



TADMAX RESOURCES BERHAD

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

(Incorporated in Malaysia)

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 Friday, 16 October 2020 at 10:00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 100% EQUITY INTEREST IN MAJESTIC MAXIM SDN BHD (“MAJESTIC MAXIM”) BY TADMAX FROM MAXIM HOLDINGS SDN BHD (“MAXIM HOLDINGS”) FOR A CONSIDERATION OF RM115,000,000 TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF 469,387,755 NEW ORDINARY SHARES IN TADMAX (“TADMAX SHARES”) AT AN ISSUE PRICE OF RM0.245 PER TADMAX SHARE (“PROPOSED ACQUISITION”)

“**THAT** subject to Ordinary Resolution 2 being passed and subject to the relevant approvals being obtained from the relevant authorities and/or parties (where applicable), approval be and is hereby given to the Company to acquire 1,000,000 ordinary shares in Majestic Maxim representing 100% of the issued share capital of Majestic Maxim for a consideration of RM115,000,000 to be satisfied entirely via the issuance of 469,387,755 new Tadmax Shares at an issue price of RM0.245 per Tadmax Share (“**Consideration Shares**”), in accordance with the terms and conditions contained in the conditional sale of shares agreement dated 4 June 2020 entered into between Tadmax and Maxim Holdings (“**SSA**”);

THAT approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue the Consideration Shares to Maxim Holdings for the purpose of satisfying the purchase consideration for the Proposed Acquisition;

THAT the Consideration Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Tadmax Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date of which precedes the date of allotment and issuance of the Consideration Shares;

AND THAT the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary and expedient and/or appropriate and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed Acquisition and the terms and conditions of the SSA, with full powers to assent to any conditions, modifications, variations and/or amendments necessary and/or as may be required by any relevant authorities, as the Board deems fit, appropriate and in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER PARAGRAPH 4.08(1)(a) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS (“RULES”) TO MAXIM HOLDINGS AND PERSONS ACTING IN CONCERT WITH IT (“PACS”), FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING TADMAX SHARES NOT ALREADY OWNED BY THEM AFTER THE PROPOSED ACQUISITION (“PROPOSED EXEMPTION”)

“**THAT** subject to Ordinary Resolution 1 being passed and subject to the relevant approvals being obtained from the Securities Commission Malaysia (“**SC**”) and/or any other relevant authorities and/or parties (where applicable) including such conditions as may be imposed by the SC, approval be and is hereby given for Maxim Holdings and its PACs to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining Tadmax Shares not already held by them upon the SSA becoming unconditional pursuant to Section 218(2) of the Capital Markets and Services Act 2007 and Paragraph 4.01(a) of the Rules;

AND THAT the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary and expedient and/or appropriate and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed Exemption with full powers to assent to any conditions, modifications, variations and/or amendments necessary and/or as may be required by any relevant authorities, as the Board deems fit, appropriate and in the best interest of the Company.”

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
30 September 2020

Notes:

- (i) Only members whose names appear in the Record of Depositors as at 9 October 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 in the instrument proposed 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
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FORM OF PROXY

CDS Account No.

I/We,
 (Full name in block capitals)

(NRIC No. / Passport No. / Company No) of
 being a member/members of Tadmax
 (Full address)

Resources Berhad, hereby appoint
 (Full name in block capitals)

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

..... or failing him / her,
 (Full name in block capitals)

..... (NRIC No. / Passport No.) 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 Friday, 16 October 2020 at 10:00 a.m., or any adjournment thereof, in the manner indicated below:

No.	Ordinary Resolutions	For [^]	Against [^]
1	Proposed Acquisition		
2	Proposed Exemption		

[^] 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:

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- (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 in the instrument proposed 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.

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Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretaries
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)

EXTRAORDINARY GENERAL MEETING (“EGM”) IN RELATION TO:

- I) **PROPOSED ACQUISITION OF 100% EQUITY INTEREST IN MAJESTIC MAXIM SDN BHD BY TADMAX RESOURCES BERHAD (“TADMAX” OR “COMPANY”) FROM MAXIM HOLDINGS SDN BHD (“MAXIM HOLDINGS”) FOR A CONSIDERATION OF RM115,000,000 TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF 469,387,755 NEW ORDINARY SHARES IN TADMAX (“TADMAX SHARES”) AT AN ISSUE PRICE OF RM0.245 PER TADMAX SHARE (“PROPOSED ACQUISITION”); AND**
- II) **PROPOSED EXEMPTION UNDER PARAGRAPH 4.08(1)(A) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS TO MAXIM HOLDINGS AND PERSONS ACTING IN CONCERT WITH IT, FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING TADMAX SHARES NOT ALREADY OWNED BY THEM AFTER THE PROPOSED ACQUISITION (“PROPOSED EXEMPTION”)**

ADMINISTRATIVE NOTES FOR SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES ATTENDING THE EGM

Registration

- 1) The procedures for registration for the EGM are summarised as follows:-

<u>Meeting Details</u>	<u>Registration Procedure</u>
EGM at 10.00 AM, on Friday, 16 October 2020	Registration commences at 9:30 am (or earlier as may be determined by the Company) and will end at the commencement of the EGM 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 EGM, 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 EGM.
- 5) 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 EGM.
- Parking is complimentary.

Entitlement to Attend and Vote

- 1) Only Shareholders whose names appear on the Register of Depositors as at **9 October 2020** shall be eligible to attend, participate, speak and vote at the EGM, 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 EGM in person/personally, please do not submit any Form of Proxy. You will not be allowed to attend the EGM together with the proxy/ies appointed by you.
- 3) If you have submitted your Form of Proxy prior to the EGM, and subsequently decided to attend the EGM 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** on 14 October 2020 being NOT LESS THAN FORTY EIGHTY (48) HOURS BEFORE the time for the EGM, 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 EGM, will be carried out by Poll. BDO PLT, 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 EGM. 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 EGM and on Bursa Malaysia website at www.bursamalaysia.com.

Circulars to Shareholders dated 30 September 2020

Circular to Shareholders for the EGM 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 EGM.

Shareholders are also reminded to monitor the Company's website and announcements for any changes to the EGM 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 EGM 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 EGM. 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 EGM, you may email your questions to tadmax88@tadmax.com.my on 14 October 2020 being NOT LESS THAN 48 HOURS BEFORE the time for the EGM. 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 EGM 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 EGM at short notice. Kindly check the Company's website and announcements for the latest updates on the status of the EGM. The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

Dated : 30 September 2020

END