

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately.

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G3 GLOBAL BERHAD

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

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:-

**PROPOSED REDUCTION OF APPROXIMATELY RM99.3 MILLION
OF THE ISSUED SHARE CAPITAL OF
G3 GLOBAL BERHAD PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser

think[®]

Thinkat Advisory Sdn Bhd
Registration No. 201701005337 (1219502-A)

The notice of the Extraordinary General Meeting of G3 Global Berhad ("**Company**"), which will be held at Greens III Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 16 June 2026 at 10.30 a.m., or immediately after conclusion of the Company's Annual General Meeting, together with the Proxy Form is enclosed herewith. A copy of the Notice of Extraordinary General Meeting together with the Proxy Form, Administrative Guide and this Circular are available at the Company's website at https://www.g3global.com.my/investor-relations_EGM.html. Please refer to the Administrative Guide for the procedures to register, to participate and to vote at the meeting as well as the electronic lodgement of the Proxy Form.

A member entitled to attend and vote at the EGM is entitled to appoint a proxy/ proxies to attend and vote on his/ her behalf. The Proxy Form must be deposited at the Company's Share Registrar's Office at Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or lodged electronically via SS e-Portal at <https://sshsb.net.my/> not less than 24 hours before the time set for holding the EGM. The lodging of the Proxy Form will not preclude you from attending and voting in person at the EGM if you subsequently wish to do so.

Last date and time for lodging the Proxy Form	: Monday, 15 June 2026 at 10.30 a.m.
Date and time of the EGM	: Tuesday, 16 June 2026 at 10.30 a.m., or immediately after conclusion of the Company's Annual General Meeting

This Circular is dated 25 May 2026

DEFINITIONS

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

"Act"	: Companies Act 2016
"AI"	: Artificial intelligence
"AIS3 Project"	: Design, supply, install, testing, commissioning and other associated works including maintenance during defects liability period for the airport integrated security and safety system at KLIA 1 and KLIA 2, Sepang, Selangor awarded by Malaysia Airports (Sepang) Sdn Bhd to G3 on 15 April 2022
"Board"	: Board of Directors of G3
"Bursa Securities"	: Bursa Malaysia Securities Berhad
"Circular"	: This circular dated 25 May 2026 in relation to the Proposed Capital Reduction
"Constitution"	: The constitution of the Company
"Director(s)"	: A person who holds a directorship in the Company for the time being, whether in an executive or non-executive capacity, falling within the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and Section 2(1) of the Act
"EGM"	: Extraordinary General Meeting
"EPS"	: Earnings per share
"FPE"	Financial period ended/ ending, as the case may be
"FYE"	: Financial year ended/ ending, as the case may be
"G3" or the "Company"	: G3 Global Berhad
"G3 Group" or the "Group"	: G3 and its subsidiaries, collectively
"G3 Share(s)" or "Share(s)"	: Ordinary share(s) in G3
"ICT"	: Information and Communications Technology
"IoT"	: Internet of Things
"KLIA 1"	: Kuala Lumpur International Airport Terminal 1
"KLIA 2"	: Kuala Lumpur International Airport Terminal 2
"Listing Requirements"	: Main Market Listing Requirements of Bursa Securities
"LPD"	: 1 May 2026, being the latest practicable date prior to the printing and despatch of this Circular
"NA"	: Net assets attributable to the owners of G3
"Proposed Capital Reduction"	Proposed reduction of the issued share capital of G3 pursuant to Section 116 of the Act

DEFINITIONS (CONT'D)

"RM" and "sen" : Ringgit Malaysia and sen, respectively

"Thinkat" or the "Adviser" : Thinkat Advisory Sdn Bhd

References to "**we**", "**us**", "**our**" and "**ourselves**" are made to G3, and where the context requires, shall include G3's subsidiaries.

All references to "**you**" or "**your(s)**" in this Circular are made to shareholders of G3, who are entitled to attend and vote at the EGM.

Unless specifically referred to, words denoting the singular shall, where applicable include the plural and vice versa and words denoting the masculine gender shall where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to the provisions of any statute, rules, regulation or rules of stock exchange shall (where the context admits) be construed as a reference to the provisions of such statute, rules, regulation or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments to the statute, rules, regulation or rules of stock exchange for the time being in force.

