

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 Saujana Ballroom, The Saujana Hotel – Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 28 September 2020 at 11:45 a.m., or immediately upon the conclusion or adjournment (as the case may be) of the 51st Annual General Meeting of Tadmax which will be held at the same venue and on the same day at 11:00 a.m. whichever is later, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL OF 35% EQUITY INTEREST IN PULAU INDAH POWER PLANT SDN BHD (FORMERLY KNOWN AS TADMAX INDAH POWER SDN BHD) (“PIPP”) BY TADMAX TO WORLDWIDE HOLDINGS BERHAD (“WHB”) FOR A CASH CONSIDERATION OF RM58,450,000 (“PROPOSED DISPOSAL TO WHB”)

“**THAT** subject to the approvals of all relevant authorities being obtained, where required, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to dispose of 17,500,000 ordinary shares in PIPP, representing 35% equity interest in PIPP to WHB for a cash consideration of RM58,450,000, subject to the terms and conditions set out in the conditional share sale agreement dated 13 March 2020 and the supplemental share sale agreements dated 22 April 2020 and 10 July 2020 entered into between Tadmax and WHB in relation to the Proposed Disposal to WHB (“**WHB SSA**”).

THAT the Board is hereby authorised to utilise the proceeds from the Proposed Disposal to WHB as set out in Section 3 of the Circular to shareholders dated 29 August 2020 (“**Circular**”) and the Board be authorised to revise the purpose and manner of the utilisation of proceeds from the Proposed Disposal to WHB in the manner as it deems fit and in the best interest of the Company.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such transfers, documents and/or agreements as the Board may consider necessary to implement, give full effect to and complete the Proposed Disposal to WHB under the terms and conditions of the WHB SSA and with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be agreed to or required by the relevant authorities or as the Board may deem necessary or expedient in the interest of the Company including to enter into any supplemental agreement(s) in connection with the Proposed Disposal to WHB and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Disposal to WHB.”

ORDINARY RESOLUTION 2

PROPOSED DISPOSAL OF 25% EQUITY INTEREST IN PIPP BY TADMAX TO KOREA ELECTRIC POWER CORPORATION (“KEPCO”) FOR A CASH CONSIDERATION OF RM41,750,000 (“PROPOSED DISPOSAL TO KEPCO”)

“**THAT** subject to the approvals of all relevant authorities being obtained, where required, the Board be and is hereby authorised to dispose of 12,500,000 ordinary shares in PIPP, representing 25% equity interest in PIPP to KEPCO for a cash consideration of RM41,750,000, subject to the terms and conditions set out in the conditional share sale agreement dated 20 April 2020 and the letter agreement dated 6 July 2020 entered into between Tadmax and KEPCO in relation to the Proposed Disposal to KEPCO (“**KEPCO SSA**”).

THAT the Board is hereby authorised to utilise the proceeds from the Proposed Disposal to KEPCO as set out in Section 3 of the Circular and the Board be authorised to revise the purpose and manner of the utilisation of proceeds from the Proposed Disposal to KEPCO in the manner as it deems fit and in the best interest of the Company.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such transfers, documents and/or agreements as the Board may consider necessary to implement, give full effect to and complete the Proposed Disposal to KEPCO under the terms and conditions of the KEPCO SSA and with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be agreed to or required by the relevant authorities or as the Board may deem necessary or expedient in the interest of the Company including to enter into any supplemental agreement(s) in connection with the Proposed Disposal to KEPCO and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Disposal to KEPCO.”

