

Annual Report
2023

Planting the Future,
Harvesting Sustainability

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Proxy Form



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

- | | |
|---|---|
| 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:-

- | | |
|---|------------------------------|
| 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 |
|---|------------------------------|

“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,

Notice of Twenty-First Annual General Meeting

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,

Notice of Twenty-First Annual General Meeting

("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.

Notice of Twenty-First Annual General Meeting

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 TIH 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 TIH 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.

Notice of Twenty-First Annual General Meeting

(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.

ADMINISTRATIVE GUIDE

FOR THE TWENTY-FIRST ANNUAL GENERAL MEETING (“21ST AGM”)

Day and Date	: Thursday, 6 June 2024
Time	: 11.00 a.m.
Venue	: Melati Room, Level 2, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan.

REGISTRATION

- The registration counter starts at 10.00 a.m. on Thursday, 6 June 2024 and will remain opened until the conclusion of the 21st AGM or such time as may be determined by the Chairman of the Meeting.
- Shareholders or proxies are requested to produce/show their original MyKAD or Passport (for non-Malaysians) to the registration staff for verification purposes. Please ensure the original MyKAD or Passport is returned to you thereafter. Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person.
- Upon verification, shareholders or proxies will also be given the identification wristbands for voting purposes. No person will be allowed to enter the meeting hall without the identification wristband. There will be no replacement for the identification wristband if it is lost or misplaced.

CORPORATE MEMBERS

- Corporate members who wish to appoint corporate representatives instead of a proxy, must deposit their original or duly certified certificate of appointment of corporate representative to Tricor Investor & Issuing House Services Sdn. Bhd. (“TIIH”) on or before the Annual General Meeting.
- Attorneys appointed by power of attorney are required to deposit their power of attorney with TIIH not later than Tuesday, 4 June 2024 at 11.00 a.m. to attend and vote at the 21st AGM.

PROXY

The appointment of proxy may be made in hard copy form or by electronic form in the following manner and must be received by the Company at least forty-eight (48) hours before the time appointed for holding the 21st AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid:

In hardcopy form

In case of an appointment made in hardcopy form, the proxy form must be deposited with the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

In electronic form

You may also submit your proxy appointment electronically via TIIH Online website at <https://tiih.online>. Please do read and follow the procedures below to submit proxy form electronically.

ELECTRONIC LODGMENT OF PROXY FORM

The procedures to lodge your proxy form electronically via Tricor’s TIIH Online website are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> • Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.

Administrative Guide for The Twenty-First Annual General Meeting ("21st AGM")

ELECTRONIC LODGMENT OF PROXY FORM (CONT'D)

The procedures to lodge your proxy form electronically via Tricor's TIIH Online website are summarised below:

Procedure	Action
Proceed with submission of form of proxy	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password. • Select the corporate event: GREENYIELD BERHAD 21ST AGM - SUBMISSION OF PROXY FORM". • Read and agree to the Terms and Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. • Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. • Review and confirm your proxy(s) appointment. • Print the form of proxy for your record.
ii. Steps for corporate or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online • Under e-Services, the authorised or nominated representative of the corporate or institutional shareholder selects "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporate or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online • Select the corporate event: "GREENYIELD BERHAD 21ST AGM - SUBMISSION OF PROXY FORM" • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Login to TIIH Online, select corporate event: "GREENYIELD BERHAD 21ST AGM - SUBMISSION OF PROXY FORM". • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose determining who shall be entitled to attend the 21st AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 30 May 2024 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting

NO RECORDING OR PHOTOGRAPHY

No recording or photography of the 21st AGM proceedings is allowed without prior written permission of the Company.

ENQUIRY

If you have any enquiry prior to the meeting, you may contact the Share Registrar at:

Tricor Investor & Issuing House Services Sdn Bhd		
Telephone Number	General Line	603-2783 9299
Contact Person	Ashvinder Singh	603-2783 7962 ashvinder.singh@my.tricorglobal.com
	Muhammad Asyran	603-2783 9249 muhammad.asyran@my.tricorglobal.com
Fax Number	603-2783 9222	
Email	is.enquiry@my.tricorglobal.com	

CORPORATE INFORMATION

Board of Directors

THAM FOO KEONG

Executive Chairman

THAM FOO CHOON

Deputy Group Managing Director

THAM KIN-ON

Executive Director

SUPRAMANIAM A/L R.RAMASAMY

Independent Non-Executive Director

MOHD GHOZALI BIN YAHAYA

Independent Non-Executive Director

SARYANI BINTI CHE AB RAHMAN

Independent Non-Executive Director

AUDIT COMMITTEE

SARYANI BINTI CHE AB RAHMAN

(Chairman)

SUPRAMANIAM A/L R.RAMASAMY

MOHD GHOZALI BIN YAHAYA

REMUNERATION COMMITTEE

SUPRAMANIAM A/L R.RAMASAMY

(Chairman)

SARYANI BINTI CHE AB RAHMAN

MOHD GHOZALI BIN YAHAYA

NOMINATION COMMITTEE

SUPRAMANIAM A/L R.RAMASAMY

(Chairman)

SARYANI BINTI CHE AB RAHMAN

MOHD GHOZALI BIN YAHAYA

REGISTERED OFFICE

Unit 30-01, Level 30, Tower A,
Vertical Business Suite, Avenue 3,
Bangsar South, No. 8, Jalan Kerinchi,
59200 Kuala Lumpur.

Tel : 03 - 2783 9191

Fax : 03 - 2783 9111

Email : info@my.tricorglobal.com

CORPORATE OFFICE

No. 1-19, MKH Boulevard,
Jalan Bukit, 43000 Kajang,
Selangor Darul Ehsan.

Tel : 03 - 8736 8777

Fax : 03 - 8737 0723

E-mail : investors@greenyield.com.my

COMPANY SECRETARIES

Joanne Toh Joo Ann

(LS 0008574)

SSM PC NO. 202008001119

Yip Xum Keai

(MAICSA 7072262)

SSM PC NO. 202208000350

AUDITORS

Grant Thornton Malaysia PLT

(201906003682 & LLP0022494-LCA)

Chartered Accountants (AF: 0737)

Level 11, Sheraton Imperial Court,

Jalan Sultan Ismail,

50250 Kuala Lumpur.

Tel : 03 - 2692 4022

Fax : 03 - 2691 5229

WEBSITE

www.greenyield.com.my

REGISTRAR

Tricor Investor & Issuing House Services Sdn. Bhd.

[Company No. 197101000970 (11324-H)]

Office

Unit 32-01, Level 32, Tower A,
Vertical Business Suite,
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi,
59200 Kuala Lumpur.

Customer Service Centre

Unit G-3, Ground Floor, Vertical Podium,
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi,
59200 Kuala Lumpur.

Tel : 03 - 2783 9299

Fax : 03 - 2783 9222

Email : is.enquiry@my.tricorglobal.com

SOLICITOR

Cheang & Ariff

39 Court @ Loke Mansion,
273A, Jalan Medan Tuanku,
50300 Kuala Lumpur.

Tel : 03 - 2691 0803

Fax : 03 - 2693 4475

LISTING

Main Market of

Bursa Malaysia Securities Berhad

Stock Name : **GREENYB**

Stock Code : **0136**

PRINCIPAL BANKERS

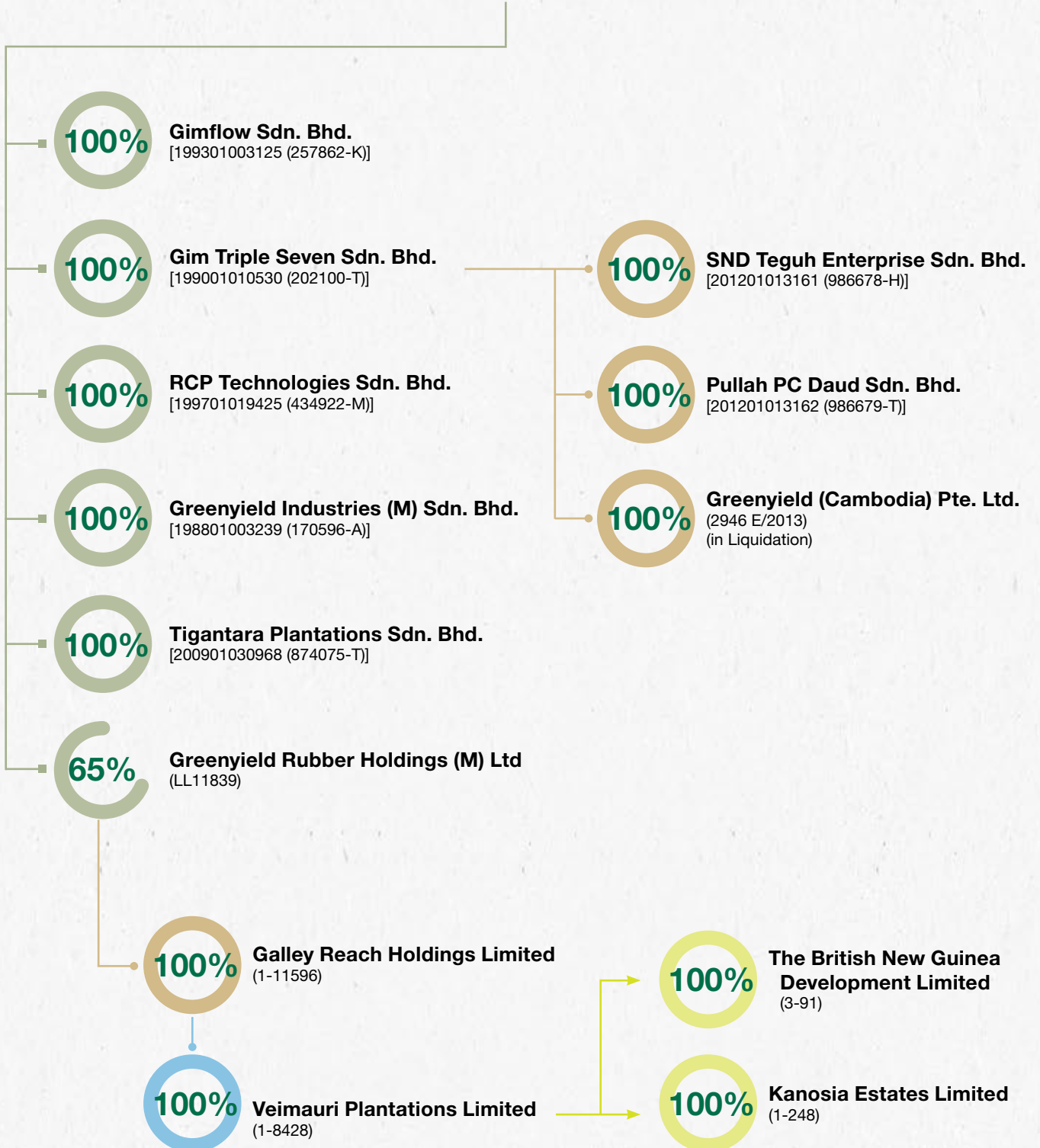
Public Bank Berhad

HSBC Bank Malaysia Berhad

CIMB Islamic Bank Berhad



CORPORATE STRUCTURE

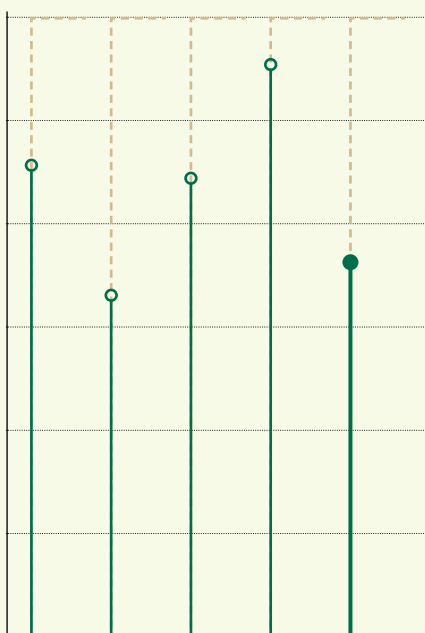
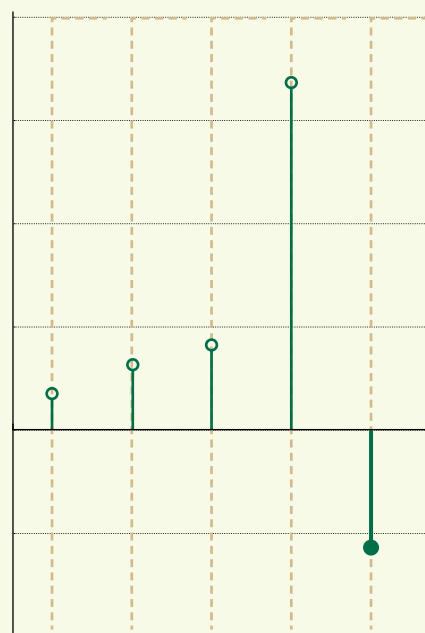
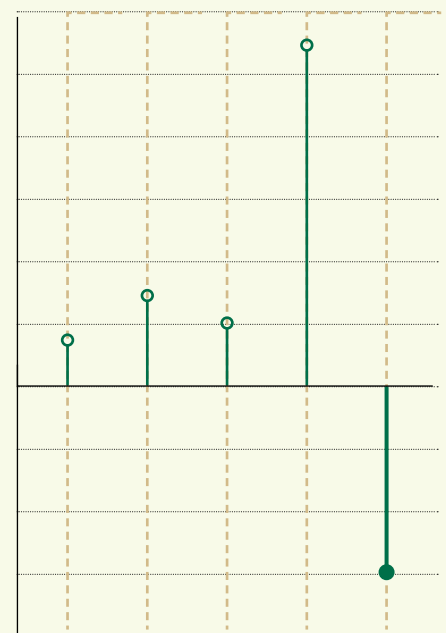


FINANCIAL HIGHLIGHTS

	31.12.2019 (RM'000) (17 months)	31.12.2020 (RM'000)	31.12.2021 (RM'000)	31.12.2022 (RM'000)	31.12.2023 (RM'000)
Turnover	47,342	33,345	45,376	56,922	38,863
Earnings/(Loss) Before Interest, Depreciation, Amortisation and Tax	8,288	9,507	9,672	36,537	(7,144)
Profit/(Loss) Before Tax	4,543	6,887	7,502	34,306	(12,663)
Tax Expense/(Income)	278	1,501	2,060	1,978	(471)
Profit/(Loss) After Tax and Non-controlling Interest	4,265	5,386	5,442	32,328	(12,192)
Net Profit/(Loss) Margin (%)	9.01	16.15	11.99	56.79	(31.37)
Net Tangible Assets	53,995	59,352	65,027	188,772	177,535
Net Tangible Assets Per Share (sen)	16.18	17.78	19.48	34.94	32.74
Net Earnings/(Loss) Per Share (sen)	1.28	1.61	1.63	8.75	(1.83)
Gross Dividend (sen)	0.20	-	0.30	-	-
Total Borrowings	18,016	14,276	12,878	7,758	6,294
Cash and Cash Equivalents	10,646	13,531	16,206	6,391	3,645
Shareholders' Fund	58,026	63,285	68,859	192,531	181,189
Gearing Ratio (%)	31.05	22.56	18.70	4.03	3.47
Fully Paid-Up Share Capital ('000 units)	333,740	333,740	333,740	542,290	542,290
Weighted Average Share Capital ('000 units)	333,740	333,740	333,740	542,290	542,290

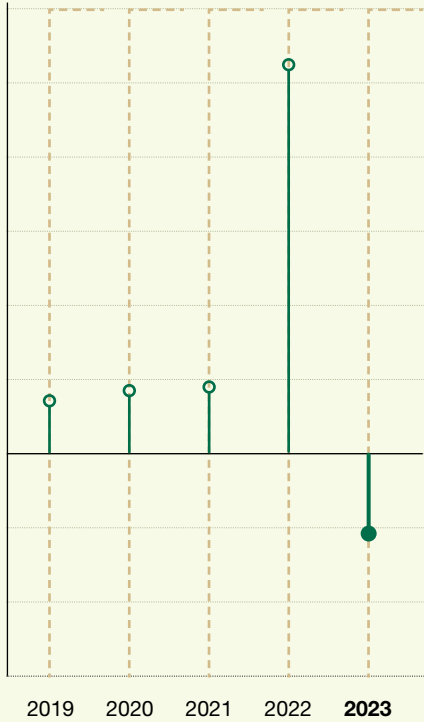
Notes:-

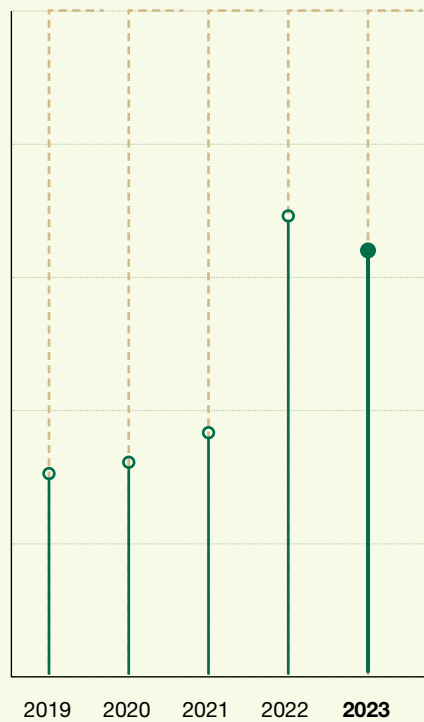
* The Group had on 30 May 2019 changed its financial year end from 31 July 2019 to 31 December 2019. The financial period 2019 was made up of results for 17 months covering the period from 1 August 2018 to 31 December 2019.

Turnover
(RM'000)47,342 33,345 45,376 56,922 **38,863**Profit/(Loss) Before Tax
(RM'000)4,543 6,887 7,502 34,306 **(12,663)**Net Profit/(Loss) Margin
(%)9.01 16.15 11.99 56.79 **(31.37)**

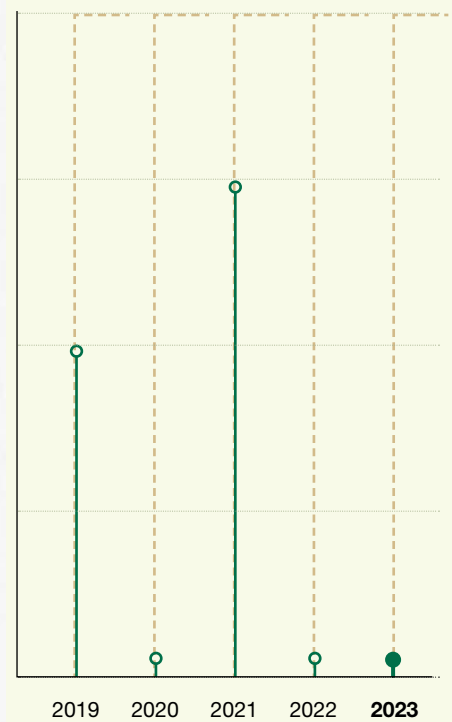
Financial Highlights

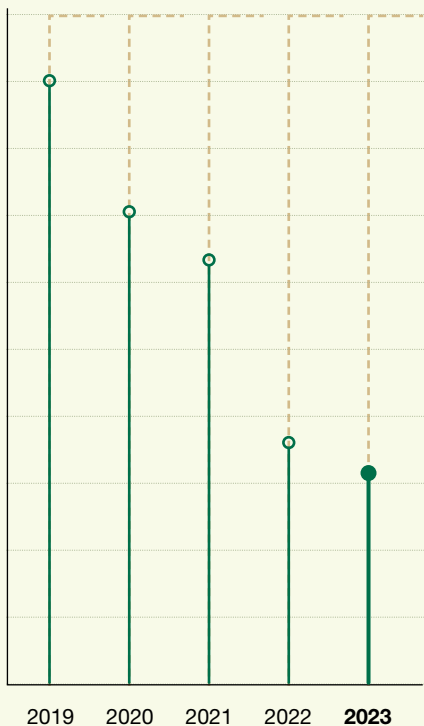
Net Earnings/(Loss) Per Share
(sen)

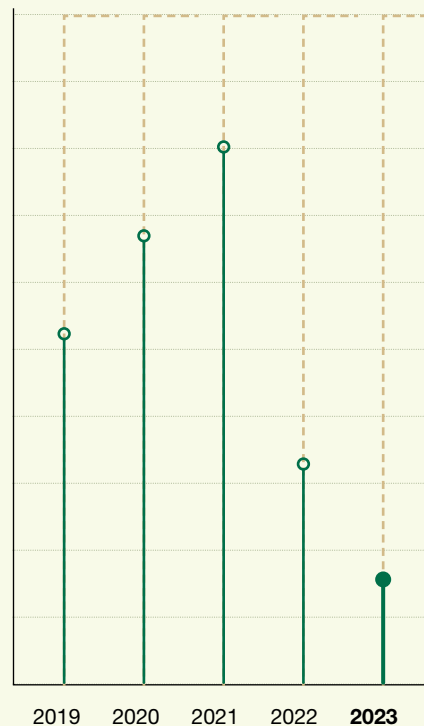
 1.28 1.61 1.63 8.75 **(1.83)**

Net Tangible Assets Per Share
(sen)

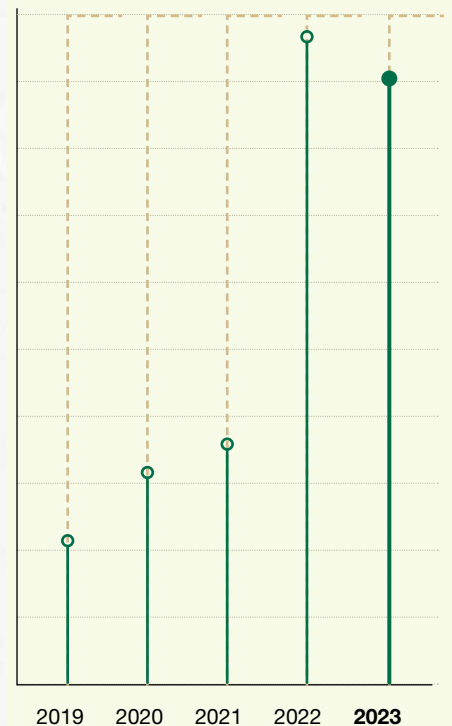
 16.18 17.78 19.48 34.94 **32.74**

Gross Dividend
(sen)

0.20 - 0.30 - -


Total Borrowings
(RM'000)

 18,016 14,276 12,878 7,758 **6,294**

Cash and Cash Equivalents
(RM'000)

 10,646 13,531 16,206 6,391 **3,645**

Shareholders' Fund
(RM'000)

 58,026 63,285 68,859 192,531 **181,189**


PROFILE OF DIRECTORS

MR THAM FOO KEONG

Executive Chairman

Male

68

Malaysian

Mr Tham Foo Keong, is the Executive Chairman of Greenyield Berhad. He was appointed to the Board of Greenyield Berhad on 26 March 2005 and redesignated as the Executive Chairman of Greenyield Berhad on 15 August 2023.

He graduated with a Bachelor of Science degree in Production Engineering from Leeds Polytechnic, United Kingdom. He started his career in 1981 as a Production Planning Engineer in ASEA Manufacturing Sdn. Bhd. He joined Scientex Industries Berhad as a Planning and Maintenance Manager in 1983, before moving to Brown Boveri Corporation (M) Sdn. Bhd. As a Factory Manager in 1985 and subsequently, he was promoted to Divisional Manager.

In 1988, he ventured into his own family business as the Managing Director of Greenyield Industries (M) Sdn. Bhd., a wholly-owned subsidiary of the Company and subsequently took over the position as a Group Managing Director of the Company. His vast

experience has proven to be invaluable to the Company. He oversees the daily operations of Greenyield Berhad's group of companies ("Greenyield Group") and is principally responsible for the direction of the Group's business with emphasis in business development and corporate strategy.

He is the brother of Mr Tham Foo Choon and deemed substantial shareholders, namely Mr Tham Chong Sing and Mr Tham Fau Sin. He is the father of Mr Tham Kin-On, the Executive Director of the Company. He does not have any conflict of interest with the Company and has no conviction for any offences within the past five (5) years (other than traffic offences, if any) and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year. He does not hold any directorship in other public companies and listed issuers. He attended all the five (5) Board Meetings which were held during the financial year ended 31 December 2023.

MR THAM FOO CHOON

Deputy Group Managing Director

Male

64

Malaysian

Mr Tham Foo Choon, is the Deputy Group Managing Director of Greenyield Berhad. He was appointed to the Board of Greenyield Berhad on 26 March 2005.

He is a businessman with over twenty (20) years of experience in agriculture related industry. He started his involvement in the agricultural related industry soon after completing his secondary education, assisting the family business. Through his hard work, he has generated success for the companies. He assumes an active role in the implementation of the marketing and operational strategy and activities of the companies within the Greenyield Group.

He is brother of Mr Tham Foo Keong and deemed substantial shareholders, namely Mr Tham Chong Sing and Mr Tham Fau Sin. He is also the uncle of Mr Tham Kin-On, the Executive Director of the Company. He does not have any conflict of interest with the Company and has no conviction for any offences within the past five (5) years (other than traffic offences, if any) and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year. He does not hold any directorship in other public companies and listed issuers. He attended all the five (5) Board Meetings which were held during the financial year ended 31 December 2023.

Profile of Directors

MR THAM KIN-ON*Executive Director*

Male

36

Malaysian

Mr Tham Kin-On, is an Executive Director of Greenyfield Berhad. He was appointed to the Board of Greenyfield Berhad on 20 December 2016.

He graduated with a Bachelor of Commerce (Honours) degree in Economics and Finance from University of Melbourne, Australia, and is a CFA charterholder. He is also currently an EMBA candidate at the INSEAD School of Business.

He started his career with Khazanah Nasional Bhd in 2012 as an Associate in the Investments division. Prior to that, he also interned with Credit Suisse, Hong Leong Investment Bank, and KPMG. Mr Tham Kin-On joined Greenyfield Group in 2014. He oversees the Corporate Finance, Finance, and Human Resources & Administration teams in Greenyfield Group and is also responsible for the development of the Groups strategies

and businesses.

He is the son of Mr Tham Foo Keong, the Executive Chairman. He is also the nephew of Mr Tham Foo Choon, the Deputy Group Managing Director and deemed substantial shareholders, namely Mr Tham Chong Sing and Mr Tham Fau Sin.

He does not have any conflict of interest with the Company and has no conviction for any offences within the past five (5) years (other than traffic offences, if any) and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year. He does not hold any directorship in other public companies and listed issuers. He attended all the five (5) Board Meetings which were held during the financial year ended 31 December 2023.

MR SUPRAMANIAM**A/L R.RAMASAMY***Independent Non-Executive Director*

Male

66

Malaysian

Mr Supramaniam A/L R.Ramasamy, was appointed as an Independent Non-Executive Director of Greenyfield Berhad on 24 January 2022. On 12 September 2022, he was appointed as a member of Audit Committee. On 29 May 2023, he was appointed as the Chairman of Remuneration Committee and Nomination Committee.

He graduated with a Master Science in Plantation Management and obtained his Bachelor Science of Agriculture from the Agricultural University of Malaysia. He has studied Plantation Management Course at Malaysian Institute of Management and Executive Management at University of Chicago, Graduate School of Business.

Mr Supramaniam is a member of Incorporated Society of Planters as well as a member of Malaysian Society of Soil Science.

