

**BTM RESOURCES BERHAD**  
**[Registration No. 199401018283 (303962-T)]**  
(Incorporated in Malaysia)

Minutes of the Twenty-Ninth Annual General Meeting (“AGM”) of the Company held at Andaman I, Level 2, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 27<sup>th</sup> June 2023 at 11.00 a.m.

- Present : Shareholders  
As per Attendance List
- Directors
- |                          |   |  |
|--------------------------|---|--|
| Datuk Haji Mohamed Iqbal | - | Chairman, Non-Independent Non-Executive Director |
| Bin M.M. Mohamed Ganey   | - | Managing Director                                |
| Dato’ Seri Yong Tu Sang  | - | Executive Director                               |
| Datuk Woo Thin Choy      | - | Executive Director                               |
| Mr Yong Hin Siong        | - | Non-Independent Non-Executive Director           |
| Mr Chong Show Tong       | - | Non-Independent Non-Executive Director           |
| Madam Yong Emmy          | - | Non-Independent Non-Executive Director           |
- Invitation : As per Attendance List
- In Attendance : Mr Chong Seok Tian - Company Secretary

**1. CHAIRMAN, QUORUM AND NOTICE OF MEETING**

The meeting was convened with Datuk Haji Mohamed Iqbal Bin M.M. Mohamed Ganey in the Chair.

Upon confirmation by the Company Secretary that a quorum was present, the Chairman called the meeting to order and introduced all the Directors and representatives from the External Auditors to the shareholders.

The Chairman declared the meeting duly convened as the Notice of the AGM dated 28<sup>th</sup> April 2023 had been announced on 27<sup>th</sup> April 2023 and circulated to all members of the Company in accordance with the Company’s Articles of Association and that the Notice of Meeting be taken as read.

Before proceeding with the Agenda of the AGM, Mr Chong Seok Tian, the Company Secretary, was called upon to explain the proceedings of the meeting and voting procedures to the shareholders.

The Company Secretary informed the shareholders that the businesses to be transacted in the AGM involved the moving and passing of six (6) proposed Ordinary Resolutions which required the approval of a simple majority of the members or their proxies present and voting at the meeting.

He said each of the six (6) proposed Ordinary Resolutions would require one proposer and a seconder before the motions were put to vote by way of poll.

The Company Secretary informed the meeting that in order to have smooth proceedings, the meeting would proceed with the questions and answers session and after having each of the motions properly proposed and seconded accordingly, the poll voting would commence immediately thereafter.

**2. AUDITED FINANCIAL STATEMENTS,  
DIRECTORS' AND AUDITORS' REPORTS  
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2022**

Before the Company's Audited Financial Statements for the financial year ended 31<sup>st</sup> December 2022 together with the Reports of the Directors and Auditors pursuant to Section 340(1)(a) of the Companies Act 2016 were tabled before the Members and to be received by the Members present at the meeting, the Chairman asked whether there were any questions the shareholders wished to raise regarding the Financial Statements.

As there was no question from those present at the meeting, the Chairman declared that the Audited Financial Statements for the financial year ended 31<sup>st</sup> December 2022 together with the Directors' and Auditors Reports were taken as laid before the shareholders pursuant to Section 340(1)(a) of the Companies Act 2016.

**3. DIRECTORS' FEES**

Ordinary Resolution 1 – Approval of Directors' fees of RM90,000.00 in respect of the financial year ended 31<sup>st</sup> December 2022 was tabled before the meeting.

Upon Ordinary Resolution 1 being duly proposed and seconded, the motion to approve Directors' fees of RM90,000.00 in respect of the financial year ended 31<sup>st</sup> December 2022 would be voted by way of poll.

**4. RE-ELECTION OF DIRECTORS**

Ordinary Resolution 2 – Re-election of Madam Yong Emmy was tabled before the meeting.

Upon Ordinary Resolution 2 being duly proposed and seconded, the motion to re-elect Madam Yong Emmy who retires pursuant to Article 18.4 of the Company's Constitution would be voted by way of poll.

Ordinary Resolution 3 – Re-election of Datuk Haji Mohamed Iqbal Bin M.M. Mohamed Ganey was tabled before the meeting.

Upon Ordinary Resolution 3 being duly proposed and seconded, the motion to re-elect Datuk Haji Mohamed Iqbal Bin M.M. Mohamed Ganey who retires pursuant to Article 18.4 of the Company's Constitution would be voted by way of poll.

