

THIS CIRCULAR TO SHAREHOLDERS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused the contents of this Circular in relation to the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Circular”) prior to its issuance as this Circular is under the category of Exempt Circulars pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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G3 GLOBAL BERHAD

Registration No. 200201002733 (570396-D)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The above proposal will be tabled at the 19th Annual General Meeting (“AGM”) of the Company to 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. or at any adjournment thereof. The Notice of the AGM together with the Form of Proxy are set out in the Annual Report 2020 of the Company which are available for viewing/downloading from the Company’s corporate website at www.g3global.com.my.

A member who is entitled to attend, participate, speak and vote at the AGM is entitled to appoint a proxy(ies) to attend, participate, speak and vote on his behalf. The Proxy Form must be deposited with our Share Registrar at Agriteum Share Registration Services Sdn Bhd, 2nd Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, not less than twenty-four (24) hours before the time stipulated for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you wish to do so.

Last date and time for lodging the Form of Proxy : Thursday, 24 June 2021 at 3.00 p.m.

Date and time for the AGM : Friday, 25 June 2021 at 3.00 p.m.

This Circular is dated 27 May 2021

DEFINITIONS

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

“Act”	: Companies Act, 2016
“AGM”	: Annual General Meeting
“Annual Report 2020”	: Annual Report of G3 Global for the financial year ended 31 December 2020
“AG3”	: AG3 Sdn Bhd [Registration No. 201801046620 (1308652-M)]
“AGA Global”	: AGA Global Associate Holding Sdn Bhd [Registration No. 201501030250 (1155574-A)]
“AGA Touch”	: AGA Touch (M) Sdn Bhd [Registration No. 200801019616 (820926-K)]
“Atilze”	: Atilze Digital Sdn Bhd [Registration No. 201401030974 (1107060-M)]
“Board” or “the Directors”	: Board of Directors of the Company
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Clarity”	: Clarity OSS (Malaysia) Sdn. Bhd. [Registration No. 200901024664 (867764-V)]
“CMSA”	: Capital Markets and Services Act, 2007
“Constitution”	: Constitution of G3 Global
“Datuk’ Haji Khan”	: Datuk Haji Khan Bin Mohd Akram Khan
“Director”	: Shall have the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the RRPT were agreed upon, a director of G3 Global, its subsidiary or holding company or a chief executive of G3 Global, its subsidiary or holding company
“EGM”	: Extraordinary General Meeting
“FPE”	: Financial period ended
“FYE”	: Financial year ended/ending, as the case may be
“G3 Global” or “Company”	: G3 Global Berhad [Registration No.200201002733 (570396-D)]
“G3 Global Group” or “Group”	: G3 Global and its subsidiaries
“G3 Global Shares” or “Shares”	: Ordinary shares of G3 Global
“Green Packet”	: Green Packet Berhad [Registration No. 200001032335 (534942-H)]
“G3 Technologies”	: G3 Technologies Sdn Bhd. [Registration No. 201901016274 (1325602-T)] (formerly known as Myedge AI Sdn Bhd)
“ICT”	: Information and communications technology

DEFINITIONS

“Kiple”	: Kiple Sdn Bhd [Registration No. 201601037315 (1208256-A)]
“Kiplepay”	: Kiplepay Sdn Bhd [Registration No. 200001007771 (510377-P)]
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
“LPD”	: 11 May 2021, being the latest practicable date prior to the printing of this Circular
“Maasdots”	: Maasdots Sdn. Bhd. [Registration No. 201901021897 (1331226-K)]
“Major Shareholder”	: A person who has (which includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon) an interest or interests in one or more voting shares in G3 Global or any other company which is the subsidiary or holding company of G3 Global and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder in the Company. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.
“NA”	: Net assets attributable to ordinary equity holders of the Company
“Person(s) Connected”	: Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
“Proposed Renewal of Shareholders’ Mandate”	: The proposed renewal of shareholders’ mandate for G3 Global and/or its subsidiaries to enter into RRPT pursuant to paragraph 10.09 of the Listing Requirements
“Related Party”	: A Director, Major Shareholder or Person Connected with such Director or Major Shareholder
“RM” and “Sen”	: Ringgit Malaysia and Sen, respectively
“RRPT”	: Related party transaction(s) which is recurrent, of a revenue or trading nature which are in the ordinary course of business and are necessary for day-to-day operations of the Group, which involve the interest, direct or indirect, of a Related Party
“Tasstech”	: TassTech (Malaysia) Sdn Bhd [Registration No. 200101002022 (537778-W)]