He started his career with Kumpulan Guthrie Sdn. Bhd. in 1984 and joined PT Agro Indomas Group & Agro Hope Sdn. Bhd. as General Manager for Plantations and appointed as Director Operations from 2003 to 2010. He joined Felda

Global Ventures from 2010 to 2011. Then, he was appointed as President & Global Head of Plantations in year 2010 until 2019 at Olam International Ltd, after which was appointed as Advisor for Olam International Ltd (Palm & Rubber Upstream) from 2019 to 2021. Currently, he is attached to Palmiss Sdn. Bhd. as Managing Director. He has deep expertise in green field development, manufacturing of plantation processing plants and management of rubber, palm oil plantations and cocoa in Malaysia, Indonesia and Africa.

He has no family relationship with any Director and/or major shareholder of the Company, does not have any conflict of interest with the Company and has no conviction for any offences within the past five (5) years (other than traffic offences, if any) and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year. He does not hold any directorship in other public companies and listed issuers. He attended four (4) out of five (5) Board Meetings which were held during the financial year ended 31 December 2023.

Profile of Directors

ENCIK MOHD GHOZALI BIN YAHAYA

Independent Non-Executive Director

Male

64

Malaysian

Encik Mohd Ghozali Bin Yahaya, was appointed as an Independent Non-Executive Director of Greenfield Berhad on 13 April 2023. He was appointed as a member of Audit Committee, Nomination Committee and Remuneration Committee of Greenfield Berhad on 29 May 2023.

He graduated with Masters in International Business from University of East London and obtained his Diploma in Planting Industry Management from MARA Institute of Technology, Perlis.

Encik Mohd Ghozali was a Planter for 35 years with expertise in managing Oil Palm, Rubber and Cocoa estates and factories in both Malaysia and Indonesia, including supervising Kernel Crushing Plants and Oil Palm Research Station.

He started his career as an Estate Assistant Manager with the Guthrie Group from 1981 to 1991 and joined Guthrie Training Center as Training officer for 2 years (1992-1994). Then, he was appointed as an Estate Manager with the Guthrie Group from 1994 to 2001. In 2002 to 2006, he worked as General

Manager Estates in Riau, Sumatera, Indonesia with the Guthrie Group. He joined Sime Darby as Region Head (Senior Vice President) for Northern Malaysia Plantation from 2007 to 2010. He then worked as President Director of PT Minamas Gemilang and Head of Upstream Plantation Indonesia, a Sime Darby subsidiary company in Indonesia, based in Jakarta (2011-2015). He managed about 230,000 hectares of oil palm plantation and 25 palm oil mills with 33,000 employees and also supervised two (2) Kernel Crushing Plants and an Oil Palm Research Station.

He has no family relationship with any Director and/or major shareholder of the Company, does not have any conflict of interest with the Company and has no conviction for any offences within the past five (5) years (other than traffic offences, if any) and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year. He does not hold any directorship in other public companies and listed issuers. He attended all three (3) Board Meetings held after his appointment as Director.

PUAN SARYANI BINTI CHE AB RAHMAN

Independent Non-Executive Director

Female

57

Malaysian

Puan Saryani Binti Che Ab Rahman, was appointed as an Independent Non-Executive Director of Greenfield Berhad on 13 April 2023. She was appointed as the Chairperson of Audit Committee and member of Nomination Committee and Remuneration Committee of Greenfield Berhad on 29 May 2023.

She holds a Diploma in Accountancy from University Teknologi MARA, Bachelor of Arts in Accountancy from University of London Guildhall, United Kingdom. She is a Member of the Association of Chartered Certified Accountants.

She started her career as Audit Semi Senior at Arthur Andersen/Hanafiah Raslan & Mohamed from 1987 to 1991. She joined Sime Darby Berhad in 1995 as Assistant Audit Manager - Group Head Office. During the period from 1998 to 2007, she worked as Audit Manager in different divisions within the Group before she left Sime Darby Berhad as Head of Group Compliance Audit in Plantation Division. She then joined Sime

Darby Plantation Sdn. Bhd. as Head of Food Division (2007-2009) and continued as Vice President - Strategy & Business Development, Downstream from 2010 to 2011. Then, she was appointed as Chief Finance Officer at Sime Darby Unimills B.V, The Netherlands (2011-2012) before appointed as Vice President - Finance Operations, Sime Darby Plantation Sdn. Bhd. from 2012 to 2013.

She is currently an Independent Director of CJ Century Logistics Holdings Berhad.

She has no family relationship with any Director and/or major shareholder of the Company, does not have any conflict of interest with the Company and has no conviction for any offences within the past five (5) years (other than traffic offences, if any) and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year. She attended all three (3) Board Meetings held after her appointment as Director.

PROFILE OF KEY SENIOR MANAGEMENT

MR CHAN WEN HONG*Head of Corporate Finance*

Male 44 Malaysian

Mr Chan Wen Hong, is the Head of Corporate Finance of Greenyield Group since April 2017. He is a Chartered Accountant of the Malaysian Institute of Accountants (“MIA”) and is a Fellow member of the Association of Chartered Certified Accountants (“ACCA”). He also holds an MBA and Bachelor of Accounting (Honours) qualifications.

He started off his career with the Big 4 accounting firms in the areas of external audit and financial advisory in Kuala Lumpur and London. He later joined Khazanah Nasional Bhd in 2011 as an Assistant Vice President in the Investments Division. He was subsequently nominated in 2014 to assume the position of Financial Controller at Ideate Media Sdn. Bhd., a media content company jointly owned by Rhizophora Ventures Sdn. Bhd. (a wholly owned company of Khazanah Nasional Bhd) and Astro Overseas Limited.

He does not hold any directorship in public companies and listed issuers, has no family relationship with any Director and/or major shareholder of the Company, does not have any conflict of interest with the Company and has no conviction for any offences within the past five (5) years (other than traffic offences, if any) and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year.

MS WONG MAY YAN*Manager, Human Resource and Administration*

Female 51 Malaysian

Ms Wong May Yan, is the Human Resource and Administration Manager of Greenyield Group since May 2020. She graduated with Master of Business Administration in Human Resource Management from University of Wales, UK.

She has more than twenty (20) years’ experience in human resource and administration in various companies, mainly in manufacturing.

She does not hold any directorship in public companies and listed issuers, has no family relationship with any Director and/or major shareholder of the Company, does not have any conflict of interest with the Company and has no conviction for any offences within the past five (5) years (other than traffic offences, if any) and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year.

MR THAM KIN SHUN*General Manager*

Male 31 Malaysian

Mr Tham Kin Shun, is with Greenyield Group since October 2021 and is currently the General Manager. He graduated with Bachelor of Engineering (Honors) from Monash University and he started his career in the construction industry in Australia, focusing on areas such building designs and customer relations. He later joined Bombardier transportation in Victoria, Australia in

2018, involving in process management, labor management and customer relations.

He does not hold any directorship in public companies and listed issuers. He is the son of Mr Tham Foo Choon. He is also the nephew of Mr Tham Foo Keong and deemed substantial shareholders, namely Mr Tham Chong Sing and Mr

Tham Fau Sin. He is also the cousin of Mr Tham Kin-On. He does not have any conflict of interest with the Company and has no conviction for any offences within the past five (5) years (other than traffic offences, if any) and has not been imposed any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

CHAIRMAN'S STATEMENT



Dear Valued Shareholders

On behalf of the Board of Directors of Greenyield Berhad and its subsidiaries ("Greenyield" or the "Group"), it gives me pleasure to present to you with the Annual Report and Audited Financial Statements for the financial year ended 31 December 2023 ("FYE2023").

ECONOMIC REVIEW AND FINANCIAL PERFORMANCE

For FYE2023, the Group recorded a net loss of RM12.19 million (financial year ended 31 December 2022 ("FYE2022"): net profit of RM32.33 million) mainly due to lower export sales from household goods operating segment arising from lower demand from export markets while the performance of the plantation inputs and rubber estate segments were impacted by lower average rubber price.

For FYE2023, the Group recorded a revenue of RM38.86 million over 12 months compared to FYE2022 of RM56.92 million. The loss before tax in FYE2023 was RM12.66 million (FYE2022: profit before tax of RM34.31 million).

The revenue from the plantation inputs segment in FYE2023 was RM16.08 million (FYE2022: RM30.82 million), rubber estate segment was RM13.98 million (FYE2022: RM1.12 million), and household goods segment was RM8.80 million (FYE2022: RM24.99 million).

BUSINESS OUTLOOK AND PROSPECTS

The Board is cautiously optimistic of growth prospects in 2024 with the high inflationary environment stabilising and with lower interest rates being projected by the markets. Rubber price in early 2024 has also stabilised and is moving upwards. However, the continuing Russia-Ukraine conflict and Gaza conflict in the Middle East region has created uncertainties and volatilities for economic growth which may impact the consumers' demand. Nevertheless, the Group will continue to navigate through the challenging environment with resilience and adaptability to position ourselves for sustainable growth and value creation.

The Board is hopeful that the better commodity prices especially for rubber will improve plantation inputs sales. Our rubber estate segment is also expected to benefit from the progressive opening of rubber trees for tapping and higher cup lump prices as well as better availability of foreign workers.

The Group will continue to look for growth opportunities while managing costs to ensure the viability of the business.

CORPORATE GOVERNANCE AND SUSTAINABILITY

At Greenyield, we recognise the importance of upholding the highest standards of corporate governance and sustainability. Throughout FYE2023, we have remained dedicated towards fostering a culture of transparency, accountability, and ethical conduct across all levels of the organisation.

Furthermore, sustainability continues to be integral to our business strategy. We are actively pursuing initiatives to minimise our environmental footprint, promote social responsibility, and create long-term value for all stakeholders.

DIVIDEND

The Board of Directors do not recommend any dividend payment for FYE2023 in order to conserve funds for working capital and potential investments in viable assets which are expected to generate future revenue streams.

ACKNOWLEDGEMENT

I wish to acknowledge the employees whose dedication and perseverance have contributed to the sustained operations of the Group during the challenging period, hence ensuring the Group's reputation as a trusted and reliable partner to the companies we serve globally. On behalf of the Board, I would like to express our thanks and appreciation to our shareholders, customers, business associates, financiers, suppliers, and regulatory authorities for their continued support and understanding extended to us during the financial year.

Tham Foo Keong

Executive Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

The following Management Discussion and Analysis (“MD&A”) for Greenyield Berhad and its subsidiaries (“Greenyield” or the “Group”) should be read in conjunction with the annual audited consolidated Financial Statements and the accompanying notes on pages 57 to 98 of this Annual Report that are prepared in accordance with Malaysian Financial Reporting Standards (“MFRSs”).

OVERVIEW

Greenyield Berhad is a company listed on the Main Market of Bursa Securities under the Consumer Products and Services Sector, with a sub-sector of Agricultural Products. The Company has an issued share capital of RM84,641,923 comprising 542,289,728 ordinary shares and 47,789,885 irredeemable convertible preference shares.

OPERATIONS REVIEW

The Group turnover for the financial year ended 31 December 2023 (“FYE2023”) was RM38.86 million (financial year ended 31 December 2022 (“FYE2022”): RM56.92 million). Meanwhile, for FYE2023, the Group’s recorded a loss before tax of RM12.66 million (FYE2022: profit before tax of RM34.31 million which includes a gain on bargain purchase of RM29.06 million).

GROWTH AND STRATEGY

Management is cautiously optimistic of growth prospects in 2024 with high inflationary environment stabilising and with lower interest rates being projected by the markets. Rubber price in early 2024 have also stabilised and is moving upwards. Developed economies where the Group exports most of its household goods to are expected to record low but positive growth rates. The World Bank’s World Economic Outlook Update in January 2024 expects 2024 and 2025’s output growth of 2.1% and 1.7% in the United States and 0.9% and 1.7% in the euro area. However, the continuing Russia-Ukraine conflict and the Gaza conflict in the middle east create uncertainties and volatilities for world economic growth. The Group will remain vigilant and take proactive steps to mitigate any risks to the business operations of the Group.

The recent strengthening of commodity prices including natural rubber prices will also provide new opportunities for the Group’s plantation inputs and rubber estate segments.

The Group continues its existing business strategies to push for growth which include, in the near term:

- i. Growing sales of Artstone and ArtLumin plant pots worldwide;
- ii. Progressive opening of rubber trees in the Kelantan estates for tapping to produce cup lumps for sale; and
- iii. Optimising performance for the recently acquired Greenyield Rubber Holdings (M) Ltd (“GRHM”) Group plantations.

To note, pursuant to approval from shareholders for Recurrent Related Party Transactions obtained on 30 May 2023, the Group had during FYE2023 purchased RM11.8 million of rubber and sold RM1.2 million of goods to the GRHM Group.



Management Discussion and Analysis

BUSINESS RISKS

Foreign Currency

Management will continue to review the Group's exposure to foreign currency risks arising from turnover generated in currencies other than Ringgit Malaysia.

Global Economy

The ongoing Russia-Ukraine conflict and the Gaza conflict in the Middle East pose significant risks to the world economy. However, the World Bank's World Economic Outlook Update in January 2024 expects for the global economic recovery to be resilient with economic growth, being estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economics.

Commodity Prices

The Group sells inputs to plantations and is impacted by fluctuation in commodity prices. The Group is hopeful for the continued strengthening of commodity prices including natural rubber as the world economy recovers. Hence, the Group will continue pushing sales and developing plantation input products which are value added and differentiated from its competitors.

FINANCIAL RESULTS

The Group's key financial information for the FYE2023 and FYE2022 is summarised as follows:

	FYE2023	FYE2022
	RM' million	RM' million
Turnover	38.86	56.92
Earnings Before Interest, Depreciation, Amortisation and Taxation (EBITDA)	(7.14)	36.54
(Loss)/Profit Before Taxation	(12.66)	34.31
Taxation	(0.47)	1.98
(Loss)/Profit After Taxation and Minority Interest	(12.19)	32.33
Net Tangible Assets	177.54	188.77
Net (Loss)/ Profit Margin (%)	(31.37)	56.79

Turnover

The Group's turnover is derived from three key business segments – (i) plantation inputs comprising plantation related products such as chemicals and fertilizers, tools and equipment, technical support services, consultancy services, rubber; (ii) rubber estate comprising the production and sale of rubber cup lumps and processed rubber for sale to rubber processing factories; and (iii) household goods primarily comprising plant pots. For FYE2023, the Group's turnover was RM38.86 million.

Plantation Inputs

During FYE2023, the Group's plantation inputs segment turnover was RM16.08 million (FYE2022: RM30.82 million). The decrease in turnover was largely a result of lower sales of plantation inputs due to lower demand arising from low rubber price.

Rubber Estate

During FYE2023, the Group's rubber estates products provided a turnover of RM13.98 million (FYE2022: RM1.12 million). The increase in turnover was mainly due increased number of rubber trees being tapped during the financial year which resulted in higher sales of rubber cup lumps in addition of sales of processed rubber.

Household Goods

During FYE2023, the Group's household goods business segment provided a turnover of RM8.80 million (FYE2022: RM24.99 million). The decrease in turnover was primarily due to lower orders from key buyers in United States, Australia and Japan during the year.

Profit

During the FYE2023, loss before tax was RM12.66 million (FYE2022: profit before tax of RM34.31 million), mainly due to lower contribution from household goods operating segment arising from lower demand from export markets. In addition, a one off bargain purchase of RM29.06 million was recorded in FYE2022 which resulted in higher profit.

Investment

During the FYE2023, the Group invested RM2.70 million on plantation development expenditure for the Group's rubber estates in Kelantan, Malaysia and Papua New Guinea.

Financing and Expansion

The Group will continue to be on the lookout for potential investments in viable assets which are expected to generate future revenue streams.

CONCLUSION

The Group is optimistic that various business opportunities exist and will proceed cautiously to ensure sustainability of the business while seeking new growth areas.

SUSTAINABILITY STATEMENT



ABOUT SUSTAINABILITY STATEMENT

The Board of Directors of Greenyield Berhad (“the Company” or “the Group”) is pleased to present the Sustainability Statement of the Group in respect of financial year ended 31 December 2023. Our sustainability practices and preparation of this Sustainability Statement (“this Statement”) are guided by Bursa Malaysia Securities Berhad (“Bursa Securities”)’s Main Market Listing Requirements (“MMLR”) and Sustainability Reporting Guide.

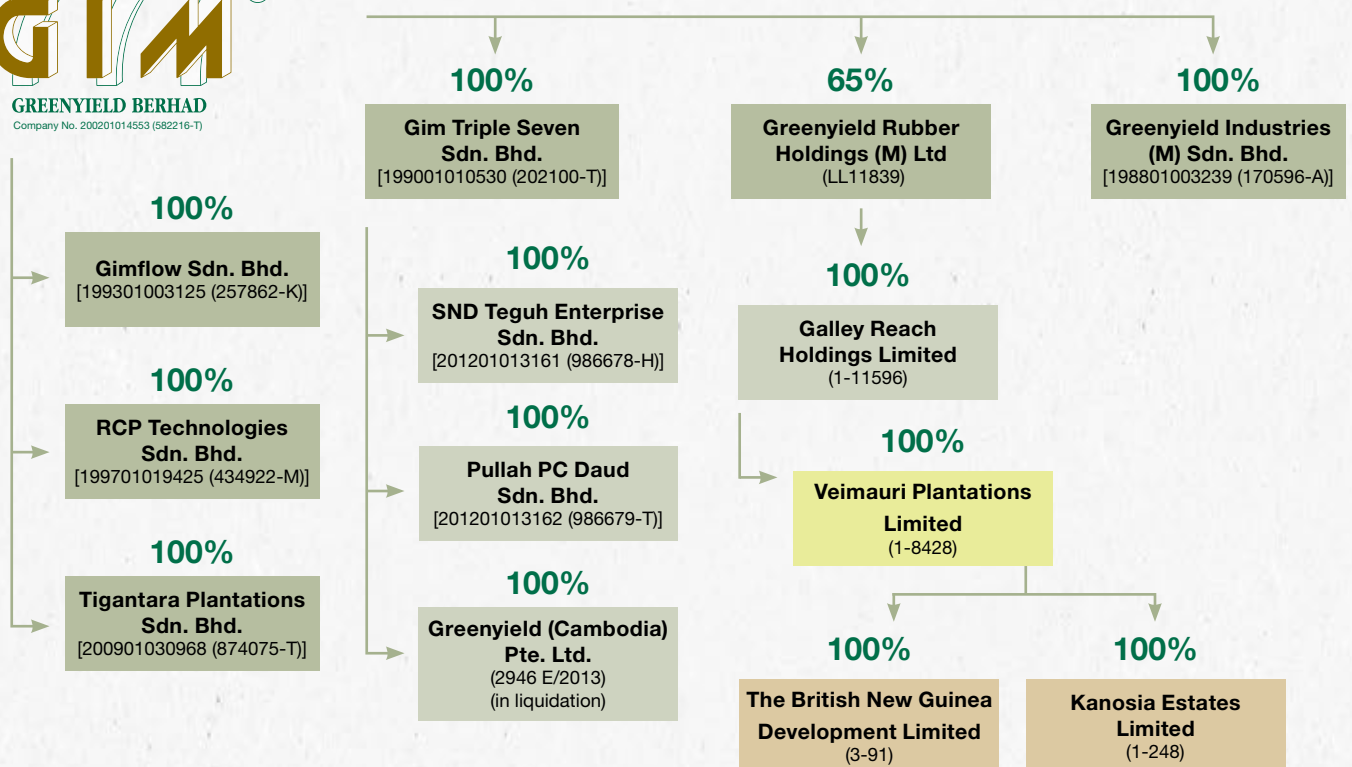
This Statement discloses the Group’s effort, progress, and performance in managing the Environmental, Social and Governance (ESG) aspects. Through this Statement, we endeavour to report issues that are material to the Group and our stakeholders, outlined under three sustainability pillars. These pillars demonstrate how sustainability is incorporated in everything that we do.

Our Sustainability Governance Structure

Our sustainability governance structure, ensures the implementation of our sustainability plans and promotes accountability. Our Board of Directors review and approve overall strategic plans for the group, as well as approved the sustainability statement for the inclusion in Annual report. The Board of Directors set high - level ESG direction, and strategic focus for the business.

Scope and Basis of Scope







This statement provides an overview of the Group’s sustainability performance during the period 1 January 2021 to 31 December 2021 (“FYE2021”), 1 January 2022 to 31 December 2022 (“FYE2022”) and 1 January 2023 to 31 December 2023 (“FYE2023”) unless stated otherwise. The reporting scope encompasses Greenyield and our active subsidiaries operating in Malaysia and Papua New Guinea (“PNG”). They are collectively referred to as the “Company” or “Group”, as shown in Diagram below. We excluded the operations in Papua New Guinea from 1 January 2021 until 31 December 2022 from the reporting scope as the acquisition of the 65% equity interest in the Greenyield Rubber Holdings (M) Limited was completed on 26 October 2022.



Sustainability Statement

Identification of Sustainability Matters

The key stakeholder groups that have been identified includes our employees, shareholders, business partners, external interest groups and customers, to plan future sustainability commitments and resource allocation. Our goal is to understand and address the different needs of each group in order to build a sustainable and successful business. A summary of the key areas considered and our approach for each stakeholder group is as follows:

Stakeholder Group	Key Area of Concerns	Addressing these Concerns
Employees 	<ul style="list-style-type: none"> • Career development • Compensation, welfare and benefits • Work-life balance • Value diversity and equal 	<ul style="list-style-type: none"> • Staff development & training • Staff Events & Functions • Performance review • Employee Handbook • Code of Conduct & Ethics
Community and Public 	<ul style="list-style-type: none"> • Social responsibility • Community development • Environment Awareness 	<ul style="list-style-type: none"> • Local employment creation • Community development • Contribution to society
Customers 	<ul style="list-style-type: none"> • Product Quality • Customer Appreciation • Ethical business conduct 	<ul style="list-style-type: none"> • Product affordability and quality • Product impact to the environment • Exhibitions and trade shows
Suppliers 	<ul style="list-style-type: none"> • Procurement Process • Strategic Partnership • Payment Terms 	<ul style="list-style-type: none"> • Supply chain management • Yearly supplier evaluation
Investors and Shareholders 	<ul style="list-style-type: none"> • Business direction and prospects • Corporate developments • Financial performance • Timely & transparent disclosure • Business ethics & compliance 	<ul style="list-style-type: none"> • Annual General Meeting and Extraordinary General Meeting • Announcements from Bursa Securities • Corporate website • Annual report
Government and Regulators 	<ul style="list-style-type: none"> • Regulatory Compliance • Annual reporting and disclosure • Sustainability reporting 	<ul style="list-style-type: none"> • Ad hoc public invitations • Participation in organized programmes

Statement of Assurance

This Sustainability Statement has not been subjected to an assurance process via internal review by internal auditor; or independent assurance performed in accordance with recognised assurance standards. However, the contents of this report have been meticulously reviewed and approved by both our Board of Directors and Management. We have taken great care to ensure that all information provided is not only clear and balanced but also impactful. Our sustainability statement is internally reviewed and assured. Our team has worked diligently to accurately represent our sustainability efforts. Additionally, this review process has been endorsed by our Audit Committee, further emphasizing our unwavering dedication to responsible business practices.

Material Sustainability Matters and Prioritisation

Sustainability covers a variety of topics that affect the present business landscape; hence, it is crucial that Greenyield's sustainability strategies address and report the relevant issues of great importance to the Group and our stakeholders. For FY2023, we have identified eleven (11) common sustainability matters and indicators which are impacting our business operations and the stakeholders, which would be emphasised in our Statement, as follows:

- (i) Anti-Corruption
- (ii) Community / Society
- (iii) Diversity
- (iv) Energy management
- (v) Health and Safety
- (vi) Labour Practices and Standards
- (vii) Supply Chain Management
- (viii) Data privacy and security
- (ix) Water
- (x) Waste management
- (xi) Emissions Management

Sustainability Statement

COMMON INDICATOR 1: ANTI-CORRUPTIONOur approach

The Group has established and adopted a new Anti-Corruption Policy which incorporates elements of the Malaysian Anti-Corruption Commission (“MACC”) Act 2009 from 1 June 2020. The Group is committed to conducting business ethically, as well as complying with all applicable laws, which include compliance with the MACC Act 2009 and the MACC (Amendment) Act 2018 or re-enactments that may be made by the relevant authority from time to time. This Policy provides principles, guidelines and requirements on how to deal with corrupt practices that may arise in the course of daily business and operational activities undertaken by the Group. To ensure that our organisation is fully informed of new developments, the Group has conducted internal briefing and awareness sessions among employees to update our employees on the implementation of the Group’s Anti-Corruption Policy.

All new joiners are required to familiarise themselves with our Anti-Corruption Policy, which is included in our Employment Handbook. Additionally, our third-party stakeholders are expected to adhere to our Company’s Anti-Corruption guidelines and policies.

Our performancea) **Corruption related training**

Percentage of employees who have received training on anti-corruption by employee category.

Employee category	Completion rate (%)			
	FYE2021 (Malaysia)	FYE2022 (Malaysia)	FYE2023 (Malaysia)	FYE2023 (PNG)
Director	100%	100%	100%	Nil
Managerial	100%	100%	100%	Nil
Executive	100%	100%	100%	Nil
Non-Executive	100%	100%	100%	Nil

b) **Corruption incidents**

We recorded zero incidents of corruption across Group business operation.

	FYE2021	FYE2022	FYE2023
Percentage of operation assessed for corruption – related risks	Nil	Nil	Nil
Confirmed incidents of corruption and action taken	Nil	Nil	Nil

COMMON INDICATOR 2: COMMUNITY / SOCIETYOur approach

Greenyield believes in giving back to the society, in specific, the communities in which we are located and operating our business. These communities are the significant pillars to our growth. This indicator describes our objectives to align our community programmes towards generating mutually beneficial outcomes for both the Group and the community.

Our performance

	FYE2021	FYE2022	FYE2023
Total amount invested in the community where the target beneficiaries are external to the listed issuer / listed corporation	Nil	RM7,700	RM144,742
Total number of beneficiaries of the investment in communities	Nil	Data unavailable	Data unavailable

Sustainability Statement

COMMON INDICATOR 3: DIVERSITY

Our approach

The Group encourages diversity at the workplace and is committed to ensure fair and equal opportunities for its employees. Diversity in our workplace means that a company's workforce includes people of varying gender, age, ethnicity, cultural background, religion, languages, education and abilities. Furthermore, we do not allow any form of discriminatory practices inside our workplace.

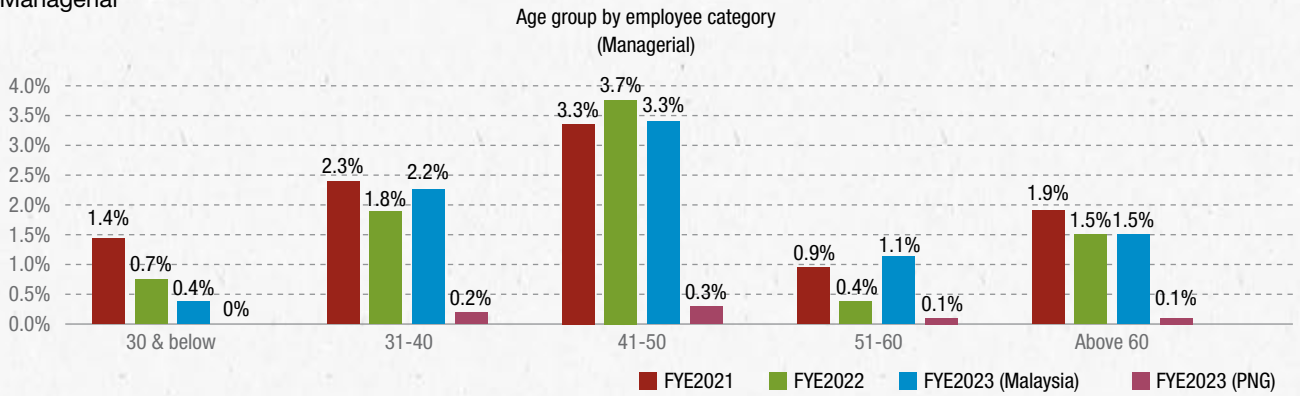
People with different backgrounds tend to have different experiences and thus different perspectives. Exposure to a variety of different perspectives and views leads to diverse solutions being proposed, hence existing work flow may benefit from better problem-solving.

