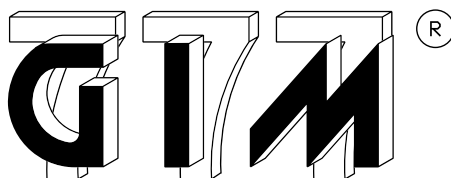


THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused the contents of this Circular/Statement prior to its issuance as it is an exempt document pursuant to Paragraph 2.1 of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.



GREENYIELD BERHAD

Company No. 200201014553 (582216-T)
(Incorporated in Malaysia)

CIRCULAR/STATEMENT TO SHAREHOLDERS

IN RELATION TO THE

PART A

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

PART B

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

(COLLECTIVELY, THE “PROPOSALS”)

The resolutions in respect of the above Proposals will be tabled at the Twenty-Third (“**23rd**”) Annual General Meeting (“**AGM**”) of Greenfield Berhad (“**Greenfield**” or “**the Company**”). The Notice of the 23rd AGM together with the Form of Proxy, the Administrative Guide for the 23rd AGM and this Circular/Statement to Shareholders are available on the Company’s website at <https://www.greenyield.com.my/>.

If you wish to appoint a proxy or proxies for the 23rd AGM, please complete, sign and return the Form of Proxy. The duly executed Form of Proxy must be deposited at the office of 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, at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, on or before the date and time specified below, or at any adjournment thereof. As an alternative, you can also lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> before the Form of Proxy lodgement cut-off time indicated. For further information on the electronic lodgement, kindly refer to the Administrative Guide for the 23rd AGM.

Please note that the lodging of the Form of Proxy does not preclude you from attending and voting in person at the 23rd AGM should you subsequently decide to do so.

Venue of AGM	: Melur Room, Level 3, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan
Date and time of the 23 rd AGM	: Thursday, 4 June 2026, 11.00 a.m
Last date and time for lodging the Proxy Form	: Tuesday, 2 June 2026, 11.00 a.m..

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular/Statement and the accompanying appendices:

“Act”	: Companies Act 2016, as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Board” or “Directors”	: Board of Directors of Greenyfield
“Bursa Depository”	: Bursa Malaysia Depository Sdn. Bhd. [Registration No. 198701006854 (165570-W)]
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular/Statement”	: This circular/statement to shareholders dated 30 April 2026
“Code”	: Malaysian Code on Take-Overs and Mergers 2016, including any amendments that may be made from time to time
“Constitution”	: Constitution of Greenyfield
“Directors”	: Shall have the same meaning as given in Section 2(1) of the Capital Markets and Services Act 2007; and for the purpose of the Proposed Renewal of RRPT Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a Director of the Company, and any other company which is its subsidiary or holding company or a chief executive of the Company, its subsidiary or holding company
“EPS”	: Earnings per share
“Greenyfield” or “Company”	: Greenyfield Berhad [Registration No. 200201014553 (582216-T)]
“Greenyfield Group” or “Group”	: Greenyfield and its subsidiaries
“Greenyfield Holdings”	: Greenyfield Holdings Sdn. Bhd. [Registration No. 199001001385 (192946-W)]
“GISB”	: Greenyfield Industries (M) Sdn. Bhd. [Registration No. 198801003239 (170596-A)], our wholly owned subsidiary
“Greenyfield Share(s)” or “Share(s)”	: Ordinary share(s) of Greenyfield
“GRHM”	: Greenyfield Rubber Holdings (M) Ltd (Company No. LL11839)
“GRHM Group”	: GRHM and its subsidiaries, collectively
“GTS”	: Gim Triple Seven Sdn. Bhd. [Registration No. 199001010530 (202100-T)], our wholly owned subsidiary
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time
“LPD”	: 24 April 2026, being the latest practicable date prior to the printing of this Circular/Statement
“Major Shareholders”	: A person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or aggregate of the nominal amounts of those shares, is <ul style="list-style-type: none"> (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the corporation.

For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Companies Act.

For the purpose of the Proposed Renewal of RRPT Mandate, it includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a major shareholder of the Company or any other company which is its subsidiary or holding company.

“Market Day(s)”	: Means a day on which the stock market of the Bursa Securities is open for trading in securities, which may include a Surprise Holiday, which is a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year.
“NA”	: Net Assets

DEFINITIONS (CONTINUED)

“PAC”	: Persons acting in concert
“Persons Connected”	: Shall have the same meaning as in Paragraph 1.01 of the Listing Requirements
“Proposals”	Collectively, the Proposed Renewal of RRPT Mandate and Proposed Renewal of Share Buy-Back Mandate
“Proposed Renewal of RRPT Mandate”	Proposed renewal of shareholders’ mandate for RRPTs to be entered into by our Group from the date of the 23 rd AGM until the next AGM in year 2027, in accordance with Chapter 10, paragraph 10.09 of the Listing Requirements
“Proposed Renewal of Share Buy-Back Mandate”	: Proposed renewal of shareholders’ mandate granting authority to the Company to purchase its own shares up to ten per centum (10%) of its total issued shares, in accordance with Section 127 of the Act
“Related Parties”	: Director(s), Major Shareholder(s) and/or Person(s) Connected with such Director(s) or Major Shareholder(s) as defined herein
“RM” and “sen”	: Ringgit Malaysia and sen respectively
“RRPT (s)”	: Recurrent related party transaction(s) of a revenue or trading nature which are necessary for the day-to-day operations to be entered into by Greenyield Group with the Related Parties
“SC”	: Securities Commission Malaysia
“Shareholders”	: Shareholders of Greenyield

All references to “our Company” in this Circular/Statement are to Greenyield, references to “our Group” are to our Company and our subsidiaries. All references to “we”, “us”, “our” and “ourselves” are to our Company, or where the context requires, our Group. All references to “you” in this Circular are references of the shareholder of our Company.

