



NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of **GREENYIELD BERHAD** will be held at Melati Room, Level 2, Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Tuesday, 22 December 2015 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 2015 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 RM120,000 per annum for the financial year ending 31 July 2016. **Resolution 1**
- To approve the single tier final dividend of 0.75 sen per Ordinary Share for the financial year ended 31 July 2015. **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 Kin Wai
 - Yong Swee Lin **Resolution 4**
- To re-appoint the following Directors who retire pursuant to Section 129(6) of the Companies Act, 1965, to hold office until the next Annual General Meeting:- **Resolution 5**
 - Mahbob Bin Abdullah **Resolution 6**
 - Dr Sivakumaran A/L Seenivasagam **Resolution 7**
- To appoint Auditors and to authorise the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked "Annexure A" has been received by the Company for the nomination of Messrs SJ Grant Thornton who have given their consent to act, for appointment as Auditors, and of the intention to move the following motion to be passed as an Ordinary Resolution:-

"THAT Messrs SJ Grant Thornton, having consented to act, be and are hereby appointed as Auditors of the Company in place of the retiring auditors, Messrs KPMG, and to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to fix their remuneration."

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**
Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares **Resolution 8**

"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." **Explanatory Note 4**
- Ordinary Resolution II**
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") **Resolution 9**

"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:- **Explanatory Note 5**

 - 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 latest audited 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."
- Ordinary Resolution III**
Continuing in Office as Independent Non-Executive Director **Resolution 10**

"THAT, approval be and is hereby given to Dr Zainol Bin Md Eusof who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company." **Explanatory Note 6**
- 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

JOANNE TOH JOO ANN (LS 0008574)
WONG PEIR CHYUN (MAICSA 7018710)
SIA EE CHIN (MAICSA 7062413)

Company Secretaries
Kuala Lumpur
Date: 26 November 2015

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Thirteenth Annual General Meeting of the Company, a single tier final dividend of 0.75 sen per Ordinary Share in respect of the financial year ended 31 July 2015 will be payable to the shareholders of the Company on 22 January 2016. The entitlement date for the said dividend shall be 12 January 2016.

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 12 January 2016 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

JOANNE TOH JOO ANN (LS 0008574)
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Company Secretaries
Kuala Lumpur
Date: 26 November 2015

NOTES :

(i) NOTES ON APPOINTMENT OF PROXY

- A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxy(ies) (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") it may appoint not more than two (2) proxies in respect of each securities account it holds with Ordinary Shares of the Company standing to the credit of the said Securities Account.
- 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 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 15 December 2015 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend, vote and speak at the meeting.

h. 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 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, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

(ii) EXPLANATORY NOTES

- Item 1 of the Agenda – Ordinary Business**
Audited Financial Statements for the financial year ended 31 July 2015
The Audited Financial Statements in Item 1 of the Agenda 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 item 1 is not put forward for voting.
- Items 4 (ii) and 5 (i) of the Agenda – Ordinary Business**
Re-appointment of Independent Directors
In line with Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012, the Nomination Committee and the Board had undertaken an annual assessment on the independence of Yong Swee Lin and Mahbob Bin Abdullah who are seeking for re-election and re-appointment pursuant to Article No. 74 of the Articles of Association and Section 129(6) of the Companies Act, 1965 respectively, at the forthcoming Thirteenth Annual General Meeting. The annual assessment had been disclosed in the Statement of Corporate Governance of the Company's 2015 Annual Report.
- Item 5 of the Agenda – Ordinary Business**
Re-appointment of Directors pursuant to Section 129(6) of the Companies Act, 1965
The proposed Resolutions 5 and 6, if passed, will authorize the continuity in office of the Directors (who are over the age of 70 years) until the next Annual General Meeting.
- Item 7 of the Agenda – Special Business**
Ordinary Resolution I
Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares
The Proposed Resolution 8 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 shares 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 Twelfth 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.

Item 8 of the Agenda – Special Business
Ordinary Resolution II
Proposed Renewal of Authority for the Company to Purchase Up to Ten Percent (10%) of its Total Issued and Paid-up Share Capital
Shareholders are advised to refer to the Statement to Shareholders dated 26 November 2015 circulated together with the 2015 Annual Report, when considering Resolution 9.

The proposed Resolution 9, 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.

Item 9 of the Agenda – Special Business
Ordinary Resolution III
Continuing in Office as Independent Non-Executive Directors
Pursuant to the Malaysian Code on Corporate Governance 2012, the Board of Directors has assessed the Independence of Dr Zainol Bin Md Eusof who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to act as Independent Non-Executive Director of the Company.

Dr Zainol Bin Md Eusof fulfills the criteria of Independent Director pursuant to the Main Market Listing Requirements of Bursa Securities. Although having served the Company for a cumulative term of more than nine (9) years, he has remained objective and independent in expressing his views and in participating in deliberations and decision making of the Board and Board Committees. The length of his services on the Board does not in any way interfere with his exercise of independent judgment and ability to act in the best interests of the Company.

The Ordinary Resolution proposed under Resolution 10 if passed, will authorise the continuity in office of the Director as Independent Non-Executive Director of the Company.