

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in Tadmax Resources Berhad (8184-W) (“TRB”), you should at once hand this Circular together with the accompanying Form of Proxy enclosed in the Annual Report of TRB for the financial year ended 31 December 2016 to the agent through whom you effected the sale and transfer for transmission to the purchaser or transferee.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Circular prior to its issuance and takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



TADMAX RESOURCES BERHAD

(Company No.: 8184-W)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED SHARE BUY-BACK SCHEME OF TRB TO PURCHASE ITS OWN
ORDINARY SHARES OF UP TO 10% OF THE ISSUED SHARES OF THE
COMPANY (“PROPOSED SHARE BUY-BACK”)**

Notice of the Forty- Eighth Annual General Meeting of the Company to 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. is set out in the Annual Report of TRB for the financial year ended 31 December 2016.

A Form of Proxy is enclosed in the Annual Report of the Company for the financial year ended 31 December 2016. The Form of Proxy must be deposited at our Registered Office not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at our AGM should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : 14 May 2017 at 11.00 a.m.

Date and time of the Annual General Meeting : 16 May 2017 at 11.00 a.m.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	:	Companies Act, 2016 as may be amended, modified or re-enacted from time to time
“AGM”	:	Annual General Meeting
“Constitution”	:	Constitution of the Company
“Board”	:	Board of Directors
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (Company No.: 635998-W)
“Code”	:	Malaysian Code on Take-Overs and Mergers, 2010 as may be amended, modified or re-enacted from time to time
“EPS”	:	Earnings per share
“ESOS”	:	Employees’ Share Option Scheme
“ESOS Options”	:	ESOS options granted under the ESOS to eligible persons to subscribe for new TRB Shares at a specific price
“Listing Requirements”	:	Listing Requirements of Bursa Securities
“NA”	:	Net assets
“Proposed Share Buy-Back” or “Proposal”	:	Proposed Share Buy-Back scheme to purchase our own shares of up to 10% of our issued shares.
“RM”	:	Ringgit Malaysia
“SC”	:	Securities Commission
“TRB” or “the Company”	:	Tadmax Resources Berhad (Company No.: 8184-W)
“TRB Group” or “the Group”	:	TRB and our subsidiaries and associated company
“TRB Share(s)” or “Shares”	:	Ordinary shares(s) in TRB

Any reference to “we”, “us” and “our” in this Circular is a reference to our Company, our Group or any member of our Group as the context requires.

Words importing the singular shall, where applicable include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa. References to persons shall include corporations.

CONTENTS

	PAGE
1. INTRODUCTION	1
2. PROPOSED SHARE BUY-BACK	
2.1 Details of the Proposed Share Buy-Back	2
2.2 Rationale for the Proposed Share Buy-Back	4
2.3 Potential Advantages and Disadvantages of the Proposed Share Buy-Back	4
2.4 Effects of the Proposed Share Buy-Back	5
2.5 Directors' and Substantial Shareholders' Shareholdings	6
2.6 Public Shareholding Spread	9
2.7 Implication on the Code	9
2.8 Purchases of the Company's Shares in the Previous Twelve (12) Months	9
2.9 Treasury Shares, Resale of Treasury Shares and Cancellation of Treasury Shares	9
2.10 Share Prices	9
3. CONDITION TO THE PROPOSED SHARE BUY-BACK	10
4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	10
5. DIRECTORS' RECOMMENDATION	10
6. ANNUAL GENERAL MEETING	10
7. FURTHER INFORMATION	11
APPENDIX I	12-13



TADMAX RESOURCES BERHAD

(Company No: 8184-W)
(Incorporated in Malaysia)

Registered Office:

No. 2D, Jalan SS 6/6
Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan

21 April 2017

Directors

Tan Sri Datuk Dr. Abdul Samad bin Haji Alias	Independent Non-Executive Chairman
Datuk Seri Anuar bin Adam	Managing Director
Datuk Aldillan bin Anuar	Deputy Managing Director
Dato' Che Abdullah @ Rashidi bin Che Omar	Executive Director
Datuk Noel John A/L M Subramaniam	Executive Director
Datuk Gan Seong Liam	Executive Director
Dato' Samsudin bin Abu Hassan	Independent Non-Executive Director
Tan Peng Koon	Independent Non-Executive Director
Derek John Fernandez	Independent Non-Executive Director

To: Our Shareholders,

Dear Sir/Madam,

PROPOSED SHARE BUY-BACK SCHEME OF TRB TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO 10% OF THE ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK")

1. INTRODUCTION

On 3 April 2017, the Board of Directors of the Company announced the Company's intention to seek shareholders' approval for the proposed purchase of the Company's own shares of up to 10% of its issued shares at the forthcoming Forty-Eighth AGM of TRB, which will be held on 16 May 2017.

