

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“Board”) of Greenyeld Berhad (“Company” or “Group”) recognises the importance of good corporate governance in protecting and enhancing shareholder value and financial performance of the Company. The Board is fully committed to maintaining the highest standards of transparency, accountability, and integrity, in line with the Malaysian Code of Corporate Governance (“MCCG”) and the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

The Board is pleased to present this statement of corporate governance which outlines how the Company applied the Principles and Best practices set out in the MCCG for the financial year ended 31 December 2023. Where there are gaps in the Company’s observation of any of the Best Practices of the MCCG, they are disclosed herein with explanations. The detailed application by the Company for each practices set out in the MCCG during the financial year is disclosed in the Corporate Governance Report (“CG Report”) in the Bursa Securities’ website. The CG Report is also available at [www.greenyeld.com.my](http://www.greenyeld.com.my).

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

#### I. BOARD RESPONSIBILITIES

##### FUNCTIONS OF THE BOARD

The Board has overall responsibilities for the performance and affairs of the Group. The Board members with a wide range of skills and experience from financial and business background lead and control the Group. To ensure the effective discharge of its functions and responsibilities, the Board established an internal governance model for the delegation of specific powers of the Board to the Executive Directors and the properly constituted Board Committees, namely the Audit, Nomination, and Remuneration Committees. The Board Committees are entrusted with specific responsibilities to oversee the Group’s affairs in accordance with their respective terms of references. All matters deliberated in the Board Committees are required to be reported to the Board for endorsement and/or approval. As such, the direction and control of the Group are firmly with the Board.

The Executive Directors, representing the Management, are primarily responsible for the Group’s day-to-day management and operations. The Executive Directors formulate operation plans and oversee the execution of these plans. The Independent Non-Executive Directors are actively involved in various Board Committees and contribute significantly to areas such as performance monitoring and enhancement of corporate governance and controls. They provide broader views, independent assessments and opinions on management proposals.

##### DUTIES AND RESPONSIBILITIES OF THE BOARD

The Group is led and managed by an effective Board consisting of professionals and competent directors with different qualifications, expertise, and experiences that are relevant to the management of the Group’s businesses. In fulfilling its fiduciary and leadership functions, the Board is primarily responsible in ensuring that there are appropriate systems and procedures in place to manage the Group’s strategic plans, business conduct, significant risks, succession planning, shareholders’ communication, internal control and management information systems in accordance with high standards of transparency, accountability and integrity.

The Board is leading and managing the Company in an effective and responsible manner. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for the manner in which the affairs of the Company are managed and have a legal duty to act in the best interest of the Company.

The Board assumes, amongst others, the following duties and responsibilities:-

- i) Reviewing and adopting the overall strategic plans and programs for the Company and the Group;
- ii) Overseeing and evaluating the conduct and performance of the Company’s and Group’s businesses including its control and accountability systems;
- iii) Reviewing, challenging and deciding on management’s proposals for the Group, and monitoring its implementation by Management;
- iv) Identifying principal risks and ensuring the implementation of a proper risk management system to manage such risks;
- v) Overseeing the development and implementation of shareholder and stakeholder communications policies;



## Corporate Governance Overview Statement

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### I. BOARD RESPONSIBILITIES (CONTINUED)

##### DUTIES AND RESPONSIBILITIES OF THE BOARD (CONTINUED)

- vi) Reviewing and approving financial statements;
- vii) Reviewing the adequacy and the integrity of the management information and internal controls system of the Company;
- viii) Ensuring that appropriate plans are in place in respect of the succession plan for the senior management of the Group; and
- ix) Undertaking a formal and objective annual evaluation to determine the effectiveness of the Board, the Board Committees and each individual Director.

##### CODE OF ETHIC AND CONDUCT

The Board has formalised in writing a Code of Conduct, setting out the standards to engender good corporate practices. The Code advocates the ethical values that form the basis for business decisions. The Code of Conduct has been communicated to all levels of employees in the Group.

