

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Bursa Malaysia Securities Berhad ("Bursa Securities") is not liable for any non-disclosure on the part of G3 Global Berhad ("G3 Global" or the "Company"), takes no responsibility for the contents of this Circular and its accompanied appendices, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

This Circular has been reviewed by M&A Securities Sdn Bhd, who is the Principal Adviser to G3 Global for the Proposals (as defined herein).



**G3 GLOBAL BERHAD**

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

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

- (i) PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM THE PRIVATE PLACEMENT WHICH WAS COMPLETED ON 27 JUNE 2022 TO THE CURRENT INTENDED UTILISATION; AND**
- (ii) PROPOSED PRIVATE PLACEMENT OF UP TO 870,826,000 NEW ORDINARY SHARES IN G3 GLOBAL ("SHARES" OR "G3 GLOBAL SHARES"), REPRESENTING 30% OF THE TOTAL ISSUED G3 GLOBAL SHARES**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

***Principal Adviser and Placement Agent***



**M&A SECURITIES SDN BHD**

Registration No. 197301001503 (15017-H)  
(A Wholly-Owned Subsidiary of Insas Berhad)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice convening the Extraordinary General Meeting ("EGM") in respect of the Proposals to be conducted on a fully virtual 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 Tuesday, 28 March 2023 at 10.00 a.m. together with the Proxy Form are enclosed in this Circular.

A shareholder entitled to attend and vote at the EGM 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 should the shareholder subsequently wish to do so.

Last date and time for lodging the Proxy Form : Monday, 27 March 2023 at 10.00 a.m.

Date and time of EGM : Tuesday, 28 March 2023 at 10.00 a.m.

**This Circular is dated 13 March 2023**

---

## DEFINITIONS

---

Unless where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	:	Companies Act, 2016, as amended from time to time including any re-enactment thereof
Board	:	Board of Directors of G3 Global
Bursa Securities	:	Bursa Malaysia Securities Berhad
Circular	:	This circular to shareholders of G3 Global dated 13 March 2023
COVID-19	:	Coronavirus disease 2019
COVID-19 Test Kits	:	Test kits for the COVID-19
CCTV	:	Closed-circuit television
Diversification	:	Diversification of the existing business activities of G3 Global Group into the Healthcare Business which was approved the shareholders of G3 Global on 8 April 2022
EGM	:	Extraordinary general meeting in relation to the Proposals
EPS	:	Earnings per Share
FYE	:	Financial year(s) ended/ending 31 December, as the case may be
G3 Global Group or Group	:	G3 Global and its subsidiaries, collectively
G3 Global or Company	:	G3 Global Berhad
G3 Global Shares or Shares	:	Ordinary shares in G3 Global
ICT	:	Information communications and technology
IMR Report	:	Independent Market Research Report on the ICT industry in Malaysia prepared by Protégé
LAT	:	Loss after taxation attributable to owners of the company
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	1 March 2023, being the latest practicable date prior to the date of printing of this Circular
LPS	:	Loss per Share
M&A Securities	:	M&A Securities Sdn Bhd
Main Market	:	Main Market of Bursa Securities
NA	:	Net assets
Placement Shares	:	Up to 870,826,000 new G3 Global Shares to be issued pursuant to the Proposed Private Placement

---

**DEFINITIONS (CONT'D)**

---

Healthcare Business	:	Healthcare related business which consist of distribution of COVID-19 Test Kits
Private Placement 2022	:	Private placement of 432,849,300 G3 Global Shares which was completed on 27 June 2022, and had raised total gross proceeds of approximately of RM18.18 million
Proposed Variation	:	Proposed variation of the utilisation of proceeds raised from the Private Placement 2022 to the current intended utilisation
Proposed Private Placement	:	Proposed private placement of up to 870,826,000 Placement Shares, representing 30% of the total issued Shares
Proposals	:	Collectively, the Proposed Variation and Proposed Private Placement
Protégé	:	Protégé Associates Sdn Bhd
RM and sen	:	Ringgit Malaysia and sen, respectively
VWAMP	:	Volume-weighted average market price

For the purpose of this Circular, reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

In this Circular, words referring to the singular shall, where applicable, include the plural and *vice versa*, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include a company or a corporation.

Certain figures included in this Circular have been subject to rounding adjustments.

References to “we”, “us”, “our” and “ourselves” are to the Company save where the context otherwise requires, the subsidiaries and to “you” or “your” are to the shareholders of the Company.

**[The rest of this page is intentionally left blank]**

---

**TABLE OF CONTENTS**

---

**LETTER TO THE SHAREHOLDERS OF G3 GLOBAL IN RELATION TO THE PROPOSALS** **PAGE**

EXECUTIVE SUMMARY	v
1. INTRODUCTION	1
2. DETAILS OF PROPOSED VARIATION	2
3. DETAILS OF PROPOSED PRIVATE PLACEMENT	5
4. RATIONALE FOR THE PROPOSALS	9
5. OVERVIEW AND PROSPECTS	9
6. EFFECTS OF THE PROPOSALS	14
7. APPROVALS REQUIRED	18
8. SHARE PRICE PERFORMANCE	19
9. OUTSTANDING PROPOSAL ANNOUNCED BUT PENDING IMPLEMENTATION	20
10. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM	20
11. ADDITIONAL INFORMATION	20
12. STATEMENT AND RECOMMENDATION BY THE BOARD	22
13. ESTIMATED TIMEFRAME FOR COMPLETION	22
14. EGM	23
15. FURTHER INFORMATION	22

**APPENDIX****I FURTHER INFORMATION****NOTICE OF EGM** **ENCLOSED****ADMINISTRATIVE GUIDE** **ENCLOSED****PROXY FORM** **ENCLOSED**

## EXECUTIVE SUMMARY

**THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE PROPOSALS. YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE ENTIRE CONTENTS OF THIS CIRCULAR WITHOUT RELYING SOLELY ON THIS EXECUTIVE SUMMARY BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSALS AT THE FORTHCOMING EGM OF THE COMPANY.**

<b>Key information</b>	<b>Summary</b>	<b>Reference to Circular</b>
Summary of the Proposals	<p><b>: Proposed Variation</b></p> <p>The Board intends to vary the utilisation of the Balance Proceeds (as defined under Section 2 of this Circular) to part finance the AIS3 Project.</p> <p>The Proposed Variation including the First Variation (as defined herein) are deemed as material change to the use of the gross proceeds amounting to RM17.67 million (previously earmarked for the Healthcare Business) represents 97.2% of the total proceeds raised. Hence, shareholders' approval is required pursuant to Paragraph 8.22(2)(a) of the Listing Requirements.</p> <p><b>Proposed Private Placement</b></p> <p>The Proposed Private Placement will entail the issuance of up to 870,826,000 new G3 Global Shares, representing 30.0% of the existing total number of issued shares of the Company, at an issue price to be determined and announced at a later date.</p>	Sections 2 and 3
Utilisation of proceeds	<p><b>: Based on an illustrative issue price of RM0.0220 per Placement Share, the gross proceeds to be raised from the Proposed Private Placement are intended to be utilised in the following manner:</b></p>	Section 3.6

<b>Details</b>	<b>RM'000</b>	<b>Expected timeframe for utilisation of proceeds</b>
(i) Funding for existing and future projects	14,500	Within 12 months
(ii) Working capital	3,858	Within 12 months
(iii) Expenses for the Proposals	800	Within 1 month
<b>Total</b>	<b>19,158</b>	

---

## EXECUTIVE SUMMARY (CONT'D)

---

Key information	Summary	Reference to Circular
Rationale and benefits of the Proposals	<p>: <b>Proposed Variation</b></p> <p>After taking into consideration the urgency and cash flow requirements of AIS3 Project, the Group intends to re-allocate the Balance Proceed previously earmarked for the Group's Healthcare Business. The reallocation of the Balance Proceeds will allow the Group to cater the immediate funding requirements for the AIS3 Project which is expected to contribute positively to the Group's financial performance.</p> <p><b>Proposed Private Placement</b></p> <p>The Proposed Private Placement is undertaken by the Company to raise the requisite funds to meet the Group's funding requirements as set out in Section 3.6 of this Circular.</p> <p>The Board opines that the Proposed Private Placement is the most appropriate avenue of fund raising as it would enable the Company to raise additional funds expeditiously without incurring interest costs or service principal repayments as compared to bank borrowings or other forms of fundraising such as a rights issue which requires a longer timeframe to complete.</p>	Section 4
Approvals required	<p>: The Proposals are subject to the following approvals being obtained:</p> <ul style="list-style-type: none"> <li>(i) Bursa Securities, for the listing of and quotation for the Placement Shares on the Main Market of Bursa Securities, subject to conditions stipulated under Section 7 of this Circular; and</li> <li>(ii) the shareholders of G3 Global at the forthcoming EGM of the Company.</li> </ul> <p>Save as disclosed above, the Proposals are not subject to any other relevant persons or authorities.</p> <p>The Proposed Variation and Proposed Private Placement are not inter-conditional.</p> <p>The Proposals are not conditional upon any other proposals to be undertaken by the Company.</p>	Section 7
Directors' statement/ recommendation	<p>: The Board, after having considered all aspects of the Proposals including the rationale and the effects, is of the opinion that the Proposals are in the best interest of the Group and recommends that you vote in favour of the resolutions pertaining to the Proposals at the forthcoming EGM of the Company.</p>	Section 12



