



**NOTICE IS HEREBY GIVEN THAT** the Forty-First Annual General Meeting ("AGM") of the Company will be conducted on a fully virtual basis from Broadcast Venue at Conference Room, Suite 5.3, 5th Floor, Wisma Chase Perdana, Changkat Semantan, Damansara Heights, 50490 Kuala Lumpur on Monday, 27 September 2021 at 9.00 a.m. for the following purposes:-

**AGENDA**

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon. **Please refer to Note B on this Agenda**
- To approve the payment of Directors' fees and benefits payable up to an amount of RM248,800.00 for the period from 28 September 2021 until the next Annual General Meeting of the Company to be held in 2022. **Resolution 1**
- To re-elect the following Directors who are retiring as Directors of the Company in accordance with Clause 97.1 of the Company's Constitution:-  
(i) Mr. Abdulla Abdulaziz Ali Taleb; and  
(ii) Mr. Jayapalasingam Kandiah. **Resolution 2**  
**Resolution 3**
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT, the retiring Auditors and to authorise the Board of Directors to fix their remuneration. **Resolution 4**

**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 5**  
"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 Renewal of Existing 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 11 August 2021 ("Proposed Renewal of Existing Shareholders' Mandate") "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 11 August 2021 which are necessary for its day-to-day operations, to be 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; **THAT** then Proposed Renewal of Existing Shareholders' Mandate is subject to annual renewal, **AND THAT** any authority conferred by the Proposed Shareholders' Mandate, shall only continue to be in force until:  
(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the General Meeting, the authority is renewed; or  
(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  
(iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,  
whichever is earliest;  
**AND FURTHER THAT** 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 Renewal of Existing Shareholders' Mandate."  
**Resolution 6**
- 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

25 August 2021

**NOTES:****A. Appointment of Proxy**

- 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) 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.
- (i) 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;  
(ii) 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;  
(iii) 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  
(iv) 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 twenty-four (24) hours before the appointed time of holding this meeting or any adjournment thereof. In View of the National Recovery Plan, you may email your Form of Proxy to [office365support@hmc.my](mailto:office365support@hmc.my).
- Depositors who appear in the Record of Depositors as at 20 September 2021 shall be regarded as Members of the Company entitled to attend the Forty-First (41st) 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 2021**

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 5 – Authority For Directors To Allot and Issue Shares**

The proposed Resolution 5 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 Fortieth (40th) Annual General Meeting held on 28 September 2020. 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 Fortieth Annual General Meeting as the need does not arise for any fund raising activity for the purpose of investment, acquisition or working capital.

**Resolution 6 – Proposed Renewal of Existing Shareholders' Mandate**

The Proposed Resolution 6 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 those general available to the public and are not, in the Company's opinion, detrimental to the minority shareholder of the Company.

Please refer to the Circular to Shareholder dated 11 August 2021 for further information.



**TURIYA BERHAD**

(Registration No. 200201023149 198001001793 (55576-A))  
(Incorporated in Malaysia)

**NOTIFICATION TO SHAREHOLDERS OF THE ANNUAL GENERAL MEETING (“AGM”) OF TURIYA BERHAD (“TURIYA” OR “COMPANY”) WILL BE CONDUCTED ON A FULLY VIRTUAL BASIS FROM BROADCAST VENUE AT CONFERENCE ROOM, SUITE 5.3, 5TH FLOOR, WISMA CHASE PERDANA, CHANGKAT SEMANTAN, DAMANSARA HEIGHTS, 50490 KUALA LUMPUR ON MONDAY, 27 SEPTEMBER 2021 AT 9.00 A.M.**

Dear Shareholders,

As a result of the implementation of the National Recovery Plan, the Securities Commission Malaysia had on 1 June 2021 updated its Guidance Note and FAQs on the Conduct of General Meetings for listed issuers which states that listed issuers are only allowed to conduct fully virtual general meetings during this period. In a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders participate in the meeting online. Physical meetings or gatherings, irrespective of the number of participants involved are prohibited.

According to the updated Guidance Note and FAQs, an online meeting platform can be recognized as the meeting venue or main venue under Section 327(2) of the Companies Act 2016 provided that the online meeting platform is located in Malaysia.

In line with the National Recovery Plan, the Company wishes to inform that the venue of the AGM as follows:

Date : Monday, 27 September 2021  
Time : 9.00 a.m.  
Venue : Virtual from Broadcast Venue at  
Conference Room, Suite 5.3, 5<sup>th</sup> Floor  
Wisma Chase Perdana, Changkat Semantan  
Damansara Heights, 50490 Kuala Lumpur

Members who wish to participate at the AGM will have to register online and attend remotely. Please refer to the Administrative Guide for the AGM for details on remote participation access and electronic voting at the meeting.

If you have any enquiry or require any assistance before or during the AGM, please contact the following Administrator listed below during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays):

HMC Corporate Services Sdn Bhd  
Registration No. 198201003810 (83556-P)

Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur  
Telephone : +603 2241 5800  
Mobile : +6017 388 3989  
Email : [office365support@hmc.my](mailto:office365support@hmc.my)  
Contact Person : HMC Virtual Meeting Administrator

We would like to thank you for your understanding and continued support to the Company.

