	BTM RESOURCES BERHAD (303962-T) (Incorporated in Malaysia under the Companies Act, 1965)	
	NOTICE OF ANNUAL GENERAL MEETING	
	DTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting of BTM Resources Berhad will be held at the Arcadia III, Level 3, Hote ara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 29th May 2019 at 11.30 a.m. for the following purposes -	l Armada, Lot 6, Lorong
	S ORDINARY BUSINESS	(Please refer
2.		Explanatory Note 1) Resolution 1
3.	To re-elect Dato' Seri Yong Tu Sang who retires in accordance with Article 64 of the Company's Articles of Association.	Resolution 2
4.	To re-elect Tan Sri Dato' (Dr) Abdul Aziz Bin Abdul Rahman who retires in accordance with Article 64 of the Company's Articles of Association.	Resolution 3 Resolution 4
5. 6.	To re-elect Datuk Woo Thin Choy who retires in accordance with Article 68 of the Company's Articles of Association. To re-elect Messrs Folks DFK & Co. as Auditors and to authorise the Directors to fix their remuneration.	Resolution 4 Resolution 5
	S SPECIAL BUSINESS consider and if thought fit, to pass the following Ordinary Resolutions :-	
7.	Continuation in Office as Independent Non-Executive Director "THAT subject to the passing of Ordinary Resolution 3 and pursuant to Practice Note 4.2 of the Malaysian Code on Corporate Governance, approval be and is hereby given to Tan ST Dato (D/ Abdull Aziz Bin Abdul Rahman who has served as an Independent Non-Executive	Resolution 6
8.	Director of the Company for a cumulative terms of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company." Continuation in Office as Independent Non-Executive Director	Resolution 7
0.	THAT pursuant to Practice Note 4.2 of the Malaysian Code on Corporate Governance, 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 twelve (12) years, to	nesonation y
9.	continue to act as an Independent Non-Executive Director of the Company."	Resolution 8
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	Resolution o
	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 and the state of the Company pursuant of the state of the state of the Act of the Act of the Act of the Company pursuant and the state of the Company pursuant and the state of the Act of the A	
	to this resolution does not exceed ten percentage (10%) of the total number of issued shares 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 Constitution and that such as the high bulk devices that the approval for the listing of and quotation for the additional shares so issued on Bursa Constitutions and that such as the high bulk devices that the additional shares so issued on Bursa Constitutions and that such as the high bulk devices that the approxal for the listing of and quotation for the additional shares so issued on Bursa Constitutions are also as the such as the approxal for the listing of and quotation for the additional shares so issued on Bursa Constitutions are also as the such as the approxal for the listing of and quotation for the additional shares so issued on Bursa Constitutions are also as the approxal for the approxal for the additional shares so issued on Bursa Constitutions are also as the approxal for the approxal for the approxal for the additional shares so issued on Bursa Constitutions are also as the approxal for the approxal for the approxal for the additional shares so issued on Bursa Constitutions are also as the approxal for the approxal for the additional shares so issued on Bursa Constitutions are approxal for the	
10	Securities and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company". 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 30th April 2019	Resolution 9
	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	
	 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	
11	transactions authorised by this Ordinary Resolution." . To transact any other ordinary business for which due notice shall have been given.	
Ву	Order of the Board,	
	iong Seok Tian (MIA 2502) ong Youn Kim (MAICSA 7018778)	
	int Secretaries	
	iala Lumpur ite : 30th April 2018	
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No i)	tes : 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 r	nember of the Company.
ii) iii)	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. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omni	
,	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 account it holds.	respect of each omnibus
iv) v)	The instrument appointing a proxy shall be in writing under its Common Seal or under the hand of an officer or attorney duly authorised.	
vi)	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. B	angsar South City, 59200
	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, B Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. In respect of denosited securities, only members whose name anoner on the Record of Denositors on 32 May 2010 (General Meeting Record of Denositors)	
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