

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second (“22nd”) 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, 5 June 2025 at 11:00 a.m. for the following purposes:-

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the 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 RM1,080,000 per annum for the financial year ending 31 December 2025. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors’ benefits for an amount not exceeding RM32,000 for the period from 6 June 2025 until the next Annual General Meeting of the Company. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors who retire by rotation pursuant to Clause 76 of the Company’s Constitution and being eligible, have offered themselves for re-election:- | |
| (a) Tham Foo Choon | Ordinary Resolution 3 |
| (b) Supramaniam A/L R.Ramasamy | Ordinary Resolution 4 |
| 5. To re-elect Tham Kin Shun who retires pursuant to Clause 78 of the Company’s Constitution and being eligible, has offered himself for re-election. | Ordinary Resolution 5 |
| 6. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

As Special Business

To consider and, if thought fit, with or without any modification, to pass the following resolutions: -

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| 7. AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 | Ordinary Resolution 7 |
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“**THAT** subject always to the Companies Act 2016, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (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 for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities Berhad;

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Notice of Twenty-Second Annual General Meeting

8. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Ordinary Resolution 8

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of the existing shareholders' mandate for the Company and/or its subsidiaries ("**Group**") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4 of Part A of the Circular/Statement to Shareholders dated 30 April 2025 which are necessary for the day-to-day operations of the Group, to be entered by the Group in the ordinary course of business and are on terms which are not more favourable to the parties with which such recurrent transactions to be entered into than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT such approval shall continue to be in force until the earlier of: -

- (i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next Annual General Meeting; or
- (ii) the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 340(2) of the Companies Act 2016 but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or
- (iii) is revoked or varied by resolution passed by the shareholders in a general meeting before the next Annual General Meeting;

AND THAT the Directors of the Company be authorised to complete and do such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to this resolution."

9. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

Ordinary Resolution 9

"THAT, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad, upon such terms and conditions as the Directors in their discretion deem fit and expedient in the best interest of the Company, provided that:-

- (i) the aggregate number of ordinary shares to be purchased ("**Purchased Shares**") and/or held by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company as at the point of purchase(s); and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and

That upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares so purchased in their absolute discretion in the following manner:-

- (i) cancel all or part of the shares so purchased;
- (ii) retain the shares so purchased in treasury and/or resell on the market of Bursa Malaysia Securities Berhad;
- (iii) retain part thereof as treasury shares and cancel the remainder;
- (iv) distribute the shares as dividends to shareholders of the Company;
- (v) resell the shares or any of the shares in accordance with the relevant rules of the stock exchange;
- (vi) transfer the shares, or any of the shares as purchase consideration;
- (vii) cancel the shares or any of the shares;
- (viii) sell, transfer or otherwise use the shares for such other purposes as the Minister; and/or

Notice of Twenty-Second Annual General Meeting

in any other manner as prescribed by the Companies Act 2016, the applicable laws, regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad and/or any other relevant authority for the time being in force and that the authority to deal with the Purchased Shares shall continue to be valid until all the Purchased Shares have been dealt with by the Directors.

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

- (a) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which such resolution was passed, at which time the authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

AND FURTHER THAT the Directors of the Company be authorised to do all acts, deeds and things and to take all such steps as they may deem fit, appropriate, expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company.”

10. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

YEOW SZE MIN (MAICSA 7065735)(SSM PC NO. 201908003120)

YAU JYE YEE (MAICSA 7059233)(SSM PC NO. 202008000733)

Company Secretaries

Kuala Lumpur

Dated: 30 April 2025

Notes:-

- 1. In respect of deposited securities, only members whose names appear in the Record of Depositors on **26 May 2025** (“**General Meeting Record of Depositors**”) shall be eligible to attend, participate, speak and vote at the Meeting.
- 2. A member entitled to attend, participate and vote at the Meeting may appoint not more than two (2) proxies to attend, participate 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 shareholdings to be represented by each proxy.
- 3. A proxy may but does not need to be a member of the Company. A member entitled to attend, participate and vote at the Meeting may appoint any person as his proxy to attend, participate and vote instead of the member at the Meeting. There are no restrictions on the qualifications of the proxy. A proxy appointed to attend, participate and vote at the Meeting shall have the same rights as the member, including the right to speak at the Meeting.
- 4. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
- 5. 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.

Notice of Twenty-Second Annual General Meeting

6. Appointment of proxy and registration for voting

The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, must be deposited not less than forty-eight (48) hours before the time for holding the meeting or adjournment thereof through either one of the following avenues:-

In hard copy Form of Proxy

To be deposited at the office of the Share Registrar, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan 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, Wilayah Persekutuan; or

By electronic Form of Proxy

To be submitted via the TIH online website at <https://tiah.online>.