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

**Registered Office**  
Level 5, Tower 8  
Avenue 5, Horizon 2  
59200 Kuala Lumpur  
Wilayah Persekutuan

13 March 2023

**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*)  
Kunal Tayal (*Non-Independent Non-Executive Director*)  
Dr. Salihin Bin Abang (*Independent Non-Executive Director*)

**To: The Shareholders**

Dear Sir / Madam,

**PROPOSED VARIATION; AND  
PROPOSED PRIVATE PLACEMENT**

**(COLLECTIVELY, THE "PROPOSALS")**

---

**1. INTRODUCTION**

On 17 January 2023, M&A Securities had, on behalf of the Board, announced that the Company proposes to undertake the Proposals.

On 1 March 2023, M&A Securities had, on behalf of the Board, announced that Bursa Securities had, vide its letter on even date, granted its approval for the listing and quotation of the Placement Shares. The approval of Bursa Securities is subject to the conditions as set out in Section 7 of this Circular.

Further details of the Proposals are set out in the ensuing sections.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE SAME TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE PROXY FORM 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 BEFORE VOTING ON THE ORDINARY RESOLUTIONS TO GIVE EFFECT TO THE PROPOSALS AT THE FORTHCOMING EGM OF THE COMPANY.**

## **2. DETAILS OF THE PROPOSED VARIATION**

On 27 June 2022, the Company completed the Private Placement 2022 and had raised total gross proceeds of approximately of RM18.18 million. As at the LPD, the unutilised balance gross proceeds from the Private Placement 2022 stood at approximately RM13.87 million ("**Balance Proceeds**").

On 5 May 2022, the Company has secured a contract worth approximately RM118.38 million to design, supply, install, testing, commissioning and other associated works including maintenance during defects liability period for the Airport Integrated Security and Safety System ("**AIS3**") at Kuala Lumpur International Airport ("**KLIA**") and KLIA2, Sepang, Selangor to improve the overall safety and security management capabilities ("**AIS3 Project**").

The management of the Group had taken into consideration the current market condition of the COVID-19 Test Kits. As more individuals are vaccinated, the less likely it is that the virus will spread due to herd immunity being established. This would lead to slower demand for COVID-19 Test Kits in the future. After due deliberation, the Board intends to vary the utilisation of the Balance Proceeds from the Healthcare Business to part finance the AIS3 Project. The Board is of the view that the Proposed Variation is essential to support the smooth implementation of the AIS3 Project which is expected to contribute positively to the future earnings of the Group. The funding required for the Healthcare Business in future will be funded from progress billings received/to be received from the AIS3 Project, internally generated funds and/or bank borrowings.

**(The rest of this page is intentionally left blank)**



The Company wishes to undertake the Proposed Variation as follows:

<b>Details<sup>(1)</sup></b>	<b>Proposed utilisation of Private Placement 2022's proceeds RM'000</b>	<b><sup>(2)</sup>Actual Private Placement 2022's proceeds received RM'000</b>	<b>Actual utilisation as at the LPD RM'000</b>	<b>Balance Proceeds RM'000</b>	<b>Variation to the Balance Proceeds RM'000</b>	<b><sup>(4)</sup>%</b>	<b>Revised utilisation after Proposed Variation RM'000</b>	<b>Original timeframe for utilisation (from listing date)</b>	<b>Revised timeframe for utilisation (from listing date)</b>
Healthcare Business	20,000	17,665	-	13,873	(13,873)	(76.3)	-	Within 12 months	No change
Future business projects/investments <sup>(5)</sup>	20,000	-	(3,792)	-	13,873	76.3	13,873	Within 24 months	No change
Working capital	6,413	-	-	-	-	-	-	Within 12 months	No change
Expenses for the Diversification and Private Placement 2022	1,200	<sup>(3)</sup> 515	(515)	-	-	-	-	Within 1 month	No change
<b>Total</b>	<b>47,613</b>	<b>18,180</b>	<b>4,307</b>	<b>13,873</b>	<b>-</b>	<b>-</b>	<b>13,873</b>		

**Notes:**

- (1) As disclosed in the circular to shareholders of G3 Global dated 16 March 2022 ("**Previous Circular**"), in relation to the Private Placement 2022 and Diversification.

- (2) Allocated based on the disclosures set out in the Previous Circular as follows:
- The actual proceeds raised are intended to be utilised in the following order of priority, up to the respective maximum allocation:
    - (i) Expenses for the Diversification and Private Placement 2022 (up to RM1.20 million);
    - (ii) Healthcare Business (up to RM20.00 million);
    - (iii) Any balance thereafter will be allocated to:
      - (a) working capital; and
      - (b) future business projects/investments.
- (3) The excess of RM0.69 million in the actual amount of estimated expenses of RM1.20 million was adjusted to the amount earmarked for funding for the Healthcare Business.
- (4) Computed based on variation amount over the actual gross proceeds raised.
- (5) As announced on 13 January 2023, the Board has utilised and varied approximately RM3.79 million of the proceeds (previously earmarked for the Healthcare Business) as at the LPD to part finance the AIS3 Project ("**First Variation**"), as follow:

Details	RM'000
Payment to subcontractors for the supply and installation of cables, equipment for data centre and data recovery centre and project management services	2,339
Performance bond interest	653
Stamp duty, legal fees and insurance cost	800
<b>Total</b>	<b>3,792</b>

In accordance with Paragraph 8.22(2)(a) of the Listing Requirements, the First Variation of RM3.79 million is not deemed as material change to the utilisation of proceeds as it is less than 25.0% of the RM18.18 million total proceeds raised and hence is not subject to the approval of the shareholders of the Company or any regulatory authorities.

Further, the Board proposes to re-allocate the Balance Proceeds from the Healthcare Business to part finance the AIS3 Project in the following manner:

Details	RM'000
Payment to subcontractors for the supply of fabric switches, software licensing, universal power supply and high-resolution CCTV	10,250
Project manager for the provision of end-to end project management services (i.e. project monitoring, technical facilitation, coordination and compliance for the AIS3 Project)	1,900
Consultancy services in relation to the design of AIS3	1,723
<b>Total</b>	<b>13,873</b>

In accordance with Paragraph 8.22(2)(a) of the Listing Requirements, the Proposed Variation including the First Variation are collectively deemed as material change to the use of the gross proceeds amounting to RM17.67 million (previously earmarked for the Healthcare Business) which represents 97.2% of the total proceeds raised. Accordingly, the approval of the shareholders of G3 Global for the Proposed Variation is required to be obtained at the forthcoming EGM of the Company.

### **3. DETAILS OF THE PROPOSED PRIVATE PLACEMENT**

#### **3.1 Size of placement**

As at the LPD, G3 Global has an issued share capital of RM108,580,869 comprising 2,902,753,548 G3 Global Shares. The Company does not have any treasury shares and/or any outstanding convertible securities as at the LPD. Accordingly, the Proposed Private Placement entails the issuance of up to 870,826,000 Placement Shares, representing 30.0% of the total number of issued G3 Global Shares as at the LPD.

#### **3.2 Placement arrangement**

The Placement Shares will be placed to independent investor(s) ("**Placees**"), where the Placees shall be person(s) or party(ies) who/which qualify under Schedule 6 and Schedule 7 of the Capital Markets and Services Act 2007, who shall be identified at a later date.