Words importing the singular shall, where applicable, include the plural and vice versa, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include companies or corporations.

Any enactment referred to in this Circular/Statement is a reference to that enactment as for the time being amended or re-enacted.

All references to dates and time in this Circular/Statement are references to dates and time in Malaysia, unless otherwise stated.

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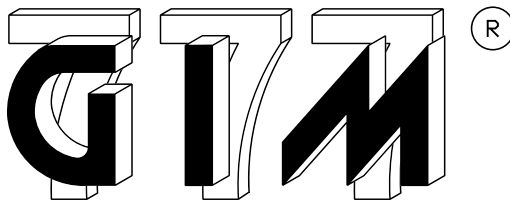
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GREENYIELD BERHAD

Company No. 200201014553 (582216-T)
(Incorporated in Malaysia)

Registered Office:

Unit 2005, 20th Floor,
Tower 2, Faber Towers,
Jalan Desa Bahagia,
Taman Desa,
58100 Kuala Lumpur,
Wilayah Persekutuan.

30 April 2026

Board of Directors

Tham Foo Choon	(Executive Chairman)
Tham Kin Shun	(Executive Director/Acting Managing Director)
Tham Kinyiq	(Executive Director)
Tham Kin Wai	(Non-Independent Non-Executive Director)
Voon Sze Lin	(Non-Independent Non-Executive Director)
Chong Sin Hao	(Non-Independent Non-Executive Director)
Datuk Ir. Kamarudin Bin Md Derom	(Independent Non-Executive Director)
Lee Kim Hong	(Independent Non-Executive Director)
Syakur Bin Dato' Mohd Suhaimi	(Independent Non-Executive Director)

To: Our Shareholders

- A) PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**
(B) PROPOSED RENEWAL OF SHARE-BUY BACK AUTHORITY
-

On 24 April 2025, the Board announced the Company's intention to seek approval from its shareholders for the ordinary resolutions in respect of the following Proposals:-

- (a) Proposed Renewal of RRPT Mandate; and
(b) Proposed Renewal of Share Buy-Back Mandate.

The purpose of this Circular/Statement is to provide you with details of the Proposals and to seek your approval for the ordinary resolutions pertaining to the Proposals, which will be tabled at the forthcoming 23rd AGM of the Company

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR/STATEMENT TOGETHER WITH THE APPENDIX HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSALS AT THE FORTHCOMING 23RD AGM

PART A

PROPOSED RENEWAL OF RRPT MANDATE

1. INTRODUCTION

At the Twenty-Second (“22nd”) AGM of Greenyield held on 5 June 2025, the Company obtained a mandate from its shareholders authorizing Greenyield and Greenyield Group to enter into RRPTs with Related Parties in the ordinary course of business based on commercial terms that are not more favourable to the Related Parties than those generally available to the public, and which are necessary for Greenyield Group’s day-to-day operations.

In accordance with the Listing Requirements, the authority conferred by the existing shareholders’ mandate will lapse at the conclusion of the forthcoming 23rd AGM unless renewed by the shareholders at the said AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF RRPT MANDATE

2.1 Listing Requirements

Under Paragraph 10.09 of the Listing Requirements, our Company may seek shareholders’ mandate in respect of the RRPT, subject to, among others, the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders’ mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders’ mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of Listing Requirements;
- (c) the issuance of a circular to shareholders for the shareholders’ mandate includes the information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information when submitting to Bursa Securities;
- (d) in a meeting to obtain the shareholders’ mandate, the Related Parties must not vote on the resolution(s) approving the transactions. An interested director or interested major shareholder must ensure that persons connected with them abstain from voting on the resolution approving the transactions; and
- (e) our Company immediately announces to Bursa Securities when the actual value of RRPT entered into by the Company exceeds the estimated value of the transactions disclosed in the Circular/Statement by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Once the Company has procured shareholders’ mandate pursuant to the above, the provisions of Paragraph 10.08 of the Listing Requirements will not apply to the RRPTs as detailed in Section 2.5 of Part A of this Circular/Statement.

In the ordinary course of business, the Group has entered into, and is expected to continue entering into, RRPTs with certain Related Parties. Such transactions are anticipated to occur with some frequency and may arise at any time.

In compliance with Paragraph 10.09 of Chapter 10 of the Listing Requirements, the Company now proposes to seek the approval of its shareholders for the Proposed Renewal of RRPT Mandate, which will apply to the RRPTs as set out in Section 2.5. These RRPTs will remain subject to the review procedures outlined in Section 2.7 of this Circular/Statement.