Yours faithfully  
TURIYA BERHAD

DATO' HALIM BIN MUHAMAT  
Independent Non-Executive Chairman



(Registration No. 200201023149 198001001793 (55576-A))  
(Incorporated in Malaysia)

## **ADMINISTRATIVE GUIDE**

**IN RESPECT OF THE ANNUAL GENERAL MEETING (“AGM”)  
WILL BE CONDUCTED ON A FULLY VIRTUAL BASIS FROM BROADCAST VENUE AT CONFERENCE  
ROOM, SUITE 5.3, 5TH FLOOR, WISMA CHASE PERDANA, CHANGKAT SEMANTAN, DAMANSARA  
HEIGHTS, 50490 KUALA LUMPUR**

<b>DATE:</b>  Monday, 27 September 2021	<b>TIME:</b>  9.00 a.m.	<b>VENUE:</b>  Virtual from Broadcast Venue at Conference Room, Suite 5.3, 5 <sup>th</sup> Floor, Wisma Chase Perdana, Changkat Semantan Damansara Heights, 50490 Kuala Lumpur
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### **Mode of Meeting**

Due to the unprecedented circumstances arising from the measures that have been implemented nationwide to limit the spread of the Covid-19, the Company will conducted a fully virtual basis via online meeting platform and online remote voting facilities.

### **Online Meeting Platform**

According to the updated Guidance Note and FAQs issued by the Securities Commission on 1 June 2021, an online meeting platform can be recognized as the meeting venue or main venue under Section 327(2) of the Companies Act 2016 provided that the online meeting platform is located in Malaysia. All meeting participants including the Chairperson of the meeting, board members, senior management and shareholders participate in the meeting online. Physical meetings or gatherings, irrespective of the number of participants involved are prohibited.

### **General Meeting Record of Depositors**

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 September 2021 (General Meeting Record of Depositors) shall be eligible to participate, speak and vote at the AGM or appoint proxy(ies) to participate and/or vote on his(her) behalf.

### **Proxy**


2. A member entitled to participate and vote remotely at the AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to participate in the AGM and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to participate the AGM via Virtual Meeting Facilities on 27 September 2021, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.
4. 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 later than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, not later than **Sunday, 26 September 2021 at 9.00 a.m.** In View of the National Recovery Plan, you may email your Form of proxy to [office365support@hmc.my](mailto:office365support@hmc.my)

## Poll Voting

5. The voting at the AGM will be conducted by poll in accordance with Clause 75 of the Company's Constitution. The Company has appointed HMC CORPORATE SERVICES SDN BHD as Poll Administrator to conduct the poll by way of online voting and USearch Management Services as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the AGM at 9.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also display on the screen upon the commencement of the voting session. Upon completion of the voting session for the AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

## Virtual Meeting Facilities

7. We would like to invite the Shareholders to participate and vote remotely at the AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. For the appointed Corporate Representatives representing the Corporate Shareholders, please register yourself via the Registration Link provided below and to provide the following documents to Turiya Berhad not later than **Sunday, 26 September 2021 at 9.00 a.m.:**
  - (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
  - (b) Corporate Representative's e-mail address and hand-phone number.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the AGM via the Virtual Meeting Facilities, please submit the duly executed Form of Proxy to Turiya Berhad not later than **Sunday, 26 September 2021 at 9.00 a.m** and **register yourself via the Registration Link below.**
10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting facilities:

<b>BEFORE THE AGM</b>		
(a)	REGISTRATION	<ul style="list-style-type: none"> <li>• Please click on the following link to register yourself as Shareholder/Corporate Representative/Beneficiary Owner of an Exempt Nominee for verification of attendance purpose. Registration Link <a href="https://bit.ly/3fp7GcL">https://bit.ly/3fp7GcL</a></li> </ul>
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> <li>• Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.</li> </ul>
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> <li>• You may submit any questions online by scanning the QR Code below or via <a href="https://bit.ly/3imzznN">https://bit.ly/3imzznN</a> and to submit your questions accordingly:</li> </ul> <div style="text-align: center;">  </div>
<b>ON THE AGM DAY</b>		
(d)	PARTICIPATION	<ul style="list-style-type: none"> <li>• To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of meeting at 9.00 a.m. on 27 September 2021.</li> <li>• If you have any questions to be raised during the meeting, you may submit it by using the Q&amp;A box.</li> <li>• The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.</li> </ul>

(e)	ONLINE VOTING	<ul style="list-style-type: none"> <li>• Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room.</li> <li>• Members or proxies may commence voting from 9.00 a.m. on 27 September 2021 until such time when the Chairman announces the closing of the voting session.</li> <li>• After the counting of votes, the Chairman will announce the poll results.</li> </ul>
(f)	CLOSURE	The AGM will be closed upon the announcement by the Chairman.

#### **No Door Gift**

11. There will be no distribution of door gifts for the participation of the AGM.

#### **No Recording or Photography**

12. Unauthorised recording and photography are strictly prohibited at the AGM.

#### **Enquiry**

13. If you have any enquiry or require any assistance before or during the AGM, please contact the following Administrator listed below during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays):-

**HMC CORPORATE SERVICES SDN BHD**  
**Registration No. 198201003810 (83556-P)**

Level 2, Tower 1, Avenue 5  
 Bangsar South City  
 59200 Kuala Lumpur  
 Tel : 603-2281 5800  
 Mobile/WhatsApp: 017 388 3989  
 Fax : 603-2282 5022  
 Email : [office365support@hmc.my](mailto:office365support@hmc.my)  
 Contact Person: HMC Virtual Meeting Administrator