In accordance with Paragraph 6.04(c) of the Listing Requirements, the Placement Shares will not be placed to the following parties:

- (i) the interested director, interested major shareholder, interested chief executive of G3 Global ("**Interested Persons**") or a holding company of G3 Global (if any);
- (ii) persons connected with such Interested Persons; and
- (iii) nominee corporations, unless the names of the ultimate beneficiaries are disclosed.

The actual number of Placement Shares to be issued pursuant to the Proposed Private Placement will be determined at a later date, after obtaining the relevant approvals. Subject to the prevailing market conditions and depending on investors' interest at the point of implementation, the Proposed Private Placement may be implemented in one or multiple tranches within 6 months from the date of approval of Bursa Securities for the Proposed Private Placement or any extended period as may be approved by Bursa Securities. The implementation of the placement arrangement in multiple tranches would provide flexibility to the Company to procure interested investors to subscribe for the Placement Shares from time to time.

The issue price for each tranche of the Placement Shares will be determined separately. The basis of determining the issue price of the Placement Shares will be in accordance with market-based principles.

#### **3.3 Ranking of the Placement Shares**

The Placement Shares shall, upon allotment, issuance and payment of the issue price, rank pari passu in all respects with the then existing issued and fully paid-up Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of the Placement Shares.

#### **3.4 Listing and quotation of the Placement Shares**

G3 Global had on 1 March 2023 obtained the approval from Bursa Securities for the listing of and quotation for the 870,826,000 Placement Shares.

### 3.5 Basis and justification of the issue price of the Placement Shares

The issue price shall be fixed at a price based on the VWAMP of G3 Global Shares for the 5 market days ("5D-VWAMP") up to and including the last trading day immediately preceding the price-fixing date, with a discount to the 5D-VWAMP of not more than 20.0%. This was determined by the Board after taking into consideration, amongst others, the following:

- (i) funding requirements of G3 Global as set out in Section 3.6 below; and
- (ii) the maximum discount of 20.0% will allow more flexibility for the Company to fix an issue price which is deemed sufficiently attractive to entice subscription by potential investors.

As the Proposed Private Placement may be implemented in several tranches, there could potentially be several price-fixing dates and issue prices. The implementation of the Proposed Private Placement in multiple tranches would provide flexibility to the Company to procure interested investors to subscribe for the Placement Shares expediently within the period as approved by Bursa Securities.

For illustrative purposes only, based on an illustrative issue price of RM0.0220 per Placement Share, the issue price of the Placement Shares would represent a discount of approximately 17.91% to the 5D-VWAMP of G3 Global Shares up to and including the LPD of RM0.0268 each.

### 3.6 Utilisation of proceeds

Based on an illustrative issue price of RM0.0220 per Placement Share, the gross proceeds to be raised from the Proposed Private Placement are intended to be utilised in the following manner:

No.	Details	RM'000	Expected timeframe for
			utilisation of proceeds (from listing date)
(i)	Funding for existing and future projects	14,500	Within 12 months
(ii)	Working capital	3,858	Within 12 months
(iii)	Expenses for the Proposals	800	Within 1 month
	<b>Total</b>	<b>19,158</b>	

#### Notes:

- (i) The Group intends to utilise RM14.50 million the proceeds from the Proposed Private Placement as funding for its ongoing AIS3 Project as well as future projects to be secured by the Group.

The breakdown of proceeds to be allocated for the AIS3 Project and future investment projects/acquisitions is as follow:

Details	RM'000
Funding for AIS3 Project <sup>(a)</sup>	10,500
Funding for future ICT projects <sup>(b)</sup>	4,000
<b>Total</b>	<b>14,500</b>

**Notes:**

- (a) The Company intends to utilise RM10.50 million of the proceeds to be raised from the Proposed Private Placement to fund the AIS3 Project. The breakdown of which is as follows:

Details	RM'000
<b>Payment to subcontractors for the following:</b>	
Supply of fabric switches, software licensing, universal power supply and high-resolution CCTV	4,200
Setting up data centre, disaster recovery centre and supply and installation AI storage servers	4,500
Cabling works for KLIA and KLIA 2	1,800
<b>Total</b>	<b>10,500</b>

- (b) The Company intends to utilise RM4.00 million of the proceeds to be raised from the Proposed Private Placement to fund the future ICT projects to be secured by the Group.

The Group is currently in talks for a potential contract for the supply of electronic components such as bazzle, backlight and thin film transistor material for liquid crystal display screen. It is envisaged that the proceeds will be used to support the Group's cash flow as it undertakes this contract by covering the purchasing cost for the electronic components. The Group is expected to finalise the contract by the second quarter of 2023. The requisite announcement will be made upon finalisation of the contracts if required by the Listing Requirements.

If the Group is unable to secure the potential contract for the supply of electronic components within 12 months from the completion of the Proposed Private Placement, the timeframe for use of proceeds that has been allocated for the said purpose will be extended and announced as well as disclosed in the Group's quarterly financial results announcements as well as annual reports until the Group has successfully secured future ICT projects.

Alternatively, if the Group is unable to secure the potential contract for the supply of electronic components within 12 months from the completion of the Proposed Private Placement, the Group may also consider to revise the utilisation of proceeds, whether partly or wholly, to another purpose depending on the Group's requirements at that point in time. In such event, details of the proposed revision shall be announced and, if required under the Listing Requirements, shareholders' approval will be obtained accordingly.

- (ii) The Company intends to utilise RM3.86 million of the proceeds to be raised from the Proposed Private Placement for the working capital requirements of the day-to-day operations of the Group, the breakdown of which is as follows:

Details	RM'000
Staff cost <sup>(a)</sup>	2,500
Administrative and operational expenses <sup>(b)</sup>	1,358
<b>Total</b>	<b>3,858</b>

**Notes:**

- (a) Comprising payment of wages, allowances, Employees' Provident Fund and Social Security Organisation contributions to the Group's staff.
- (b) Comprising payment of rental costs, audit fees, secretarial fees, utilities and other sundry expenses.
- (iii) The estimated expenses consist of fees payable to the relevant authorities, advisory and placement fees as well as other miscellaneous expenses to be incurred pursuant to the Proposals. The breakdown of which is as follows:

<b>Details</b>	<b>RM'000</b>
Professional fees <sup>(a)</sup>	670
Fees payable to relevant authorities <sup>(b)</sup>	30
Printing, despatch, advertising and expenses	10
Miscellaneous expenses and contingencies	90
<b>Total</b>	<b>800</b>

**Notes:**

- (a) The professional fees comprise the following:

<b>Details</b>	<b>RM'000</b>
Advisory fees	100
Placement fees	450
Company secretary	20
Share registrar	30
Solicitors	40
Independent market researcher	30
<b>Total</b>	<b>670</b>

- (b) Comprising listing fees and processing fees payable to Bursa Securities.

Pending utilisation of the proceeds from the Proposed Private Placement for the above purposes, the proceeds will be placed in deposits with licensed financial institutions or short-term money market instruments. The interests derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used as additional general working capital for the Group.

The actual proceeds to be raised from the Proposed Private Placement are dependent on the issue price of the Placement Shares and actual number of Placement Shares issued. Any variation to the amount for items (i) and (iii) above will be adjusted to/from the portion being earmarked for the working capital purposes.

In the event that the actual proceeds raised are lower, the actual proceeds raised will firstly be utilised for item (iii) followed by item (i) above. The balance, if any, will be utilised for item (ii).

**3.7 Other fund raising exercises in the past 12 months**

Save for the Private Placement 2022, the Company has not undertaken any other fund raising exercises in the 12 months prior to the date of this Circular. The details of utilisation of proceeds from Private Placement 2022 are set out in Section 2 of this Circular.

## **4 RATIONALE FOR THE PROPOSALS**

### **4.1 Proposed Variation**

The actual gross proceeds raised from Private Placement 2022 was RM18.18 million which is RM29.43 million or 61.82% lower than the indicative gross proceeds of RM47.61 million expected to be raised, due to the difference in the actual issue prices of the placement shares.

After taking into consideration the urgency and cash flow requirements of AIS3 Project, the Group intends to re-allocate the Balance Proceed previously earmarked for the Group's Healthcare Business. The reallocation of the Balance Proceeds will allow the Group to cater to the immediate funding requirements for the AIS3 Project which is expected to contribute positively to the Group's financial performance.

### **4.2 Proposed Private Placement**

The Proposed Private Placement is undertaken by the Company to raise the requisite funds to meet the Group's funding requirements as set out in Section 3.6 of this Circular.

