

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

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING 1 OF G3 GLOBAL BERHAD (“G3 GLOBAL” OR “THE COMPANY”) CONDUCTED ON A FULLY VIRTUAL BASIS VIA AN ONLINE MEETING PLATFORM AT [WWW.AGRITEUM.COM.MY](http://WWW.AGRITEUM.COM.MY) PROVIDED BY AGRITEUM SHARE REGISTRATION SERVICES SDN. BHD. IN MALAYSIA ON FRIDAY, 8 APRIL 2022 AT 10.00 A.M.**

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- PRESENT : Directors  
Dato’ Sri Alias Bin Ahmad  
Dato’ Sri Aminul Islam Bin Abdul Nor  
Mr. Dirk Johann Quinten  
Mr. Kunal Tayal  
Dr. James Tee Kim Siong  
Dr. Salihin Bin Abang
- BY INVITATION : G3 Global Management  
Mr. Danny Wong Weng Leong  
*(Representatives of the Principal Adviser, M&A Securities Sdn. Bhd.)*  
Poll Administrator  
*(Representatives of AGRITEUM Share Registration Services Sdn. Bhd.)*  
Scrutineer  
*(Representatives of Symphony Corporate Services Sdn. Bhd.)*
- IN ATTENDANCE : Ms. Wong Youn Kim  
*(Company Secretary)*

**1. CHAIRMAN’S WELCOMING ADDRESS**

Dato’ Sri Alias Bin Ahmad (“**Datuk Sri Chairman**”), the Chairman of the Board of Directors took the Chair and welcomed all present at the Extraordinary General Meeting 1 (“**EGM 1**” or “**the Meeting**”) of G3 Global Berhad which was conducted via an online meeting platform via [www.agriteum.com.my](http://www.agriteum.com.my) provided by Agriteum Share Registration Services Sdn. Bhd. in Malaysia.

**2. QUORUM**

Datuk Sri Chairman, having confirmed with the Company Secretary that the requisite quorum being present, called the Meeting to order at 10.00 a.m.

**3. PRELIMINARY**

Before proceeding with the business of the Meeting, Datuk Sri Chairman informed the shareholders that the EGM 1 was a live-streamed meeting conducted in a fully virtual environment. The main venue of the meeting was the online meeting platform which was used to conduct the EGM 1. All meeting participants including himself as the

Chairman of the meeting, the Board members, the Principal Adviser, the Company Secretary, Shareholders and invitees were participating in the EGM 1 remotely through the RPV facility provided by *AGRITEUM* via *AGRITEUM* Portal. The attendance of the Meeting was restricted to shareholders, proxies and authorised representatives of corporate shareholders who had registered to join the Meeting remotely. As discussions that transpired in the Meeting were deemed confidential and only for the knowledge of such relevant parties, any visual or audio recording whilst the EGM 1 was conducted was strictly prohibited unless the Company's prior written consent had been obtained.

Datuk Sri Chairman moved on to introduce the members of the Board, the Principal Adviser and the Company Secretary to the shareholders.

#### **4. NOTICE OF MEETING**

Datuk Sri Chairman informed the shareholders that the notice of the EGM 1 ("the Notice") that had been announced on 15 March 2022 and advertised in the newspaper on 16 March 2022. The Notice, having been circulated earlier, was taken as read.

#### **5. BRIEFING ON HOUSEKEEPING PROCEDURES**

Before proceeding with the Agendas of the Meeting, Datuk Sri Chairman invited the Company Secretary to brief the meeting on the housekeeping procedures pertaining to the live-streamed EGM 1, in tabling and approving the resolutions via the online remote voting platform at the EGM 1. The salient points were as follows:

- 5.1 In compliance with Bursa Listing Requirements, all the resolutions as set out in the Notice shall be put to vote by way of a poll.
- 5.2 Each motion would require a Proposer and Seconded to move and second it accordingly, before they were being put forward for voting by poll. With a view to facilitate the flow of the Meeting, the shareholders, namely Fook Ngeh Ming and Hoo Yoke Thai, had offered themselves to be the Proposer and Seconded respectively for all the motions.
- 5.3 In order to have a smooth proceeding, the two Resolutions would be presented to the shareholders and followed with a Questions and Answers Session ("Q&A session").
- 5.4 Shareholders and proxies were welcomed to raise questions in real time by typing their questions in the Q&A icon.
- 5.5 The online remote voting session for both Resolution 1 and Resolution 2 had been opened at the start of the Meeting. The online remote voting platform had been activated for shareholders to submit their votes throughout the Meeting until the

closure of the voting session to be announced by Datuk Sri Chairman later.

- 5.6 The Company had appointed *AGRITEUM* Share Registration Services Sdn. Bhd. as the Poll Administrator to conduct the poll by way of electronic means.
- 5.7 The Company had appointed Symphony Corporate Services Sdn. Bhd. as the Independent Scrutineer to supervise the polling process and verify the poll results.

