

**G3 GLOBAL BERHAD**  
Company No. 200201002733 (570396-D)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of the Company will be held on a virtue basis through live streaming and remote voting via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) (Domain Registration No. with MYNIC-D1A400977) on Thursday, 22 June 2023 at 2.30 p.m. for the purpose of considering the following businesses:

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**AGENDA**

**AS ORDINARY BUSINESS:**

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|----|--|---|
| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.              | <i>[Please refer to Explanatory Note 1]</i> |
| 2. | To approve the payment of Directors' fees and benefits amounting to RM380,000 for the financial year ending 31 December 2023.  | <b>Ordinary Resolution 1</b>                |
| 3. | To re-elect Mr Dirk Johann Quinten who retires by rotation pursuant to Clause 95 of the Company's Constitution.  | <b>Ordinary Resolution 2</b>                |
| 4. | To re-elect Mr Kunal Tayal who retires by rotation pursuant to Clause 95 of the Company's Constitution.  | <b>Ordinary Resolution 3</b>                |
| 5. | 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. | <b>Ordinary Resolution 4</b>                |

**AS SPECIAL BUSINESS:**

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

- |    |  |                              |
|----|--|------------------------------|
| 6. | <b>ORDINARY RESOLUTION<br/>RENEWAL OF AUTHORITY FOR DIRECTORS TO ISSUE SHARES</b>  | <b>Ordinary Resolution 5</b> |
|    | <p>"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"), any directives or modifications or reliefs issued by Bursa Securities from time to time in relation to the general mandate for issue of 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 total number of new shares issued pursuant to this resolution when aggregate with the</p> |                              |

number of new shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being.

THAT such authority 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.

FURTHER THAT pursuant to Section 85 of the Act read together with Clause 57 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered with new shares ranking equally to the existing issued shares arising from the issuance and allotment of the new shares in the Company pursuant to Sections 75 and 76 of the Act, AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

7. **ORDINARY RESOLUTION**

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

**Ordinary  
Resolution 6**

"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 2.5 of the Circular to Shareholders dated 28 April 2023 ("**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."

#### **ANY OTHER BUSINESS**

- 8. 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

28 April 2023

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, 2<sup>nd</sup> Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang at least twenty-four (24) hours before the time appointed for the taking of poll at 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 15 June 2023. 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.

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

### **1. *Item 1 of the Agenda 1 – Audited Financial Statements for the financial year ended 31 December 2022.***

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 2023***

The proposed Directors' fee and benefits had been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognise that the Directors' fees and benefits payable are reasonable and are in the best interest of the Company. 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 2023 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees and benefits proposed are insufficient (e.g., due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting ("AGM") for additional fees and benefits to meet the shortfall.

### **3. *Ordinary Resolutions 2 and 3 – 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.

Both Mr Dirk Johann Quinten and Mr Kunal Tayal shall retire by rotation, being eligible had offered themselves for re-election at this AGM. Their profile and interest in the securities of the Company are set out in the section of Directors' Profile in the Annual Report.

The Nomination Committee had assessed the performance of the above Directors based on the performance evaluation criteria which incorporated with the Directors' fit and proper criteria as set out in the Directors' Fit and Proper Policy of the Company. The Nomination Committee was satisfied with their performance in discharging his duties and responsibilities as Director and both meet the Directors' fit and proper criteria. The Board recognises the effort made by Mr Dirk Johann Quinten who is the Managing Director in driving the business continuity of the Group in the challenging business environment. Mr Kunal Tayal as a Non-Independent Non-Executive Director has provided check and balance on the Board. He plays an active role in overseeing the corporate governance, financial performance and risk management of the Group. Based the above, the Board recognised their contribution and supported the Nomination

Committee's recommendation that both Mr Dirk Johann Quinten and Mr Kunal Tayal shall continue serving the Board. Hence, the Board seeks the shareholders to vote in favour of these resolutions.

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

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

The proposed Ordinary Resolution 5, if passed, will give the Directors of the Company the flexibility to issue and allot shares up to an amount not exceeding ten per centum (10%) of the Company's total number of issued shares for the time being upon such terms and conditions and for such purposes and to such person or persons as the Directors of the Company in their absolute discretion consider to be in the best interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate sought will provide flexibility to the Company for any possible fund-raising activities including but not limited for further placement of shares for purpose of funding the Company's current and/or future investment projects, working capital, repayment of borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration, or for such purposes as the Board may deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

At the last AGM of the Company held on 16 June 2022, the Board obtained the 20% General Mandate from the shareholders pursuant to the relief measure accorded by Bursa Securities via its circular dated 23 December 2021. The 20% General Mandate was not utilised by the Company until 31 December 2022, thereafter, the general mandate of 10% for new issue of securities under paragraph 6.03(1) of the Main Market Listing Requirements has been reinstated ("previous general mandate"). The general mandate sought for issue of new shares under the proposed Ordinary Resolution 5 is a renewal of the previous general mandate which will lapse at the conclusion of this AGM. There are no new shares issued pursuant to the previous general mandate.

Shareholders are advised to take note that the approval given to the Directors under the proposed Ordinary Resolution 5 for the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive and deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 57 of the Constitution of the Company and will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate which this will result in a dilution to their shareholding percentage in the Company.

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

The proposed Resolution 6, 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 28 April 2023 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 2022 AND CIRCULAR**

Please be informed that the digital copy of the Annual Report 2022 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 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 2022 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. Magesh 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 2022 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, except the following Directors who retire by rotation and are standing for re-election at this forthcoming Annual General Meeting:

1. Mr Dirk Johann Quinten
2. Mr Kunal Tayal

Their profiles and their interest in the securities of the Company are set out on out in the section of Directors' Profile in the Annual Report.

**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 6 in the Notice of Annual General Meeting of the Company for details.**