

**NOTICE OF EXTRAORDINARY GENERAL MEETING****GREENFIELD BERHAD**[Company No. 202001014553 (582216-T)]
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of **GREENFIELD BERHAD** will be held at Matahari 1, Level 3, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 19 December 2019 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION I**TO APPROVE THE PAYMENT OF THE DIRECTORS' FEES AMOUNTING TO RM55,000.00 FOR THE PERIOD FROM 1 AUGUST 2019 TO 31 DECEMBER 2019**

"THAT the payment of Directors' Fees amounting to RM55,000.00 for the period from 1 August 2019 to 31 December 2019 be approved."

ORDINARY RESOLUTION II**TO APPROVE THE PAYMENT OF ADDITIONAL DIRECTORS' BENEFITS AMOUNTING TO RM3,300.00 FOR THE PERIOD FROM 20 DECEMBER 2019 TO THE NEXT ANNUAL GENERAL MEETING**

"THAT the payment of Additional Directors' Benefits amounting to RM3,300.00 for the period from 20 December 2019 to the next Annual General Meeting be approved."

ORDINARY RESOLUTION III**PROPOSED DIVERSIFICATION INTO THE RUBBER PLANTATION, PRODUCTION, PROCESSING, DISTRIBUTION AND RELATED BUSINESSES**

"THAT approval be and is hereby granted to Greenfield and its subsidiaries to diversify their principal activities to include the rubber plantation, production, processing, distribution and related businesses ("Proposed Diversification")."

AND THAT the Directors be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the Proposed Diversification with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

ORDINARY RESOLUTION IV**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")**

"THAT subject to Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part B, Section 2.5 of the Circular to the Shareholders dated 27 November 2019 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;

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

- 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;
- the expiration of the period within which the next AGM 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
- 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."

SPECIAL RESOLUTION**PROPOSED ALTERATION OF EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH THE NEW CONSTITUTION ("PROPOSED ALTERATION")**

"THAT the existing Memorandum and Articles of Association of the Company be altered by replacing with a new Constitution as set out in the Appendix II of the Circular to Shareholder dated 27 November 2019 with effect from the date of passing this special resolution.

AND THAT the Directors and/or Secretary of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/ or amendment as may be required or imposed by the relevant authorities."

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: 27 November 2019

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.
- 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 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.
- 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 12 December 2019 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 notarially 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, 17 December 2019 otherwise the person so named shall not be entitled to vote in respect thereof.

(ii) EXPLANATORY NOTES

- Ordinary Resolutions I and II**
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 shall be approved at a general meeting.

The Ordinary Resolutions I and II proposed is to facilitate the payment of the Directors' Fees amounting to RM55,000.00 for the financial year ending 31 December 2019 and shortfall of Directors' Benefits amounting to RM3,300.00 due to the change of Company's Financial Year End.

The Company had sought the Shareholder's approval in previous AGM for Directors' Fees not exceeding RM170,000.00 and Directors' benefits not exceeding RM25,000.

- Ordinary Resolution III**
Proposed Diversification

Please refer to Part A of the Circular to Shareholders dated 27 November 2019 for further details.

- Ordinary Resolution IV**
Proposed New Shareholders' Mandate

Please refer to Part B of the Circular to Shareholders dated 27 November 2019 for further details.

- Special Resolution**
Proposed Alteration

Please refer to Part C of the Circular to Shareholders dated 27 November 2019 for further details.