Our performance

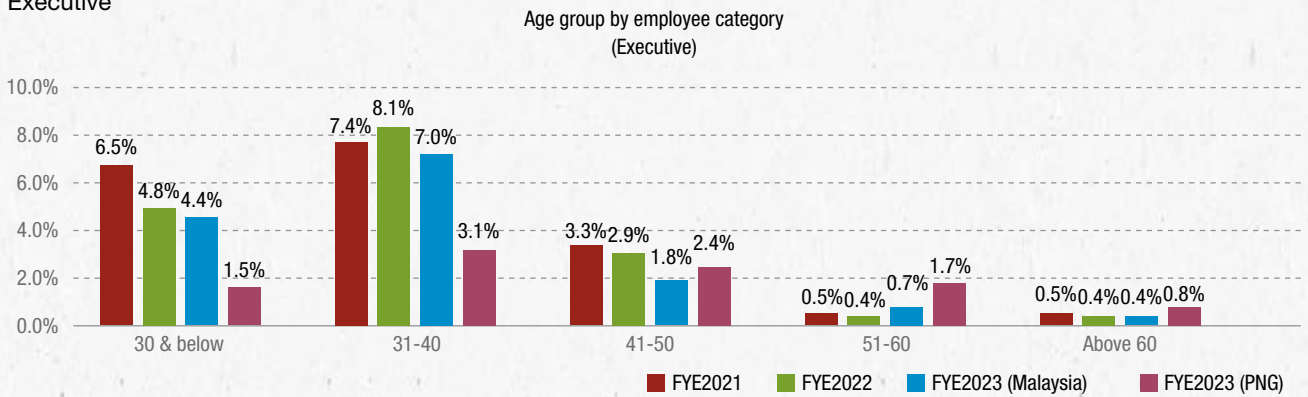
Percentage of employees by gender and age group, for each employee category.

Age Group by Employee Category

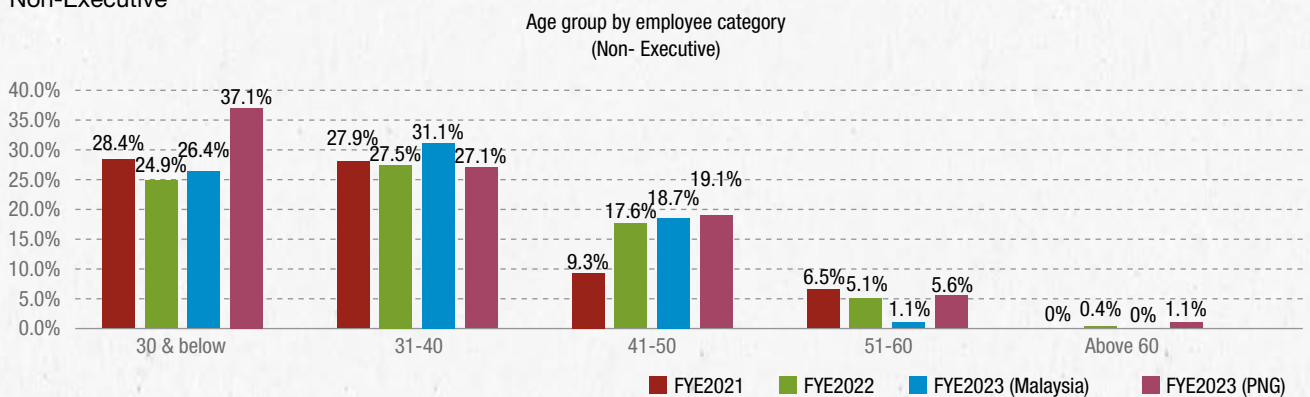
i) **Managerial**



ii) **Executive**



iii) **Non-Executive**

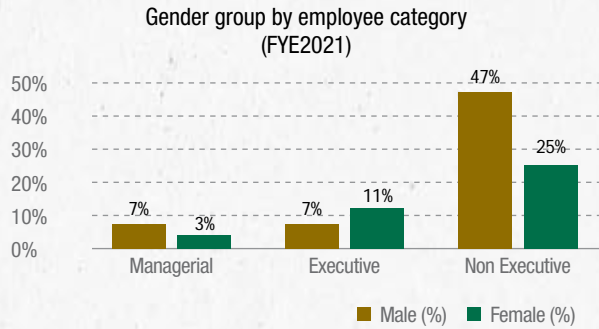


Sustainability Statement

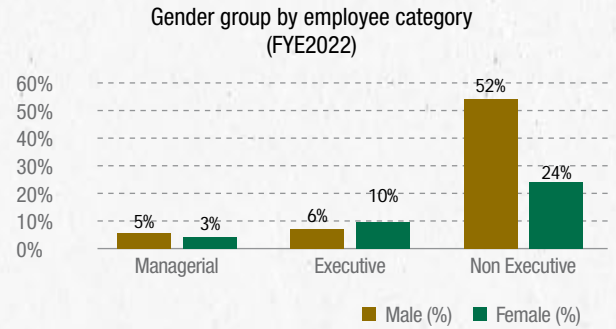
COMMON INDICATOR 3: DIVERSITY (CONTINUED)

Gender Group by Employee Category

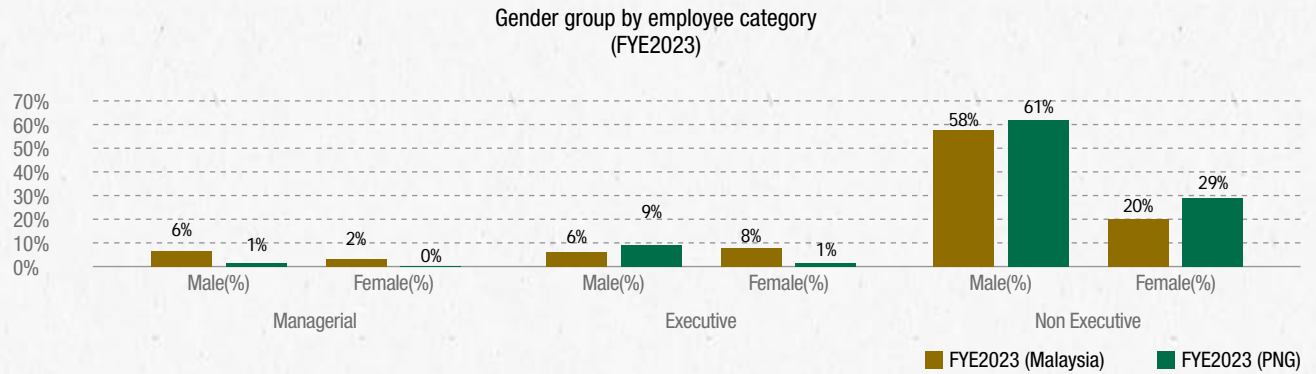
i) FYE2021



ii) FYE2022

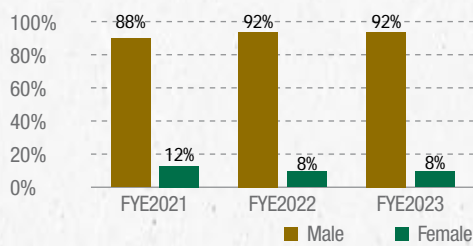


iii) FYE2023

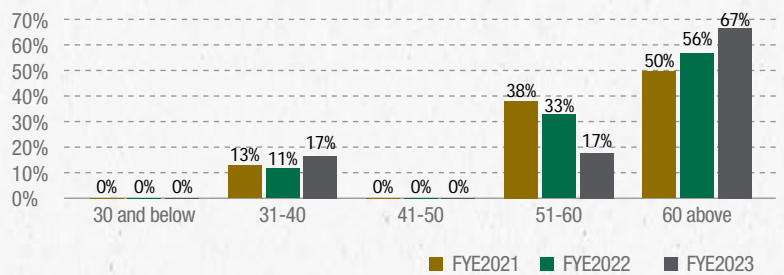


Percentage of Directors by gender and age group

Board diversity by gender (%)



Board diversity by age (%)



Sustainability Statement

COMMON INDICATOR 4: ENERGY MANAGEMENTOur approach

The Group will continue to aim for reductions in energy consumption within our business operations. The Group also aware by decreasing energy consumption helps to mitigate greenhouse gas emissions and other pollutants that contribute to climate change and environmental degradation. This helps protect our ecosystems, biodiversity, and natural resources.

Our performance

Total energy consumption

Total energy consumption (Litres)	FYE2021	FYE2022	FYE2023
Diesel consumes	11,754	11,393	509,243
Petrol consumes	5,904	4,384	29,866

Total energy consumption (kwh)	FYE2021	FYE2022	FYE2023
Electricity usage	3,411,869	3,243,801	1,688,684

The Group recorded higher diesel and petrol consumption in 2023 mainly due to addition from our overseas key subsidiaries which was acquired in October 2022.

COMMON INDICATOR 5: HEALTH AND SAFETYOur approach

The Company formed a Health and Safety Committee to monitor and control the processes related to environmental management to ensure that our Company are continuously aligned and in compliance with the requirements of ISO 9001 and ISO 14001.

The Group continuously strives to provide a healthier and safer working environment for our employees. The Group has fulfilled its responsibility to provide employees with a workplace that is free from recognised hazards that cause or are likely to cause serious physical injury or death, and to maintain working conditions that are safe and healthy for our employees. Regular workplace inspection has been done by Management to ensure work places are neat, tidy and safe. We have conducted training on fire and safety drills to ensure that employees are well prepared in the event of an emergency.

Our performance

The Group's goal is to ensure the safety of all workers, with the aim of having everyone return home safely at the end of each day. We strive to maintain zero fatalities annually by preventing and minimising workplace incidents. Unfortunately, in 2021, we experienced one fatality involving a plantation supervisor who had involved in a car accident on our plantation estates in Kelantan. We remain committed in our commitment to continually strengthen our preventive measures to prevent any recurrence in the future.

Number of work-related fatalities

	2021	2022	2023
Total number of fatalities case	1	Nil	Nil

Health and safety trainings

	2021	2022	2023
Number of employees trained on health and safety standards	114	117	203

Lost time incident rate

	2021	2022	2023
Lost Time incident rate (LTIR)	2.17	2.28	5.61

* Calculated by number of incidents per million hours.

Sustainability Statement

COMMON INDICATOR 6: LABOUR PRACTICES AND STANDARDSOur approach

In support of continuous learning and development, we enroll employees on various training programmes. We believe that the training provided to our employees will upgrade their skill set and job knowledge, leading to higher quality of work output and increased efficiencies in processes, hence benefitting the Group as a whole.

During the financial year, our employees participated in trainings relating to:

- Safety & Health
- Environment
- Accounting system
- Corporate Governance

Our performance

Total hours of training by employee category

Employee category	Total hours of training		
	2021	2022	2023
Director	103	57	154
Managerial	75	90	122
Executive	373	162	484
Non-Executive	285	321	726

Percentage of employees that are contractors or temporary staff

Employee category	Percentage (%)			
	2021	2022	2023 (Malaysia)	2023 (PNG)
Percentage of employees that are contractors or temporary staff	2.05%	2.84%	2.13%	1.80%

Total number of employee turnover by employee category

Employee category	Total number of employee turnover			
	2021	2022	2023 (Malaysia)	2023 (PNG)
Director	0	0	1	0
Managerial	0	0	2	3
Executive	0	6	2	92
Non-Executive	66	47	69	456

Sustainability Statement

COMMON INDICATOR 7: SUPPLY CHAIN MANAGEMENTOur approach

All our suppliers are required to undergo supplier assessment and adhere to Group policies, including zero tolerance for corruption, and comply with the Group's Code of Conduct Policy. We are committed to ensuring that our procurement practices are fair and transparent, aiming to award tenders to the most credible suppliers.

Given our operational needs, we prioritise procuring products and services from local suppliers to the best extent possible. We believe that by doing so, we do not only contribute positively to the local economy but also reduce our carbon footprint.

Our performance

Proportion of spending on local suppliers

**COMMON INDICATOR 8: DATA PRIVACY AND SECURITY**Our approach

We continuously educate our employees on data protection and privacy, providing training related to data security. Additionally, we conduct phishing email simulation exercises to enhance employees' ability to identify and respond to such emails.

Our performance

	2021	2022	2023
Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Nil	Nil	Nil

COMMON INDICATOR 9: WATEROur approach

The Group aims to improve water efficiency and continues to promote water conservation.

Our performance

	2021	2022	2023
Total volume of water used (megalitres)	17	18	16

COMMON INDICATOR 10: WASTE MANAGEMENTOur approach

During the financial year, the Group continued to encourage separation of waste into paper, plastics, and metal/aluminium products, in its headquarters and factory. Our factory has appointed a licensed collector to ensure proper handling of solid waste collection and disposal.

Go Green Practice

Employees are encouraged to conserve resources, for example, by reusing paper for notes, minimising energy usage, double sided printing and avoiding printing in colour. Moving towards green practices, we will continue to strive to reduce paper consumption and carbon footprints from year to year.

Our performance

Total waste generated, and a breakdown of the following:

- (i) total waste diverted from disposal
- (ii) total waste directed to disposal

	2021	2022	2023
Total waste generated (MT)	183	69	61
Total waste diverted from disposal (MT)	152	37	41
Total waste directed to disposal (MT)	31	31	20

COMMON INDICATOR 11: EMISSIONS MANAGEMENTOur approach

The Group is aware that by having effective emission management helps reduce harmful pollutants released into the atmosphere, leading to improved air quality and a healthier environment. By managing emissions effectively, companies can ensure compliance with environmental regulations and avoid potential fines or penalties for non-compliance. Overall, effective emission management aligns with sustainable business practices and contributes to long-term environmental, social, and economic sustainability.

Our performanceScope 1 emissions in tonnes of CO₂e

	2021	2022	2023
Diesel - Total emissions (tonnes of CO ₂ e)	32	31	1,390
Petrol - Total emissions (tonnes of CO ₂ e)	14	10	69

The Group recorded higher diesel and petrol consumption in 2023 mainly due to addition from our overseas key subsidiaries which was acquired in October 2022.

Scope 2 emissions in tonnes of CO₂e

	2021	2022	2023
Electricity - Total emissions (tonnes of CO ₂ e)	2,661	2,530	1,317

Scope 3 emissions in tonnes of CO₂e (categories of business travel and employee commuting)

	2021	2022	2023
Total emissions (tonnes of CO ₂ e)	Nil	14	32

Sustainability Statement

Conclusion

Notwithstanding the various initiatives disclosed in this section, the Group will also take into consideration other areas of sustainability focussing on economic, environmental and social matters. Moving forward, the Group is committed to understanding and implementing sustainable practices for the benefit of the business whilst attempting to achieve the right balance between the needs of the wider community, the requirements of shareholders and stakeholders.

Three-Year Sustainability Performance Table

The subsequent Three-Year Performance Table is generated from the Bursa ESG reporting platform.

Indicator	Measurement Unit	2021	2022	2023
Bursa (Anti-corruption)				
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category				
Director	Percentage	100.00	100.00	100.00
Managerial	Percentage	100.00	100.00	100.00
Executive	Percentage	100.00	100.00	100.00
Non-Executive	Percentage	100.00	100.00	100.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0.00	0.00	0.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0	0	0
Bursa (Community/Society)				
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	0.00	7,700.00	144,742.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	0	0	0
Bursa (Diversity)				
Bursa C3(a) Percentage of employees by gender and age group, for each employee category				
Age Group by Employee Category				
Managerial 30 and below	Percentage	1.40	0.73	0.37
Managerial Between 31-40	Percentage	2.33	1.832	2.20
Managerial Between 41-50	Percentage	3.26	3.66	3.30
Managerial Between 51-60	Percentage	0.93	0.37	1.10
Managerial Above 60	Percentage	1.86	1.47	1.47
Executive 30 and below	Percentage	6.51	4.76	4.40
Executive Between 31-40	Percentage	7.44	8.06	6.96
Executive Between 41-50	Percentage	3.26	2.93	1.83
Executive Between 51-60	Percentage	0.47	0.37	0.73
Executive Above 60	Percentage	0.47	0.37	0.37
Non-Executive 30 and below	Percentage	28.37	24.91	26.37
Non-Executive Between 31-40	Percentage	27.91	27.47	31.14
Non-Executive Between 41-50	Percentage	9.30	17.58	18.68
Non-Executive Between 51-60	Percentage	6.51	5.13	1.10
Non-Executive Above 60	Percentage	0.00	0.37	0.00

Three-Year Sustainability Performance Table (Continued)

Indicator	Measurement Unit	2021	2022	2023
Bursa (Diversity) (Continued)				
Bursa C3(a) Percentage of employees by gender and age group, for each employee category				
Gender Group by Employee Category				
Managerial Male	Percentage	7.00	5.50	5.60
Managerial Female	Percentage	3.30	2.60	2.50
Executive Male	Percentage	7.40	6.20	5.60
Executive Female	Percentage	10.70	9.50	8.10
Non-Executive Male	Percentage	46.50	52.40	58.50
Non-Executive Female	Percentage	25.10	23.80	19.70
Bursa C3(b) Percentage of directors by gender and age group				
Male	Percentage	87.50	92.11	91.89
Female	Percentage	12.50	7.89	8.11
30 and below	Percentage	0.00	0.00	0.00
Between 31 - 40	Percentage	12.50	11.11	16.67
Between 41 - 50	Percentage	0.00	0.00	0.00
Between 51 - 60	Percentage	37.50	33.33	16.67
Above 60	Percentage	50.00	55.56	66.67
Bursa (Energy management)				
Bursa C4(a) Total energy consumption	Megawatt	3,609.00	3,420.00	7,708.00
Bursa (Health and safety)				
Bursa C5(a) Number of work-related fatalities	Number	1	0	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	2.17	2.28	5.61
Bursa C5(c) Number of employees trained on health and safety standards	Number	114	117	203
Bursa (Labour practices and standards)				
Bursa C6(a) Total hours of training by employee category				
Director	Hours	103	57	154
Managerial	Hours	75	90	122
Executive	Hours	373	162	484
Non-Executive	Hours	285	321	726
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	2.05	2.84	2.13
Bursa C6(c) Total number of employee turnover by employee category				
Director	Number	0	0	1
Managerial	Number	0	0	2
Executive	Number	0	6	2
Non-Executive	Number	66	47	69
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0	0	0

Sustainability Statement

Three-Year Sustainability Performance Table (Continued)

Indicator	Measurement Unit	2021	2022	2023
Bursa (Supply chain management)				
Bursa C7(a) Proportion of spending on local suppliers	Percentage	78.00	77.00	69.00
Bursa (Data privacy and security)				
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	0	0
Bursa (Water)				
Bursa C9(a) Total volume of water used	Megalitres	17.00	18.00	16.00

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“Board”) of Greenyeld Berhad (“Company” or “Group”) recognises the importance of good corporate governance in protecting and enhancing shareholder value and financial performance of the Company. The Board is fully committed to maintaining the highest standards of transparency, accountability, and integrity, in line with the Malaysian Code of Corporate Governance (“MCCG”) and the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

The Board is pleased to present this statement of corporate governance which outlines how the Company applied the Principles and Best practices set out in the MCCG for the financial year ended 31 December 2023. Where there are gaps in the Company’s observation of any of the Best Practices of the MCCG, they are disclosed herein with explanations. The detailed application by the Company for each practices set out in the MCCG during the financial year is disclosed in the Corporate Governance Report (“CG Report”) in the Bursa Securities’ website. The CG Report is also available at www.greenyeld.com.my.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. BOARD RESPONSIBILITIES

FUNCTIONS OF THE BOARD

The Board has overall responsibilities for the performance and affairs of the Group. The Board members with a wide range of skills and experience from financial and business background lead and control the Group. To ensure the effective discharge of its functions and responsibilities, the Board established an internal governance model for the delegation of specific powers of the Board to the Executive Directors and the properly constituted Board Committees, namely the Audit, Nomination, and Remuneration Committees. The Board Committees are entrusted with specific responsibilities to oversee the Group’s affairs in accordance with their respective terms of references. All matters deliberated in the Board Committees are required to be reported to the Board for endorsement and/or approval. As such, the direction and control of the Group are firmly with the Board.

The Executive Directors, representing the Management, are primarily responsible for the Group’s day-to-day management and operations. The Executive Directors formulate operation plans and oversee the execution of these plans. The Independent Non-Executive Directors are actively involved in various Board Committees and contribute significantly to areas such as performance monitoring and enhancement of corporate governance and controls. They provide broader views, independent assessments and opinions on management proposals.

DUTIES AND RESPONSIBILITIES OF THE BOARD

The Group is led and managed by an effective Board consisting of professionals and competent directors with different qualifications, expertise, and experiences that are relevant to the management of the Group’s businesses. In fulfilling its fiduciary and leadership functions, the Board is primarily responsible in ensuring that there are appropriate systems and procedures in place to manage the Group’s strategic plans, business conduct, significant risks, succession planning, shareholders’ communication, internal control and management information systems in accordance with high standards of transparency, accountability and integrity.

The Board is leading and managing the Company in an effective and responsible manner. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for the manner in which the affairs of the Company are managed and have a legal duty to act in the best interest of the Company.

The Board assumes, amongst others, the following duties and responsibilities:-

- i) Reviewing and adopting the overall strategic plans and programs for the Company and the Group;
- ii) Overseeing and evaluating the conduct and performance of the Company’s and Group’s businesses including its control and accountability systems;
- iii) Reviewing, challenging and deciding on management’s proposals for the Group, and monitoring its implementation by Management;
- iv) Identifying principal risks and ensuring the implementation of a proper risk management system to manage such risks;
- v) Overseeing the development and implementation of shareholder and stakeholder communications policies;

Corporate Governance Overview Statement

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

I. BOARD RESPONSIBILITIES (CONTINUED)

DUTIES AND RESPONSIBILITIES OF THE BOARD (CONTINUED)

- vi) Reviewing and approving financial statements;
- vii) Reviewing the adequacy and the integrity of the management information and internal controls system of the Company;
- viii) Ensuring that appropriate plans are in place in respect of the succession plan for the senior management of the Group; and
- ix) Undertaking a formal and objective annual evaluation to determine the effectiveness of the Board, the Board Committees and each individual Director.

CODE OF ETHIC AND CONDUCT

The Board has formalised in writing a Code of Conduct, setting out the standards to engender good corporate practices. The Code advocates the ethical values that form the basis for business decisions. The Code of Conduct has been communicated to all levels of employees in the Group.

The Board has also formalised in writing the Company's Whistle-Blowing Policy, which provides appropriate communication and feedback channels to facilitate whistle-blowing. In addition, the Board has formalised in writing the Company's Anti-Corruption Policy which provides principles, guidelines and requirements on how to deal with corrupt practices that may arise in the course of daily business and operational activities undertaken by the Company. The Code of Conduct, Whistle-Blowing Policy and Anti-Corruption Policy are available for reference at the Company's website at www.greenyield.com.my.

STRATEGIES PROMOTING SUSTAINABILITY

The Board is confident that the Company's strategies in delivering long-term growth would create economic value for the shareholders as well as protect stakeholders' interest. A report on sustainability activities, demonstrating the Group's commitment to the environment, community, workplace and employees and marketplace, is detailed in the Sustainability Statement.

ACCESS TO INFORMATION AND ADVICE

The Directors have access to timely and accurate information which enables the Directors to discharge their duties effectively and efficiently. At Board Meetings, the agenda and board papers are distributed in advance to enable Directors to have sufficient time to review the board papers and to obtain further explanation or clarification to facilitate the decision-making process. Representatives from the Management and external advisors may also be invited to attend meetings to provide insights and professional views, advice and explanation on specific items on the meeting agenda.

A well structured agenda also allows the Chairman of the Board good control over the conduct of the meeting and allocation of time for discussion of various matters. Senior Management and external advisors may be invited to attend Board Meetings to provide their professional views, advice and explanations on specific items on the agenda.

All Directors have full and unrestricted access to all information within the Group and direct access to the advice and services of the Company Secretary who advises the Board on the Directors' responsibilities under the respective legislations and regulations and Company's compliance with the relevant laws and regulatory requirements. The Directors may take independent advice, at the Company's expense, in the exercise of their duties should such advisory services be considered necessary.

All deliberation in terms of issues discussed and all decisions made during Board Meetings are recorded in the Board minutes for completeness and accuracy which are then circulated to all Directors and duly signed by the Chairman of the Meeting.

Corporate Governance Overview Statement

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)**I. BOARD RESPONSIBILITIES (CONTINUED)****QUALIFIED AND COMPETENT COMPANY SECRETARIES**

Directors have direct access to the advice and services of the Group's Company Secretary. The Company Secretaries are qualified to act in accordance with the requirements of the Companies Act 2016. The Board is advised and updated on statutory and regulatory requirements pertaining to their duties and responsibilities as well as appropriate procedures for management of meetings. The Board is supported to ensure adherence to board policies and procedures, rules, relevant laws and best practices on Corporate Governance.

BOARD CHARTER

The Company's Board Charter clearly identifies the respective roles and responsibilities of the Board, Board Committees, and individual directors. It also clearly identifies the issues and decision reserved for the Board. The Board Charter will be periodically reviewed and the details of the Board Charter are available for reference at www.greenyield.com.my.

Any amendment to the Board Charter can only be approved by the Board. The Board Charter was last reviewed on 28 November 2022.

TIME COMMITMENT

The Board meets at least four (4) times a year at quarterly intervals, with additional meetings convened as and when deemed necessary. During the financial year, five (5) Board Meetings were held. The attendance at Board Meetings of the Directors during the financial year under review is set out hereunder:-

Directors	Position	Reflect the number of Board Meetings scheduled during the time the Director held office	Percentage of Attendance (%)
Tham Foo Keong	Executive Chairman	5/5	100
Tham Foo Choon	Deputy Group Managing Director	5/5	100
Tham Kin-On	Executive Director	5/5	100
Supramaniam A/L R.Ramasamy	Independent Non-Executive Director	4/5	80
Saryani Binti Che Ab Rahman (Appointed on 13 April 2023)	Independent Non-Executive Director	3/3	100
Mohd Ghazali Bin Yahaya (Appointed on 13 April 2023)	Independent Non-Executive Director	3/3	100
Dr. Zainol Bin Md. Eusof (Retired on 30 May 2023)	Independent Non-Executive Chairman	3/3	100
Yong Swee Lin (Resigned on 29 May 2023)	Senior Independent Non-Executive Director	3/3	100
Tham Kin Wai (Resigned on 31 December 2023)	Executive Director	5/5	100

Newly appointed directors are expected to declare their time commitment to the Board. If they plan to sit in other listed corporations as a director, they shall notify the Chairman of the Board or the Company Secretary before accepting any new directorship. The notification shall include an indication of time that will be spent on the new appointment.

Board Meetings follow a formal agenda and the Board has a schedule of matters specifically listed for its review and approval which ensures that the Board retains full and effective control over the Company.