2.2 Validity Period

If approved by the shareholders at the forthcoming 23rd AGM, the Proposed Renewal of RRPT Mandate will be subject to annual renewal and shall only continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

2. DETAILS OF THE PROPOSED RENEWAL OF RRPT MANDATE (CONT'D.)

2.3 Principal Activities

The Company is principally engaged in investment holding activities. The principal activities of its subsidiaries are as follows:-

Name of subsidiaries	Effective interest as at LPD (%)	Principal activities
GTS	100	Marketing and distribution of agricultural related systems and products
GISB	100	Manufacturing and marketing of agricultural related systems and products and plastic related products
RCP Technologies Sdn. Bhd.	100	Trading of agricultural and plantation tools and providing technical and consultancy services
Tigantara Plantations Sdn. Bhd.	100	Rubber planting and estate management
Gimflow Sdn. Bhd.	100	Marketing and distribution of agricultural related systems and products.
GRHM ⁽¹⁾	65	Investment holding, trading in rubber, machinery, tools and equipment
Indirect subsidiaries held through GTS		
SND Teguh Enterprise Sdn. Bhd.	100	Rubber planting and estate management
Pullah PC Daud Sdn. Bhd.	100	Rubber planting and estate management
Indirect subsidiaries held through GRHM		
Galley Reach Holdings Ltd*	100	Land owner, extraction, processing and supply of rubber
Indirect subsidiaries held through Galley Reach Holdings Ltd		
Veimauri Plantations Ltd	100	Land owner, extraction, processing and supply of rubber
The British New Guinea Development Ltd	100	Land owner, extraction, processing and supply of rubber
Kanosia Estates Ltd	100	Land owner, extraction, processing and supply of rubber

Note:

* Galley Reach Holdings Limited and its subsidiaries lease, own, and develop approximately 15,313 hectares of land about 80KM from Port Moresby, the capital of Papua New Guinea. Of this, around 6,450 hectares have been identified as readily plantable with rubber, with approximately 3,513 hectares already cultivated.

⁽¹⁾ Tham Foo Choon, and Tham Kin Shun are directors of Greenyield Holdings, Greenyield and GRHM. Greenyield Holdings hold remaining 35% equity interest in GRHM.

2.4 Classes of Related Parties

The Proposed Renewal of RRPT Mandate will apply to the following classes of Related Parties:

- (i) Directors;
- (ii) Major Shareholders; and
- (iii) Persons Connected with our Directors and/or Major Shareholders.

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2. DETAILS OF THE PROPOSED RENEWAL OF RRPT MANDATE (CONT'D.)

2.5 Details of RRPTs contemplated under the Proposed Renewal of RRPT Mandate

The classes and nature of the RRPTs of our Group are as follows:

Name	Name of Related Party	Nature of transactions	Interested Related Parties	Estimated value as disclosed in the preceding year's circular dated 30 April 2024 (RM)	Actual value transacted since last AGM up to the LPD (RM)	Estimated value to be incurred from the date of the 23 rd AGM to the next AGM (RM)
Greenyield Group	GRHM Group	Sale of plantation related products and services by Greenyield Group to GRHM Group	<u>Director and Major Shareholders of Greenyield</u> Tham Foo Keong Tham Foo Choon	2,700,000	667,736	2,700,000
Greenyield Group	GRHM Group	Purchase of rubber and plantation related products and services by Greenyield Group from GRHM Group	<u>Major Shareholders</u> Tham Fau Sin Tham Chong Sing <u>Director</u> Tham Kin-On Tham Kin Shun <u>Interested Persons Connected</u> Tham Kin Wai Tham Kinyiq Twong Yoke Peng Chan Mee Yee Lim Choi Thai Tham Kinfuei Tham Chui Ping Tham Kin Leet Tham Chui Yenn Tham Kin On Tham Sip Foong Tham Suit Mui Tham Swee Chan	26,000,000	7,365,330	26,000,000

Note:

- Tham Foo Keong, Tham Foo Choon, Tham Fau Sin and Tham Chong Sing, who each holds 25% direct interest in the ordinary shares of Greenyield Holdings, are Directors of Greenyield Holdings and are also Major Shareholders of Greenyield. Tham Kin On and Tham Kin Shun are also Directors of Greenyield Holdings. Tham Foo Choon, Tham Kin Shun, Tham Kinyiq are Directors of Greenyield Berhad and GISB. Tham Foo Keong and Tham Foo Choon are Directors of RCP and Gimflow. Tham Foo Keong, Tham Foo Choon and Tham Kin Shun are also directors of GTS and GRHM.
- These estimated aggregate values have been arrived at by the Group after taking into account Management's forecasts based on historical data, normal level of transactions to be entered into and anticipated business volume from the date of the 23rd AGM to the next AGM. Nevertheless, the estimated aggregate value may vary from the actual amount and are subject to changes.

2.6 Details of the sums due and owing by the Related Parties

As at LPD, the breakdown of the total outstanding amount due and owing to the Group by the Related Parties, which exceeded the credit period are as follows:-

Name of Related Party	Nature of transactions	Amount due which exceeded the credit term ("Overdue Sum") (RM'000)			
		≤ 1 year	>1 year- 3 years	> 3 year - 5 years	> 5 years
GRHM Group	Sale of plantation related products and services by Greenyield Group to GRHM Group	963	1,341	-	-
Total		963	1,341	-	-

2. DETAILS OF THE PROPOSED RENEWAL OF RRPT MANDATE (CONT'D.)

2.6 Details of the sums due and owing by the Related Parties (Cont'd.)

There were no late payment charges imposed on the outstanding amount due by the Related Parties as the Overdue Sum was all trade in nature and payment was in line with the Group's normal business practices.

The Management monitors and reviews the outstanding amounts due and owing by the Related Parties on a regular basis. The Group has and will continue to meet and discuss with the relevant Related Parties to pursue for settlement of the outstanding amounts due.

2.7 Disclosure and Review of Procedures for RRPT(s)

The Group has established various procedures to ensure that the RRPTs are undertaken on an arm's length basis and on normal commercial terms and transaction prices consistent with the Group's usual business practices and policies, which are not more favourable to the Related Parties than those extended to the public and are not to the detriment of the minority shareholders.

