

General Announcement  
Reference No BR-020527-44749

Company Name	:	BTM RESOURCES BERHAD
Stock Name	:	BTM
Date Announced	:	27/05/2002

Type : **Announcement**  
Subject : **NOTICE OF ANNUAL GENERAL MEETING**

Contents :

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting Of BTM Resources Berhad will be held at teh Embassy 3 Room, 12th Floor, Crown Princess Hotel, City Square Centre, Jalan Tun Razak, 50400 Kuala Lumpur on Wednesday, 19 June 2002 at 11.30 a.m. for the following purposes :-

1- To receive and adopt the Audited Financial Statement of Accounts for the year ended 31 December 2001 together with the Reports of the director and Auditors thereon. *Resolution 1*

2- To approve the payment of Directors' fees for the year ended 31 December 2001. *Resolution 2*

3- To re-elect the following Directors who retire in accordance with the Company's Article of Association, and who being eligible, offer themselves for re-election :-

i- Dato' Lau Chen Nai - Article 64 *Resolution 3*

ii- Dato' Seri Yusof Bin Dato' Biji Sura @ Mohamad - Article 64 *Resolution 4*

4- To re-elect Messrs Azman, Wong, Salleh & Co., as Directors and to authorise the Directors to fix their remuneration. *Resolution 5*

SPECIAL BUSINESS

To consider and, if through fit, to pass teh following Ordinary Resolutions :-

5- Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company approvals of the relevent government/regulatory authorities, and pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue and allot shares in the Company from time to time at such price, upon such terms and condition for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 percent of the issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company" *Resolution 6*

6- Proposed Renewal of 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 Shareholder dated 28 May 2002 subject further to teh 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 shareholder:

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 proposed that such approval shall continue in force untuill :-

i- the consclusion 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 passes at the AGM, the mandate is renewal : or

ii- the expiration of the period within the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (Act) but shall not extend to such extension as may be allowed pursuant Section 143(2) of the Act, or

iii- revoked or varied by resolution passed by the shareholders in 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 give effect to the transactions contemplated and/or authorised by this Ordinary Resolution." Resolution 7

7- To transact any other ordinary business for which due notice shall have been given.

BY ORDER OF THE BOARD

Heng Ji Keng  
Chopng Seok Tian  
Margaret Pelly  
Joint Secretaries

KUALA LUMPUR

Date : 28th May 2002

**Note :**

i) A member entitled to attend the meeting may appoint another person as his proxy to attend and vote in his stead at the meeting and such proxy shall have the same as the member he represents including the right to vote on a show hands and on a poll and to demand a poll.

ii) A proxy may but need not be a member

iii) Where the member of the Company appoints two or more proxies, the appointments shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.

iv) If the appointer is a corporation, the proxy should be executed 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 Heng & Monteiro Consultants Sdn Bhd, No. 22-2, Jalan Tun Sambanthan 3, 50470 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

**EXPLANATION NOTES ON SPECIAL**

Resolution Pursuant to Section 132D of the Companies Act, 1965.

The proposed Ordinary Resolution, under item (6) if passed, will empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval.

The proposed Ordinary Resolution under item (7) is to renew the shareholder's mandate granted by the shareholders of the company at the Extraordinary General Meeting held on 29 March 2002. The proposed renewal of the Shareholders' mandate will enable the company and its subsidiaries to enter into any of the recurrent transactions of a revenue of 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 that public and are not to be to the detriment of the minority shareholders of the company.*

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