



**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.*