After due consideration of the various methods of fund raising, the Board opines that the Proposed Private Placement is the most appropriate avenue of fund raising as the Proposed Private Placement enables the Company to raise additional funds without incurring interest costs or service principal repayments as compared to bank borrowings.

On the other hand, other fund-raising exercises such as a rights issue may not be suitable as it will involve a cash call from existing shareholders. Moreover, it will also require the Company to identify certain shareholders to provide irrevocable undertakings to subscribe for a minimum number of rights shares or, alternatively, procure underwriting arrangements (which will incur additional cost), in order to achieve a minimum subscription level. In addition, a rights issue exercise is likely to take a longer time to complete as compared to a private placement exercise.

Upon completion of the Proposed Private Placement, the enlarged capital base is also expected to further strengthen the financial position of the Company.

## **5. OVERVIEW AND PROSPECTS**

### **5.1 Malaysian Economy**

The Malaysian economy registered a strong growth of 14.2% in the third quarter of 2022 (2Q 2022: 8.9%). Apart from the sizeable base effects from negative growth in the third quarter of 2021,<sup>1</sup> the high growth was underpinned by continued expansion in domestic demand. On a quarter-on-quarter seasonally-adjusted basis, the economy grew by 1.9% (2Q 2022: 3.5%). Overall, the Malaysian economy expanded by 9.3% in the first three quarters of 2022.

All economic sectors expanded in the third quarter of 2022. The services sector strengthened further by 16.7% (2Q 2022: 12.0%), primarily supported by consumer-related subsectors. Better labour market conditions and the continued recovery in tourism provided strong impetus to retail and leisure-related activities. Policy measures such as the increase in minimum wage further supported domestic spending.

The manufacturing sector grew by 13.2% (2Q 2022: 9.2%). The E&E cluster continued to record strong growth (17.3%; 2Q 2022: 15.5%), while the primary sector expanded at a faster pace (6.0%; 2Q 2022: 1.3%) due to the resumption of operations at an existing oil refinery that was previously under maintenance. The consumer cluster registered double-digit growth, lifted by the ramp up of production in the motor vehicle and transport equipment segment to meet the high backlog in orders.

The construction sector recorded a higher growth of 15.3% (2Q 2022: 2.4%) as all subsectors recorded improvements in activities. Commercial real estate, mixed-development and small-scale projects continued to support activities in the non-residential and special trade subsectors.

Going forward, Malaysia's economic growth will be supported by continued expansion in domestic demand. The economy would benefit from the improvement in labour market conditions, realisation of multi-year projects and higher inbound tourism activity. While external demand is expected to moderate, this will be partly cushioned by Malaysia's diversified export base.

(Source: BNM Quarterly Bulletin 3Q 2022, Bank Negara Malaysia)

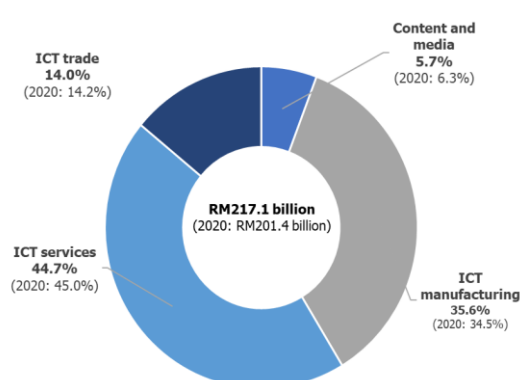
## 5.2 Prospects of the ICT industry in Malaysia

According to the Department of Statistics Malaysia ("**DOSM**"), ICT refers to the technologies and services that enable information to be accessed, stored, processed, transformed, manipulated and disseminated, including the transmission or communication of voice, image and/or data over a variety of transmission media. The technologies and services that make up ICT enables individuals and organisations to interact in the digital world.

The ICT industry refers to industries that produce ICT products as primary activities. The four main categories of the ICT industry are ICT manufacturing, ICT trade, ICT services, as well as content and media. With advancements in technology, ICT has evolved from being a collection of technological tools into a key driver of business transformation and a socio-economic enabler.

According to the Information and Communication Technology Satellite Account 2021 published by DOSM, the Malaysian ICT industry grew 7.8% to register a value of RM217.1 billion in 2021 compared to a growth of 3.2% in the previous year (2020: RM201.4 billion). Growth in the industry was attributed to the ICT manufacturing industry and ICT services industry which grew 11.1% and 7.0% respectively. ICT trade recorded growth of 6.6% while content and media recorded a slight decline of 2.0%.

**Figure 1: Value of the Malaysian ICT Industry, 2021**



Source: DOSM

The ICT services industry was the largest contributor at 44.7%, followed by ICT manufacturing at 35.6%, ICT trade at 14.0%, and content and media at 6.3%.

The main categories of the ICT services industry are telecommunications as well as computer programming, information technology ("**IT**") consulting and related activities. Telecommunication services generally comprises activities of providing access to, operating, and maintaining telecommunication infrastructure for the transmission of data.

In 2021, ICT services recorded a value of RM96.9 billion, an increase of 7.0% from RM90.6 billion in 2020. The growth was driven by telecommunications services which grew by 8.40% from RM63.1 billion in 2020 to RM68.4 billion in 2021. The ICT services industry is estimated to record a value of RM103.9 billion in 2022 and is forecast to expand at a compound annual growth rate ("**CAGR**") of 7.2% from RM103.9 billion in 2022 to RM146.85 billion in 2027.



Enterprise IT services generally refers to a combination of IT consulting services, and the provision of hardware, software, strategy, and support services. In general, IT consulting services assists businesses or organisations in achieving or improving operational efficiency by designing, planning, implementing IT systems and infrastructure for operations. Enterprise solutions allow for integration of multiple parts of a business and allows for transmission of information from different areas and databases. This enables businesses to retrieve and distribute important data throughout the organisation, therefore providing real-time data and information. As the digital economy continues to develop with digitalisation becoming more entrenched and widely used by consumers, enterprises and governments, the enterprise IT services industry has a wide range of end-user markets in both the private and public sectors. Examples of the end-user market for enterprise IT services include but are not limited to banking and finance, insurance, technology, telecommunications, consumer products, education, healthcare, manufacturing, retail, hospitality and leisure, automotive, aviation, logistics and transportation.

Enterprise IT services is considered a part of the ICT services industry as enterprise IT service providers assist their clients in designing and implementing IT systems and infrastructure for operations while utilising technology such as artificial intelligence ("**AI**") and Internet of Things ("**IoT**") together with a combination of computer software and hardware.

The Malaysian enterprise IT services industry is in the growth stage of the industry life cycle. The industry is estimated to be valued at RM21.2 billion in 2022, an increase of 5.8% from RM20.0 billion in 2021 in light of continued demand for digital services that gained traction after the onset of the COVID-19 pandemic. The industry is expected to continue growing and is estimated to grow at a CAGR of 5.1% from RM21.2 billion in 2022 to RM27.1 billion in 2027.

The enterprise IT services industry is also expected to expand due to the growth of technologies such as the IoT, AI, and cloud computing. IoT refers to a network of physical objects that collect and exchange data. Connected by the Internet, physical objects are able to collect and transmit data through multiple methods such as radiofrequency identification, infrared sensors, and quick response (QR) codes, thus enabling smarter identification, location sensing, tracking, and monitoring. Meanwhile, cloud computing refers to on-demand access, through the Internet, to computing resources such as but not limited to applications, servers, data storage, and development tools that are hosted at a remote data centre and managed by a cloud services provider. The cloud services provider then makes the computing resources available on a pay-as-you-go model.

On the other hand, AI refers to leveraging computer science and robust datasets to mimic the problem-solving and decision-making capabilities of a human. Common uses of AI include speech recognition whereby human speech is processed into written word or human speech is processed by computer systems to conduct voice searches, and customer service whereby AI virtual agents or chatbots are used in place of human agents to engage with customers by answering frequently asked questions. AI can also be used in computer vision where the AI technology enables computers and systems to observe digital images, videos, and other visual inputs, derive meaningful information from said inputs, and then take action either on its own or alert a human agent to do so. In security and surveillance systems, AI is used to analyse visual data and other sensors to detect suspicious activity and identify potential threats. For example, AI can be used to identify individuals, detect objects such as weapons and other prohibited items, as well as track movement of people and objects. In addition to visual data, AI can be used to analyse other forms of data, enabling it to observe patterns and identifying potential breaches or vulnerabilities in various systems. Furthermore, AI-enabled cameras and surveillance systems can be integrated with other types of security systems including access control and alarm systems, thus providing a more extensive security solution. Benefits of using AI, IoT, and cloud computing over traditional IT technology include lower input costs, optimised resource allocation, ability to scale easily and cost-effectively, as well as automating tasks and improving efficiency and productivity while carrying out tasks.