By Order of the Board

POW TUCK WENG (MIA 8046) (SSM Practicing Certificate No: 201908003412)
CHEW MEI LING (MAICSA 7019175) (SSM Practicing Certificate No: 201908003178)
Company Secretaries

Petaling Jaya
29 August 2020

Notes:

- (i) Only members whose names appear in the Record of Depositors as at 21 September 2020 will be entitled to attend, participate, speak and vote at the meeting.
- (ii) A member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead except in the circumstances set out in notes (iii) and (iv) below. Where a member appoints more than one (1) proxy, such 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.
- (iii) Where a Member is an Authorised Nominee as defined under the Securities Industry (Central Depositors) Act, 1991 (“**SICDA**”), it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- (iv) 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. An Exempt Authorised Nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (v) 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 by the corporation. The corporate representative may exercise on behalf of the corporation, all of its power as a shareholder in accordance with the Companies Act, 2016.
- (vi) 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 48 hours before the time for holding the meeting or any adjournment thereof at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll 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. The Form of Proxy may also be submitted by electronic means to tadmax88@tadmax.com.my no later than 48 hours before the time for holding the meeting or any adjournment thereof or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll or any adjournment thereof. Fax copies of the duly executed Form of Proxy are not acceptable.

PERSONAL DATA NOTICE

By submitting the duly executed Form of Proxy, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act, 2010 for the purpose of this meeting and adjournment thereof.



TADMAX RESOURCES BERHAD
 [Registration No.: 196801000620 (8184-W)]
 (Incorporated in Malaysia)

FORM OF PROXY

| |
|------------------------|
| CDS Account No. |
| |

I/We,
 (Full name in block capitals)

(NRIC No./Passport No./Company No) of
 (Full address)

being a member/members of Tadmax Resources Berhad, hereby appoint
 (Full name in block capitals) (NRIC No./Passport No)

of or failing
 (Full address)

him / her, (NRIC No./Passport No)
 (Full name in block capitals)

of
 (Full address)

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Saujana Ballroom, The Saujana Hotel – Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 28 September 2020 at 11:45 a.m., or immediately upon the conclusion or adjournment (as the case may be) of the 51st Annual General Meeting of Tadmax which will be held at the same venue and on the same day at 11:00 a.m. whichever is later, or any adjournment thereof, in the manner indicated below:

| No. | Ordinary Resolutions | For [^] | Against [^] |
|-----|----------------------------|------------------|----------------------|
| 1 | Proposed Disposal to WHB | | |
| 2 | Proposed Disposal to KEPKO | | |

[^] Please indicate with an "X" in the spaces provided on how you wish your vote to be cast. In the absence of specific instructions, your proxy will vote or abstain from voting at his/her discretion.

* The proportion of my / our shareholding to be represented by my/our proxies are as follows:

| Proxy | Name | NRIC / Passport No. | Proportion of Shareholdings |
|--------------------------|------|---------------------|-----------------------------|
| (1) | | | |
| (2) | | | |
| Total shares held | | | |

(To be completed in the event the members wish to appoint more than 1 proxy (see note (ii) below)

.....
 Signature/Common Seal

Number of shares held:

Date:

Notes:

- (i) Only members whose names appear in the Record of Depositors as at 21 September 2020 will be entitled to attend, participate, speak and vote at the meeting.
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- (iii) Where a Member is an Authorised Nominee as defined under the Securities Industry (Central Depositors) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- (iv) 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. An Exempt Authorised Nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (v) 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 by the corporation. The corporate representative may exercise on behalf of the corporation, all of its power as a shareholder in accordance with the Companies Act, 2016.
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Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretary
TADMAX RESOURCES BERHAD
Registration No.: 196801000620 (8184-W)
No. 2D, Jalan SS 6/6, Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan

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TADMAX RESOURCES BERHAD

[Registration No.: 196801000620 (8184-W)]

(Incorporated in Malaysia)

