



Date: 19 September 2024

To: The Shareholders of TURIYA BERHAD (“Turiya” or “the Company”)

**ADDENDUM TO THE NOTICE OF THE FORTY-FOURTH (“44TH”) ANNUAL GENERAL MEETING (“AGM”) FOR REVISION AND INCLUSION OF ADDITIONAL ORDINARY RESOLUTIONS UNDER ORDINARY BUSINESS**

Pursuant to the appointment of Chin Min Ming as the Independent and Non-Executive Director, Dato Mohzani bin Abdul Wahab as the Independent and Non-Executive Director, Shweta Nandy as the Executive Director, and Dato' Sri Dr Shamir Kumar Nandy as the Executive Director of the Company on 8 August 2024, that being subsequent to the issuance of the Notice of 44th AGM of the Company dated 31 July 2024 (“Notice of 44th AGM”), NOTICE IS HEREBY GIVEN by way of an Addendum to the Notice of 44th AGM for the revision and inclusion of the following additional ordinary resolutions under Ordinary Business for the 44th AGM of the Company to be held on Wednesday, 25 September 2024 at 10.30 a.m. or at any adjournment thereof for the following purposes:

**1. NOTICE OF ANNUAL GENERAL MEETING**

**As Ordinary Business**

To revise and insert the following Ordinary Resolutions as additional agenda of the Notice of 44th AGM of the Company which 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. or any adjournment thereof for the purpose of transacting the following business:-

No.	Agenda	
2.	To approve the Directors’ fees and benefits payable up to an amount of RM271,500.00 for the period from 26 September 2024 until the next Annual General Meeting of the Company to be held in 2025. ( <b>Revised</b> )	Resolution 1
8.	To re-elect Chin Min Ming who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. ( <b>New Resolution</b> )	Resolution 6
9.	To re-elect Dato Mohzani bin Abdul Wahab who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. ( <b>New Resolution</b> )	Resolution 7
10.	To re-elect Shweta Nandy who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. ( <b>New Resolution</b> )	Resolution 8
11.	To re-elect Dato' Sri Dr Shamir Kumar Nandy who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. ( <b>New Resolution</b> )	Resolution 9

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## 2. EXPLANATORY NOTES

To revise and insert the following Explanatory Note in the Notice of 44th AGM of the Company:-

- (a) 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 a Director;
- Monthly fixed fee for duties as the Chairperson of any Board Committee served on;
- Monthly fixed allowance for participation in the ongoing matters of any Board Committee served on; and
- Meeting allowance for each Board/ Board Committee meeting attended.

- (d) Ordinary Resolutions 6, 7, 8, and 9

Clause 104 of the Company's Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Chin Min Ming was appointed on 8 August 2024 as Independent and Non-Executive Director of the Company and is standing for re-election as Director of the Company in accordance with Clause 104 of the Company's Constitution and being eligible, has offered herself for re-election at the 44th AGM of the Company.

Dato Mohzani bin Abdul Wahab was appointed on 8 August 2024 as Independent and Non-Executive Director of the Company and is standing for re-election as Director of the Company in accordance with Clause 104 of the Company's Constitution and being eligible, has offered himself for re-election at the 44th AGM of the Company.

Shweta Nandy was appointed on 8 August 2024 as Executive Director of the Company and is standing for re-election as Director of the Company in accordance with Clause 104 of the Company's Constitution and being eligible, has offered herself for re-election at the 44th AGM of the Company.

Dato' Sri Dr Shamir Kumar Nandy was appointed on 8 August 2024 as Executive Director of the Company and is standing for re-election as Director of the Company in accordance with Clause 104 of the Company's Constitution and being eligible, has offered himself for re-election at the 44th AGM of the Company.

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### 3. PROFILE OF DIRECTORS

To insert the following Director's Profile in the Notice of 44th AGM of the Company.

#### **CHIN MIN MING**

**Independent Non-Executive Director**

**Nationality:** Malaysian

**Age:** 54

**Gender:** Female

**Date of Appointment:** 8 August 2024

Ms. Chin Min Ming, a Malaysian, was appointed to the Board of Turiya as an Independent Non-Executive Director on 8 August 2024.

