



NATIONAL INSTITUTE OF OCCUPATIONAL SAFETY AND HEALTH
(Company No. 199201011539 (243042-U))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First (31st) Annual General Meeting ("AGM") of National Institute of Occupational Safety and Health (the "Institute") will be held at Dewan Tan Sri Lee Lam Thye, Tingkat 2, Menara NIOSH, Lot 1, Jalan 15/1, Seksyen 15, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 13th June 2024 at 10:00 a.m. for the following businesses:-

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Institute's Audited Financial Statements for the financial year ended 31st December 2023 together with the Reports of the Directors and Auditors thereon. (Refer to Explanatory Note 1)

"THAT the Institute's Audited Financial Statements for the financial year ended 31st December 2023 together with the Reports of the Directors and Auditors thereon be received and adopted."

(Resolution 1)

2. To approve the payment of remuneration to directors from the Thirty-First (31st) AGM until the next AGM of the Institute. (Refer to Explanatory Note 2)

"THAT for the period from the Thirty-First (31st) Annual General Meeting until the next Annual General Meeting of the Institute, the directors of the Institute be remunerated in accordance with the scheme of remuneration as provided for under Clause 55.1 of the Constitution: in respect of the Executive Director and Executive Secretary, they shall be remunerated subject to terms and conditions of their respective existing service contract; for all directors, they shall be paid fixed allowance and attendance allowance per meeting at the maximum amount permissible under the Constitution; and that it is hereby confirmed that such payment of salaries, fees, fixed allowances and other benefits to the directors is for the purpose of achieving the object of the Institute."

(Resolution 2)

3. To elect/re-elect directors duly nominated by the members, pursuant to Sub-Clause 54.2 of the Constitution of the Institute. (Refer to Explanatory Note 3)

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[Resolution for the election of each director shall be resolved individually]

- (i) **(Resolution 3.1)**
- (ii) **(Resolution 3.2)**
- (iii) **(Resolution 3.3)**
- (iv) **(Resolution 3.4)**
- (v) **(Resolution 3.5)**

4. To appoint the auditors of the Institute for the financial year ending 31st December 2024 and to authorise the Directors to determine their remuneration. (Refer to Explanatory Note 4)

“THAT the following person/firm be appointed as auditor of the Institute for the financial year ending 31st December 2024 and to authorise the Directors to fix the auditor’s remuneration:

*Name of auditor:
Audit firm No: ”* **(Resolution 4)**

AS SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following Special Resolutions:

Proposed Alteration or Amendment of the Constitution of the Company

The proposed amendments to the Constitution of the Institute shall be presented to the Minister in charge of the Institute and the Minister in charge of companies for approval, once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at this AGM.

5.1 Proposed Alteration to Clause 53 of the Constitution

To consider and if thought fit to approve the proposed alteration to Clause 53 of the Constitution by way of a special resolution of the Members. (Refer to Explanatory Note 5)

THAT, further subject to approval by the Minister in charge of the Institute and the Minister in charge of companies, by way of a special resolution the existing Clause 53(a) of the Constitution be amended as follows:

- i. By deleting the words, “the Government nominees” appearing in the first sentence of Clause 53(a); and

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- ii. By replacing the words, "other Government nominees" appearing in the last sentence of Clause 53(a) with the words "other members of the Board appointed by the Minister Responsible for the Institute".

AND THAT the Board of Directors of the Institute be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

(Resolution 5)

Upon approval, the amended Clause 53 shall read as follows:

"(a) two-thirds (2/3) of the Board members shall be appointed by the Minister Responsible for the Institute and they shall include the Chairman, Vice Chairman, Executive Director and Executive Secretary. Except for the Executive Director and Executive Secretary, all other members of the Board appointed by the Minister Responsible for the Institute shall be independent non-executive directors."

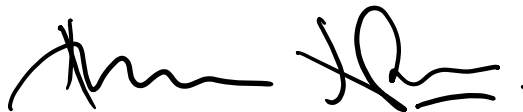
6. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Institute.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 31st AGM, only a person whose name appears on the Registers of Members (Ordinary Members) and who has fully paid his/her/its entrance fees and subscription fees on the date of the AGM shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her/its behalf. Associate members and Honorary members may attend the AGM but shall not be entitled to vote as provided for under paragraphs 20(b) and 20(c) of the Constitution of the Institute, respectively.

By Order of the Board,



**TN. MAJOR HJ. HANIF BIN
MAIDIN (RTD)**
Executive Secretary



**ALISHAH BIN HASHIM (MIA 8022)
NURUL NADIAH BINTI MOHD ABD RASID
(MIA 44423)**
Company Secretaries

Date: 13 May 2024

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Notes:

1. The Agenda of the AGM of the Institute has been set in accordance with Section 340(1) of the Companies Act, 2016 ("CA 2016").
2. Members are requested to bring along this Notice, the Audited Financial Statements and Annual Report 2023 and all Explanatory Notes to the AGM.
3. Corporate representative. If a corporation is a member of the Institute, it may by resolution of its directors authorise a person to act as its corporate representative at the AGM. A corporate representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Institute. Evidence of appointment (certified copy of board resolution) must be produced upon registration at the venue of the AGM.
4. Proxy. A member entitled to attend, participate, speak and vote at the AGM is entitled to appoint any person as his proxy to attend, participate, speak and vote in his stead:
 - 4.1 A proxy need not be a member of the Institute.
 - 4.2 The attendance of a member who act as a proxy of other member(s) shall be counted as one (1) quorum.
 - 4.3 A proxy shall be entitled to vote on a show of hand.
 - 4.4 Appointment of proxy shall be in the prescribed form attached to this Notice.
 - 4.5 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, under its common seal or in such other manner approved by its directors. Any alteration to the instrument appointing a proxy must be initialled.
 - 4.6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity revocation of aforesaid shall have been received by the Institute at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
 - 4.7 All proxy forms must be completed and deposited at the Office of Executive Secretary of the Institute at Lot 1, Jalan 15/1, Seksyen 15, 43650 Bandar Baru Bangi, Selangor Darul Ehsan **before 10:00 a.m. on 11 June 2024 by hand.**
5. No member shall be entitled to vote at any general meeting unless all moneys which are entry fees and annual subscription presently payable by him to the Institute have been paid.
6. Notice of other business. A member who wishes to bring any other business must give notice in writing to the Board of Directors and to be deposited at the Office of the Executive Secretary in accordance with the requirements of the CA 2016 and the Constitution of the Company. Motion with an ensuing ordinary resolution requires at least 14 clear days notice before the time of commencement of the AGM; whereas motion with an ensuing special resolution requires at least 21 clear days notice before the time of commencement of the AGM; and, whereas motion with an ensuing resolution requiring special notice requires at least 28 clear days notice before the time of commencement of the AGM.

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