



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Sixth (26th) Annual General Meeting ("AGM") of the National Institute of Occupational Safety and Health (the "Institute") will be held at Dewan Rafflesia, Tingkat 2, Menara NIOSH, Lot 1, Jalan 15/1, Seksyen 15, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 27 June 2019 at 10:00 a.m. for the following purposes:-

AGENDA

1. To receive the Institute's Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon and if thought fit to resolve the following motion [S. 340(l)(a)] (*please refer to Footnote 6 of this Notice*)

"THAT the Institute's Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon be hereby received and adopted"
(Resolution 1)

2. To elect/re-elect director(s) duly nominated by the members, pursuant to Article 9.1* of the Articles of Association of Institute [S. 340(l)(b)] [Resolution for the election of each director shall be resolved individually] (*please refer to Footnote 7 and 8 of this Notice*)

"THAT subject to approval by the Minister in charge of companies, the following persons be elected as directors of the Institute:

..... **(Resolution 2 (i))**
..... **(Resolution 2 (ii))**
..... **(Resolution 2 (iii))**
..... **(Resolution 2 (iv))**
..... **(Resolution 2 (v))"**

3. To deliberate the remuneration of directors and if thought fit to resolve the following matters [S. 340(l)(c)]:

"THAT subject to approval by the Minister in charge of companies:

The member of the Board appointed by the Institute may be paid the following salary and/or fixed allowance:

No	Position	Fixed Salary per month RM	Fixed Allowance per month RM	Attendance allowance per meeting RM
1	Chairman	0	10,000.00 – 15,000.00	450.00 – 600.00
2	Non-Executive Directors	0	3,000.00 – 5,000.00	450.00 – 600.00
3	Executive Director	19,500.00 – 30,000.00	3,000.00 – 5,000.00	450.00 – 600.00
4	Executive Secretary	14,500.00 – 25,000.00	3,000.00 – 5,000.00	450.00 – 600.00

but not excessively given shall be approved by the members of the Institute and Minister charged with the responsibility for companies.

The conditions which allow salary and fixed allowance to be given are:-

- (a) the Institute must be financially sound (based on the annual audited financial statements of the Institute];*
- (b) the member of the Board are satisfied, before entering the agreement, that it is in the interest of the Institute for that person to provide those services for that amount; and*
- (c) the maximum amount is reasonable in the circumstances and is set out in the written agreement and should not exceed the amount approved for in the Constitution.*

Any change to the amount of the salary and fixed allowance are subject to the approval by the members of the Institute and Minister charged with the responsibility for companies.

(Resolution 3)

4. To deliberate an increase in the remuneration of the vice-chairman and if thought fit to resolve the following matters [S. 340(l)(c)]:

“THAT subject to approval by the Minister in charge of companies, the monthly allowance of the vice chairman be increased from RM3,000.00 to RM7,000.00.” **(Resolution 4)**

5. To deliberate on the re-appointment of Messrs. Zalghani & Co. as auditors of the Institute for the financial year ending 31 December 2019 and to authorise the Directors to fix their remuneration in accordance with Section 271(4) of the Companies Act, 2016 and if thought fit to resolve the following matters:

“THAT Messrs. Zalghani & Co. be re-appointed as the auditors of the Institute for the financial year ending 31 December 2019 and the directors be authorised to fix their remuneration in accordance with Section 271(4) of the Companies Act, 2016.

(Resolution 5)

6. To transact any other business [S. 340(l)(d)] (please refer to Footnote 9 of this Notice).

By Order of the Board,

MAJOR HJ HANIF BIN MAIDIN (Rtd)
Executive Secretary

ROZIAH BINTI ABDUL RASHID (LS 0009048)
SITI ANIES BINTI MAT ANUAR (LS 0009979)
Company Secretaries

Date: 27 May 2019

Footnote:

- (1) The Agenda of the AGM had been set in accordance with Section 340(1) of the Companies Act, 2016 ("CA 2016").
- (2) The 26th Annual General Meeting of the Institute shall be convened and managed in accordance with the provisions of the Institute's Memorandum & Articles of Association (M&A) pending the

approval of the proposed new constitution from the Minister in charge of companies. Members at the 2018 Extraordinary meeting has approved the constitution and the same has been approved by the *YB Menteri Sumber Manusia*.

- (3) Attendance of general meetings may be in person or by proxy; and proxies appointed shall be in the prescribed form and shall only be held by ordinary members (*Article 8.9*).
- (4) Appointment of proxy shall be in prescribed form attached to this notice and shall only be held by active members. A proxy shall be entitled to vote on a show of hand, provided he/she is the only proxy appointed by member [S. 294(1) of CA 2016].
- (5) All proxy forms must be completed and deposited at the Office of Executive Secretary at Lot 1, Jalan 15/1, Seksyen 15, 43650 Bandar Baru Bangi, Selangor Darul Ehsan **before 10:00 a.m. on 25 June 2019 by hand/post or fax 03 8922 2967**.
- (6) Members are requested to bring along the Audited Financial Statements and Annual Report 2018 during the meeting.
- (7) Should approval of the new constitution be obtained from the Minister in charge of companies on or before 26 June 2019 then Item 2 of the Agenda shall be void because the new constitution of the Institute provides for a tenure of two years for the elected directors (Article 54 of the new constitution).
- (8) Article 9.1 of the M&A states that five directors shall be elected at every Annual General Meeting.
- (9) Member who wish to bring any other business must give notice in writing to the Board of Directors and to be deposited at the Office of Executive Secretary **on or before 10:00 a.m. on 20 June 2019** and must be present in the Annual General Meeting.