**5. RE-APPOINTMENT OF AUDITORS**

Ordinary Resolution 4 – Re-appointment of Auditors and to authorize the Directors to fix their remuneration was tabled before the meeting.

Upon Ordinary Resolution 4 being duly proposed and seconded, the motion to re-appoint Messrs Folks DFK & Co. who have indicated their willingness to continue in office as Auditors of the Company for the financial year ending 31<sup>st</sup> December 2023 at a remuneration to be fixed by the Directors would be voted by way of poll.

**6. SPECIAL BUSINESS**

**6.1 Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

Ordinary Resolution 5 – Authority to Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 was tabled before the meeting.

Upon Ordinary Resolution 5 being duly proposed and seconded, the motion to authorize the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 as set out in the notice of meeting would be voted by way of poll.

**6.3 Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions**

Ordinary Resolution 6 – Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions was tabled before the meeting.

Upon Ordinary Resolution 6 being duly proposed and seconded, the motion for the Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions, i.e. for 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 28<sup>th</sup> April 2023, would be voted by way of poll.

The Chairman informed the shareholders that as the Company did not receive any notice to transact any other business, the meeting would proceed with the poll for the Ordinary Resolutions as set out in the Notice of AGM and called upon the Company Secretary to brief the shareholders on the polling procedures.

**7. BRIEFING BY COMPANY SECRETARY ON POLLING**

The Company Secretary informed the shareholders that Dvote Services Sdn Bhd would be the Poll Administrator to handle the polling process and USearch Management Services has been appointed the Scrutineer to verify the poll results.

He then briefed all present at the meeting on the voting procedures which would be conducted by way of digital polling/Touche-n-Vote and said polling would commence immediately after the briefing.

**8. ADJOURNMENT OF MEETING FOR POLL VOTING**

The meeting was adjourned at 11.15 a.m. for the poll voting to commence immediately.

**9. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF RESULTS**

The meeting re-convened at 11.45 a.m. for the announcement of the results of the poll voting by the Chairman as follows :-

Ordinary Resolution	Votes For			Votes Against		
	No. of Shares	No. of Shareholders	%	No. of Shares	No. of Shareholders	%
Resolution 1	85,969,588	20	100.0000	0	0	0.0000
Resolution 2	176,289,768	25	100.0000	0	0	0.0000
Resolution 3	176,289,768	25	100.0000	0	0	0.0000
Resolution 4	176,289,768	25	100.0000	0	0	0.0000
Resolution 5	176,289,768	25	100.0000	0	0	0.0000
Resolution 6	85,969,588	20	100.0000	0	0	0.0000

The Chairman declared that all six (6) Ordinary Resolutions were unanimously approved by the shareholders.

**Ordinary Resolution 1**

It was resolved that the Directors' fees of RM90,000.00 in respect of the financial year ended 31<sup>st</sup> December 2022 be approved.

**Ordinary Resolution 2**

It was resolved that Madam Yong Emmy who was retiring pursuant to Article 18.4 of the Company's Constitution be re-elected as Director of the Company.

**Ordinary Resolution 3**

It was resolved that Datuk Haji Mohamed Iqbal Bin M.M. Mohamed Ganey who was retiring pursuant to Article 18.4 of the Company's Constitution be re-elected as Director of the Company.

**Ordinary Resolution 4**

It was resolved that Messrs Folks DFK & Co. who have indicated their willingness to continue in office as Auditors of the Company for the financial year ending 31<sup>st</sup> December 2023 at a remuneration to be fixed by the Directors be approved.

**Ordinary Resolution 5**

It was resolved that subject always to the Companies Act 2016 ("Act"), Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory bodies (if applicable), the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue new shares in the Company from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued during the preceding twelve (12) months pursuant to this resolution, does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

AND THAT pursuant to Section 85 of the Act read together with Clause 54 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

**Ordinary Resolution 6**

It was resolved 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 28<sup>th</sup> April 2023 subject further to the following:-

- a) the transactions 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 340(2) of the Companies Act 2016 (“Act”) but shall not extend to such extension as may be allowed pursuant to Section 340(4) 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.

10. **TERMINATION OF MEETING**

There being no other business, the meeting ended at 11.50 a.m. with a vote of thanks to the chair.

Confirmed by,

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CHAIRMAN