Therefore, the purpose of this Circular is to provide you with the details of the Proposed Share Buy-Back and to seek your approval for the resolution pertaining to the Proposal to be tabled at the forthcoming Forty-Eighth AGM, notice of which has been set out in the Notice of AGM in the 2016 Annual Report.

WE ADVISE YOU TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX HEREIN CAREFULLY, BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK.

2. PROPOSED SHARE BUY-BACK

2.1 Details of the Proposed Share Buy-Back

The Board proposes to seek shareholders' approval to purchase and/or hold from time to time and at any time up to ten per centum (10%) of the issued shares of TRB for the time being quoted on the Bursa Securities through stockbroker(s).

As at 12 April 2017, the total issued shares of the Company is RM244,853,547.00 comprising 489,707,094 TRB Shares (including 474,300 Treasury Shares).

The Company also has an ESOS whereby TRB may grant up to 48,970,709 ESOS Options on the assumption all existing Treasury Share held are resold. Assuming all the ESOS Options which have been/may be granted are exercised, the Company's issued shares will increase to 538,677,803 Shares. Accordingly, TRB is entitled to purchase up to a maximum of 53,867,780 Shares pursuant to the Proposed Share Buy-Back, representing up to 10% of the enlarged issued shares of the Company.

The authority from shareholders shall be effective upon the passing of the Ordinary Resolution for the Proposed Share Buy-Back, and will remain in effect until the conclusion of the next AGM of the Company, or until the expiry of the period within which the next AGM is required by law to be held, unless earlier revoked or varied by an Ordinary Resolution of the shareholders of the Company in general meeting.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back will be subject to the Retained Profits of the Company. The Proposed Share Buy-Back will be funded from internally generated funds and/or bank borrowings. In the event that the Company intends to purchase its own shares using bank borrowings, the Board shall ensure that the Company shall have sufficient funds to repay the bank borrowings and interest expense and that the repayment would not have any material effect on the cash flow of the Company. As at 31 December 2016, being the latest available audited financial statements, the Retained Profits of the Company was RM37,877,000.

The Proposed Share Buy-Back is likely to reduce the working capital and cash flow of TRB, the quantum of which depends on the purchase price and the actual number of TRB Shares purchased. However, it is not expected to have a material effect on the working capital and cash flow of TRB Group.

In accordance with the Listing Requirements, the Company may only purchase its own shares on the Bursa Securities at a price which is not more than 15% above the weighted average market price for the Shares for the past five (5) market days immediately preceding the date of the purchase(s) and the Company may only resell the treasury shares on the Bursa Securities at a price which is:-

- not less than the weighted average market price for the five (5) market days immediately prior to the resale; or
- not more than 5% below the weighted average market price for the five (5) market days immediately prior to the resale provided that the resale takes place no earlier than thirty (30) days from the date of purchase and the resale price is not less than the cost of purchase of the shares being resold.

The Board may deal with the TRB Shares in the following manner:-

- i) cancel the TRB Shares so purchased; and/or
- ii) retain the TRB Shares so purchased in treasury, to be distributed as dividend to the shareholders and/or to be resold on the market of the Bursa Securities and/or to be subsequently cancelled; and/or
- iii) retain part of the TRB Shares so purchased as treasury shares and cancel the remainder.

Where the Board intends to retain the TRB Shares so purchased as treasury shares, cancel the shares purchased, or both, an appropriate announcement will be made to Bursa Securities as and when the Proposed Share Buy-Back is executed. In the event that the Company ceases to hold all or any part of such shares as a result of the above actions, the Company may further purchase and/or hold such additional number of shares (in aggregate with the shares then still held by the Company) which shall not exceed ten per centum (10%) of the total issued shares of the Company for the time being quoted on Bursa Securities.