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

Reference to persons shall include a corporation, unless otherwise specified. Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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G3 GLOBAL BERHAD

Registration No. 200201002733 (570396-D)
(Incorporated in Malaysia)

Registered Office:

Level 2, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur

Date: 27 May 2021

The Board of Directors:

Datuk Wan Khalik Bin Wan Muhammad (*Executive Chairman*)
Dirk Johann Quinten (*Managing Director*)
Datuk Haji Khan Bin Mohd Akram Khan (*Non-Independent Non-Executive Director*)
Dr. Tee Kim Siong (*Executive Director*)
Ahmad Rizan Bin Ibrahim (*Executive Director*)
Puan Chan Cheong (*Non-Independent Non-Executive Director*)
Yong Kim Fui (*Independent Non-Executive Director*)
Salihin Bin Abang (*Independent Non-Executive Director*)
Lai Chin Tak (*Independent Non-Executive Director*)

To: The Shareholders of G3 Global

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the Company's AGM held on 29 July 2020, the Company had obtained our shareholders' approval for the Group to enter into RRPTs ("**Existing Mandate**").

The Existing Mandate shall lapse at the conclusion of the forthcoming AGM, which has been scheduled to be held on 25 June 2021 unless it is renewed by a resolution passed at the said meeting.

On 24 May 2021, our Board announced its intention to seek your approval for the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate and to seek your approval on the ordinary resolution relating to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM. The Notice of AGM and the Form of Proxy are enclosed with our Annual Report 2020 of the Company which are available for viewing/downloading from the Company's corporate website at www.g3global.com.my.

SHAREHOLDERS OF G3 GLOBAL ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek a shareholders' mandate in respect of RRPT involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to, *inter alia*, the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed as follows:
 - (a) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (b) the percentage ratio of such RRPT is 1% or more,whichever is higher;
- (iii) issuance of a circular to shareholders by the Company containing information as specified in the Listing Requirements. The draft circular relating shareholders' mandate for new RRPT must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (v) the Company immediately announce to Bursa Securities when the actual value of the RRPT entered into by the Company exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In its ordinary course of business, the Group has entered into certain RRPT and it is anticipated that the Group would enter into such transactions with the Related Party in the ordinary course of business, the particulars of which are set out in Section 2.3 below.

Accordingly, the Company proposes to seek the approvals from its shareholders for G3 Global Group to enter into RRPT with Related Party as disclosed in Section 2.3.1 of this Circular, on terms not more favourable to the Related Party than those generally available to or from the public and are not detrimental to the minority shareholders.

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders at the forthcoming AGM, shall take effect from the date of passing of the resolution proposed at the forthcoming AGM and will continue to be in force until:

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

whichever is the earlier.

Thereafter, approval from the shareholders will be sought for the renewal of the mandate for the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature which are in the ordinary course of business and are necessary for the day-to-day operations of the Group, at each subsequent AGM of the Company.

Disclosure will be made in our annual report in accordance with Paragraph 3.1.5 of Practice Note No. 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT made during the financial year pursuant to the Proposed Renewal of Shareholders' Mandate based on the following information:

- (a) the type of RRPT entered into; and
- (b) the names of the Related Parties involved in each type of RRPT entered into and their relationship with the Group.

2.2 Principal Activities of G3 Global Group

The principal activity of the Company is investment holding, information and communications technology. G3 Global Group is involved in the provision of services relating to telecommunications industry and Artificial Intelligence solutions.

