



## BTM RESOURCES BERHAD

Registration No.: 199401018283 (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 Andaman I, Level 2, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 23 August 2022 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

#### ORDINARY RESOLUTION 1

**PROPOSED LEASE OF A PIECE OF VACANT LEASEHOLD INDUSTRIAL LAND MEASURING A TOTAL OF 80 ACRES (323,748.514 SQUARE METRES) IN AREA WITHIN THE VICINITY OF LOT 153-C, TELUK KALONG IN THE MUKIM OF HULU CUKAI, DISTRICT OF KEMAMAN, TERENGGANU DARUL IMAN (“TELUK KALONG LAND”) FOR A TOTAL LEASE CONSIDERATION OF RM15,863,677 (“PROPOSED LEASE OF TELUK KALONG LAND”)**

“THAT, subject to passing of Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4 and all requisite approvals from the relevant authorities and/or parties being obtained (if required), and the conditions as stipulated in the lease agreement dated 12 December 2021 entered into between BTM Biomass Products Sdn Bhd (“BTMBP”), a wholly-owned subsidiary of BTM Resources Berhad (“BTM”), and Perbadanan Memajukan Iktisad Negeri Terengganu for the Proposed Lease of Teluk Kalong Land (“Lease Agreement”) being fulfilled or waived (as the case may be), approval be and is hereby granted for BTMBP to lease a piece of vacant leasehold industrial land measuring a total of 80 acres (323,748.514 square metres) in area within the vicinity of Lot 153-C, Teluk Kalong in the Mukim of Hulu Cukai, District of Kemaman, Terengganu Darul Iman for a total lease consideration of RM15,863,677 in accordance with the terms and conditions of the Lease Agreement including any modifications, variations, amendments and/or additions thereto;

AND THAT, authority be and is hereby given to the Board of Directors of the Company (“Board”) to give full effect to the Proposed Lease of Teluk Kalong Land with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Board, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary and/or expedient or in the best interests of the Company to implement, finalise and give full effect to and complete the Proposed Lease of Teluk Kalong Land.”

#### ORDINARY RESOLUTION 2

**PROPOSED SUBLEASE OF SECONDARY FOREST LAND MEASURING APPROXIMATELY 2,255.33 HECTARES (5,572.912 ACRES) IDENTIFIED AS BLOCK 10 (LOT NOS. 28 TO 31) AND BLOCK 11A (LOT NO. 32) LOCATED IN THE MUKIM OF TEBAK/BANDI, DISTRICT OF KEMAMAN, TERENGGANU DARUL IMAN FOR A PERIOD OF APPROXIMATELY 63 YEARS EXPIRING ON 30 DECEMBER 2084 FROM SPPT DEVELOPMENT SDN BHD (“SPPT”) FOR A TOTAL SUBLEASE CONSIDERATION OF RM24,700,000 (“PROPOSED SUBLEASE”)**

“THAT, subject to passing of Ordinary Resolution 1, Ordinary Resolution 3, Ordinary Resolution 4 and all requisite approvals from the relevant authorities and/or parties being obtained (if required), and the conditions precedent as stipulated in the conditional sublease agreement dated 20 January 2022 entered into between BTMBP and SPPT for the Proposed Sublease (“Sublease Agreement”) being fulfilled or waived (as the case may be), approval be and is hereby granted for BTMBP to sublease a secondary forest land measuring approximately 2,255.33 hectares (5,572.912 acres) identified as Block 10 (Lot Nos. 28 to 31) and Block 11A (Lot No. 32) located in the Mukim of Tebak/Bandi, District of Kemaman, Terengganu Darul Iman for a period of approximately 63 years expiring on 30 December 2084 from SPPT for a total sublease consideration of RM24,700,000 in accordance with the terms and conditions of the Sublease Agreement, including any modifications, variations, amendments and/or additions thereto;

AND THAT, authority be and is hereby given to the Board to give full effect to the Proposed Sublease with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Board, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary and/or expedient or in the best interests of the Company to implement, finalise and give full effect to and complete the Proposed Sublease.”

#### ORDINARY RESOLUTION 3

**PROPOSED DIVERSIFICATION OF THE BUSINESS ACTIVITIES OF BTM AND ITS SUBSIDIARIES INTO THE RENEWABLE ENERGY BUSINESS INCLUDING THE CONSTRUCTION AND OPERATIONS OF 10 MEGAWATTS BIOMASS RENEWABLE ELECTRICAL POWER PLANT AND RELATED FACILITIES TO BE CONSTRUCTED ON THE TELUK KALONG LAND (“PROPOSED DIVERSIFICATION”)**

“THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 4 and the approvals of all relevant authorities and/or parties being obtained (if required), approval is hereby given to the Company to diversify the business activities of its group of companies to include the renewable energy business;

AND THAT approval be and is hereby given to the Board to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Diversification, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as the Board may deem fit and necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Diversification.”

