



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Tadmmax Resources Berhad (“**TADM MAX**” or “**Company**”) will be held at Room KL 1, KL Seafood Market, Restoran 1, Aras 5, Ruang Letak Kereta Bertingkat, Seksyen 59, Jalan Cenderawasih, Taman Tasik Perdana, 50480 Kuala Lumpur on Friday, 23 February 2018 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1 - PROPOSED PRIVATE PLACEMENT

PROPOSED PRIVATE PLACEMENT OF UP TO TWENTY PERCENT (20%) OF THE TOTAL NUMBER OF ISSUED SHARES OF TADM MAX (EXCLUDING TREASURY SHARES, IF ANY) (“PROPOSED PRIVATE PLACEMENT”)

“**THAT**, subject to the approval of all relevant authorities, approval be and is hereby given to the Directors of the Company to allot and issue new ordinary shares of Tadmmax (“**Tadmmax Shares**”), of up to twenty percent (20%) of the total number of issued shares of Tadmmax for the time being to independent third party investors to be identified at a later date. (“**Placement Shares**”), to meet the Group’s funding requirement of its Power Plant Project and property development cost for the Tadmmax Group’s property development project in Ganggarak Permai, Federal Territory of Labuan (“**Ganggarak Project**”) as disclosed in the Circular to Shareholders dated 5 February 2018, as the Directors may deem fit, at an issue price to be determined by reference to the five (5)-day volume weighted average market price (“**VWAP**”) of Tadmmax Shares immediately preceding the price-fixing date to be determined, after obtaining all the relevant approvals for the Proposed Private Placement. The issue price for the Placement Shares will be based on a discount, if any, of not more than ten percent (10%) to the five (5)-day VWAP of Tadmmax Shares immediately preceding the Price-Fixing Date. In any case, the final issue price of the Placement Shares shall be determined separately in accordance with market-based principles as mentioned above;

AND THAT the Placement Shares to be issued shall, upon allotment and issue, rank *pari passu* in all respects with the existing Tadmmax Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new Tadmmax Shares;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to take all such steps and do all things as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Private Placement with full power to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and to do all such acts and things as they may consider necessary or expedient in the best interests of the Company.”

ORDINARY RESOLUTION 2 - PROPOSED DIRECTORS CAPITALISATION WITH DATUK SERI ANUAR BIN ADAM

PROPOSED PARTIAL SETTLEMENT OF DEBT OWING TO DATUK SERI ANUAR BIN ADAM (“DSAA”) VIA THE ISSUANCE OF NEW ORDINARY SHARES IN TADM MAX (“TADM MAX SHARE(S)”) (“SETTLEMENT SHARE(S)”) AT AN ISSUE PRICE OF RM0.36 PER TADM MAX SHARE (“PROPOSED DSAA 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 23 November 2017 entered into between the Company and DSAA (“**Debt Settlement Agreement with DSAA**”) 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 DSAA at an issue price of RM0.36 per Tadmmax Share, being the partial settlement of debt owing by Tadmmax to DSAA amounting to RM11,000,000, upon the terms and subject to the conditions as set out in the Debt Settlement Agreement with DSAA;
- (ii) such Settlement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Tadmmax 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 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 DSAA 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.”

ORDINARY RESOLUTION 3 - PROPOSED DIRECTORS CAPITALISATION WITH DATUK GAN SEONG LIAM

PROPOSED FULL SETTLEMENT OF DEBT OWING TO DATUK GAN SEONG LIAM (“DGSL”) VIA THE ISSUANCE OF NEW ORDINARY SHARES IN TADM MAX (“TADM MAX SHARE(S)”) (“SETTLEMENT SHARE(S)”) AT AN ISSUE PRICE OF RM0.36 PER TADM MAX SHARE (“PROPOSED DGSL 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 23 November 2017 entered into between the Company and DGSL (“**Debt Settlement Agreement with DGSL**”) 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 DGSL at an issue price of RM0.36 per Tadmmax Share, being the full settlement of debt owing by Tadmmax to DGSL amounting to RM6,000,000, upon the terms and subject to the conditions as set out in the Debt Settlement Agreement with DGSL;
- (ii) such Settlement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Tadmmax 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 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 DGSL 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.”

