

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of G3 Global Berhad (“**G3**” or the “**Company**”) will be held at Garuda 1 & 2, Glenmarie Golf & Country Club, No. 3 Jalan Usahawan U1/8, 40150 Shah Alam, Selangor on Thursday, 22 August 2019 at 11:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE GRANT SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF G3 (EXCLUDING TREASURY SHARES, IF ANY) (“PROPOSED SGS”)

“**THAT** subject to and conditional upon the approvals of all relevant authorities or parties being obtained (if required) and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board of Directors of G3 (“**Board**”) to establish a share grant scheme of up to 10% of the total number of issued shares of G3 (excluding treasury shares, if any) for the benefit of eligible executive directors and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) (“**Participating G3 Group**”) who fulfil the eligibility criteria for participation in the Proposed SGS (“**Eligible Persons**”), and the Board be and is hereby authorised to:

- (i) implement and administer the Proposed SGS in accordance with the by-laws governing the Proposed SGS (“**By-Laws**”), a draft of which is set out in Appendix I of the circular to shareholders dated 31 July 2019 (“**Circular**”);
- (ii) issue and allot such number of new ordinary shares in G3 (“**G3 Shares**”) (“**SGS Shares**”) and/or transfer existing G3 Shares from time to time to the Eligible Persons (“**Grantees**”) pursuant to the vesting of their SGS Shares under the Proposed SGS, provided that the maximum number of G3 Shares which may be made available under the Proposed SGS shall not exceed in aggregate 10% of the total number of issued shares of G3 (excluding treasury shares, if any) at any point in time during the duration of the Proposed SGS (“**Maximum SGS Shares**”) and that such new G3 Shares shall upon issuance and allotment, rank equally in all respects with the then existing G3 Shares, except that they shall not be entitled to any dividend, right, allotment and/or distribution which may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date on which the new G3 Shares are allotted to the Grantees;
- (iii) establish a trust (but shall not be obligated to) to be administered by trustee(s) to be appointed by the Company (“**Trustee(s)**”) to facilitate the implementation of the Proposed SGS and to authorise the Trustee to subscribe for and/or purchase the necessary number of G3 Shares to accommodate any transfer of G3 Shares to the central depository system accounts of the Grantees established by Bursa Malaysia Depository Sdn Bhd and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company and/or any companies within the Participating G3 Group;
- (iv) provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one (1) or more of the companies within the Participating G3 Group, to provide money or other assistance (financial or otherwise) from time to time, if required, to enable the Trustee to subscribe for and/or purchase the necessary number of G3 Shares for the purpose of implementation of the Proposed SGS; and
- (v) modify and/or amend the Proposed SGS and/or the By-Laws from time to time provided that such modifications and/or amendments are permitted and effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments.

THAT approval be and is hereby given to the Board to do or to procure to be done all such acts, deeds and things and to execute all necessary documents with full powers to amend and/or assent to any condition, modification, variation and/or amendment in any manner as required by the relevant authorities or as the Board may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed SGS.

AND THAT the proposed By-Laws of the Proposed SGS, as set out in Appendix I of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”), be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2

PROPOSED GRANT OF SGS SHARES TO WAN KHALIK BIN WAN MUHAMMAD

“**THAT** subject to the passing of Ordinary Resolution 1 and upon the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to grant SGS Shares, from time to time throughout the duration of the Proposed SGS, to Wan Khalik bin Wan Muhammad, the Executive Chairman of the Company, provided always that:

- (a) not more than 60% of the Maximum SGS Shares shall be allocated in aggregate to the executive directors and senior management of the Participating G3 Group; and
- (b) not more than 10% of the Maximum SGS Shares shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person (as defined in the Listing Requirements), holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT the Board be and is hereby authorised to issue and allot new G3 Shares and/or transfer existing G3 Shares pursuant to the Proposed SGS to him from time to time pursuant to the vesting of his SGS Shares.”

ORDINARY RESOLUTION 3

PROPOSED GRANT OF SGS SHARES TO DATUK HAJI KHAN BIN MOHD AKRAM KHAN

“**THAT** subject to the passing of Ordinary Resolution 1 and upon the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to grant SGS Shares, from time to time throughout the duration of the Proposed SGS, to Datuk Haji Khan bin Mohd Akram Khan, the Managing Director of the Company, provided always that:

- (a) not more than 60% of the Maximum SGS Shares shall be allocated in aggregate to the executive directors and senior management of the Participating G3 Group; and
- (b) not more than 10% of the Maximum SGS Shares shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person (as defined in the Listing Requirements), holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT the Board be and is hereby authorised to issue and allot new G3 Shares and/or transfer existing G3 Shares pursuant to the Proposed SGS to him from time to time pursuant to the vesting of his SGS Shares.”

ORDINARY RESOLUTION 4

PROPOSED GRANT OF SGS SHARES TO GOH KOK BENG

“**THAT** subject to the passing of Ordinary Resolution 1 and upon the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to grant SGS Shares, from time to time throughout the duration of the Proposed SGS, to Goh Kok Beng, the Executive Director of the Company, provided always that:

- (a) not more than 60% of the Maximum SGS Shares shall be allocated in aggregate to the executive directors and senior management of the Participating G3 Group; and
- (b) not more than 10% of the Maximum SGS Shares shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person (as defined in the Listing Requirements), holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT the Board be and is hereby authorised to issue and allot new G3 Shares and/or transfer existing G3 Shares pursuant to the Proposed SGS to him from time to time pursuant to the vesting of his SGS Shares.”

ORDINARY RESOLUTION 5

PROPOSED GRANT OF SGS SHARES TO YEOH YEOW CHEANG

“**THAT** subject to the passing of Ordinary Resolution 1 and upon the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to grant SGS Shares, from time to time throughout the duration of the Proposed SGS, to Yeoh Yeow Cheang, the Executive Director of the Company, provided always that:

- (a) not more than 60% of the Maximum SGS Shares shall be allocated in aggregate to the executive directors and senior management of the Participating G3 Group; and
- (b) not more than 10% of the Maximum SGS Shares shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person (as defined in the Listing Requirements), holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT the Board be and is hereby authorised to issue and allot new G3 Shares and/or transfer existing G3 Shares pursuant to the Proposed SGS to him from time to time pursuant to the vesting of his SGS Shares.”

ORDINARY RESOLUTION 6

PROPOSED GRANT OF SGS SHARES TO MD RADZI BIN DIN

“**THAT** subject to the passing of Ordinary Resolution 1 and upon the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to grant SGS Shares, from time to time throughout the duration of the Proposed SGS, to Md Radzi bin Din, the Executive Director of the Company, provided always that:

- (a) not more than 60% of the Maximum SGS Shares shall be allocated in aggregate to the executive directors and senior management of the Participating G3 Group; and
- (b) not more than 10% of the Maximum SGS Shares shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person (as defined in the Listing Requirements), holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT the Board be and is hereby authorised to issue and allot new G3 Shares and/or transfer existing G3 Shares pursuant to the Proposed SGS to him from time to time pursuant to the vesting of his SGS Shares.”

By order of the Board,

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

31 July 2019

Notes:

1. A member of the Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting. There shall be no restriction as to the qualification of the proxy.
2. Where a member of the Company is an exempt authorised nominee which hold 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. 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 the Central Depositories Act.
3. 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 Georgetown Penang not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting.
5. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
6. If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
7. All resolutions as set out in the notice of Extraordinary General Meeting are to be voted by poll.
8. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors (“**ROD**”) as at 13 August 2019 pursuant to the Company’s Constitution and Paragraph 7.16(2) of the Listing Requirements and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxies to attend, speak and vote on his/her behalf.