



TADMAX

TADMAX RESOURCES BERHAD

(Company No. 8184-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Tadmax Resources Berhad ("Tadmax" or the "Company") will be held at the **Inspire Room, OWG, No. 10, Jalan Pelukis U1/46, Section U1, Temasya Industrial Park, Glenmarie, 40150 Shah Alam, Selangor Darul Ehsan** on Thursday, 15 May 2014 at 11.00 a.m., for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF TADMAX POWER SDN BHD TO IVORY MERGE SDN BHD FOR A DISPOSAL CONSIDERATION OF RM317,334,600 TO BE SATISFIED ENTIRELY IN CASH

"**THAT** subject to the approvals of all relevant authorities and/ or parties being obtained (if required) and the conditions precedent of the conditional share sale agreement dated 20 February 2014 ("**SSA**") entered into between the Company and Ivory Merge Sdn Bhd ("**Purchaser**") being fulfilled or waived (as the case may be), approval be and is hereby given for the Company to undertake the proposed disposal of 15,400,000 ordinary shares of RM1.00 each in Tadmax Power Sdn Bhd ("**TPSB**"), a wholly-owned subsidiary of the Company, representing the entire issued and paid-up share capital in TPSB, to the Purchaser for a cash consideration of RM317,334,600 ("**Proposed Disposal**").

THAT the proceeds of the Proposed Disposal be utilised for the purposes as set out in the Circular to the shareholders of the Company dated 21 April 2014 ("**Circular**"), and the Board of Directors of the Company ("**Board**") be authorised with full power to vary the manner and/ or purpose of the utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to (where required) the approval of the relevant authorities.

AND THAT the Board be and is hereby authorised and empowered to take all steps and do all acts, deeds and things and to execute, enter into, sign and deliver for and on behalf of the Company all documents as it may consider necessary or expedient to give full effect to the SSA and the Proposed Disposal, with full power to assent to and accept any conditions, modifications, variations, arrangements and/ or amendments and with full power to make any amendments, variations or modifications to the terms and/ or conditions of the SSA and/ or the Proposed Disposal in any manner as the Board may in its absolute discretion deem fit, necessary, expedient and/ or appropriate."

ORDINARY RESOLUTION 2

PROPOSED APPOINTMENT OF DIRECTOR WHO IS OVER THE AGE OF 70 YEARS

"**THAT**, pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Datuk Dr Abdul Samad bin Haji Alias, who is over the age of 70 years, having consented to act as a director, be hereby appointed as an Independent Non-Executive Director of the Company with immediate effect."

BY ORDER OF THE BOARD

POW TUCK WENG (MIA NO. 8046)

CHEW MEI LING (MAICSA NO. 7019175)

Company Secretaries

Petaling Jaya

21 April 2014

STATEMENT TO MEMBERS OF THE COMPANY PURSUANT TO ARTICLE 47(3) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

1. This statement is given pursuant to Article 47(3) of the Articles of Association of the Company and should be read together with the Notice of EGM dated 21 April 2014.
2. The proposed Ordinary Resolution 2 is in relation to the appointment of director and if passed will appoint Tan Sri Datuk Dr Abdul Samad bin Haji Alias as a director of the Company with immediate effect.

Notes:-

1. For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a Record of Depositors as at 8 May 2014. Only a depositor whose name appears on the Record of Depositors as at 8 May 2014 shall be entitled to attend the said EGM or appoint proxies to attend and/or vote on his/her /their behalf.
2. 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.
3. 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, under its common seal, or the hand of its attorney duly authorized.
5. 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.