

**TURIYA BERHAD**

(55576-A)

NOTICE OF THIRTY-NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Ninth Annual General Meeting ("AGM") of the Company will be held at Dewan Perdana, Aras 1, Menara Suruhanjaya Koperasi Malaysia, Changkat Semantan Off Jalan Semantan, Bukit Damansara, 50490 Kuala Lumpur on Thursday, 26 September 2019 at 9.30 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and Auditors thereon. **Please refer to Note B on this Agenda Resolution 1**
- To approve the payment of Directors' fees and benefits payable amounting to RM287,851 for the financial year ended 31 March 2019.
- To approve the Directors' fees and benefits payable up to an amount of RM491,400 for the period from 1 April 2019 until the next Annual General Meeting of the Company to be held in 2020 (18 months). **Resolution 2**
- To re-elect the following Directors, who are retiring as a Directors of the Company in accordance with Article 107 of the Company's Articles of Association.
 - Mr. Jayapalasingam Kandiah **Resolution 3**
 - Ms. Usha Nathan **Resolution 4**
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT, the retiring Auditors and to authorise the Board of Directors to fix their remuneration. **Resolution 5**

SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications, the following Resolutions:-

- Authority for Directors to issue and allot shares in the Company pursuant to Section 76 of the Companies Act, 2016 **Resolution 6**

"THAT pursuant to Section 76 of the Companies Act, 2016 and subject to the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued capital of the Company for the time being **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- Proposed Adoption of New Constitution of the Company ("Proposed Adoption of New Constitution") **Special Resolution**

"THAT the existing Company's Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in Appendix A to Shareholders accompanying the Company's 2019 Annual Report be replaced thereof and adopted as the new Constitution of the Company with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and take such steps that may be necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution with full power to assent to any conditions, modifications, and/or amendments as may be required by any relevant authorities."
- To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

BY ORDER OF THE BOARD**TURIYA BERHAD****WONG YOUN KIM (MAICSA 7018778)**

Company Secretary

Kuala Lumpur

31 July 2019

NOTES:

- A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead and where a member appoints two proxies, the holder shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy or attorney need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
 - Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account;
 - Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorized nominee refers to an authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A (1) of the SICDA;
 - Where a member or the authorized nominee appoints two (2) proxies, or where an exempt authorized nominee appoints two (2) or more proxies, the proportions of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies; and
 - A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
 - The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing, or if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
 - The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 7.3, 7th Floor, Wisma Chase Perdana, Changkat Semantan, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the appointed time of holding this meeting or any adjournment thereof.
 - Depositors who appear in the Record of Depositors as at 20 September 2019 shall be regarded as Members of the Company entitled to attend the 39th Annual General Meeting or appoint a proxy to attend and vote on his/her behalf.
- B. Audited Financial Statements for the Financial Year ended 31 March 2019**
The Audited Financial Statements under Agenda 1 are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only as the approval of shareholders is not required. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS**Authority For Directors To Allot and Issue Shares**

The proposed Resolution 6 under item 6 of the Agenda, if passed, from the date of the above Annual General Meeting, will empower the Directors of the Company, with the authority to allot and issue shares in the Company up to an amount not exceeding 10% of the issued capital of the Company (excluding treasury shares) for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The general mandate sought to grant authority to Directors to allot and issue of shares is a renewal of the mandate that was approved by the shareholders at the Thirty-Eighth Annual General Meeting held on 21 September 2018. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Thirty-Eighth Annual General Meeting as the need does not arise for any fund raising activity for the purpose of investment, acquisition or working capital.

Special Resolution – Proposed Adoption of New Constitution

The Special Resolution will align the Constitution of the Company with the relevant provisions of the Companies Act, 2016, the updated Main Market Listing Requirements of Bursa Securities and the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency. The proposed New Constitution is set out in the Appendix A accompanying the Annual Report.

This special resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.