

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Eighth (48th) Annual General Meeting of Tadmax Resources Berhad ("Tadmax" or "the Company") will be held at Room KL1, KL Seafood Market, Restoran 1, Aras 5, Ruang Letak Kereta Bertingkat, Seksyen 59, Jalan Cenderawasih, Taman Tasik Perdana, 50480 Kuala Lumpur on Tuesday, 16 May 2017 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 2016 together with the Reports of the Directors' and Auditors thereon. **Please refer to Note (b) Resolution 1**
- To approve Directors Fee of RM203,774 for the financial year ended 31 December 2016. **Resolution 2**
- To approve an amount of RM26,250 as benefits payable to Non-Executive Directors for the financial year ended 31 December 2016. **Resolution 2**
- To re-elect the following Directors who retire as Directors of the Company pursuant to the Article 90 of the Company's Constitution:
(i) Datuk Noel John A/L M Subramaniam **Resolution 3**
(ii) Derek John Fernandez **Resolution 4**
(iii) Datuk Aldillan bin Anuar **Resolution 5**
- To re-elect the following Director who retires pursuant to the Article 95 of the Company's Constitution:
(i) Datuk Gan Seong Liam **Resolution 6**
- To re-appoint the following Directors who are over the age of 70 years as Directors of the Company:
(i) Tan Sri Datuk Dr Abdul Samad bin Haji Alias **Resolution 7**
(ii) Datuk Seri Anuar bin Adam **Resolution 8**
- To re-appoint Messrs SJ Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 9**
- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**
"THAT subject to Sections 75 and 76 of the Companies Act, 2016 and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this resolution does not exceed ten per centum of the number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company in accordance with Section 76 of the Companies Act, 2016." **Resolution 10**
- Proposed Share Buy-Back by the Company**
"THAT subject to the rules, regulations and orders made pursuant to the Companies Act, 2016 ("the Act"), provisions of the Constitution 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 such amount of ordinary shares in the Company ("Tadmax Shares") as may be determined by the Directors from time to time through Bursa Securities ("Proposed Share Buy-Back") subject to the following:-
 - 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 shares of the Company;
 - the maximum funds to be allocated by the Company for the purpose of purchasing Tadmax Shares shall not exceed the retained profits of the Company;
 - 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
 - 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." **Resolution 11**
- Proposed Grant of Share Options to Datuk Gan Seong Liam**
"THAT approval be and is hereby given to the Board at any time, and from time to time throughout the duration of the Employees' Share Option Scheme (ESOS), to offer and grant option or options to Datuk Gan Seong Liam, an Executive Director of the Company, to subscribe for or purchase up to 2,000,000 ordinary shares in the Company under the Tadmax's ESOS, provided always that, the Director do not participate in the deliberation or discussion of his own allocation and that the allocation to a director or employee (an Eligible Person), who either singly or collectively, through persons connected to the Eligible Person, holds 20% or more of the issued shares 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 Bye-Laws." **Resolution 12**
- To transact any other matter for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board

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

Company Secretaries

Date: 21 April 2017

Petaling Jaya

NOTES:

- Only members whose names appear in the Record of Depositors as at 9 May 2017 will be entitled to attend and vote at the meeting.
- This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 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. There shall be no restriction as to the qualification of the proxy. 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 appointor or of his attorney duly authorised in writing or, if the appointor 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.
- The Directors who have served as Independent Non-Executive Directors of the Company have been assessed by the Nomination and Remuneration Committee and affirmed by the Board.

Explanatory Notes on Special Business**Resolution 2 – Benefits Payable to Non-Executive Directors**

The benefits comprise allowances and benefits in kind payable to Non-Executive Directors, details of which are as follows :-

- Meeting allowance
 - Board members – RM500 per meeting
 - Audit and Risk Management Committee Members - RM250 per meeting
- Company Car
 - Chairman of the Board – RM15,000 per annum

Resolution 10 – Authority to Allot and Issue Shares

Resolution 10, 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 shares 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 47th Annual General Meeting held on 24 May 2016 and which will lapse at the conclusion of the 48th Annual General Meeting.

Resolution 11 – Proposed Share Buy-Back by the Company

Resolution 11, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued shares 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 21 April 2017 which is dispatched together with the Company's 2016 Annual Report.

Resolution 12 – Proposed Grant of Share Options to Datuk Gan Seong Liam

Resolution 12, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to grant option or options to Datuk Gan Seong Liam, an Executive Director of the Company, to subscribe for or purchase such number of ordinary shares in the Company under the ESOS as they shall deem fit, subject always to such terms and conditions of the ESOS By-Laws and that the Directors of the Company will be given authority to allot and issue new Tadmax Shares to Datuk Gan Seong Liam from time to time pursuant to the exercise of such options.