The review and approval procedures established by the Group for the RRPTs are as follows:-

- (a) The identity of the Related Parties are disclosed/circulated within the Group and at the same time, the Related Parties are notified that all RRPTs are required to be taken on an arm's length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public;
- (b) The thresholds for approval of RRPTs are consistent with those transactions entered into with unrelated parties. The Group has in place internal levels of authority governing all business transactions. As the RRPTs are conducted in the ordinary course of business, the transactions will be covered under the same levels of authority;
- (c) All RRPTs to be entered into will be reviewed by the Audit Committee and reported to the Board to ensure that the transactions are in the best interest of the Company, fair, reasonable and on normal commercial terms, not more favourable to the Related Parties and will not be detrimental to the minority shareholders;
- (d) The Directors having interest in any RRPT shall abstain from voting on any matter relating to decisions to be taken by the Board and deliberations, as well as shall ensure that the Major Shareholders and Persons Connected with them abstain from voting on the resolution approving the transactions;
- (e) Records will be maintained by the Company to capture all RRPTs which are entered into;
- (f) Where possible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/ services and/or quantities;
- (g) Where quotation or comparative pricing from unrelated third parties cannot be obtained, for any reason, the transaction price will be determined by the Group based on the usual business practices of the Group to ensure the RRPTs are not detrimental to the Company and the Group;
- (h) The Audit Committee shall review the internal audit reports on an annual basis to ascertain that the guidelines and procedures established to monitor the RRPTs have been complied with;
 - (i) Immediate announcement will be made when the actual amount of a RRPT exceeds the estimated value disclosed in the Circular/Statement by 10% or more;
 - (ii) The Audit Committee will review the cumulative value of all RRPTs on a quarterly basis;
 - (iii) Disclosure will be made in the following year's annual report of the Company of the aggregate value of transactions conducted pursuant the shareholders' mandate; and
 - (iv) In respect of any new RRPT not covered under a shareholders' mandate, it will be subject to review and approval by a Director and one (1) senior management who have no interest in the transaction. If the Director has interest (direct or indirect) in any transaction, senior management will seek approval from the Board and that Director will recuse himself from discussions and decisions involving the issues of his interest, and shall abstain from voting as a Director on the relevant transactions. The Audit Committee and Board will be notified of any transaction which requires announcement to Bursa Securities pursuant to Paragraph 10.09(1) of the Listing Requirements.

3. STATEMENT BY THE AUDIT COMMITTEE

The Audit Committee, having seen and reviewed the procedures outlined in Section 2.7, is of the view that these procedures are sufficient to ensure that the RRPTs are conducted on terms that are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of Greenyield. Furthermore, any member of the Audit Committee with an interest in a particular RRPT will abstain from participating in the review of that transaction.

The Audit Committee is also of the opinion that Greenyield Group has established adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. These procedures and processes are subject to review on an annual basis, or as and when the need arises.

4. DISCLOSURE IN ANNUAL REPORT

Disclosure will be made in the Company's annual report, as well as in the annual reports for subsequent financial years during which the authority pursuant to the Proposed Renewal of RRPT Mandate remains in force. Such disclosure will include the breakdown of the aggregate value of RRPTs undertaken during the financial year, the types of RRPTs entered into, the names of the related parties involved in each category of RRPT, and the nature of their relationship with the Group.

5. RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF RRPT MANDATE

The Proposed Renewal of RRPT Mandate will allow the Group to continue carrying out the RRPT necessary for the Group's day-to-day operations, while enhancing the Group's ability to pursue time-sensitive business opportunities more efficiently.

By adopting this mandate, the Group will no longer need to issue separate announcements or convene general meetings each time shareholder approval is required under Paragraph 10.09 of the Listing Requirements. This streamlining will significantly reduce costs associated with ad-hoc meetings, improve administrative efficiency, and enable resources to be directed towards achieving broader corporate objectives.

The RRPTs are structured to meet the Group's business needs on the most favorable terms. Transactions with Related Parties provide the Group with the advantage of familiarity with the background, financial standing, and management, thereby supporting more informed commercial decisions. In practice, the Group and its Related Parties share a strong understanding of each other's business requirements and expectations, creating a platform for mutually beneficial outcomes.

6. EFFECTS OF THE PROPOSED RENEWAL OF RRPT MANDATE

The Proposed Renewal of RRPT Mandate will not have any effect on the share capital and substantial shareholders' shareholdings in our Company, and is not expected to have any material effect on the net assets, earnings and gearing of the Group.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

As at the LPD, the shareholdings of the interested Directors, interested Major Shareholders and interested Persons Connected with them, in the Proposed Renewal of RRPT Mandate are as follows:-

Name	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Directors:				
Tham Foo Choon	71,971,264	12.99	8,237,233 ^(a)	1.49
Tham Kin Shun	4,000,000	0.72	-	-
Tham Kin Wai	100,000	0.02	-	-
Tham Kinyiq	1,050,000	0.19	-	-

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM (CONT'D.)

Name	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Major Shareholders:				
Tham Foo Keong	95,935,691	17.31	38,380,205 ^(a)	6.93
Tham Foo Choon	71,971,264	12.99	8,237,233 ^(a)	1.49
Tham Chong Sing	72,382,607	13.06	148,100 ^(a)	0.03
Tham Fau Sin	60,334,936	10.89	2,732,000 ^(a)	0.49
Persons Connected				
Chan Mee Yee	1,237,233	0.23	-	-
Tham Chui Yenn	3,000,000	0.54	-	-
Tham Chui Ping	48,100	0.01	-	-
Twong Yoke Peng	19,162,560	3.46	-	-
Tham Kin On	19,217,645	3.47	-	-
Lim Choi Thai	76,000	0.01	-	-
Tham Kinfuei	900,000	0.16	-	-
Tham Kin Leet	706,000	0.13	-	-
Tham Sip Foong	10,000	0.00	-	-
Tham Suit Mui	80,000	0.01	-	-
Tham Swee Chan	80,000	0.01	-	-

^(a) Deemed interested by virtue of his spouse and children's shareholding in the Company pursuant to Section 59(1)(c) of the Companies Act 2016

The interested Directors have abstained and will continue to abstain from all deliberation and voting in relation to the RRPT at the Company's Board Meetings.

