



**NOTICE IS HEREBY GIVEN THAT** the Fortieth Annual General Meeting ("AGM") of the Company will be held at Suite 10.1, Wisma Chase Perdana, Changkat Semantan, Damansara Heights 50490 Kuala Lumpur on Monday, 28 September 2020 at 9.30 a.m. for the following purposes:-

**AGENDA**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon.   | <b>Please refer to Note A on this Agenda</b>                      |
| 2. To approve the payment of Directors' fees and benefits payable up to an amount of RM463,200 for the financial year ending 31 March 2021.  | <b>Resolution 1</b>   |
| 3. To re-elect En. Mohd Kamal Bin Mohd Zahari who is retiring as a Director of the Company in accordance with Clause 97.1 of the Company's Constitution.   | <b>Resolution 2</b>   |
| 4. To re-elect the following Directors, who are retiring as Directors of the Company in accordance with Clause 99 of the Company's Constitution:-<br>i) Dato' Halim Bin Muhamat<br>ii) YM Tunku Dato' Yaacob Khyra | <b>Resolution 3</b><br><b>Resolution 4</b><br><b>Resolution 5</b> |
| 5. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT, the retiring Auditors and to authorise the Board of Directors to fix their remuneration.   |   |

**SPECIAL BUSINESS**

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

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| 6. Authority for Directors to issue and allot shares in the Company pursuant to Section 76 of the Companies Act, 2016<br>"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 <b>AND THAT</b> such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."  | <b>Resolution 6</b> |
| 7. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out in Section 2.8 of the Circular to Shareholders dated 28 August 2020 ("Proposed Shareholders' Mandate")<br>"THAT subject to the provision of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Turiya Berhad to enter into and to give effect to the specified Recurrent Related Party Transactions of a revenue or trading nature with the Related Parties as set out in Section 2.8 of the Circular to Shareholders dated 28 August 2020 which are necessary for its day-to-day operations, to be entered into by Turiya Berhad on the basis that these transactions are entered into on transaction prices and terms which are not more favourable to the Related Parties than generally available to the public and are not detrimental to the minority shareholders of the Company;<br><b>THAT</b> then Proposed Shareholders' Mandate is subject to annual renewal, <b>AND THAT</b> any authority conferred by the Proposed Shareholders' Mandate, shall only continue to be in force until:<br>(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the Proposed Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the General Meeting, the authority is renewed; or<br>(ii) the expiration of the period within which the AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or<br>(iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,<br>whichever is earliest;<br><b>AND FURTHER THAT</b> the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders' Mandate." | <b>Resolution 7</b> |
| 8. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.   |                     |

By Order of The Board

**TURIYA BERHAD**

**WONG YOUN KIM (MAICSA 7018778)**

(SSM Practising Certificate No. 201908000410)

Company Secretary

Kuala Lumpur

28 August 2020

**NOTES:**

- A member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead and where a member appoints two (2) 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 (1) 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 24 hours before the appointed time of holding this meeting or any adjournment thereof.
- Depositors who appear in the Record of Depositors as at 21 September 2020 shall be regarded as Members of the Company entitled to attend the 40th Annual General Meeting or appoint a proxy to attend and vote on his/her behalf.

**A. Audited Financial Statements for the Financial Year ended 31 March 2020**

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****Resolution 6 – 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 ten (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-Ninth Annual General Meeting held on 21 September 2019. 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-Ninth Annual General Meeting as the need does not arise for any fund raising activity for the purpose of investment, acquisition or working capital.

**Resolution 7 – Proposed Shareholders' Mandate**

The Proposed Resolution 7 is to obtain Shareholders' Mandate for Recurrent Related Party Transactions. Shareholders' Mandate will enable the Company and its subsidiaries ("the Group") to enter into Recurrent Related Party Transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the Related Parties than generally available to the public and are not detrimental to the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 28 August 2020 for further information.