The Board approves, inter alia, the preliminary announcements of interim and final results, all circulars and listing particulars, major capital expenditures, investment proposals; and reviews the overall system of internal controls.

Corporate Governance Overview Statement

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)**I. BOARD RESPONSIBILITIES (CONTINUED)****DIRECTORS' TRAINING AND CONTINUING EDUCATION PROGRAMME**

The Board acknowledges the importance of continuous education and training programmes for its members to enable effective discharge of its responsibilities. All Directors have attended both Mandatory Accreditation Programme Part I (in relation to a Director's roles, duties and liabilities) and Part II (in relation to sustainability and the related roles of a Director) prescribed by Bursa Securities. Directors are encouraged to undergo continuous training programmes and seminars organised by the relevant regulatory authorities and professional bodies to keep abreast with the current development in the business environment as well as, to further enhance their business acumen, and professionalism in discharging their duties to the Company effectively.

Directors are regularly updated on the Group's businesses and the competitive and regulatory environment in which they operate. Directors also visit operation centres to have an insight into the Group's various operations to assist in making effective decisions for the Group.

During the financial year ended 31 December 2023, the Directors have attended trainings, conferences, seminars, site visits and/or workshops as listed below:-

Directors	Training/Seminar/Conference
Tham Foo Keong	1. Bursa PLCs Investor Relations Series: What do Investors look for in your Company?
	2. Introduction of Bursa Carbon Exchange & Centralised Sustainability Intelligence Platform Webinar
	3. Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers
	4. Management of Cyber Risk Programme
	5. Mandatory Accreditation Programme Part II: Leading for Impact
Tham Foo Choon	1. Rubber forum 2023
	2. Introduction of Bursa Carbon Exchange & Centralised Sustainability Intelligence Platform Webinar
	3. Management of Cyber Risk Programme
	4. Mandatory Accreditation Programme Part II : Leading for Impact
Tham Kin-On	1. MIA Webinar Series: Integrating Environmental, Social and Governance (ESG) into Organisational Financial Reporting Framework
	2. Mandatory Accreditation Programme Part II: Leading for Impact
Supramaniam A/L R.Ramasamy	1. Mandatory Accreditation Programme Part II : Leading for Impact
Mohd Ghozali Bin Yahaya	1. Mandatory Accreditation Programme
	2. Mandatory Accreditation Programme Part II: Leading for Impact
Saryani Binti Che Ab Rahman	1. Mandatory Accreditation Programme Part II: Leading for Impact
	2. Anti-Bribery and Anti-Corruption
	3. Management of Cyber Risk
	4. Asia Pacific Board Leadership Centre Webinar - "2023 Board and Audit Committee Priorities"
	5. EY New ISSB Sustainability Standards : Beyond Compliance
	6. Russells Reynolds Associates APAC Board Leadership Forum 2023

The Board is also briefed by the Company Secretary of any significant changes in laws and regulations that are relevant. The Directors continue to undergo other relevant training programs that can further enhance their knowledge in the latest development relevant to the Group, especially in areas of corporate governance and regulatory development, to carry out their responsibilities effectively.

Corporate Governance Overview Statement

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)**II. BOARD COMPOSITION**

As at 31 December 2023, the Board of the Company comprises six (6) Directors, three (3) of whom are Executive Directors and the balance three (3) are Independent Non-Executive Directors, who fulfil the prescribed Listing Requirements of Bursa Securities that a minimum one-third (1/3) of the Board members be independent.

Changes in the Board composition during the financial year ended 31 December 2023 were as follows:-

- (i) Appointment of Encik Mohd Ghozali Bin Yahaya and Puan Saryani Binti Che Ab Rahman as the Independent Non-Executive Directors on 13 April 2023;
- (ii) Resignation of Mr. Yong Swee Lin as the Senior Independent Non-Executive Director on 29 May 2023;
- (iii) Retirement of Dr. Zainol Bin Md. Eusof as Independent Non-Executive Director on 30 May 2023; and
- (iv) Resignation of Mr. Tham Kin Wai as Executive Director on 31 December 2023.

The Board has reviewed its size and composition and is satisfied that its current size and composition are effective for the proper functioning of the Group. The profiles of each Director are set out in the Profile of the Board of Directors on pages 14 to 16 of this Annual Report.

ROLES OF THE CHAIRMAN AND GROUP MANAGING DIRECTOR

The position of Executive Chairman and the Group Managing Director is held by Tham Foo Keong who is primarily responsible for the orderly conduct and leadership of the Board and he has the overall responsibility for the day to day running of business, organisational effectiveness, and implementation of Board policies and decisions. As the Group Managing Director, by virtue of his position also functions as the intermediary between the Board and senior management, acts as the Group's official spokesperson, and is responsible for planning the future direction of the Group for the Board's consideration and approval. The Chairman functions both as Executive Chairman and Group Managing Director is supported by experienced Board Members with a wide range of expertise. The Board is mindful of the combined roles but is comfortable that there are no concerns as all related party transactions are dealt with in accordance with the Listing Requirements of Bursa Securities.

The independent directors play a crucial supervisory function. Their presence is essential in providing unbiased and impartial views for the Board's deliberation and decision-making process. In addition, the Non-Executive Directors ensure that relevant matters and issues are considered in taking the interest of all stakeholders in the Group.

III. REMUNERATION**REMUNERATION POLICIES AND PROCEDURES**

The Remuneration Committee comprises exclusively of Independent Non-Executive Directors. The members of the Remuneration Committee are as follows:-

Name	Designation
Supramaniam A/L R.Ramasamy	Chairman, Independent Non-Executive Director
Mohd Ghozali Bin Yahaya	Member, Independent Non-Executive Director
Saryani Binti Che Ab Rahman	Member, Independent Non-Executive Director
Yong Swee Lin	Chairman, Senior Independent Non-Executive Director <i>(Resigned on 29 May 2023)</i>
Dr Zainol Bin Md Eusof	Member, Independent Non-Executive Director <i>(Retired on 30 May 2023)</i>

Corporate Governance Overview Statement

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)**III. REMUNERATION (CONTINUED)****REMUNERATION POLICIES AND PROCEDURES (CONTINUED)**

The main responsibility of the Remuneration Committee is to review and determine the remuneration packages for Directors, Group Managing Director and key senior management officers to ensure that the rewards commensurate with their contribution and is reflective of their respective roles and responsibilities.

The terms of reference of the Remuneration Committee can be found at our website www.greenyield.com.my.

The Remuneration Committee held one (1) meeting during FYE2023 with full attendance and the main activities undertaken are as follows:-

- (i) Reviewed and recommended the remuneration packages for newly appointed Independent Non-Executive Directors;
- (ii) Reviewed and recommended the Directors' fees and benefits for the Independent Non-Executive Directors; and
- (iii) Reviewed and recommended the remuneration packages of the Executive Directors.

Details of the Directors' Remuneration

The remuneration of the Non-Executive Directors is generally fixed and any adjustment has to be approved by the shareholders during the Annual General Meeting. The determination of remuneration packages of Non-Executive Directors, should be a matter for the Board as a whole. The individuals concerned have abstained from discussing their own remuneration.

The policy practiced by the Company provides remuneration packages that commensurate with experience, roles and level of responsibilities. The quantum of each package should be adequate and comparable to public listed companies of similar size.

The aggregate remuneration of Directors received from the Company and on Group basis for the financial year ended 31 December 2023 is as follows:-

For FYE 2023 - In RM'000						
Category	Fees	Salaries	Bonuses and Other Emoluments	EPF and SOCSO	BIK	Total
Received from the Company:						
Non-Executive Directors						
Dr. Zainol Bin Md Eusof (Retired on 30 May 2023)	25	-	3	-	-	28
Mr. Yong Swee Lin (Resigned on 29 May 2023)	12	-	3	-	-	15
Mr. Supramaniam A/L R. Ramasamy	33	-	2	-	-	35
Encik Mohd Ghozali Bin Yahaya (Appointed on 13 April 2023)	26	-	2	-	-	28
Puan Saryani Binti Che Ab Rahman (Appointed on 13 April 2023)	26	-	2	-	-	28
Total Non-Executive Directors	122	-	12	-	-	134

Corporate Governance Overview Statement

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)**III. REMUNERATION (CONTINUED)****REMUNERATION POLICIES AND PROCEDURES (CONTINUED)****Details of the Directors' Remuneration (Continued)**

The aggregate remuneration of Directors received from the Company and on Group basis for the financial year ended 31 December 2023 is as follows (Continued):-

For FYE 2023 - In RM'000						
Category	Fees	Salaries	Bonuses and Other Emoluments	EPF and SOCSO	BIK	Total
Received on Group basis:						
<u>Executive Directors</u>						
Mr. Tham Foo Keong	-	645	-	78	-	723
Mr. Tham Foo Choon	-	565	-	68	-	633
Mr. Tham Kin Wai (Resigned on 31 December 2023)	-	301	-	37	-	338
Mr. Tham Kin-On	-	403	-	50	-	453
Total Executive Directors	-	1,914	-	233	-	2,147
Grand Total	122	1,914	12	233	-	2,281

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT**I. AUDIT COMMITTEE**

The Audit Committee ("AC") of the Company as at 31 December 2023 comprises three (3) Independent Non-Executive Directors. The AC is chaired by the Independent Non-Executive Director, Puan Saryani Binti Che Ab Rahman. It is an existing practice for the AC to require a former key audit partner to observe a cooling-off period of at least two (2) years before being appointed as a member of the AC and such practice was formalised and incorporated in the Terms of Reference of AC since June 2018.

For details on the functions, composition, membership and summary of work of the AC in the financial year ended 31 December 2023 are discussed in the AC Report on pages 46 to 47 of this Annual Report.

ASSESSMENT OF SUITABILITY AND INDEPENDENCE OF EXTERNAL AUDITORS

The Group through the AC, maintains an active, transparent and professional relationship with its External Auditors in seeking professional advice and ensuring compliance with the accounting standards in Malaysia and the requirements of the Companies Act 2016.

The AC met the External Auditors once during the current financial year and whenever deemed necessary without the presence of the Executive Directors and/or the Management of the Company to discuss its audit plan, annual financial statements, and audit findings. This encourages a greater exchange of free and honest views and opinion between both parties.

Corporate Governance Overview Statement

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONTINUED)

I. AUDIT COMMITTEE (CONTINUED)

ASSESSMENT OF SUITABILITY AND INDEPENDENCE OF EXTERNAL AUDITORS (CONTINUED)

The AC, assisted by the Management, undertakes an annual assessment of the suitability and independence of the External Auditors. The assessment of the External Auditor was conducted by completing personalised evaluation form as guided by the Corporate Governance Guide on Evaluation of External Auditors Performance and Independence checklist. The factors considered by the AC in its assessment include, adequacy of professionalism and experience of the staff, the resources of the external auditors, the fees and the independence of and the level of non-audit services rendered to the Group. The AC has assessed and is satisfied with the suitability and the confirmation provided by the external auditors that they have complied with the ethical requirements regarding independence with respect to the audit of the Group in accordance with all relevant professional and regulatory requirements. The AC has recommended to the Board on the re-appointment of Grant Thornton Malaysia PLT as the External Auditors of the Company.

The total fees paid to the External Auditors for the financial year ended 31 December 2023 are as follows:-

1) Audit Fees

The total audit fees (including both statutory and non-statutory audits) charged by the External Auditors for the Group and the Company, exclusive of expenses and applicable taxes, amounted to RM262,360 and RM47,000 respectively for the financial year ended 31 December 2023.

2) Non-Audit Fees

The total non-audit fees charged by the External Auditors for other services performed for the Company, exclusive of expenses and applicable taxes, amounted to RM45,000 for the financial year ended 31 December 2023.

A report on the AC which includes the AC's role in relation to the External Auditors is set out on pages 46 to 47 of this Annual Report.

II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

UPHOLD INTEGRITY IN FINANCIAL REPORTING

The Board is committed to providing a balanced, clear and comprehensive financial performance and prospects in all the disclosures made to the stakeholders and the regulatory authorities.

Timely release of announcements to Bursa Securities on quarterly results, financial statements and the annual report reflect the Board's commitment to provide transparent and up-to-date disclosures to the public. The Board is assisted by the AC in overseeing the Group's financial reporting process and the quality of its financial reporting. The AC will review and discuss significant matters and unusual transactions, if any, prior to submission to the Board for consideration and approval.

Prior to the presentation of the Company's financial statements to the Board for approval and issuance to stakeholders, AC meetings were conducted to review the integrity and comprehensiveness of the Company's financial statements in the presence of external auditors and the Group's and Company's Head of Corporate Finance.

The Board will obtain assurance from the AC to ensure that the preparation and fair presentation and disclosure in the financial statements are in accordance with applicable Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

In addition, the AC assists the Board by reviewing the findings of the internal audit reports including the recommendations made by the internal auditors and management's comments. Management's progress in improving specific areas of internal controls are also reviewed by the AC.

Corporate Governance Overview Statement

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONTINUED)**II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK (CONTINUED)****STATEMENT OF DIRECTORS' RESPONSIBILITY IN RESPECT OF FINANCIAL STATEMENTS**

The Directors are required by the Companies Act 2016 to prepare financial statements for each financial year which have been made out in accordance with the Malaysian Financial Reporting Standards and IFRS Accounting Standards and give a true and fair view of the financial positions of the Group and the Company at the end of the financial year and of the financial performance and cash flows of the Group and the Company for the financial year.

In preparing the financial statements for the financial year ended 31 December 2023, the Directors have:-

- adopted suitable accounting policies and applied them consistently;
- ensured that applicable accounting standards have been followed;
- made judgments and estimates that are reasonable and prudent; and
- prepared financial statements on a going concern basis as the Directors have a reasonable expectation, having made enquiries, that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future.

The Directors are responsible for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial positions of the Group and Company and which enable them to ensure that the financial statements comply with the Companies Act 2016.

STATE OF INTERNAL CONTROLS

The Statement on Risk Management and Internal Control pursuant to Paragraph 15.26 (b) of the Listing Requirements of Bursa Securities is set out on pages 43 to 45 of this Annual Report.

SOUND FRAMEWORK TO MANAGE RISK

The Board of Directors acknowledges its responsibilities for the Company to maintain a sound system of internal controls covering financials, operations and compliance controls and to safeguard shareholders' investments as well as the Group's assets. While every effort is made to manage the significant risks, by its nature, the system can only provide reasonable but not absolute assurance against material misstatement or loss. Ongoing reviews are carried out by the Board, with the assistance of the AC, internal auditors and External Auditors, to safeguard the Group's assets.

INTERNAL AUDIT FUNCTION

The Board have appointed Talent League Sdn. Bhd. for an independent internal audit function which is in compliance with the Listing Requirements of Bursa Securities.

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP**I. COMMUNICATION WITH STAKEHOLDERS****ENSURE TIMELY AND HIGH QUALITY DISCLOSURE**

The Board recognises the importance of accurate and timely dissemination of information to shareholders about the Group's financial performance and other matters affecting the shareholders' interest. This is achieved through accurate and timely disclosures and announcements to Bursa Securities including the quarterly financial results, annual reports, circulars/statements and other general meetings.

The Board ensures that confidential information is handled properly to avoid leakage and improper use. In line with the best practices, the Board strives to disclose price sensitive information to the public as soon as practicable through Bursa Securities.

Corporate Governance Overview Statement

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP (CONTINUED)

I. COMMUNICATION WITH STAKEHOLDERS (CONTINUED)

LEVERAGE ON INFORMATION TECHNOLOGY FOR EFFECTIVE DISSEMINATION OF INFORMATION

The Board endeavors to provide timely and accurate disclosure of all material information of the Group to shareholders and investors. Information is disseminated through various disclosures and announcements made to the Bursa Securities. These information are also electronically published at the Bursa Securities website at www.bursamalaysia.com and the Group's website at www.greenyield.com.my.

These information include:-

- a) Quarterly Announcements;
- b) Annual Reports;
- c) Circular/Statement to Shareholders; and
- d) Other Important Announcements.

The annual reports and quarterly announcements remain the principal forms of communication, providing shareholders and investors with an overview of the Group's activities and performance. The Annual General Meetings ("AGMs") and Extraordinary General Meetings ("EGMs") also serve as principal forums for dialogue and avenues for direct interaction between the Board of Directors and shareholders or investors. In addition, the Group maintains a query form on its website (www.greenyield.com.my) where stakeholders can post questions which concern investor relations.

II. CONDUCT GENERAL MEETING

ENCOURAGE SHAREHOLDERS' PARTICIPATION AT GENERAL MEETINGS

The Board regards that AGMs and EGMs are the primary forum for communication by the Company with its shareholders and for shareholders' participation.

Pursuant to the Listing Requirements of Bursa Securities, any resolutions set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, must be voted by poll. Hence, voting for all resolutions as set out in the notice of general meeting will be conducted by poll. An independent scrutineer will be appointed to validate the votes cast at the general meetings.

Prior to AGMs and EGMs, shareholders will be provided with the notices of meetings and accompanying explanatory material such as notes, Annual Report and/or Circular/Statement to enable shareholders to exercise their rights. Notices of AGMs and EGMs will be issued in accordance with the requirements of the Companies Act 2016 and the Listing Requirements of Bursa Securities. The Board endeavors to serve earlier notice than the minimum notice period where practicable. The adequate time given to shareholders allows them to make necessary arrangements to attend and participate in the general meeting. Shareholders who are unable to attend an AGM or EGM, are encouraged to appoint proxy or proxies to attend and vote at meetings for and on their behalf.

Separate issues are tabled in separate resolutions at general meetings, voting is carried out systematically and resolutions are properly recorded.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Malaysian Code on Corporate Governance requires the Board of Directors of listed companies to maintain a sound risk management framework and internal control system to safeguard shareholders' investments and the Group's assets.

The Board is pleased to present the Statement on Risk Management and Internal Control of the Group for the financial year ended 31 December 2023, which is in compliance with Paragraph 15.26 (b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and as guided by the "Statement on Risk Management and Internal Control Guidelines for Directors of Listed Issuers".

THE BOARD'S RESPONSIBILITY

The Board affirms its overall responsibility for reviewing the effectiveness, adequacy and integrity of the Group's risk management framework and internal control system. The Board recognises the needs to maintain effective risk management practices and that a good system of internal control is a continuing process.

The Board is aware of inherent limitations in any system of risk management and internal controls, where such systems are designed to manage and minimise risk appropriately rather than to eliminate the risks. Therefore, the internal control system can only provide reasonable and measured assurance against material misstatement, losses, fraud or breach of laws or regulations.

RISK MANAGEMENT FRAMEWORK

The Board regards risk management as an integral part of the Group's business operations, and adopted a Risk Management Policy to address this. The Risk Management Policy is aimed at providing an effective framework for identification, evaluation, management and reporting of the Group's risks.

The Risk Management Committee comprises the Executive Directors and senior management of the Group, and is responsible for the implementation of an appropriate system of controls and strategies in order to mitigate risks. All the Group's risk-related matters were deliberated at the Risk Management Committee's Meetings which are held on a regular basis. A summary of risk matters was tabled to the Board for further deliberation during the financial year. Action plans are prepared on an ongoing basis to address risk and control issues.

INTERNAL AUDIT

The Group outsources the internal audit function to an independent professional audit firm. The internal auditors are also independent of the Board and management, and have a direct reporting responsibility to the Audit Committee. The engagement of the independent internal auditor will assist the Audit Committee in conducting an independent assessment on the adequacy, efficiency and effectiveness of the internal control system and in ensuring operational compliance with standard operating procedures within the Group.

During the financial year ended 31 December 2023, the internal auditors carried out reviews in accordance with the approved Internal Audit Plan. The internal audit review covered areas related to the (i) Inventory Management for Greenyield Industries (M) Sdn. Bhd.; and (ii) Plantation Management for Pullah PC Daud Sdn. Bhd. In addition, the internal auditors conducted follow-up review on the (i) Business Continuity Management and Malaysian Anti-Corruption Commission Act 2009 Section 17A ("MACC SI7A") Corporate Liability for Greenyield Group; and (ii) Corporate Governance Review and Human Resource Management for Greenyield Group. The internal audit reviews covered the assessments on the adequacy and effectiveness of internal controls on key processes of the Group. Upon completion of the internal audit reviews, the internal audit observations, recommendations and management comments were reported to the Audit Committee. Issues arising thereon were reviewed, deliberated, and commented upon by the Audit Committee and for Management to take remedial action to address, mitigate, manage, and address the identified risks.

Statement on Risk Management and Internal Control

INTERNAL AUDIT (CONTINUED)

Periodic updates on the remedial actions were reported to the Audit Committee to ensure that issues raised in the internal audit report were satisfactorily resolved. During the financial year under review, as a result of the internal audit recommendations, the Inventory Management of Greenyield Industries (M) Sdn. Bhd. and the Plantation Management for Pullah PC Daud Sdn. Bhd. were improved. The Board is ultimately responsible for the implementation and maintenance of the Group's internal processes and procedures. The Board is conscious of the fact that the systems of internal control and risk management practices must continuously evolve to support the Group's operations. Therefore, the Board, in striving for continuous improvement, will put in place appropriate action plans, where necessary, to further enhance the Group's system of internal control and risk management.

OTHER KEY ELEMENTS OF INTERNAL CONTROL

The Board puts in place the following internal control elements for the current financial year under review:-

- The Executive Directors are closely involved in the running of the day to day business and operations of the Group by attending monthly meetings both at management and operational levels. The Executive Directors report to the Board on significant changes in the business and external environment, which affect the operations of the Group;
- Review of statutory annual financial statements and quarterly reports by evaluating the reasons for unusual variances noted by the Board and Audit Committee before the announcement to Bursa Securities;
- Review of internal audit reports, which highlight audit issues, recommendations and Management's responses and discuss with Management the appropriate remedial actions taken to improve the system of internal controls;
- An organisational structure with defined lines of responsibilities, proper segregation of duties, and delegation of authority. The Board established hierarchical reporting which provides for a documented and auditable trail of accountability;
- Standard Operating Procedures ("SOP") in key business processes and support functions which include sales and marketing, purchasing, credit control, logistics, and payment;
- Timely submissions of monthly financial reports and key performance indicators to the Executive Directors for decision making;
- Group human resources policies and publication of the Employees Handbook which highlights policies on health and safety, training and development, staff performance and serious misconduct. These policies assist management with internal controls;
- Policies and procedures published in the Company's website, such as the Board Charter, Directors' Fit and Proper Policy, Anti-Corruption Policy, Code of Conduct and Whistle-Blowing Policy;
- Systematic performance appraisal system for all levels of staffs and directors; and
- Annual audit by external quality auditors to ensure the quality system of Greenyield Industries (M) Sdn. Bhd., RCP Technologies Sdn. Bhd. and Galley Reach Holdings Ltd are in compliance with the requirements of the ISO 9001:2015 Certifications. In addition, Greenyield Industries (M) Sdn. Bhd. is also in compliance with the requirements of the ISO 14001:2015 and Green Leaf Certifications. The various certifications serve as an assurance to customers on the quality of products and services by the Group.

The Board believes that the aspects above will improve the Group's risk audit coverage.

Statement on Risk Management and Internal Control

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The External Auditors have reviewed this Statement on Risk Management and Internal Control in accordance with International Standard on Assurance Engagements (“ISAE”) 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information as adopted by the Malaysian Institute of Accountants and Audit and Assurance Practice Guide (“AAPG”) 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the annual report issued by Malaysian Institute of Accountants for inclusion in the annual report of the Group for the financial year ended 31 December 2023, and reported to the Board that nothing has come to their attention that causes them to believe that the Statement on Risk Management and Internal Control has not been prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, or is factually inaccurate.

ISAE 3000 (Revised) and AAPG 3 does not require the External Auditors to consider whether the Statement on Risk Management and Internal Control covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control system including the assessment and opinion by the Board of Directors and Management thereon. External Auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the annual report of the Company will, in fact, remedy the problems and not required to perform any procedures by way of audit, review or verification of the underlying records or other sources from which the Statement on Risk Management and Internal Control was extracted.

CONCLUSION

The Board is of the view that the Group's system of risk management and internal controls for the financial year under review is adequate in safeguarding shareholders' investments and the Group's assets. The Board is committed to continue reviewing the operations and effectiveness of the Group's internal controls that cover financial, operational, compliance, and risk management aspects.

The Board has received assurance from the Executive Chairman and Head of Corporate Finance that the Group's system of risk management and internal controls is operating adequately and effectively, in all material aspects, based on the framework adopted by the Group. The Group's system of internal control applies to the Group and its subsidiaries only.

This statement has been made and approved by the Board on 18 April 2024.

AUDIT COMMITTEE REPORT

The Board of Directors of Greenyield Berhad is pleased to present the Audit Committee Report of the Board for the financial year ended 31 December 2023.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee comprises the following members as at 31 December 2023:-

Name	Designation
Saryani Binti Che Ab Rahman	Chairperson, Independent Non-Executive Director
Supramaniam A/L Ramasamy	Member, Independent Non-Executive Director
Mohd Ghozali Bin Yahaya	Member, Independent Non-Executive Director

Terms of Reference

The details of the terms of reference of the Audit Committee is available for reference at the Company's website at <http://www.greenyield.com.my>.

Attendance of Audit Committee Meetings

For the financial year ended 31 December 2023, the attendance of Audit Committee members is as follows:-

Audit Committee Members	Attendance at the Audit Committee Meeting
Saryani Binti Che Ab Rahman (Chairperson) <i>Independent Non-Executive Director</i>	2/2
Supramaniam A/L R.Ramasamy <i>Independent Non-Executive Director</i>	4/5
Mohd Ghozali Bin Yahaya <i>Independent Non-Executive Director</i>	2/2
Yong Swee Lin (Chairman) <i>Senior Independent Non-Executive Director</i> (Resigned 29 May 2023)	3/3
Dr. Zainol Bin Md. Eusof <i>Independent Non-Executive Director</i> (Retired 30 May 2023)	3/3

SUMMARY OF THE WORK OF THE COMMITTEE

The Audit Committee carried out the following work in the discharge of its functions and duties through review and deliberation during Audit Committee meetings for the financial year ended 31 December 2023 held on 27 February 2023, 13 April 2023, 29 May 2023, 29 August 2023 and 24 November 2023:-

Financial Reporting

- Reviewed the unaudited quarterly results and audited financial statements of the Group and discussed significant matters prior to tabling to the Board of Directors for consideration and approval;
- In conjunction with the results and reports, reviewed the Company's compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Malaysian Accounting Standards Board ("MASB") and other applicable regulatory requirements; and
- Reviewed the related party transactions and recurrent related party transactions of the Group;

SUMMARY OF THE WORK OF THE COMMITTEE (CONTINUED)External Audit

- Reviewed the external auditors' audit plan and scope of work for the financial year ended 31 December 2023 and the proposed audit fees;
- Reviewed the external auditors' performance and conducted assessment of their independence; and
- The Audit Committee met the external auditors once during the financial year without the presence of the Executive Directors and management team, to review key issues within their interest and responsibility.

Internal Audit

- Reviewed the internal audit reports on the Inventory Management for Greenyield Industries (M) Sdn. Bhd.; and Plantation Management for Pullah PC Daud Sdn. Bhd. including recommendations made by the internal auditors and management's comments;
- Reviewed the Corrective and Preventive Action Plan ("CAPA") and followed up on management's progress in improving specific areas of internal controls; and
- Reviewed the effectiveness of the audit process and assessed the performance of the overall Internal Audit Function.

