

**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 perused the contents of this Circular on a limited review basis pursuant to Paragraph 4.1(c) of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities, prior to the issuance of this Circular.

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**G3 GLOBAL BERHAD**

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

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

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

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING 3**

The Notice convening the Extraordinary General Meeting 3 ("EGM 3") in respect of the Proposed New Shareholders' Mandate to be conducted on a fully virtual basis via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) on Friday, 8 April 2022 at 11.00 a.m. or immediately after the conclusion of the Extraordinary General Meeting 2 ("EGM 2") of the Company which is to be conducted on a fully virtual basis via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) at 10.30 a.m. on the same day, whichever is earlier, or at any adjournment thereof, together with the Proxy Form are enclosed in this Circular.

A shareholder entitled to attend and vote at the EGM 3 is entitled to appoint a proxy to attend and vote on his behalf. The Proxy Form must be deposited at the Company's Share Registrar's office at *AGRITEUM* Share Registration Services Sdn Bhd, 2<sup>nd</sup> Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, Malaysia on or before the date and time indicated below in order for it to be valid. The lodging of the Proxy Form will not preclude a shareholder from attending and voting in person at the EGM 3 should the shareholder subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Thursday, 7 April 2022 at 11.00 a.m.

Date and time for the EGM 3 : Friday, 8 April 2022 at 11.00 a.m.

This Circular is dated 24 March 2022.

## DEFINITIONS

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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
“Bestinet”	: Bestinet Sdn Bhd [Registration No. 200801037543 (838886-T)]
“Bestinet Healthcare”	: Bestinet Healthcare Sdn Bhd [Registration No. 202001040846 (1397167-P)] (Formerly known as Fexmedi Sdn Bhd)
“Bestinet Technology”	: Bestinet Technology Sdn Bhd [Registration No. 201201035362 (1019844-K)]
“Board” or “the Directors”	: Board of Directors of the Company
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“CMSA”	: Capital Markets and Services Act 2007
“Constitution”	: Constitution of G3 Global
“Dato’ Sri Mohd Amin”	: Dato’ Sri Aminul Islam Bin Abdul Nor
“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 2”	: Extraordinary General Meeting 2
“EGM 3”	: Extraordinary General Meeting 3
“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
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof

## DEFINITIONS

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“LPD”	: 1 March 2022, being the latest practicable date prior to the printing of this Circular.
“Major Shareholder”	<p>: 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:</p> <p>(a) 10% or more of the total number of voting shares in the Company; or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder in the Company.</p> <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.</p>
“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 New Shareholders’ Mandate”	: The proposed new shareholders’ mandate for G3 Global and/or its subsidiaries to enter into RRPT pursuant to paragraph 10.09 of the Listing Requirements
“Related Party” or “Related Parties”	: 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

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**

Company 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: 24 March 2022

**The Board of Directors:**

Dato' Sri Alias Bin Ahmad (*Independent Non-Executive Chairman*)  
Dirk Johann Quinten (*Managing Director*)  
Dato' Sri Aminul Islam Bin Abdul Nor (*Executive Director*)  
Mr. Kunal Tayal (*Non-Independent Non-Executive Director*)  
Dr. Tee Kim Siong (*Executive Director*)  
Dr. Salihin Bin Abang (*Independent Non-Executive Director*)

**To: The Shareholders of G3 Global**

Dear Sir/Madam,

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

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**1. INTRODUCTION**

On 11 March 2022, our Board announced its intention to seek your approval for the Proposed New Shareholders' Mandate at the EGM 3 to be conducted on a fully virtual basis via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) on Friday, 8 April 2022 at 11.00 a.m. or immediately after the conclusion of the EGM 2 of the Company which is to be conducted on a fully virtual basis via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) at 10.30 a.m. on the same day, whichever is earlier, or at any adjournment thereof.

The above Proposed New Shareholders' Mandate is an additional RRPT which the Board intends to seek shareholders' mandate for the Group to enter into new RRPTs with the new Related Party as set out in Section 2.5.2 of this Circular.

