



GREENYIELD BERHAD

(Company No. 582216-T)

Notice of Eleventh Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of GREENYIELD BERHAD will be held at Dewan Putra Perdana 1, Level 1, Putrajaya Shangri-La, Taman Putra Perdana, Presint 1, Putrajaya, 62000 Wilayah Persekutuan Putrajaya on Thursday, 19 December 2013 at 11.00 a.m. to transact the following businesses:-

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 July 2013 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- To approve the aggregate Directors' fees payable to the Directors of the Company for an amount not exceeding RM90,000.00 per annum for the financial year ending 31 July 2014. **Resolution 1**
- To declare a single tier final dividend of 1.0 sen per Ordinary Share for the financial year ended 31 July 2013 as recommended by the Directors. **Resolution 2**
- To re-elect the following Directors who retire pursuant to Article 74 of the Articles of Association of the Company:- **Resolution 3**
 - Tham Foo Keong **Resolution 4**
 - Tham Foo Choon **Resolution 5**
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **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:-

- Ordinary Resolution I** **Resolution 6**

Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the total issued and paid-up share capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof **AND THAT** authority be and is hereby given to the Directors to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by the Company at a general meeting."

- Ordinary Resolution II** **Resolution 7**

Proposed renewal of authority for the Company to purchase its own Ordinary Shares of not more than ten percent (10%) of the total issued and paid-up share capital of the Company ("Proposed Renewal of Authority for the Share Buy-Back")

"THAT, subject to the Companies Act, 1965, the Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the Main Market ("LR") and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorized to purchase its own Ordinary Shares of RM0.10 each ("Shares") on the Main Market of Bursa Securities ("Proposed Share Buy-Back") at any time, upon such terms and conditions as the Directors shall in their discretion deem fit and expedient in the best interest of the Company provided that:-

- The aggregate number of Shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the prevailing total issued and paid-up share capital of the Company at the time of purchase subject to any amount as may be determined by Bursa Securities from time to time and compliance with the public shareholding spread requirements as stipulated in Paragraph 8.02(1) of the LR;
- The maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the Company's aggregate retained profits and/or share premium accounts;
- The authority conferred by this resolution will be effective immediately from the passing of this Ordinary Resolution until:-
 - the conclusion of the next Annual General Meeting ("AGM") at which time shall lapse unless by Ordinary Resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by Ordinary Resolution passed by the shareholders of the Company in a general meeting; whichever occurs first; and
- Upon the purchase by the Company of its own Shares, the Board of Directors of the Company ("Board") be and is hereby authorized to:-
 - cancel all or part of the Shares purchased pursuant to the Proposed Share Buy-Back ("Purchased Shares"); and/or
 - retain all or part of the Purchased Shares as treasury shares; and/or
 - distribute the treasury shares as share dividends to the Company's shareholders for the time being; and/or
 - resell the treasury shares on Bursa Securities.

"**AND THAT** authority be and is hereby given to the Board to take all such steps as are necessary or expedient to implement, finalise and give full effect to and to implement the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

- To transact any other business of the Company of which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 1965.

BY ORDER OF THE BOARD

NG YEN HOONG (LS 008016)
WONG PEIR CHYUN (MAICSA 7018710)
Company Secretaries
Kuala Lumpur

Date: 26th November 2013

Notice of Dividend Entitlement and Payment

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Eleventh Annual General Meeting of the Company, a single tier final dividend of 1.0 sen per Ordinary Share in respect of the financial year ended 31 July 2013 will be payable to the shareholders of the Company on 17 January 2014. The entitlement date for the said dividend shall be 8 January 2014.

A depositor shall qualify for entitlement to the dividend only in respect of:

- shares transferred to the depositor's securities account before 4.00 p.m. on 8 January 2014 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

NG YEN HOONG (LS 008016)
WONG PEIR CHYUN (MAICSA 7018710)
Company Secretaries
Kuala Lumpur

Date: 26th November 2013

NOTES :

Notes on Appointment of Proxy

- A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies (or in the case of a corporation, a duly authorized representative) to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member appoints more than one (1) Proxy, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint not more than two (2) proxies in respect of each Securities Account it holds with Ordinary Shares of the Company standing to the credit of the said Securities Account.
- Where a member of the company is an exempt authorized nominee as defined under the SICDA, 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 authorized nominee may appoint in respect of each Omnibus Account it holds.
- Where the authorized nominee appoints two (2) proxies or an exempt authorized nominee appoints two (2) or more proxies, the appointment shall be invalid unless the authorized nominee specifies the proportion of his shareholdings to be represented by each proxy.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 54(f) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 13 December 2013 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend, vote and speak at the meeting.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarily certified copy of the power or authority must be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS

(i) Item 1 of Agenda

This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

(ii) Resolution 6

Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

The Proposed Resolution 6 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued and paid-up share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company to issue share for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investments(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Tenth Annual General Meeting. The Company did not issue any shares pursuant to the mandate granted because there were no investment(s), acquisition(s) or working capital that required fund raising activity.

(iii) Resolution 7

Proposed Renewal of Authority for the Share Buy-Back

Shareholders are advised to refer to the Statement to Shareholders dated 26 November 2013 circulated together with the Annual Report 2013, when considering Resolution 7.

The proposed Resolution 7, if passed, will empower the Directors to purchase the Company's Shares up to 10% of the total issued and paid-up share capital of the Company.