

**TADMAX****TADMAX RESOURCES BERHAD**(Formerly known as Wijaya Baru Global Berhad)
(Company No. 8184-W)
(Incorporated in Malaysia under the Companies Act, 1965)**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Tadmex Resources Berhad (*formerly known as Wijaya Baru Global Berhad*) ("TRB" or the "Company") will be held at Inspire Room, OWG, No. 10, Jalan Pelukis U1/46, Section U1, Temasya Industrial Park, Glenmarie, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 11 April 2013 at 11.00 a.m. for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

SPECIAL RESOLUTION 1

PROPOSED PAR VALUE REDUCTION VIA THE CANCELLATION OF RM0.50 OF THE PAR VALUE OF EVERY EXISTING ORDINARY SHARE OF RM1.00 EACH IN THE ISSUED AND PAID-UP SHARE CAPITAL OF TRB PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("ACT") ("PROPOSED PAR VALUE REDUCTION")

"THAT, subject to the passing of Special Resolution 2, the sanction of the High Court of Malaya for the Proposed Par Value Reduction as well as approvals of the relevant authorities being obtained, approval be and is hereby given to the Company to undertake the Proposed Par Value Reduction which involves the following:-

- (a) The par value of every existing ordinary share of RM1.00 each in the issued and paid-up share capital of the Company be reduced to RM0.50 each by the cancellation of RM0.50 from the par value of each existing ordinary share;
- (b) The credit arising from the said reduction be utilised to offset against the accumulated losses of the Company;

THAT the credit arising therefrom that may be in excess, if any, of what is required towards offsetting the accumulated losses of the Company be and is hereby applied to retain in the retained earnings account;

AND THAT the board of Directors of the Company ("Board") be and is hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/ or agreements the Board may deem necessary and/ or expedient to finalise, implement and to give full effect to complete the Proposed Par Value Reduction including without limitation, with full powers to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities and/ or the High Court of Malaya."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF TRB ("PROPOSED AMENDMENTS")

"THAT, subject to the passing of Special Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Company to amend the Memorandum and Articles of Association of the Company, in the manner as set out in the circular to shareholders of the Company dated 19 March 2013 ("Circular");

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/ or agreements the Board may deem necessary and/ or expedient to finalise, implement and to give full effect to complete the Proposed Amendments including without limitation, with full powers to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities."

ORDINARY RESOLUTION 1

PROPOSED PARTIAL SETTLEMENT OF DEBT OWING TO A DIRECTOR OF TRB, NAMELY DATO' FAIZAL BIN ABDULLAH ("DATO' FAIZAL") VIA THE ISSUANCE OF NEW ORDINARY SHARES OF RM0.50 EACH IN TRB ("TRB SHARE(S)") ("SETTLEMENT SHARE(S)") AT AN INDICATIVE ISSUE PRICE OF RM0.50 PER SETTLEMENT SHARE ("PROPOSED CAPITALISATION")

"THAT, subject to the passing of Special Resolution 1, Special Resolution 2 and the approvals of the relevant authorities, including the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") being obtained for the listing of and quotation for the Settlement Shares on the Main Market of Bursa Securities, approval be and is hereby given to the Board for the following:-

- (a) allot and issue Settlement Shares to Dato' Faizal at an indicative issue price of RM0.50 per Settlement Share, being the partial settlement owing by TRB to Dato' Faizal amounting to RM5,000,000, upon the terms and conditions as set out in the debt settlement agreement dated 17 July 2012, the first supplemental debt settlement agreement dated 14 September 2012 and the second supplemental debt settlement agreement dated 7 March 2013 entered into between TRB and Dato' Faizal;
- (b) such Settlement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing TRB Shares, save and except that the Settlement Shares shall not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Settlement Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/ or agreements the Board may deem necessary and/ or expedient to finalise, implement and to give full effect to complete the Proposed Capitalisation including without limitation, with full powers to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF TRB ("PROPOSED ESOS")

"THAT, subject to the passing of Special Resolution 1, Special Resolution 2 and the approvals of the relevant authorities, including the approval of Bursa Securities being obtained for the listing of and quotation for the new TRB Shares to be issued arising from the exercise of the options under the Proposed ESOS ("ESOS Option(s)") on the Main Market of Bursa Securities, approval be and is hereby given to the Board for the following:-