The particulars of the subsidiaries of G3 Global and their principal activities as at the LPD are as follows:

Name of company Subsidiaries	Effective equity interest (%)	Principal activities
G.A. Blue Apparel Sdn Bhd	100	Dormant
Delison Sdn Bhd	100	Dormant
Lensan Sdn Bhd	100	Dormant
Sebico Jaya Trading Co. Sdn Bhd	100	Dormant
Atilze Digital Sdn Bhd	100	Supplier of telecommunication solutions, services and products
Atilze Solutions Sdn Bhd	100	Dormant
Atilze AI Sdn Bhd	100	Provision of information technology service and Artificial Intelligence ("AI") solutions
G3 Technologies Sdn Bhd (formerly known as Myedge AI Sdn Bhd)	100	Provision of AI solutions
AG3 Sdn. Bhd.	60	Provide security guards digital platform services
<i>Subsidiary of Atilze Digital Sdn Bhd</i> Connected Mobility Technologies Sdn Bhd	55	Dormant

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2.3 Details of the RRPT under the Proposed Renewal of Shareholders' Mandate

2.3.1 The details of the RRPT in respect of which the Company is seeking for Proposed Renewal of Shareholders' Mandate are as follows:

Company in G3 Global Group	Transacting Party /Provider	Recipient	Nature of transactions	Related Party	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 June 2020 ("Estimated Value") (RM)	Actual value transacted (from date of AGM on 29 July 2020 up to the LPD) ("Actual Value") (RM)	^{N1} Estimated aggregate value during the validity period of the Proposed Renewal of Shareholders' Mandate ("Current Estimated Value") (RM)
Atilze	Atilze	Green Packet, Green Packet (S) Pte Ltd	Sales of Wireless Equipment and Router	Green Packet ^(N2) , Green Packet (S) Pte Ltd ^(N2) , Green Packet Holdings Ltd ^(N3) , Puan Chan Cheong ^(N4) Dr Tee Kim Siong ^(N5)	10,000,000	2,382,629	10,000,000
Atilze	Green Packet, Roadmio Technologies Pte Ltd	Atilze	Purchases of Connected Car Devices	Green Packet ^(N2) , Green Packet Holdings Ltd ^(N3) , Roadmio Technologies Pte Ltd ^(N2) , Puan Chan Cheong ^(N4) Dr Tee Kim Siong ^(N5)	10,000,000	0	10,000,000
AG3, G3 Global	Green Packet, Kiplepay	AG3, G3 Global	Provision of e-wallet as a service, setting up e-commerce platform, payment gateway and digital marketing services	Green Packet ^(N2) , Kiplepay ^(N2) Green Packet Holdings Ltd ^(N3) , Puan Chan Cheong ^(N4) Dr Tee Kim Siong ^(N5)	12,000,000	0	12,000,000
G3 Global, AG3, Atilze AI, G3 Technologies	AGA Touch , Clarity, AGA Global	G3 Global, AG3, Atilze AI, G3 Technolo	Procuring of Big Data services involving complex and massive data analytics techniques and	AGA Touch ^(N7) , AGA Global ^(N7) , Clarity ^(N7) , Datuk Haji Khan ^(N7) ,	4,000,000	0	8,000,000

Company in G3 Global Group	Transacting Party /Provider	Recipient	Nature of transactions	Related Party	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 June 2020 ("Estimated Value")	Actual value transacted (from date of AGM on 29 July 2020 up to the LPD) ("Actual Value")	^{N1} Estimated aggregate value during the validity period of the Proposed Renewal of Shareholders' Mandate ("Current Estimated Value")
		gies, Atilze	technologies, Provision of Data Management services	Datin Yasmine ^(N8)			
G3 Global	G3 Global	Green Packet, Kiplepay, Kiple	Distributorship for AI equipment and services such as thermal scanners, face recognition systems and backend software.	Green Packet ^(N2) , Kiplepay ^(N2) , Kiple ^(N2) Green Packet Holdings Ltd ^(N3) , Puan Chan Cheong ^(N4) Dr. Tee Kim Siong ^(N5)	18,000,000	26,550	18,000,000