Ms. Chin obtained her Bachelor of Science degree in Computer Science from the University of Victoria, Canada in 1995 and her Senior Executive Master of Business Administration from Melbourne Business School, Australia in 2013. She is also a Certified Information Systems Security Professional ("CISSP").

Ms. Chin is an experienced Strategist and Consultant in Digital Transformation, Strategic Innovation and Technology Investment. She had successfully developed a world-first Data Security & Access Control token with built-in RFID, designed the Digital ID blueprint for the first Multi-Application National ID Card in the world (MyKad), delivered the Labuan Halal Hub and National Food Traceability Platform, implemented Financial Inclusion for migrant workers and refugees, developed Compliance Audit Tool for various Environmental, Social and Governance ("ESG") best practices and more.

Ms. Chin also had extensive experience in project evaluation, acquisition, collaboration and sales for both the public and private sectors. She has in depth involvement in Sustainability projects including Renewable Energy, Circular Economy, Financial Inclusion, Cybersecurity and Business Continuity Planning.

Ms. Chin is currently the Independent Non-Executive Director of AirAsia Berhad and Tomei Consolidated Berhad.

She does not have any family relationship with any other director and/or any major shareholders of the Company nor does she have any conflict of interest with the Company.

She has not been convicted of any offence within the past 5 years.

#### **DATO' MOHZANI BIN ABDUL WAHAB**

**Independent Non-Executive Director**

**Nationality:** Malaysian

**Age:** 71

**Gender:** Male

**Date of Appointment:** 8 August 2024

Dato' Mohzani bin Abdul Wahab, a Malaysian, was appointed to the Board of Turiya as an Independent Non-Executive Director on 8 August 2024.

Dato' Mohzani graduated with a Bachelor (Honours) degree in Economics from the University of Malaya.

Dato' Mohzani had a long and distinguished career at Shell Malaysia which he joined in 1976 and served for 33 years. During his service with the Shell Group, he had assumed various senior positions and acquired a broad experience in different sectors ranging from supply, distribution, brand & communication, marketing economics, sales & operations, marketing and retail management in Shell's Downstream Oil Products sector, including a 2-year assignment in the Philippines. Internationally, he has been responsible for the retail business in Singapore, Brunei, Hong Kong, Macau and Oman and served as a member of the leadership team for the East Region.

At Shell, he assumed the roles of Managing Director of Shell Malaysia Trading Sdn. Bhd. and Shell Timur Sdn. Bhd. from 2001 and 2005 respectively, until his retirement at the end of 2009. His management and leadership experience includes serving on the boards of Shell Oman Marketing Plc, Brunei Shell Marketing, Shell Refining Company (FOM) Berhad and the joint venture companies with Petronas and Exxon/Mobil, Petronas-Shell Pipeline, Petronas-Shell Terminal and other Shell downstream subsidiaries. He also served as a director of the multiparty loyalty program Bonuskad Loyalty Sdn. Bhd.

Post-retirement, he served on the Boards of EON Bank Berhad, EONCAP Islamic Bank Berhad, Celcom Axiata Bhd, Boustead Plantations Berhad, Boustead Petroluem Marketing Sdn. Bhd., TH Heavy Engineering Berhad and Pavilion REIT Management Sdn. Bhd. He was formerly Chairman of Hong Leong Investment Bank, TH Marine (L) Inc, TH-Alam Management Sdn. Bhd, TH Properties Sdn. Bhd and THP Enstek Sdn. Bhd. Further, he served as chairman of Tabung Haji Investment Panel until its dissolution in August 2018.

Dato' Mohzani is currently the chairman of Chubb Insurance Berhad and Merchantrade Asia Sdn. Bhd.

He does not have any family relationship with any other director and/or any major shareholders of the Company nor does he have any conflict of interest with the Company.

He has not been convicted of any offence within the past 5 years.

**SHWETA NANDY**

**Executive Director**

**Nationality:** Malaysian

**Age:** 30

**Gender:** Female

**Date of Appointment:** 8 August 2024

Ms. Shweta Nandy, of Malaysian origin, was appointed to the Board of Turiya as an Executive Director on 8 August 2024.