The Board has also formalised in writing the Company's Whistle-Blowing Policy, which provides appropriate communication and feedback channels to facilitate whistle-blowing. In addition, the Board has formalised in writing the Company's Anti-Corruption Policy which provides principles, guidelines and requirements on how to deal with corrupt practices that may arise in the course of daily business and operational activities undertaken by the Company. The Code of Conduct, Whistle-Blowing Policy and Anti-Corruption Policy are available for reference at the Company's website at [www.greenyield.com.my](http://www.greenyield.com.my).

##### STRATEGIES PROMOTING SUSTAINABILITY

The Board is confident that the Company's strategies in delivering long-term growth would create economic value for the shareholders as well as protect stakeholders' interest. A report on sustainability activities, demonstrating the Group's commitment to the environment, community, workplace and employees and marketplace, is detailed in the Sustainability Statement.

##### ACCESS TO INFORMATION AND ADVICE

The Directors have access to timely and accurate information which enables the Directors to discharge their duties effectively and efficiently. At Board Meetings, the agenda and board papers are distributed in advance to enable Directors to have sufficient time to review the board papers and to obtain further explanation or clarification to facilitate the decision-making process. Representatives from the Management and external advisors may also be invited to attend meetings to provide insights and professional views, advice and explanation on specific items on the meeting agenda.

A well structured agenda also allows the Chairman of the Board good control over the conduct of the meeting and allocation of time for discussion of various matters. Senior Management and external advisors may be invited to attend Board Meetings to provide their professional views, advice and explanations on specific items on the agenda.

All Directors have full and unrestricted access to all information within the Group and direct access to the advice and services of the Company Secretary who advises the Board on the Directors' responsibilities under the respective legislations and regulations and Company's compliance with the relevant laws and regulatory requirements. The Directors may take independent advice, at the Company's expense, in the exercise of their duties should such advisory services be considered necessary.

All deliberation in terms of issues discussed and all decisions made during Board Meetings are recorded in the Board minutes for completeness and accuracy which are then circulated to all Directors and duly signed by the Chairman of the Meeting.



## Corporate Governance Overview Statement

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)****I. BOARD RESPONSIBILITIES (CONTINUED)****QUALIFIED AND COMPETENT COMPANY SECRETARIES**

Directors have direct access to the advice and services of the Group's Company Secretary. The Company Secretaries are qualified to act in accordance with the requirements of the Companies Act 2016. The Board is advised and updated on statutory and regulatory requirements pertaining to their duties and responsibilities as well as appropriate procedures for management of meetings. The Board is supported to ensure adherence to board policies and procedures, rules, relevant laws and best practices on Corporate Governance.

**BOARD CHARTER**

The Company's Board Charter clearly identifies the respective roles and responsibilities of the Board, Board Committees, and individual directors. It also clearly identifies the issues and decision reserved for the Board. The Board Charter will be periodically reviewed and the details of the Board Charter are available for reference at [www.greenyield.com.my](http://www.greenyield.com.my).

Any amendment to the Board Charter can only be approved by the Board. The Board Charter was last reviewed on 28 November 2022.

**TIME COMMITMENT**

The Board meets at least four (4) times a year at quarterly intervals, with additional meetings convened as and when deemed necessary. During the financial year, five (5) Board Meetings were held. The attendance at Board Meetings of the Directors during the financial year under review is set out hereunder:-

Directors	Position	Reflect the number of Board Meetings scheduled during the time the Director held office	Percentage of Attendance (%)
Tham Foo Keong	Executive Chairman	5/5	100
Tham Foo Choon	Deputy Group Managing Director	5/5	100
Tham Kin-On	Executive Director	5/5	100
Supramaniam A/L R.Ramasamy	Independent Non-Executive Director	4/5	80
Saryani Binti Che Ab Rahman (Appointed on 13 April 2023)	Independent Non-Executive Director	3/3	100
Mohd Ghazali Bin Yahaya (Appointed on 13 April 2023)	Independent Non-Executive Director	3/3	100
Dr. Zainol Bin Md. Eusof (Retired on 30 May 2023)	Independent Non-Executive Chairman	3/3	100
Yong Swee Lin (Resigned on 29 May 2023)	Senior Independent Non-Executive Director	3/3	100
Tham Kin Wai (Resigned on 31 December 2023)	Executive Director	5/5	100

