



TURIYA BERHAD
(Reg. No. 198001001793 (55576-A))

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Fourth Annual General Meeting ("AGM") of the Company will be held at Perdana Hall, Suite 4.1, 4th Floor, Wisma Chase Perdana, Changkat Semantan, Damansara Heights, 50490 Kuala Lumpur on Wednesday, 25 September 2024 at 10.30 a.m. for the following purposes:-

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. **Please refer to Note B on this agenda**
- To approve the Directors' fees and benefits payable up to an amount of RM248,800.00 for the period from 26 September 2024 until the next Annual General Meeting of the Company to be held in 2025. **Resolution 1**
- To re-elect Mr. Jayapalasingam Kandiah as the Director who retire pursuant to Clause 97.1 of the Company's Constitution and being eligible, offer himself for re-election. **Resolution 2**
- To re-elect Dato' Ahmad Rizal bin Abdul Rahman as the Director who retire pursuant to Clause 104 of the Company's Constitution and being eligible, offer himself for re-election. **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**

As Special Business

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

6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"THAT subject always to the Companies Act, 2016 ("Act"), Company's Constitution, Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being."

Resolution 5

- To transact any other business for 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

31 July 2024

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 authorised 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 authorised nominee that 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 authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised 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 authorised nominee appoints two (2) proxies, or where an exempt authorised 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 authorised 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.
- Depositors who appear in the Record of Depositors as at 18 September 2024 shall be regarded as Members of the Company entitled to attend the Forty-Fourth (44th) 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 2024

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 Ordinary Business:-

- Ordinary Resolution 1 - Pursuant to Section 230(1) of the Act, the fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Forty-Fourth Annual General Meeting ("AGM") on the payment of Directors' fees and benefits for the period commencing from 26 September 2024 until the next Annual General Meeting in year 2025.

The Directors' fees and benefits consist of :-

- Monthly fixed fee for duties as Director; and
- Meeting allowance for each Board/ Board Committee meeting attended.

The Directors' fees and benefits are estimated not to exceed RM248,800.00. The calculation is based on the estimated number of scheduled Board / Board Committee meetings and on assumption that the number of Directors will remain the same until the next AGM in year 2025.

- Ordinary Resolution 5 - To re-appoint Messrs. Baker Tilly Monteiro Heng PLT, the retiring Auditors and to authorise the Board of Directors to fix their remuneration.
- Ordinary Resolution 6 - Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016

The Proposed Ordinary Resolution 6, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding ten per centum (10%) of the Company's total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

The general mandate sought for issue of shares is a renewal of the mandate approved by the shareholders at the last AGM held on 21 September 2023 which will lapse at the conclusion of this AGM.

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