ORDINARY RESOLUTION 4 - PROPOSED VENDORS CAPITALISATION

PROPOSED FULL SETTLEMENT OF DEBT OWING TO VENDORS OF WMB VIA THE ISSUANCE OF NEW ORDINARY SHARES IN TADM MAX (“TADM MAX SHARE(S)”) (“SETTLEMENT SHARE(S)”) AT AN ISSUE PRICE OF RM0.36 PER TADM MAX SHARE (“PROPOSED VENDORS 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 23 November 2017 entered into between the Company and the Vendors of Wawasan Metro Bina Sdn Bhd (“**WMB**”) (comprising Inas Angkasa Sdn Bhd, Impiria Jaya Sdn Bhd and Global Showcase Sdn Bhd) (“**Vendors**”) (“**Debt Settlement Agreement with the Vendors of WMB**”) 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 the Vendors of WMB at an issue price of RM0.36 per Tadmmax Share, being the full settlement of debt owing by Tadmmax to the Vendors of WMB totaling RM32,500,000, upon the terms and subject to the conditions as set out in the Debt Settlement Agreement with the Vendors of WMB;
- (ii) such Settlement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Tadmmax 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 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 Vendors 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.”

ORDINARY RESOLUTION 5 - PROPOSED DIVERSIFICATION

PROPOSED DIVERSIFICATION IN OPERATIONS CARRIED ON BY TADM MAX TO INCLUDE ENERGY BUSINESS (“PROPOSED DIVERSIFICATION”)

“**THAT** approval be and is hereby given to the Company to diversify the business of the Group to include the design, construction, operation and maintenance of the combined cycle gas-fired power plant, and generation and sale of electrical energy as an Independent Power Producer (“**Energy Business**”).

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed Diversification with full power to assent to any conditions, modifications, variations and/or amendments in any manner whatsoever as may be required by the relevant authorities and to take all such steps and to do all such acts, deeds and things and execute all such documents as they may deem necessary or expedient in the best interests of the Company.”

ORDINARY RESOLUTION 6 - PROPOSED VARIATION TO THE TERMS OF THE ESOS

PROPOSED VARIATION TO THE TERMS OF THE BY-LAWS GOVERNING THE EXISTING EMPLOYEES’ SHARE OPTION SCHEME OF TADM MAX (“ESOS”) (“BY-LAWS”) TO INCORPORATE THE CHANGES PURSUANT TO THE ENFORCEMENT OF THE COMPANIES ACT 2016 (“ACT”) ON 31 JANUARY 2017 (“PROPOSED VARIATION TO THE TERMS OF THE ESOS”)

“**THAT** approval be and is hereby given for the Company to amend, modify and/or vary the existing By-Laws to incorporate the changes pursuant to the enforcement of the Act on 31 January 2017;

THAT the Board of Directors of Tadmmax be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Variation to the Terms of the existing employees’ share option scheme of the Company (“**ESOS**”) with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be required, imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interests of the Company and to sign, execute, deliver on behalf of the Company all such agreements, arrangements, documents and any other ancillary agreements and documents in relation thereto as may be necessary to give full effect to, complete and implement the Proposed Variation to the Terms of the ESOS as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interests of the Company;

AND THAT the amended By-Laws as set out in the Circular to Shareholders dated 5 February 2018 in respect of, among others, the Proposed Variation to the Terms of the ESOS be and is hereby approved and adopted.”

BY ORDER OF THE BOARD

Pow Tuck Weng (MIA 8046)
Chew Mei Ling (MAICSA 7019175)
Company Secretaries

Petaling Jaya
5 February 2018

NOTES:

1. Only members whose names appear in the Record of Depositors as at 13 February 2018 will be entitled to attend and vote at the EGM.
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. 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.
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 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.
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.