

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Forty-Fourth Annual General Meeting of **Tadmax Resources Berhad** (formerly known as Wijaya Baru Global Berhad) ("Tadmax" 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, 20 June 2013 at 11.00 a.m. for the following purposes:-

AGENDA**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **Please refer to Note (b)**
- To re-elect the following Directors who retire as a Director of the Company pursuant to the Article 90 of the Company's Articles of Association.
 - Dato' Seri Abdul Azim bin Mohd Zabidi **Ordinary Resolution 1**
 - Dato' Faizal bin Abdullah **Ordinary Resolution 2**
- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:-
"THAT Dato' Pahlawan Mohammed Shukor bin Hj Abdullah who is over the age of seventy years and retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting." **Ordinary Resolution 3**
- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

As Special Business

To consider and if thought fit, to pass the following resolutions with or without modifications:-

- Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965** **Ordinary Resolution 5**
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum of the issued share capital of the Company for the time being, subject always to the approvals of all the relevant regulatory authorities being obtained for such issue and allotment."
- Continuation in office as Independent Non-Executive Director** **Ordinary Resolution 6**
"THAT subject to the passing of Ordinary Resolution 3, approval be and is hereby given to Dato' Pahlawan Mohammed Shukor bin Hj Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."
- Continuation in office as Independent Non-Executive Director** **Ordinary Resolution 7**
"THAT approval be and is hereby given to Mr Tan Chee Siang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."
- Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments")** **Special Resolution**
"THAT approval be and is hereby given to the Company to amend the Articles of Association of the Company, in the manner as set out in Appendix I of the Annual Report AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."
- To transact any other matter for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

LOH YIN FUN MAICSA 0862905
Company Secretary

Petaling Jaya
29 May 2013

NOTES:-

- Only members whose names appear in the Record of Depositors as at 14 June 2013 will be entitled to attend and vote at the meeting.
- This Agenda item is meant for discussion only, as the provision of Section 169 of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- A member entitled to attend and vote at this meeting is entitled to appoint at least one proxy to attend and vote in his stead. 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. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, under its common seal, or the hand of its attorney duly authorised.
- The instrument appointing a proxy must be deposited at the registered office of the Company at No. 2D, Jalan SS 6/6, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight hours before the time set for holding the meeting or any adjournment thereof.
- Explanatory note on Ordinary Business
Details of the directors standing for re-election under Ordinary Resolutions 1 and 2, and re-appointment under Ordinary Resolution 3 are stated in Profile of Directors on pages 16 to 19 of this Annual Report. Their securities holdings in the Company are stated on page 114 of this Annual Report.
- Explanatory notes on Special Business
 - The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue shares in the Company up to an aggregate amount not exceeding ten per centum of the issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next annual general meeting. This renewed mandate will provide flexibility to the Company for the allotment of shares for the purpose of funding working capital, future expansion, investment and/or acquisition(s). As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Forty-Third Annual General Meeting held on 21 June 2012 and which will lapse at the conclusion of the Forty-Fourth Annual General Meeting.
 - Ordinary Resolutions 6 and 7. The Nomination Committee and the Board have assessed the independence of Dato' Pahlawan Mohammed Shukor bin Hj Abdullah and Mr Tan Chee Siang, who served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, and have recommended that they continue to act as an Independent Non-Executive Director of the Company in accordance with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012. The justifications are as follows:-
 - a director's independence cannot be determined arbitrarily with reference to a set period of time;
 - a long serving director will have a good and thorough understanding of the main drivers of the Group's business in a detailed manner;
 - bring an element of objectivity to the Board;
 - actively participate in Board's deliberations and provide an independent voice to the Board;
 - have the caliber, qualifications, experiences and personal qualities to consistently challenged management in an effective and constructive manner; and
 - exercise due care in all undertakings of the Group and carry out their fiduciary duties in the interest of the Company and minority shareholders.
 - The Special Resolution, proposed under item 8, if passed, will streamline the Articles of Association of the Company to be in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which took effect from 3 January 2012, as well as to render better clarity and consistency, to correct typographical errors and to cater for the use of electronic means. Details of the Proposed Amendments are set out in Appendix I on pages 4 to 9 of this Annual Report.