She graduated from the University of Liverpool with a Bachelor of Laws and was subsequently called to the Bar of England & Wales and admitted as an Advocate & Solicitor of the High Court of Malaya. She is also a Master of Science in Islamic Finance, as awarded by the International Centre for Education in Islamic Finance (INCEIF).

She began her professional career with a pioneer non-bank provider of Shari'ah-compliant financing solutions in Malaysia. Soon after, she served as Managing Partner of a Malaysian legal firm founded by the honourable ex-Judicial Commissioner, Ybhg. Dato' George Varughese, where she headed the corporate and commercial practice until 2023. Stepping down from the firm's management, she continues to be in practice, whilst holding office as a Director of Zico Holdings Inc., an integrated provider of multidisciplinary professional services listed on the Catalist Board of the Singapore Securities Trading Exchange, and of Manor Capital Sdn Bhd, a private consultancy and investment-holding firm.

She has not been convicted of any offence within the past 5 years.

**DATO' SRI SHAMIR KUMAR NANDY**

**Executive Director**

**Nationality:** Malaysian

**Age:** 60

**Gender:** Male

**Date of Appointment:** 8 August 2024

Dato' Sri Shamir Kumar Nandy, a Malaysian, was appointed to the Board of Turiya as an Executive Director on 8 August 2024.

He has over 40 years of diverse entrepreneurial experience in property development, internet-related, environmental, media and entertainment, and education businesses. He is also the shareholder and director of several private limited companies that are principally involved in diversified multi-asset investment holding businesses.

Save for his indirect equity interest in the company via Neo Pixel Sdn Bhd, Dato' Sri Shamir Kumar Nandy does not hold any directorships or other substantial shareholdings in any other public listed company in Malaysia.

He has not been convicted of any offence within the past 5 years.

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#### 4. PROXY FORM

To revise and insert the following Ordinary Resolutions as additional agenda of the Notice of 44th AGM of the Company which 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. or any adjournment thereof for the purpose of transacting the following business:-

No.	Agenda	
1.	To approve the Directors' fees and benefits payable up to an amount of RM271,500.00 for the period from 26 September 2024 until the next Annual General Meeting of the Company to be held in 2025. ( <b>Revised</b> )	Resolution 1
6.	To re-elect Chin Min Ming who is retiring as a Director of the Company in accordance with Clause 104 of the Company's Constitution. ( <b>New Resolution</b> )	Resolution 6
7.	To re-elect Dato Mohzani bin Abdul Wahab who is retiring as a Director of the Company in accordance with Clause 104 of the Company's Constitution. ( <b>New Resolution</b> )	Resolution 7
8.	To re-elect Shweta Nandy who is retiring as a Director of the Company in accordance with Clause 104 of the Company's Constitution. ( <b>New Resolution</b> )	Resolution 8
9.	To re-elect Dato' Sri Dr Shamir Kumar Nandy who is retiring as a Director of the Company in accordance with Clause 104 of the Company's Constitution. ( <b>New Resolution</b> )	Resolution 9

Your attention is drawn to the revised Notice of 44th AGM and revised Form of Proxy as enclosed.

Please be guided accordingly.

By Order of the Board

**WONG YOUN KIM** (MAICSA No. 7018778)  
(SSM Practising Certificate No. 201908000410)  
Company Secretary  
Kuala Lumpur

## 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

1. 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**
2. To approve the Directors’ fees and benefits payable up to an amount of RM271,500.00 for the period from 26 September 2024 until the next Annual General Meeting of the Company to be held in 2025. (**Revised**) **Resolution 1**
3. 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**
4. 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**
5. 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** **Resolution 5**  
  
“**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.”