If the Board decides to retain the TRB Shares so purchased as treasury shares, it may distribute the treasury shares as dividends to the shareholders and/or resell the TRB Shares so purchased on Bursa Securities and utilise the proceeds for any feasible investment opportunity arising in the future, or as working capital. The treatment of the TRB Shares so purchased and held as treasury shares, whether distributed as dividends, resold on Bursa Securities or cancelled by the Company, will in turn depend on the availability of the retained profits of the Company.

The treasury shares purchased or to be purchased pursuant to the Proposed Share Buy-Back shall not be entitled to any of the rights attached to the existing TRB Shares of the Company as to voting, dividends and participation in other distribution and otherwise are suspended.

The aforesaid treasury shares shall not be taken into account in calculating the number or percentage of Shares or of a class of shares in the Company for any purpose, including without limiting the generality of this provision, the provisions of any law or requirement of the Constitution of the Company or the Listing Requirements on substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the results of a vote on a resolution at a meeting.

In the event that the Company decides to resell the Company's treasury shares, the Company will be required to release an announcement on the day the resale is made providing details of the description of the shares resold, the number of shares resold, the resale price of each share resold or, where relevant, the highest and lowest resale price and the total consideration received.

In the event that TRB decides to cancel the Company's treasury shares, the Company will release an announcement on the day the cancellation is made, providing details of the number of treasury shares cancelled, the date of cancellation and the outstanding and issued shares of TRB after the cancellation.

2.2 Rationale for the Proposed Share Buy-Back

The potential benefits of a share buy-back exercise to the Company and its shareholders are as follows:-

- Where the Directors resolve to cancel the TRB Shares so purchased, the Company expects to enhance the EPS of the Group as a result of the reduction in the issued shares of the Company as described in Section 2.4.1 below, thereby enabling long term and genuine investors to enjoy any potential corresponding increase in the value of their investments in the Company;
- Where the TRB Shares bought back are retained as treasury shares, the Directors would have an option to distribute these TRB Shares as dividends to reward shareholders; and
- The Company may be able to reduce any unwarranted volatility of TRB Shares and assist to stabilise the supply, demand and price of TRB Shares in the open market, thereby supporting the fundamental value of its shares.

The Proposed Share Buy-Back is not expected to cause any potential material disadvantage to the Company or its shareholders as any share buy-back exercise will be undertaken only after in-depth consideration of the financial resources of TRB and of the resultant impact on its shareholders. The Directors, in exercising any decision on the Proposed Share Buy-Back, will be mindful of the interests of the Company and its shareholders.

2.3 Potential Advantages and Disadvantages of the Proposed Share Buy-Back

The potential advantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:-

- (a) Allows the Company to take preventive measures against speculation particularly when its shares are undervalued which would in turn stabilise the market price of TRB Shares and hence enhance investor confidence.
- (b) Allows the Company flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity.
- (c) Provide the Company with opportunities for potential gains if the shares purchased which are retained as Treasury Shares are resold at a higher price; and
- (d) If the Treasury Shares are distributed as share dividends by the Company, it may then serve to reward the shareholders of the Company.

The potential disadvantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:-

- (a) The purchase of TRB Shares pursuant to the Proposed Share Buy-Back will reduce the financial resources of TRB Group and may result in the TRB Group foregoing better investment opportunities that may emerge in the future; and
- (b) As the purchase of Shares pursuant to the Proposed Share Buy-Back can only be made out of the retained profits of the Company, it may result in the reduction of financial resources available for distribution to shareholders in the future.

2.4 Effects of the Proposed Share Buy-Back

The effects of the Proposed Share Buy-Back on the issued shares, NA, earnings and shareholdings of Directors and Substantial Shareholders of TRB are set out below based on the following assumptions:-

Minimum scenario : Assuming the Proposed Share Buy-Back is carried out in full, the shares purchased are retained as Treasury Shares and none of the ESOS Options are exercised before the implementation of the Proposed Share Buy-Back.

Maximum scenario : Assuming all the existing treasury shares are re-sold and all the ESOS Options granted and/or to be granted are exercised before the implementation of the Proposed Share Buy-Back.