Accordingly, the interested Directors and interested Major Shareholders will abstain from voting in respect of their shareholdings direct and indirect in the Company on the resolution pertaining to the shareholders' mandate for the RRPT involving the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming AGM to be convened. In addition, the interested Directors and interested Major Shareholders shall undertake to ensure that Persons Connected to them shall abstain from voting in respect of their direct/indirect shareholdings in the Company, if any, on the resolutions pertaining to the said Proposed Renewal of RRPT Mandates to be tabled at the 23rd AGM to be convened.

8. DIRECTORS' RECOMMENDATION

The Board (save for the interested Directors), having considered all aspects of the Proposed Renewal of RRPT Mandate, is of the opinion that the Proposed Renewal of RRPT Mandate is in the best interest of the Company.

Accordingly, the Board recommends that our shareholders vote in favour of the Ordinary Resolution 8 in respect of the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming 23rd AGM.

9. FURTHER INFORMATION

You are advised to refer to Appendices I and II set out in this Circular/Statement for further information.

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ORDINARY RESOLUTION TO BE TABLED AT THE 23RD AGM OF GREENYIELD IN RELATION TO THE PROPOSED RENEWAL OF RRPT MANDATE

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

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 2.5 of Part A of the Circular/Statement to Shareholders dated 30 April 2026, 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.

PART B

PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

1. INTRODUCTION

The Company, at its 22nd AGM held on 5 June 2025, obtained shareholders' approval on the Proposed Renewal of Share Buy-Back Mandate, authorizing the Company to purchase up to ten percent (10%) of the total number of issued shares in the capital of the Company at any point of time through Bursa Securities. In accordance with the Listing Requirements governing share buy-backs, this approval will continue to be in force until the conclusion of the forthcoming 23rd AGM of the Company, scheduled to be held on 4 June 2026.

The purpose of this Statement is to provide you with the relevant information regarding the Proposed Share Buy-Back Mandate and to seek your approval for the Ordinary Resolution 9 pertaining thereto. Which will be tabled at the 23rd AGM of the Company on Thursday, 4 June 2026.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

The Company proposes to seek shareholders' approval at the forthcoming 23rd AGM for the Proposed Renewal of Share Buy-Back Mandate.

The Proposed Renewal of Share Buy-Back Mandate, if approved by the shareholders, shall take effect immediately upon the passing of the Ordinary Resolution 9 at the forthcoming 23rd AGM and shall remain in force until:-

- (a) the conclusion of the next AGM of the Company following this forthcoming AGM at which the ordinary resolution for the Proposed Renewal of Share Buy-Back Mandate is passed, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, that authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

3. MAXIMUM NUMBER OR PERCENTAGE OF SHARES TO BE PURCHASED

The maximum number of Greenyield Shares which may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time in compliance with Paragraph 12.09 of the Listing Requirements.

The actual number of Greenyield Shares to be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Mandate, the total amount of funds involved for each purchase and the timing of the purchase(s) will depend, inter-alia, on the market conditions and sentiments, the availability of financial resources and the retained profits of the Company at the time of the purchase(s).

4. FUNDING

The amount of funds allocated for the purchase of Greenyield Shares pursuant to the Proposed Renewal of Share Buy-Back Mandate will be financed through internally generated funds and/or external borrowings, the proportion of which will depend on the actual number of Greenyield Shares to be purchased, the price of the Shares, available funds at the time of purchase and other relevant cost factors.

In the event that the Company purchases its own shares using external borrowings, the Board will ensure that the Company does not foresee any difficulty in repayment of the borrowings and that the repayment will have no material effect on the cash flow of the Company.

The maximum amount of fund to be used for the purchase of Greenyield Shares pursuant to the Proposed Renewal of Share Buy-Back Mandate shall not exceed the aggregate balance standing in the retained profits of the Company at the point of purchase.

Based on the Audited Financial Statements for the financial year ended 31 December 2025, the retained profits of the Company stood at RM46,711,606.

Pursuant to Section 112(2) of the Act, the Company will perform a solvency test to satisfy the following conditions:-

- (i) The share buy-back should not result in the Company being insolvent and its capital being impaired at the date of the solvency statement; and
- (ii) The Company will remain solvent after each buy-back during the period of six (6) months after the date of the declaration made by a majority of the Directors.

5. TREATMENT OF SHARES PURCHASED

In accordance with Section 127(4) of the Act, the Directors may, at their discretion, deal with the shares purchased until all the shares have been dealt with in any of the following manners:-

- (a) To cancel all or part of the shares purchased; or
- (b) To retain all or part of the shares purchased as treasury shares as defined in Section 127 of the Act.

Based on Section 127(7) of the Act, where such shares purchased are held as treasury shares, our Directors may at their discretion:

- (a) distribute all or part of the treasury shares as dividends to our shareholders. Such dividends to be known as “shares dividends”;
- (b) resell all or part of the treasury shares in accordance with the Listing Requirements;
- (c) transfer all or part of the treasury shares for the purposes of or under an employees’ share scheme established by the Company and/or its’ subsidiaries;
- (d) transfer all or part of the treasury shares as purchase consideration;
- (e) cancel all or part of the treasury shares;
- (f) sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- (g) deal with the treasury shares in the manner as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities from the time being in force.

