

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Tadmax Resources Berhad (“**Tadmax**” or “**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 Tuesday, 24 May 2016 at 11:30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Company’s 47th Annual General Meeting which will be held at 11.00 a.m. on the same day and at the same venue, for the purpose of considering and if thought fit, passing the following resolutions with or without modification:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 44,475,744 NEW ORDINARY SHARES OF RM0.50 EACH IN TADMAX RESOURCES BERHAD (“TADMAX”) (“TADMAX SHARES” OR “SHARES”) (“BONUS SHARES”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TEN (10) EXISTING TADMAX SHARES HELD (“PROPOSED BONUS ISSUE”)

“**THAT**, subject to the requisite approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to capitalise a sum of RM22,237,872 from the retained earnings account of the Company and issue 44,475,744 new Tadmax Shares, to be credited as fully paid-up, on the basis of one (1) Bonus Share for every ten (10) existing Tadmax Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced by the Board of Directors of the Company (“**Board**”);

THAT the Proposed Bonus Issue will be implemented in a single issuance and that any fractional entitlements under the Proposed Bonus Issue will be disregarded and shall be dealt with in such manner as the Board in its absolute discretion deems fit and in the best interests of the Company;

THAT such Bonus Shares will, upon allotment and issue, rank *pari passu* in all respects with the existing Tadmax Shares, except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute all documents as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board and in the best interests of the Company.”

ORDINARY RESOLUTIONS 2 TO 7

PROPOSED GRANT OF ESOS OPTIONS

“**THAT** approval be and is hereby given to the Board to authorise the ESOS Committee, from time to time throughout the duration of the ESOS, to offer and grant to the following persons, ESOS Options to subscribe for new Shares under the ESOS, in the following manner as set out below:

Directors of the Company

Ordinary Resolution	Name	Maximum no. of new Shares
2	Tan Sri Datuk Dr Abdul Samad bin Haji Alias	Up to 2,000,000
3	Datuk Seri Anuar bin Adam	Up to 3,000,000
4	Dato’ Samsudin bin Abu Hassan	Up to 1,000,000
5	Aldillan bin Anuar	Up to 2,000,000
6	Noel John A/L M Subramaniam	Up to 2,000,000
7	Derek John Fernandez	Up to 1,000,000

PROVIDED ALWAYS THAT, the Directors 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 Tadmax must not exceed 10% of the new Shares available under the ESOS, in accordance with the Main Market Listing Requirements of Bursa Securities, 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

CHEW MEI LING (MAICSA 7019175)

POW TUCK WENG (MIA 8046)

Company Secretaries

Kuala Lumpur

7 May 2016

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint at least one (1) proxy to attend and vote in his stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy. 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.
2. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
4. The instrument appointing a proxy shall 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 (48) hours before the time for holding the meeting or at any adjournment thereof.
5. In respect of deposited securities, only members whose names appear in the Record of Depositors of the Company on 17 May 2016 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.