The Board wishes to highlight that at the Company's AGM held on 25 June 2021, the Company had already obtained our shareholders' approval for the renewal of shareholders' mandate for the Group to enter into RRPTs as stipulated in the Circular to Shareholders dated 27 May 2021 in relation to Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Existing Mandate").

The purpose of this Circular is to provide you with the relevant information on the Proposed New Shareholders' Mandate and to seek your approval on the ordinary resolution thereto to be tabled at the forthcoming EGM 3. The Notice of EGM 3 together with the Form of Proxy are enclosed in this Circular.

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 NEW SHAREHOLDERS' MANDATE AT THE FORTHCOMING EGM 3.

## 2. DETAILS OF THE PROPOSED NEW 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 in relation to a listed issuer with a share capital of more than RM60 million:
  - (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 2.5.2 below.

Accordingly, the Company proposes to seek the approvals from its shareholders for G3 Global Group to enter into RRPT with the new Related Party as disclosed in Section 2.5.2 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.

## 2.2 Validity of the Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate, if approved by the shareholders at the forthcoming EGM 3, shall take effect from the date of passing of the resolution proposed at the forthcoming EGM 3 and will continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time the new shareholders' 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.

## 2.3 Disclosure in annual report

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 New 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.

## 2.4 Principal Activities of G3 Global Group

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

<b>Name of company Subsidiaries</b>	<b>Effective equity interest (%)</b>	<b>Principal activities</b>
G3 Technologies Sdn Bhd	100	Provision of AI solutions
Bestinet Healthcare Sdn Bhd	51	Business dealing with pharmaceutical, medicines & health products specifically COVID-19 Test Kits distribution solutions as well as supply of medical equipment, devices, diagnostic tools, personal protective equipment and healthcare related products.
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

## 2.5 Details of the New RRPT and the Related Parties under the Proposed New Shareholders' Mandate

### 2.5.1 Classes of Related Parties

The Proposed New Shareholders' Mandate will apply to the following classes of Related Parties:

- (a) Directors;
- (b) Major Shareholders; and
- (c) Person Connected with the Directors and/or Major Shareholders.

### 2.5.2 The Proposed New Shareholders' Mandate shall include the following new RRPTs undertaken by G3 Global Group together with the transaction values indicated as follows:

Company in G3 Global Group	Transacting Party /Provider	Recipient	Nature of transactions (RRPT)	Related Party	Proposed New Shareholders' Mandate	
					<sup>(N1)</sup> Actual value of RRPTs transacted up to LPD  (RM)	<sup>(N2)</sup> Estimated aggregate value during the validity period of the Proposed New Shareholders' Mandate ("Current Estimated Value") (RM)
Bestinet Healthcare	Bestinet Healthcare	Bestinet <sup>(N3)</sup> , Bestinet Technology <sup>(N3)</sup> ,	Medical support services covering :  1) Supply of Covid-19 kits for testing	Dato' Sri Mohd Amin <sup>(N3)</sup> , Kunal Tayal <sup>(N4)</sup>	Nil	25,000,000





(N2) *The Current Estimated Value of the transactions is merely indicative estimates which are based on management's estimate, and the Actual Values may vary due to changes in inter-alia, market prices, exchange rates and the following market development:*

*With 313,014 applications as of 16 March 2022 and expected further increase in intake of foreign workers in order to meet foreign labour shortage in Malaysia, there will be an expected increase in demand for Bestinet Healthcare's COVID-19 Test Kits distribution solutions including supply of COVID-19 Test Kits and medical support team services in year 2022 which will contribute potentially up to RM45million and RM35million of revenue, respectively.*

*(Source: <https://themalaysianreserve.com/2022/03/18/more-than-300000-applications-for-foreign-workers-made-so-far/>)*