- (a) establish, implement and administer the Proposed ESOS for the benefit of employees, executive directors and non-executive directors of TRB and its subsidiaries, which are not dormant, who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Person(s)") of which the ESOS Options will be granted to the Eligible Persons to subscribe for new TRB Shares in accordance with the draft by-laws of the Proposed ESOS ("By-Laws") as set out in Appendix II of the Circular, and to adopt and approve the By-Laws;
- (b) allot and issue from time to time during the duration of the Proposed ESOS such number of new TRB Shares to Eligible Persons arising from the exercise of the ESOS Option(s), provided that the aggregate number of TRB Shares to be allotted pursuant to the Proposed ESOS shall not exceed in aggregate 10% of the total issued and paid-up share capital of the Company (excluding treasury shares) at any point in time during the existence of the Proposed ESOS AND THAT such new TRB Shares to be issued arising from the exercise of the ESOS Options shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing TRB Shares, save and except that the new TRB Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the new TRB Shares, and such new TRB Shares will be subject to all provisions of the Memorandum and Articles of Association of TRB and such amendments thereafter, if any;
- (c) make the necessary applications to Bursa Securities for the permission to deal in and for the listing of and quotation for the new TRB Shares that may hereafter from time to time be allotted and issued pursuant to the Proposed ESOS;
- (d) amend and/ or modify the Proposed ESOS from time to time as may be required/ permitted by the authorities or deemed to be necessary by the Board provided that such amendments and/ or modifications are effected and permitted in accordance with the provisions of the By-Laws relating to amendments/ modifications;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/ or agreements the Board may deem necessary and/ or expedient to finalise, implement and to give full effect to complete the Proposed ESOS including without limitation, with full powers to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities."

ORDINARY RESOLUTIONS 3 TO 11**PROPOSED GRANT OF ESOS OPTIONS**

"THAT, subject to the passing of Special Resolution 1, Special Resolution 2, Ordinary Resolution 2 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following persons, ESOS Options to subscribe for new TRB Shares under the Proposed ESOS, in the following manner as set out below:-

Directors of the Company

Ordinary Resolution	Name	Maximum no. of new TRB Shares
3	Dato' Seri Abdul Azim bin Mohd Zabidi	Up to 2,000,000
4	Dato' Faizal bin Abdullah	Up to 3,000,000
5	Dato' Che Abdullah @ Rashidi bin Che Omar	Up to 2,000,000
6	Tan Sri Prof. Drs. Da'i Bachtiar	Up to 1,000,000
7	Dato' Pahlawan Mohammed Shukor bin Hj Abdullah	Up to 1,000,000
8	Datuk Sulaiman bin Daud	Up to 1,000,000
9	Tan Chee Siang	Up to 1,000,000
10	Tan Peng Koon	Up to 1,000,000

Person connected to the major shareholder of the Company

Ordinary Resolution	Name	Maximum no. of new TRB Shares
11	Almiran bin Anuar	Up to 500,000

PROVIDED ALWAYS THAT, the Directors and senior management do not participate in the deliberation or discussion of their own allocation AND THAT the allocation to an Eligible Person, who either singly or collectively, through persons connected to the Eligible Person, holds 20% or more of the issued and paid-up share capital of TRB, must not exceed 10% of the new TRB Shares available under the Proposed ESOS AND FURTHER THAT not more than 60% of the new TRB Shares available under the Proposed ESOS shall be allocated in aggregate to the Directors and senior management of TRB and its subsidiaries, which are not dormant, in accordance with the Main Market Listing Requirements of Bursa Securities (where applicable), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws."

By Order of the Board

Loh Yin Fun (MAICSA 0862905)

Company Secretary

Petaling Jaya

19 March 2013

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 5 April 2013 shall be eligible to attend the EGM.
2. A member entitled to attend and vote at the EGM is entitled to appoint one (1) or more proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy respectively.
3. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply. A member entitled to attend and vote at the EGM is entitled to appoint any person as his proxy to attend and vote instead of the member at the EGM. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its attorney duly authorised.
5. 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.
6. The instrument appointing a proxy must be deposited at the Company's registered office at No. 2D, Jalan SS 6/6, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding the EGM.