



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-Ninth (49th) Annual General Meeting of **Tadmax Resources Berhad** ("Tadmax" or "the Company") will be held at Room 1, KL Seafood Market, Restoran 1, Aras 5, Ruang Letak Kereta Bertingkat, Seksyen 59, Jalan Cenderawasih, Taman Tasik Perdana, 50480 Kuala Lumpur on Tuesday, 26 June 2018 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 2017 together with the Reports of the Directors and Auditors thereon. *(Please refer to Note A)*
- To approve the payment of Directors' Fee of RM179,000 and benefits of RM29,875 for the financial year ended 31 December 2017. *(Please refer to Note B)* **Resolution 1**
- To approve the payment of Directors' Fee and benefits from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company to be held in year 2019. *(Please refer to Note C)* **Resolution 2**
- To re-elect the following Directors who retire as Directors of the Company in accordance with the Constitution of the Company and, being eligible, have offered themselves for re-election:
 

(i) Datuk Seri Anuar bin Adam	- Article 90	<b>Resolution 3</b>
(ii) Dato' Samsudin bin Abu Hassan	- Article 90	<b>Resolution 4</b>
(iii) Dato' Sri Sharifuddin bin Ab Ghani	- Article 95	<b>Resolution 5</b>
(iv) Asriah binti Shaari	- Article 95	<b>Resolution 6</b>

*(Please refer to Note D)*
- To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *(Please refer to Note E)* **Resolution 7**
- 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." *(Please refer to Note F)* **Resolution 8**
- 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: 30 April 2018  
Petaling Jaya

#### Explanatory Notes

- A.** 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.
- B. Resolution 1 – Directors' Fee and Benefits Payable to Non-Executive Directors**  
Pursuant to Section 230(1) of the Companies Act, 2016, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the financial year ended 31 December 2017. The Remuneration comprises fees, allowances and other benefits-in-kind ("BIK") payable to the Chairman and members of the Board, and the Chairman and members of Board Committees.
- C. Resolution 2 – Directors' Fee and Benefits Payable to Non-Executive Directors**  
Pursuant to Section 230(1) of the Companies Act, 2016, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the period commencing from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company to be held in year 2019 in accordance with the remuneration structure set out below. The Remuneration comprises fees and other benefits-in-kind ("BIK") payable to the Chairman and members of the Board, and the Chairman and members of Board Committees.

Remuneration Structure	Monthly Fees (RM)	Allowance per Meeting (RM)	Annual BIK (RM)
Chairman of the Board	7,000	500	15,000
Non-Executive Director of the Board	3,000	500	-
Chairman of Audit and Risk Management Committee	2,000	250	-
Member of Audit and Risk Management Committee	1,000	250	-

The Shareholders' approval is being sought under Resolution 2 for the payment of the Remuneration to Non-Executive Directors from 1 January 2018 until the next Annual General Meeting of the Company to be held in year 2019 in accordance with the remuneration structure set out above and if approved by the Shareholders, it will allow the Company to make payment of the Remuneration to Non-Executive Directors on a monthly or periodical basis, as the case may be.

#### D. Resolutions 3, 4, 5 and 6 – Re-election of Directors

The above four named Directors who are standing for re-election as Directors of the Company at the 49th Annual General Meeting have been assessed by the Nomination and Remuneration Committee ("NRC"). At the recommendation of the NRC, the Board was satisfied that the Directors have performed well and discharged their duties and responsibilities satisfactorily. An assessment of independence of the Independent Directors were also carried out and the NRC was satisfied that the Independent Directors continued to be independent. Further, none of the tenure of the Independent Directors have exceeded nine years. The profiles of the Directors standing for re-election are set out in the Profile of Directors section of the Annual Report 2017. The Board recommends to the shareholders' to vote in favour of the relevant resolutions with regards to the re-election of the individual directors at the 49th Annual General Meeting.

#### E. Resolution 7 – Re-appointment of Auditors

The Audit and Risk Management Committee and the Board have undertook an assessment of the suitability, objectivity and independence of the Auditors and agreed that Grant Thornton Malaysia fulfills the criteria of the experience, sufficiency of resources allocation, performance and relatively low non-audit services. The Board recommends to the shareholders' to vote in favour of this resolution with regards to the re-appointment of the Auditors at the 49th Annual General Meeting.

#### F. Resolution 8 - Authority to Allot and Issue Shares

Resolution 8, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding ten per centum of the issued share 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 deemed necessary. As at the date of this notice and pursuant to the mandate granted to the Directors at the 48th Annual General Meeting held on 16 May 2017, the Company had on 17 May 2017 and 25 May 2017 issued and allotted 24,461,640 and 24,461,560 ordinary shares respectively, raising a total gross proceeds of RM20,058,512. Details of the utilisation of proceeds are set out in the Additional Compliance Information section of the Annual Report 2017.

#### NOTES: on Proxy

- Only members whose names appear in the Record of Depositors as at 19 June 2018 will be entitled to attend, participate, speak and vote at the meeting.
- A member entitled to attend and vote at this meeting is entitled to appoint at least one proxy to attend, participate, speak and vote in his stead. There shall be no restriction as to the qualification of the proxy but each member shall not be permitted to appoint more than two (2) proxies. 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. The lodging of a Form of Proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.
- 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 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. The corporate representative may exercise on behalf of the corporation, all of its power as a shareholder in accordance with the Companies Act, 2016.
- The original 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; otherwise the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof. Fax or electronically transmitted copies of the duly executed Form of Proxy are not acceptable.
- Pursuant to paragraph 8.29A of the Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the 49th Annual General Meeting of the Company shall be put to vote by way of poll and an independent scrutineer will be appointed to verify and validate the results of the poll.