

BTM RESOURCES BERHAD (303962-T)
(Incorporated in Malaysia)
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of BTM Resources Berhad will be held at the Arista, Level 3, Hotel Armada, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 25th June 2013 at 11.00 a.m. for the following purposes :-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31st December 2012 together with the Reports of the Directors and Auditors thereon. *(Please refer to Note A)*
2. To approve the payment of Directors' fees for the financial year ended 31st December 2012 *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 Mr Choong Show Tong who retires in accordance with Article 64 of the Company's Articles of Association. *Resolution 3*
5. To consider and, if thought fit, to pass the following Resolution :

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' (Dr.) Abdul Aziz Bin Abdul Rahman, retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the next Annual General Meeting." *Resolution 4*
6. To re-elect Messrs Folks DFK & Co. as Auditors and to authorise the Directors to fix their remuneration. *Resolution 5*

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions :-

7. Authority to allot shares pursuant to Section 132D of the Companies Act, 1965.

"THAT subject always to the Companies Act, 1965 and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue 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 deem fit provided that the aggregate number of shares issued in any one financial year of the Company pursuant to this resolution does not exceed 10% of the total issued and paid-up share capital of the Company for the time being and that the Directors be also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("BMSB") and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company." *Resolution 6*

8. Continuing in Office as Independent Non-Executive Director.

“**THAT** subject to the passing of Ordinary Resolution No. 3, approval be and is hereby given to Mr. Choong Show Tong who has served as Independent Non-Executive Director of the Company for a cumulative of ten years, to continue as an Independent Non-Executive Director of the Company”

Resolution 7

9. Continuing in Office as Independent Non-Executive Director.

“**THAT** subject to the passing of Ordinary Resolution No. 4, approval be and is hereby given to Tan Sri Dato’ (Dr) Abdul Aziz Bin Abdul Rahman who has served as Independent Non-Executive Director of the Company for a cumulative of nine years, to continue as an Independent Non-Executive Director of the Company”

Resolution 8

10. 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 Shareholders dated 11th June 2013 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
 - ii) the expiration of the period within which 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 to Section 143(2) 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 transactions authorised by this Ordinary Resolution.”

Resolution 9

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

BY ORDER OF THE BOARD

Heng Ji Keng
Chong Seok Tian
Mary Margret A/P V. Pelly
Joint Secretaries

KUALA LUMPUR
Date : 3rd June 2013

Notes :

- A- *This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require on formal approval of shareholders and here, it not put forward for voting.*

Proxy :

- i) *Only depositors whose name appear in the Record of Depositors as at 17th June 2013 (General Meeting Record of Depositors) be regarded as members and entitled to attend, speak and vote at the meeting.*
- ii) *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 right as the member he represents including the right to vote on a show of hands and on a poll and to demand a poll.*
- iii) *A proxy may but need not be a member.*
- iv) *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.*
- v) *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.*
- vi) *Where a member of the Company 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.*
- vii) *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.*

EXPLANATORY NOTES ON SPECIAL BUSINESS

- a) *The proposed Ordinary Resolution 6 is a renewal of the mandate for the issuance of shares under Section 132D of the Act. If passed, it will be give the Directors of the Company, from*

the date of the above AGM, authority to issue shares from the unissued capital of the Company of not exceeding 10% of the issued and paid up share capital of the Company.

As at the date of Notice of Meeting, no shares have been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company.

The renewal of the mandate is to provide flexibility to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions

b) The Proposed Ordinary Resolution 7:-

The Nomination Committee has assessed the independence of Mr Choong Show Tong, who has served as an Independent Non-Executive Director for a cumulative of ten years and recommended him to continue to at as an Independent Non-Executive Director of the Company on the following justifications :-

- (i) he continues to fulfil the criteria under the definition of Independent Director as stated in the Main Market Listing Requirement of Bursa Malaysia Securities Berhad;*
- (ii) his vast experience as public accountant enable him to provide view point on financial and accounting in enabling the Board to properly discharge its duties and responsibilities;*
- (iii) he has always actively participated in Board and Board Committees discussion and has continuous provided an independent view to the Board ; and*
- (iv) he has the calibre, qualifications, experience and personal qualities to consistently challenge management in an effective and constructive manner.*

c) The Proposed Ordinary Resolution 8 :-

The Nomination Committee has assessed the independence of Tan Sri Dato' (Dr) Abdul Aziz Bin Abdul Rahman who has served as an Independent Non-Executive Director for a cumulative of nine years and recommended him to continue to at as an Independent Non-Executive Director of the Company on the following justifications :-

- (i) he fulfils the criteria stated under in the Listing Requirements of Bursa Malaysia Securities Berhad;*
- (ii) he has vast experience and legal background enable him to provide and objective and independent view point in enabling the Board to properly discharge its duties and responsibilities;*
- (iii) he has always actively participated in Board and Board Committees discussion and has continuous provided an independent view to the Board ; and*
- (iv) he has the calibre, qualifications, experience and personal qualities to consistently challenge management in an effective and constructive manner.*

d) The proposed Ordinary Resolution 9 is to renew the Shareholders' Mandate granted by the shareholders to the Company at the Eighteenth Annual General Meeting held on 29th June

2012. The proposed renewal of the Shareholders' Mandate will enable the Group to enter into the Recurrent Related Party Transactions of a Revenue or 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 the public and are not to the detriment of the minority shareholders of the Company.