

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be conducted fully virtual at the Broadcast Venue at L2-17 & L2-18, Level 2, Gamuda Walk, Persiaran Anggerik Vanilla, Seksyen 31, Kota Kemuning, 40460 Shah Alam, Selangor on Friday, 25 June 2021, at 3.00 p.m. for the purpose of considering the following businesses:

## AGENDA

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. *[Please refer to Explanatory Note 1]*
2. To approve the payment of Directors' fees and benefits for the Non-Executive Directors of the Company amounting to RM260,000 for the financial year ending 31 December 2021. **Ordinary Resolution 1**
3. To re-elect Datuk Wan Khalik Bin Wan Muhammad who is retiring pursuant to Clause 95 of the Company's Constitution. **Ordinary Resolution 2**
4. To re-elect Mr. Lai Chin Tak who is retiring pursuant to Clause 95 of the Company's Constitution. **Ordinary Resolution 3**
5. To re-elect Mr. Puan Chan Cheong who is retiring pursuant to Clause 95 of the Company's Constitution. **Ordinary Resolution 4**
6. To re-elect Dr. Tee Kim Siong who is retiring pursuant to Clause 102 of the Company's Constitution. **Ordinary Resolution 5**
7. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

### AS SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modifications the following resolutions:-

#### 8. **ORDINARY RESOLUTION RENEWAL OF AUTHORITY FOR DIRECTORS TO ISSUE SHARES**

"THAT, subject always to the Companies Act, 2016 (the "Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities, where such approval is necessary, approval be and is hereby given to the Directors of the Company pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force provided always that the aggregate number of shares issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being ("20% General Mandate"), and such 20% General Mandate shall continue to be in force until 31 December 2021 as empowered by Bursa Securities pursuant to its letter dated 16 April 2020 to accord additional temporary relief measures to listed issuers, thereafter, the aggregate number of shares issued pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company for the time being ("10% General Mandate") and such 10% General Mandate shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

THAT the Directors of the Company be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approvals hereof.

AND THAT the Directors of the Company are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities."

**Ordinary Resolution 7**

# NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

9. **ORDINARY RESOLUTION  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR  
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR  
TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS'  
MANDATE")**

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies ("**Group**") to enter into and give effect to the existing recurrent related parties transactions of a revenue or trading nature from time to time with the related parties as set out in Section 2.3 of the Circular to Shareholders dated 27 May 2021 ("**Related Parties**") provided that such transactions are:

- (a) necessary for the day-to-day operations;
- (b) carried out in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (c) are not prejudicial to the minority shareholders of the Company.

THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) is revoked or varied by resolution passed by the shareholders of the Company in a general meeting before the next AGM,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."

**Ordinary Resolution 8**

# NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

10. To transact any other business of which due notices shall have been given.

By Order of the Board,

**WONG YOUN KIM**

SSM PRACTISING CERTIFICATE NO. 201908000410

(MAICSA 7018778)

Company Secretary

Kuala Lumpur

27 May 2021

Notes:

1. A member of a company entitled to attend and vote at a meeting of a company, shall be entitled to appoint any person as his/her proxy to attend and vote instead of the members at the meeting. There shall be no restriction as to the qualification of the proxy.
2. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting. A member shall not appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two proxies, to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in one (1) 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 Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
4. The Form of Proxy must be duly completed and deposited with the Company's Share Registrar at Agriteum Share Registration Services Sdn Bhd, 2nd Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang at least twenty four (24) hours before the time appointed for holding the meeting or any adjournment thereof.
5. If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
6. The resolutions as set out in the Notice of Annual General Meeting are to be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
7. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the Company's Constitution and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, to make available a Record of Depositors ("ROD") as at 17 June 2021. Only a member whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and/or speak and/or vote in his/her behalf.

# NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

## **Explanatory Note on Ordinary Business:**

### **1. Item 1 of the Agenda 1 – Audited Financial Statements for the financial year ended 31 December 2020.**

The Audited Financial Statements are laid pursuant to section 340(1)(a) of the Companies Act 2016 for discussion only, shareholders' approval for the Audited Financial Statements is not required. Therefore, this Agenda item will not be put forward for voting.

