



GREENYIELD BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Greenyield Berhad (“**Greenyield**” or the “**Company**”) (“**EGM**”) will be held at Melati Room, Level 2, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 7 July 2022 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY GREENYIELD OF 11,700,000 ORDINARY SHARES IN GREENYIELD RUBBER HOLDINGS (M) LTD (“GRHM”) (“GRHM SHARES”), REPRESENTING 65.0% EQUITY INTEREST IN GRHM FOR A PURCHASE CONSIDERATION OF UP TO RM87,809,653, SUBJECT TO ADJUSTMENTS, TO BE SATISFIED VIA CASH, ISSUANCE OF NEW ORDINARY SHARES IN GREENYIELD (“GREENYIELD SHARES”) (“CONSIDERATION SHARES”) AND IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN GREENYIELD (“ICPS”) (“PROPOSED ACQUISITION”)

“**THAT**, subject to the passing of the Special Resolution, conditions precedent stipulated in the conditional share sale agreement dated 21 March 2022 entered into by the Company with Greenyield Holdings Sdn Bhd, Premium Commodities Sdn Bhd, Tham Foo Keong, Tham Foo Choon, Tham Kin-On and Foong Sai Cheong (collectively, the “**Vendors**”) in respect of the Proposed Acquisition (“**SSA**”) being fulfilled or waived (as the case may be), approval be and is hereby given to the Company to acquire 11,700,000 GRHM Shares, representing 65.0% equity interest in GRHM from the Vendors for a total purchase consideration of up to RM87,809,653, which is subject to adjustments and to be satisfied in the following manner:

- (i) cash consideration amounting to RM3,000,000;
- (ii) issuance of up to 226,047,962 Consideration Shares; and
- (iii) issuance of up to 66,399,113 ICPS,

subject to the terms and conditions as stipulated in the SSA;

THAT, approval be and is hereby given to the Company to allot and issue the Consideration Shares and ICPS at the issue price of RM0.29 per Consideration Share and per ICPS, to satisfy the purchase consideration in respect of the Proposed Acquisition in accordance with the terms and conditions as stipulated in the SSA;

THAT, the Consideration Shares and the new Greenyield Shares to be issued upon conversion of the ICPS shall, upon allotment and issuance, rank equally in all respects with each other and the existing Greenyield Shares, save and except that the Consideration Shares and the new Greenyield Shares to be issued upon conversion of the ICPS shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the Consideration Shares and the new Greenyield Shares to be issued upon conversion of the ICPS;

THAT, the ICPS shall, upon allotment and issuance, rank equally in all respects among themselves without any preference or priority among themselves, and shall rank in priority to any class of ordinary shares in the capital of Greenyield but shall rank equally (and not in priority) with existing Greenyield Shares insofar as the right to receive dividends and/or distributions is concerned;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to sign and execute all documents, do all things and acts as may be required, necessary or appropriate to give full effect to the Proposed Acquisition with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted and to deal with all matters relating thereto and to take all such steps and do all acts and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENTS”)

“**THAT**, subject to the passing of the Ordinary Resolution, approval be and is hereby given for the Company to amend the existing Constitution of the Company in the manner as set out in **Appendix X** of the circular to shareholders of the Company in relation to the Proposed Acquisition and Proposed Amendments dated 15 June 2022 to enable the Company to implement the Proposed Acquisition;

AND THAT the Board be and is hereby authorised and empowered to take all steps and do all such acts, deeds and things as are necessary and/or expedient in order to implement, finalise and give full effect to the above with full power to assent to any conditions, modifications, variations and/or amendments in any manner as the Board may deem fit.”

BY ORDER OF THE BOARD

JOANNE TOH JOO ANN

SSM PC NO. 202008001119 (LS0008574)

WONG WAI FONG

SSM PC NO. 202008001472 (MAICSA 7001358)

WONG PEIR CHYUN

SSM PC NO. 202008001742 (MAICSA 7018710)

Company Secretaries
Kuala Lumpur

15 June 2022

Notes:

1. *For the purpose of determining who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 30 June 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend the EGM or appoint a proxy to attend, speak and vote on his/her/its behalf.*
2. *A member entitled to attend and vote at the EGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.*
3. *A member of the Company who is entitled to attend and vote at the EGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the EGM.*
4. *If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.*
5. *Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“**Central Depositories Act**”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
6. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**omnibus account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*
7. *Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*

8. *The appointment of a proxy may be made in a hard copy form and submit to the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of an electronic appointment, the Proxy Form must be submitted electronically via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the EGM on the procedure for electronic lodgement of Proxy Form via TIIH Online. All Proxy Forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote.*
9. *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*
10. *Please ensure ALL the particulars as required in this Proxy Form are completed, signed and dated accordingly.*
11. *Last date and time for lodging the Proxy Form is on Tuesday, 5 July 2022 at 11.00 a.m..*
12. *Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:*
 - (a) *Identity card (NRIC) (Malaysian), or*
 - (b) *Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or*
 - (c) *Passport (Foreigner).*
13. *For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the Proxy Form if this has not been lodged at the Company's registered office earlier.*