Newly appointed directors are expected to declare their time commitment to the Board. If they plan to sit in other listed corporations as a director, they shall notify the Chairman of the Board or the Company Secretary before accepting any new directorship. The notification shall include an indication of time that will be spent on the new appointment.

Board Meetings follow a formal agenda and the Board has a schedule of matters specifically listed for its review and approval which ensures that the Board retains full and effective control over the Company.

The Board approves, inter alia, the preliminary announcements of interim and final results, all circulars and listing particulars, major capital expenditures, investment proposals; and reviews the overall system of internal controls.



## Corporate Governance Overview Statement

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)****I. BOARD RESPONSIBILITIES (CONTINUED)****DIRECTORS' TRAINING AND CONTINUING EDUCATION PROGRAMME**

The Board acknowledges the importance of continuous education and training programmes for its members to enable effective discharge of its responsibilities. All Directors have attended both Mandatory Accreditation Programme Part I (in relation to a Director's roles, duties and liabilities) and Part II (in relation to sustainability and the related roles of a Director) prescribed by Bursa Securities. Directors are encouraged to undergo continuous training programmes and seminars organised by the relevant regulatory authorities and professional bodies to keep abreast with the current development in the business environment as well as, to further enhance their business acumen, and professionalism in discharging their duties to the Company effectively.

Directors are regularly updated on the Group's businesses and the competitive and regulatory environment in which they operate. Directors also visit operation centres to have an insight into the Group's various operations to assist in making effective decisions for the Group.

During the financial year ended 31 December 2023, the Directors have attended trainings, conferences, seminars, site visits and/or workshops as listed below:-

<b>Directors</b>	<b>Training/Seminar/Conference</b>
Tham Foo Keong	1. Bursa PLCs Investor Relations Series: What do Investors look for in your Company?
	2. Introduction of Bursa Carbon Exchange & Centralised Sustainability Intelligence Platform Webinar
	3. Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers
	4. Management of Cyber Risk Programme
	5. Mandatory Accreditation Programme Part II: Leading for Impact
Tham Foo Choon	1. Rubber forum 2023
	2. Introduction of Bursa Carbon Exchange & Centralised Sustainability Intelligence Platform Webinar
	3. Management of Cyber Risk Programme
	4. Mandatory Accreditation Programme Part II : Leading for Impact
Tham Kin-On	1. MIA Webinar Series: Integrating Environmental, Social and Governance (ESG) into Organisational Financial Reporting Framework
	2. Mandatory Accreditation Programme Part II: Leading for Impact
Supramaniam A/L R.Ramasamy	1. Mandatory Accreditation Programme Part II : Leading for Impact
Mohd Ghozali Bin Yahaya	1. Mandatory Accreditation Programme
	2. Mandatory Accreditation Programme Part II: Leading for Impact
Saryani Binti Che Ab Rahman	1. Mandatory Accreditation Programme Part II: Leading for Impact
	2. Anti-Bribery and Anti-Corruption
	3. Management of Cyber Risk
	4. Asia Pacific Board Leadership Centre Webinar - "2023 Board and Audit Committee Priorities"
	5. EY New ISSB Sustainability Standards : Beyond Compliance
	6. Russells Reynolds Associates APAC Board Leadership Forum 2023

The Board is also briefed by the Company Secretary of any significant changes in laws and regulations that are relevant. The Directors continue to undergo other relevant training programs that can further enhance their knowledge in the latest development relevant to the Group, especially in areas of corporate governance and regulatory development, to carry out their responsibilities effectively.



