



## GOODWAY INTEGRATED INDUSTRIES BERHAD

Registration No. 200301016552 (618972-T)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Goodway Integrated Industries Berhad ("**Goodway**" or the "**Company**") will be held at Throne 2, Empire Hotel Subang, Empire Subang, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan on Thursday, 6 February 2020 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

#### ORDINARY RESOLUTION 1

#### PROPOSED PRIVATE PLACEMENT OF 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF GOODWAY ("**PROPOSED PRIVATE PLACEMENT**")

**"THAT** subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to Goodway to allot and issue up to 36,470,775 ordinary shares in Goodway ("**Goodway Share(s)**") ("**Placement Share(s)**"), representing 30% of the issued shares of Goodway;

**THAT** the Placement Shares shall upon allotment and issuance, rank equally in all respects with the existing Goodway Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Placement Shares;

**THAT** the proceeds of the Proposed Private Placement be utilised for the purpose as set out in the circular to shareholders dated 22 January 2020 ("**Circular**"), and the Board of Directors of Goodway ("**Board**") be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board deem fit, necessary and/ or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities. Pursuant to Paragraph 9.19(32) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**") ("**Bursa Securities**"), the Company will make an immediate announcement to Bursa Securities should there be any deviation by 5% or more from the original utilisation of proceeds as set out in Section 6 of the Circular. Further, pursuant to Paragraph 8.22 of the Listing Requirements, in the event that the deviation from the original utilisation of proceeds is deemed as a material variation, the Company will seek its shareholders' approval for the variation at an extraordinary general meeting to be convened;

**THAT** the Placement Shares shall be listed on the Main Market of Bursa Securities;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement."

#### ORDINARY RESOLUTION 2

#### PROPOSED SUBSCRIPTION OF 24,313,850 PLACEMENT SHARES ("**SUBSCRIPTION SHARE(S)**") AT AN ISSUE PRICE OF RM0.16 PER SUBSCRIPTION SHARE BY TAI QISHENG TO BE SATISFIED ENTIRELY VIA CASH ("**PROPOSED SUBSCRIPTION**")

**"THAT** subject to the passing of Ordinary Resolution 1 and approvals of all relevant authorities being obtained, approval be and is hereby given to the non-interested Directors to allot and issue 24,313,850 Subscription Shares to Tai Qisheng, the Executive Director of Goodway, at an issue price of RM0.16 per Subscription Share in accordance with the terms and conditions of the subscription agreement dated 4 December 2019 entered into between Goodway and Tai Qisheng;

**AND THAT** such Subscription Shares shall, upon allotment and issuance, rank equally in all respects with the existing Goodway Shares, save and except that the Subscription Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Subscription Shares."

#### ORDINARY RESOLUTION 3

#### PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 237,060,037 GOODWAY SHARES ("**RIGHTS SHARE(S)**") ON THE BASIS OF 3 RIGHTS SHARES FOR EVERY 2 EXISTING GOODWAY SHARES HELD, TOGETHER WITH UP TO 158,040,024 FREE DETACHABLE WARRANTS ("**WARRANT(S)**") ON THE BASIS OF 2 FREE WARRANTS FOR EVERY 3 RIGHTS SHARES SUBSCRIBED FOR, ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("**PROPOSED RIGHTS ISSUE WITH WARRANTS**")

**"THAT** subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 237,060,037 Rights Shares on the basis of 3 Rights Shares for every 2 existing Goodway Shares held, together with up to 158,040,024 Warrants on the basis of 2 Warrants for every 3 Rights Shares subscribed for on an entitlement date to be determined and announced later ("**Entitlement Date**");
- to determine the final issue price of the Rights Shares and the final exercise price of the Warrants after taking into consideration the basis and justification for determining such prices, as set out in the Circular;
- wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with the deed poll constituting the Warrants ("**Deed Poll**"), at any time during the exercise period, for 1 new Goodway Share at an exercise price to be determined and fixed at a later date by the Board;
- to allot and issue such number of new Goodway Shares arising from the exercise of the Warrants, from time to time during the tenure of the Warrants, in accordance with the provisions of the Deed Poll;
- to allot and issue such further Warrants and new Goodway Shares arising from the exercise of such further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities; and
- to do all such acts and things including but not limited to the application to Bursa Securities for the listing and quotation for the new Goodway Shares which may from time to time be allotted and issued arising from the exercise of the Warrants.

**THAT** the proceeds arising from the Proposed Rights Issue with Warrants be utilised as set out in the Circular, and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required;

**THAT** any fractional entitlements of the Rights Share and Warrants, if any, will be dealt with in such manner and on such terms and conditions as the Board shall in its absolute discretion deems fit or expedient and in the best interest of the Company;

**THAT** the Rights Shares will, upon allotment and issuance, rank equally in all respects with the existing Goodway Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Rights Shares;

**THAT** the new Goodway Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing Goodway Shares, save and except that the new Goodway Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the said new Goodway Shares;

**THAT** the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Directors of the Company, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

**AND THAT**, the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

#### ORDINARY RESOLUTION 4

#### PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF GOODWAY AND ITS SUBSIDIARIES ("**GOODWAY GROUP**" OR THE "**GROUP**") TO INCLUDE THE SUPPLY AND INSTALLATION OF MECHANICAL AND ENGINEERING PROCESS CONTROL AND AUTOMATION SYSTEMS ("**PROPOSED DIVERSIFICATION**")

**"THAT**, subject to the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Goodway Group to diversify into the supply and installation of mechanical and engineering process control and automation systems;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Diversification with full power to assent to any conditions, variations, modifications, and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

#### By Order of the Board

**FOO SIEW LOON (MAICSA 7006874)**

**Secretary**

Selangor Darul Ehsan

22 January 2020

#### Notes:-

- A member of the Company entitled to attend, speak and vote at the meeting may appoint more than 1 proxy to attend, speak and vote in his stead. Where a member appoints more than 1 proxy, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company;
- 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;
- 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, either under its common seal or under the hand of an officer or attorney duly authorised;
- 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 less than 48 hours before the time appointed for holding the meeting or, in the case of a poll, not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof, and in default, the instrument of proxy shall not be treated as valid;
- Members whose name appears in the Record of Depositors as at 30 January 2020 (General Meeting Record of Depositors) shall be regarded as members entitled to attend, speak and vote at the Extraordinary General Meeting ("**EGM**") or appoint proxy(ies) to attend and vote on his/her behalf;
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements, 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;
- PERSONAL DATA PRIVACY:**  
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the forthcoming EGM and/or any adjournment thereof, a member of the Company:-
  - 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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**");
  - 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
  - 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.