As IoT and AI technologies become more prominent, significant amount of data needs to be managed to facilitate its use, requiring deployment of ICT infrastructure products as well as data processing and data storage facilities which can be provided through cloud computing services. The growing demand for IoT, AI, and cloud computing is expected to auger well for the enterprise IT services industry moving forward.

In addition, the enterprise IT services industry is likely to benefit from a high broadband penetration rate in Malaysia. In the third quarter of 2022, the mobile-broadband penetration rate per 100 inhabitants stood at 128.9% (second quarter 2022: 127.9%). A mobile-broadband penetration rate of over 100% can occur due to multiple subscriptions. Save for Putrajaya and Labuan, all other states in Malaysia registered a mobile-broadband penetration rate of above 100%. Meanwhile, the fixed-broadband penetration rate per 100 inhabitants stood at 46.4% (second quarter 2022: 45.3%). The implementation of the Jalinan Digital Negara (JENDELA) plan, which is a plan to provide wider coverage and better quality of broadband experience for the nation whilst preparing the country for 5G technology is expected to drive the usage of broadband in the future, which would in turn drive the growth of the enterprise IT services industry.

The prospect of the Malaysian enterprise IT services industry is expected to be positive moving forward in light of demand driven by transformation towards a digital economy, growth of the IoT and demand for cloud computing, as well as a high broadband penetration rate. The onset of the COVID-19 had further accelerated the usage of digital services by the nation, businesses, and even Government agencies. Activities such as online shopping, cashless transactions, and work-from-home measures have grown since COVID-19 and is expected to remain even after the pandemic, which bodes well for demand for ICT services and as such, enterprise IT services. Similarly, the proliferation of IoT, AI, and cloud computing is expected to drive demand for enterprise IT services as more data needs to be managed. Lastly, high broadband penetration rates and development of wider and better coverage across the country is also likely to drive demand for enterprise IT services as more people and devices are connected. The enterprise IT services industry will also be supported by a pipeline of skilled talent as well as continuous strong support from the Malaysian Government as seen in the various initiatives the Government has set out to transform Malaysia into a digital economy.

Moving forward, the enterprise IT services industry in Malaysia is expected to continue to grow during the forecast period from 2023 to 2027. The Malaysian enterprise IT services industry is projected to reach RM27.1 billion in 2027, registering a CAGR of 5.1% for the forecast period.

(Source: IMR report by Protégé)

### **5.3 Prospects of the healthcare industry in Malaysia**

Healthcare services refers to the provision of consultation, diagnostic, patient care and medication for the prevention or treatment of diseases, injuries, and other physical and psychological health conditions. These services are typically provided by healthcare professionals such as general physicians, specialists, nurses, medical assistants, and others. In Malaysia, the healthcare system is divided into two tiers: public and private. Public healthcare is government-led and tax-funded healthcare that is made available for Malaysians at heavily subsidised costs, while private healthcare is a fee-for-service in which patients pay according to the healthcare services provided to them.

In the past few years, the healthcare industry in Malaysia had been focused on the COVID-19 pandemic and the efforts to diagnose and treat patients with the disease. The Malaysian Government initially imposed strict lockdown measures whereby people were required to stay at home and non-essential businesses were required to temporarily suspend operations. While this helped to control the spread of the virus, the country's economy began to suffer. Malaysia then moved away from the zero-COVID strategy and adopted the strategy of living with COVID-19 in order to boost the country's economic recovery. The need for COVID-19 testing became even more important to ensure that the spread of the virus is kept under control. This led to the proliferation in usage of COVID-19 rapid antigen self-test kits in 2021. Since then,

the COVID-19 situation in Malaysia has eased and the Malaysian Government had declared on 1 April 2022 that it was entering the “transition to endemic” phase of COVID-19. Due to the high vaccination rate and uptake of booster shots resulting in higher immunity among the population in Malaysia, the usage of COVID-19 rapid antigen self-test kits have declined from the peak of 4.4 million tests used in February 2022 to 0.4 million tests used in February 2023.

In 2021, the total healthcare expenditure in Malaysia amounted to RM78.22 billion, an increase of 16.7% from RM67.02 billion in 2020. The total healthcare expenditure accounted for 5.1% of the country’s gross domestic product of RM1.54 trillion in 2021. Of this total, public healthcare expenditure contributed 57.8% or RM45.25 billion, while private healthcare expenditure contributed 42.1% or RM32.97 billion. The healthcare expenditure in Malaysia has been steadily increasing from 2017 to 2021, with a CAGR of 8.6%. This growth has been driven by both public and private healthcare systems.

The healthcare industry in Malaysia is expected to be driven by several factors such as population growth and an ageing population, growing healthcare tourism in Malaysia, and presence of non-communicable diseases (“**NCDs**”). The population in Malaysia is estimated at 32.7 million in 2022, an increase of 0.2% compared to 32.6 million in 2021. The population is projected to grow to 41.5 million in 2040. In addition to having a growing population, Malaysia is showing a trend of an ageing population. The population in Malaysia aged 65 and older made up 5.0% of the population in 2010. The share has increased to 7.3% in 2022 and is estimated to increase to 14.5% in 2040. An increasing population indicates a potential increase in demand for healthcare services. Similarly, as the elderly are more susceptible to diseases and injuries, they are more likely to need medical care. NCDs are diseases that are not transmissible directly from one person to another and include diseases such as diabetes, hypertension (high blood pressure) and hypercholesterolemia (high blood cholesterol). The increasingly sedentary work environment along with lack of regular exercise, smoking and unhealthy diet has led to an increase in the three (3) aforementioned NCDs in Malaysia. The incidence of diabetes in the adult population increased from 11.1% in 2011 to 13.4% in 2015, and 18.3% in 2019. The incidence of hypertension and hypercholesterolemia had remained high with the incidence of hypertension in more than 30.0% of adults in 2011, 2015 and 2019 while the hypercholesterolemia was present in more than 35.0% of the adult population in the same period. The high incidence of the aforementioned NCDs is likely to lead to an increased demand for healthcare services in the future. Over the last decade, Malaysia has established itself as a location for healthcare tourism. Although healthcare tourism has been affected by the COVID-19 pandemic, it is expected to recover in 2023. The Malaysian Healthcare Travel Industry Blueprint 2021-2025, launched by the Malaysia Healthcare Travel Council, aims to further growth Malaysia’s position as a healthcare tourism destination, improve the quality of services and patient experience, and expand into new markets. The potential growth in number of healthcare travellers to Malaysia is expected to bode well for the development of the local healthcare industry, including the medical eye care industry.

The Malaysian healthcare industry is also expected to be supported by support from the Malaysian Government. The Malaysian Government recognises the significance of the healthcare sector in promoting the overall wellbeing of the public and as a result, they have made efforts to enhance the local healthcare industry. In Budget 2023, the Ministry of Health has been allocated RM36.14 billion, an increase of approximately 11.5% from the RM32.41 billion allocated in the previous year's budget. Funding has been allocated for the purchase of medicines, reagents, vaccines, medical disposable products, and other related items; repair and maintenance of existing healthcare facilities; replacement of outdated equipment; and establishment of new healthcare facilities.

Moving forward, the healthcare industry in Malaysia is expected to continue to grow during the forecast period from 2023 to 2027, driven by demand from the population as well as support from the Government. The Malaysian healthcare industry (in terms of total healthcare expenditure) is projected to increase from RM85.26 billion in 2023 to RM128.55 billion in 2027, registering a CAGR of 8.6% for the forecast period.

(Source: IMR report by Protégé)

## **5.4 Prospects of G3 Global Group**

G3 Global Group is principally involved in ICT business and healthcare segment.

The COVID-19 outbreak, which has led to the implementation of national lockdown policies in many countries worldwide, including Malaysia, has restricted many businesses from operating as usual. For the FYE 31 December 2021, the Group recorded higher revenue of RM23.6 million as compared to the revenue of RM15.0 million recorded in FYE 31 December 2020. The higher revenue was mainly due to higher revenue recorded from the Group's higher sale of COVID-19 Test Kits. However, the increase was offset by the lower revenue recorded from the Group's ICT division due to slower demand for the Group's ICT products and services as it is mainly AI related systems for implementation in large scale development projects from government and/or established corporations which were put on-hold due to the COVID-19 pandemic.