While the shares purchased are held as the treasury shares, the treasury shares shall not be taken into account in calculating the number or percentage of shares, or of a class of shares in our Company for any purposes including, without limiting the generality of the provision of Section 127 of the Act, the provision of any law or the requirements of the Company’s Constitution or the Listing Requirements on substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting. An immediate announcement will be made to Bursa Securities in respect of the intention of the Board on the treatments of the shares purchased i.e. notification of purchase, resale or transfer or cancellation of the shares purchased as per the Listing Requirements.

As at the date of this Circular/Statement, the Board has yet to make any decision with regards to the treatment of the shares so purchased in the future.

Where the Directors resolve to cancel the shares purchased or any treasury shares, the Company’s issued share capital shall be reduced accordingly by the number of shares cancelled. It is important to note that any cancellation of the shares pursuant to Section 127(15) of the Act shall not be deemed to be a reduction of share capital.

6. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

The Proposed Renewal of Share Buy-Back Mandate, if implemented, is expected to benefit the Company and its shareholders as follows:-

- (a) where the Directors resolve to cancel the shares purchased, the EPS of Greenyield Group is expected to be enhanced as a result of the reduction in the issued share capital of the Company as described in Section 8 on “Financial Effects to the Proposed Share Buy-Back”, thereby enabling long term and genuine investors to enjoy any potential corresponding increase in the value of their investments in the Company;
- (b) where the shares purchased may be held as treasury shares and resold in the open market to reap potential capital appreciation of the Shares without affecting the total issued share capital of the Company; and
- (c) the Company may be able to reduce any unwarranted volatility of its shares and assist to stabilise the supply, demand and price of its shares in the open market, thereby supporting the fundamental value of its shares.

7. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

The financial resources of Greenyield Group may be enhanced if the shares purchased and retained as treasury shares are subsequently resold at prices higher than the purchase cost. Further, advantages of the Proposed Renewal of Share Buy-Back Mandate are set out in Section 6 of this Statement.

The Proposed Renewal of Share Buy-Back Mandate, if implemented will reduce the financial resources of Greenyield Group and may result in the Group foregoing potentially more attractive investment opportunities that could arise in the future, or at the very least, deprive the Company and the Group of interest income that might otherwise be earned from the funds utilised for the share buy-back. In addition, it may lead to a lower level of cash reserves available for dividend distributions to shareholders, as funds would be channelled towards the purchase of shares. Should the Proposed Renewal of Share Buy-Back Mandate be financed through external borrowings, the Company’s net cash flow may be further impacted to the extent of the interest costs associated with such borrowings.

Nevertheless, the Proposed Renewal of Share Buy-Back Mandate is not expected to result in any material disadvantage to the Company or its shareholders, as any share buy-back exercise will only be undertaken after careful consideration of the financial resources of Greenyield Group and the potential impact on its shareholders. In exercising their discretion on the Proposed Renewal of Share Buy-Back Mandate, the Directors will remain mindful of the best interests of both the Company and its shareholders.

8. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

For illustrative purposes, assuming the Proposed Renewal of Share Buy-Back Mandate is implemented in full, the effects on the share capital, earnings, NA, working capital, gearing and shareholding structure of the Directors and Major Shareholders of the Company are as follows:

8.1 Issued Share Capital

Assuming the Proposed Renewal of Share Buy-Back Mandate is implemented in full and all the shares purchased are cancelled, the effects of both the minimum and maximum number of shares permitted to be bought back under the mandate on the issued share capital of the Company are illustrated below:-

	No. of Greenyield Shares
Issued share capital as at LPD	554,237,199
Less : Maximum number of Shares which may be purchased and cancelled pursuant to the Proposed Renewal of Share Buy-Back Mandate	(55,423,720)
Resultant issued share capital upon completion of the Proposed Renewal of Share Buy-Back Mandate	<u>498,813,479</u>

The Proposed Renewal of Share Buy-Back Mandate is not expected to have any effect on the Company's total issued share capital if the shares purchased are retained as treasury. However, the rights attached to such treasury shares in respect of voting, dividends and participation in other distributions or entitlements will be suspended for as long as they are held in treasury.

8.2 Earnings

The effect of the Proposed Renewal of Share Buy-Back Mandate on the Group's earnings and EPS will depend, among other factors, on the number of shares purchased, the purchase price of such shares, the funding costs incurred by the Group to finance the purchases, any loss of interest income, and the subsequent treatment of the purchased shares.

If the purchased shares are retained as treasury shares or subsequently cancelled, the number of shares used in the computation of EPS will be reduced. Accordingly, all other factors being equal, the Proposed Renewal of Share Buy-Back Mandate is expected to have a positive impact on the Group's EPS.

In the event that the purchased shares are resold, the impact on EPS will depend on the resale price. A gain on disposal would enhance EPS, whereas a loss would have the opposite effect.

8.3 NA

The consolidated NA of the Group may increase or decrease depending on the number of Greenyield Shares purchased, the purchase price, the cost of funding, and the treatment applied to the purchased shares.

The Proposed Renewal of Share Buy-Back Mandate will reduce the NA per share if the purchase price of the shares exceeds the NA per share at the time of purchase. Conversely, the NA per share will increase if the purchase price is lower than the NA per share at the time of purchase.

8.4 Working Capital

The Proposed Renewal of Share Buy-Back Mandate, when implemented, will reduce the Group's working capital and cash flow, with the extent of the reduction depending on the purchase price and the number of Greenyield Shares purchased.