#### ORDINARY RESOLUTION 4

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,183,929,204 NEW ORDINARY SHARES IN BTM (“RIGHTS SHARES”) TOGETHER WITH UP TO 394,643,068 FREE DETACHABLE WARRANTS (“WARRANTS-C”) AT THE ISSUE PRICE OF RM0.08 PER RIGHTS SHARE ON THE BASIS OF 6 RIGHTS SHARES FOR EVERY 1 EXISTING ORDINARY SHARE IN BTM (“BTM SHARE”) TOGETHER WITH 1 WARRANT-C FOR EVERY 3 RIGHTS SHARES SUBSCRIBED (“PROPOSED RIGHTS ISSUE WITH WARRANTS-C”)**

“THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, as well as the approval of all relevant regulatory authorities or parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation for the Rights Shares and Warrants-C to be issued pursuant to the Proposed Rights Issue with Warrants-C and the exercise of Warrants-C, the Board be and is hereby authorised:

(i) to provisionally allot and issue by way of a renounceable rights issue with Warrants-C to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board and announced by the Company at a later date (“Entitlement Date”) (“Entitled Shareholders”) and/or their renounee(s), on such entitlement basis to be determined by the Board later; and

(ii) to use the proceeds to be derived from the Proposed Rights Issue with Warrants-C in the manner set out in the Section 2.4.7 of the Circular to shareholders of the Company dated 8 August 2022 (“Circular”) and vary the manner and/or purpose of use of such proceeds as it may deem fit and in the best interests of the Company.

THAT any Rights Shares which are not taken up or validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons (“Excess Applicants”) and to be allocated in a fair and equitable manner on a basis to be determined by the Board in its absolute discretion;

THAT all the Rights Shares and the exercise of Warrants-C, shall upon allotment and issuance, rank *pari passu* in all respects with the existing BTM Shares, save and except that the holders of such new Shares will not be entitled to any rights, allotments, dividends and/or other distributions which may be declared, made or paid to the shareholders of the Company, the Entitlement Date of which is before the date of allotment and issuance of the Rights Shares, exercise of Warrants-C;

THAT approval be and is hereby given to the Board to enter into and execute the deed poll constituting the Warrants-C (“Deed Poll C”) and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll C (including, without limitation, the affixing of the Company’s common seal, where necessary);

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants-C, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants-C as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to give effect to variations, amendments and resubmissions in connection with the Proposed Rights Issue with Warrants-C, including where necessary varying the number of Warrants-C to be issued, which may necessitate withdrawing the existing listing application in relation to the Proposed Rights Issue with Warrants-C and re-submitting a revised listing application to Bursa Securities to seek its approval for the listing of and quotation for further Warrants-C and new Shares to be issued arising from the exercise of the Warrants-C, and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants-C in order to implement, complete and give full effect to the Proposed Rights Issue with Warrants-C.”

#### ORDINARY RESOLUTION 5

**PROPOSED ESTABLISHMENT AND IMPLEMENTATION OF A LONG-TERM INCENTIVE PLAN (“LTIP”) OF UP TO 15% OF THE COMPANY’S TOTAL ISSUED SHARE CAPITAL (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME OVER THE DURATION OF THE LTIP FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF BTM AND ITS SUBSIDIARIES (“BTM GROUP”) (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED LTIP”)**

“THAT subject to the approvals of all relevant authorities (where required) being obtained, and to the extent permitted by law and the Constitution of the Company (“Constitution”), the Board be and is hereby authorised to:

(i) establish, implement and administer the Proposed LTIP of up to 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the LTIP for the eligible directors and employees of BTM group (excluding subsidiary companies which are dormant) (“Eligible Persons”) in accordance with the provisions of the by-laws governing the Proposed LTIP (“By-Laws”), a draft of which is set out in Appendix VI of the Circular and to give full effect to the Proposed LTIP with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities. The Proposed LTIP comprises the proposed establishment of an executive share grant scheme (“Proposed ESGS”) and proposed establishment of an employees’ share option scheme (“Proposed ESOS”);

(ii) issue and/or transfer from time to time such number of ordinary shares in BTM Shares to the Eligible Persons upon vesting of the share grant awards pursuant to the Proposed ESGS (“ESGS Grants”) and/or exercise of the share options (“ESOS Options”) pursuant to the Proposed ESOS (“ESOS Grants”) under the Proposed LTIP, provided that the maximum number of BTM Shares which may be made available under the Proposed LTIP shall not in aggregate exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed LTIP;

(iii) the BTM Shares arising upon vesting of the ESGS Grants and/or exercising of the ESOS Options shall, upon issuance and allotment, rank equally in all respects with the existing BTM Shares and together with the BTM Shares procured by the Company, via the Trustee, for transfer, shall:

(a) be subject to the provisions of the Constitution; and

(b) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing BTM Shares, the record date for which is on or after the date on which the BTM Shares are credited into the central depository system accounts of the Eligible Persons and shall in all other respects rank equally with other existing BTM Shares then in issue;