(N3) *Dato' Sri Mohd Amin is an Executive Director of G3 Global. He is an indirect Major Shareholder of G3 Global, deemed interested by virtue of his shareholdings in Dream Life Travels Sdn Bhd, Databliss Sdn Bhd and Instacloud Sdn Bhd pursuant to Section 8 of the Act; and through Greenfield Hills Sdn Bhd via his spouse Datin Rusilawati Binti Mohamed Yusoff and his son, Muhammad Qhailiz Norman Bin Aminul Islam.*

*Dato' Sri Mohd Amin is a director in both Bestinet and Bestinet Technology.*

*Bestinet is a company incorporated in Malaysia on 17 November 2008 and principally involved in the business of providing IT and manpower consultation; and general trading and services. Bestinet Technology is a company incorporated in Malaysia on 5 October 2012 and principally involved in provision technical information, know-how, process engineering manufacturing.*

*Both Bestinet and Bestinet Technology are one of the pioneer system providers of foreign worker recruitment solutions in Malaysia. With the opening of quarantine slots for foreign workers open for booking, both Bestinet and Bestinet Technology would require COVID-19 Test Kits supply distribution solutions, supply of COVID-19 Test Kits and support team to facilitate the swab process.*

(N4) *Kunal Tayal is a Non-Independent Non-Executive Director of G3 Global and he is also the Chief Financial officer of Bestinet. As such, Kunal Tayal is deemed interested in the Proposed New Shareholders' Mandate.*

## **2.6 Amount Due and Owing to G3 Global Group by Related Party**

The new RRPTs has not commenced up as at the LPD. As such the disclosures as required under Paragraphs 16A and 16B in Annexure PN12-A of the Practice Note 12 of the Listing Requirements are not applicable.

## **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 New Shareholders' Mandate.
- Review by the Internal Auditor of all significant RRPT entered into pursuant to the Proposed New 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 New 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 Group through the new RRPT will allow the expansion of its AI solutions to various potential clienteles and access to more opportunities. Bestinet and Bestinet Technology have been a well-established entities as the forefront of foreign worker centralised management system which will require specialised AI products and services which the Group can offer. The synergy with the Group's AI solutions will further enhanced Bestinet and Bestinet Technology's existing foreign worker systems

The new RRPT 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 new RRPT would occur on a frequent and recurrent basis.

The Proposed New 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 new 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	%
<b>Director</b>				
Dato' Sri Mohd Amin <sup>(N3)</sup>	-	-	537,888,900 <sup>(N1)</sup>	24.85
Kunal Tayal <sup>(N4)</sup>	-	-	-	-
<b>Major Shareholder</b>				
Dato' Sri Mohd Amin <sup>(N3)</sup>	-	-	537,888,900 <sup>(N1)</sup>	24.85
Muhammad Qhailiz Norman Bin Aminul Islam <sup>(N5)</sup>	-	-	342,199,700 <sup>(N2)</sup>	15.81
Greenfield Hills Sdn Bhd <sup>(N6)</sup>	342,199,700 <sup>l</sup>	15.81	-	-
<b>Persons connected with Director and/or Major Shareholders</b>				
Dream Life Travels Sdn Bhd <sup>(N7)</sup>	84,715,200	3.91	-	-
Databliss Sdn Bhd <sup>(N7)</sup>	71,304,800	3.30	-	-
Instacloud Sdn Bhd <sup>(N7)</sup>	39,669,200	1.83	-	-
Datin Rusilawati Binti Mohamed Yusoff <sup>(N8)</sup>	-	-	-	-

Notes:

- (N1) *Deemed interested by virtue of his shareholdings in Dream Life Travels Sdn Bhd, Databliss Sdn Bhd and Instacloud Sdn Bhd pursuant to Section 8 of the Act; and through Greenfield Hills Sdn Bhd via his spouse Datin Rusilawati Binti Mohamed Yusoff and his son, Muhammad Qhailiz Norman Bin Aminul Islam.*
- (N2) *Deemed interested by virtue of his shareholding in Greenfield Hills Sdn Bhd. pursuant to Section 8 of the Act.*
- (N3) *Dato' Sri Mohd Amin as the interested Director and interested indirect 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 New 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 New Shareholders' Mandate to be tabled at the Company's forthcoming EGM 3. 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 New Shareholders' Mandate to be tabled at the Company's forthcoming EGM 3.*
- (N4) *Kunal Tayal is a Director of G3 Global Board and a Chief Financial Officer of Bestinet. As such, Kunal Tayal is deemed interested in the Proposed New 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 New 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 New Shareholders' Mandate to be tabled at the Company's forthcoming EGM 3. 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 New Shareholders' Mandate to be tabled at the Company's forthcoming EGM 3.*
- (N5) *Muhammad Qhailiz Norman Bin Aminul Islam as the interested indirect Major Shareholder and also the son of Dato' Sri Mohd Amin, will abstain from voting in respect of his direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposed New Shareholders' Mandate at the Company's forthcoming EGM 3. Further, he has undertaken that he will ensure that persons connected with him will also abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the Company's forthcoming EGM 3.*
- (N6) *Greenfield Hills 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 New Shareholders' Mandate at the Company's forthcoming EGM 3. It has also undertaken to ensure that persons connected with them will also abstain from voting on the resolution, deliberating or approving the Proposed New Shareholders' Mandate at the Company's forthcoming EGM 3.*
- (N7) *Dream Life Travels Sdn Bhd, Databliss Sdn Bhd and Instacloud Sdn Bhd, being persons connected with Dato' Sri Mohd Amin, will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposed New Shareholders' Mandate at the Company's forthcoming EGM 3. They have respectively undertaken to ensure that persons connected with them will also abstain from voting on the resolution, deliberating or approving the Proposed New Shareholders' Mandate at the Company's forthcoming EGM 3.*
- (N8) *Datin Rusilawati Binti Mohamed Yusoff, the spouse of Dato' Sri Mohd Amin is the person connected to Dato' Sri Mohd Amin, will abstain from voting on the resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the Company's forthcoming EGM 3. Further, she has undertaken that she will ensure that persons connected with her will abstain from voting in respect*

*of their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the Company's forthcoming EGM 3.*

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 New Shareholders' Mandate.

#### **6. EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE**

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

#### **7. DIRECTORS' STATEMENT AND RECOMMENDATION**

The Board (save for Directors who are deemed interested in the Proposed New Shareholders' Mandate as mentioned in Section 5 above and have abstained from forming an opinion) having considered all aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New 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 New Shareholders' Mandate at the forthcoming EGM 3.

#### **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 new RRPT are within the limits approved pursuant to the Proposed New Shareholders' Mandate.

The Audit Committee has seen and reviewed the terms of the Proposed New 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.

#### **9. APPROVALS REQUIRED**

The Proposed New Shareholders' Mandate will be sought from the shareholders of G3 Global at the EGM 3 to be convened.

#### **10. EGM 3**

The EGM, the notice of which is enclosed in this Circular, to be conducted on a fully virtual basis via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) on Friday, 8 April 2022 at 11.00 a.m., or immediately after the conclusion of the EGM 2 of the Company which is to be conducted on a fully virtual basis via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) at 10.30 a.m. on the same day, whichever is earlier, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolutions to give effect to the Proposed New Shareholders' Mandate.

As a shareholder, you are entitled to appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, kindly complete and deposit the Form of Proxy at the Company's Share Registrar's office at *AGRITEUM* Share Registration Services Sdn Bhd, 2nd Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, Malaysia not later than 24 hours before the date and time fixed for the EGM 3 or any adjournment thereof. The lodging of the Proxy Form will not, however, preclude you from attending the EGM 3 and voting 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**

**DIRK JOHANN QUINTEN**  
Managing Director

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**FURTHER INFORMATION**


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**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.

**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 EGM 3:-

- 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 December 2021; and
- iii. Material contracts referred to in Section 3 above.