Any reference to a time of day and date in this Circular shall be a reference to Malaysian time and date, respectively, unless otherwise specified.

Any discrepancy in the figures included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding adjustments.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Group's plans and objectives will be achieved.

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EXECUTIVE SUMMARY

This Executive Summary highlights only the salient information of the Proposed Capital Reduction. Shareholders are advised to read the Circular in its entirety for further details and not to rely solely on this Executive Summary in arriving at a decision on the Proposed Capital Reduction before voting at the forthcoming EGM to be convened.

Key information	Description	Reference to Circular
Summary of the Proposed Capital Reduction	<p>The Board has proposed to undertake the Proposed Capital Reduction, which entails the reduction of approximately RM99.3 million of the issued share capital of G3 pursuant to Section 116 of the Act.</p> <p>This is a balance sheet restructuring exercise being undertaken to reduce the Group's accumulated losses and enhance its capital structure.</p> <p>The amount of approximately RM99.3 million represents 75.0% of the issued share capital of G3 as at LPD and was determined after taking into consideration the accumulated losses of the Company and the Group.</p>	Section 2
Rationale for the Proposed Capital Reduction	<p>The Proposed Capital Reduction will enable the Group to rationalise its financial position by reducing its accumulated losses via cancellation of a portion of the issued share capital to reflect the value of the underlying assets and financial position of the Group more accurately.</p> <p>With the reduction in accumulated losses, G3 Group will have a cleaner balance sheet position and enhanced capital structure. This may enhance its credibility with financial institutions, customers, suppliers, investors and other stakeholders and improve its ability to obtain financing and secure new projects.</p>	Section 3
Effects of the Proposed Capital Reduction	<p>The effects of the Proposed Capital Reduction on the issued share capital, NA, NA per share, gearing, EPS, convertible securities and the substantial shareholders' shareholdings of the Company are set out in Section 4 of this Circular.</p> <p>For avoidance of doubt, the Proposed Capital Reduction will not result in:</p> <ul style="list-style-type: none">(i) any adjustment to the share price of G3 Shares;(ii) any change in the total number of G3 Shares in issue or the number of Shares held by the shareholders of G3;(iii) any payment to the shareholders of G3; and(iv) any cash outflow or change in NA of the Group, save for the estimated expenses to be incurred in relation to the Proposed Capital Reduction.	Section 4

EXECUTIVE SUMMARY (CONT'D)

Approvals required	The Proposed Capital Reduction is subject to the following approvals being obtained: (i) the approval by the shareholders of the Company at the forthcoming EGM to be convened; and (ii) an order of the High Court of Malaya for the Proposed Capital Reduction.	Section 5
Interests of directors, major shareholders, chief executive and/or persons connected with them	None of the Directors, major shareholders, chief executive of G3 and/or persons connected with them has any interest, whether direct or indirect, in the Proposed Capital Reduction.	Section 8
Directors' statement and recommendation	The Board recommends that the shareholders of G3 VOTE IN FAVOUR of the resolution pertaining to the Proposed Capital Reduction to be tabled at the forthcoming EGM.	Section 9

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

Registered Office
Level 7, Mercu 3
No. 3, Jalan Bangsar
KL Eco City
59200 Kuala Lumpur
Wilayah Persekutuan

25 May 2026

Board of Directors

Dato' Sri Haniff Bin Omar (*Independent Non-Executive Director and Chairman*)
Dato' Sri Aminul Islam Bin Abdul Nor (*Executive Director*)
Mr. Wan Shahinur Izran Bin Mohamad Salleh (*Managing Director*)
Mr. Kunal Tayal (*Non-Independent Non-Executive Director*)
Datin Rekha A/P Palanysamy (*Independent Non-Executive Director*)
Madam Vasanthi A/P Arumugam (*Independent Non-Executive Director*)

To: The Shareholders of G3

Dear Sir/ Madam,

PROPOSED CAPITAL REDUCTION

1. INTRODUCTION

On 12 May 2026, Thinkat had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Capital Reduction.

This is a balance sheet restructuring exercise being undertaken to reduce the Group's accumulated losses and enhance its capital structure.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION ON THE PROPOSED CAPITAL REDUCTION AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED CAPITAL REDUCTION TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED CAPITAL REDUCTION TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY.