2.3.2 Existing Mandate but does not require renewal at the forthcoming AGM

The following Existing Mandate which were approved under the preceding shareholders' mandate but does not require renewal at the forthcoming AGM pursuant to the Proposed Renewal of Shareholders' Mandate:

Tasstech ceased to be Related Party as YM Raja Muhammad Badiuzzaman Bin Raja Chulan has resigned from G3 Global Berhad on 28 May 2020 and transaction commencing after 29 January 2021 will not be considered as related party transaction as it will not involve the interest, direct or indirect of a Related Party.

Green Packet International Sdn Bhd ceased to be Related Party as the services are be no longer be required.

Company in G3 Global Group	Transacting Party /Provider	Recipient	Nature of transactions	Related Party	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 June 2020 ("Estimated Value") (RM)	Actual value transacted (from date of AGM on 29 July 2020 up to the LPD) ("Actual Value") (RM)
G3 Global	G3 Global, Maasdots	Tasstech	Provision of AI, ICT products and E-commerce platform services	YM Raja Muhammad Badiuzzaman Bin Raja Chulan ^(N6) , Tasstech ^(N6)	12,000,000	712,334
Atilze	Green Packet International Sdn Bhd	Atilze	Provision of Shared Services – IT services, Facilities Services	Green Packet ^(N2) , Green Packet International Sdn Bhd ^(N2) , Green Packet Holdings Ltd ^(N3) , Puan Chan Cheong ^(N4) , Tan Kay Yen and Liew Kok Seong ^(N9)	720,000	0
G3 Global	Tasstech	G3 Global	Provision of Shared Services – IT involving network infrastructure and services and estimated monthly rental of RM50,000 at corporate offices located in IOI Tower 2, Level 17.	YM Raja Muhammad Badiuzzaman Bin Raja Chulan ^(N6) , Tasstech ^(N6)	4,600,000	0

Notes:

(N1) The Current Estimated Value of the transactions is merely indicative estimates which are based on past transactions values and/or management's estimate, and the Actual Values may vary due to changes in inter-alia, market condition, market prices and exchange rates.

(N2) Green Packet is a company incorporated in Malaysia on 15 December 2000 and the Company is principally involved in the business of investment holding, research, development, manufacturing, marketing and distribution of wireless networking and telecommunication products, networking solutions and other high technology products and services. Green Packet was listed on Main Board of the Bursa Securities on 18 July 2007. As at LPD, Green Packet is a major shareholder of G3 Global with direct equity interest of 14.20%. Green Packet is the holding company of Green Packet (S) Pte Ltd, Roadmio Technologies Pte Ltd, Green Packet International Sdn. Bhd., Kiplepay Sdn. Bhd. and Kiple Sdn Bhd.

(N3) Green Packet Holdings Ltd is an indirect Major Shareholder of G3 Global. Deemed interested by virtue of their shareholdings in Green Packet pursuant to Section 8 of the Act.

(N4) Puan Chan Cheong is a Non-Independent Non-Executive Director of G3 Global. Puan Chan Cheong is indirect Major Shareholder of G3 Global. Deemed interested by virtue of his shareholdings in Green Packet pursuant to Section 8 of the Act.

(N5) Dr Tee Kim Siong is an Executive Director of the Company, and he is nominated to G3 Global Board by Green Packet ("Nominee Directors of Green Packet") on 12 October 2020. As such, he is deemed interested in the Proposed Renewal of Shareholders' Mandate.

(N6) YM Raja Muhammad Badiuzzaman Bin Raja Chulan was the Chief Executive Officer ("CEO") of G3 Global within preceding 6 months from the date of proposed RRPT, whereby he resigned as CEO on 28 May 2020. He is a director and substantial shareholder of Tasstech.