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

### **NOTICE OF EXTRAORDINARY GENERAL MEETING 3**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting 3 ("EGM 3") of G3 Global Berhad ("G3 Global" or "Company") will be conducted on a fully virtual basis via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) on Friday, 8 April 2022 at 11.00 a.m., or immediately after the conclusion of the Extraordinary General Meeting 2 ("EGM 2") of the Company which is to be conducted on a fully virtual basis via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) at 10.30 a.m. on the same day, whichever is earlier, or at any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolution on, with or without any amendments:

#### **ORDINARY RESOLUTION**

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

**"THAT** subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to give effect to the specific recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Section 2.5.2 of the Circular to Shareholders dated 24 March 2022, provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out on arm's length basis, in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders.

**AND THAT** the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless by a resolution passed by the shareholders of the Company in a general meeting;
- (b) the expiration of the period within which the next Annual General Meeting of the Company 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 Companies Act 2016); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to complete and to do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed New Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

#### **By Order of the Board**

**WONG YOUN KIM (SSM PC No. 201908000410) (MAICSA 70187778)**

Company Secretary  
Kuala Lumpur  
24 March 2022

## Notes:

1. *A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.*
2. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
3. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners 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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
4. *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. A proxy must be of full age. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointer. Members not resident in Malaysia may appoint and revoke proxies by cable.*
5. *For the proxy to be valid, the Proxy Form duly completed must be deposited with the Company's Share Registrar address at AGRITEUM Share Registration Services Sdn Bhd, 2nd Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, Malaysia at least twenty four (24) hours before the time appointed for holding the meeting or any adjournment thereof.*
6. *In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 31 March 2022 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.*
7. *Please refer to the Administrative Guide for the procedures to register, to participate and to vote remotely at the fully virtual meeting*



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

### **ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL EGM 3**

Day and Date	Friday, 8 April 2022
Time	11:00 am
Online Meeting Platform	<a href="http://www.agriteum.com.my">www.agriteum.com.my</a>

#### **RPV FACILITY**

Shareholder(s)/proxy(ies)/corporate representative(s)/attorney(s) are to participate, communicate and vote (collectively, "**participate**") remotely at the EGM 3 using RPV provided by *AGRITEUM* via its website at [www.agriteum.com.my](http://www.agriteum.com.my) ("**AGRITEUM Portal**").

If you wish to submit your questions via the *AGRITEUM* Portal, you must first register as a user at the *AGRITEUM* Portal. Thereafter, you may select <<My Virtual Meeting>> under the Main Menu and click on the Q&A icon to post your question(s).

Shareholder(s) may submit questions in real time via Q&A icon through typed texts during the EGM 3. Shareholder(s) may also submit questions to the Board prior to the EGM 3 via the Q&A icon in the *AGRITEUM* Portal from 12:00 noon on 1 April 2022 up to 9:30 am on 8 April 2022. If there is time constraint in answering the questions during the EGM 3, the questions will be answered through email.

#### **PROCEDURES FOR RPV FACILITY**

Shareholder(s)/proxy(ies)/corporate representative(s)/attorney(s) who wish to participate at the EGM 3 remotely using the RPV Facility are to follow the requirements and procedures as summarised below:

<b>Procedures</b>	<b>Action</b>
<b>Before the day of EGM</b>	
(i) Register as a user (only applicable to individual)	<ul style="list-style-type: none"><li>• Access <i>AGRITEUM</i> Portal at <a href="http://www.agriteum.com.my">www.agriteum.com.my</a>.</li><li>• Click &lt;&lt;Login/Register&gt;&gt; followed by &lt;&lt;Register New User&gt;&gt; to register as a new user.</li><li>• Complete the registration by filling up the information required and upload a clear copy of your <b>MyKAD</b> (both front and back page) or <b>Passport</b>.</li><li>• Read and agree to the terms &amp; conditions and thereafter submit your registration.</li><li>• Please enter a valid email address in order for you to receive the verification email from the <i>AGRITEUM</i> Portal.</li><li>• Please verify your email address before the link expires in <b>one (1) hour</b> from the time of your registration.</li><li>• Your registration will be verified and approved by the <i>AGRITEUM</i> Portal. Once approved, an email notification will be sent to you.</li></ul>
(ii) Submit your question(s)	<ul style="list-style-type: none"><li>• You may pre-submit your questions using the <i>AGRITEUM</i> Portal from 12:00 noon on 1 April 2022 up to 9:30 am on 8 April 2022.</li></ul>