## Corporate Governance Overview Statement

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)****II. BOARD COMPOSITION**

As at 31 December 2023, the Board of the Company comprises six (6) Directors, three (3) of whom are Executive Directors and the balance three (3) are Independent Non-Executive Directors, who fulfil the prescribed Listing Requirements of Bursa Securities that a minimum one-third (1/3) of the Board members be independent.

Changes in the Board composition during the financial year ended 31 December 2023 were as follows:-

- (i) Appointment of Encik Mohd Ghozali Bin Yahaya and Puan Saryani Binti Che Ab Rahman as the Independent Non-Executive Directors on 13 April 2023;
- (ii) Resignation of Mr. Yong Swee Lin as the Senior Independent Non-Executive Director on 29 May 2023;
- (iii) Retirement of Dr. Zainol Bin Md. Eusof as Independent Non-Executive Director on 30 May 2023; and
- (iv) Resignation of Mr. Tham Kin Wai as Executive Director on 31 December 2023.

The Board has reviewed its size and composition and is satisfied that its current size and composition are effective for the proper functioning of the Group. The profiles of each Director are set out in the Profile of the Board of Directors on pages 14 to 16 of this Annual Report.

**ROLES OF THE CHAIRMAN AND GROUP MANAGING DIRECTOR**

The position of Executive Chairman and the Group Managing Director is held by Tham Foo Keong who is primarily responsible for the orderly conduct and leadership of the Board and he has the overall responsibility for the day to day running of business, organisational effectiveness, and implementation of Board policies and decisions. As the Group Managing Director, by virtue of his position also functions as the intermediary between the Board and senior management, acts as the Group's official spokesperson, and is responsible for planning the future direction of the Group for the Board's consideration and approval. The Chairman functions both as Executive Chairman and Group Managing Director is supported by experienced Board Members with a wide range of expertise. The Board is mindful of the combined roles but is comfortable that there are no concerns as all related party transactions are dealt with in accordance with the Listing Requirements of Bursa Securities.

The independent directors play a crucial supervisory function. Their presence is essential in providing unbiased and impartial views for the Board's deliberation and decision-making process. In addition, the Non-Executive Directors ensure that relevant matters and issues are considered in taking the interest of all stakeholders in the Group.

**III. REMUNERATION****REMUNERATION POLICIES AND PROCEDURES**

The Remuneration Committee comprises exclusively of Independent Non-Executive Directors. The members of the Remuneration Committee are as follows:-

<b>Name</b>	<b>Designation</b>
Supramaniam A/L R.Ramasamy	Chairman, Independent Non-Executive Director
Mohd Ghozali Bin Yahaya	Member, Independent Non-Executive Director
Saryani Binti Che Ab Rahman	Member, Independent Non-Executive Director
Yong Swee Lin	Chairman, Senior Independent Non-Executive Director (Resigned on 29 May 2023)
Dr Zainol Bin Md Eusof	Member, Independent Non-Executive Director (Retired on 30 May 2023)



## Corporate Governance Overview Statement

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)****III. REMUNERATION (CONTINUED)****REMUNERATION POLICIES AND PROCEDURES (CONTINUED)**

The main responsibility of the Remuneration Committee is to review and determine the remuneration packages for Directors, Group Managing Director and key senior management officers to ensure that the rewards commensurate with their contribution and is reflective of their respective roles and responsibilities.

The terms of reference of the Remuneration Committee can be found at our website [www.greenyield.com.my](http://www.greenyield.com.my).

The Remuneration Committee held one (1) meeting during FYE2023 with full attendance and the main activities undertaken are as follows:-

- (i) Reviewed and recommended the remuneration packages for newly appointed Independent Non-Executive Directors;
- (ii) Reviewed and recommended the Directors' fees and benefits for the Independent Non-Executive Directors; and
- (iii) Reviewed and recommended the remuneration packages of the Executive Directors.