### **2. Ordinary Resolution 1 - Payment of Directors' fees and benefits for the financial year ending 31 December 2021**

The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and benefits on current financial year basis, calculated based on the number of scheduled Board and Committee meetings for 2021 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees and benefits proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees and benefits to meet the shortfall.

### **3. Ordinary Resolutions 2, 3 and 4 – Re-election of Directors pursuant to Clause 95 of the Company's Constitution**

Clause 95 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire and be eligible for re-election provided that each Director must retire from office at least once in every three (3) years.

The profiles of Datuk Wan Khalik Bin Wan Muhammad, Mr. Lai Chin Tak and Mr. Puan Chan Cheong, who stand for re-election at this AGM, and their interest in the securities of the Company are set out on pages 7 and 9 of the Annual Report.

### **4. Ordinary Resolution 5 – Re-election of Director pursuant to Clause 102 of the Company's Constitution**

Clause 102 of the Company's Constitution provides that a newly appointed Director shall hold office only until the next following AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that AGM.

The profile of Dr. Tee Kim Siong, who was appointed as Director of the Company on 12 October 2020, who stand for re-election at this AGM, and his interest in the securities of the Company are set out on page 10 of the Annual Report.

## **Explanatory Notes on Special Business:**

### **5. Ordinary Resolution 7 – Renewal of Authority for Directors to issue shares**

The proposed Ordinary Resolution 7, if passed, primarily to renew the general mandate which was given to the Board of Directors of the Company at the Extraordinary General Meeting 2 ("EGM 2") held on 5 February 2021 to issue and allot shares in the Company up to an amount not exceeding twenty percent (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being for the purpose of funding impending and future investment projects, working capital and/or acquisition, repayment of bank borrowings or strategic opportunities involving equity deals in a more flexible and expedient manner ("the previous mandate"). The previous mandate will lapse at the conclusion of this AGM. As at the date of Notice of this AGM, no shares have been issued pursuant to the previous general mandate granted by shareholders at the EGM 2 of the Company.

The Board of Directors wishes to seek the shareholders' approval for a renewal of the previous mandate at this AGM to provide flexibility to the Company in its capital raising exercises including but not limited to further placement of shares for purpose of funding the Company's expansion plans, the current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions without having to convene separate general meetings. The Board of Directors is of the view that the general mandates in particular the 20% General Mandate are in the best interest of the Company and its shareholder as it enable the Company to raise more capital to meet its funding requirements. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

# NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

## 6. Ordinary Resolution 8 - Proposed Renewal of Shareholders' Mandate

The proposed Resolution 8, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business which carried out on an arm's length basis based on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. The details of the proposal are set out in the Circular to Shareholders dated 27 May 2021 which is available on the Company's corporate website at [www.g3global.com.my](http://www.g3global.com.my).

## PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the Annual General Meeting (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, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## DIGITAL COPY OF ANNUAL REPORT 2020 AND CIRCULAR

Please be informed that the digital copy of the Annual Report 2020 and Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Circular") of G3 Global Berhad are now available for viewing / downloading from the Company's corporate website at [www.g3global.com.my](http://www.g3global.com.my) or you may scan the QR code below for the documents.



Shareholders may request for copies of the printed Annual Report 2020 and / or printed Circular at the Share Registrar's website, [www.agriteum.com.my](http://www.agriteum.com.my), "Request Annual Report / Circular", key in "**G3 GLOBAL BERHAD**", complete and submit the online request form, or contact Ms. Mageesh at telephone 03-5885 8578 or e-mail your request to [contact@g3global.com.my](mailto:contact@g3global.com.my). The printed copy of the Annual Report 2020 and /or printed Circular will be sent to you as soon as reasonably practicable after the receipt of your request.

## STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this Notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming Annual General Meeting.

The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the proposed ordinary resolution 7 as stated in the Notice of Annual General Meeting of the Company for details.