

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of the Company will be held at Crown Theater, Empire Hotel Subang, Empire Subang, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 19 December 2018 at 10.00 a.m. for the following purposes:

1. To receive the Audited Financial Statements for the financial period ended 30 June 2018 and the Reports of the Directors and the Auditor thereon. **Please refer to Note 1**
2. To approve the payment of Directors' fees of RM207,150 for the financial period from 1 January 2017 to 30 June 2018 [2016: RM226,050]. **Resolution 1**
3. To approve the payment of Directors' fees and Directors' benefits up to RM231,000 from 1 July 2018 until the next Annual General Meeting of the Company [2016: RM350,625]. **Resolution 2**
4. To re-elect Y.A.M. Tengku Sulaiman Shah Alhaj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj, the director retiring in accordance with Article 79 of the Company's Constitution. **Resolution 3**
5. To re-elect En Ramlee Bin Mohd Shariff, the director retiring in accordance with Article 79 of the Company's Constitution. **Resolution 4**
6. To re-elect Mr Muk Sai Tat, the director retiring in accordance with Article 84 of the Company's Constitution. **Resolution 5**
7. To re-elect Ms Kiran Kaur A/P Jogindar Singh, the director retiring in accordance with Article 84 of the Company's Constitution. **Resolution 6**
8. To re-appoint Messrs Kreston John & Gan as the Auditor of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**

As Special Business

To consider and if thought fit, to pass the following resolutions:

9. **Ordinary Resolution** **Resolution 8**
Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and subject to the approvals of the relevant governmental and/or regulatory authorities where approval is necessary, authority be and is hereby given to the Directors 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 10% of the total number of issued shares of the Company for the time being AND THAT 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 continue to be in force until the conclusion of the next Annual General Meeting of the Company."
10. **Ordinary Resolution** **Resolution 9**
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject to the provision of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of the Shareholders' Mandate for the Goodway Integrated Industries Berhad Group of Companies to enter into any category of recurrent transactions of a revenue or trading nature falling within the types of transactions as set out in Section 3.3 in the Circular to Shareholders dated 31 October 2018 with the related parties falling within the classes of persons set out in Section 3.2 in the Circular which are necessary for day-to-day operations and are carried out in the ordinary course of business on terms which are not more favorable to the related parties than those generally available to the public and are not to the detriment of minority shareholders;

THAT the authority conferred by such mandate shall continue to be in force until:-

 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the mandate will lapse, unless by an ordinary resolution passed at the AGM, the mandate is renewed; or
 - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting.

whichever is the earlier.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things including executing such documents as may be required to give effect to the transactions contemplated and/or authorised by this mandate."
11. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

Foo Siew Loon (MAICSA 7006874)
Secretary

Selangor Darul Ehsan
 31 October 2018

Notes:

1. A member of the Company is entitled to attend, speak and vote at the meeting may appoint not more than two (2) proxies to attend, speak and vote instead of him. Where a member appoints two (2) proxies, the appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company.
2. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
3. 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 appointer is a corporation, either under its common seal or in some other manner approved by its Directors.
4. The instrument of proxy must be deposited at the Company's registered office at Level 33A, Menara 1MK, Kompleks 1 Mont' Kiara, No.1, Jalan Kiara, Mont' Kiara, 50480 Kuala Lumpur, not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
5. Members whose name appears in the Record of Depositors as at 10 December 2018 (General Meeting Record of Depositors) shall be regarded as members entitled to attend, speak and vote at the AGM or appoint proxy(ies) to attend and vote on his/her behalf.
6. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all the Resolutions set out in this Notice will be put to the vote by way of poll. Independent Scrutinizers will be appointed to conduct the polling process and to verify the results of the poll.
7. **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the forthcoming Fifteenth AGM and/or any adjournment thereof, a member of the Company:-

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, claims, demands, losses and damages as a result of the member's breach of warranty.

Explanatory Notes to the Agenda:

1. Item 1 of the Agenda

The audited financial statements are for discussion only as it does not require shareholders' approval under the provision of Section 340(1)(a) of the Companies Act 2016. Hence, it will not be put forward for voting.

2. Items 2 and 3 of the Agenda

- Resolution 2 on payment of Directors' Fees totaling RM207,150 for the financial period from 1 January 2017 to 30 June 2018; and
- Resolution 3 on payment of Directors' Fees and benefits up to RM231,000 from 1 July 2018 until the next AGM of the Company.

The Directors' benefits comprise of meeting attendance allowances and/or other allowances to meet expenses incurred in carrying out their duties. In determining the estimated total amount, the Board has considered various factors, among others, the estimated number of meetings for the Board and its Committees.

Explanatory Notes on Special Business:

1. Resolution 8

The proposed Ordinary Resolution under item no. 9 of the agenda, if passed, will avoid any delay and cost involved in convening a general meeting and will empower the Directors to issue up to 10% of the issued share capital of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The proposed Ordinary Resolution is a renewal of the mandate on the authority granted to Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 passed at the previous AGM held on 23 May 2017, which is expiring at the conclusion of the Fifteenth AGM. No new shares in the Company were allotted or issued by the Directors pursuant to the same mandate granted last year.

The renewal of this mandate will provide flexibility to the Company for any possible fund raising exercise, including but not limited to further placing of shares, for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

2. Resolution 9

The proposed Ordinary Resolution under item no. 10 of the agenda, if passed, will renew the mandate to allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature and to enable the Company to comply with Paragraph 10.09, Part E of Listing Requirements of Bursa Malaysia Securities Berhad. The mandate will take effect from the date of the passing of the ordinary resolution until the next AGM of the Company.

Please refer to the Circular to Shareholders dated 31 October 2018 for further information.