Procedures	Action
<b>On the day of EGM 3</b>	
(iii) Login to <i>AGRITEUM</i> Portal at <a href="http://www.agriteum.com.my">www.agriteum.com.my</a>	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the EGM 3 at any time from 10:55 am i.e. 5 minutes before the commencement of the EGM 3 on Friday, 8 April 2022 at 11:00 am.</li> <li>If you have forgotten your password, you can reset it by clicking on &lt;&lt;Forgot Password&gt;&gt;.</li> </ul>
(iv) Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the &lt;&lt;Virtual Meeting&gt;&gt; from main menu.</li> <li>Click &lt;&lt;Join Meeting&gt;&gt; in order to join the live streaming of the EGM 3.</li> <li>If you have any question(s) during the EGM 3, you may use the Q&amp;A icon in ZOOM Cloud Meetings App to submit your question(s). The Chairman of the EGM 3 ("<b>Chairman</b>")/ Board/Management will try to respond to all relevant questions submitted during the EGM 3. If there is time constraint in answering the questions during the EGM, the responses will be answered through email.</li> <li>If you are using a smartphone to participate in the EGM 3, please download ZOOM Cloud Meetings App before the EGM 3.</li> <li>Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>
(v) Online remote voting	<ul style="list-style-type: none"> <li>Please select the &lt;&lt;Voting&gt;&gt; option located next to &lt;&lt;Join Meeting&gt;&gt; to indicate your votes for the resolutions that are tabled for voting.</li> <li>Voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.</li> <li>Please cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.</li> </ul>
(vi) End of RPV Facility	<ul style="list-style-type: none"> <li>The RPV Facility will end and the Q&amp;A icon will be disabled the moment the Chairman announces the closure of the EGM 3.</li> </ul>

#### **Notes to users of the RPV Facility:**

- Should your registration as user be approved, we will make available to you the rights to join the live-streamed EGM 3 and to vote remotely using the RPV Facility. Your login to the *AGRITEUM* Portal on the day of the EGM 3 will indicate your presence at the EGM 3.
- If you encounter any issue with your online registration at the *AGRITEUM* Portal, please call +604-2282 321 or email to [agriteumsrs@gmail.com](mailto:agriteumsrs@gmail.com) for assistance.

#### **NO RECORDING OR PHOTOGRAPHY**

Unauthorised recording and photography are strictly prohibited at the EGM 3.

#### **RECORD OF DEPOSITORS ("ROD") FOR THE EGM 3**

**Only shareholders whose names appear on the ROD as at 31 March 2022 shall be entitled to participate or appoint proxy(ies) to participate at the EGM 3 via the RPV Facility.**

#### **PROXY**

- The EGM will be conducted on a fully virtual basis. If you are unable to participate the EGM 3, you may appoint the Chairman as proxy and indicate the voting instructions in the Proxy Form.

2. If you wish to appoint proxy(ies) to participate in the EGM 3 using the RPV Facility, the Proxy Form **must be completed and deposited** with the Company's Share Registrar address at *AGRITEUM* Share Registration Services Sdn Bhd, 2<sup>nd</sup> Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, Malaysia at least twenty-four (24) hours before the time appointed for holding the meeting or any adjournment thereof. Otherwise the Proxy Form shall be treated as invalid. Please refer to the Proxy Form for the details.
3. Shareholder(s) who have appointed a proxy(ies)/authorised representative(s)/attorney(s) to participate at the EGM via the RPV Facility must ensure that his/her proxy(ies)/authorised representative(s)/attorney(s) register himself/herself at the *AGRITEUM* Portal prior to the EGM 3.