**Details of the Directors' Remuneration**

The remuneration of the Non-Executive Directors is generally fixed and any adjustment has to be approved by the shareholders during the Annual General Meeting. The determination of remuneration packages of Non-Executive Directors, should be a matter for the Board as a whole. The individuals concerned have abstained from discussing their own remuneration.

The policy practiced by the Company provides remuneration packages that commensurate with experience, roles and level of responsibilities. The quantum of each package should be adequate and comparable to public listed companies of similar size.

The aggregate remuneration of Directors received from the Company and on Group basis for the financial year ended 31 December 2023 is as follows:-

For FYE 2023 - In RM'000						
Category	Fees	Salaries	Bonuses and Other Emoluments	EPF and SOCSO	BIK	Total
<b>Received from the Company:</b>						
<b>Non-Executive Directors</b>						
Dr. Zainol Bin Md Eusof (Retired on 30 May 2023)	25	-	3	-	-	28
Mr. Yong Swee Lin (Resigned on 29 May 2023)	12	-	3	-	-	15
Mr. Supramaniam A/L R. Ramasamy	33	-	2	-	-	35
Encik Mohd Ghozali Bin Yahaya (Appointed on 13 April 2023)	26	-	2	-	-	28
Puan Saryani Binti Che Ab Rahman (Appointed on 13 April 2023)	26	-	2	-	-	28
<b>Total Non-Executive Directors</b>	<b>122</b>	<b>-</b>	<b>12</b>	<b>-</b>	<b>-</b>	<b>134</b>



## Corporate Governance Overview Statement

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)****III. REMUNERATION (CONTINUED)****REMUNERATION POLICIES AND PROCEDURES (CONTINUED)****Details of the Directors' Remuneration (Continued)**

The aggregate remuneration of Directors received from the Company and on Group basis for the financial year ended 31 December 2023 is as follows (Continued):-

For FYE 2023 - In RM'000						
Category	Fees	Salaries	Bonuses and Other Emoluments	EPF and SOCSO	BIK	Total
<b>Received on Group basis:</b>						
<b><u>Executive Directors</u></b>						
Mr. Tham Foo Keong	-	645	-	78	-	723
Mr. Tham Foo Choon	-	565	-	68	-	633
Mr. Tham Kin Wai (Resigned on 31 December 2023)	-	301	-	37	-	338
Mr. Tham Kin-On	-	403	-	50	-	453
<b>Total Executive Directors</b>	<b>-</b>	<b>1,914</b>	<b>-</b>	<b>233</b>	<b>-</b>	<b>2,147</b>
<b>Grand Total</b>	<b>122</b>	<b>1,914</b>	<b>12</b>	<b>233</b>	<b>-</b>	<b>2,281</b>

**PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT****I. AUDIT COMMITTEE**

The Audit Committee ("AC") of the Company as at 31 December 2023 comprises three (3) Independent Non-Executive Directors. The AC is chaired by the Independent Non-Executive Director, Puan Saryani Binti Che Ab Rahman. It is an existing practice for the AC to require a former key audit partner to observe a cooling-off period of at least two (2) years before being appointed as a member of the AC and such practice was formalised and incorporated in the Terms of Reference of AC since June 2018.

For details on the functions, composition, membership and summary of work of the AC in the financial year ended 31 December 2023 are discussed in the AC Report on pages 46 to 47 of this Annual Report.

**ASSESSMENT OF SUITABILITY AND INDEPENDENCE OF EXTERNAL AUDITORS**

The Group through the AC, maintains an active, transparent and professional relationship with its External Auditors in seeking professional advice and ensuring compliance with the accounting standards in Malaysia and the requirements of the Companies Act 2016.

The AC met the External Auditors once during the current financial year and whenever deemed necessary without the presence of the Executive Directors and/or the Management of the Company to discuss its audit plan, annual financial statements, and audit findings. This encourages a greater exchange of free and honest views and opinion between both parties.