Malaysian Code on Corporate Governance

- Reviewed the Statement on Risk Management and Internal Control of the Group;
- Reviewed the Corporate Governance Overview Statement; and
- Reviewed the Audit Committee Report.

Recurrent Related Party Transactions ("RRPT")

- Reviewed the proposed shareholder's mandate for RRPT of a revenue or trading nature to be entered into by the Company and its subsidiaries and subsequently recommended to the Board to proceed in seeking shareholders' approval.

INTERNAL AUDIT FUNCTION

The Company is aware that an internal audit function is essential to ensure the effectiveness of the Group's systems of internal control and is an integral part of the risk management process. During the financial year ended 31 December 2023, the Group outsourced the internal audit function to an independent professional audit firm to provide assurance on the adequacy, efficiency and integrity of the Group's system of internal control. In line with good corporate governance practices, the outsourced internal audit function is independent of the activities and operations of the Group. The professional audit firm conducting the internal audit function reports directly to the Audit Committee and thereafter to the Board of Directors.

The cost incurred by the Company in connection with the outsourced internal audit function for the financial year ended 31 December 2023 amounted to RM28,013.

Further details of the activities of internal audit function are set out in the Statement on Risk Management and Internal Control in this Annual Report.

NOMINATION COMMITTEE REPORT

The Board of Directors of Greenyield Berhad is pleased to present the Nomination Committee Report for the financial year ended 31 December 2023.

COMPOSITION OF NOMINATION COMMITTEE

The Nomination Committee comprises exclusively of Independent Non-Executive Directors. The members of the Nomination Committee are as follows:-

Name	Designation
Supramaniam A/L Ramasamy	Chairman, Independent Non-Executive Director
Mohd Ghozali Bin Yahaya	Member, Independent Non-Executive Director
Saryani Binti Che Ab Rahman	Member, Independent Non-Executive Director

Terms of Reference

The Terms of Reference of the Nomination Committee are available on the Company's website at <http://www.greenyield.com.my>.

Attendance of Nomination Committee Meetings

For the financial year ended 31 December 2023, the attendance of Nomination Committee members is as follows:-

Nomination Committee Members	Attendance at the Nomination Committee Meeting
Yong Swee Lin (Chairman) Senior Independent Non-Executive Director (Resigned on 29 May 2023)	2/2
Dr. Zainol Bin Md. Eusof Independent Non-Executive Director (Retired on 30 May 2023)	2/2
Supramaniam A/L R.Ramasamy (Chairman) Independent Non-Executive Director (Appointed on 29 May 2023)	N/A
Mohd Ghozali Bin Yahaya Independent Non-Executive Director (Appointed on 29 May 2023)	N/A
Saryani Binti Che Ab Rahman Independent Non-Executive Director (Appointed on 29 May 2023)	N/A

Nomination Committee Report

SUMMARY OF THE WORK OF THE COMMITTEE

The Nomination Committee carried out the following work in discharging its duties for the financial year ended 31 December 2023:-

Composition of the Board and Board Committees

The Board acknowledges the benefits of board diversity, including age, gender and ethnic diversity, to the effective functioning of the Board. Nevertheless, when considering new appointments to the Board, the Nomination Committee and the Board will evaluate the suitability of candidates solely in meeting the needs of the Company based on a set of criteria / candidates' experience, competency, character, time commitment, integrity and potential contribution to the company with the primary aim of selecting the best candidates to support the achievement of the Company's strategic objectives. Such evaluation criteria does not make age, gender, and ethnicity of the proposed new director determining factors for appointment to the Board.

The Nomination Committee had on 13 April 2023, considered (after having carried out the fit and proper declarations in accordance with the Directors' Fit and Proper Policy) and recommended to the Board, the appointment of Encik Mohd Ghozali Bin Yahaya and Puan Saryani Binti Che Ab Rahman as Independent Non-Executive Directors. The newly appointed Independent Non-Executive Directors had been sourced from Institute of Corporate Directors Malaysia and industry referral. The Nomination Committee had assessed and considered their background, professional qualification, knowledge, integrity, competencies and independence before recommending their appointment to the Board of Directors for approval.

On 29 May 2023, the Nomination Committee discussed and recommended to the Board of Directors, the change in composition of the Nomination Committee, Remuneration Committee and Audit Committee, in view of the retirement of Dr. Zainol Bin Md. Eusof and resignation of Mr. Yong Swee Lin as Independent Non-Executive Directors.

As at 31 December 2023, the Board currently has one (1) woman Director out of six (6) Directors which represents 16.67% female representation. The Nomination Committee will take steps to identify more female candidates subject to appropriate due diligence on the candidate's compatibility, competency, character, time commitment, integrity and experience, to meet the recommendation of the Malaysian Code on Corporate Governance, where the board should comprise at least 30% women directors.

Retirement and Re-election of Directors

The Nomination Committee is responsible for recommending to the Board, the Directors who are due for retirement and re-appointment and are eligible to stand for the re-election and re-appointment accordingly.

The Board, via the Nomination Committee had on 18 April 2024, undertook fit and proper assessment on the retiring directors, namely Mr. Tham Foo Keong and Mr. Tham Kin-On, who are seeking for re-election pursuant to Clause No. 76(3) of the Constitution of the Company, at the forthcoming Twenty-First Annual General Meeting.

The Nomination Committee collectively agree that they meet 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. The Nomination Committee was satisfied with the outcome of the fit and proper assessment and recommended to the Board for approval.

Our shareholders are informed of any appointment or re-appointment of Directors through the Statement Accompanying Notice of Annual General Meeting which is attached as part of the Annual Report. This shall ensure the shareholders obtain sufficient information for consideration when exercising their voting rights during the Annual General Meeting.

Annual Performance Assessment

The Board's performance is assessed annually by each of its members through self as well as peer assessments. The Nomination Committee had reviewed and assessed the tenure of Directors, mix of skills, experience, size and other qualities, including effectiveness of the Board and Board Committees as a whole as well as the contribution from each of the individual Director of the Company.

The results of the performance evaluations are reviewed by the Nomination Committee and subsequently by the Board.

Nomination Committee Report

SUMMARY OF THE WORK OF THE COMMITTEE (CONTINUED)

Annual Performance Assessment (Continued)

The Nomination Committee is satisfied that each Director has performed and discharged their duties within their respective portfolios well.

The Nomination Committee is satisfied with the size of the Company's Board and that there is an appropriate mix of knowledge, skills, attributes and core competencies in the composition of the Board. The Board Committees had carried out their duties and discharged their responsibilities effectively in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and their respective Terms of Reference.

The Nomination Committee had assessed the terms of office of the Audit Committee and each of its members and is satisfied with their performance.

Annual Assessment of Independence

The Board recognises the importance of independence and that the Board members are responsible to act in the best interest of the shareholders of the Company. The Board, through the Nomination Committee conducts an annual assessment on the independence of the Company's Independent Directors. The assessment takes into consideration the Independent Directors' ability to exercise independent judgment and contribute effectively to the Board.

The Nomination Committee and Board are of the view that all three (3) Independent Non-Executive Directors continue to remain objective and independent in expressing their views and in participating in deliberations and decision-making actions of the Board and the Board Committees, and that no individual or small group of individuals dominates the Board's decision-making process. The evaluations carried on the independence of the Independent Directors were tabled to the Board and are properly documented.

The Board is satisfied with the level of independence and acknowledged the contribution by the respective Independent Directors that they had acted in the best interest of the Company.

The number of Independent Directors of the Company is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which requires a minimum one third (1/3) of the Board to be independent.

ADDITIONAL COMPLIANCE INFORMATION

1. UTILISATION OF PROCEEDS

There were no proceeds raised from any corporate proposal during the financial year ended 31 December 2023.

2. MATERIAL CONTRACTS

During the financial year under review, there were no material contracts entered by the Company and its subsidiaries which involved Directors' and/or major shareholders' interest.

3. MATERIAL CONTRACTS RELATING TO LOANS

During the financial year ended 31 December 2023, there were no material contracts relating to loans involving directors and/ or major shareholders.

4. RECURRENT RELATED PARTY TRANSACTIONS

At the Annual General Meeting held on 30 May 2023, the Company obtained a shareholders' mandate to allow the Group to enter into recurrent related party transactions of a revenue or trading nature ("RRPTs").

In accordance with Practice Note 12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, details of RRPTs transacted during the financial year ended 31 December 2023 pursuant to the shareholders' mandate were as follows:-

Related Party	Company(ies) within our Group	Nature of relationship of related parties	Nature of transactions	Amount transacted (RM)
Galley Reach Holdings Ltd	Gim Triple Seven Sdn. Bhd.	<u>Directors and Major Shareholders</u> Tham Foo Keong and Tham Foo Choon	Sale of plantation related products and services by Company within our Group to Related Parties	1,200,562
Galley Reach Holdings Ltd	Gim Triple Seven Sdn. Bhd. and Tigantara Plantations Sdn. Bhd.	<u>Major Shareholders</u> Tham Fau Sin, Tham Chong Sing and Greenyield Holdings Sdn. Bhd. <u>Director</u> Tham Kin-On <u>Interested Persons Connected</u> Tham Kin Wai Twong Yoke Peng Chan Mee Yee Tham Chui Yenn Lim Choi Thai Tham Kinfuei Tham Chui Ping Tham Kin Leet Tham Kinyiq Tham Kin Shun Tham Sip Foong Tham Suit Mui Tham Swee Chan Tham Kin Munn	Purchase of rubber and plantation related products and services by Companies within our Group from Related Parties	11,842,595



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DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding activities, whilst the principal activities of the subsidiaries are as stated in Note 6 to the financial statements. There have been no significant changes in the nature of these principal activities during the financial year.

RESULTS

	Group RM	Company RM
Loss for the financial year	12,192,370	466,049
Attributable to:-		
Owners of the Company	9,939,150	466,049
Non-controlling interests	2,253,220	-
	12,192,370	466,049

RESERVES AND PROVISIONS

There were no material transfers to or from reserves and provisions during the financial year under review.

DIVIDENDS

No dividend was paid or declared during the financial year and the Directors do not recommend any dividend to be paid for the financial year under review.

DIRECTORS OF THE COMPANY AND SUBSIDIARIES

The name of the Directors of the Company and subsidiaries in office during the financial year and during the period commencing from the end of the financial year to the date of this report are as follows:-

Tham Foo Keong*
 Tham Foo Choon*
 Tham Kin-On*
 Supramaniam A/L R.Ramasamy
 Saryani Binti Che Ab Rahman (Appointed on 13 April 2023)
 Mohd Ghozali Bin Yahaya (Appointed on 13 April 2023)
 Yong Swee Lin (Resigned on 29 May 2023)
 Dr. Zainol Bin Md. Eusof (Retired on 30 May 2023)
 Tham Kin Wai* (Resigned on 31 December 2023)

* Directors of the Company and its subsidiary(ies).

Except as disclosed above, the name of the Directors of subsidiaries in office during the financial year and during the period commencing from the end of the financial year to the date of this report are as follows:-

Michael Galia Bai
 Tham Kin Shun (Appointed on 16 October 2023)
 Peter Vincent (Appointed on 6 November 2023)

Directors' Report

for the financial year ended 31 December 2023

DIRECTORS' REMUNERATION AND BENEFITS

During the financial year, the fees and remuneration received and receivable by the Directors of the Company are as follows:-

	Incurred by the Company RM	Incurred by the subsidiaries RM	Group RM
Directors' fees	121,600	-	121,600
Directors' remuneration	12,000	2,146,662	2,158,662
Gratuity	12,491	300,000	312,491
	146,091	2,446,662	2,592,753

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, with the object or objects of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Since the end of the previous financial year, no Director has received or become entitled to receive any benefit (other than as disclosed above and Note 27 to the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company of which Director has a substantial financial interest.

DIRECTORS' INTERESTS

The interests and deemed interests in the ordinary shares of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at financial year (including the interests of the spouses or children of the Directors who themselves are not Directors of the Company) as recorded in the Register of Directors' Shareholdings are as follows:-

	At 1.1.2023	Number of ordinary shares		At 31.12.2023
		Bought	Sold	
Interests in the Company:				
Greenfield Berhad				
Tham Foo Keong				
- own	38,244,441	-	-	38,244,441
Tham Foo Choon				
- own	22,613,348	-	6,000,000	16,613,348
Tham Kin-On	27,168,445	-	418,800	26,749,645
Deemed interests in the Company:				
Greenfield Berhad				
Tham Foo Keong				
- others*	19,162,560	-	-	19,162,560
Tham Foo Choon				
- others*	4,903,900	6,000,000	-	10,903,900
Deemed interests in the Company via its ultimate holding company:				
Greenfield Holdings Sdn. Bhd.				
Tham Foo Keong	241,431,665	-	-	241,431,665
Tham Foo Choon	241,431,665	-	-	241,431,665

Directors' Report
for the financial year ended 31 December 2023

DIRECTORS' INTERESTS (CONTINUED)

	Number of irredeemable convertible preference shares			
	At 1.1.2023	Bought	Sold	At 31.12.2023
Deemed interests in the Company				
via its ultimate holding company:				
Greenyield Holdings Sdn. Bhd.				
Tham Foo Keong	47,789,885	-	-	47,789,885
Tham Foo Choon	47,789,885	-	-	47,789,885

* In accordance with Section 59(11)(c) of the Companies Act 2016 in Malaysia, the deemed interests of the spouses and a child of Tham Foo Keong and Tham Foo Choon in shares of the Company shall be treated as the interests of Tham Foo Keong and Tham Foo Choon respectively.

By virtue of their direct interests in shares of the Company, Tham Foo Keong and Tham Foo Choon are also deemed to have interest in shares of the Company and of its related corporations to the extent of that interest under Section 8 of the Companies Act 2016 in Malaysia.

ISSUE OF SHARES AND DEBENTURES

There were no new issuance of shares or debentures during the financial year.

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:-

- i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that there were no bad debts to be written off and adequate provision had been made for doubtful debts; and
- ii) any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Group and of the Company have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:-

- i) which would render it necessary to write off any bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- ii) which would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading; or
- iii) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- iv) not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

Directors' Report

for the financial year ended 31 December 2023

OTHER STATUTORY INFORMATION (CONTINUED)

At the date of this report, there does not exist:-

- i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year and which secures the liabilities of any other person; or
- ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

No contingent liability or other liability of any company in the Group has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 31 December 2023 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

HOLDING COMPANY

The holding company is Greenyeld Holdings Sdn. Bhd., a company incorporated and domiciled in Malaysia.

INDEMNITY AND INSURANCE FOR DIRECTORS AND OFFICERS

The Directors and Officers of the Group and the Company are covered by the Directors' and Officers' Liability Insurance for any liability incurred in discharged of their duties, provided that they have not acted fraudulently or dishonestly or derived any personal profit or advantage. The insurance premium paid during the financial year amounted to RM6,048.

AUDITORS

The Auditors, Grant Thornton Malaysia PLT, have expressed their willingness to continue in office.

The amount of audit and other fees paid or payable to the external auditors by the Group and the Company for the financial year ended 31 December 2023 amounted to RM307,360 and RM92,000 respectively. Further details are disclosed in Note 18 to the financial statements.

The Group and the Company have agreed to indemnify the Auditors, Grant Thornton Malaysia PLT to the extent permissible under the requirements of the Companies Act 2016 in Malaysia. However, no payment has been made arising from this indemnity for the financial year.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 18 April 2024.

Tham Foo Keong

Tham Foo Choon

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

	Note	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Assets					
Non-current assets					
Property, plant and equipment	2	214,956,245	215,787,677	-	18,736
Right-of-use assets	3	10,023,509	10,724,186	-	-
Investment properties	4	2,574,056	2,631,792	-	-
Intangible assets	5	3,654,090	3,759,456	-	-
Investment in subsidiaries	6	-	-	103,362,561	103,362,561
Other investment	7	1,226	1,242	-	-
Cash and cash equivalents	8	153,580	150,053	-	-
Total non-current assets		231,362,706	233,054,406	103,362,561	103,381,297
Current assets					
Inventories	9	8,614,950	10,976,466	-	-
Trade and other receivables	10	6,793,301	11,292,041	5,103,004	2,139,389
Tax recoverable		1,176,645	406,804	1,136	2,817
Cash and cash equivalents	8	3,491,819	6,241,428	18,213	40,218
Total current assets		20,076,715	28,916,739	5,122,353	2,182,424
Total assets		251,439,421	261,971,145	108,484,914	105,563,721
Equity					
Share capital	11	84,641,923	84,641,923	84,641,923	84,641,923
Reserves	11	(238,533)	(822,441)	-	-
Retained earnings	11	56,725,989	66,665,139	12,561,257	13,027,306
Total equity attributable to the owners of the Company		141,129,379	150,484,621	97,203,180	97,669,229
Non-controlling interests		40,059,769	42,046,252	-	-
Total equity		181,189,148	192,530,873	97,203,180	97,669,229
Liabilities					
Non-current liabilities					
Borrowings	12	3,657,478	4,941,536	-	-
Lease liabilities	13	819,023	1,139,772	-	-
Deferred tax liabilities	14	49,128,644	49,738,086	-	-
Total non-current liabilities		53,605,145	55,819,394	-	-
Current liabilities					
Trade and other payables	15	14,558,602	11,728,165	11,281,734	7,894,492
Contract liabilities	16	268,756	215,316	-	-
Borrowings	12	1,321,027	1,254,110	-	-
Lease liabilities	13	496,743	423,019	-	-
Tax payable		-	268	-	-
Total current liabilities		16,645,128	13,620,878	11,281,734	7,894,492
Total liabilities		70,250,273	69,440,272	11,281,734	7,894,492
Total equity and liabilities		251,439,421	261,971,145	108,484,914	105,563,721

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Revenue	17	38,863,066	56,921,989	-	7,820,000
Cost of sales		(33,926,530)	(40,541,353)	-	-
Gross profit		4,936,536	16,380,636	-	7,820,000
Other income		1,013,356	2,201,717	-	-
Gain on bargain purchase		-	29,061,057	-	-
Distribution expenses		(520,567)	(324,201)	-	-
Administrative expenses		(17,585,740)	(12,464,194)	(466,378)	(2,281,620)
Reversal/(Loss) on impairment of financial asset		216,820	(222,387)	-	-
Other expenses		(490,348)	(120,405)	-	-
Results from operating activities		(12,429,943)	34,512,223	(466,378)	5,538,380
Interest expense		(323,013)	(328,935)	-	-
Interest income		89,509	122,294	369	348
Net interest (expense)/income		(233,504)	(206,641)	369	348
(Loss)/Profit before tax	18	(12,663,447)	34,305,582	(466,009)	5,538,728
Tax income/(expense)	19	471,077	(1,978,046)	(40)	-
(Loss)/Profit for the financial year		(12,192,370)	32,327,536	(466,049)	5,538,728
Other comprehensive income/(loss) for the financial year, net of tax Items that are or may be reclassified subsequently to profit or loss					
Foreign currency translation differences for foreign operations		850,645	(1,852,000)	-	-
		850,645	(1,852,000)	-	-
Total comprehensive (loss)/income for the financial year		(11,341,725)	30,475,536	(466,049)	5,538,728
(Loss)/Profit attributable to:-					
Owners of the Company		(9,939,150)	32,562,244	(466,049)	5,538,728
Non-controlling interests		(2,253,220)	(234,708)	-	-
		(12,192,370)	32,327,536	(466,049)	5,538,728
Total comprehensive (loss)/income attributable to:-					
Owners of the Company		(9,355,242)	31,358,444	(466,049)	5,538,728
Non-controlling interests		(1,986,483)	(882,908)	-	-
		(11,341,725)	30,475,536	(466,049)	5,538,728
(Loss)/Earnings per ordinary share (sen):	20				
- Basic		(1.83)	8.75		
- Diluted		(1.68)	8.55		

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Note	← Attributable to owners of the Company →		← Non-distributable → Distributable		Total RM	Non-controlling interests RM	Total equity RM
	Share capital RM	Irredeemable convertible preference shares ("ICPS") RM	Translation reserve RM	Retained earnings RM			
Group							
At 1 January 2022	33,374,000	-	381,359	35,104,115	68,859,474	-	68,859,474
Foreign currency translation differences for foreign operations	-	-	(1,203,800)	-	(1,203,800)	(648,200)	(1,852,000)
Profit/(Loss) for the financial year	-	-	-	32,562,244	32,562,244	(234,708)	32,327,536
Total comprehensive (loss)/income for the financial year	-	-	(1,203,800)	32,562,244	31,358,444	(882,908)	30,475,536
Transactions with owners:-							
Issuance of ordinary shares pursuant to acquisition of subsidiaries	41,709,946	-	-	-	41,709,946	-	41,709,946
Issuance of ICPS pursuant to acquisition of subsidiaries	-	9,557,977	-	-	9,557,977	-	9,557,977
Dividends to owners of the Company	-	-	-	(1,001,220)	(1,001,220)	-	(1,001,220)
Non-controlling interest arising from redeemable convertible preference shares issued by a subsidiary	-	-	-	-	-	10,824,888	10,824,888
Acquisition of subsidiaries	-	-	-	-	-	32,104,272	32,104,272
Total transactions with owners	41,709,946	9,557,977	-	(1,001,220)	50,266,703	42,929,160	93,195,863
At 31 December 2022	75,083,946	9,557,977	(822,441)	66,665,139	150,484,621	42,046,252	192,530,873
Foreign currency translation differences for foreign operations	-	-	583,908	-	583,908	266,737	850,645
Loss for the financial year	-	-	-	(9,939,150)	(9,939,150)	(2,253,220)	(12,192,370)
Total comprehensive income/(loss) for the financial year	-	-	583,908	(9,939,150)	(9,355,242)	(1,986,483)	(11,341,725)
At 31 December 2023	75,083,946	9,557,977	(238,533)	56,725,989	141,129,379	40,059,769	181,189,148

Note	← Attributable to owners of the Company →		Retained earnings RM	Total equity RM
	Share capital RM	Non-distributable ICPS RM		
Company				
At 1 January 2022	33,374,000	-	8,489,798	41,863,798
Profit and total comprehensive income for the financial year	-	-	5,538,728	5,538,728
Transactions with owners:-				
Issuance of ordinary shares pursuant to acquisition of subsidiaries	41,709,946	-	-	41,709,946
Issuance of ICPS pursuant to acquisition of subsidiaries	-	9,557,977	-	9,557,977
Dividends to owners of the Company	-	-	(1,001,220)	(1,001,220)
Total transactions with owners	41,709,946	9,557,977	(1,001,220)	50,266,703
At 31 December 2022	75,083,946	9,557,977	13,027,306	97,669,229
Loss and total comprehensive loss for the financial year	-	-	(466,049)	(466,049)
At 31 December 2023	75,083,946	9,557,977	12,561,257	97,203,180

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Cash flows from operating activities					
(Loss)/Profit before tax		(12,663,447)	34,305,582	(466,009)	5,538,728
Adjustments for:-					
Amortisation of intangible assets		20,588	25,414	-	-
Amortisation of investment properties		57,736	65,497	-	-
Gain on bargain purchase		-	(29,061,057)	-	-
Bad debts written off		-	134	-	-
Depreciation of property, plant and equipment		4,829,827	1,531,330	6,245	14,989
Depreciation of right-of-use assets		377,307	402,803	-	-
Dividend income		-	-	-	(7,820,000)
Interest expense		323,013	328,935	-	-
Interest income		(89,509)	(122,294)	(369)	(348)
Inventories written down		353,850	-	-	-
Loss/(Gain) on disposal of property, plant and equipment		27,540	(141,173)	-	-
Loss on disposal of right-of-use assets		48,227	-	-	-
Gain on disposal of investment property		-	(405,143)	-	-
Gratuity		12,491	-	12,491	-
(Reversal)/Loss on impairment of financial asset		(216,820)	222,387	-	-
Property, plant and equipment written off		5	9,255	-	-
Unrealised loss on foreign exchange		1,305,503	50,844	-	-
Operating (loss)/profit before changes in working capital		(5,613,689)	7,212,514	(447,642)	(2,266,631)
Changes in:-					
Inventories		1,858,932	608,604	-	-
Contract liabilities		53,440	(1,176,744)	-	-
Trade and other receivables		4,715,560	(1,658,219)	7,328	(4,019)
Trade and other payables		4,453,624	(167,257)	20,242	48,000
Cash generated from/(used in) operations		5,467,867	4,818,898	(420,072)	(2,222,650)
Tax paid		(1,108,767)	(2,153,583)	(615)	(615)
Tax refunded		197,155	205,447	2,256	-
Net cash from/(used in) operating activities		4,556,255	2,870,762	(418,431)	(2,223,265)
Cash flows from investing activities					
Acquisition of property, plant and equipment	(i)	(4,291,488)	(2,003,666)	-	-
Acquisition of right-of-use assets	(ii)	-	(679,934)	-	-
Acquisition of intangible assets		(6,870)	(44,530)	-	-
Acquisition of subsidiaries	6	-	(2,363,006)	-	(3,000,000)
Proceeds from disposal of property, plant and equipment		130,212	658,000	-	-
Proceeds from disposal of investment properties		-	1,706,233	-	-
Proceeds from disposal of right-of-use assets		100,000	-	-	-
(Placement)/Withdrawal of pledged deposits with licensed banks		(3,527)	1,178,675	-	-
Additional investment in subsidiaries		-	-	-	(2,260,000)
Dividend received		-	-	-	7,820,000
Interest received		89,509	122,294	369	348
(Advance to)/Repayment from subsidiaries		-	-	(2,970,943)	2,665,459
Net cash (used in)/from investing activities		(3,982,164)	(1,425,934)	(2,970,574)	5,225,807
Cash flows from financing activities					
Dividend paid to owners of the Company		-	(1,001,220)	-	(1,001,220)
Interests paid		(323,013)	(416,534)	-	-
Advances from/(Repayment to) subsidiaries		-	-	3,367,000	(2,038,000)
(Repayment to)/Advances from Directors		(5,051)	13,867	-	-
Repayment of term loans		(1,217,141)	(6,026,498)	-	-
Repayment of lease liabilities		(376,819)	(319,889)	-	-
Net cash (used in)/from financing activities		(1,922,024)	(7,750,274)	3,367,000	(3,039,220)

Statements of Cash Flows
for the financial year ended 31 December 2023

	Note	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Net changes in cash and cash equivalents		(1,347,933)	(6,305,446)	(22,005)	(36,678)
Effect of exchange rate fluctuation on cash and cash equivalents		(1,401,676)	(2,330,458)	-	-
Cash and cash equivalents at beginning of financial year		6,241,428	14,877,332	40,218	76,896
Cash and cash equivalents at end of financial year	(iii)	3,491,819	6,241,428	18,213	40,218

NOTES TO THE STATEMENTS OF CASH FLOWS

(i) *Acquisition of property, plant and equipment*

	2023 RM	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Total additions of property, plant and equipment	4,618,401	2,275,236	-	-	
Depreciation of property, plant and equipment included in additions of immature bearer plant (Note 2.2)	(198,638)	(143,295)	-	-	
Depreciation of right-of-use assets capitalised (Note 2.2)	(36,627)	(36,627)	-	-	
Amortisation of intangible assets included in additions of immature bearer plant (Note 2.2)	(91,648)	(91,648)	-	-	
Total cash payment	4,291,488	2,003,666	-	-	

(ii) *Acquisition of right-of-use assets*

	2023 RM	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Total additions of right-of-use assets	-	1,556,934	-	-	
Acquired under lease arrangements	-	(877,000)	-	-	
Total cash payment	-	679,934	-	-	

(iii) *Cash and cash equivalents*

Cash and cash equivalents included in the statements of cash flows comprise the following items:-

	2023 RM	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Deposits with licensed banks	671,258	1,763,779	7,626	7,379	
Cash and bank balances	2,974,141	4,627,702	10,587	32,839	
	3,645,399	6,391,481	18,213	40,218	
Less: Deposits pledged	(153,580)	(150,053)	-	-	
	3,491,819	6,241,428	18,213	40,218	

The deposits with licensed banks of the Group amounted to RM153,580 (2022: RM150,053) have been pledged as security for banking facility granted to subsidiaries and hence, are not available for general use.