As the Company has secured the AIS3 Project on 5 May 2022 as well as KLIA and Langkawi International Airport (LIA) had named as among the world's best airports in which both airports are serving over 40 million passengers per annum according to the survey of global Airport Service Quality which conducted by Airports Council International, the passenger movements in the airports are expected to increase with the lifting of movement restrictions and opening of borders on 1 April 2022.

(Source: <https://www.businesstoday.com.my/2022/03/22/klia-and-lia-are-among-worlds-best-airports-for-the-year-2021-in-global-airport-survey/>)

Premised on the above, the Group intends to grow its ICT business segment particularly to utilise the proceeds to be raised from the Proposed Private Placement for the funding of AIS3 Project and future ICT projects as the Group envisages the ICT business will be able to contribute positively to the Group's moving forward.

As the demand for COVID-19 Test Kits is gradually easing, the Group currently does not have any immediate plan for its Healthcare Business. Therefore, the Group will focus on executing its current ICT project and tendering for more projects for its ICT business to replenish its current order book. In the event the Company identifies any business opportunities for its Healthcare Business, the funding required will be funded from progress billings received/to be received from the AIS3 Project, internally generated funds and/or bank borrowings.

The Board will continuously review on the strategy and future business direction of the Group in order to remain competitive and improve the Group's financial performance.

(Source: The management of G3 Global)

## **6. EFFECTS OF THE PROPOSALS**

### **6.1 Share Capital**

The Proposed Variation will not have any effect on the Group's issued share capital as the Proposed Variation does not involve any issuance of new G3 Global shares.

The pro-forma effects pursuant to the Proposed Private Placement on the issued share capital of the Company as at the LPD is as follows:

	<b>No. of G3 Global Shares</b>	<b>RM</b>
Issued share capital as at the LPD	2,902,753,548	108,580,869
Placement Shares to be issued pursuant to the Proposed Private Placement	870,826,000	<sup>(i)</sup> 19,158,172
<b>Enlarged issued share capital</b>	<b>3,773,579,548</b>	<b>127,739,041</b>

**Note:**

- (i) Based on the indicative issue price of RM0.0220 per Placement Share.

## 6.2 Earnings and EPS

The Proposals are not expected to have an immediate material effect on the EPS of the Company, save for the dilution to EPS as a result of the increase in the number of Shares pursuant to the issuance of Placement Shares. Although the EPS will be diluted as a result of the increase in the number of shares, the Proposed Private Placement is expected to contribute positively to the earnings of the Company thereafter in view of the utilisation of proceeds as set out in Section 3.6 of this Circular. Barring any unforeseen circumstances, the Proposed Variation is expected to contribute positively to the financial performance of the Group as and when the benefits therefrom are realised.

For illustration purposes, based on the financial year ended 31 December 2021 audited consolidated financial statements of G3 Global, the pro forma effects of the Proposed Private Placement on the LAT and LPS are as follows:

	<b>LAT (RM)</b>	<b>No. of Shares</b>	<b>LPS (sen)</b>
<b>Audited LAT as at 31 December 2021</b>	(11,297,832)	2,164,246,748	(0.52)
After adjustment for subsequent events	(11,297,832)	<sup>(i)</sup> 2,902,753,548	(0.39)
After the Proposed Private Placement	<sup>(ii)</sup> (12,097,832)	<sup>(ii)</sup> 3,773,579,548	(0.32)

**Notes:**

- (i) After adjusting for the following subsequent events from 1 January 2022 up to the LPD:
- (a) issuance of 432,849,300 new G3 Global Shares at the issue price of RM0.042 pursuant to the Private Placement 2022 which was listed on 27 June 2022; and
  - (b) issuance of 12,000, 127,600, 84,000, 80,000, 305,250,000, 52,000 and 51,900 new G3 Global Shares pursuant to the exercise of Warrants at the exercise price of RM0.030 which was listed on 7 January 2022, 9 March 2022, 24 March 2022, 20 April 2022, 23 May 2022, 8 September 2022 and 23 September 2022, respectively.
- (ii) After the issuance of 870,826,000 Placement Shares at the indicative issue price of RM0.0220 per Placement Shares pursuant to the Proposed Private Placement and accounting for the estimated expenses for the Proposed Private Placement of RM800,000.

### 6.3 NA and Gearing

The Proposed Variation is not expected to have any material impact on the NA and gearing of the Group. However, the Proposed Variation is expected to contribute positively to the financial performance of the Group as and when the benefits of the revised utilisation of the proceeds are realised.

The pro forma effects of the Proposed Private Placement on the NA and gearing of the Group are as follows:

		(I)	(II)
	<b>Audited as at 31 December 2021</b>	<b>After adjustment for subsequent events<sup>(i)</sup></b>	<b>After (I) and Proposed Private Placement</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Share capital	81,746	108,581	<sup>(ii)</sup> 127,739
Accumulated losses	(59,183)	(59,183)	<sup>(iii)</sup> (59,983)
<b>Shareholders equity/NA</b>	<b>22,563</b>	<b>49,398</b>	<b>67,756</b>
Non-controlling interests	956	956	956
<b>Total equity</b>	<b>23,519</b>	<b>50,354</b>	<b>68,712</b>
Number of ordinary shares in issue ('000)	2,164,247	2,902,754	3,773,580
NA per ordinary share (RM) <sup>(iv)</sup>	0.01	0.02	0.02
Borrowings (RM'000)	173	173	173
Gearing (times) <sup>(v)</sup>	0.01	~	~

#### Notes:

~ Less than 0.01

(i) After adjusting for the following subsequent events from 1 January 2022 up to the LPD:

- (a) issuance of 432,849,300 new G3 Global Shares at the issue price of RM0.042 pursuant to the Private Placement 2022 which was listed on 27 June 2022; and
- (b) issuance of 12,000, 127,600, 84,000, 80,000, 305,250,000, 52,000 and 51,900 new G3 Global Shares pursuant to the exercise of Warrants at the exercise price of RM0.030 which was listed on 7 January 2022, 9 March 2022, 24 March 2022, 20 April 2022, 23 May 2022, 8 September 2022 and 23 September 2022, respectively.

(ii) Computed based on the indicative issue price of RM0.0220 per Placement Share.

(iii) After deducting estimated expenses of RM0.80 million for the Proposals.

(iv) Computed by taking the total NA of the Group divided by the number of Shares in issuance.

(v) Computed by taking the total borrowings over the total equity of the Company.

## 6.4 Substantial Shareholders' Shareholdings

The Proposed Variation will not have any effect on the substantial shareholders' shareholdings of the Company as the Proposed Variation does not involve any issuance of new G3 Global shares.

The proforma effects of the Proposed Private Placement on the substantial shareholders' shareholding in the Company as at the LPD are as follows:

	As at the LPD				After the Proposed Private Placement			
	<---Direct --->		<---Indirect--->		<---Direct --->		<---Indirect--->	
	No. of Shares	(i)%	No. of Shares	(i)%	No. of Shares	(ii)%	No. of Shares	(ii)%
Greenfield Hills Sdn Bhd	322,199,700	11.1	-	-	322,199,700	8.5	-	-
Muhammad Qhailiz Norman Bin Aminul Islam	-	-	(iii)322,199,700	11.1	-	-	(iii)322,199,700	8.5
Global Man Capital Sdn Bhd	528,674,800	18.2	-	-	528,674,800	14.0	-	-
Datuk Wan Khalik Bin Wan Muhammad	-	-	(iv)528,674,800	18.2	-	-	(iv)528,674,800	14.0
Datuk Haji Khan Bin Mohd Akram Khan	-	-	(iv)528,674,800	18.2	-	-	(iv)528,674,800	14.0
Dato' Sri Aminul Islam Bin Abdul Nor	-	-	(v)517,888,900	17.8	-	-	(v)517,888,900	13.7
Placees (collectively)	-	-	-	-	870,826,000	23.1	-	-

### Notes:

- (i) Based on the existing share capital of 2,902,753,548 Shares as at the LPD.
- (ii) Based on the enlarged share capital of 3,773,579,548 Shares after the Proposed Private Placement.
- (iii) Deemed interested by virtue of his shareholding in Greenfield Hills Sdn Bhd.
- (iv) Deemed interested by virtue of his shareholding in Global Man Capital Sdn Bhd.
- (v) Deemed interested by virtue of his shareholdings in Dream Life Travels Sdn Bhd, Databliss Sdn Bhd and Instacloud Sdn Bhd and through Greenfield Hills Sdn Bhd via his spouse Datin Rusilawati Binti Mohamed Yusoff and his son, Muhammad Qhailiz Norman Bin Aminul Islam.

