

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth (“24th”) Annual General Meeting (“AGM”) of 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 10.00 a.m. for the purpose of considering the following businesses:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. *[Please refer to Explanatory Note 4 (i)]*
2. To approve the payment of Directors’ fees and benefits amounting to RM630,000.00 payable for the period from 1 January 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027. **Ordinary Resolution 1**
3. To re-elect Madam Vasanthi A/P Arumugam who retires by rotation pursuant to Clause 95 of the Company’s Constitution and who being eligible offers herself for re-election. **Ordinary Resolution 2**
4. To re-elect Encik Wan Shahinur Izran Bin Mohamad Salleh who retires pursuant to Clause 102 of the Company’s Constitution and who being eligible offers himself for re-election. **Ordinary Resolution 3**
5. To re-elect YBhg. Datin Rekha A/P Palanysamy who retires pursuant to Clause 102 of the Company’s Constitution and who being eligible offers herself for re-election. **Ordinary Resolution 4**
6. To re-appoint Grant Thornton Malaysia PLT 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 5**

AS SPECIAL BUSINESS:

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

7. **ORDINARY RESOLUTION
RENEWAL OF AUTHORITY FOR DIRECTORS TO ISSUE SHARES** **Ordinary Resolution 6**

“THAT, subject always to the Companies Act 2016 (the “Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), any directives or modifications or reliefs issued by Bursa Securities from time to time in relation to the general mandate for issue of securities, and the approvals of the relevant governmental and/or regulatory authorities, where such approval is necessary, approval be and is hereby given to the Directors of the Company pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force provided always that the total number of new shares issued pursuant to this resolution when aggregate with the number of new shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being.

NOTICE OF **ANNUAL GENERAL MEETING** (CONT'D)

THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

THAT the Directors of the Company be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approvals hereof.

AND THAT the Directors of the Company are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities.

FURTHER THAT pursuant to Section 85 of the Act read together with Clause 57 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered with new shares ranking equally to the existing issued shares arising from the issuance and allotment of the new shares in the Company pursuant to Sections 75 and 76 of the Act, AND 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.”

8. **ORDINARY RESOLUTION** **Ordinary
Resolution 7**
PROPOSED GRANT OF SHARE GRANT SCHEME (“SGS”) SHARES TO ENCIK WAN SHAHINUR IZRAN BIN MOHAMAD SALLEH

“THAT subject to passing of Ordinary Resolution 3, 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 Encik Wan Shahinur Izran Bin Mohamad Salleh, the Managing Director of the Company, of up to 5% of the total number of issued shares of the Company, in accordance with the By-Laws of the SGS.

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

ANY OTHER BUSINESS

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

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

30 April 2026

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(CONT'D)

Notes:

1. **PROXY**

- (i) A member of a company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any person as his/her proxy to attend and vote instead of the members at the meeting. There shall be no restriction as to the qualification of the proxy.
- (ii) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting. A member shall not appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- (iii) 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.
- (iv) The Form of Proxy or other instruments of appointment must be deposited at the office of the share registrar of the Company, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia or lodged electronically via SS e-Portal at <https://sshsb.net.my/> not later than twenty four (24) hours before the time appointed for the taking of the poll or any adjournment thereof. Kindly refer to the Procedures for Electronic Submission of Proxy Form in Appendix A.
- (v) If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.

2. **POLL VOTING**

The resolutions as set out in the Notice of AGM are to be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

3. **GENERAL MEETING RECORD OF DEPOSITORS**

For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the Company's Constitution and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, to make available a Record of Depositors ("ROD") as at 8 June 2026. Only a member whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and/or speak and/or vote on his/her behalf.

4. **EXPLANATORY NOTE ON ORDINARY BUSINESS:**

- (i) ***Item 1 of the Agenda 1 – Audited Financial Statements for the financial year ended 31 December 2025.***

The Audited Financial Statements are laid pursuant to Section 340(1)(a) of the Companies Act 2016 for discussion only, shareholders' approval for the Audited Financial Statements is not required. Therefore, this Agenda item will not be put forward for voting.