2.4.1 Issued Shares

The effects of the Proposed Share Buy-Back on TRB's issued shares are set out below:-

	Minimum Scenario No. of Shares	Maximum Scenario No. of Shares
Issued shares as at 12 April 2017	489,707,094	489,707,094
Less : Treasury Shares as at 12 April 2017	(474,300)	NIL
	489,232,794	489,707,094
Add : To be issued pursuant to the full exercise of the ESOS Options	N/A	48,970,709
After full exercise of the ESOS Options	489,232,794	538,677,803
Less : To be purchased and cancelled pursuant to the Proposed Share Buy-Back	48,923,279	53,867,780
Issued shares after the Proposed Share Buy-Back	440,309,515	484,810,023

However, the implementation of the Proposed Share Buy-Back will not have an effect on the issued shares if the TRB Shares are retained as treasury shares, resold or distributed to our shareholders.

2.4.2 NA

The Proposed Share Buy-Back is likely to reduce the NA per share of the Company and the Group if the purchase price exceeds the audited NA per share of the Group at the time of purchase, and will increase the NA per share of the Group if the purchase price is less than the audited NA per share of the Group at the time of purchase.

For TRB Shares so purchased which are retained as treasury shares, the NA of the Group will increase upon the resale of these TRB Shares, assuming that a gain has been realised. Again, the quantum of the increase in NA will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

2.4.3 Working Capital

The Proposed Share Buy-Back will reduce the working capital of the Group, the quantum of which depends on, amongst others, the number of Shares eventually purchased and the purchase prices of the Shares. The cashflow of the Company and Group will be reduced relatively to the number of TRB Shares eventually purchased and the purchase prices of the TRB Shares.

For TRB Shares so purchased which are retained as treasury shares, upon its resale, the working capital and cashflow of the Company will increase. Again, the quantum of the increase in the working capital and cashflow will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

2.4.4 Earnings

Depending on the number of TRB Shares purchased and purchase prices of the TRB Shares, the Proposed Share Buy-Back may increase the EPS of the Group. Similarly, on the assumption that the TRB Shares so purchased are treated as treasury shares, the extent of the effect of the earnings of the Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interests savings arising therefrom.

2.4.5 Dividends

Assuming the Proposed Share Buy-Back is carried out, it may have an impact on TRB's dividend policy as it may reduce the cash available, which may otherwise be used for the dividend payment. Nonetheless, if the TRB Shares so purchased are retained as Treasury Shares, the dividend rate will also be increased with the suspension of the rights attaching to the Treasury Shares as to dividend entitlement. Moreover, the Treasury Shares so purchased may be distributed as dividends to shareholders of the Company if the Company so decides.

2.5 Directors' and Substantial Shareholders' Shareholdings

Based on the Register of Directors' Shareholdings and Register of Substantial Shareholders as at 12 April 2017 and assuming that the Proposed Share Buy-Back is implemented in full and that the TRB Shares are purchased from shareholders other than our existing Directors and Substantial Shareholders, the number of shares held by the Directors and Substantial Shareholders and the effect of the Proposed Share Buy-Back on the shareholdings of the Directors and Substantial Shareholders are as follows:-

Minimum Scenario: Assuming the Proposed Share Buy-Back is carried out in full, the shares purchased are retained as Treasury Shares and none of the ESOS Options are exercised before the implementation of the Proposed Share Buy-Back.

	Existing as at 12 April 2017				After the Proposed Share Buy-Back			
	-----Direct-----		-----Indirect-----		-----Direct-----		-----Indirect-----	
	No. of TRB Shares	%^	No. of TRB Shares	%^	No. of TRB Shares	%^	No. of TRB Shares	%^
<u>Directors</u>								
Tan Sri Datuk Dr. Abdul Samad bin Haji Alias	71,500	0.01	-	-	71,500	0.02	-	-
Datuk Seri Anuar bin Adam	147,996,291	30.25	-	-	147,996,291	33.61	-	-
Datuk Aldillan bin Anuar	-	-	147,996,291	30.25	-	-	147,996,291	33.61
Dato' Che Abdullah @ Rashidi bin Che Omar	-	-	-	-	-	-	-	-
Datuk Gan Seong Liam	18,500,870	3.78	2,000,000	0.41	18,500,870	4.20	2,000,000	0.45
Datuk Noel John A/L M Subramaniam	1,300,000	0.27	-	-	1,300,000	0.30	-	-
Tan Peng Koon	-	-	-	-	-	-	-	-
Derek John Fernandez	-	-	-	-	-	-	-	-
Dato' Samsudin bin Abu Hassan	677,600	0.14	515,000	0.11	677,600	0.15	515,000	0.12
<u>Substantial Shareholders</u>								
Datuk Seri Anuar Bin Adam	147,996,291	30.25	-	-	147,996,291	33.61	-	-
Datuk Seri Chiau Beng Teik	25,000,000	5.11	-	-	25,000,000	5.68	-	-
<u>Persons connected</u>								
Datuk Aldillan bin Anuar*	-	-	147,996,291	30.25	-	-	147,996,291	33.61
Almiran bin Anuar*	-	-	147,996,291	30.25	-	-	147,996,291	33.61
Gan Kuok Chyuan #	2,000,000	0.41	18,500,870	3.78	2,000,000	0.45	18,500,870	4.20

