

**TADMAX**

TADMAX RESOURCES BERHAD
(Company No. 8184-W)
(Incorporated in Malaysia)

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Fifth (45th) Annual General Meeting of **Tadmax Resources 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, 19 June 2014 at 11.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. *Please refer to Note (b)*
2. To approve Directors Fee of RM270,000.00 for the financial year ended 31 December 2013. *Resolution 1*
3. To re-elect the following Director who retires pursuant to the Article 90 of the Company's Articles of Association. *Resolution 2*
 - (i) Dato' Che Abdullah@Rashidi bin Che Omar

Mr Tan Chee Siang who retires in accordance with Article 90 of the Company's Articles of Association, has expressed his intention not to seek re-election. Hence, he will retain office until the close of the 45th Annual General Meeting.
4. To re-elect the following Directors who retire pursuant to the Article 95 of the Company's Articles of Association. *Resolution 3*
 - (i) Encik Aldillan bin Anuar
 - (ii) Mr Noel John A/L M Subramaniam
 - (iii) Mr Derek John Fernandez*Resolution 4*
Resolution 5
5. To appoint Messrs SJ Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration: *Resolution 6*

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked "Annexure A", has been received by the Company nominating Messrs SJ Grant Thornton for appointment as Auditors of the Company in place of the retiring Auditors, Messrs Baker Tilly Monteiro Heng and of the intention to move the following motion to be passed as an Ordinary Resolution of the Company:

"THAT Messrs SJ Grant Thornton be and is hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs Baker Tilly Monteiro Heng, and that they are to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Directors."

As Special Business

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

6. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 (6) of the Companies Act, 1965:
 - (i) Tan Sri Datuk Dr Abdul Samad bin Haji Alias *Resolution 7*

Dato' Pahlawan Mohammed Shukor bin Hj Abdullah who retires in accordance with Section 129 (2) of the Companies Act, 1965, has expressed his intention not to seek re-election. Hence, he will retain office until the conclusion of the 45th Annual General Meeting.
7. **Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965** *Resolution 8*

"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."
8. **Proposed Share Buy-Back by the Company** *Resolution 9*

"THAT subject to the rules, regulations and orders made pursuant to the Companies Act, 1965 ("the Act"), provisions of the Memorandum and Articles of Association of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Board be and is hereby authorized to purchase the Company's issued and paid-up ordinary shares of RM0.50 each ("Tadmax Shares") through Bursa Securities ("Proposed Share Buy-Back") subject to the following:-

 - a. the maximum number of Tadmax Shares which may be purchased and/or held as treasury shares by the Company at any point in time pursuant to the Proposed Share Buy-Back shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company;
 - b. the maximum funds to be allocated by the Company for the purpose of purchasing the Tadmax Shares shall not exceed the aggregate of the retained profits and/or the share premium account of the Company;
 - c. the authority conferred by this resolution will be effective immediately upon the passing of this Resolution and will expire at the conclusion of the next Annual General Meeting of the Company, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authorities; and
 - d. upon completion of the purchase(s) of the Tadmax Shares by the Company, the Board be and is hereby authorized to retain the Tadmax Shares so purchased as treasury shares, of which may be distributed as dividends to shareholders and/or re-sold on Bursa Securities and/or subsequently cancelled and in other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Board be and is hereby authorized to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Tadmax Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."
9. 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

POW TUCK WENG (MIA 8046)
CHEW MEI LING (MAICSA 7019175)
Company Secretaries

Petaling Jaya
26 May 2014

NOTES:

- (a) Only members whose names appear in the Record of Depositors as at 13 June 2014 will be entitled to attend and vote at the meeting.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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 Notes on Special Business

Resolution 7 - Director seeking re-appointment pursuant to Section 129(6) of the Companies Act, 1965

The re-appointment of Tan Sri Datuk Dr Abdul Samad bin Haji Alias, who is over the age of 70 years to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the proposed Resolution 7 is passed by a majority of not less than three-fourths (3/4) of members entitled to vote in person or by proxy at the 45th Annual General Meeting.

Resolution 8 - Authority to Allot and Issue Shares

Resolution 8, 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 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-fourth Annual General Meeting held on 20 June 2013 and which will lapse at the conclusion of the 45th Annual General Meeting.

Resolution 9 - Proposed Share Buy-Back by the Company

Resolution 9, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting. For further information, please refer to the Circular to Shareholders dated 26 May 2014 which is dispatched together with the Company's 2013 Annual Report.