



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 of BTM Resources Berhad (“**BTM**” or “**Company**”) (“**EGM**”) will be held at Andaman 1, Level 2, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Friday, 6 February 2026 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, to pass the following Ordinary/Special resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY BTM BIOMASS PRODUCTS SDN BHD (“BTMBP”), A WHOLLY-OWNED SUBSIDIARY OF BTM RESOURCES BERHAD (“BTM” OR “COMPANY”) OF A SINGLE-STOREY WOOD PELLET MANUFACTURING FACTORY BUILDING WITH A GROSS FLOOR AREA OF 7,520.87 SQUARE METRES, ERECTED ON THE LAND (“FACTORY BUILDING”) TO GIMZAN PLYWOOD SDN BHD (“GIMZAN”) FOR A TOTAL CONSIDERATION OF RM4.00 MILLION PAYABLE BY GIMZAN TO BTM WHICH WILL BE SET-OFF AGAINST THE SETTLEMENT SUM (“FACTORY BUILDING DISPOSAL CONSIDERATION”) PURSUANT TO THE TERMS OF THE SALE AND PURCHASE AGREEMENT (“SPA”) (“PROPOSED FACTORY BUILDING DISPOSAL”)

“**THAT** subject to the approvals of the relevant authorities and/or parties having been obtained, approval be and is hereby given to BTMBP to dispose of the Factory Building to Gimzan for a total cash consideration of RM4.00 million subject to and upon the terms and conditions of the SPA dated 12 September 2025 entered into between BTMBP and Gimzan in relation to the Proposed Factory Building Disposal including any modifications, variations, amendments and/or additions thereto.

THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to utilise the proceeds arising from the Proposed Factory Building Disposal for the purposes as set out in **Section 2.13** of Part A of the circular to shareholders of the Company in relation to amongst others, the Proposed Factory Building Disposal dated 12 January 2026 (“**Circular**”), and that the Board be and is hereby authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary, expedient and in the best interest of the Company, subject to the approval of the relevant parties and/or authorities (where required).

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Factory Building Disposal with full powers to assent to and give effect to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Factory Building Disposal.”

ORDINARY RESOLUTION 2

PROPOSED DISPOSAL BY BTM BIOMASS PRODUCTS SDN BHD (“BTMBP”) OF THE PLANT, MACHINERY AND EQUIPMENT WHICH ARE INSTALLED AND EQUIPPED WITHIN THE FACTORY BUILDING (“PME”) TO GIMZAN PLYWOOD SDN BHD (“GIMZAN”) FOR A TOTAL CONSIDERATION OF RM0.50 MILLION PAYABLE BY GIMZAN TO BTMBP WHICH WILL BE SET-OFF AGAINST THE SETTLEMENT SUM (“PME DISPOSAL CONSIDERATION”) PURSUANT TO THE TERMS OF THE SALE AND PURCHASE AGREEMENT (“SPA”) (“PROPOSED PME DISPOSAL”)

“**THAT** subject to the approvals of the relevant authorities and/or parties having been obtained, approval be and is hereby given to BTMBP to dispose of the PME to Gimzan for a total cash consideration of RM0.50 million subject to and upon the terms and conditions of the SPA dated 12 September 2025 entered into between BTMBP and Gimzan in relation to the Proposed PME Disposal including any modifications, variations, amendments and/or additions thereto.

THAT the Board be and is hereby authorised to utilise the proceeds arising from the Proposed PME Disposal for the purposes as set out in **Section 2.13** of Part A of the Circular, and that the Board be and is hereby authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary, expedient and in the best interest of the Company, subject to the approval of the relevant parties and/or authorities (where required).

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed PME Disposal with full powers to assent to and give effect to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed PME Disposal.”

ORDINARY RESOLUTION 3

PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM THE RIGHTS ISSUE WHICH WAS COMPLETED ON 16 JANUARY 2023 (“RIGHTS ISSUE”) (“PROPOSED VARIATION”)

“**THAT** approval be and is hereby granted to the Board to vary the un-utilised proceeds of up to approximately RM19.59 million raised from the Rights Issue (which were completed on 16 January 2023) in the manner and to the extent as stated in **Section 3** of Part A of the Circular.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Variation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in the best interest of the Company in order to carry out, finalise and give full effect to the Proposed Variation.”

SPECIAL RESOLUTION

PROPOSED REDUCTION OF RM80,000,000 OF ISSUED SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“**THAT** subject to the approvals being obtained from all relevant parties and/or authorities (where applicable) pursuant to Section 117 of the Act, the Board be and is hereby given the authority and approval to reduce the share capital of the Company via the cancellation of the issued share capital by RM80,000,000 and for the credit arising from such cancellation to be used to set-off against the accumulated losses of the Company, while the remaining balance, will be credited to the retained earnings of the Company which shall be used in a manner to be determined by the Board at a later date and in the best interest of the Company, as permitted by the Company’s constitution, the relevant and applicable laws as well as the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/or appropriate to implement and give full effect to the Proposed Share Capital Reduction, with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Share Capital Reduction and to do all such things as the Board may consider necessary or expedient in the best interest of the Company.”

By Order of the Board

NG SALLY (SSM PC NO. 202008002702 & MAICSA 7060343)

GOH XIN YEE (SSM PC NO. 202008000375 & MAICSA 7077870)

Company Secretaries

Kuala Lumpur

12 January 2026

Notes:

- (1) *A Member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. A proxy may, but need not, be a Member of the Company and there shall be no restriction as to the qualification of the proxy where a Member appoints more than one (1) proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid.*
- (2) *A Member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.*
- (3) *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**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. An Exempt Authorised Nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA. Where a Member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.*
- (4) *The instrument appointing a proxy shall be in writing executed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.*
- (5) *The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited with the Share Registrar of the Company, Sectrars Management Sdn Bhd at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority.*
- (6) *The Date of Record of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the Meeting is 27 January 2026.*