For shares purchased and retained as treasury shares, any subsequent resale at a price higher than the initial purchase price would increase the Group's working capital and cash flow. The quantum of such increase would depend on the actual resale price(s) of the treasury shares and the number of treasury shares resold.

8.5 Gearing

The effect of the Proposed Renewal of Share Buy-Back Mandate on the Company's gearing will depend on the extent to which borrowings are utilised to fund the purchase of shares. Any utilisation of borrowings for such purchases would result in an increase in the Company's gearing.

8. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE (CONT'D)

8.6 Dividends

Assuming the Proposed Renewal of Share Buy-Back Mandate is implemented in full, and dividends are paid on the remaining issued share capital of the Company, the mandate may affect the quantum of dividends to be paid (if any), as it would reduce the cash available that could otherwise be utilized for dividend distributions. Nonetheless, the treasury shares purchased under the mandate may, at the Company's discretion, be distributed as dividends to shareholders.

Any future dividends to be declared by the Company will depend, inter-alia, on the profitability and cash flow position of the Group.

8.7 Directors and Substantial Shareholders' Shareholdings

Based on the Registers of Directors and Substantial Shareholders' shareholdings as at LPD, and assuming that the Proposed Share Buy-Back Mandate is implemented up to the maximum limit of 10% of the Company's total issued shares, with the purchased shares acquired from shareholders other than the Directors and Substantial Shareholders of Greenfield, the shares, the effects of the Proposed Share Buy-Back Mandate on the shareholdings of the Directors and Substantial Shareholders are illustrated below:

Substantial shareholders	Number of Shares held as at LPD [@]				After the Proposed Share Buy-Back [#]			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tham Foo Keong ^(a)	95,935,691	17.31	38,380,205 ^(b)	6.92	95,935,691	19.23	38,380,205	7.69
Tham Foo Choon ^(a)	71,971,264	12.99	8,237,233 ^(b)	1.49	71,971,264	14.43	8,237,233	1.65
Tham Chong Sing ^(a)	72,382,607	13.06	148,100 ^(b)	0.03	72,382,607	14.51	148,100	0.03
Tham Fau Sin ^(a)	60,334,936	10.89	2,732,000 ^(b)	0.49	60,334,936	12.10	2,732,000	0.55
Chew Kee Foo	32,591,281	5.88	-	-	32,591,281	6.53	-	-

Directors	Number of Shares held as at LPD [@]				After the Proposed Share Buy-Back [#]			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tham Foo Choon ^(a)	71,971,264	12.99	8,237,233 ^(b)	1.49	71,971,264	14.43	8,237,233 ^(b)	1.65
Tham Kin Shun	4,000,000	0.72	-	-	4,000,000	0.80	-	-
Tham Kin Wai	100,000	0.02	-	-	100,000	0.02	-	-
Tham Kinyiq	1,050,000	0.19	-	-	1,050,000	0.21	-	-
Voon Sze Lin	3,632,800	0.66	37,415,000 ^(c)	6.75	3,632,800	0.73	37,415,000	7.50
Chong Sin Hao	650,900	0.12	19,662,300 ^(d)	3.55	650,900	0.13	19,662,300	3.94
Datuk Ir. Kamarudin Bin Md Derom	-	-	-	-	-	-	-	-
Lee Kim Hong	-	-	-	-	-	-	-	-
Syakur Bin Dato' Mohd Suhaimi	-	-	-	-	-	-	-	-

Notes:

[@] Computation of percentage of shareholdings is based on total issued Shares of Greenfield.

[#] Assuming the Proposed Share Buy-Back is implemented in full, i.e. up to 10% of total number of issued shares of the Company, the Purchased Shares are held as treasury shares and that the Directors and the substantial shareholders' shareholdings in Greenfield remain unchanged.

^(a) Tham Chong Sing, Tham Fau Sin, Tham Foo Keong and Tham Foo Choon are brothers.

^(b) Deemed interested by virtue of his spouse and children's shareholding in the Company pursuant to Section 59(1)(c) of the Companies Act 2016.

^(c) Deemed interested by virtue of his indirect shareholding in GV Asia Fund Limited, Warrants Capital Limited and DKIC Capital Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016.

^(d) Held through DKIC Capital Sdn. Bhd.

9. PUBLIC SHAREHOLDING SPREAD

As at LPD, the public shareholding spread of the Company was 29.99%. The Proposed Share Buy-Back Mandate will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with 25% public shareholding spread as required under Paragraph 8.02(1) of the Listing Requirements.

The Board will endeavor to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's Shares if the purchase would result in the public shareholding spread of the Company falling below 25% of its total issued share capital.

10. IMPLICATIONS OF THE CODE

If any one of the Directors, Substantial Shareholders and/or their respective parties acting in concert with them, as a result of the Proposed Renewal of Share Buy-Back Mandate:

- (a) obtains control in the Company (which is the holding of, or entitlement to exercise or control the exercise of, more than 33% of the voting shares or voting rights of the Company); or
- (b) increases his/their existing shareholdings of the Company (which is more than 33% but not more than 50% of the voting shares or voting rights of the Company) by more than 2% in any six (6) months period,

the affected Director, Substantial Shareholder and/or parties acting in concert with them ("Affected Person(s)") would be obliged to undertake a mandatory offer for the remainder Greenyield Shares not already owned by them pursuant to the Code. However, a waiver to undertake a mandatory offer may be granted by the SC under the Code upon application by the Affected Person(s) before triggering the mandatory offer and subject to the affected Director, Substantial Shareholder and/or parties acting in concert with them complying with certain conditions.