Tasstech is a company incorporated in Malaysia on 26 January 2001 and principally involved in the business of:

- Development, maintenance, management and operation of a Malaysian Advance Passenger Screening System (M-APSS)
- Design, supply, installation, construction, maintenance, support and operation of M-APSS activities

(N7) Datuk Haji Khan is a Non-Independent Non-Executive Director of G3 Global. He is an indirect major shareholder of G3 Global. Deemed interest by virtue of his shareholdings in Global Man Capital Sdn Bhd pursuant to Section 8 of the Act.

Datuk Haji Khan is a director for AGA Global and Clarity. He is also the major shareholder of AGA Global. AGA Touch is the wholly-owned subsidiary of AGA Global.

Datuk Haji Khan is also the sole shareholder of Clarity.

AGA Global is a company incorporated in Malaysia on 14 August 2015 and principally involved in the business of Investment holding, dealers, manufactures and general merchants. AGA Touch is a company incorporated in Malaysia on 9 June 2008 and principally involved in the business of website designer, software developer and other related information technology service provider. Clarity is a company incorporated in Malaysia on 10 August 2009 and principally involved in provision of software solutions and other related services that maintain, support and develop the network systems.

(N8) Datin Yasmine Jane Binti Abdullah ("**Datin Yasmine**") is the spouse of Datuk Haji Khan. She is also a director of AGA Global, AGA Touch and Clarity. She is also the major shareholder of AGA Global.

(N9) Tan Kay Yen was a Non-Independent Non-Executive Director of the Company and Liew Kok Seong was an alternate director to Tan Kay Yen, and they were nominated to G3 Global Board by Green Packet ("Nominee Directors of Green Packet"). As such, they were deemed interested in the RRPT in the Existing Mandate. Liew Kok Seong ceased as alternate director to Tan Kay Yen on 9 October 2020 and Tan Kay Yen resigned as Director of G3 Global on 12 October 2020.

2.3.3 There has not been any deviation where the actual value transacted of each RRPT, from the date on which the Existing Mandate was obtained up to the LPD, exceeds the estimated value of each RRPT as disclosed in the preceding year's circular to shareholders by 10% or more.

2.4 Amount Due and Owing to G3 Global Group by Related Party

There is no amount due and owing by the Related Party to G3 Global Group pursuant to the RRPT which exceeded the credit terms as at the financial year ended 31 December 2020.

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3. GUIDELINES, METHODS AND PROCEDURES IN RELATION TO THE RRPT

3.1 Guidelines on Thresholds of Authority

The thresholds for the approval of RRPT within G3 Global Group are as follows:

- (i) For RRPT up to the prescribed threshold of the Listing Requirements of RM1 million or 1% of the applicable percentage ratio, whichever is lower, the RRPT will be reviewed by the Chief Financial Officer and approved by any one Director.
- (ii) For RRPT exceeding the prescribed threshold of the Listing Requirement of RM1 million or 1% of the applicable percentage ratio, whichever is lower, the RRPT will be reviewed by the Audit Committee and approved by the Board.

3.2 Terms of the RRPT

The terms of the RRPT are consistent with the Group's usual business practices and policies and are not more favourable to the Related Party than to those generally available to the public (where applicable) and are not to the detriment of the minority shareholders of G3 Global.

3.3 Review methods or procedures for the RRPT

G3 Global Group has established the following procedures and guidelines to ensure that the RRPT are undertaken on transaction prices and terms not more favourable to the Related Party than those generally available to third parties and are not to the detriment of the minority shareholders and that they are conducted at arms' length and on normal commercial terms consistent with the Group's usual business practices and policies and will not be prejudicial to shareholders:

- The Group's management personnel who manages, approves and negotiates the terms and pricing of transactions with Related Party shall not be a management personnel who has any interest, directly and/or indirectly, with the Related Party. Should such management personnel have any interest, directly and/or indirectly, with the Related Party in respect of transactions, such person must declare his/her interest to the Company and abstain from all dealings in connection with the transactions on behalf of G3 Global Group.
- The pricing, level and quality of products or services shall be determined based on the usual commercial terms, business practices and policies or otherwise in accordance with those practised by the Group with third parties including other applicable industry norms/ considerations.
- As part of this process in determining the pricing of products or services under RRPT, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services, and/or quantities will be used as comparison, wherever possible, to determine whether the prices and terms offered to/by the Related Party are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same/substantial similar type of products/services and/or quantities.
- Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Group based on the Group's usual business practices to ensure that the RRPT is not detrimental to the Group and the reasons for the inability to obtain such quotation or comparative pricing in the first place shall be minuted by the Group's management for future review.
- Records will be maintained by the Company to capture all RRPT entered into pursuant to the Proposed Renewal of Shareholders' Mandate.
- Review by the Internal Auditor of all significant RRPT entered into pursuant to the Proposed Renewal of Shareholders' Mandate to ensure that the relevant approvals have been obtained and transactions are undertaken on an arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to third parties and are not detrimental to the minority shareholders.

- Review by the Audit Committee of the management reports to ascertain that the guidelines and procedures established to monitor all significant RRPT have been complied with and the review shall be done at least every quarter.
- Review by the Board and the Audit Committee of the procedures for entering into RRPT as and when necessary. If a member of the Board or Audit Committee has an interest (direct or indirect) in the transaction, he / she shall abstain from deliberation and any decision-making by the Board or the Audit Committee in respect of that transaction.
- Disclosure will be made in the Company's Annual Report or in the Group's audited financial statements breakdown of the aggregate value, type of transactions and the names of the Related Party involved in each type of the RRPT made and their relationship with the respective companies involved made pursuant to the Proposed Renewal of Shareholders' Mandate during the financial year.
- In addition, pursuant to paragraph 2.5 of Practice Note 12 of the Listing Requirements, if the actual value of the RRPT entered into by any company within the Group exceeds the estimated value of RRPT disclosed in this Circular by 10% or more, the Company would make an immediate announcement to Bursa Securities of such a matter.

4. RATIONALE AND BENEFITS OF TRANSACTING WITH THE RELATED PARTY

The RRPT entered into or to be entered into by G3 Global Group is in the ordinary course of business and intended to meet the business needs of the Group at the best possible terms so as to achieve the synergistic benefits within the Group. As such, it is anticipated that the RRPT would occur on a frequent and recurrent basis.

The Proposed Renewal of Shareholders' Mandate will eliminate the need to make announcements to Bursa Securities and/or to convene separate EGMs from time to time to seek shareholders' prior approval for the Group to enter into such RRPT. This will serve to reduce substantial administrative time and expenses in convening such EGMs without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group.

5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

The direct and indirect shareholdings of the interested Directors, Major Shareholders and Persons connected with them in G3 Global as at LPD are as follows:-

As at the LPD	Direct		Indirect	
	No. of G3 Global Shares	%	No. of G3 Global Shares	%
Director				
Puan Chan Cheong ^(N4)	-	-	307,320,900 ^(N2)	14.20
Datuk Haji Khan ^(N5)	-	-	528,674,800 ^(N3)	24.43
Dr Tee Kim Siong ^(N6)	-	-	-	-
Major Shareholder				
Green Packet	307,320,900	14.20	-	-
Green Packet Holdings Ltd	-	-	307,320,900 ^(N1)	14.20
Puan Chan Cheong ^(N4)	-	-	307,320,900 ^(N2)	14.20
Global Man Capital Sdn Bhd	528,674,800	24.43	-	-
Datuk Haji Khan ^(N5)	-	-	528,674,800 ^(N3)	24.43

As at the LPD	Direct		Indirect	
	No. of G3 Global Shares	%	No. of G3 Global Shares	%
Persons connected with Director and/or Major Shareholders Datin Yasmine ^(N7)	-	-	-	-

Notes:

