



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 Monday, 20 October 2014 at 11.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED PARTIAL SETTLEMENT OF DEBT OWING TO A DIRECTOR OF TADMAX, SPECIFICALLY DATO' FAIZAL BIN ABDULLAH ("DF") VIA THE ISSUANCE OF NEW ORDINARY SHARES OF RM0.50 EACH IN TADMAX ("TADMAX SHARE(S)") ("SETTLEMENT SHARE(S)") AT AN ISSUE PRICE TO BE DETERMINED AND ANNOUNCED AT A LATER DATE ("PROPOSED CAPITALISATION")

"THAT, subject to the approvals of all relevant authorities or parties being obtained (if required), and the conditions precedent in the debt settlement agreement dated 18 August 2014 entered into between the Company and DF ("**Debt Settlement Agreement**") being fulfilled or waived (as the case may be), approval be and is hereby given for the Company to:

- (i) allot and issue the Settlement Shares to DF at an issue price to be determined and announced at a later date, being the partial settlement of debt owing by Tadmax to DF amounting to RM36,000,000, upon the terms and subject to the conditions as set out in the Debt Settlement Agreement ;
- (ii) such Settlement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Tadmax Shares, save and except that the Settlement Shares shall not be attached with or carry any entitlement to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid for or derived during the period preceding the date of allotment and issuance of the Settlement Shares.

AND THAT the Board be and is hereby authorised and empowered to take all all such measures and do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate to procure and give full effect to the Proposed Capitalisation with full power to negotiate, approve, agree and/or assent to any conditions, modifications, variations and/or amendments in any manner as may be required, at their discretion and/or imposed or required by the relevant authorities and/or parties or deemed necessary by the Board, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute, sign and deliver all such documents and/or agreements with any party or parties, and to take all such measures as it may deem fit, necessary, expedient, appropriate and/or in the best interests of the Company."

BY ORDER OF THE BOARD

**POW TUCK WENG (MIA NO. 8046)
CHEW MEI LING (MAICSA NO. 7019175)**

Company Secretaries

Petaling Jaya
2 October 2014

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 13 October 2014. Only a depositor whose name appears on the Record of Depositors as at 13 October 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.*