### As Ordinary Business

7. To re-elect Chin Min Ming who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. (**New Resolution**) **Resolution 6**
8. To re-elect Dato Mohzani bin Abdul Wahab who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. (**New Resolution**) **Resolution 7**
9. To re-elect Shweta Nandy who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. (**New Resolution**) **Resolution 8**
10. To re-elect Dato’ Sri Dr Shamir Kumar Nandy who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. (**New Resolution**) **Resolution 9**
11. 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  
**19 September 2024**

## NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

### Notes:-

#### A. Appointment of Proxy

1. 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.
2. (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.
3. 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.
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 less than twenty-four (24) hours before the appointed time of holding this meeting or any adjournment thereof.
5. 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:-

- (a) Ordinary Resolution 1 (**Revised**) - 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 a Director;
- Monthly fixed fee for duties as the Chairperson of any Board Committee served on;
- Monthly fixed allowance for participation in the ongoing matters of any Board Committee served on;
- and
- Meeting allowance for each Board/ Board Committee meeting attended.

The Directors' fees and benefits are estimated not to exceed RM271,500.00. The calculation is based on the number of Board Committees established for the time being, the estimated number of Board / Board Committee meetings as may be scheduled for the undertaking and continuation of all relevant business, and on assumption that the number of Directors will remain the same, with all Board Committee vacancies filled, until the next AGM in year 2025.

- (b) Ordinary Resolution 4 – To, for the time being, re-appoint Messrs. Baker Tilly Monteiro Heng PLT, the retiring Auditors, and to authorise the Board of Directors to fix their remuneration.
- (c) Ordinary Resolution 5 – 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 5, 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.

(d) Ordinary Resolutions 6, 7, 8, and 9 (New Resolutions)

Clause 104 of the Company's Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with the Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Chin Min Ming was appointed on 8 August 2024 as Independent and Non-Executive Director of the Company and is standing for re-election as Director of the Company in accordance with Clause 104 of the Company's Constitution and being eligible, has offered herself for re-election at the 44th AGM of the Company.

Dato Mohzani bin Abdul Wahab was appointed on 8 August 2024 as Independent and Non-Executive Director of the Company and is standing for re-election as Director of the Company in accordance with Clause 104 of the Company's Constitution and being eligible, has offered himself for re-election at the 44th AGM of the Company.

Shweta Nandy was appointed on 8 August 2024 as Executive Director of the Company and is standing for re-election as Director of the Company in accordance with Clause 104 of the Company's Constitution and being eligible, has offered herself for re-election at the 44th AGM of the Company.

Dato' Sri Dr Shamir Kumar Nandy was appointed on 8 August 2024 as Executive Director of the Company and is standing for re-election as Director of the Company in accordance with Clause 104 of the Company's Constitution and being eligible, has offered himself for re-election at the 44th AGM of the Company.

**STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING**

1. Forty-Fourth Annual General Meeting 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.

2. The Directors who are standing for re-election at the Forty Fourth Annual General Meeting of the Company pursuant to Clause 97.1 of the Constitution of the Company is :-

(i) Mr. Jayapalasingam Kandiah

The details of the above Director seeking re-election is set out in the Profile of Directors as disclosed in the Annual Report.

3. The Directors who are standing for re-election at the Forty Fourth Annual General Meeting of the Company pursuant to Clause 104 of the Constitution of the Company are:-

- (i) Dato' Ahmad Rizal bin Abdul Rahman
- (ii) Chin Min Ming
- (iii) Dato Mohzani bin Abdul Wahab
- (iv) Shweta Nandy
- (v) Dato' Sri Dr Shamir Kumar Nandy

The details of the above Directors seeking re-election are set out in the Profile of Directors as disclosed in the Annual Report and this addendum.



4. The details of attendance of the Directors of the Company at Board of Directors' Meetings held during the financial year ended 31 March 2024 are disclosed in the Corporate Governance Overview Statement set out in the Annual Report.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and / or representative(s) to attend, speak and vote at the Company's AGM and/or any adjournment thereof, a member of the Company:-

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**").
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

**Notes:-**

1. 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.
2.
  - (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 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.
3. 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.
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 less than twenty-four (24) hours before the appointed time of holding this meeting or any adjournment thereof.
5. 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.