Please refer to the Administrative Guide for the 22nd Annual General Meeting on the procedure for electronic lodgement of proxy form via the TIH Online.

Explanatory Notes: -

1. Audited Financial Statements for the financial year ended 31 December 2024

This Agenda item is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not mandate formal shareholder approval for the Audited Financial Statements. As such, this item will not be put forward for voting.

2. Ordinary Resolutions 1 and 2 - Directors' Fees and Benefits Payable

Pursuant to Section 230(1) of the Companies Act 2016, the fees and benefits payable to the Directors of a listed company and its subsidiaries shall be approved at the general meeting.

The proposed Ordinary Resolution 1 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the existing Board size.

The proposed Ordinary Resolution 2 is benefits payable to the Directors, such as meeting allowance. The meeting allowance is calculated based on the current Board size and the number of scheduled Board and Board Committee meetings for the period from 6 June 2025 up to the next Annual General Meeting. In the event the proposed amount is insufficient (e.g. due to more meetings or expanded Board size), approval will be sought at the next Annual General Meeting for the shortfall.

3. Ordinary Resolutions 3 to 5 - Re-election of Directors

Clause 76(3) of the Company's Constitution mandates that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each Annual General Meeting. All Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Clause 78 of the Company's Constitution states that any Director who is appointed under Clause 77 shall hold office only until the conclusion of the next Annual General Meeting and shall be eligible for re-election.

In assessing the eligibility of the Directors for re-election at the upcoming 22nd Annual General Meeting, the Nomination Committee conducted a fit and proper assessment of the retiring Directors. The assessment confirmed that they meet the required criteria of character, experience, integrity, competence and commitment necessary to effectively discharge their roles, outlined in the Directors' Fit and Proper Policy of the Company.

Additionally, all retiring Directors have declared that they have no conflict of interest or potential conflict of interest, including any interest in businesses that competes with the Company and its subsidiaries.

The Board has endorsed the Nomination Committee's recommendation for the re-election of the retiring Directors in accordance with Clauses 76 and 78 of the Company's Constitution. All the retiring Directors have consented to their re-election and abstained from deliberations and decisions regarding their own eligibility at the relevant Nomination Committee and Board meetings, where applicable.

Notice of Twenty-Second Annual General Meeting

4. Ordinary Resolution 6 - Re-appointment of Auditors

The Board, through the Audit Committee, has evaluated the re-appointment of Grant Thornton Malaysia PLT as the Company's Auditors. In making its recommendation to the Board, the Audit Committee considered various factors, which are detailed in the Corporate Governance Overview Statement of Annual Report 2024.

Based on this assessment, the Board has endorsed the re-appointment of Grant Thornton Malaysia PLT, which will be proposed for shareholders' approval at the 22nd Annual General Meeting.

5. Ordinary Resolution 7 - Authority to Issue Shares pursuant to the Companies Act 2016

The proposed Ordinary Resolution 7 seek to renew the authority granted to the Company's Directors at the Twenty-First (21st) Annual General Meeting of the Company held on 6 June 2024 ("**Previous Mandate**") to issue and allot shares at their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "**General Mandate**").

The Previous Mandate was not utilised, and accordingly, no proceeds were raised.

The proposed Ordinary Resolution 7, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM.

6. Ordinary Resolution 8 - Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will provide a renewal mandate for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for Greenfield Berhad Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This mandate shall lapse at the conclusion of the next Annual General Meeting unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Please refer to the Circular/Statement to Shareholders dated 30 April 2025 for further information.

7. Ordinary Resolution 9 - Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 9, if passed, would empower the Directors of the Company to purchase the Company's ordinary shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the Company's retained profits based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

Please refer to the Circular/Statement to Shareholders dated 30 April 2025 for further information.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak, and vote at the 22nd Annual General Meeting and/or any adjournment thereof, a member of the Company:

- (i) Consents to the collection, use, and disclosure of their personal data by the Company (or its agents) for the processing and administration of proxies and representatives appointed for the AGM (including any adjournment thereof), as well as for the preparation and compilation of attendance lists, minutes, and other related documents. This also enables the Company (or its agents) to comply with applicable laws, listing rules, regulations, and/or guidelines (collectively, the "**Purposes**").
- (ii) Warrants that if they disclose the personal data of their proxy(ies) and/or representative(s) to the Company (or its agents), they have obtained the prior consent of such individuals for the collection, use, and disclosure of their personal data for the Purposes.
- (iii) Agrees to indemnify the Company against any penalties, liabilities, claims, demands, losses, and damages arising from a breach of this warranty.