

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at Fullerton Suite, Level 5 - Victory Annexe Wing, Eastern & Oriental Hotel, 10 Lebuhr Farquhar, 10200 Penang, Malaysia on Monday, 24 June 2019 at 2.30 p.m. for the following purposes :-



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

AGENDA AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and Directors' benefits of RM252,450 for the financial year ended 31 December 2018. **Ordinary Resolution 1**
- To re-elect Mr Yong Kim Fui who is retiring pursuant to the Company's Constitution (Article 129 of the Company's Articles of Association as adopted before the commencement of the Companies Act 2016). **Ordinary Resolution 2**
- To re-elect Mr Tan Kay Yen who is retiring pursuant to the Company's Constitution (Article 129 of the Company's Articles of Association as adopted before the commencement of the Companies Act 2016). **Ordinary Resolution 3**
- To re-elect Mr Lai Chin Tak who is retiring pursuant to the Company's Constitution (Article 134 of the Company's Articles of Association as adopted before the commencement of the Companies Act 2016). **Ordinary Resolution 4**
- To re-elect Mr Puan Chan Cheong who is retiring pursuant to the Company's Constitution (Article 134 of the Company's Articles of Association as adopted before the commencement of the Companies Act 2016). **Ordinary Resolution 5**
- To re-elect Encik Md Radzi Bin Din who is retiring pursuant to the Company's Constitution (Article 134 of the Company's Articles of Association as adopted before the commencement of the Companies Act 2016). **Ordinary Resolution 6**
- To re-elect Datuk Haji Khan Bin Mohd Akram Khan who is retiring pursuant to the Company's Constitution (Article 134 of the Company's Articles of Association as adopted before the commencement of the Companies Act 2016). **Ordinary Resolution 7**
- To re-elect Encik Wan Khalik Bin Wan Muhammad who is retiring pursuant to the Company's Constitution (Article 134 of the Company's Articles of Association as adopted before the commencement of the Companies Act 2016). **Ordinary Resolution 8**
- To re-appoint Messrs Grant Thornton as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 9**

AS SPECIAL BUSINESS:

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

11. ORDINARY RESOLUTION

MANDATE FOR ENCIK SAFFIE BIN BAKAR TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

"THAT approval be and is hereby given to Encik Saffie Bin Bakar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company." **Ordinary Resolution 10**

12. ORDINARY RESOLUTION

AUTHORITY TO ISSUE SHARES

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 11**

13. ORDINARY RESOLUTION

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

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("Group") be and are hereby authorised to enter into and give effect to the recurrent related parties transactions of a revenue or trading nature with the related parties as set out in Section 2.3, Part A of the Circular to Shareholders dated 24 April 2019 ("Related Parties") provided that such transactions are:

- necessary for the day-to-day operations;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company.

THAT such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the Proposed Renewal of and New Shareholders' Mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the AGM;
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

- revoked or varied by resolution passed by shareholders in a general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of and New Shareholders' Mandate." **Ordinary Resolution 12**

14. SPECIAL RESOLUTION

PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

"THAT approval be and is hereby given for the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 24 April 2019 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." **Special Resolution 1**

- To transact any other business of which due notices shall have been given.

By Order of the Board,

CHEE WAI HONG (BC/C/1470)
FOO LI LING (MAICSA 7019557)
Company Secretaries
Penang

Date: 24 April 2019

Notes:

- A member of a company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend participate, speak and vote at the meeting. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in 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 its holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
- The Form of Proxy must be duly completed and deposited at the Registered Office of the Company, 51-13 -A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time for holding the meeting.
- A member shall be entitled to appoint up to 2 proxies to attend and vote at the same meeting.
- Where a member appoints 2 proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
- All resolutions as set out in the notice of Annual General Meeting are to be voted by poll.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company's Constitution (Article 79 of the Articles of Association of the Company as adopted before the commencement of the Companies Act 2016) and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 17 June 2019 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.

Explanatory Note on Ordinary Business

Agenda 1

To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.

The item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require shareholders' approval for the audited financial statements. Therefore, this item will not be put forward for voting.

Ordinary Resolution 1 - Payment of Directors' fees and Directors' Benefits

The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and Directors' benefits for financial year ended 31 December 2018, calculated based on the number of scheduled Board and Committee meetings for the year ended 31 December 2018.

Explanatory Notes on Special Business:

Ordinary Resolution 10 – Mandate for Encik Saffie Bin Bakar to continue to act as an Independent Non-Executive Director of the Company

The proposed Ordinary Resolution 10, if passed, will enable Encik Saffie Bin Bakar to continue to act as Independent Non-Executive Directors of the Company in line with the recommendation of the Malaysian Code of Corporate Governance.

The Board has via the Nominating Committee, assessed the independence of Encik Saffie Bin Bakar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to serve as Independent Non-Executive Director based on the following justifications:

- He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to provide check and balance and bring an element of objectivity to the Board;
- He was not appointed by the current controlling shareholder and hence the issue on special relationship with or loyalty to the controlling shareholder does not arise;
- He had devoted sufficient time and attention to his professional obligations for informed and balanced decision making by actively participated in board discussion and provided an independent voice to the Board; and
- He had exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and the shareholders.

Ordinary Resolution 11 – Authority to issue shares

The proposed Ordinary Resolution 11, if passed, primarily to renew the mandate to give authority to the Board of Directors of the Company to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without convening a general meeting. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, the Company has not issued any new shares pursuant to Sections 75 and 76 of the Companies Act 2016 under the general authority which was approved at the 16th Annual General Meeting held on 6 June 2018 and which will lapse at the conclusion of the 17th Annual General Meeting to be held on 24 June 2019. A renewal of this authority is being sought at the 17th Annual General Meeting under proposed Ordinary Resolution 11.

This authority if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

Ordinary Resolution 12 - Proposed Renewal of and New Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Resolution 12, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business which carried out on an arm's length basis based on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. The details of the proposal are set out in the Circular to Shareholders dated 24 April 2019.

Special Resolution 1 – Proposed adoption of the new Constitution of the Company

The Special Resolution 1 proposed under Agenda 14, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 and Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad and to enhance administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 24 April 2019.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes").
- warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming Annual General Meeting.

The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the proposed ordinary resolution 11 as stated in the Notice of Annual General Meeting of the Company for the details.