NOTES TO THE FINANCIAL STATEMENTS

Greenyield Berhad is a public limited liability company incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The addresses of the principal place of business and registered office of the Company are as follows:-

Principal place of business

1-19, MKH Boulevard
Jalan Bukit
43000 Kajang, Selangor

Registered office

Unit 30-1, Level 30, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur

The consolidated financial statements of the Company as at and for the financial year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the "Group" and individually referred to as "Group entities"). The financial statements of the Company as at and for the financial year ended 31 December 2023 do not include other entities.

The Company is principally engaged in investment holding activities, whilst the principal activities of the subsidiaries are as stated in Note 6 to the financial statements. There have been no significant changes in the nature of these principal activities during the financial year.

The ultimate holding company during the financial year was Greenyield Holdings Sdn. Bhd., a company incorporated and domiciled in Malaysia.

These financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 18 April 2024.

1. Basis of preparation

(a) Statement of compliance

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

(i) Adoption of new standards and amendments to MFRSs

At the beginning of current financial year, the Group and the Company adopted new standards and amendments to MFRSs which are mandatory for the current financial year.

The initial application of the new standards and amendments to the standards did not have a material impact to the financial statements, except for:-

Amendments to MFRS 101 - Presentation of financial statements: Disclosure of accounting policies

The amendments change the requirements in MFRS 101 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant' with 'material'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

Notes to the Financial Statements

1. Basis of preparation (continued)**(a) Statement of compliance (continued)****(i) Adoption of new standards and amendments to MFRSs (continued)**

The initial application of the new standards and amendments to the standards did not have a material impact to the financial statements, except for (continued):-

Amendments to MFRS 101 - Presentation of financial statements: Disclosure of accounting policies (continued)

The supporting paragraphs in MFRS 101 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. The Malaysian Accounting Standards Board has also developed guidance and examples to explain and demonstrate the application of the 'four-step materiality process' described in MFRS Practice Statement 2.

The amendments have had an impact on the Group's and the Company's disclosures of accounting policies but not on the measurement, recognition or presentation of any items in the Group's and the Company's financial statements.

(ii) Standards issued but not yet effective

The new and amended standards that are issued, but not yet effective, up to the date of issuance of the Group's and of the Company's financial statements are disclosed below. The Group and the Company intend to adopt these new and amended standards, if applicable, when they become effective.

Amendments to MFRSs effective for annual periods beginning on or after 1 January 2024

Amendments to MFRS 16*	Leases: Lease liability in a sale and leaseback
Amendments to MFRS 101	Presentation of financial statements: Non-current liabilities with covenants
Amendments to MFRS 101	Presentation of financial statements: Classification of liabilities as current or non-current
Amendments to MFRS 7 and MFRS 107	Financial instruments – disclosures and statement of cash flows: Supplier finance arrangements

Amendments to MFRSs effective for annual periods beginning on or after 1 January 2025

Amendments to MFRS 121	The effects of changes in foreign exchange rates: Lack of exchangeability
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Amendments to MFRSs effective for a date yet to be confirmed

Amendments to MFRS 10 and MFRS 128*	Consolidated financial statements and investments in associates and joint ventures: Sale or contribution of assets between an investor and associate or joint venture
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* Not applicable to the Group's and the Company's operation

The initial application of the above applicable standards and amendments are not expected to have any material financial impact to the financial statements upon their first adoption.

(b) Basis of measurement

The financial statements have been prepared under the historical cost convention, except for other investment that categorized as financial instruments measured at fair value through profit or loss which is under fair value measurement bases.

(c) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency. All financial information is presented in RM, unless otherwise stated.

Notes to the Financial Statements

1. Basis of preparation (continued)

(d) Significant accounting estimates and judgements

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's and of the Company's accounting policies and reported amounts of assets, liabilities, income and expenses, and disclosures made. Estimates and underlying assumptions are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. The actual results may differ from the judgements, estimates and assumptions made by the management, and will seldom equal the estimated results.

Information about significant judgements, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below.

Key sources of estimation uncertainties

Key assumptions concerning the future and accounting estimates at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Depreciation of property, plant and equipment, right-of-use assets and investment properties

Property, plant and equipment, right-of-use assets and investment properties are depreciated on a straight-line basis over their useful life. However, significant judgement is involved in estimating the useful life and residual value of property, plant and equipment, right-of-use assets and investment properties which are subjected to technological development and level of usage. Therefore, residual values of these assets and future depreciation and amortisation charges may vary.

Impairment of property, plant and equipment, right-of-use assets and investment properties

The Group and the Company carried out impairment tests where there are indications of impairment based on a variety of estimation including value-in-use of cash-generating unit to which the property, plant and equipment, right-of-use assets and investment properties are allocated. Estimating the value-in-use requires the Group and the Company to make an estimate of the expected future cash flows from cash-generating unit and also to choose a suitable discount rate in order to calculate present value of those cash flows.

Impairment of intangible asset

The Group determines the impairment of intangible asset with finite lives by amortising the assets over their useful lives. The useful lives of these assets are based on the period over which the assets are able to generate revenue, and are periodically reviewed for continued appropriateness. The Group's management undertakes an impairment review annually, or more frequently if events or changes in circumstances indicate that the carrying value may not be recoverable. The management is of opinion that there are no instances of application of judgement which are expected to have a significant effect on the amount recognised in the financial statements.

Income taxes/Deferred tax liabilities

Significant judgement is required in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters result is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

1. Basis of preparation (continued)**(d) Significant accounting estimates and judgements (continued)**Key sources of estimation uncertainties (continued)**Deferred tax assets**

The assessment of the probability of future taxable income in which deferred tax assets can be utilised is based on the Group's latest approved budget or forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilised without a time limit, that deferred tax asset is usually recognised in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

Inventories

Inventories are measured at the lower of cost and net realisable value. In estimating net realisable values, management takes into account the most reliable evidence available at the time the estimates are made. The realisation of these inventories may be affected by market-driven changes that may occur in the future.

Provision for expected credit losses ("ECL") of trade receivables

The Group and the Company use a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for grouping of various customer segments that have similar loss patterns such as geography, product type, customer type and rating.

The provision matrix is initially based on the Group's and the Company's historical observed default rates. The Group and the Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every quarterly reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed rates, forecast economic conditions and ECL is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's and the Company's historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default rate in the future.

Significant management judgements

The following items in financial statements are significantly affected by management judgements in the application of accounting policies:-

Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences, unabsorbed tax losses and unutilised capital allowances to the extent that it is probable that taxable profit will be available against which all deductible temporary differences, unabsorbed tax losses and unutilised capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with future tax planning strategies.

Notes to the Financial Statements

2. Property, plant and equipment

Group Cost	Freehold land and building* RM	Buildings RM	Plant and machinery RM	Motor vehicles RM	Reno-vations RM	Mature bearer plant RM	Immature bearer plant RM	Factory, office fittings and equipment RM	Capital work-in-progress RM	Total RM
At 1 January 2022	358,603	5,284,708	8,896,069	1,428,720	1,110,796	8,001,922	22,897,997	10,362,770	313,627	58,655,212
Additions	15,764	-	444,865	88,706	-	-	1,417,243	294,563	14,095	2,275,236
Addition through acquisition of subsidiaries	-	10,853,682	7,743,982	10,640,771	-	165,374,272	12,734,483	2,196,762	-	209,543,952
Borrowing costs capitalised ranging from 5.75% to 6.75% per annum	-	-	-	-	-	-	87,599	-	-	87,599
Disposals	-	-	(1,233,683)	-	-	-	(171,666)	(5,500)	-	(1,410,849)
Written off	-	-	(1,900)	-	-	-	-	(623,738)	-	(625,638)
Reclassification	-	-	-	-	-	1,672,155	(1,672,155)	-	-	-
Transfer from right-of-use assets	-	-	-	460,986	-	-	-	-	-	460,986
Translation difference	-	(775,923)	(553,610)	(853,046)	-	(1,422,978)	85,730	(155,411)	-	(3,675,238)
At 31 December 2022	374,367	15,362,467	16,529,406	10,532,454	1,110,796	173,625,371	35,379,231	12,069,446	327,722	265,311,260
Additions	-	-	724,858	118,068	-	-	2,967,756	613,410	194,309	4,618,401
Disposals	-	-	(117,606)	(117,606)	-	-	(49,294)	-	-	(166,900)
Written off	-	-	-	-	-	-	-	(13,634)	-	(13,634)
Reclassification	-	-	-	-	-	8,788,213	(8,788,213)	-	-	-
Transfer from right-of-use assets	-	-	-	333,581	-	-	-	-	-	333,581
Transfer to a Director	-	-	-	(149,888)	-	-	-	-	-	(149,888)
Translation difference	-	(123,561)	(88,026)	(28,605)	-	(233,418)	(216,857)	(26,951)	-	(717,418)
At 31 December 2023	374,367	15,238,906	17,166,238	10,688,004	1,110,796	182,180,166	29,292,623	12,642,271	522,031	269,215,402
Accumulated depreciation										
At 1 January 2022	-	493,683	7,249,448	953,327	891,981	740,815	-	8,726,935	-	19,056,189
Depreciation for the financial year	-	146,421	312,846	183,484	-	592,464	-	439,410	-	1,674,625
Addition through acquisition of subsidiaries	-	6,600,340	6,408,969	10,193,171	-	7,459,753	-	1,779,719	-	32,441,952
Disposals	-	-	-	(890,585)	-	-	-	(3,437)	-	(894,022)
Written off	-	-	(522)	-	-	-	-	(615,861)	-	(616,383)
Transfer from right-of-use assets	-	-	-	234,334	-	-	-	-	-	234,334
Translation difference	-	(471,833)	(458,145)	(784,304)	-	(533,236)	-	(125,594)	-	(2,373,112)
At 31 December 2022	-	6,768,611	13,512,596	9,889,427	891,981	8,259,796	-	10,201,172	-	49,523,583
Depreciation for the financial year	-	429,307	600,586	265,287	-	3,159,593	-	573,692	-	5,028,465
Disposals	-	-	-	(9,148)	-	-	-	-	-	(9,148)
Written off	-	-	-	-	-	-	-	(13,629)	-	(13,629)
Transfer from right-of-use assets	-	-	-	197,369	-	-	-	-	-	197,369
Transfer to a Director	-	-	-	(137,397)	-	-	-	-	-	(137,397)
Translation difference	-	(85,310)	(82,551)	(26,525)	-	(110,488)	-	(25,212)	-	(330,086)
At 31 December 2023	-	7,112,608	14,030,631	10,179,013	891,981	11,308,901	-	10,736,023	-	54,259,157
Net carrying amount										
At 31 December 2022	374,367	8,126,298	3,135,607	508,991	218,815	170,871,265	29,292,623	1,906,248	522,031	214,956,245
At 31 December 2023	374,367	8,593,856	3,016,810	643,027	218,815	165,365,575	35,379,231	1,868,274	327,722	215,787,677

Notes to the Financial Statements

2. Property, plant and equipment (continued)

* The cost and carrying amount of the freehold land and building amounted to RM270,588 (2022: RM270,588) are not segregated from the buildings as required details are not available.

The depreciation of property, plant and equipment of RM198,638 (2022: RM143,295) is capitalised under immature bearer plant while the remaining depreciation is included in cost of sales and administrative expenses.

2.1 Security**Group**

The carrying amount of RM3,083,389 (2022: RM2,985,709) of certain buildings have been pledged for term loans granted to subsidiaries as stated in Note 12 to the financial statements.

2.2 Immature bearer plant

Included in additions of immature bearer plant during the financial year are as follows:-

	2023	Group	2022
	RM		RM
Land clearing costs	65,400		5,900
Planting costs	137,286		49,956
Depreciation of property, plant and equipment	198,638		143,295
Depreciation of right-of-use assets	36,627		36,627
Amortisation of intangible assets	91,648		91,648
Personnel expenses:			
- Wages, salaries and other employee benefits	1,013,406		480,038
- Defined contribution plan	18,926		17,284
			Motor vehicles/ Total RM
Company			
Cost			
At 1 January 2022/31 December 2022			149,888
Transfer to a Director			(149,888)
At 31 December 2023			-
Accumulated depreciation			
At 1 January 2022			116,163
Depreciation for the financial year			14,989
At 31 December 2022			131,152
Depreciation for the financial year			6,245
Transfer to a Director			(137,397)
At 31 December 2023			-
Net carrying amount			
At 31 December 2023			-
At 31 December 2022			18,736

Notes to the Financial Statements

2. Property, plant and equipment (continued)**Material accounting policy information****(a) Recognition and measurement**

Items of property, plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

(b) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use. Freehold land and buildings are not depreciated. Depreciation commences when the bearer plants mature or where the assets are ready for use. No depreciation is provided on capital work-in-progress until it is completed and ready for their intended used.

The estimated useful lives for the current and comparative periods are as follows:

• Buildings	14 to 50 years
• Plant and machinery	10 years
• Motor vehicles	6 to 10 years
• Renovations	10 years
• Mature bearer plant	20 years
• Factory, office fittings and equipment:	
- Computers and mould	3 to 5 years
- Furniture and fittings, office equipment, air-conditioners, empty cylinders and electrical installation	5 to 10 years
- Project and nursery site fittings	5 to 6 years

3. Right-of-use assets

As a lessee

The Group has leases for leasehold land, buildings, motor vehicles and laboratory that run between 3 to 99 years.

The Group also has leases of premises and office equipment with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemption for these leases.

	Leasehold land RM	Buildings RM	Motor vehicles RM	Laboratory RM	Total RM
Group					
At 1 January 2022	6,010,077	2,320,379	1,305,821	-	9,636,277
Additions	-	-	1,457,152	99,782	1,556,934
Additions through acquisition of subsidiaries	212,226	-	-	-	212,226
Depreciation for the financial year	(56,286)	(49,810)	(327,790)	(5,544)	(439,430)
Transfer to property, plant and equipment	-	-	(226,652)	-	(226,652)
Translation difference	(15,169)	-	-	-	(15,169)
At 31 December 2022	6,150,848	2,270,569	2,208,531	94,238	10,724,186
Disposal	-	-	(148,227)	-	(148,227)
Depreciation for the financial year	(58,168)	(49,810)	(272,696)	(33,260)	(413,934)
Transfer to property, plant and equipment	-	-	(136,212)	-	(136,212)
Translation difference	(2,304)	-	-	-	(2,304)
At 31 December 2023	6,090,376	2,220,759	1,651,396	60,978	10,023,509

The above motor vehicles are under lease arrangement and pledged as security for the related finance lease.

Notes to the Financial Statements

3. Right-of-use assets (continued)

The depreciation of motor vehicles of RM36,627 (2022: RM36,627) is capitalised under immature bearer plant in property, plant and equipment while the remaining depreciation is included in cost of sales and administrative expenses.

The strata title of the above buildings is yet to be issued by the relevant authority.

The carrying amount of right-of-use assets that have been pledged for term loans granted to subsidiaries as stated in Note 12 to the financial statements are as follows:-

	Group	
	2023	2022
	RM	RM
Leasehold land	638,142	647,247
Buildings	2,220,759	2,270,569
	2,858,901	2,917,816

Material accounting policy information**(a) Recognition and measurement**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

(b) Depreciation

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:-

Leasehold land	Over remaining lease term
Buildings	50 years
Motor vehicles	10 years
Laboratory	3 years

4. Investment properties

	Freehold land RM	Building RM	Total RM
Group			
Cost			
At 1 January 2022	532,754	3,756,023	4,288,777
Disposal	(532,754)	(869,230)	(1,401,984)
At 31 December 2022/31 December 2023	-	2,886,793	2,886,793
Accumulated amortisation			
At 1 January 2022	-	290,398	290,398
Amortisation for the financial year	-	65,497	65,497
Disposal	-	(100,894)	(100,894)
At 31 December 2022	-	255,001	255,001
Amortisation for the financial year	-	57,736	57,736
At 31 December 2023	-	312,737	312,737
Net carrying amount			
At 31 December 2023	-	2,574,056	2,574,056
At 31 December 2022	-	2,631,792	2,631,792

Notes to the Financial Statements

4. Investment properties (continued)

The Group's entire building meet the definition of right-of-use assets but does not required to be reclassified to right-of-use assets.

4.1 Security

The investment properties have been pledged for term loan granted to a subsidiary.

4.2 Strata title

The strata title of the above building is yet to be issued by the relevant authority.

4.3 Fair value

The fair value of the investment properties is amounted to RM10,421,000 (2022: RM5,216,785). Fair value is estimated by the Directors by reference to the published selling price for property in vicinity location. The investment properties are classified as Level 3 in the fair value hierarchy.

The following items are recognised in profit or loss in respect of investment properties:-

	2023	2022
	RM	RM
Group		
Lease income	68,475	64,500
Direct operating expenses:		
- Income generating investment properties	4,679	6,578
- Non-income generating investment properties	-	902

Material accounting policy information**(a) Recognition and measurement**

Investment property is treated as long-term investment and are measured at cost, including transaction costs less any accumulated amortisation and any impairment losses.

(b) Amortisation

The principal annual amortisation rate used are as follows:-

Building	2%
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Freehold land is not depreciated.

5. Intangible assets

Group	Trademarks	Concession	Total
	RM	rights	RM
		RM	
Cost			
At 1 January 2022	156,733	4,044,551	4,201,284
Additions	44,530	-	44,530
Expiration of contracts	(2,080)	-	(2,080)
At 31 December 2022	199,183	4,044,551	4,243,734
Additions	6,870	-	6,870
Expiration of contracts	(46,755)	-	(46,755)
At 31 December 2023	159,298	4,044,551	4,203,849

Notes to the Financial Statements

5. Intangible assets (continued)

Group	Trademarks RM	Concession rights RM	Total RM
Accumulated amortisation			
At 1 January 2022	93,793	275,503	369,296
Amortisation for the financial year	25,414	91,648	117,062
Expiration of contracts	(2,080)	-	(2,080)
At 31 December 2022	117,127	367,151	484,278
Amortisation for the financial year	20,588	91,648	112,236
Expiration of contracts	(46,755)	-	(46,755)
At 31 December 2023	90,960	458,799	549,759
Net carrying amount			
At 31 December 2023	68,338	3,585,752	3,654,090
At 31 December 2022	82,056	3,677,400	3,759,456

Concession rights was obtained from the State Government of Kelantan to plant timber latex clone for 50 years by the subsidiaries.

The amortisation of trademarks is included in administrative expenses while the amortisation of concession rights is capitalised under immature bearer plant in property, plant and equipment.

Material accounting policy information**(a) Recognition and measurement****(i) Trademarks**

Trademarks that are acquired by the Group, which have finite useful lives, are measured at cost less any accumulated amortisation and any accumulated impairment losses.

(ii) Concession rights

Concession rights acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

(b) Amortisation

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of the intangible assets.

The estimated useful lives for the current and comparative years are as follows:

- Trademarks 10 years
- Concession rights 44 years

Notes to the Financial Statements

6. Investment in subsidiaries

	Company	
	2023 RM	2022 RM
At cost:-		
Unquoted shares		
- Ordinary shares	69,488,739	69,488,739
- Redeemable convertible preference shares	22,134,000	22,134,000
- ICPS	13,279,822	13,279,822
	104,902,561	104,902,561
Less: Impairment losses	(1,540,000)	(1,540,000)
	103,362,561	103,362,561

The movement of the impairment losses is as follows:-

	Company	
	2023 RM	2022 RM
At beginning of financial year/At end of financial year	1,540,000	1,540,000

The impairment losses were recognised to adjust the carrying amount of investment in subsidiaries as the recoverable amounts were lower than the carrying amount.

Details of the Level 3 fair value method used in obtaining the recoverable amounts are as follows:-

Valuation method and key inputs	Significant unobservable assets and liabilities	Relationship of unobservable inputs and fair value
Adjusted net asset method which derives the fair value of an investee's equity instruments by reference to the fair value of its assets and liabilities	Fair value of individual assets and liabilities	The higher the net assets, the higher the fair value

Details of the subsidiaries are as follows:-

Name of subsidiaries	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest	
			2023 %	2022 %
Greenyield Industries (M) Sdn. Bhd. ("GISB")	Malaysia	Manufacturing and marketing of agricultural related systems and products and plastic related products	100	100
Gim Triple Seven Sdn. Bhd.	Malaysia	Marketing and distribution of agricultural related systems and products	100	100
Greenyield (Cambodia) Pte. Ltd.*	Cambodia	In member's voluntary liquidation	100	100
Gimflow Sdn. Bhd.	Malaysia	Marketing and distribution of agricultural related systems and products	100	100
RCP Technologies Sdn. Bhd.	Malaysia	Trading of agricultural and plantation tools and providing technical and consultancy services	100	100
Tigantara Plantations Sdn. Bhd.	Malaysia	Rubber planting and estate management	100	100
SND Teguh Enterprise Sdn. Bhd.	Malaysia	Rubber planting and estate management	100	100

Notes to the Financial Statements

6. Investment in subsidiaries (continued)

Details of the subsidiaries are as follows:- (continued)

Name of subsidiaries	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest	
			2023 %	2022 %
Pullah PC Daud Sdn. Bhd.	Malaysia	Rubber planting and estate management	100	100
Greenyield Rubber Holdings (M) Ltd ("GRHM")	Labuan	Agent for foreign investee company to market and sell rubber and rubber wood to foreign market	65	65
Subsidiaries of GRHM:-				
Galley Reach Holdings Limited#	Papua New Guinea	Extraction, processing and supply of rubber	65	65
Veimauri Plantations Limited# ("Veimauri")	Papua New Guinea	Extraction, processing and supply of rubber	65	65
Kanosia Estates Limited#	Papua New Guinea	Livestock trading and supply of rubber	65	65
The British New Guinea Development Limited#	United Kingdom	Cultivation and marketing of rubber in Papua New Guinea	65	65

* The subsidiary is in member's voluntary liquidation and has been consolidated based on unaudited financial statements.

Not audited by member firms of Grant Thornton Malaysia PLT.

Material accounting policy information

Investment in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses.

Acquisition of subsidiaries2022

On 21 March 2020, the Company entered into Conditional Share Sale Agreement with Greenyield Holdings Sdn. Bhd., Premium Commodities Sdn. Bhd., Tham Foo Keong, Tham Foo Choon, Tham Kin-On and Foong Sai Cheong for the proposed acquisition of 65% equity interest in GRHM. The acquisition was completed on 26 October 2022 for a total consideration of RM61,489,415 which was satisfied in the following manner:

- i) RM3,000,000 in cash;
- ii) 226,047,962 new ordinary shares of the Company at fair value of RM0.20 each which amounting to RM45,209,593, whereby the fair value of the share is published price of the share as of acquisition date of which:
 - (a) up to 208,549,728 new ordinary shares amounting to RM41,709,946 issued on the date of completion;
 - (b) up to 9,095,246 new ordinary shares amounting to RM1,819,049 shall be issued as and when the renewal for any one of the nine parcels of the expired agricultural lease lands has been granted; and
 - (c) up to 8,402,988 new ordinary shares amounting to RM1,680,598 shall be issued progressively upon utilisation of the historical tax losses by Veimauri prior to 1 January 2016 via filed tax returns for the year of assessment ("YA") 2021 to 2024 of Veimauri.
- iii) 66,399,113 new ICPS at fair value of RM0.20 each which amounting to RM13,279,822, whereby the fair value of the share is published price of the share as of acquisition date of which:
 - (a) up to 47,789,885 new ICPS amounting to RM9,557,977 issued on the date of completion;
 - (b) up to 9,672,716 new ICPS amounting to RM1,934,543 shall be issued as and when the renewal for any one of the nine parcels of the expired agricultural lease lands has been granted; and
 - (c) up to 8,936,512 new ICPS amounting to RM1,787,302 shall be issued progressively upon utilisation of the historical tax losses by Veimauri prior to 1 January 2016 via filed tax returns for the YA 2021 to 2024 of Veimauri.

Notes to the Financial Statements

6. Investment in subsidiaries (continued)**Acquisition of subsidiaries (continued)**2022 (continued)

The net assets of GRHM as at the acquisition date is as follows:-

	Note	2022 RM
Property, plant and equipment		177,102,000
Right-of-use assets		212,226
Other investment		1,343
Inventories		3,251,521
Trade and other receivables		2,464,891
Cash and cash equivalents		636,994
Trade and other payables		(3,110,348)
Lease liabilities		(266,858)
Deferred tax liabilities		(46,812,137)
		<hr/> 133,479,632
Non-controlling interests		(42,929,160)
Gain on bargain purchase		(29,061,057)
		<hr/> (29,061,057)
Fair value of effective purchase consideration transferred		<hr/> 61,489,415

Details of cash flows arising from acquisition are as follow:-

Purchase consideration		61,489,415
Less: Issuance of ordinary shares		(41,709,946)
Issuance of ICPS		(9,557,977)
Other payables	15.2	(7,221,492)
		<hr/> 3,000,000
Less: Cash and cash equivalents in subsidiaries acquired		(636,994)
Net cash outflows on acquisition		<hr/> 2,363,006

In accordance with MFRS 3, business combination, a fair value adjustment for mature and immature bearer plant amounting to RM156,040,457 and deferred tax liabilities of RM46,812,137 were recognised upon acquisition.

Non-controlling interest in subsidiaries

The Group's subsidiaries that have material non-controlling interest ("NCI") during the financial year are as follows:-

	GRHM Group	
	2023	2022
Percentages of ownership interest and voting interest (%)	35%	35%
Carrying amount of NCI (RM)	40,059,769	42,046,252
Loss allocated to NCI (RM)	(2,253,220)	(234,708)
Total comprehensive loss allocated to NCI (RM)	(1,986,483)	(882,908)

Notes to the Financial Statements

6. Investment in subsidiaries (continued)**Non-controlling interest in subsidiaries (continued)**

The summary of financial information before intra-group elimination for the Group's subsidiaries that have material non-controlling interests during the financial year are as below:-

	GRHM Group	
	2023 RM	2022 RM
Financial position		
Non-current assets	18,844,530	19,737,756
Current assets	5,311,039	6,140,377
Non-current liabilities	(201,473)	(204,117)
Current liabilities	(7,780,219)	(3,824,473)
	16,173,877	21,849,543
Summary of financial performance		
Revenue	11,820,673	16,599,718
Loss for the financial year	(6,437,772)	(14,523,569)
Total comprehensive loss for the financial year	(5,675,666)	(14,548,487)
Summary of cash flows		
Net cash flows used in operating activities	(663,432)	(2,396,027)
Net cash flows used in investing activities	(1,230,443)	(998,409)
Net cash flows from financing activities	2,348,974	687,654
	455,099	(2,706,782)

Material accounting policy information

The Group elects to measure the non-controlling interest in the acquiree at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

7. Other investment

	Group	
	2023 RM	2022 RM
Unquoted shares, financial assets at fair value through profit or loss	1,226	1,242

8. Cash and cash equivalents

	Note	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Non-current					
Deposits placed with licensed banks	8.1	153,580	150,053	-	-
Current					
Cash and bank balances		2,974,141	4,627,702	10,587	32,839
Deposits placed with licensed banks	8.1	517,678	1,613,726	7,626	7,379
		3,491,819	6,241,428	18,213	40,218
		3,645,399	6,391,481	18,213	40,218

Notes to the Financial Statements

8. Cash and cash equivalents (continued)

8.1 The non-current deposits placed with licensed banks is pledged for bank guarantee facilities. The effective interest rates for deposits placed with licensed banks are ranging from 2.57% to 3.53% (2022: 1.76% to 2.87%) per annum.