Notes:

*Datuk Aldillan and Almiran are the sons of the Substantial Shareholder, Datuk Seri Anuar Bin Adam. Deemed interested in TRB Shares by virtue of their family's interest pursuant to Section 8 of the Act.

Gan Kuok Chyuan is the son of Datuk Gan Seong Liam. Deemed interested in TRB Shares by virtue of his father's interest pursuant to Section 8 of the Act.

^ Excluding Treasury Shares of 474,300 shares

Maximum Scenario: Assuming all the existing treasury shares are re-sold and all the ESOS Options granted and/or to be granted are exercised before the implementation of the Proposed Share Buy-Back.

	Existing as at 12 April 2017				After full exercise of ESOS Options				After the Proposed Share Buy-Back			
	-----Direct-----		-----Indirect-----		-----Direct-----		-----Indirect-----		-----Direct-----		-----Indirect-----	
	No. of TRB Shares	%	No. of TRB Shares	%	No. of TRB Shares	%	No. of TRB Shares	%	No. of TRB Shares	%	No. of TRB Shares	%
<u>Directors</u>												
Tan Sri Datuk Dr. Abdul Samad bin Haji Alias	71,500	0.01	-	-	871,500	0.16	-	-	871,500	0.18	-	-
Datuk Seri Anuar bin Adam	147,996,291	30.22	-	-	149,196,291	27.70	1,000,000	0.19	149,196,291	30.77	1,000,000	0.21
Datuk Aldillan bin Anuar	-	-	147,996,291	30.22	800,000	0.15	149,396,291	27.73	800,000	0.17	149,396,291	30.82
Dato' Che Abdullah @ Rashidi bin Che Omar	-	-	-	-	800,000	0.15	-	-	800,000	0.17	-	-
Datuk Gan Seong Liam	18,500,870	3.78	2,000,000	0.41	18,500,870	3.43	2,000,000	0.37	18,500,870	3.82	2,000,000	0.41
Datuk Noel John A/L M Subramaniam	1,300,000	0.27	-	-	2,100,000	0.39	-	-	2,100,000	0.43	-	-
Tan Peng Koon	-	-	-	-	400,000	0.07	-	-	400,000	0.08	-	-
Derek John Fernandez	-	-	-	-	400,000	0.07	-	-	400,000	0.08	-	-
Dato' Samsudin bin Abu Hassan	677,600	0.14	515,000	0.11	1,077,600	0.20	515,000	0.10	1,077,600	0.22	515,000	0.11
<u>Substantial Shareholders</u>												
Datuk Seri Anuar Bin Adam	147,996,291	30.22	-	-	149,196,291	27.70	1,000,000	0.19	149,196,291	30.77	1,000,000	0.21
Datuk Seri Chiau Beng Teik	25,000,000	5.11	-	-	25,000,000	4.64	-	-	25,000,000	5.16	-	-
<u>Persons connected</u>												
Datuk Aldillan bin Anuar*	-	-	147,996,291	30.22	800,000	0.15	149,396,291	27.73	800,000	0.17	149,396,291	30.82
Almiran bin Anuar*	-	-	147,996,291	30.22	200,000	0.04	149,996,291	27.85	200,000	0.04	149,996,291	30.94
Gan Kuok Chyuan #	2,000,000	0.41	18,500,870	3.78	2,000,000	0.37	18,500,870	3.43	2,000,000	0.41	18,500,870	3.82

Notes:

*Datuk Aldillan and Almiran are the sons of the Substantial Shareholder, Datuk Seri Anuar Bin Adam. Deemed interested in TRB Shares by virtue of their family's interest pursuant to Section 8 of the Act.