- (N1) Deemed interested by virtue of their shareholdings in Green Packet pursuant to Section 8 of the Act.
- (N2) Deemed interested by virtue of his shareholdings in Green Packet pursuant to Section 8 of the Act.
- (N3) Deemed interested by virtue of his shareholdings in Global Man Capital Sdn Bhd pursuant to Section 8 of the Act.
- (N4) Puan Chan Cheong as the interested Director and interested Major shareholder, has abstained and will continue to abstain from deliberating and voting at the relevant Board meetings of the Company in relation to the Proposed Renewal of Shareholders' Mandate and will also abstain from voting in respect of his direct and/or indirect shareholdings in the Company, if any, on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the Company's forthcoming AGM. Further, he has undertaken that he will ensure that persons connected with him will abstain from voting in respect of his direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the Company's forthcoming AGM.
- (N5) Datuk Haji Khan as the interested Director and interested Major shareholder, has abstained and will continue to abstain from deliberating and voting at the relevant Board meetings of the Company in relation to the Proposed Renewal of Shareholders' Mandate and will also abstain from voting in respect of his direct and/or indirect shareholdings in the Company, if any, on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the Company's forthcoming AGM. Further, he has undertaken that he will ensure that persons connected with him will abstain from voting in respect of his direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the Company's forthcoming AGM.
- (N6) Dr. Tee Kim Siong is a Director nominated to G3 Global Board by Green Packet ("Nominee Directors of Green Packet"). As such, the Nominee Director of Green Packet is deemed interested in the Proposed Renewal of Shareholders' Mandate. Accordingly, he has abstained and will continue to abstain from deliberating and voting at the relevant Board meetings of the Company in relation to the Proposed Renewal of Shareholders' Mandate and will also abstain from voting in respect of his direct and/or indirect shareholdings in the Company, if any, on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the Company's forthcoming AGM. Further, he has undertaken that he will ensure that persons connected with him will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the Company's forthcoming AGM.
- (N7) Datin Yasmine, the spouse of Datuk Haji Khan is the person connected to Datuk Haji Khan. She is also a director of AGA Global, AGA Touch and Clarity. She is also the major shareholder of AGA Global. She will abstain from voting in respect of her direct and/or indirect shareholdings in the Company, if any, on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the Company's forthcoming AGM. Further, she has undertaken that she will ensure that persons connected with her will abstain from voting in respect of her direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the Company's forthcoming AGM.

Green Packet and Global Man Capital Sdn Bhd, being the interested major shareholders, will abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution, deliberating or approving the Proposed Renewal of Shareholders' Mandate at the Company's forthcoming AGM. They have respectively undertaken to ensure that persons connected with them will also abstain from voting on the ordinary resolution deliberating or approving the Proposed Renewal of Shareholders' Mandate at the Company's forthcoming AGM.

Save as disclosed, none of the other Directors or Major Shareholders of G3 Global and/or Persons Connected with them, has any interest, direct or indirect in the Proposed Renewal of Shareholders' Mandate.

6. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is not expected to have any effect on the share capital and number of issued shares, NA, earnings per share, dividend and gearing of the Group.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for Directors who are deemed interested in the Proposed Renewal of Shareholders' Mandate as mentioned in Section 5 above and have abstained from forming an opinion) having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is fair, reasonable and in the best interests of the Company's shareholders and the Group and accordingly recommend that you vote **IN FAVOUR** of the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

8. STATEMENT OF AUDIT COMMITTEE

The Audit Committee has the overall responsibility of determining whether the procedures for reviewing all RRPT are appropriate to ensure that the RRPT are within the limits approved pursuant to the Proposed Renewal of Shareholders' Mandate.

The Audit Committee has seen and reviewed the terms of the Proposed Renewal of Shareholders' Mandate and is satisfied that G3 Global Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner and these procedures and processes are reviewed on a quarterly basis.

The Audit Committee is of the view that the procedures as set out in Section 3.3 are sufficient to ensure that the RRPT are carried out:

- (i) at arms' length and in accordance with the Group's normal commercial terms;
- (ii) on terms which are not more favourable to the Related Party than those generally available to the public; and
- (iii) are not to the detriment of the minority shareholders.