9. Inventories

	Group	
	2023	2022
	RM	RM
Raw materials	2,054,027	3,167,428
Work-in-progress	798,847	1,086,111
Packaging materials	243,709	528,651
Finished goods	5,010,353	6,194,276
Goods-in-transit	508,014	-
	8,614,950	10,976,466
Recognised in profit or loss:-		
Inventories recognised as cost of sales	5,952,827	32,762,433
Inventories written down	353,850	-
	8,614,950	10,976,466

The inventories written down is included in other expenses. The Group writes down its obsolete or slow moving inventories based on assessments of their estimated net selling price. Inventories are written down when events or changes in circumstances indicate that the carrying amount could not be recovered. Management specifically analyses sales trend and current economic trends when making this judgement to evaluate the adequacy of the write down for obsolete or slow moving inventories.

Material accounting policy information

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is calculated using the weighted average method.

10. Trade and other receivables

	Note	Group		Company	
		2023	2022	2023	2022
		RM	RM	RM	RM
Trade					
Trade receivables	10.1	4,085,297	8,716,385	-	-
Less:					
Accumulated impairment losses	10.2	(14,842)	(231,662)	-	-
		4,070,455	8,484,723	-	-
Non-trade					
Amount due from subsidiaries	10.3	-	-	5,101,504	2,130,561
Other receivables		224,074	292,258	500	500
Deposits		286,189	436,597	1,000	4,000
Goods and service tax recoverable		1,664,467	1,459,262	-	-
Prepayments		548,116	619,201	-	4,328
		2,722,846	2,807,318	5,103,004	2,139,389
		6,793,301	11,292,041	5,103,004	2,139,389

Notes to the Financial Statements

10. Trade and other receivables (continued)**10.1 Trade receivables**

The trade receivables are non-interest bearing and the normal trade credit terms granted to customers ranged from current to 90 days (2022: current to 150 days). They are recognised at invoice amounts.

10.2 Accumulated impairment losses

The movement of accumulated impairment losses on trade receivables during the financial year is as follows:-

	Group	
	2023 RM	2022 RM
Brought forward	231,662	9,275
(Reversal)/Addition during the financial year	(216,820)	222,387
Carried forward	14,842	231,662

The impairment loss on trade receivables was reversed during the financial year as a result of subsequent receipts of the amount.

10.3 Amount due from subsidiaries

The non-trade amount due from subsidiaries are unsecured, interest free and repayable on demand.

11. Share capital and reserves**Share capital**

	Note	Group and Company			
		Amount 2023 RM	Number of shares 2023 Unit	Amount 2022 RM	Number of shares 2022 Unit
Issued and fully paid with no par value:-					
<u>Ordinary shares</u>					
Brought forward	11.1	75,083,946	542,289,728	33,374,000	333,740,000
Issuance of ordinary shares pursuant to acquisition of subsidiaries		-	-	41,709,946	208,549,728
Carried forward		75,083,946	542,289,728	75,083,946	542,289,728
<u>ICPS</u>					
Brought forward	11.2	9,557,977	47,789,885	-	-
Issuance of ICPS pursuant to acquisition of subsidiaries		-	-	9,557,977	47,789,885
Carried forward		9,557,977	47,789,885	9,557,977	47,789,885
Total		84,641,923	590,079,613	84,641,923	590,079,613

Reserves

		Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Non-distributable					
Translation reserve	11.3	(238,533)	(822,441)	-	-
Distributable					
Retained earnings		56,725,989	66,665,139	12,561,257	13,027,306

The movements in each category of reserves are disclosed in the statements of changes in equity.

Notes to the Financial Statements

11. Share capital and reserves (continued)

11.1 Share capital

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

11.2 ICPS

Main features of the ICPS are as follows:

i) Dividends

The ICPS holders carry the right to receive such dividends and/or distributions declared in respect of one Company's share, subject however to any adjustment to the conversion ratio.

ii) Conversion rights

The ICPS is convertible into ordinary shares at the ratio of one ICPS held for one ordinary share in the Company at any time from the date of issuance of the ICPS. The conversion of ICPS shall be exercised by ICPS holder delivering a duly completed and signed notice to convert to the share registrar of the Company. A holder of ICPS who has issued a Conversion Notice shall furnish to the Company such supporting documents or information as may be prescribed by the Company or as may be required under any applicable laws and regulations. Subject to the applicable laws and regulations, within eight market days from the date of receipt by the Company of a Conversion Notice or such other period as may be prescribed or allowed by Bursa Malaysia Securities Berhad, the Company shall:

- (a) issue and/or allot to the relevant converting ICPS holders, such number of ordinary shares to which such holders are entitled to receive, credited as fully paid-up ("Conversion Shares"), and shall cause the securities account of the said holders to be credited with such number of Conversion Shares; and
- (b) despatch a notice of allotment to relevant Converting ICPS Holders in respect of the Conversion Shares.

Once converted, the ICPS shall not be capable of re-issuance.

iii) Meeting and voting rights

Each ICPS holder shall have the right to receive notices, reports and audited financial statements and attending general meeting but shall not be entitled to vote in any way except at a meeting in each of the following circumstances:

- (a) when the dividend or part of the dividend on the ICPS is in arrear for more than six months;
- (b) on a proposal to reduce the Company's share capital;
- (c) on a proposal for the disposal of the whole or substantial part of the Company's assets, businesses or undertakings;
- (d) on a proposal that directly affects rights and privileges attached to the ICPS;
- (e) on a proposal to wind-up the Company; or
- (f) during the winding-up of the Company.

iv) Redemption

The ICPS shall not be redeemable.

v) Transferability

The ICPS is transferable at any time, provided that such transfer, sale, disposal or dealing shall be in accordance with the Company's Constitution.

vi) Priority in winding up or liquidation

On winding up or liquidation, the ICPS holder shall be entitled to repayment of the capital paid up on these ICPS in priority to any payment to the holders of the ordinary shares.

11. Share capital and reserves (continued)**11.2 ICPS (continued)**

Main features of the ICPS are as follows (continued):

vii) Listing status

The ICPS will not be listed, quoted or traded on the Main Market of Bursa Malaysia Securities Berhad. The new ordinary shares in the Company to be issued upon the conversion of ICPS will be listed and quoted on the Main Market of Bursa Malaysia Securities Berhad.

viii) Ranking of new ordinary shares

The new ordinary shares to be issued upon conversion of the ICPS shall, upon allotment and issue, rank equally in all respects with the existing issued ordinary shares, except that the new ordinary shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date is before the date of allotment of such new ordinary shares.

ix) Governing law

The ICPS will be governed under the laws of Malaysia.

11.3 Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

12. Borrowings

	2023 RM	Group 2022 RM
Non-current		
Term loans (secured)	3,657,478	4,941,536
Current		
Term loans (secured)	1,321,027	1,254,110
Total borrowings	4,978,505	6,195,646

12.1 Security

The term loans are secured over freehold land, leasehold land and building of the Group (see Notes 2, 3 and 4) and corporate guarantees issued by the Company.

The interest is charged at rates ranging from 4.24% to 4.75% (2022: 3.20% to 6.75%) per annum.

12.2 Significant covenants

One of the term loans is subject to the fulfilment of the following significant covenants:

- a) Maintain a debt-to-equity ratio of not more than 2:1 at all times by GISB;
- b) Dividend payments made by the GISB, a wholly owned subsidiary of the Company does not exceed its respective year's profit after tax; and
- c) Tangible net worth of the Group to be at least RM50,000,000 (2022: RM50,000,000) at all times.

As at the end of reporting period, the Group has complied with above significant covenants.

Notes to the Financial Statements

13. Lease liabilities

	2023	Group
	RM	2022
		RM
Non-current	819,023	1,139,772
Current	496,743	423,019
	<u>1,315,766</u>	<u>1,562,791</u>

The maturity analysis of lease liabilities is disclosed in Note 24.4 to the financial statements.

The expenses relating to payments not included in the measurement of lease liabilities is as follows:-

	2023	Group
	RM	2022
		RM
Short-term leases	483,960	608,060

The total cash outflows for leases amounted to RM926,943 (2022: RM974,003).

The effective interest rates for the lease liabilities are ranging from 4.06% to 7.50% (2022: 4.06% to 7.50%) per annum.

Material accounting policy information**Recognition exemption**

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

14. Deferred tax liabilities

Deferred tax liabilities are attributable to the following:-

	2023	Group
	RM	2022
		RM
Property, plant and equipment:		
- capital allowances	3,269,000	3,487,950
- fair value adjustments	48,058,217	48,058,217
Right-of-use assets	546,427	555,910
Unabsorbed business losses	(1,606,000)	(1,187,000)
Unutilised capital allowances	(1,142,000)	(1,180,000)
Provisions	5,000	5,009
Accumulated impairment losses	(2,000)	(2,000)
	<u>49,128,644</u>	<u>49,738,086</u>

Notes to the Financial Statements

14. Deferred tax liabilities (continued)

Movement in temporary differences during the financial year

	At 1.1.2022 RM	Acquisition (Note 6) RM	Recognised in profit or loss (Note 19) RM	At 31.12.2022 RM	Recognised in profit or loss (Note 19) RM	At 31.12.2023 RM
Group						
Property, plant and equipment:						
- capital allowances	3,188,835	-	299,115	3,487,950	(218,950)	3,269,000
- fair value adjustments	1,246,080	46,812,137	-	48,058,217	-	48,058,217
Right-of-use assets	567,787	-	(11,877)	555,910	(9,483)	546,427
Unabsorbed business losses	(1,489,671)	-	302,671	(1,187,000)	(419,000)	(1,606,000)
Unutilised capital allowances	(1,144,000)	-	(36,000)	(1,180,000)	38,000	(1,142,000)
Provisions	2,994	-	2,015	5,009	(9)	5,000
Accumulated impairment losses	(2,000)	-	-	(2,000)	-	(2,000)
	2,370,025	46,812,137	555,924	49,738,086	(609,442)	49,128,644

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):-

	2023 RM	Group 2022 RM
Inventories	174,630	-
Unabsorbed business losses	30,136,612	33,016,612
Unutilised capital allowances	23,620	23,620
	30,334,862	33,040,232

Deferred tax assets have not been fully recognised in respect of these items because it is uncertain whether its subsidiaries can generate adequate future taxable profits against which its subsidiaries can fully utilise the benefits therefrom.

Unutilised capital allowances do not expire under current tax legislation while unabsorbed business losses for which no deferred tax assets were recognised expire as follows. Any amounts not utilised upon expiry period of the below year of assessment will be disregarded.

	2023 RM	Group 2022 RM
Year of assessment 2023	-	7,544,390
Year of assessment 2024	4,456,390	4,716,384
Year of assessment 2025	725,247	770,860
Year of assessment 2026	2,230,476	2,358,192
Year of assessment 2027	27,368	31,929
Year of assessment 2028	587,154	612,837
Year of assessment 2029	351,220	282,801
Year of assessment 2030	3,845,175	-
Year of assessment 2031	456,130	483,498
Year of assessment 2032	16,215,720	16,215,721
Year of assessment 2033	1,241,732	-
	30,136,612	33,016,612

Notes to the Financial Statements

15. Trade and other payables

	Note	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Trade					
Trade payables	15.1	2,542,834	1,453,641	-	-
Non-trade					
Other payables	15.2	9,398,799	8,141,138	7,232,734	7,221,492
Accrued expenses		1,296,884	2,105,276	92,000	83,000
Amount due to subsidiaries	15.3	-	-	3,957,000	590,000
Amount due to Directors	15.4	14,113	19,164	-	-
Amount due to ultimate holding company	15.3	1,294,972	-	-	-
Sales and service tax payable		11,000	8,946	-	-
		12,015,768	10,274,524	11,281,734	7,894,492
		14,558,602	11,728,165	11,281,734	7,894,492

15.1 Trade payables

Normal trade credit period granted by suppliers to the Group ranged from current to 90 days (2022: current to 90 days).

15.2 Other payables

Included in other payables is an amount of RM7,221,492 (2022: RM7,221,492) pursuant to deferred consideration on the ordinary shares and ICPS as stated in Note 6 to the financial statements.

15.3 Amount due to subsidiaries and ultimate holding company

The non-trade amount due to subsidiaries and ultimate holding company are unsecured, interest free and repayable on demand.

15.4 Amount due to Directors

The non-trade amount due to Directors are unsecured, interest free and repayable on demand.

16. Contract liabilities

	Group	
	2023 RM	2022 RM
Brought forward	215,316	1,392,060
Decrease as a result of recognising revenue during the financial year	(215,316)	(1,392,060)
Increase as a result of receiving deposits from customers upon placing sales orders	268,756	215,316
Carried forward	268,756	215,316

Contract liabilities comprised of advances received from customers for rendering services.

When the Group receives advances before the sales activity commences, this will give rise to contract liabilities at the start of a contract. The advances will be reversed and recognised as revenue upon satisfying the performance obligation within the contract.

All deposits billing received are expected to be settled within one year.

Notes to the Financial Statements

17. Revenue

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Revenue recognised at a point in time:-				
Sale of goods	38,863,066	56,921,989	-	-
Revenue from contracts with customers	38,863,066	56,921,989	-	-
Revenue from other sources:-				
Dividend income - gross	-	-	-	7,820,000
Total revenue	38,863,066	56,921,989	-	7,820,000

	Group	
	2023 RM	2022 RM
Malaysia	10,711,561	10,369,277
South East Asia other than Malaysia	3,536,795	1,736,352
United States of America	865,674	5,678,137
Europe	3,445,562	11,026,702
Africa	8,187,931	5,421,273
Australia	1,712,392	1,766,486
China	6,301,099	11,443,065
Japan	1,360,585	4,383,807
Korea	1,311,586	-
Others	1,429,881	5,096,890
	38,863,066	56,921,989

Sales of goods

Revenue is measured based on the consideration specified in a contract with a customer in exchange for transferring goods or services to a customer, excluding amounts collected on behalf of third parties. The Group recognises revenue at point in time, when (or as) it transfers control over a product or services to the customer. An asset is transferred when (or as) the customer obtains control of the asset.

The payment terms for billings arising from revenue are disclosed in Note 10 to the financial statements.

The revenue of the Group contain no elements of variable consideration, obligations for returns or refund or warranties.

Dividend income

Dividend income is recognised in profit or loss on the date that the Company's right to receive payment is established.

Notes to the Financial Statements

18. (Loss)/Profit before tax

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
(Loss)/Profit before tax is arrived at after charging:				
Auditors' remuneration:				
- Statutory audit	262,360	177,500	47,000	43,000
- Assurance-related services	45,000	40,000	45,000	40,000
- Other Auditors	237,662	261,280	-	-
Bad debts written off	-	134	-	-
Interest expense:				
- Borrowings	256,849	282,881	-	-
- Lease liabilities	66,164	46,054	-	-
Directors' fees	121,600	121,161	121,600	121,161
Inventories written down	353,850	-	-	-
Unrealised loss on foreign exchange (net)	1,305,503	50,844	-	-
and after crediting:				
Interest income:				
- Fixed deposit	39,432	90,341	-	-
- Bank	50,077	31,953	369	348
Lease income	87,875	132,484	-	-
Realised gain on foreign exchange (net)	423,244	1,302,838	-	-

19. Tax (income)/expense

Recognised in profit and loss

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Current tax expense				
In Malaysia:				
- current financial year	111,994	1,520,600	-	-
- under/(over) provision in prior financial year	26,371	(98,478)	40	-
	138,365	1,422,122	40	-
Deferred tax expense				
Current financial year	(442,443)	422,043	-	-
(Over)/Under recognised in prior financial year	(166,999)	133,881	-	-
	(609,442)	555,924	-	-
Total	(471,077)	1,978,046	40	-

Notes to the Financial Statements

19. Tax (income)/expense (continued)**Reconciliation of tax (income)/expense**

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
(Loss)/Profit before tax	(12,663,447)	34,305,582	(466,009)	5,538,728
Tax calculated using Malaysian statutory tax rate of 24%	(3,039,227)	8,233,340	(111,842)	1,329,295
Non-deductible expenses	1,243,701	1,137,653	111,931	547,589
Non-taxable income	(122,762)	(7,479,344)	(89)	(1,876,884)
Different tax rates of subsidiaries in overseas	2,237,128	(33,277)	-	-
Movement of deferred tax assets not recognised	(649,289)	84,271	-	-
	(330,449)	1,942,643	-	-
Under/(Over) provision of tax expense in prior financial year	26,371	(98,478)	40	-
(Over)/Under recognised of deferred tax liabilities in prior financial year	(166,999)	133,881	-	-
	(471,077)	1,978,046	40	-

20. (Loss)/Earnings per share**Basic (loss)/earnings per ordinary share**

The calculation of basic (loss)/earnings per ordinary share at financial year end was based on the (loss)/profit attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding calculated as follows:-

	Group	
	2023 RM	2022 RM
(Loss)/Profit attributable to ordinary shareholders	(9,939,150)	32,562,244
Weighted average number of ordinary shares:- Issued ordinary shares at 31 December	542,289,728	372,021,731
Basic (loss)/earnings per ordinary share (in sen)	(1.83)	8.75

Diluted (loss)/earnings per ordinary share

For the purpose of calculating diluted (loss)/earnings per share, the (loss)/profit for the financial year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue during the financial year have been adjusted for the dilutive effects of all potential ordinary shares.

	Group	
	2023 RM	2022 RM
(Loss)/Profit attributable to ordinary shareholders	(9,939,150)	32,562,244
Weighted average number of ordinary shares:- Issued ordinary shares at 31 December	590,079,613	380,794,121
Diluted (loss)/earnings per ordinary share (in sen)	(1.68)	8.55

Notes to the Financial Statements

21. Dividends

Dividends recognised by the Company are:-

	Sen per share RM	Total amount RM	Date of payment
2022			
Final interim ordinary (single tier)	0.30	<u>1,001,220</u>	4 July 2022

The Directors do not recommend the payment of final dividend for both financial year.

22. Employee benefits expense

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Staff costs:-				
Salaries, wages and bonuses	12,409,529	9,600,008	-	-
Gratuity	312,491	-	12,491	-
Defined contribution plan	799,891	868,984	-	-
Other employee expenses	146,556	565,303	12,000	21,500
	<u>13,668,467</u>	<u>11,034,295</u>	<u>24,491</u>	<u>21,500</u>

Included in the staff costs is the Directors' emoluments and key management personnel emoluments as below:-

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Directors' remuneration:-				
Salaries and bonuses	1,913,243	2,150,705	-	-
Gratuity	312,491	-	12,491	-
Defined contribution plan	229,616	258,110	-	-
Other emoluments	15,803	24,789	12,000	21,500
	<u>2,471,153</u>	<u>2,433,604</u>	<u>24,491</u>	<u>21,500</u>
Other key management personnel:-				
Salaries and other emoluments	605,774	596,805	-	-
Defined contribution plan	72,501	70,371	-	-
	<u>678,275</u>	<u>667,176</u>	<u>-</u>	<u>-</u>

Notes to the Financial Statements

23. Operating segment

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different technology and managing strategies. For each of the strategic business units, the Group's Executive Chairman reviews internal management reports on at least a quarterly basis.

The following summary describes the operation in each Group's reportable segments.

- Plantation inputs Development, manufacturing and marketing of agricultural products and services based on agro-technology.
- Rubber estate Rubber planting, estate management and production of rubber cup lumps for sale to rubber processing factories.
- Household goods Manufacturing and marketing of plastic-related products.

There are varying levels of integration between the plantation inputs, rubber estate and household goods reportable segments. This integration includes marketing activities and transfer of raw materials. Inter-segment pricing is determined on negotiated basis.

Other non-reportable segment comprises operations related to investment holding as this segment does not meet the quantitative thresholds for reporting segment in 2023 and 2022.

Performance is measured on segment revenue that is reviewed by the Group's Executive Chairman who is the Group's chief operating decision maker. Segment revenue is used to measure performance as management believes that such information is the most relevant in evaluating the results of the segments.

Segment assets

Segment assets information is neither included in the internal management reports nor provided regularly to the Executive Chairman. Hence, no disclosure is made on segment assets.

Segment liabilities

Segment liabilities information is neither included in the internal management reports nor provided regularly to the Executive Chairman. Hence, no disclosure is made on segment liabilities.

Notes to the Financial Statements

23. Operating segment (continued)

	Plantation inputs		Rubber estate		Household goods		Eliminations		Consolidated	
	2023 RM	2022 RM	2023 RM	2022 RM	2023 RM	2022 RM	2023 RM	2022 RM	2023 RM	2022 RM
Business segments										
Revenue from external customers	16,081,641	30,817,368	13,978,494	1,117,199	8,802,931	24,987,422	-	-	38,863,066	56,921,989
Inter-segment revenue	2,385,528	26,740,695	19,401,443	-	670,309	605,035	(22,457,280)	(27,345,730)	-	-
Total segment revenue	18,467,169	57,558,063	33,379,937	1,117,199	9,473,240	25,592,457	(22,457,280)	(27,345,730)	38,863,066	56,921,989
Segment results*										
Depreciation and amortisation									4,936,536	16,380,636
Gain on bargain purchase									(5,285,458)	(2,025,044)
Reversal/(Loss) on impairment of financial asset									-	29,061,057
Unallocated income									216,820	(222,387)
Unallocated expenses									1,013,356	2,201,717
Results from operating activities									(13,311,197)	(10,883,756)
Interest expense									(12,429,943)	34,512,223
Interest income									(323,013)	(328,935)
Tax income/(expense)									89,509	122,294
									471,077	(1,978,046)
(Loss)/Profit for the financial year									(12,192,370)	32,327,536

* The breakdown of segment results between plantation inputs, rubber estate and household goods are not available.

Reconciliation of reportable segment revenue

	Group	
	2023 RM	2022 RM
Revenue		
Total reportable segments	38,863,066	56,921,989
Non-reportable segments	-	7,820,000
Elimination of inter-segment transactions	-	(7,820,000)
Consolidated total	38,863,066	56,921,989

Notes to the Financial Statements

23. Operating segment (continued)**Geographical segments**

The plantation inputs, rubber estate and household goods segments are managed on a worldwide basis but manufacturing facilities, plantation and sales offices are operated in Malaysia and Papua New Guinea.

In presenting information on the basis on geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets. The amount of non-current assets does not include financial instruments.

Geographical information

	Revenue 2023 RM	Non- current assets 2023 RM
Malaysia	10,711,561	56,477,719
South East Asia other than Malaysia	3,536,795	-
United States of America	865,674	-
Europe	3,445,562	-
Africa	8,187,931	-
Australia	1,712,392	-
China	6,301,099	-
Japan	1,360,585	-
Korea	1,311,586	-
Papua New Guinea	-	174,883,761
Others	1,429,881	-
	38,863,066	231,361,480

	Revenue 2022 RM	Non- current assets 2022 RM
Malaysia	10,369,277	57,276,193
South East Asia other than Malaysia	1,736,352	-
United States of America	5,678,137	-
Europe	11,026,702	-
Africa	5,421,273	-
Australia	1,766,486	-
China	11,443,065	-
Japan	4,383,807	-
Papua New Guinea	-	175,776,971
Others	5,096,890	-
	56,921,989	233,053,164

Major customers

The following are major customers with revenue equal or more than 10 percent of Group revenue:-

Group	Revenue		Segment
	2023 RM	2022 RM	
- Customer A	-	8,921,928	Household goods
- Customer B	6,552,203	11,443,065	Plantations inputs
- Customer C	-	5,618,273	Household goods
- Customer D	5,528,208	-	Plantations inputs
- Customer E	5,097,873	-	Plantations inputs
	17,178,284	25,983,266	

Notes to the Financial Statements

24. Financial instruments**24.1 Categories of financial instruments**

The table below provides an analysis of financial instruments categorised as follows:-

- (a) Financial instruments measured at amortised cost (“AC”); and
 (b) Financial instruments measured at fair value through profit or loss (“FVTPL”).

Group	2023		2022	
	AC RM	FVTPL RM	AC RM	FVTPL RM
Financial assets				
Other investment	-	1,226	-	1,242
Trade and other receivables	4,580,718	-	9,213,578	-
Cash and cash equivalents	3,645,399	-	6,391,481	-
	8,226,117	1,226	15,605,059	1,242

AC	Company	
	2023 RM	2022 RM
Financial assets		
Trade and other receivables	5,103,004	2,135,061
Cash and cash equivalents	18,213	40,218
	5,121,217	2,175,279

AC	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Financial liabilities				
Trade and other payables	(14,547,602)	(11,719,219)	(11,281,734)	(7,894,492)
Borrowings	(4,978,505)	(6,195,646)	-	-
	(19,526,107)	(17,914,865)	(11,281,734)	(7,894,492)

24.2 Financial risk management

The Group and the Company have exposure to the following risks from their use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

Notes to the Financial Statements

24. Financial instruments (continued)**24.3 Credit risk**

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers, cash and cash equivalents. The Company's exposure to credit risk arises principally from its receivables, advances to subsidiaries, cash and cash equivalents.

Receivables*Risk management objectives, policies and processes for managing the risk*

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Normally financial guarantees of banks, shareholders or directors of customers are obtained, and credit evaluations are performed on customers requiring credit over a certain amount.

The net carrying amount of receivables is considered a reasonable approximate of fair value.

With credit policy in place to ensure the credit risk is monitored on an ongoing basis, the management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realisable values. A significant portion of these receivables are regular customers that have been transacting with the Group. The Group uses aging analysis to monitor the credit quality of the receivables. Any receivables having significant balances past due more than credit terms granted are deemed to have higher credit risk, and are monitored individually.

Concentration of credit risk

At the end of reporting date, there were no significant concentrations of credit risk other than 63% (2022: 71%) of the Group's trade receivables owed by 3 (2022: 6) customers. The maximum exposure to credit risk arising from receivables is represented by the carrying amount in the statements of financial position.

Impairment losses

	Gross carrying amount RM	Expected credit loss- collectively impaired RM	Net carrying amount RM
Group			
2023			
Not past due	2,668,606	(3,306)	2,665,300
Past due 1 to 30 days	1,083,106	(4,499)	1,078,607
Past due 31 to 60 days	287,365	(2,175)	285,190
Past due 61 to 90 days	22,724	(250)	22,474
Past due 91 to 120 days	1,007	(23)	984
Past due more than 120 days	22,489	(4,589)	17,900
	4,085,297	(14,842)	4,070,455
2022			
Not past due	4,773,077	(16,313)	4,756,764
Past due 1 to 30 days	679,165	(1,912)	677,253
Past due 31 to 60 days	775,645	(18,823)	756,822
Past due 61 to 90 days	1,156,914	(19,491)	1,137,423
Past due 91 to 120 days	7,164	(363)	6,801
Past due more than 120 days	1,324,420	(174,760)	1,149,660
	8,716,385	(231,662)	8,484,723

Notes to the Financial Statements

24. Financial instruments (continued)

24.3 Credit risk (continued)

Impairment losses (continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Generally, trade receivables are written-off if past due for more than one year and are not subject to enforcement activity. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 10 to the financial statements.

The Group does not hold collateral as security.