## 6.5 Convertible securities

As at the LPD, the Company does not have any convertible securities.

## 7. APPROVALS REQUIRED

The Proposals are subject to the following approvals being obtained:

- (i) Bursa Securities, for the listing of and quotation for the Placement Shares on the Main Market of Bursa Securities, subject to the following conditions:

<b>No.</b>	<b>Conditions</b>	<b>Status of compliance</b>
(a)	G3 Global and M&A Securities must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Private Placement;	To be complied
(b)	G3 Global is required to furnish Bursa Securities with a certified true copy of the resolution passed by its shareholders at a general meeting for the Proposed Private Placement;	To be complied
(c)	M&A Securities is required to furnish Bursa Securities with details of the placees as per Paragraph 6.15 of the Listing Requirements for Bursa Securities' review, prior to the issuance/allotment of the Placement Shares;	To be complied
(d)	M&A Securities is required to furnish Bursa Securities with details of the placees in accordance with Paragraph 6.15 of the Listing Requirements as soon as practicable after each tranche of placement and before the listing of the new Shares to be issued pursuant to the Proposed Private Placement;	To be complied
(e)	G3 Global and M&A Securities are required to inform Bursa Securities upon the completion of the Proposed Private Placement;	To be complied
(f)	G3 Global is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Private Placement is completed; and	To be complied
(g)	G3 Global is required to provide quarterly updates via Bursa Link (simultaneous with the submission of Quarterly Report), the following:	To be complied
(aa)	the status of each of the event, project or purpose for which the total proceeds raised from the Proposed Private Placement are utilised for, including but not limited to, the percentages of completion of the projects/initiatives;	To be complied



<b>No.</b>	<b>Conditions</b>	<b>Status of compliance</b>
	(bb) where relevant, details on where the balance of proceeds raised is being placed (pending utilisation). If it is parked with asset management company/fund manager, to disclose the name of the asset management company/fund manager; and	
	(cc) summary of Placement Shares issued and allotted as follows:	
	1. date of price fixing and date of issuance of Placement Shares (each tranche);	
	2. quantity of Placement Shares issued and allotted;	
	3. issue price and basis in arriving at (each tranche); and	
	4. aggregate number of Placement Shares issued and allotted as at the end of each quarter.	

(ii) the shareholders of G3 Global for the Proposals, at the forthcoming EGM of the Company.

Save as disclosed above, the Proposals are not subject to any other relevant persons or authorities.

The Proposed Variation and Proposed Private Placement are not inter-conditional.

The Proposals are not conditional upon any other proposals to be undertaken by the Company.

## 8. SHARE PRICE PERFORMANCE

The monthly highest and lowest prices of G3 Global Shares as traded on Bursa Securities for the past 12 months are as follows:

	<b>High (RM)</b>	<b>Low (RM)</b>
<b>2022</b>		
March	0.090	0.070
April	0.090	0.070
May	0.095	0.050
June	0.060	0.035
July	0.050	0.030
August	0.065	0.025
September	0.030	0.020
October	0.030	0.020
November	0.035	0.025
December	0.035	0.025
<b>2023</b>		
January	0.035	0.025
February	0.035	0.025

The last transacted price of G3 Global Shares on the date preceding the announcement of the Proposed Private Placement on 13 January 2023 and on LPD date was RM0.025 and RM0.025 respectively.

(Source: Bloomberg)

## 9. OUTSTANDING PROPOSAL ANNOUNCED BUT PENDING IMPLEMENTATION

As at the LPD, save for the Proposals, the Company does not have any other corporate exercises which have been announced but pending implementation as at the date of this Circular.

## 10. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders, chief executive of the Company as well as persons connected with them have any interest, direct and/or indirect, in the Proposals.

## 11. ADDITIONAL INFORMATION

### 11.1 History financial performance

The audited consolidated financial information for the past 3 financial years up to FYE 31 December 2021 and latest unaudited FYE 31 December 2022 of G3 Global are as follows:

	Audited			Unaudited
	FYE 31 December 2019	FYE 31 December 2020	FYE 31 December 2021	FYE 31 December 2022
	RM'000	RM'000	RM'000	RM'000
Revenue	14,214	15,029	23,600	13,089
LAT	(15,028)	(13,395)	(10,397)	(9,860)
LAT attributable to Shareholders	(16,393)	(13,388)	(11,298)	(8,800)
Total assets	46,210	28,936	29,352	48,241
Total liabilities	6,368	2,474	5,832	7,776
Total equity	39,842	26,462	23,520	40,465
Equity attributable to Shareholders	39,806	26,431	22,564	40,577
Weighted average no. of Shares in issue ('000)	420,800	468,112	2,148,814	2,902,754
NA per Share attributable to shareholders (sen)	9.47	5.65	1.09	1.40
LPS attributable to shareholders (sen)	(3.90)	(2.86)	(0.53)	(0.30)

## **Commentaries:**

### **(i) FYE 31 December 2022 vs FYE 31 December 2021**

For the FYE 31 December 2022, the Group recorded a revenue of RM13.1 million which represents a decrease of RM10.5 million or 44.5% from the revenue of RM23.6 million as recorded for the FYE 31 December 2021. The decrease is attributable to decrease in RM10.2 million revenue from sales of COVID-19 Test Kits in Malaysia and decrease in RM0.3 million revenue from the Group's ICT division. The decrease in revenue from sales of COVID-19 Test Kits is due to Malaysia has reached endemic stage where demand for the COVID-19 Test Kits has reduced.

The Group incurred LAT of RM9.9 million for FYE 31 December 2022, which represents a decrease of RM0.5 million or 4.8% from the LAT of RM10.4 million as recorded for the FYE 31 December 2021. The improvement in LAT for FYE 31 December 2022 is due to the Group maintaining its lean cost structure.

### **(ii) FYE 31 December 2021 vs FYE 31 December 2020**

For the FYE 31 December 2021, the Group recorded revenue of RM23.6 million which represents an increase of RM8.6 million or 57.3% from the revenue of RM15.0 million as recorded for the FYE 31 December 2020. The higher revenue was mainly due to higher revenue recorded from the Group's higher sale of COVID-19 Test Kits. However, the increase was offset by the lower revenue recorded from the Group's ICT division due to slower demand for the Group's ICT products and services as well as delay in projects to be awarded to G3 Global Group due to the imposition of Movement Control Order ("MCO") by the government to contain the outbreak of COVID-19.

The Group incurred a lower LAT of RM10.4 million for FYE 31 December 2021, representing an improvement of RM3.0 million or 22.4% from the LAT of RM13.4 million recorded for the FYE 31 December 2020. This was mainly due to the cost rationalisation exercise undertaken by the Group which has resulted in reduction of overall overhead cost incurred by the Group for FYE 31 December 2021. However, it was offset by the following:

- (i) Provision for amount due from trade debtors of RM2.9 million;
- (ii) Impairment of smart mobility and IoT inventories of RM2.2 million; and
- (iii) Provision of debt amounting to RM2.5 million in relation to outstanding balance yet to be received from the acquirer of apparel business.

### **(iii) FYE 31 December 2020 vs FYE 31 December 2019**

For FYE 31 December 2020, the Group recorded revenue of RM15.0 million, representing a slight increase of RM0.8 million or 5.63% from the revenue of RM14.2 million as recorded in the FYE 31 December 2019. This was mainly due to increase in sale of ICT products and services especially AI solutions in FYE 31 December 2020. In line with the increase in revenue, the Group recorded an improvement in LAT of RM13.4 million for FYE 31 December 2020 compared to LAT of RM15.0 million for FYE 31 December 2019. The improvement in LAT is attributable to the reduction in administrative expenses from RM11.7 million for FYE 31 December 2019 to RM10.1 million for FYE 31 December 2020 due to lower staff costs.

## **11.2 Value creation and impact of the Proposed Private Placement on the Company and its shareholders**

The Proposed Private Placement will enable the Group to raised funds without incurring additional interest expense, thereby minimising any potential cash outflows in respect of interest servicing costs and preserving the Group's cash flow.