NOTICE OF **ANNUAL GENERAL MEETING** (CONT'D)

Notes: (Cont'd)

4. EXPLANATORY NOTE ON ORDINARY BUSINESS: (CONT'D)

(ii) Ordinary Resolution 1 - Payment of Directors' fees and benefits

Section 230(1) of the Companies Act 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting. In addition, pursuant to Paragraph 7.24 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the fees of directors and any benefits payable to directors of a listed issuer shall be subject to annual shareholders' approval at a general meeting. Hence, the Board seeks the shareholders' approval at this AGM for the payment of Directors' fees.

The proposed Directors' fee and benefits had been reviewed by the Remuneration Committee and the Board of Directors of the Company. There is no increment proposed. The Board has taken into consideration the scope of responsibilities, time commitment, as well as the overall Board and Board Committee structure, and is of the view that the proposed Directors' fees and benefits payable are reasonable and are in the best interest of the Company. The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and benefits on current financial year basis until the conclusion of the next Annual General Meeting of the Company, calculated based on the number of scheduled Board and Board Committee meetings during the period and assuming that all Directors will hold office until the end of the period. In the event the Directors' fees and benefits proposed are insufficient (e.g., due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting ("AGM") for additional fees and benefits to meet the shortfall.

(iii) Ordinary Resolution 2 – Re-election of Directors pursuant to Clause 95 of the Company's Constitution

Clause 95 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire and be eligible for re-election provided that each Director must retire from office at least once in every three (3) years.

Madam Vasanthi A/P Arumugam shall retire by rotation, being eligible had offered herself for re-election at this AGM. Her profile and interest in the securities of the Company are set out in the section of Directors' Profile in the Annual Report.

The Nomination Committee had assessed and was satisfied with the performance of Madam Vasanthi A/P Arumugam based on the performance evaluation criteria which incorporate the Directors' fit and proper criteria as set out in the Directors' Fit and Proper Policy of the Company. She meets the independence requirements as prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. She has consistently demonstrated independence and objectivity in expressing her views and has actively participated in Board deliberations and decision-making. She has shown a high level of commitment by dedicating sufficient time and effort to her role and has contributed significantly to informed and balanced decision-making. She has also exercised due care and carried out her duties with professionalism and competence in discharging her responsibilities as a member of the Board.

Based on the above, the Board supported the Nomination Committee's recommendation that Madam Vasanthi A/P Arumugam shall continue serving the Board. Hence, the Board seeks the shareholders to vote in favour of the resolution for the re-election.

NOTICE OF **ANNUAL GENERAL MEETING**

(CONT'D)

Notes: (Cont'd)

(iv) Ordinary Resolutions 3 and 4 – Re-election of Directors pursuant to Clause 102 of the Company's Constitution

Clause 102 of the Company's Constitution provides that a newly appointed Director shall hold office only until the next following AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that AGM.

Encik Wan Shahinur Izran Bin Mohamad Salleh was appointed to the Board as Managing Director on 2 January 2026, while YBhg. Datin Rekha A/P Palanysamy was appointed to the Board as an Independent Non-Executive Director on 30 March 2026. Hence, both of them shall retire at this AGM pursuant to the provision of the Constitution, and being eligible, they have offered themselves to stand for re-election. The Nomination Committee had assessed their suitability, as well as their fitness and properness during the recruitment and appointment process. As such, the Board seeks the shareholders to vote in favour of the respective resolutions for their re-election.

5. EXPLANATORY NOTES ON SPECIAL BUSINESS:

(i) Ordinary Resolution 6 – Renewal of Authority for Directors to issue shares

The proposed Ordinary Resolution 6, if passed, will give the Directors of the Company the flexibility to issue and allot shares up to an amount not exceeding ten per centum (10%) of the Company's total number of issued shares for the time being upon such terms and conditions and for such purposes and to such person or persons as the Directors of the Company in their absolute discretion consider to be in the best interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate sought will provide flexibility to the Company for any possible fund-raising activities including but not limited for further placement of shares for purpose of funding the Company's current and/or future investment projects, working capital, repayment of borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration, or for such purposes as the Board may deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This is the renewal of the general mandate obtained from the shareholders of the Company at the last AGM held on 25 June 2025. The general mandate granted at the last AGM will lapse at the conclusion of this AGM.

