

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of **GREENYIELD BERHAD** will be held at Melati Room, Level 2, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 6 June 2024 at 11.00 a.m. to transact the following businesses:-

AGENDA

Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. | [Please refer to Explanatory Note 1] |
| 2. To approve the aggregate Directors' fees payable to the Directors of the Company for an amount not exceeding RM108,000 per annum for the financial year ending 31 December 2024. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' benefits for an amount not exceeding RM30,000 for the period from 7 June 2024 until the next Annual General Meeting of the Company. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors who retire pursuant to Clause 76 of the Constitution of the Company:- | |
| i. Tham Foo Keong | Ordinary Resolution 3 |
| ii. Tham Kin-On | Ordinary Resolution 4 |
| 5. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

Special Business

To consider and, if thought fit, to pass the following resolutions with or without modifications, as Ordinary Resolutions of the Company:-

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| 6. Ordinary Resolution 1
Authority for Directors to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 | Ordinary Resolution 6 |
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“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed ten percent (10%) of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed General Mandate”).

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting (“AGM”) of the Company held after the approval was given;
- b. the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

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whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

7. **Ordinary Resolution II**
Proposed Renewal of the Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

**Ordinary
Resolution 7**

“**THAT** subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries (“Greenyield Group”) to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to Shareholders dated 29 April 2024 which are necessary for day-to-day operations and are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are undertaken on arms’ length basis and not to the detriment of minority shareholders of the Company.

AND THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in full force until:

- a. the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time this shareholders’ mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- b. the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c. revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Board of Directors be and is hereby authorised to complete and do all such acts and things as it may consider expedient or necessary (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this mandate.”

8. **Ordinary Resolution III**
Proposed Shareholders' Mandate for the authority to the Company to purchase its Own Shares up to Ten Percent (10%) of the Total Number of Issued Shares

**Ordinary
Resolution 8**

“**THAT** subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- i. the aggregate number of issued shares in the Company (“Shares”) purchased (“Purchased Shares”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

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("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting ("AGM") of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next AGM of the Company is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. to cancel all or part of the Purchased Shares;
- ii. to retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. to distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. to resell all or part of the treasury shares;
- v. to transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. to transfer all or part of the treasury shares as purchase consideration;
- vii. to sell, transfer or otherwise use the shares for such other purposes as the Minister charged with responsibility for companies may by order prescribe; and/or
- viii. to deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

9. To transact any other business of the Company of which due notice shall be given.

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BY ORDER OF THE BOARD

JOANNE TOH JOO ANN

SSM PC NO. 202008001119 (LS 0008574)

YIP XUM KEAI

SSM PC NO. 202208000350 (MAICSA 7072262)

Company Secretaries

Kuala Lumpur

Date: 29 April 2024

NOTES :

(i) NOTES ON APPOINTMENT OF PROXY

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a **Record of Depositors as at 30 May 2024**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a hard copy form and submit to the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. In the case of an electronic appointment, the proxy form must be submitted electronically via TIIH online website at <https://tjih.online>. Please refer to the Administrative Guide for the Twenty-First Annual General Meeting ("AGM") on the procedure for electronic lodgement of proxy form via TIIH Online. All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging the proxy form is **Tuesday, 4 June 2024 at 11.00 a.m.**
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - (a) Identity card (NRIC) (Malaysian), or
 - (b) Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - (c) Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment of authorised representative executed in the manner as stated in the proxy form if this has not been lodged at the Company's registered office earlier.
14. Shareholders are advised to check the Company's website and announcements from time to time for any changes to the administration of the Twenty-First AGM.

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(ii) EXPLANATORY NOTES**1 Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2023**

The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.

