

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixteenth 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 Monday, 30 December 2019 at 10.30 a.m. for the following purposes:

1. To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
2. To approve the payment of Directors' fees of RM121,461 for the financial year ended 30 June 2019 [2018 : RM207,150]. **Resolution 1**
3. To approve the payment of Directors' fees and Directors' benefits of up to RM298,000 from 1 July 2019 until the next Annual General Meeting of the Company [2018 : RM231,000]. **Resolution 2**
4. To re-elect Mr Tai Boon Wee, the director retiring in accordance with Article 79 of the Company's Constitution. **Resolution 3**
5. To re-elect Mr Ng Kuan Hua, the director retiring in accordance with Article 84 of the Company's Constitution. **Resolution 4**
6. To re-elect Mr Lim Teck Seng, the director retiring in accordance with Article 84 of the Company's Constitution. **Resolution 5**
7. 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. **Resolution 6**

## As Special Business

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

8. **Ordinary Resolution**  
**Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")** **Resolution 7**

"**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."

9. **Ordinary Resolution**  
**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Resolution 8**

"**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 of Part A of the Circular to Shareholders dated 31 October 2019 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."

10. **Special Resolution**  
**Proposed Adoption of New Constitution of the Company ("Proposed Adoption")** **Special Resolution**

"**THAT** approval be and is hereby given to the Company to revoke the existing Constitution of the Company in its entirety with immediate effect and in place thereof, the proposed New Constitution of the Company as set out in Part B of the Circular to Shareholders dated 31 October 2019 be and is hereby approved and adopted as the Constitution of the Company;

**AND THAT** the Directors of the Company be and are hereby authorized to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities."

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 2019

## 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 appointor 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 20 December 2019 (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 Scrutineers 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 Sixteenth 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 1 on payment of Directors' Fees for Non-Executive Directors of the Company totaling RM121,461 for the financial year ended 30 June 2019; and
- Resolution 2 on payment of Directors' Fees and benefits to Non-Executive Directors of up to RM298,000 from 1 July 2019 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 7**

The proposed Ordinary Resolution under item no. 8 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 19 December 2018, which is expiring at the conclusion of the Sixteenth AGM. As at the date of this Notice, 11,051,750 ordinary shares were issued by way of Private Placement on 28 May 2019.

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 8**

The proposed Ordinary Resolution under item no. 9 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 Part A of the Circular to Shareholders dated 31 October 2019 for further information.

3. **Special Resolution**

The Proposed Special Resolution under item no. 10 of the agenda, if passed, will bring the Company's Constitution to be in line with the Act and the recent amendments made to the Main Market Listing Requirements of Bursa Securities.

The Proposed Adoption of new Constitution of the Company shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to attend, speak and vote in person or by proxy at this meeting.

For further information on the Proposed Adoption, please refer to Part B of the Circular to Shareholders dated 31 October 2019.