resolution 8**
10. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions  
"THAT approval be and is hereby given to the Company and its subsidiaries to enter into the category of recurrent transactions of a revenue or trading nature with those related parties, as specified in Section 2.3 of the Circular to Shareholders dated 28 April 2017 subject further to the following:-  
a) the transaction are, in the ordinary course of business at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not to the detriment of the minority shareholders;  
b) disclosure is made in the Annual Report of the breakdown of the aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year and propose that such approval shall continue in force until:  
i) the conclusion of the next Annual General Meeting (AGM) of the Company following the AGM at which the proposed renewal of the recurrent related parties transaction mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is renewed; or  
ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (Act) but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or  
iii) revoked or varied by resolution passed by the shareholders in a General Meeting, whichever is the earlier.  
AND THAT the Directors or any of them be and are hereby authorised to complete and do all such acts and things to give effect to the transactions authorised by this Ordinary Resolution." **Resolution 9**
11. To transact any other ordinary business for which due notice shall have been given

By Order of the Board,

Chong Seok Tian (MIA 2502)  
Mary Margaret A/P V. Pelly (LS 04402)  
Wong Youn Kim (MAICSA 7018778)  
Joint Secretaries

Kuala Lumpur  
Date: 28th April 2017

#### Notes :

- i) A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- ii) Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- iii) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- iv) The instrument appointing a proxy shall be in writing under its Common Seal or under the hand of an officer or attorney duly authorised.
- v) The instrument appointing a proxy must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- vi) In respect of deposited securities, only members whose name appear on the Record of Depositors on 24 May 2017 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his behalf.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

1. To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon after the financial year ended 31 December 2016. This agenda item is meant for discussion only as under the provision of Section 340(1) of the Companies Act, 2016, the audited financial statements do not require formal approval of the members and hence, this item will not be put forward for voting.
2. **Ordinary Resolution 5 - Re-appointment of Director**  
This Ordinary Resolution is to seek shareholders' approval on the re-appointment of Tan Sri Dato' (Dr) Abdul Aziz Bin Abdul Rahman, who had been re-appointed at the Twenty-Second Annual General Meeting ("AGM") held on 30th May 2016 as a Director under Section 129 of the former Companies Act, 1965 which was then in force and whose term would expire at the conclusion of the Twenty-Third AGM, as a Director of the Company. If passed, this Ordinary Resolution will authorize the continuation of Tan Sri Dato' (Dr) Abdul Aziz Bin Abdul Rahman in office from the date of the Twenty-Third AGM onwards.
3. **Ordinary Resolution 6 - Continuing in Office as Independent Non-Executive Director**  
Tan Sri Dato' (Dr) Abdul Aziz Bin Abdul Rahman has served as Independent Non-Executive Director for a cumulative term of thirteen years. The Nomination Committee has assessed his independence and recommended him to continue to act as an Independent Non-Executive Director of the company on the following justifications :-  
a) He has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.  
b) He has vast experience and his legal background enables him to provide an objective and independent view point in enabling the Board to properly discharge its duties and responsibilities.  
c) He has always actively participated in Board and Board Committee discussion and has continuously provided as independent view to the Board.  
d) He has the calibre, qualifications, experience and personal qualities and therefore would be able to provide constructive opinion and exercises independent judgement and has the ability to act in the best interest of the Company.
4. **Ordinary Resolution 7- Continuing in Office as Independent Non-executive Director**  
Mr Choong Show Tong has served as an Independent Non-Executive Director for a Cumulative of fourteen years. The Nomination Committee has assessed his independence and recommend him to continue to act as an Independent Non-Executive Director of the Company on the following justification :-  
a) He has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.  
b) He has vast experience as public accountant and is able to provide financial and accounting view point in enabling the Board to properly discharge its duties and responsibilities.  
c) He has always actively participated in Board and Board Committee discussion and has continuously provided and independent view to the Board.  
d) He has the calibre, qualifications, experience and personal qualities and therefore would be able to provide constructive opinion and exercises Independent judgement and has the ability to act in the best interest of the Company.
5. **Ordinary Resolution 8- Authority for Directors to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016.**  
This Ordinary Resolution pursuant to Sections 75 and 76 of the Companies Act, 2016 is a renewal of the last mandate granted to the Directors at the Twenty-Second AGM held on 30th May 2016 and which will lapse at the conclusion of the Twenty-Third AGM.  
This Ordinary Resolution, if passed, will give the Directors of the Company, from the date of the Twenty-Third AGM, the authority to allot shares in the Company up to and not exceeding in total ten per cent (10%) of the total number of issued and paid-up shares of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.  
As at the date of this Notice, no new shares in the Company were issued pursuant to the last mandate.  
The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and / or acquisitions.
6. **Ordinary Resolution 9- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate)**  
This Ordinary Resolution is to renew the Shareholders' Mandate granted by the shareholders to the Company at the Twenty-Second AGM held on 30th May 2016. The Proposed Renewal of the Shareholders' Mandate will enable the Group to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.