**Additional Notes To The Addendum:-**

- a) A copy of the Additional Proxy Form is attached herewith for the Shareholders who are entitled to attend and vote at the 44th AGM of the Company who wish to appoint a proxy to attend and vote in his place.
- b) The Additional Proxy Form does not invalidate the Proxy Form which was circulated together with the Annual report on 31 July 2024 ("Original Proxy Form"), where votes thereto given relate to the ordinary resolutions of the 44th AGM of the Company as are maintained by this addendum. The Shareholder is encouraged to submit an Additional Proxy Form for the further ordinary resolutions comprising this Addendum, for completeness in voting.
- c) In the event that the Company does not receive the duly executed Additional Proxy Form, the Shareholder is deemed to have appointed and authorised his proxy under the Original Proxy Form to vote at the proxy's discretion.



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

**ADDITIONAL PROXY FORM**

Number of Shares Held	CDS Account No.

I/We \_\_\_\_\_  
of \_\_\_\_\_  
Telephone number \_\_\_\_\_ Email address \_\_\_\_\_  
being a member/members of **Turiya Berhad**, hereby appoint \_\_\_\_\_  
\_\_\_\_\_ (NRIC No: \_\_\_\_\_)  
of \_\_\_\_\_  
Telephone number \_\_\_\_\_ Email address \_\_\_\_\_  
and / or \_\_\_\_\_  
(NRIC No: \_\_\_\_\_) of \_\_\_\_\_  
Telephone number \_\_\_\_\_ Email address \_\_\_\_\_

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Forty-Fourth Annual General Meeting of **Turiya Berhad** 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. and at any adjournment thereof.

You may indicate with an “X” or “✓” in the boxes provided below how you wish your votes to be cast.

NO.	RESOLUTIONS	FOR	AGAINST
<b>Ordinary Resolutions</b>			
1.	To approve the Payment of Directors’ Fees and Benefit payable up to an amount of RM271,500.00 for the period from 26 September 2024 until the next Annual General Meeting of the Company to be held in 2025. <b>(Revised)</b>		
2.	To re-elect Mr. Jayapalasingam Kandiah who is retiring as a Director of the Company in accordance with Clause 97.1 of the Company’s Constitution.		
3.	To re-elect Dato’ Ahmad Rizal bin Abdul Rahman who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution.		
4.	To re-appoint Messrs. Baker Tilly Monteiro Heng PLT, the retiring Auditors and to authorise the Board of Directors to fix their remuneration.		
5.	To authorise the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016		
6.	To re-elect Chin Min Ming who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. <b>(New Resolution)</b>		
7.	To re-elect Dato Mohzani bin Abdul Wahab who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. <b>(New Resolution)</b>		
8.	To re-elect Shweta Nandy who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. <b>(New Resolution)</b>		
9.	To re-elect Dato’ Sri Dr Shamir Kumar Nandy who is retiring as a Director of the Company in accordance with Clause 104 of the Company’s Constitution. <b>(New Resolution)</b>		

Please take note that the Company shall accept the vote cast by your proxy as a valid vote whether or not your proxy has acted in accordance with your instructions.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signature of Member/Common Seal

**Notes:**

1. 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.
2.
  - (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 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 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.
3. 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.
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 less than twenty-four (24) hours before the appointed time of holding this meeting or any adjournment thereof.
5. 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.

**Additional Notes:**

- a) A copy of the Additional Proxy Form is attached herewith for the Shareholders who are entitled to attend and vote at the 44th AGM of the Company who wish to appoint a proxy to attend and vote in his place.
- b) The Additional Proxy Form does not invalidate the Proxy Form which was circulated together with the Annual Report of the 44th AGM on 31 July 2024 ("Original Proxy Form").
- c) In the event that the Company does not receive the duly executed Additional Proxy Form, the Shareholder is deemed to have appointed and authorised his proxy under the Original Proxy Form to vote at the proxy's discretion.

*Please fold along this line*

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AFFIX  
STAMP

The Company Secretary

**TURIYA BERHAD**

(Registration No. 198001001793 (55576-A))

Suite 7.3, 7th Floor, Wisma Chase Perdana, Changkat  
Semantan, Damansara Heights, 50490 Kuala Lumpur,  
Malaysia.

*Please glue and seal along this edge*

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