Gan Kuok Chyuan is the son of Datuk Gan Seong Liam. Deemed interested in TRB Shares by virtue of his father's interest pursuant to Section 8 of the Act.

Save as disclosed above, there are no other Directors or Substantial Shareholders or Person Connected who hold Shares in the Company.

2.6 Public Shareholding Spread

As at 12 April 2017, the public shareholding spread of the Company was 59.92%. Assuming the Proposed Share Buy-Back is implemented in full, the public shareholding spread would be expected to be reduced to:-

- (i) 55.46% in the event none of the ESOS Options are exercised before the implementation of the Proposed Share Buy-Back; and
- (ii) 58.77% in the event all of the ESOS Options granted and/or to be granted are exercised before the implementation of the Proposed Share Buy-Back.

2.7 Implication on the Code

Part III, Section 9 of the Code state that if a person, together with persons acting in concert with him (if any), holding more than 33% but less than 50% of the voting shares of a company, who as a result of a purchase of the Company of its own Shares, increases his holding in any period of six (6) months by an additional 2% or more of the voting shares of the Company, the person together with persons acting in concert with him (if any) are obligated to extend a mandatory take-over offer to acquire the remaining Shares not already held by them.

As at the date of this announcement, the Company has yet to decide on the percentage of its own shares to be purchased under the Proposed Share Buy-Back. However, should TRB decide to purchase its own shares which will result in the Company's Substantial Shareholder triggering the obligation to undertake a mandatory offer under the Code, an exemption will be sought from the Securities Commission pursuant to the Code before the purchase is made.

2.8 Purchases of the Company's Shares in the Previous Twelve (12) Months

The Company has not purchased, cancelled and/or resold any of the TRB Shares in the previous twelve (12) months preceding to this Circular.

2.9 Treasury Shares, Resale of Treasury Shares and Cancellation of Treasury Shares

As at 12 April 2017, the total number of TRB Shares purchased by the Company is 474,300 at a total cost of RM154,720 and these shares are presently held as treasury shares.

The Company has neither made any resale nor any cancellation of its treasury shares during the past twelve (12) months.

2.10 Share Prices

The monthly high and low prices of shares as traded on Bursa Securities for the last twelve (12) months from April, 2016 to March 2017 are as follows:-

	Shares	
	High (RM)	Low (RM)
April 2016	0.40	0.32
May 2016	0.37	0.32
June 2016	0.43	0.32
July 2016	0.54	0.40

	Shares	
	High (RM)	Low (RM)
August 2016	0.55	0.44
September 2016	0.47	0.41
October 2016	0.47	0.38
November 2016	0.43	0.35
December 2016	0.41	0.37
January 2017	0.43	0.38
February 2017	0.44	0.38
March, 2017	0.51	0.39

(Source: Yahoo Finance)

The last transacted price of TRB Shares on 12 April 2017 was RM0.49 (being the latest practicable date prior to the announcement of the Proposed Share Buy-Back)

3. **CONDITION TO THE PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back is conditional upon approval being obtained from the shareholders of TRB at the forthcoming AGM. The Proposed Share Buy-Back being procured from the shareholders of the Company at the forthcoming AGM is subject to annual renewal.

4. **DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

Save as disclosed under Section 2.5, none of the Directors or Substantial Shareholders of TRB or persons connected to them has any interest in the Proposed Share Buy-Back and the resale of treasury shares, if any.

5. **DIRECTORS' RECOMMENDATION**

The Directors having considered all aspects of the Proposal, are of the opinion that the Proposal is in the best interest of the Company and its shareholders. Accordingly, the Directors recommend that you vote in favour of the Resolution pertaining to the Proposal to be tabled at the forthcoming AGM.

6. **ANNUAL GENERAL MEETING**

The Notice convening the AGM to vote on the resolution is set out in the 2016 Annual Report. The AGM 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 purpose of considering and if thought fit, passing the Resolution as set out in the said Notice.