- A) **51st ANNUAL GENERAL MEETING (“51st AGM”)**
- B) **EXTRAORDINARY GENERAL MEETING 1 (“EGM 1”) IN RELATION TO:**
- (I) **PROPOSED DISPOSAL OF 35% EQUITY INTEREST IN PULAU INDAH POWER PLANT SDN BHD (FORMERLY KNOWN AS TADMAX INDAH POWER SDN BHD) (“PIPP”) BY TADMAX RESOURCES BERHAD (“TADMAX” OR THE “COMPANY”) TO WORLDWIDE HOLDINGS BERHAD (“WHB”) FOR A CASH CONSIDERATION OF RM58,450,000 (“PROPOSED DISPOSAL TO WHB”); AND**
 - (II) **PROPOSED DISPOSAL OF 25% EQUITY INTEREST IN PIPP BY TADMAX TO KOREA ELECTRIC POWER CORPORATION (“KEPCO”) FOR A CASH CONSIDERATION OF RM41,750,000 (“PROPOSED DISPOSAL TO KEPCO”)**

**ADMINISTRATIVE NOTES FOR SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES
ATTENDING THE 51st AGM AND/OR EGM 1**

Registration

- 1) The procedures for registration for the 51st AGM and EGM 1 are summarised as follows:-

| Meeting Details | Registration Procedure |
|---|--|
| 51st AGM at 11.00 AM, on Monday, 28 September 2020 | Registration commences at 10:15 am (or earlier as may be determined by the Company) and will end at the commencement of the 51 st AGM or as directed by the Chairman of the Meeting. If you have completed your registration before the commencement of the 51 st AGM, you do not have to register again for the EGM 1 in the event you are eligible to attend. |
| EGM 1 at 11:45 AM, on Monday, 28 September 2020, or immediately upon the conclusion or adjournment (as the case may be) of the 51st AGM (whichever is later), or as may be directed by the Chairman of the Meeting | The Registration for EGM 1 will commence at 11:40 AM (or earlier as may be determined by the Company) and will end at the commencement of EGM 1 or as directed by the Chairman of the Meeting. |

- 2) Original Mykad or passport (for foreigners) is required during registration for verification purpose. Upon verification, you are required to sign the Attendance List and will be given an identification wristband to be secured around your wrist. Please be reminded that there will be no replacement in the event that you lose or misplace the aforesaid wristband. You will not be allowed to enter the Meeting room without the aforesaid wristband.
- 3) If you are attending the 51st AGM and/or EGM 1, as the case may be, as a shareholder or as Proxy/ies, you will be registered once and will only be given one identification wristband and one Polling Device.
- 4) The Polling Device will be distributed 30 minutes prior to the commencement of the 51st AGM.

- 5) If you did not attend the 51st AGM, the polling device will be given to you upon your registration for EGM 1.
- 6) Please note that you will not be allowed to register on behalf of another person even with the original MyKad of that other person.

Door Gifts / Parking

- There will be no door gifts for the 51st AGM and EGM 1.
- Parking is complimentary.

Entitlement to Attend and Vote

- 1) Only Shareholders whose names appear on the Register of Depositors as at **21 September 2020** shall be eligible to attend, participate, speak and vote at the 51st AGM and/or EGM 1, as the case may be, or alternatively appoint proxy/ies (not more than two proxies) to attend, participate, speak and vote on his/her behalf.
- 2) If you wish to attend the 51st AGM and/or EGM 1, as the case may be, in person/personally, please do not submit any Form of Proxy. You will not be allowed to attend the 51st AGM and/or EGM 1, as the case may be, together with the proxy/ies appointed by you.
- 3) If you have submitted your Form of Proxy prior to the 51st AGM and/or EGM 1, as the case may be, and subsequently decided to attend the 51st AGM and/or EGM 1, as the case may be, in person/personally, please proceed to Help Desk to **REVOKE** the appointment of your proxy at the registration counter.
- 4) Only original Form of Proxy or Form of Proxy submitted by electronic means to **tadmax88@tadmax.com.my** are acceptable whilst fax copies of Form of Proxy are not acceptable in accordance with Note (vi) and instruction printed on the Form of Proxy.
- 5) The original Form of Proxy must be deposited at the registered office of the Company or submitted by electronic means to **tadmax88@tadmax.com.my** by 11:00 AM on 26 September 2020 being NOT LESS THAN FORTY EIGHTY (48) HOURS BEFORE the time for the 51st AGM and/or EGM 1, as the case may be, otherwise the Form of Proxy shall not be valid. This is in accordance with Note (vi) and instruction printed on the Form of Proxy.