2. DETAILS OF THE PROPOSED CAPITAL REDUCTION

The bulk of the accumulated losses of the Group were attributable to the losses from the Group's historical financial performance prior to the FYE 31 December 2023. Following the Group's diversification into the ICT business in 2016, including its venture into information technology, IoT solutions and AI, the Group underwent a transition from its legacy apparel business towards technology-based businesses. During the early transition period, the Group continued to face challenges from the depressed market conditions affecting its apparel business, while its new ICT business was still at an early stage and had yet to contribute significantly to the Group's results. Subsequently, the Group recorded losses mainly due to lower contribution from its apparel businesses, the project-based nature of its ICT revenue, cost rationalisation and business transformation expenses, as well as various provisions and impairments recognised during the relevant financial years, including the impairment of smart mobility and IoT inventories recognised in FYE 31 December 2021. In addition, the Group's healthcare division was affected by the lower demand for COVID-19 self-test kits following the easing of COVID-19 related restrictions and the transition towards the endemic phase, which further affected the Group's revenue and financial performance during the relevant period.

The Group's financial performance for the FYE 31 December 2023 to the FYE 31 December 2025 was largely driven by the AIS3 Project.

For FYE 31 December 2024, the Group's revenue decreased from approximately RM74.2 million in FYE 31 December 2023 to approximately RM58.8 million, mainly due to lower revenue recognition from the AIS3 Project as the project neared completion. Notwithstanding the revenue contribution from the AIS3 Project, the Group's financial performance deteriorated from a profit after tax attributable to the owners of the Company of approximately RM1.9 million in FYE 31 December 2023 to a loss after tax attributable to the owners of the Company of approximately RM19.2 million in FYE 31 December 2024. The weaker bottom-line performance was mainly attributable to the escalation of project costs relating to the AIS3 Project, impairment of other receivables of approximately RM3.3 million and the write-off of inventories of approximately RM8.1 million within the Group's subsidiaries. As a result, the Group recorded a gross loss and overall loss-making position in FYE 31 December 2024 despite the continued revenue contribution from the AIS3 Project.

For FYE 31 December 2025, the Group's revenue declined further to approximately RM9.5 million as the AIS3 Project had moved from the active implementation phase towards completion and defect liability stage, resulting in lower project activities and reduced revenue recognition during the financial year. The Group remained loss-making in FYE 31 December 2025 posting approximately RM6.8 million in loss after tax attributable to the owners of the Company, albeit with a reduced loss as compared to FYE 31 December 2024. The reduced loss was mainly due to the absence of certain significant project-related expenses recorded in FYE 31 December 2024, including impairment losses and inventories written off. However, the Group's profitability remained affected by the lower revenue base following the completion of the main implementation phase of the AIS3 Project, while certain operating and project-related costs continued to be incurred.

Despite the reduction in administrative expenses from approximately RM4.1 million in FYE 31 December 2023 to approximately RM3.3 million in FYE 31 December 2024, representing a decrease of approximately RM0.8 million or 20.1%, the Group continued to record a loss-making position in FYE 31 December 2024. This was mainly due to the significant project cost escalation relating to the AIS3 Project, together with impairment losses on receivables and write-off of inventories during the financial year.

Gross losses were recorded by the Group during FYE 2023 to 2025 which indicates that the costs incurred in relation to the projects undertaken by the Group exceeded the revenue recognised, resulting in continued pressure on the Group's margins and overall profitability.

As a result of the above, the Group's accumulated losses increased from approximately RM66.1 million as at 31 December 2023 to approximately RM85.3 million as at 31 December

2024, and further to approximately RM92.0 million as at 31 December 2025. The increase in accumulated losses directly resulted in an erosion of the Group's shareholders' equity.

The Proposed Capital Reduction entails the reduction of approximately RM99.3 million of the Company's issued share capital pursuant to Section 116 of the Act. As at LPD, the issued share capital of G3 is RM132.3 million comprising 4,150.9 million G3 Shares. The amount of approximately RM99.3 million represents 75.0% of the Company's issued share capital as at LPD and was determined after taking into consideration the accumulated losses of the Company and the Group, with the intention of substantially eliminating the accumulated losses and rationalising the financial position of the Company. The corresponding credit of approximately RM99.3 million arising from such cancellation will be utilised to reduce the accumulated losses of the Company and the balance (if any) will be credited to the retained earnings account of the Company which may be utilised in such manner as the Board deems fit and in the best interest of the Company, as permitted by relevant and applicable laws, the Listing Requirements as well as the Constitution.