The video on “Steps to Cast your Vote” through RPV application was played.

## **6. ORDINARY RESOLUTION 1 PROPOSED DIVERSIFICATION**

Datuk Sri Chairman proceeded to the agenda, the Ordinary Resolution 1 on the Proposed Diversification of the existing business activities of G3 Global and its subsidiaries into the healthcare related business which includes the distribution of Coronavirus Disease 2019 Test Kits (“Proposed Diversification”), the details of the Proposed Diversification could be found in the Circular to Shareholders.

Datuk Sri Chairman put the Ordinary Resolution 1 to the meeting for consideration:

*“THAT subject to the provisions of the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company and its subsidiaries (“G3 Global Group”) to diversify its operations into healthcare related business, which might reasonably be expected to result in:*

- (a) the diversion of 25% or more of the net assets of G3 Global Group to an operation which differs widely from those operations previously carried on by G3 Global Group; or*
- (b) the contribution from such an operation of 25% or more of the net profits of the G3 Global Group pursuant to Paragraph 10.13(1) of the Listing Requirements of Bursa Malaysia;*

***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 Diversification 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 Diversification.”*

Datuk Sri Chairman invited the shareholders and proxies to submit their questions on this resolution via the RPV facility, and the questions would be addressed during the Q&A session later.

**7. ORDINARY RESOLUTION 2  
PROPOSED PRIVATE PLACEMENT**

Datuk Sri Chairman moved to Ordinary Resolution 2 on the Proposed Private Placement of up to 432,849,300 new ordinary shares in G3 Global, representing 20% of the total issued G3 Global Shares to independent third-party investors to be identified later at an issue price to be determined later ("Proposed Private Placement"). The details of the Proposed Private Placement could be found in the Circular to Shareholders.

Datuk Sri Chairman put the Ordinary Resolution 2 to the meeting for consideration:

***“THAT** subject to approval of all the relevant authorities, approval be and is hereby given to the Board to allot and issue up to 432,849,300 new ordinary shares in the Company (“G3 Global Shares” or “Shares”) (“Placement Shares”) by way of private placement to independent third party investor(s) to be identified later, representing up to approximately 20% 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 16 March 2022 (“Circular”).*

***THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% 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** this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein and approval is hereby given for the Company to make or grant an agreement, option or offer for the Placement Shares and for such Placement Shares to be allotted and issued after the conclusion of the annual general meeting held next after this approval is given.*

***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.”***

Datuk Sri Chairman invited the shareholders and proxies to submit their questions on this resolution via the RPV facility, and the questions would be addressed during the Q&A session to be held after this.

## **8. QUESTIONS & ANSWERS SESSION**

After tabling both the resolutions, the Meeting moved on to the Questions & Answers Session.

Questions raised in the Q&A session during the EGM 1 had been answered and shown to all shareholders attended the Meeting:

Question 1 : How much does the company spend on this virtual EGM?

Answer : The cost of a virtual EGM is approximately RM6,000 to RM8,000 per EGM which is a standard cost to conduct a virtual general meeting.

Question 2 : How does these resolutions benefit the shareholders?

Answer : The participation in healthcare has yield tremendous revenue growth for the Group in 4th Quarter 2021. The diversification will support the Group's growth and the funds are needed to grow the healthcare division.

Question 3 : What is the private place share price?

Answer : With reference to point 3.5 of the Circular to Shareholders in relation to the Proposed Private Placement, 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.

## **9. VOTING/POLLING SESSION**

The Meeting proceed to the Voting Session. As the online remote voting platform had been activated at the start of the Meeting for shareholders to submit their votes throughout the Meeting, shareholders were allowed for another 3 minutes to submit their voting before Datuk Sri Chairman declaring the end of Voting Session

The video on “Steps to Cast your Vote” through RPV application was played.

After the Voting Session had ended, the Meeting was adjourned for 10 minutes until the Poll Administrator, namely AGRITEUM Share Registration Services Sdn. Bhd. had completed the vote counting. The polling process was supervised by the Scrutineer, namely Symphony Corporate Services Sdn. Bhd.

#### **10. ANNOUNCEMENT OF POLL RESULTS**

The meeting was resumed for declaration of the poll results.

Based on the voting results, Datuk Sri Chairman DECLARED THAT:

- a) Resolution 1 was CARRIED by a majority of votes.
- b) Resolution 2 was CARRIED by a majority of votes.

The results of the poll is annexed herewith and marked “**Appendix 1**”.

#### **11. CLOSURE**

The Meeting ended at 10.25 a.m. with a vote of thanks extended to the Chair.

CONFIRMED AS THE CORRECT RECORD  
OF THE PROCEEDINGS THEREAT,



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**DATO' SRI ALIAS BIN AHMAD**  
CHAIRMAN

Date: 8 April 2022