## REVOCATION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the EGM 3 by yourself, please write in to *AGRITEUM* at least twenty-four (24) hours before the time appointed for holding the EGM 3 to revoke the earlier appointed proxy.

## POLL VOTING

1. All resolutions set out in the Notice of the EGM 3 shall be put to vote by way of a poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). The Company has appointed *AGRITEUM* as Poll Administrator to conduct the poll by way of electronic means and Symphony Corporate Services Sdn. Bhd. as Independent Scrutineers to verify the poll results.
2. Upon completion of the voting session, the Independent Scrutineers will verify the poll results followed by the declaration of results by the Chairman.

***Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the EGM 3 as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.***

## RESULTS OF THE VOTING

The results of the voting for all resolutions will be announced at the EGM 3 and on Bursa Securities website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

## NO DOOR GIFT

There will be no door gift to be provided for participation at the EGM 3.

## ENQUIRY

If you have any enquiry relating to the EGM 3, please contact any of the following persons during office hours from 9:00 am to 5:00 pm on Monday to Friday:

***AGRITEUM*** Share Registration Services Sdn. Bhd.  
2<sup>nd</sup> Floor, Wisma Penang Garden, 42 Jalan Sultan Ahmad Shah,  
10050 George Town, Penang, Malaysia  
Telephone No. : 604-228 2321  
Fax No. : 604-227 2391  
Email : [agriteumsrs@gmail.com](mailto:agriteumsrs@gmail.com)  
Contact persons : Ms. HY Ng or Ms. LP Chin

## PERSONAL DATA PRIVACY

By lodging and subscribe for a user account with *AGRITEUM* Portal to participate and vote remotely at the EGM 3 using the RPV Facility, the shareholder(s)/proxy(ies)/corporate representative(s)/attorney(s) accepts and agrees to the personal data privacy terms.



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

**PROXY FORM  
(EGM 3)**

CDS Account No.

No. of shares held

I/We \_\_\_\_\_ Tel: \_\_\_\_\_  
[Full name in block, NRIC/Passport/Company No.]  
of \_\_\_\_\_

(Full address and e-mail address)

being member(s) of G3 Global Berhad, hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address, telephone no. and e-mail address			

and / or\* (\*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address, telephone no. and e-mail address			

or failing him, the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting 3 ("EGM 3") of the Company to be conducted on a fully virtual basis via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) on Friday, 8 April 2022 at 11.00 a.m. or immediately after the conclusion of the Extraordinary General Meeting 2 ("EGM 2") of the Company which is to be conducted on a fully virtual basis via online meeting platform at [www.agriteum.com.my](http://www.agriteum.com.my) at 10.30 a.m. on the same day, whichever is earlier, or any adjournment thereof, and to vote as indicated below:

Ordinary Resolutions		FOR	AGAINST
1.	Proposed New Shareholders' Mandate		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Signature^  
**Member**

^ Manner of execution:

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
  - (i) at least two (2) authorised officers, of whom one shall be a director; or

- (ii) *any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.*

**Notes:**

1. *A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.*
2. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
3. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners 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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
4. *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. A proxy must be of full age. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointer. Members not resident in Malaysia may appoint and revoke proxies by cable.*
8. *For the proxy to be valid, the Proxy Form duly completed must be deposited with the Company's Share Registrar address at AGRITEUM Share Registration Services Sdn Bhd, 2nd Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, Malaysia at least twenty four (24) hours before the time appointed for holding the meeting or any adjournment thereof.*
5. *In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 31 March 2022 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.*
6. *Please refer to the Administrative Guide for the procedures to register, to participate and to vote remotely at the fully virtual meeting*



Fold this flap for sealing

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Then fold here

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Affix  
stamp

**THE SHARE REGISTRAR OF**  
**G3 GLOBAL BERHAD**  
**REGISTRATION NO. 200201002733(570396-D)**  
AGRITEUM SHARE REGISTRATION SERVICES SDN BHD  
2nd Floor, Wisma Penang Garden  
42, Jalan Sultan Ahmad Shah  
10050 Georgetown, Penang, Malaysia

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