For illustration purposes, the proforma effects of the Proposed Capital Reduction on the accumulated losses of G3 and G3 Group based on its audited consolidated financial statements for the FYE 31 December 2025 and unaudited consolidated financial statements for the 3-month FPE 31 March 2026 are as follows:

	Audited		Unaudited	
	As at 31 December 2025	As at 31 December 2025	As at 31 March 2026	As at 31 March 2026
	Group	Company	Group	Company
	RM'000	RM'000	RM'000	RM'000
Accumulated losses	(92,034)	(99,568)	(95,332)	(102,654)
Add:				
Credit from Proposed Capital Reduction	99,256	99,256	99,256	99,256
Less:				
Estimated expenses for the Proposed Capital Reduction	(100)	(100)	(100)	(100)
Resultant retained earnings / (accumulated losses)	7,122	(412)	3,824	(3,498)

Following shareholders' approval at the forthcoming EGM, the Company will seek the sanction of the High Court of Malaya, by way of an order pursuant to Section 116 of the Act, to confirm the Proposed Capital Reduction.

The effective date of the Proposed Capital Reduction will be the date of lodgement of the sealed copy of court order from the High Court of Malaya for the Proposed Capital Reduction with the Registrar of Companies pursuant to Section 116 (6) of the Act. Upon lodgement of the said order, an immediate announcement will be released.

Moving forward, the Group intends to improve its financial position and profitability by focusing on its ICT business and pursuing opportunities in technology-based solutions, including IoT, AI and integrated security solutions. Through the AIS3 Project, the Group has gained relevant project exposure and experience in undertaking large-scale ICT and security-related projects, particularly within a highly regulated and operationally sensitive environment such as KLIA 1 and KLIA 2.

The Group also intends to leverage on its experience to secure new contracts, whilst implementing enhanced project monitoring and costing in order to improve profit margins. In addition, the Group will continue to manage its cost base and working capital position prudently, including maintaining cost rationalisation efforts, improving collection of receivables and exercising greater discipline in project pricing, procurement and delivery. These measures are intended to reduce the risk of further losses arising from cost escalation, impairment or project-related write-offs, and to support the Group's objective of improving its financial performance after the Proposed Capital Reduction.

3. RATIONALE FOR THE PROPOSED CAPITAL REDUCTION

The Proposed Capital Reduction will enable G3 Group to rationalise its financial position by reducing accumulated losses via the cancellation of a portion of the issued share capital, thereby allowing the financial statements to more accurately reflect the value of the underlying assets and the overall financial position of G3 Group.

With the reduction in accumulated losses, G3 Group will have a cleaner balance sheet position and enhanced capital structure. This may enhance its credibility with financial institutions, customers, suppliers, investors and other stakeholders and improve its ability to obtain financing and secure new projects.

In addition, the elimination of accumulated losses will place G3 Group in a better position to declare and pay dividends out of retained earnings in the future, as and when appropriate, upon a return to profitability and after taking into account the present and future funding needs of the Group.

4. EFFECTS OF THE PROPOSED CAPITAL REDUCTION

For illustrative purposes, the pro forma effects of the Proposed Capital Reduction on G3's issued share capital, NA, NA per share, gearing, EPS and substantial shareholders' shareholdings are set out below:

4.1 Issued share capital

The pro forma effects of the Proposed Capital Reduction on the issued share capital of the G3 Group as at the LPD are as follows:

	No. of G3 Shares '000	Share capital RM'000
Issued share capital as at LPD	4,150,937	132,341
Proposed Capital Reduction ⁽¹⁾	-	(99,256)
Issued share capital after the Proposed Capital Reduction	4,150,937	33,085

Note:

(i) *After cancellation of approximately RM99.3 million of the Company's share capital pursuant to the Proposed Capital Reduction.*

4.2 NA per Share and gearing

Based on the latest audited financial statements of G3 Group as at FYE 31 December 2025, the pro forma effects of the Proposed Capital Reduction on the NA per Share and gearing of the Group are set out as follows:

	Audited FYE 31 December 2025 RM'000	After the Proposed Capital Reduction⁽ⁱ⁾ RM'000
Share capital	132,341	33,085
(Accumulated losses) / retained earnings	(92,034)	7,122
Equity attributable to shareholders / NA	40,307	40,207
Non-controlling interest	(2,452)	(2,452)
Total equity	37,855	37,755
Number of Shares in issue ('000)	4,150,937	4,150,937
NA per Share (RM)	0.01	0.01
Total borrowings	-	-
Gearing ratio (times)	-	-

Note:

- (i) *After cancellation of approximately RM99.3 million of the Company's share capital and recognition of corresponding credit pursuant to the Proposed Capital Reduction and deducting estimated expenses of RM0.1 million in relation to the Proposed Capital Reduction.*

4.3 Substantial shareholders' shareholdings

The Proposed Capital Reduction will not have any effect on the substantial shareholders' shareholdings in the Company.

4.4 Earnings and EPS

The Proposed Capital Reduction is not expected to have any material effect on the earnings of G3 Group for the FYE 31 December 2026.

4.5 Convertible securities

The Company does not have any convertible securities in issue as at the LPD.

For avoidance of doubt, the Proposed Capital Reduction will not result in the following:

- (i) any adjustment to the reference share price of G3 Shares;
- (ii) any change in the total number of Shares in issue or the number of Shares held by the shareholders of G3;
- (iii) any payment to the shareholders of G3; and
- (iv) any cash outflow or change in NA of the Group, save for the estimated expenses to be incurred in relation to the Proposed Capital Reduction.

5. APPROVALS REQUIRED

The Proposed Capital Reduction is subject to the following approvals being obtained:

- (i) the shareholders of G3 at the forthcoming EGM to be convened by the Company; and
- (ii) an order of the High Court of Malaya for the Proposed Capital Reduction.

6. CONDITIONALITY

The Proposed Capital Reduction is not conditional upon any other proposals undertaken or to be undertaken by the Company.

7. ANNOUNCED CORPORATE EXERCISES

Save for the Proposed Capital Reduction, there are no other outstanding corporate proposals that have been announced by G3 but pending completion prior to the printing of this Circular.

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

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

9. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Capital Reduction, including but not limited to the rationale and the financial effects of the Proposed Capital Reduction, is of the opinion that the Proposed Capital Reduction is in the best interest of the Company and its shareholders.

Accordingly, the Board recommends that the shareholders of G3 vote in favour of the resolution pertaining to the Proposed Capital Reduction to be tabled at the EGM of the Company.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all requisite approvals being obtained, the Proposed Capital Reduction is expected to be completed by the 4th quarter of 2026. The tentative timeframe in relation to the Proposed Capital Reduction is set out below:

Tentative date	Events
16 June 2026	EGM held for the Proposed Capital Reduction
End July 2026	Application to High Court of Malaya for the Proposed Capital Reduction
Mid November 2026	Order by High Court of Malaya for the Proposed Capital Reduction
Early December 2026	Lodgement of the documents to the Registrar of Companies for the Proposed Capital Reduction

11. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Greens III Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 16 June 2026 at 10.30 a.m., or immediately after conclusion of the Company's Annual General Meeting, for the purpose of considering and if thought fit, passing with or without modification, the resolution to give effect to the Proposed Capital Reduction.

If you are unable to attend and vote in person at the EGM, you should complete, sign and return the enclosed Proxy Form in accordance with the instructions provided thereon so as to arrive at the Company's Share Registrar's Office at Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or lodged electronically via SS e-Portal at <https://sshsb.net.my/> not less than 24 hours before the time set for holding 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.

12. FURTHER INFORMATION

Shareholders are advised to refer to the appendices set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board
G3 GLOBAL BERHAD

Wan Shahinur Izran Bin Mohamad Salleh
Managing Director

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors of G3 collectively and individually accept full responsibility for the accuracy of the information contained 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 in this Circular misleading.