If you are unable to attend and vote in person at the AGM and wish to appoint a proxy to attend and vote in your stead, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions contained therein as soon as possible and in any event so as to arrive at the Company's Registered Office 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.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

7. FURTHER INFORMATION

Shareholders of TRB are advised to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
TADMAX RESOURCES BERHAD

DATUK SERI ANUAR BIN ADAM
Managing Director

FURTHER INFORMATION

1. Responsibility Statement

Our Board has seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information contained in it and confirm to the best of their knowledge and belief, after making all reasonable enquiries that, there are no other facts the omission of which would make any statement in this Circular misleading.

2. Material Contracts

Save for the contracts stated below, neither TRB or any of its subsidiaries has entered into any contracts which are or may be material within the two (2) years preceding the date of this Circular, other than contracts entered into in the ordinary course of business.

- (i) On 17 March 2016, the Company entered into a subscription agreement with Inas Angkasa Sdn Bhd, Impiria Jaya Sdn Bhd and Global Showcase Sdn Bhd and WMB (“SA”) to subscribe for 55% equity interest in WMB for a total subscription price of RM550,000. The SA was completed on 17 March 2016.
- (ii) On 24 June 2016, the Company entered into an agreement with Inai Kiara Sdn Bhd to mutually revoke the sale and purchase of 100% shareholding in Kirana Abadi Sdn Bhd (now known as Tadmax Indah Power Sdn Bhd) (“Mutual Termination Agreement”). The Company and Inai Kiara Sdn Bhd had entered into a share sale agreement dated 28 April 2014 (“SSA”) for the sale and purchase of 2 shares representing 100% equity interest in Kirana Abadi Sdn Bhd (now known as Tadmax Indah Power Sdn Bhd) for a total agreed sum of RM48,351,600. Pursuant to the execution of the Mutual Termination Agreement, the parties agreed to an amicable revocation and/or rescission of the SSA.
- (iii) On 22 July 2016, the Company entered into a share sale agreement with Inas Angkasa Sdn Bhd, Impiria Jaya Sdn Bhd and Global Showcase Sdn Bhd and WMB (“SSA”) to acquire the remainder 45% equity interest in WMB, a company which has obtained development’s rights for the development of 3,032 units of apartments on HS(D)120080, Lot PT 26890, Mukim Batu, Jalan Metro Perdana Barat, Taman Metropolitan, Kepong, Mukim Batu, Daerah Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur measuring 40,819.50 square metres for a total cash consideration of RM42,000,000. The SSA was completed on 22 July 2016.

On 24 January 2017, the parties entered into a supplemental agreement to the SSA whereby the parties have agreed to vary and amend the payment term for the remaining balance purchase consideration of RM34,000,000 to first instalment of RM1,500,000 to be payable on or before 30 March 2017 and the second to sixth instalments totalling a sum of RM32,500,000 to be paid in a single lump-sum on or before 30 June 2017.

- (iv) On 3 August 2016, the Company received a conditional Letter of Award dated 2 August 2016 from the Government of Malaysia, through the Energy Commission (“EC”) for the development of a new 1,000 MW combined cycle gas-fired power plant which will be situated on Tadmax Group’s existing land in Pulau Indah, Selangor Darul Ehsan (“the Project”).

The Letter of Award is subject to various conditions including finalisation of the terms of the agreement relating to the Project with relevant parties and further subject to changes arising from negotiations. In line with the decision of the Government of Malaysia, Tenaga Nasional Berhad is to be invited to participate in the Project.

On 14 October 2016, the EC had approved, among others, the Company’s application to increase the capacity of the Project to 1,000MW - 1,200MW.

3. Material Litigation, Claims or Arbitration

The Board has confirmed that the TRB Group is not engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of the TRB Group and the Board has no knowledge of any proceedings, pending or threatened, against the TRB Group or of any fact which is likely to give rise to any proceeding which may materially and adversely affect the business or financial position of the Group or title to or possession of any of the properties of TRB Group.

4. Documents for Inspection

The following documents are available for inspection at TRB's Registered Office at No. 2D, Jalan SS 6/6, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, during normal office hours from Mondays to Fridays (except for public holidays) from the date of this Circular to the date of the AGM:-

- (i) The Constitution of TRB
- (ii) The audited financial statements of TRB for the last two (2) financial years ended 31 December 2015 and 31 December 2016; and
- (iii) The material contracts referred to in item 2 of Appendix I