## Corporate Governance Overview Statement

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONTINUED)

#### I. AUDIT COMMITTEE (CONTINUED)

##### ASSESSMENT OF SUITABILITY AND INDEPENDENCE OF EXTERNAL AUDITORS (CONTINUED)

The AC, assisted by the Management, undertakes an annual assessment of the suitability and independence of the External Auditors. The assessment of the External Auditor was conducted by completing personalised evaluation form as guided by the Corporate Governance Guide on Evaluation of External Auditors Performance and Independence checklist. The factors considered by the AC in its assessment include, adequacy of professionalism and experience of the staff, the resources of the external auditors, the fees and the independence of and the level of non-audit services rendered to the Group. The AC has assessed and is satisfied with the suitability and the confirmation provided by the external auditors that they have complied with the ethical requirements regarding independence with respect to the audit of the Group in accordance with all relevant professional and regulatory requirements. The AC has recommended to the Board on the re-appointment of Grant Thornton Malaysia PLT as the External Auditors of the Company.

The total fees paid to the External Auditors for the financial year ended 31 December 2023 are as follows:-

1) Audit Fees

The total audit fees (including both statutory and non-statutory audits) charged by the External Auditors for the Group and the Company, exclusive of expenses and applicable taxes, amounted to RM262,360 and RM47,000 respectively for the financial year ended 31 December 2023.

2) Non-Audit Fees

The total non-audit fees charged by the External Auditors for other services performed for the Company, exclusive of expenses and applicable taxes, amounted to RM45,000 for the financial year ended 31 December 2023.

A report on the AC which includes the AC's role in relation to the External Auditors is set out on pages 46 to 47 of this Annual Report.

#### II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

##### UPHOLD INTEGRITY IN FINANCIAL REPORTING

The Board is committed to providing a balanced, clear and comprehensive financial performance and prospects in all the disclosures made to the stakeholders and the regulatory authorities.

Timely release of announcements to Bursa Securities on quarterly results, financial statements and the annual report reflect the Board's commitment to provide transparent and up-to-date disclosures to the public. The Board is assisted by the AC in overseeing the Group's financial reporting process and the quality of its financial reporting. The AC will review and discuss significant matters and unusual transactions, if any, prior to submission to the Board for consideration and approval.

Prior to the presentation of the Company's financial statements to the Board for approval and issuance to stakeholders, AC meetings were conducted to review the integrity and comprehensiveness of the Company's financial statements in the presence of external auditors and the Group's and Company's Head of Corporate Finance.

The Board will obtain assurance from the AC to ensure that the preparation and fair presentation and disclosure in the financial statements are in accordance with applicable Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

In addition, the AC assists the Board by reviewing the findings of the internal audit reports including the recommendations made by the internal auditors and management's comments. Management's progress in improving specific areas of internal controls are also reviewed by the AC.



## Corporate Governance Overview Statement

**PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONTINUED)****II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK (CONTINUED)****STATEMENT OF DIRECTORS' RESPONSIBILITY IN RESPECT OF FINANCIAL STATEMENTS**

The Directors are required by the Companies Act 2016 to prepare financial statements for each financial year which have been made out in accordance with the Malaysian Financial Reporting Standards and IFRS Accounting Standards and give a true and fair view of the financial positions of the Group and the Company at the end of the financial year and of the financial performance and cash flows of the Group and the Company for the financial year.

In preparing the financial statements for the financial year ended 31 December 2023, the Directors have:-

- adopted suitable accounting policies and applied them consistently;
- ensured that applicable accounting standards have been followed;
- made judgments and estimates that are reasonable and prudent; and
- prepared financial statements on a going concern basis as the Directors have a reasonable expectation, having made enquiries, that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future.

The Directors are responsible for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial positions of the Group and Company and which enable them to ensure that the financial statements comply with the Companies Act 2016.

**STATE OF INTERNAL CONTROLS**

The Statement on Risk Management and Internal Control pursuant to Paragraph 15.26 (b) of the Listing Requirements of Bursa Securities is set out on pages 43 to 45 of this Annual Report.