Notwithstanding the above, the consolidated EPS or LPS (where applicable) of the Group shall be diluted as a result of the increase in the number of Shares arising from the Proposed Private Placement. Further details of the effects of the Proposed Private Placement on the NA and gearing as well as the earnings and EPS of the Group are set out in Section 6 of this Circular.

With the injection of new funds, the Company will be able to finance the proposed utilisation set out in Section 3.6 of this Circular, without having to incur interest costs or service principal repayments as compared to bank borrowings. In turn, this allows the Company to preserve its cash flow.

Further, the proceeds from the Proposed Private Placement will provide the Group with the necessary funding mainly for the ongoing AIS3 Project and future projects to be secured by the Group, which is expected to contribute positively to the financial performance of the Group.

## **11.3 Adequacy of the Proposed Private Placement in addressing the financial concerns of G3 Global Group**

The Board is of the view that the Group's primary financial concerns is mainly the continuous loss-making position of the Group. The Group had recorded LAT of RM15.0 million (FYE 31 December 2019), RM13.4 million (FYE 31 December 2020) and RM10.4 million (FYE 31 December 2021) for the past 3 audited financial years up to FYE 31 December 2021 and LAT of RM9.9 million for the unaudited FYE 31 December 2022. The Board is of the view that the Proposals are essential to address our Group's financial concerns as the Proposed Private Placement will provide funding (without incurring interest servicing cost) for the Group's on-going and future ICT projects which is expected to contribute positively to the Group's future earnings. Notwithstanding this, the Group will continuously assess its financial position and condition moving forward and address its financial requirements at the relevant points in time.

## **12. STATEMENT AND RECOMMENDATION BY THE BOARD**

The Board, after having considered all aspects of the Proposals including the rationale and the effects, is of the opinion that the Proposals are in the best interests of the G3 Group and its shareholders. Accordingly, the Board recommends that you vote in favour of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM of the Company.

## **13. ESTIMATED TIMEFRAME FOR COMPLETION**

The tentative timeline of events leading to the completion of the Proposals is as follows:

<u>Date</u>	<u>Events</u>
28 March 2023	EGM for the Proposals
April 2023	Completion of Proposed Variation
Second quarter of 2023	Listing and quotation of the Placement Shares and completion of the Proposed Private Placement

#### **14. EGM**

The EGM, the notice of which is enclosed in this Circular, to be conducted on a fully virtual 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 Tuesday, 28 March 2023 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolutions to give effect to the Proposals.

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 or any adjournment thereof. The lodging of the Proxy Form will not, however, preclude you from attending the EGM and voting in person should you subsequently wish to do so.

#### **15. FURTHER INFORMATION**

Shareholders of G3 Global are requested to refer to the attached **Appendix I** of this Circular for further information.

Yours faithfully,  
For and on behalf of  
**G3 GLOBAL BERHAD**

**DIRK JOHANN QUINTEN**  
**MANAGING DIRECTOR**

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board who individually and collectively 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 contained in this Circular false or misleading.

**2. CONSENT AND CONFLICT OF INTEREST*****M&A Securities***

M&A Securities has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references in the form and context in which it appears.

M&A Securities is not aware of any conflict of interest that exists or is likely to exist by virtue of its appointment as the Principal Adviser for the Proposals.

***Protégé***

Protégé has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and extracts of its IMR Report referred to in this Circular in the form and context in which it appears.

Protégé is not aware of any conflict of interest that exists or is likely to exist by virtue of its appointment as the independent market researcher for the Proposals.

**3. MATERIAL COMMITMENTS**

As at the LPD, the Directors of the Company are not aware of any material commitments incurred or known to be incurred by the Group that is likely to have a material effect on the Group's financial position.

**4. CONTINGENT LIABILITIES**

Saved as disclosed below, as at the LPD, the Directors of the Company are not aware of any contingent liabilities, incurred or known to be incurred, which upon becoming enforceable, may have a substantial impact in the ability of the Company to meet its obligations as and when they fall due.

	<b>RM'000</b>
Performance bond for AIS3 Project	11,838

**5. MATERIAL LITIGATIONS**

As at the LPD, the G3 Global Group is not engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of the G3 Global Group and the Board has no knowledge of any proceedings, pending or threatened, against G3 Global Group or of any fact which is likely to give rise to any proceeding which may materially and adversely affect the business or financial position of G3 Global Group.

**6. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, during normal business hours (except for public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) the Constitution of G3 Global;
- (ii) the audited consolidated financial statements of G3 Global for the FYE 2019 to FYE 2021;
- (iii) latest quarterly results of G3 Global for the FYE 2022;
- (iv) the letters of consent and conflict of interest referred to in Section 2 above; and
- (v) the IMR Report prepared by Protégé.

**[The rest of this page is intentionally left blank]**



**G3 GLOBAL BERHAD**

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("**EGM**") of G3 Global Berhad ("**G3 Global**" or "**Company**") will be conducted on a virtual 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 Tuesday, 28 March 2023 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolutions, with or without any amendments:

**ORDINARY RESOLUTION 1**

**PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM THE PRIVATE PLACEMENT WHICH WAS COMPLETED ON 27 JUNE 2022 TO THE CURRENT INTENDED UTILISATION ("PROPOSED VARIATION")**

**"THAT** approval be and is hereby granted to the Company to vary the intended manner of utilisation of the proceeds of approximately RM13.87 million from the private placement exercise which was completed on 27 June 2022 to the manner and to the extent as set out in Section 2 of the circular to shareholders of the Company dated 13 March 2023.

**AND THAT** the Directors of the Company be authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Variation with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the G3 Global Group in order to implement, finalise and give full effect to the Proposed Variation."

**ORDINARY RESOLUTION 2**

**PROPOSED PRIVATE PLACEMENT OF UP TO 870,826,000 NEW ORDINARY SHARES IN G3 GLOBAL ("SHARES" OR "G3 GLOBAL SHARES"), REPRESENTING 30% OF THE TOTAL ISSUED G3 GLOBAL SHARES ("PROPOSED PRIVATE PLACEMENT")**

**"THAT** subject to approval of all the relevant authorities, approval be and is hereby given to the Board to allot and issue up to 870,826,000 new G3 Global Shares ("**Placement Shares**") by way of private placement to independent third party investor(s) to be identified later, representing 30.0% of the total number of issued shares of the Company in one or several tranches at an issue price for each tranche to be determined at a later date by the Board ("**Price-Fixing Date**") upon such terms and conditions as disclosed in the Circular to the shareholders of the Company ("**Shareholders**") dated 13 March 2023 ("**Circular**").

**THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20.0% to the 5-day volume-weighted average market price of the Shares up to and including the Price-Fixing Date.

**THAT** the Board of the Company be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.



**THAT** such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

**THAT** pursuant to Section 85 of the Companies Act, 2016 read together with Clause 57 of the Constitution of the Company, approval be hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered with new G3 Global Shares ranking equally to the existing issued G3 Global Share arising from any allotment and issuance of new Shares pursuant to the Proposed Private Placement. **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.

**AND THAT** the Board of the Company be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors of the Company may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.”

**By Order of the Board**

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

Company Secretary

Kuala Lumpur  
13 March 2023

## 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 20 March 2023 (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. *The EGM would be held entirely via RPV facility through the online meeting platform at <https://www.agriteum.com.my>. Please refer to the Administrative Guide for the procedures to register, to participate and to vote remotely at the fully virtual meeting.*
8. *The online meeting platform is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/ proxies from the public WILL NOT BE ALLOWED to be physically present. Shareholders who wish to participate in the EGM will have to register online and attend remotely. Kindly read and follow the procedures in the Administrative Guide in order to participate remotely.*

**G3 GLOBAL BERHAD**

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

**PROXY FORM**

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 of the Company to be conducted on a virtual 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 Tuesday, 28 March 2023 at 10.00 a.m. or any adjournment thereof, and to vote as indicated below:

Ordinary Resolutions		FOR	AGAINST
1.	Proposed Variation		
2.	Proposed Private Placement		

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.*
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 20 March 2023 (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. *The EGM would be held entirely via RPV facility through the online meeting platform at <https://www.agriteum.com.my>. Please refer to the Administrative Guide for the procedures to register, to participate and to vote remotely at the fully virtual meeting.*
8. *The online meeting platform is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/ proxies from the public WILL NOT BE ALLOWED to be physically present. Shareholders who wish to participate in the EGM will have to register online and attend remotely. Kindly read and follow the procedures in the Administrative Guide in order to participate remotely.*

Fold this flap for sealing

---

Then fold here

---

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

1st fold here

---