Corporate guarantees

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured corporate guarantees to banks in respect of banking facilities granted to subsidiaries. The Company monitors on an ongoing basis the results of the subsidiaries and repayments made by the subsidiaries.

Exposure to credit risk, credit quality and collateral

The maximum exposure to credit risk amounting to RM4,978,505 (2022: RM6,195,646) representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period.

As at the end of the reporting period, there was no indication that the subsidiaries would default on repayment.

The corporate guarantees have not been recognised since the fair value on initial recognition was not material.

Inter-company balances

Risk management objectives, policies and processes for managing the risk

The Company's exposure to credit risk arises through its receivables from subsidiaries.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting date, the maximum exposure to credit risk is represented by their carrying amount in the statements of financial position.

Advances are provided to subsidiaries of the Company.

Impairment losses

There is no allowance for impairment loss on the inter-company balances during the financial year.

Notes to the Financial Statements

24. Financial instruments (continued)**24.3 Credit risk (continued)****Cash and cash equivalents**

Risk management objectives, policies and processes for managing the risk

The Group's and the Company's deposits with licensed banks are placed as fixed rate investments and upon which management endeavours to obtain the best rate available in the market.

Cash and cash equivalents of the Group and the Company are placed with licensed financial institutions.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting date, the maximum exposure to credit risk is represented by the carrying amount in the statements of financial position.

Impairment losses

The Group and the Company consider that their cash and cash equivalents have low credit risk. Accordingly, no impairment allowance is required.

24.4 Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises principally from their various payables, borrowings and lease liabilities.

The Group and the Company maintain a level of cash and cash equivalents deemed adequate by the management to ensure, as far as possible, that they will have sufficient liquidity to meet their liabilities as and when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

Maturity analysis

The summary of the maturity profile based on the contractual undiscounted repayment obligations are as follow:-

	Carrying amount RM	Contractual cash flows RM	Under 1 year RM	Between 2 to 5 years RM	Over 5 years RM
Group					
2023					
<i>Non-derivative financial liabilities</i>					
Trade and other payables	14,547,602	14,547,602	14,547,602	-	-
Borrowings	4,978,505	5,960,065	1,476,519	1,661,906	2,821,640
Lease liabilities	1,315,766	2,138,592	546,951	714,565	877,076
	20,841,873	22,646,259	16,571,072	2,376,471	3,698,716
2022					
<i>Non-derivative financial liabilities</i>					
Trade and other payables	11,719,219	11,719,219	11,719,219	-	-
Borrowings	6,195,646	7,361,125	1,462,271	2,689,406	3,209,448
Lease liabilities	1,562,791	2,460,662	488,923	1,083,967	887,772
	19,477,656	21,541,006	13,670,413	3,773,373	4,097,220

Notes to the Financial Statements

24. Financial instruments (continued)**24.4 Liquidity risk (continued)***Maturity analysis (continued)*

The summary of the maturity profile based on the contractual undiscounted repayment obligations are as follow (continued):-

	Carrying amount RM	Contractual cash flows RM	Under 1 year RM	Between 2 to 5 years RM	Over 5 years RM
Company					
2023					
<i>Non-derivative financial liabilities</i>					
Trade and other payables	11,281,734	11,281,734	11,281,734	-	-
Corporate guarantees*	-	4,978,505	4,978,505	-	-
	<u>11,281,734</u>	<u>16,260,239</u>	<u>16,260,239</u>	<u>-</u>	<u>-</u>
2022					
<i>Non-derivative financial liabilities</i>					
Trade and other payables	7,894,492	7,894,492	7,894,492	-	-
Corporate guarantees*	-	6,195,646	6,195,646	-	-
	<u>7,894,492</u>	<u>14,090,138</u>	<u>14,090,138</u>	<u>-</u>	<u>-</u>

* This liquidity risk exposure is included for illustration purpose only as the related corporate guarantee has not been crystallised.

The above amounts reflected the contractual undiscounted cash flows of the financial liabilities, which may differ from carrying value of the liabilities at the end of reporting date.

24.5 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's financial position or cash flows.

24.5.1 Currency risk

The Group is exposed to foreign currency risk on sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities. The currencies giving rise to this risk are primarily United State Dollar ("USD"), Euro ("EUR"), Australian Dollar ("AUD"), Nigerian Naira ("NGN"), Singapore Dollar ("SGD") and Thai Baht ("THB").

Risk management objectives, policies and processes for managing the risk

The Group manages its currency risk by regularly monitoring the foreign currency movement on an ongoing basis with hedging performed if deemed necessary.

In previous financial year, the contracted underlying principal amount of currency forward contract was RM4,382,911.

The forward foreign currency contracts have not been recognised since the fair value on initial recognition was not material.

Notes to the Financial Statements

24. Financial instruments (continued)**24.5 Market risk (continued)****24.5.1 Currency risk (continued)***Exposure to foreign currency risk*

The Group's exposure to foreign currency (a currency which is other than the functional currency of the Group entities) risk, based on carrying amounts as at the end of the reporting date was:-

	USD RM	EUR RM	AUD RM	NGN RM		
Group						
2023						
Trade and other receivables	4,864,619	3,244	-	-		
Trade and other payables	(1,602,586)	-	-	-		
Cash and cash equivalents	1,151,135	27,943	4,859	368		
Exposure in the statements of financial position	4,413,168	31,187	4,859	368		
	USD RM	EUR RM	AUD RM	NGN RM	SGD RM	THB RM
2022						
Trade and other receivables	6,701,570	850,377	-	-	437	-
Trade and other payables	(2,158,587)	-	-	-	-	-
Cash and cash equivalents	2,135,153	348,632	4,629	368	-	4,215
Exposure in the statements of financial position	6,678,136	1,199,009	4,629	368	437	4,215

Currency risk sensitivity analysis

A 10% (2022: 10%) strengthening of the RM against the following currencies at the end of the reporting date would have decreased equity and post-tax profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting date. The analysis assumes that all other variables, in particular interest rates, remained constant and ignores any impact of forecasted sales and purchases.

	Equity		Profit or loss	
	2023 RM	2022 RM	2023 RM	2022 RM
Group				
USD	(335,401)	(507,538)	(335,401)	(507,538)
EUR	(2,370)	(91,125)	(2,370)	(91,125)
AUD	(369)	(352)	(369)	(352)
NGN	(28)	(28)	(28)	(28)
SGD	-	(33)	-	(33)
THB	-	(320)	-	(320)

A 10% (2022: 10%) weakening of the RM against the above currencies at the end of the reporting date would have had equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remained constant.

Notes to the Financial Statements

24. Financial instruments (continued)**24.5 Market risk (continued)****24.5.2 Interest rate risk**

The Group's and the Company's exposure to a risk of change in their fair value due to changes in interest rates relates primarily to their deposits with licensed banks, term loans and lease liabilities. Investments in short term receivables and payables are not significantly exposed to interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting date were:-

	Group	
	2023	2022
	RM	RM
Fixed rate instruments		
Financial assets	671,258	1,763,779
Financial liabilities	(1,315,766)	(1,562,791)
	(644,508)	200,988
Floating rate instrument		
Financial liabilities	(4,978,505)	(6,195,646)
	Company	
	2023	2022
	RM	RM
Fixed rate instrument		
Financial assets	7,626	7,379

*Interest rate risk sensitivity analysis**Fair value sensitivity analysis for fixed rate instruments*

The Group and the Company do not account for any fixed rate financial assets and financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for floating rate instruments

A change of 100 basis points ("bp") in the interest rates as at the end of the financial year would have (decreased)/increased equity and post-tax profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Equity		Profit or loss	
	100 bp increase RM	100 bp decrease RM	100 bp increase RM	100 bp decrease RM
Group				
2023				
Financial liabilities	(37,837)	37,837	(37,837)	37,837
2022				
Financial liabilities	(47,087)	47,087	(47,087)	47,087

24.6 Fair value measurement

The carrying amounts of financial assets and financial liabilities of the Group and the Company at the reporting date approximate their fair values due to their short-term nature or they are floating rate instruments re-priced to market interest rates on or near the reporting date.

Notes to the Financial Statements

24. Financial instruments (continued)

24.7 Reconciliation of liabilities arising from financing activities

	1 January 2023 RM	Cash flows RM	Others RM	31 December 2023 RM
Group				
Borrowings	6,195,646	(1,217,141)	-	4,978,505
Lease liabilities	1,562,791	(376,819)	129,794	1,315,766
Amount due to Directors	19,164	(5,051)	-	14,113
	7,777,601	(1,599,011)	129,794	6,308,384

	1 January 2022 RM	Cash flows RM	New lease RM	Acqui- sition (Note 6) RM	Others RM	31 December 2022 RM
Group						
Borrowings	12,222,144	(6,026,498)	-	-	-	6,195,646
Lease liabilities	655,581	(319,889)	877,000	266,858	83,241	1,562,791
Amount due to Directors	5,297	13,867	-	-	-	19,164
	12,883,022	(6,332,520)	877,000	266,858	83,241	7,777,601

	1 January 2022 RM	Cash flows RM	31 December 2022 RM	Cash flows RM	31 December 2023 RM
Company					
Amount due to subsidiaries	2,628,000	(2,038,000)	590,000	3,367,000	3,957,000
	2,628,000	(2,038,000)	590,000	3,367,000	3,957,000

25. Capital management

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investors, creditors and market confidence and to sustain future development of the business. The Directors monitor and determine to maintain an optimal debt-to-equity ratio that complies with debt covenants and regulatory requirements.

During the financial year, the Group's strategy, which was unchanged from the previous financial year, was to maintain an optimal debt-to-equity ratio.

	Group		GISB	
	2023 RM	2022 RM	2023 RM	2022 RM
Total borrowings	6,294,271	7,758,437	1,722,857	2,911,361
Total equity	141,129,379	150,484,621	14,743,169	17,984,637
Debt-to-equity ratio	0.04	0.05	0.12	0.16

There were no changes in the Group's approach to capital management during the financial year.

GISB, a wholly-owned subsidiary of the Group is also required to maintain a maximum debt-to-equity ratio of 2:1 to comply with a bank covenant, failing which, the bank may call an event of default (see Note 12). At the reporting date, GISB has complied with the bank covenant.

Notes to the Financial Statements

26. Capital commitment

	2023 RM	Group 2022 RM
Capital expenditure commitments:-		
Property, plant and equipment		
- Authorised and contracted for	6,300,000	6,300,000

27. Related parties**Identity of related parties**

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Related party also included key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Group and certain members of senior management of the Group.

The Group has related party relationship with its ultimate holding company, subsidiaries, Directors and related corporations connected with them.

Significant related party transactions

The significant related party transactions of the Group and of the Company, other than those disclosed elsewhere in the financial statements are shown below:-

	Group Transaction amount for the financial year ended		Company Transaction amount for the financial year ended	
	2023 RM	2022 RM	2023 RM	2022 RM
Subsidiaries				
Dividend income	-	-	-	7,820,000
Ultimate holding company				
Purchase of property, plant and equipment	-	6,958	-	-
Company in which certain Directors have interests				
Sales	-	1,515,837	-	-
Purchases	-	(13,326,877)	-	-

Significant related party balances related to the above transactions are disclosed in Notes 10 and 15 to the financial statements.

STATEMENT BY DIRECTORS
PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

In the opinion of the Directors, the financial statements set out on pages 57 to 98 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 18 April 2024.

Tham Foo Keong

Tham Foo Choon

STATUTORY DECLARATION
PURSUANT TO SECTION 251(1)(B) OF THE COMPANIES ACT 2016

I, **Chan Wen Hong**, the Officer primarily responsible for the financial management of Greenyield Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 57 to 98 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovenamed in Kajang, Selangor Darul Ehsan dated 18 April 2024.

Chan Wen Hong
(MIA No: 35521)
Chartered Accountant

Before me:

Badlisham Talhah
(No: B475)
Commissioner of Oath

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GREENYIELD BERHAD

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Greenyield Berhad, which comprise the statements of financial position as at 31 December 2023 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 57 to 98.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023, and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and other ethical responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Inventory valuation

The risk

Refer to Note 9 to the financial statements. The Group holds an amount of inventories that amounted to RM8,614,950 which is subject to a risk that the inventories become slow moving or obsolete and rendering it not saleable or can only be sold for selling prices that are less than their carrying value. There is inherent subjectivity and estimation involved in determining the accuracy of inventory obsolescence and in making an assessment of its adequacy due to risks of inventories not stated at the lower of cost and net realisable value.

Our response

We tested the methodology for calculating the provisions, challenged the appropriateness and consistency of judgements and assumptions made, and considered the nature and suitability of historical data used in estimating the provisions. In doing so, we obtained the ageing profile of inventories and obtained understanding on the process for identifying specific problem inventory.

Allowance for expected credit losses

The risk

Refer to Notes 10 and 24 to the financial statements. We focused on this area because the Group has trade receivables that are past due but not impaired amounted to RM1,405,155. The key risk was recoverability of billed trade receivables as management judgement is required in determining the completeness of the trade receivables provision and in assessing its adequacy through considering the expected recoverability of the year-end trade receivables.

Our response

We have obtained an understanding on how the Group identifies and assesses the allowance for expected credit losses of trade receivables and how the Group makes the accounting estimates for allowance. We have also reviewed the ageing analysis of the trade receivables and tested the reliability thereof and assessed the recoverability of the overdue trade receivables through examination of subsequent year end cash receipts and other relevant information.

Independent Auditors' Report
to the members of Greenyield Berhad

Key audit matters (continued)

There is no key audit matter to be communicated in respect of the audit of the financial statements of the Company.

Information other than the financial statements and Auditors' report thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon, which we obtained prior to the date of this auditors' report, and the remaining other information expected to be included in the annual report, which is expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As at the date of our report, except for the Directors' Report, the remaining other information has not been made available to us for our reading and according we are unable to report in this regard.

However, if after reading the other information when available and we conclude there is a material misstatement therein, we will communicate the same to the Directors of the Company.

Responsibilities of the Directors for the financial statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit is in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.

Independent Auditors' Report to the members of Greenyeld Berhad

Auditors' responsibilities for the audit of the financial statements (continued)

As part of an audit is in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also (continued):

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicated with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determined those matters that were of most significant in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We described these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors are disclosed in Note 6 to the financial statements.

Other matter

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

GRANT THORNTON MALAYSIA PLT
(201906003682 & LLP0022494-LCA)
CHARTERED ACCOUNTANTS (AF 0737)

LEE YIK LOONG
(NO: 03630/12/2025 J)
CHARTERED ACCOUNTANT

Kuala Lumpur
18 April 2024

LIST OF PROPERTIES

Location	Registered/ Beneficial Owner	Existing use/ Description of property	Tenure/ Expiry date	Age of Building (Years)	Land Area/ Built-up Area	Date of Acquisition (A)/ Valuation (V)	Audited Net Book Value As At 31.12.2023 (RM)
No. 116, Jalan Lapan Kompleks Perabot Olak Lempit Tg. Duabelas 42700 Banting Selangor Darul Ehsan	Greenyield Industries (M) Sdn. Bhd.	Factory and land; Single storey factory with a 3-storey office annexe	Leasehold expiring on 26.09.2087	21	128,801 sq.ft/ *75,110 sq.ft	31.01.1995 (A) /23.03.2004 (V)	3,721,531
No. 18 Jalan Bukit Puteri 9/12 Bandar Puteri Jaya 08000 Sungai Petani Kedah Darul Aman	Gimflow Sdn. Bhd.	Office building; 2-storey shophouses	Freehold	11	1,400 sq.ft/ *2,660 sq.ft	02.03.2012 (A)	270,588
PN 92538 Lot 4, Seksyen 2 Pekan Bukit Changgang Daerah Kuala Langat Selangor Darul Ehsan	Greenyield Industries (M) Sdn. Bhd.	Industrial land	Leasehold expiring on 30.12.2098	8	114,743 sq.ft	10.09.2014 (A)	3,322,577
No. G-19, No. 1-19 No. 2-19, No. 3-19 No. 3A-19 and No. 5-19 MKH Boulevard Jalan Bukit 43000 Kajang Selangor Darul Ehsan	Gim Triple Seven Sdn. Bhd.	Office building; 6-storey shophouses	Leasehold expiring on 05.10.2111	5	*10,421 sq.ft	20.06.2017 (A)	4,794,815
Milinch of Goldie, Kairuku, Manu and Kase, Fourmill of Aroa, Korona, Yule, Moresby and Buna, Central Province, Papua New Guinea	Greenyield Rubber Holdings (M) Ltd and its subsidiaries	Rubber cultivation, rubber nursery and coconut cultivation	Comprising 36 separate documents of title of freehold and leasehold tenures	-	15,313 Ha	26.10.2022	3,538,325

Note: * Building only

ANALYSIS OF SHAREHOLDINGS

AS AT 29 MARCH 2024

Issued Share Capital	:	RM75,083,946 comprising 542,289,728 Ordinary Shares
Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote per ordinary share held

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Issued Shares
1 – 99	11	0.647	340	0.000
100 – 1,000	237	13.941	113,304	0.021
1,001 – 10,000	658	38.706	4,134,296	0.762
10,001 – 100,000	627	36.883	22,070,800	4.070
100,001 to less than 5% of issued shares	164	9.647	203,703,601	37.564
5% and above of issued shares	3	0.176	312,267,387	57.583
Total	1,700	100.000	542,289,728	100.00

DIRECTORS' SHAREHOLDINGS AS PER REGISTER OF DIRECTORS' SHAREHOLDINGS

Name of Directors	No. of Shares Held			
	Direct	%	Indirect	%
Tham Foo Keong	38,244,441	7.052	287,343,870 ⁽ⁱ⁾	52.987
Tham Foo Choon	16,613,348	3.064	252,335,565 ⁽ⁱⁱ⁾	46.532
Tham Kin-On	26,749,645	4.933	-	-
Supramaniam A/L R.Ramasamy	-	-	-	-
Saryani Binti Che Ab Rahman	-	-	-	-
Mohd Ghozali Bin Yahaya	-	-	-	-

Note:

⁽ⁱ⁾ Deemed interest through his substantial shareholdings in Greenyield Holdings Sdn. Bhd. and by virtue of the shareholdings held by his spouse and child in the Company pursuant to Section 8 of the Companies Act 2016.

⁽ⁱⁱ⁾ Deemed interest through his substantial shareholdings in Greenyield Holdings Sdn. Bhd. and by virtue of the shareholdings held by his spouse in the Company pursuant to Section 8 of the Companies Act 2016 and indirect interest by virtue of the shareholdings held by his children in the Company.

SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS

Name of Directors	No. of Shares Held			
	Direct	%	Indirect	%
Greenyield Holdings Sdn. Bhd.	241,431,665	44.520	-	-
Tham Foo Keong ^(a)	38,244,441	7.052	287,343,870 ^(b)	52.987
Tham Foo Choon ^(a)	16,613,348	3.063	252,335,565 ^(c)	46.532
Tham Chong Sing ^(a)	3,277,220	0.604	241,431,665 ^(d)	44.521
Tham Fau Sin ^(a)	2,977,020	0.549	241,431,665 ^(d)	44.521
Chew Kee Foo	32,591,281	6.010	-	-

Note:

^(a) Brothers.

^(b) Deemed interest through his substantial shareholdings in Greenyield Holdings Sdn. Bhd. and by virtue of the shareholdings held by his spouse and child in the Company pursuant to Section 8 of the Companies Act 2016.

^(c) Deemed interest through his substantial shareholdings in Greenyield Holdings Sdn. Bhd. and by virtue of the shareholdings held by his spouse in the Company pursuant to Section 8 of the Companies Act 2016 and indirect interest by virtue of the shareholdings held by his children in the Company.

^(d) Deemed interest through his substantial shareholdings in Greenyield Holdings Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016.

Analysis of Shareholdings
as at 29 March 2024

LIST OF TOP 30 HOLDERS

NO.	NAME	No. of Shares Held	% of Issued Shares
1	GREENYIELD HOLDINGS SDN. BHD.	241,431,665	44.520
2	THAM FOO KEONG	38,244,441	7.052
3	CHEW KEE FOO	30,871,281	5.692
4	THAM KIN-ON	26,749,645	4.932
5	FOONG SAI CHEONG	24,264,188	4.474
6	TWONG YOKE PENG	19,162,560	3.533
7	THAM FOO CHOON	16,613,348	3.063
8	UOB KAY HIAN NOMINEES (ASING) SDN. BHD. <i>EXEMPT AN FOR UOB KAY HIAN (HONG KONG) LIMITED (A/C CLIENTS)</i>	7,000,000	1.290
9	CHAN POY LENG	4,257,000	0.785
10	THAM KIN SHUN	4,000,000	0.737
11	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. <i>PLEDGED SECURITIES ACCOUNT FOR VOON SZE LIN</i>	3,595,900	0.663
12	THAM CHONG SING	3,277,220	0.604
13	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN. BHD. <i>PLEDGED SECURITIES ACCOUNT FOR FOO PENG BOON (8115339)</i>	3,076,000	0.567
14	VOON JYE WAH	3,054,200	0.563
15	IFAST NOMINEES (TEMPATAN) SDN. BHD. <i>VOON SZE LIN</i>	3,016,300	0.556
16	GV ASIA FUND LIMITED	3,014,100	0.555
17	THAM CHUI YENN	3,000,000	0.553
18	THAM KIN MUNN	3,000,000	0.553
19	THAM FAU SIN	2,977,020	0.548
20	VOON JYE WAH	2,839,800	0.523
21	PM NOMINEES (TEMPATAN) SDN. BHD. <i>PLEDGED SECURITIES ACCOUNT FOR TAN AH NYOKE (B)</i>	2,453,200	0.452
22	SIVAKUMARAN A/L SEENIVASAGAM	2,201,420	0.405
23	FOO PENG BOON	2,200,000	0.405
24	THAM KINFUEI	2,000,000	0.368
25	LEE CHAY YEW	1,770,900	0.326
26	ANG YOOK CHU @ ANG YOKE FONG	1,631,100	0.300
27	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN. BHD. <i>PLEDGED SECURITIES ACCOUNT FOR ANG YOOK CHU @ ANG YOKE FONG (8076574)</i>	1,615,800	0.297
28	TAN YAU LAM	1,548,200	0.285
29	THAM KIN WAI	1,500,000	0.276
30	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. <i>PLEDGED SECURITIES ACCOUNT FOR PHUAR KONG SENG</i>	1,480,000	0.272
	Total	461,845,288	85.165

ANALYSIS OF IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES ("ICPS")

AS AT 29 MARCH 2024

Issued Share Capital : RM13,859,066.65 comprising 47,789,885 ICPS
 Class of Shares : ICPS
 Voting Rights : The ICPS Holders are not entitled to any right to vote at any general meeting of the Company except for the right to vote in person or by proxy or by attorney at such meeting in each of the following circumstances until and unless the ICPS Holders convert their ICPS into the Ordinary Shares:

- (a) when the dividend or part of the dividend on the ICPS is in arrear for more than 6 months;
- (b) on a proposal to reduce the share capital of the Company (excluding any cancellation of capital which is lost or unrepresented by assets);
- (c) on a proposal for the disposal of the whole or substantial part of the Company's assets, businesses or undertakings;
- (d) on a proposal that directly affects rights and privileges attached to the ICPS;
- (e) on a proposal to wind-up the Company; or
- (f) during the winding-up of the Company.

Where the ICPS Holders are entitled to vote at any general meeting, every ICPS shall on a poll, carry one (1) vote for each ordinary share into which the ICPS are convertible upon exercise and every ordinary share shall, notwithstanding any other provisions of this Constitution, carry one (1) vote for each such share.

DISTRIBUTION OF ICPS HOLDINGS

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Issued Shares
1 – 99	0	0	0	0
100 – 1,000	0	0	0	0
1,001 – 10,000	0	0	0	0
10,001 – 100,000	0	0	0	0
100,001 to less than 5% of issued shares	0	0	0	0
5% and above of issued shares	1	100.000	47,789,885	100.000
Total	1	100.000	47,789,885	100.000

ICPS HOLDERS

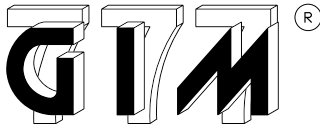
NO.	NAME	No. of Shares Held	% of Issued Shares
1	Greenyield Holdings Sdn. Bhd.	47,789,885	100.00

DIRECTORS' SHAREHOLDINGS AS PER REGISTER OF DIRECTORS' SHAREHOLDINGS

Name of Directors	No. of Shares Held			
	Direct	%	Indirect	%
Tham Foo Keong	-	-	47,789,885 ⁽ⁱ⁾	100%
Tham Foo Choon	-	-	47,789,885 ⁽ⁱ⁾	100%
Tham Kin-On	-	-	-	-
Supramaniam A/L R.Ramasamy	-	-	-	-
Saryani Binti Che Ab Rahman	-	-	-	-
Mohd Ghozali Bin Yahaya	-	-	-	-

Note:

⁽ⁱ⁾ Deemed interested through his substantial shareholdings in Greenyield Holdings Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016.



GREENFIELD BERHAD
(Company No. 200201014553) (582216-T)

PROXY FORM

CDS Account No.
No. of Shares held

I/We Tel No.
(Full name in block and NRIC No. / Company No.)

of
(address)

being a member of Greenfield Berhad, hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and / or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Twenty-First Annual General Meeting of the Company to 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. or any adjournment thereof, and to vote as indicated below:-

Resolution		Resolution	For	Against
1.	Payment of Directors' Fees for the financial year ending 31 December 2024.	Ordinary 1		
2.	Payment of Directors' Benefits for the period from 7 June 2024 until the next Annual General Meeting.	Ordinary 2		
3.	Re-election of Tham Foo Keong as Director.	Ordinary 3		
4.	Re-election of Tham Kin-On as Director.	Ordinary 4		
5.	Re-appointment of Grant Thornton Malaysia PLT as auditors of the Company and authorise the Board of Directors to fix their remuneration.	Ordinary 5		
6.	Authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.	Ordinary 6		
7.	Approval for renewal of Shareholders' Mandate for Recurrent Related Party Transaction of Revenue or Trading Nature.	Ordinary 7		
8.	Approval for Shareholders' Mandate for the authority to purchase its own shares.	Ordinary 8		

Please indicate with an 'X' in the space provided whether you wish your votes to be cast for or against the resolution. In the absence of specific direction, your proxy may vote or abstain as he thinks fit.

Signed this
Signature*
Member

* 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.



Notes:-

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 TIH online website at <https://tiah.online>. Please refer to the Administrative Guide for the Twenty-First Annual General Meeting ("AGM") on the procedure for electronic lodgment of proxy form via TIH 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.

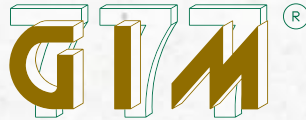
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer 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 the 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 following manner if this has not been lodged at the Company's registered office earlier:-
 - (a) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (b) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (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 the corporate member is incorporated.
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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Affix
stamp

GREENFIELD BERHAD
[Company No. 200201014553 (582216-T)]
c/o Tricor Investor & Issuing House Services Sdn. Bhd.
Unit 32-01, Level 32, Tower A,
Vertical Business Suite, Avenue 3,
Bangsar South, No. 8, Jalan Kerinchi,
59200 Kuala Lumpur.

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GREENYIELD BERHAD
Company No. 200201014553 (582216-T)

No. 1-19, MKH Boulevard, Jalan Bukit,
43000 Kajang, Selangor Darul Ehsan, Malaysia.

☎ : +603-8736 8777

☎ : +603-8735 0167



www.greenyield.com.my