**SOUND FRAMEWORK TO MANAGE RISK**

The Board of Directors acknowledges its responsibilities for the Company to maintain a sound system of internal controls covering financials, operations and compliance controls and to safeguard shareholders' investments as well as the Group's assets. While every effort is made to manage the significant risks, by its nature, the system can only provide reasonable but not absolute assurance against material misstatement or loss. Ongoing reviews are carried out by the Board, with the assistance of the AC, internal auditors and External Auditors, to safeguard the Group's assets.

**INTERNAL AUDIT FUNCTION**

The Board have appointed Talent League Sdn. Bhd. for an independent internal audit function which is in compliance with the Listing Requirements of Bursa Securities.

**PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP****I. COMMUNICATION WITH STAKEHOLDERS****ENSURE TIMELY AND HIGH QUALITY DISCLOSURE**

The Board recognises the importance of accurate and timely dissemination of information to shareholders about the Group's financial performance and other matters affecting the shareholders' interest. This is achieved through accurate and timely disclosures and announcements to Bursa Securities including the quarterly financial results, annual reports, circulars/statements and other general meetings.

The Board ensures that confidential information is handled properly to avoid leakage and improper use. In line with the best practices, the Board strives to disclose price sensitive information to the public as soon as practicable through Bursa Securities.



## Corporate Governance Overview Statement

### PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP (CONTINUED)

#### I. COMMUNICATION WITH STAKEHOLDERS (CONTINUED)

##### LEVERAGE ON INFORMATION TECHNOLOGY FOR EFFECTIVE DISSEMINATION OF INFORMATION

The Board endeavors to provide timely and accurate disclosure of all material information of the Group to shareholders and investors. Information is disseminated through various disclosures and announcements made to the Bursa Securities. These information are also electronically published at the Bursa Securities website at [www.bursamalaysia.com](http://www.bursamalaysia.com) and the Group's website at [www.greenyield.com.my](http://www.greenyield.com.my).

These information include:-

- a) Quarterly Announcements;
- b) Annual Reports;
- c) Circular/Statement to Shareholders; and
- d) Other Important Announcements.

The annual reports and quarterly announcements remain the principal forms of communication, providing shareholders and investors with an overview of the Group's activities and performance. The Annual General Meetings ("AGMs") and Extraordinary General Meetings ("EGMs") also serve as principal forums for dialogue and avenues for direct interaction between the Board of Directors and shareholders or investors. In addition, the Group maintains a query form on its website ([www.greenyield.com.my](http://www.greenyield.com.my)) where stakeholders can post questions which concern investor relations.

#### II. CONDUCT GENERAL MEETING

##### ENCOURAGE SHAREHOLDERS' PARTICIPATION AT GENERAL MEETINGS

The Board regards that AGMs and EGMs are the primary forum for communication by the Company with its shareholders and for shareholders' participation.

Pursuant to the Listing Requirements of Bursa Securities, any resolutions set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, must be voted by poll. Hence, voting for all resolutions as set out in the notice of general meeting will be conducted by poll. An independent scrutineer will be appointed to validate the votes cast at the general meetings.

Prior to AGMs and EGMs, shareholders will be provided with the notices of meetings and accompanying explanatory material such as notes, Annual Report and/or Circular/Statement to enable shareholders to exercise their rights. Notices of AGMs and EGMs will be issued in accordance with the requirements of the Companies Act 2016 and the Listing Requirements of Bursa Securities. The Board endeavors to serve earlier notice than the minimum notice period where practicable. The adequate time given to shareholders allows them to make necessary arrangements to attend and participate in the general meeting. Shareholders who are unable to attend an AGM or EGM, are encouraged to appoint proxy or proxies to attend and vote at meetings for and on their behalf.

Separate issues are tabled in separate resolutions at general meetings, voting is carried out systematically and resolutions are properly recorded.