(iv) if required, establish a trust to be administered by a trustee(s) to be appointed by the Company (“Trustee”) (“Trust”) in accordance with the trust deed to be entered into between the Company and the Trustee (“Trust Deed”), and to authorise the Trustee to accommodate any transfer of Shares to the central depository system accounts of the Eligible Persons at a time when the Company shall direct, subscribe for and/or acquire the necessary number of existing BTM Shares from the open market of Bursa Securities, and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company and/or any company within BTM Group;

(v) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed LTIP from time to time provided that such additions, amendments, modifications and/or deletions are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP; and

(vi) do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for the new BTM Shares that may, hereafter from time to time, be issued pursuant to the Proposed LTIP;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed LTIP;

AND THAT the draft By-Laws, as set out in Appendix VI of the Circular and which is in compliance with the Main Market Listing Requirements of Bursa Securities (“Main Market LR”), be and is hereby approved and adopted.”

#### ORDINARY RESOLUTION 6

**PROPOSED AWARDED OF ESGS GRANTS AND/OR ESOS GRANTS (COLLECTIVELY, “OFFER”) TO DATUK HAJI MOHAMED IQBAL BIN M.M. MOHAMED GANEY**

“THAT subject to the passing of Ordinary Resolution 5 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to Datuk Haji Mohamed Iqbal bin M.M. Mohamed Ganeay, the Independent Non-Executive Chairman of BTM, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

(i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP; and

(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the Main Market LR) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Main Market LR or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### ORDINARY RESOLUTION 7

**PROPOSED AWARDED OF OFFER TO DATO’ SERI YONG TU SANG**

“THAT subject to the passing of Ordinary Resolution 5 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to Dato’ Seri Yong Tu Sang, the Managing Director of BTM, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

(i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP; and

(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the Main Market LR) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Main Market LR or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### ORDINARY RESOLUTION 8

**PROPOSED AWARDED OF OFFER TO DATUK WOO THIN CHOY**

“THAT subject to the passing of Ordinary Resolution 5 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to Datuk Woo Thin Choy, the Executive Director of BTM, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

(i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP; and

(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the Main Market LR) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Main Market LR or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### ORDINARY RESOLUTION 9

**PROPOSED AWARDED OF OFFER TO YONG HIN SIONG**

“THAT subject to the passing of Ordinary Resolution 5 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to Yong Hin Siong, the Executive Director of BTM, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

(i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP; and

(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the Main Market LR) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Main Market LR or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### ORDINARY RESOLUTION 10

**PROPOSED AWARDED OF OFFER TO CHOONG SHOW TONG**

“THAT subject to the passing of Ordinary Resolution 5 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to Choong Show Tong, the Independent Non-Executive Director of BTM, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

(i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP; and

(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the Main Market LR) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Main Market LR or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### ORDINARY RESOLUTION 11

**PROPOSED AWARDED OF OFFER TO YONG EMMY**

“THAT subject to the passing of Ordinary Resolution 5 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to Yong Emmy, the Non-Independent Non-Executive Director of BTM, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

(i) she must not participate in the deliberation or discussion of her own allocation, as well as that of the persons connected with her, under the Proposed LTIP; and

(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to her, if she, either singly or collectively through persons connected (as defined in the Main Market LR) with her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Main Market LR or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### ORDINARY RESOLUTION 12

**PROPOSED AWARDED OF OFFER TO YONG ELLEN**

“THAT subject to the passing of Ordinary Resolution 5 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to Yong Ellen, a person connected to certain directors of BTM, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

(i) she must not participate in the deliberation or discussion of her own allocation, as well as that of the persons connected with her, under the Proposed LTIP; and

(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to her, if she, either singly or collectively through persons connected (as defined in the Main Market LR) with her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Main Market LR or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### ORDINARY RESOLUTION 13

**PROPOSED AWARDED OF OFFER TO TAN KHA LUONG**

“THAT subject to the passing of Ordinary Resolution 5 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to Tan Kha Luong, a person connected to certain directors of BTM, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

(i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP; and

(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the Main Market LR) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Main Market LR or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### ORDINARY RESOLUTION 14

**PROPOSED AWARDED OF OFFER TO WOO WEN JIE**

“THAT subject to the passing of Ordinary Resolution 5 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to Woo Wen Jie, a person connected to certain directors of BTM, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

(i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP; and

(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the Main Market LR) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Main Market LR or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### BY ORDER OF THE BOARD

**CHONG SEOK TIAN (MIA 2502) (SSM PC NO.202008002866)  
WONG YUEN KIM (MAICSA 7018778) (SSM PC NO.201908000410)**

Joint Secretaries

Kuala Lumpur

8 August 2022

#### Notes:

1. 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. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the meeting.
2. Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. The Form of Proxy, in the case of an individual, shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of its attorney of the corporation duly authorised.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“ombibus account”), as defined under the Securities Industries (Central Depositors) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombibus account it holds.
5. For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 16th August 2022. Only a depositor whose name appears on the Record of Depositor as at 16th August 2022 shall be entitled to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.
6. To be valid, the proxy form duly completed and signed must be deposited at the registered office, at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.