The Board is aware of the implications of the Code and will be mindful of such implications when making any purchase of Greenyield Shares pursuant to the Proposed Renewal of Share Buy-Back Mandate.

For the shareholders' information, based on the Register of Substantial Shareholders as at LPD and assuming the Proposed Renewal of Share Buy-Back Mandate is implemented in full and all the shares purchased are cancelled, the collective shareholdings of Greenyield Holdings and the PAC would remain above 50%. As such, the Proposed Renewal of Share Buy-Back Mandate is not expected to have any implication pursuant to the Code.

11. PURCHASE, RESALE, TRANSFER AND/OR CANCELLATION OF GREENYIELD SHARES IN THE PRECEDING TWELVE (12) MONTHS

The Company has not made any purchase, resale, transfer and/or cancellation of treasury shares of Greenyield in the twelve (12) months preceding the date of this Statement. As at the date of this Statement, the Company does not hold any treasury shares.

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12. MARKET PRICE OF THE COMPANY'S SHARES

The following table sets out the monthly highest and lowest prices of Greenyield Shares traded on Bursa Securities for the preceding twelve (12) months from April 2024 up to March 2025, being the LPD are as follows:-

	High (RM)	Low (RM)
<u>2025</u>		
April	0.215	0.170
May	0.240	0.185
June	0.230	0.185
July	0.190	0.160
August	0.190	0.185
September	0.220	0.175
October	0.200	0.175
November	0.195	0.170
December	0.180	0.160
<u>2026</u>		
January	0.180	0.165
February	0.185	0.165
March	0.200	0.175
Last transacted market price of Greenyield Shares on LPD being the latest practicable date prior to printing of this Statement	0.180	

(Source: Bursa Malaysia)

13. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the inadvertent increase in the percentage shareholdings and/or voting rights of the Directors and/or major shareholders of the Company as a result of the Proposed Renewal of Share Buy-Back Mandate, none of the Directors and/or major shareholders of the Company and/or persons connected to them, has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Mandate or the resale of the treasury shares (if any).

14. APPROVAL REQUIRED

The Proposals are subject to the approval of our shareholders at the forthcoming 23rd AGM.

15. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Mandate stated above, is of the opinion that the Proposed Renewal of Share Buy-Back Mandate is in the best interest of the Company. Accordingly, the Board recommends that the shareholders vote in favour of the Ordinary Resolution 9 pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled at the forthcoming 23rd AGM.

16. AGM

Ordinary Resolution 8 and Ordinary Resolution 9, relating to the Proposed Renewal of RRPT Mandate and Proposed Renewal of Share Buy-Back Mandate, as set out in the Notice of the 23rd AGM, will be tabled at the forthcoming 23rd AGM of the Company. The Notice of the 23rd AGM together with the Form of Proxy, the Administrative Guide for the 23rd AGM, and this Circular/Statement are available on the Company's website at <https://www.greenyield.com.my/>.

The 23rd AGM will be held at Melur Room, Level 3, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 4 June 2026 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modification, the Ordinary Resolution 8 and Ordinary Resolution 9 by way of poll, under the agenda of Special Business, to give effect to the Proposed Renewal of RRPT Mandate and the Proposed Renewal of Share Buy-Back Mandate.

Shareholders who are unable to attend and vote in person may appoint proxy(ies) by completing, signing and returning the Form of Proxy in accordance with the instructions printed therein. The completed Form of Proxy must be deposited at the office of 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 at 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 date and time fixed for holding the 23rd AGM or at any adjournment thereof.

Alternatively, shareholders may submit their Form of Proxy electronically via TIH Online at <https://tiah.online> before the proxy appointment cut-off time as stated above.

For further details on electronic submission, please refer to the Administrative Guide for the 23rd AGM. Please note that the submission of the Form of Proxy will not preclude you from attending and voting in person at the 23rd AGM should you subsequently decide to do so.

17. FURTHER INFORMATION

Shareholders are advised to refer to the Appendices II and III in this Circular/Statement for further information.

Yours faithfully

For and on behalf of the Board of Directors of
GREENYIELD BERHAD

THAM FOO CHOON
Executive Chairman

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ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular/Statement has been seen and approved by our Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or information contained in this Circular/Statement, or other facts and information the omission of which would make any statement in this Circular/Statement false or misleading.

2. MATERIAL CONTRACTS

As at the LPD, our Group has not entered into any material contracts (not being contracts entered into in the Group's ordinary course of business) within two (2) years immediately preceding the date of this Circular/Statement.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which has a material effect on the financial position of our Group and our Board is not aware of any proceedings, pending or threatened, against our Group.

4. MATERIAL COMMITMENTS

As at the LPD, there is no material commitment incurred or known to be incurred by our Company or our Group, which upon being enforced, may materially affect the financial position of our Group.

5. CONTINGENT LIABILITIES

As at the LPD, there is no contingent liability incurred or known to be incurred by our Company or our Group, which upon becoming enforceable, may have a material impact on the financial position of our Group.

6. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office at Unit 2005, 20th Floor, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan during normal business hours from 8.30 a.m. to 5.30 p.m. from Mondays to Fridays (excluding public holidays) from the date of this Circular/Statement up to and including the date of the forthcoming 23rd AGM:-

- (i) Constitution of the Company; and
- (ii) Audited Financial Statements of the Company for the past two (2) financial years ended 31 December 2024 and 31 December 2025.

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ORDINARY RESOLUTION TO BE TABLED AT THE 23RD AGM OF GREENYIELD IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

ORDINARY RESOLUTION 9

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE”)

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

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 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 Mandate 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.