



NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of GREENFIELD BERHAD will be held at Melati Room, Level 2, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 17 June 2021 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 December 2020 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 RM135,000 per annum for the financial year ending 31 December 2021.

Resolution 1

- To approve the payment of Directors' benefits for an amount not exceeding RM28,000 for the period from 18 June 2021 until the next Annual General Meeting of the Company.

Resolution 2

- To re-elect the following Directors who retire pursuant to Clause 76(3) of the Constitution of the Company:-

Resolution 3

Resolution 4

Resolution 5

Resolution 6

- Dr Zainol Bin Md Eusof
- Tham Kin Wai
- Tham Kin-On

- To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Resolution 7

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 7

Authority to allot and issue shares

"**THAT** subject always to the Companies Act 2016 ("the Act"), the Constitution 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 Annual General Meeting of the Company."

Ordinary Resolution II**Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature**

Resolution 8

"**THAT** subject to Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries ("Greenfield Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.5 of the Circular to the Shareholders dated 10 May 2021 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:

- 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."

Ordinary Resolution III**Continuing in Office as Independent Non-Executive Directors**

"**THAT** subject to passing of Resolution 3, 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."

Resolution 9

"**THAT** 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 Annual General Meeting of the Company."

Resolution 10

"**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 Annual General Meeting of the Company."

Resolution 11

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

BY ORDER OF THE BOARD

JOANNE TOH JOO ANN

SSM PC NO. 202008001119 (LS 0008574)

WONG PEIR CHYUN

SSM PC NO. 202008001742 (MAICSA 7018710)

SIA EE CHIN

SSM PC NO. 202008001676 (MAICSA 7062413)

Company Secretaries

Kuala Lumpur

Date: 10 May 2021

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

- 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 10 June 2021. 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.
- 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.
- 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.
- 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.
- Where a member of the Company is an authorised nominee as defined in the 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.
- 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 Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- 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.
- The appointment of a proxy may be made in a hard copy form or by electronic form. In the case of an appointment made in hardcopy form, the proxy form must be deposited with 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. In the case of an electronic appointment, the Proxy Form must be deposited via TIH Online website at <https://tih.online>. Please follow the procedure as set out in the Administrative Guide for the electronic lodging of proxy form. 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.
- 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 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 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.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the Proxy Form is Tuesday, 15 June 2021 at 11.00 a.m.
- Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC) (Malaysian), or
 - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
- For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the ORIGINAL certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's registered office earlier.

(ii) EXPLANATORY NOTES**1. Item 1 of the Agenda - Ordinary Business****Audited Financial Statements for the financial year ended 31 December 2020**

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. Items 2 and 3 of the Agenda - Ordinary Business**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 Resolution proposed under Resolution 1 is to facilitate the payment of Directors' Fees on a current financial year basis, calculated based on the current board size. The Ordinary Resolution proposed under 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 Committee meetings for the period from 18 June 2021 up to next Annual General Meeting. 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 Annual General Meeting 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 Dr Zainol Bin Md Eusof who is seeking for re-election at the forthcoming Eighteenth Annual General Meeting. The annual assessment had been disclosed in the Corporate Governance Overview Statement of the Company's 2020 Annual Report.

4. Item 6 of the Agenda - Special Business**Ordinary Resolution I****Authority to allot and Issue Shares**

The Proposed Resolution 7 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 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 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 Seventeenth 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.

5. Item 7 of the Agenda - Special Business**Ordinary Resolution II****Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature**

Please refer to the Circular to Shareholders dated 10 May 2021 for further details.

6. Item 8 of the Agenda - Special Business**Ordinary Resolution III****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, Yong Swee Lin and Mahbob Bin Abdullah 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, Yong Swee Lin and Mahbob Bin Abdullah 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 his exercise of independent judgment and ability to act in the best interests of the Company.

The Ordinary Resolutions proposed under Resolutions 9, 10 and 11 if passed, will authorise the continuity in office of the Directors as Independent Non-Executive Directors of the Company.