



BTM RESOURCES BERHAD (303962-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of BTM Resources Berhad (“BTM” or “the Company”) will be held at the Arcadia II, Level 3, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 30 December 2019 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution :-

SPECIAL RESOLUTION

**PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY
 (“Proposed Adoption of New Constitution”)**

“THAT the existing Memorandum and Articles of Association of the Company be deleted in its entirety and that the new Constitution as set out in Appendix A be and is hereby adopted as the new Constitution of the Company.

AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts and things as are necessary and / or expedient in order to give full effect to the Proposed Adoption of New Constitution with full power to assent to any conditions, modifications and / or amendments as may be required by any relevant authorities.”

By Order of the Board,

CHONG SEOK TIAN (MIA 2502)
WONG YOUN KIM (MAICSA 7018778)
Joint Secretaries

Kuala Lumpur
Date : 6 December 2019

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 23 December 2019 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his behalf.*

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purpose”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) for the Purpose, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a results of the member’s breach of warranty.

EXPLANATORY NOTE ON SPECIAL RESOLUTION

Proposed Adoption of New Constitution of the Company

The proposed Special Resolution, if passed, will align the existing Memorandum and Articles of Association of the Company with the Companies Act, 2016 which came into force on 31 January 2017, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements applicable to the Company for better clarity and to enhance administrative efficiency.

The proposed new Constitution of the Company is set out in Appendix A, a copy of which is circulated together with the Notice of EGM dated 6 December 2019 shall take effect once the proposed Special Resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the EGM.

VOTING PROCEDURE

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the proposed Special Resolution set out in the Notice of EGM will be put to vote by poll.