Any member of the Audit Committee who is interested in any RRPT has not and shall not be involved in the review and deliberation of the relevant RRPT.

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9. APPROVALS REQUIRED

The Proposed Renewal of Shareholders' Mandate will be sought from the shareholders of G3 Global at the AGM to be convened.

10. AGM

The notice convening the AGM to vote on the resolution in respect of the Proposed Renewal of Shareholders' Mandate and the Form of Proxy are set out in the Annual Report 2020 of the Company which are available for viewing/downloading from the Company's corporate website at www.g3global.com.my. The AGM 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. or at any adjournment thereof for the purpose of considering and if thought fit, approving, inter alia, with or without modifications, the ordinary resolution on the Proposed Renewal of Shareholders' Mandate.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Form of Proxy enclosed together with the notice of AGM in accordance with the instructions therein. The Form of Proxy must be deposited at the Share Registrar of our Company, Agriteum Share Registration Services Sdn Bhd, 2nd Floor, Wisma Penang Garden 42, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than twenty four (24) hours before the time stipulated for holding the meeting. The completion and return of the Form of Proxy will not preclude you from attending and voting at the AGM in person should you subsequently wish to do so.

11. FURTHER INFORMATION

You are advised to refer to the Appendix I set out in this Circular for further information.

Yours faithfully
For and on behalf of the Board of
G3 GLOBAL BERHAD

DATUK WAN KHALIK BIN WAN MUHAMMAD
Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL LITIGATION

As at the LPD, neither our Company nor our Group is engaged in any material litigations, claims or arbitration, either as plaintiff or defendant, and our Board does not have any knowledge of any proceedings, pending or threatened, against our Company or our Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of our Group.

3. MATERIAL CONTRACTS

Save as disclosed below, as at the LPD, neither our Company nor our subsidiary companies have entered into any contracts which are or may be material (not being contracts entered into in the ordinary course of business of our Group) during the 2 years immediately preceding the date of this Circular:

- (i) On 26 April 2019, the Company entered into the Memorandum of Understanding ("MOU") with Sensetime Group Ltd ("Sensetime") and China Harbour Engineering Company Ltd. (collectively referred to as "Parties") to sets out the understanding between Parties in relation to a proposed collaboration to establishing an AI Park in Malaysia ("**Project**") as well as the roles and responsibilities of each Party in the Project. The Parties shall endeavour to invest in the Project with total amount One Billion United States Dollar (USD 1,000,000,000.00) ("Investment Sum")

The Parties' respective contributions towards the Investment Sum shall be determined at a later stage prior the signing of a definitive collaboration agreement or any other agreement(s) in relation to the proposed collaboration between the Parties relating to the Project.

- (ii) On 27 May 2019, the Company entered an agreement to dispose off entire equity interests in Edwin Jeans (M) Sdn Bhd, G.A. Blue Corporation Sdn Bhd and Yen Retailing (M) Sdn Bhd to Triple Treasure Sdn Bhd for a total disposal consideration of RM4,384,000 ("Disposal") which was satisfied by cash. The Disposal has been completed on 13 December 2019.
- (iii) Atilze AI Sdn Bhd, a wholly-owned subsidiary of the Company has on 9 October 2020 received a Letter of Intent (LOI) on even date from Technology Park Malaysia for the proposed development of Phase 3 Technology Park Malaysia, Bukit Jalil.

4. CONTINGENT LIABILITIES

As at the LPD, our Board is not aware of any contingent liabilities incurred or known to be incurred by our Company or our Group, which may have material impact on the financial position of our Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, during normal office hours from Monday to Friday (except public holidays) from the date of this Circular up to the time set for convening the forthcoming AGM:-

- i. Our Company's Constitution;
- ii. Audited consolidated financial statements of G3 Global for FYE 31 December 2019 and FYE 31 December 2020, as well as the latest unaudited quarterly results for the period ended 31 March 2021; and
- iii. Material contracts referred to in Section 3 above.

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