Status of Private Placement 2024

On 26 June 2024, the Company announced its proposal to undertake a private placement exercise of up to 377,357,000 new ordinary shares in G3 Global ("G3 Global Shares"), representing not more than ten per centum (10%) of the total number of the Company's issued shares to independent third-party investors pursuant to the shareholders' general mandate for issuance of shares under Sections 75 and 76 of the Companies Act 2016 obtained at the Company's previous AGM held on 22 June 2023. The Company obtained Bursa Securities' approval on 19 September 2024 for the listing and quotation of up to 377,357,000 new G3 Global Shares to be issued pursuant to the Proposed Private Placement ("Private Placement 2024"). Pursuant to Paragraph 6.62(1) of the Listing Requirements, the Company was requested to complete the implementation of the Private Placement 2024 within 6 months from the date on which the listing application is approved by Bursa Securities, i.e. by 18 March 2025. As the Company was unable to meet this deadline. Accordingly, on the application of the Company, Bursa Securities had, on 28 March 2025, granted an extension of time of 6 months up to 18 September 2025 for the Company to complete the implementation of the Private Placement 2024.

NOTICE OF **ANNUAL GENERAL MEETING** (CONT'D)

Notes: (Cont'd)

5. EXPLANATORY NOTES ON SPECIAL BUSINESS: (CONT'D)

(i) Ordinary Resolution 6 – Renewal of Authority for Directors to issue shares (Cont'd)

The Private Placement was subsequently completed following the allotment of a total of 377,357,000 Placement Shares on 24 July 2025, which were listed on the Main Market of Bursa Securities on 28 July 2025.

As of the date of this Notice, save for the above allotment of new shares pursuant to the abovementioned Private Placement 2024, no additional new shares have been issued or allotted under the general mandate granted at the Company's last AGM.

Shareholders are advised to take note that the approval given to the Directors under the proposed Ordinary Resolution 6 for the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive and deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 57 of the Constitution of the Company and will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate which this will result in a dilution to their shareholding percentage in the Company.

(ii) Ordinary Resolution 7 - Proposed Grant of Share Grant Scheme ("SGS") Shares to Encik Wan Shahinur Izran Bin Mohamad Salleh

The proposed Ordinary Resolution 7, if passed, will authorise the Directors of the Company to grant ordinary shares in the Company to Encik Wan Shahinur Izran Bin Mohamad Salleh, the Managing Director of the Company, under the existing SGS of the Company.

The SGS was established to align the interests of the Directors and senior management with those of the shareholders, and to motivate and retain key personnel through equity participation in the Company.

The proposed grant to Encik Wan Shahinur Izran Bin Mohamad Salleh is subject to the terms and conditions of the SGS, including any adjustments which may be made in accordance with the provisions of the SGS By-Laws.

The total number of shares which may be made available under the SGS shall not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) at any point in time. In addition, the aggregate allocation to Executive Directors and Senior Management shall not exceed 60% of the shares made available under the SGS, in accordance with the SGS By-Laws.

The proposed grant to Encik Wan Shahinur Izran Bin Mohamad Salleh is considered appropriate after taking into consideration his position, responsibilities and contributions to the Company, and is in line with the objectives of the SGS.

The shares to be issued pursuant to the SGS shall, upon vesting and issuance, rank equally in all respects with the existing issued shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions declared prior to the date of issuance.

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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 (i) 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"). (ii) 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 (iii) 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.

DIGITAL COPY of ANNUAL REPORT 2025

Please be informed that the digital copy of the Annual Report 2025 of G3 Global Berhad is available for viewing / downloading from the Company's corporate website at www.g3global.com.my or you may scan the QR code below for the documents.



Shareholders may request for copies of the printed Annual Report 2025 at the Share Registrar's website, <https://www.sshsb.com.my/new/requestarep.aspx>, "Request Annual Report / Circular", key in "G3 GLOBAL BERHAD", complete and submit the online request form, or contact Ms. Magesh at telephone 03 - 8800 7000 or e-mail your request to contact@g3global.com.my. The printed copy of the Annual Report will be sent to you as soon as reasonably practicable upon receipt of your request.