Voting Procedures

The voting at the 51st AGM and/or EGM 1, as the case may be, will be carried out by Poll. SharePolls Sdn Bhd, has been appointed as the independent scrutineer and ShareWorks Sdn Bhd has been appointed as the Poll Administrator.

Return of Polling Device

All polling device must be immediately returned at the conclusion of the 51st AGM and/or EGM 1, as the case may be. The Company reserves the right to impose RM150 for any unreturned polling device by shareholders and/or proxies.

Results of the Voting

The results of the voting for all resolutions will be announced at the 51st AGM and EGM 1 respectively and on Bursa Malaysia website at www.bursamalaysia.com.

Annual Report 2019 AND Circular to Shareholders dated 29 August 2020

The Annual Report 2019 and Circular to Shareholders for the EGM 1 are available under Investor Relations Section of Tadmax Resources Berhad's website at www.tadmax.com.my.

Recording or Photography

Strictly **NO** unauthorised recording or photography of the proceedings of the 51st AGM and EGM 1.

Shareholders are also reminded to monitor the Company's website and announcements for any changes to the 51st AGM and EGM 1 arrangements.

Safeguard Measures Due To COVID-19 Outbreak

1. All attendees are required to wear face masks, register digitally and declare your health via MySejahtera application developed by the Government of Malaysia and/or any other application required by the Company and/or venue operator and if required, to manually record name, contact number, time and temperature during registration, failing which, will be prohibited from attending the meetings. Further attendees who are suffering from pneumonia like symptoms (which include fever, cough, congestion nose and shortness of breath or difficulty breathing) are prohibited from attending and will be advised to leave the premise immediately and to seek medical attention without further delay.
2. Your safety is our priority. If you have returned from or travelled overseas in the past 14 days, you are not allowed to attend the 51st AGM and/or EGM 1, as the case may be, in person but to appoint a proxy to attend on your behalf instead.
3. Shareholders, especially outstation shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote for and on behalf at the forthcoming 51st AGM and/or EGM 1, as the case may be. You may submit your proxy forms with pre-determined voting instructions for the Chairman of the Meeting to vote for and on your behalf. If you would like to raise any questions in relation to the Resolutions at the 51st AGM and/or EGM 1, as the case may be, you may email your questions to tadmax88@tadmax.com.my by 11:00 am on 26 September 2020 being NOT LESS THAN 48 HOURS BEFORE the time for the 51st AGM and EGM 1. The Board will endeavour to answer the questions received.
4. We have taken the following precautionary measures to contain the spread of the COVID-19 to ensure the safety of all attendees:-
 - a) The Company reserves the right to limit the total number of physical attendees at the 51st AGM and/or EGM 1 pursuant to the requirements by the relevant authorities and/or venue operator. Hence, the entrance to the meeting venue is based on first-come-first-serve basis and again safety is a non-negotiable priority for the Company.
 - b) The Company and/or venue operator will conduct temperature checks on all attendees upon arrival at the meeting venue. You will not be allowed to enter the meeting venue if you have the above symptoms as specified under item 1 above or having a body temperature above 37.5 °C.
 - c) All attendees are advised to sanitize their hands before entering and it is mandatory to wear face mask at all times within the meeting venue. The Company and/or venue operator reserve the right to request attendees to leave the meeting venue in the event of non-compliance. Please be informed that the Company and/or venue operator will not provide face masks.
 - d) All attendees are advised to observe/ maintain physical distancing at all times and adhere to the standard operating procedures imposed by the Company and/or venue operator.
5. Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 51st AGM and/or EGM 1 at short notice. Kindly check the Company's website and announcements for the latest updates on the status of the 51st AGM and/or EGM 1. The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

Dated : 29 August 2020

END