2 Ordinary Resolutions 1 and 2**Payment of Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Proposed Ordinary Resolution 1 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. The Proposed Ordinary Resolution 2 is benefits payable to the Directors such as meeting allowance. Meeting allowance is calculated based on the current Board size and the number of scheduled Board and Board Committee meetings for the period from 7 June 2024 up to next Annual General Meeting ("AGM"). In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

3 Ordinary Resolutions 3 to 4**Re-election of Directors**

Tham Foo Keong and Tham Kin-On are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Twenty-First AGM.

Please refer to the Statement Accompanying the Notice of AGM for information.

4 Ordinary Resolution 5**Re-appointment of Auditors**

The Board, through the Audit Committee ("AC") has considered the re-appointment of Grant Thornton Malaysia PLT as the Auditors of the Company. The factors considered by the AC in making the recommendation to the Board to table the re-appointment of Grant Thornton Malaysia PLT at the Twenty-First AGM are disclosed in the Corporate Governance Overview Statement of Annual Report 2023.

EXPLANATORY NOTES ON SPECIAL BUSINESS**5 Ordinary Resolution 6****Authority to allot and issue shares**

The proposed Ordinary Resolution 6 is a renewal of the mandate obtained from the members at the last AGM ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The proposed Ordinary Resolution 6, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Twentieth AGM held on 30 May 2023.

6 Ordinary Resolution 7**Proposed Renewal of the Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Please refer to the Circular to Shareholders dated 29 April 2024 for further details.

7 Ordinary Resolution 8**Proposed Shareholders' Mandate for the authority to the Company to purchase its Own Shares up to Ten Percent (10%) of the Total Number of Issued Shares**

The proposed Ordinary Resolution 8, if passed, will empower the Company to purchase up to ten percent (10%) of the issued share capital of the Company through Bursa Malaysia Securities Berhad.

Please refer to the Statement to Shareholders dated 29 April 2024 for further details.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**[PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD]****Election /Appointment as Directors**

As at date of this notice, there are no individuals standing for election/appointment as Directors at the Twenty-First Annual General Meeting (“AGM”).

Directors who are seeking re-election at the Twenty-First AGM are:

- i. Tham Foo Keong; and
- ii. Tham Kin-On

(“Retiring Directors”).

The profiles of the Retiring Directors are set out on pages 14 and 15 respectively of the Annual Report 2023. The details of their interest in the securities of the Company can be found on page 104 of the Annual Report 2023.

The Board of Directors had via the Nomination Committee (“NC”) undertook a fit and proper assessment on the Retiring Directors, and agreed that they have met the criteria of character, experience, integrity, competence and time to effectively discharge their respective roles as Directors as prescribed in the Directors’ Fit and Proper Policy of the Company. They have also confirmed that they do not have any conflict of interest or potential conflict of interest, including interest in any business that is in competition with the Company and its subsidiaries.

In addition to the above, the Board supports and recommended the re-election of Tham Foo Keong and Tham Kin-On as Directors of the Company based on the following:-

1. Tham Foo Keong

Mr. Tham Foo Keong was appointed as the Group Managing Director of the Company on 26 March 2005 and was subsequently re-designated as the Executive Chairman on 15 August 2023. The Board of Directors, via the Nomination Committee had assessed Mr Tham Foo Keong, who is due to retire at the forthcoming Twenty-First AGM, and was satisfied that he would provide his valuable input and perspectives to the Group based on his background, skills and vast experience in the plantation industry. In this connection the Board supports the re-election of the abovementioned Director.

2. Tham Kin-On

Mr. Tham Kin-On was appointed as the Executive Director of the Company on 20 December 2016. The Board of Directors, via the Nomination Committee had assessed Mr Tham Kin-On, who is due to retire at the forthcoming Twenty-First AGM, and was satisfied that he would lead the Corporate Finance, Finance, and Human Resources & Administration teams to achieve their respective goals and objectives. In this connection the Board supports the re-election of the abovementioned Director.

General Mandate for Issue of Securities

Please refer to item 5 of the Explanatory Notes on Special Business as contained in the Notice of Twenty-First AGM.