2. CONSENT AND CONFLICT OF INTEREST

Thinkat, being the adviser for the Proposed Capital Reduction, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

Thinkat has given its written confirmation that there is no situation of conflict of interest that exists nor is likely to exist in relation to its role as the adviser to G3 for the Proposed Capital Reduction.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, the Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which may materially and adversely affect the financial position or business of G3 Group and the Board is not aware of any proceedings pending, or of any facts likely to give rise to any proceedings, which might materially and adversely affect the business or financial position of G3 Group.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**4.1 Material commitments**

As at the LPD, the Board is not aware of any material commitments incurred or known to be incurred by G3 Group that has not been provided for which, upon becoming enforceable, may have a material impact on the financial results/ position of the Group

4.2 Contingent liabilities

As at the LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by G3 Group that has not been provided for which, upon becoming enforceable, may have a material impact on the profits and/or NA of the Group.

5. MATERIAL CONTRACTS

The Group has not entered into any other material contracts (not being contracts entered into in the ordinary course of business of the Group) within 2 years immediately preceding the date of this Circular.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Level 7, Mercu 3, No.3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur, Wilayah Persekutuan, during the normal business hours from Monday to Friday (except public holidays) from the date hereof up to the time stipulated for the holding of the EGM:-

APPENDIX I – FURTHER INFORMATION (CONT'D)

- (i) the Constitution;
- (ii) the audited consolidated financial statements of G3 for the past 2 financial years up to FYE 31 December 2025 and the latest unaudited quarterly report of G3 Group for the 3-month FPE 31 March 2026; and
- (iii) the letters of consent and declaration of conflict of interest referred to in Section 2 of this **Appendix I**, respectively.



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**” or the “**Company**”) will be held at Greens III Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 16 June 2026 at 10.30 a.m., or immediately after the conclusion of the Company’s Annual General Meeting which is scheduled to be held on the same day at 10.00 a.m., for the purpose of considering and if thought fit to pass the following Special Resolution, with or without any amendments:

SPECIAL RESOLUTION

PROPOSED REDUCTION OF APPROXIMATELY RM99.3 MILLION OF THE ISSUED SHARE CAPITAL OF G3 GLOBAL BERHAD PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“PROPOSED CAPITAL REDUCTION”)

“**THAT** subject to all approvals being obtained from the relevant authorities and/or parties, if applicable, and the confirmation by the High Court of Malaya pursuant to Section 116 of the Companies Act 2016, approval be and is hereby given for the Board of Directors of G3 (“**Board**”) to implement the Proposed Capital Reduction and reduce the share capital of the Company via cancellation of approximately RM99.3 million of the issued share capital of the Company and that the credit arising from such share capital reduction shall be used to eliminate the accumulated losses of the Company;

THAT the remaining balance after the elimination of the accumulated losses of the Company pursuant to the Proposed Capital Reduction, if any, shall be credited to the retained earnings account of the Company, which may be utilised in such manner as the Board deems fit and in the best interest of the Company, as permitted by the relevant and applicable laws at the material time as well as the Constitution of the Company;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Capital Reduction in the best interest of the Company with full power to assent to any conditions, variation, modifications, and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board”

By Order of the Board,

LIM LI HEONG (SSM Practising Certificate No. 202008001981) (MAICSA 7054716)
WONG MEE KIAT (SSM Practising Certificate No. 202008001958) (MAICSA 7058813)
Company Secretaries

Kuala Lumpur, Malaysia
25 May 2026

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 at Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or electronically lodged via SS e-Portal at <https://sshb.net.my/> at least twenty four (24) hours before the time appointed for holding the meeting or any adjournment thereof. Kindly refer to the Administrative Guide for electronic lodgement of Proxy Form.*
6. *In respect of deposited securities, only a depositor whose name appears on the General Meeting Record of Depositors on 8 June 2026 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 physically at Greens III Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 16 June 2026 at 10.30 a.m. or immediately after conclusion of the Company's Annual General Meeting. Please refer to the Administrative Guide for the procedures to register, to participate and to vote at the meeting.*

^ 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.*

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AFFIX
STAMP

**THE SHARE REGISTRAR OF
G3 GLOBAL BERHAD
REGISTRATION NO. 200201002733 (570396-D)
SECURITIES SERVICES (HOLDINGS) SDN BHD**

Level 7, Menara Milenium
Jalan Damanlela, Pusat Bandar Damansara
Damansara Heights, 50490 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur, Malaysia

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