

**NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of **GREENYIELD BERHAD** will be held at Matahari 1, Level 3, Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 20 December 2018 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 July 2018 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 RM170,000 per annum for the financial year ending 31 July 2019.

Resolution 1

3. To approve the payment of Directors' benefits for an amount not exceeding RM25,000 for the period from 21 December 2018 until the next Annual General Meeting ("AGM") of the Company.

Resolution 2

4. To re-elect the following Directors who retire pursuant to Article 74 of the Articles of Association of the Company:-

- i. Tham Foo Keong
ii. Yong Swee Lin

Resolution 3

Resolution 4

5. To re-appoint Messrs Grant Thornton Malaysia 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:-

6. **Ordinary Resolution 1** **Resolution 6**
Authority to allot and issue shares

"THAT subject always to the Companies Act 2016 ("the Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next AGM of the Company."

7. **Ordinary Resolution II**
Continuing in Office as Independent Non-Executive Directors

"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 AGM of the Company."

Resolution 7

"THAT subject to passing of Resolution 4, approval be and is hereby given to Yong Swee Lin, 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 AGM of the Company."

Resolution 8

"THAT approval be and is hereby given to Mahbob Bin Abdullah, 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 AGM of the Company."

Resolution 9

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

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: 21 November 2018

NOTES :**(i) NOTES ON APPOINTMENT OF PROXY**

- a. 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.
- b. 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.
- c. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney duly authorised.
- d. 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.
- e. 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.
- f. 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.
- g. 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 Securities, a Record of Depositors as at 13 December 2018 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 office of the Company's Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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, not less than forty-eight (48) hours before the time for holding the meeting i.e. on or before 11.00 a.m., Tuesday, 18 December 2018, otherwise the person so named shall not be entitled to vote in respect thereof.

(ii) EXPLANATORY NOTES

1. **Item 1 of the Agenda – Ordinary Business**
Audited Financial Statements for the financial year ended 31 July 2018
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 Act. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.
2. **Items 2 and 3 of the Agenda – Ordinary Business**
Payment of Directors' Fees and Benefits
Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.
The Ordinary Resolution proposed under Resolution 2 is benefits (excluding fees) 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 Committee meetings for the period from 21 December 2018 up to next 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. **Item 4(i) of the Agenda – Ordinary Business**
Re-election of Independent Director
The Nomination Committee and the Board had undertaken an annual assessment on the independence of Yong Swee Lin who is seeking for re-election at the forthcoming Sixteenth AGM. The annual assessment had been disclosed in the Corporate Governance Overview Statement of the Company's 2018 Annual Report.
4. **Item 6 of the Agenda – Special Business**
Ordinary Resolution I
Authority to allot and 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 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 AGM.
The General Mandate will provide flexibility to the Company to issue share for any possible fund raising activities, including but not limited to 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 Fifteenth AGM. 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.
5. **Item 7 of the Agenda – Special Business**
Ordinary Resolution II
Continuing in Office as Independent Non-Executive Directors
Pursuant to the Malaysian Code on Corporate Governance, the Board of Directors had via the Nomination Committee assessed the Independence of Dr. Zainol Bin Md Eusof, Mahbob Bin Abdullah and Yong Swee Lin who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommended them to continue to act as Independent Non-Executive Directors of the Company.
The Nomination Committee and the Board have determined that Dr. Zainol Bin Md Eusof, Mahbob Bin Abdullah and Yong Swee Lin fulfil the criteria of Independent Director pursuant to the Main Market Listing Requirements of Bursa Securities. They have remained objective and independent in expressing their views and in participating in deliberations and decision making of the Board and Board Committees. The length of their services on the Board does not in any way interfere with their exercise of independent judgment and ability to act in the best interests of the Company.
The Ordinary Resolutions proposed under Resolutions 7, 8 and 9 if passed will authorise the continuity in office of the Directors as Independent Non-Executive Directors of the Company.