



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 Twenty-Eight (28th) 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, 9 September 2021 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 2020 together with the Reports of the Directors and Auditors thereon and if thought fit to resolve the following motion [*S. 340(1)(a) of the Companies Act, 2016*] (please refer to footnote 6 of this Notice):

"THAT the Institute's Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon be hereby received and adopted." (Resolution 1)

2. To note that, pursuant to Clause 54.2 of the Constitution of the Institute, there shall be no election/re-election of directors in this Annual General Meeting [*S. 340(1)(b) of the Companies Act, 2016*].
3. To deliberate the following resolutions in respect of remuneration of directors:

- 3.1 To deliberate the remuneration of directors and if thought fit to resolve the following matters [*S. 340(1)(c) of the Companies Act, 2016*] as an ordinary resolution of the Members:

"THAT the directors of the Institute be remunerated in accordance with the scheme of remuneration as provided for under Clause 55.1 of the Constitution, with no changes to the existing amount, 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 2.1)

- 3.2 To rephrase the previously duly approved resolution on the directors' remuneration taken as resolution #3 of the AGM 2020 in order for that resolution to be consistent with the similar resolution #2.1 of the AGM 2021:

"THAT the directors of the Institute be remunerated in accordance with the scheme of remuneration as provided for under Clause 55.1 of the Constitution, with no changes to the existing amount, 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 2.2)

- 3.3 To rephrase the previously duly approved resolution on the directors' remuneration taken as resolution #3 of the AGM 2019 in order for that resolution to be consistent with the similar resolution #2.1 of the AGM 2021:

“THAT the directors of the Institute be remunerated in accordance with the scheme of remuneration as provided for under Clause 55.1 of the Constitution, with no changes to the existing amount, 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)

4. To deliberate on the re-appointment of Messrs. Zalghani & Co.(AF 1281) as auditors of the Institute for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration in accordance with Section 271(4)(a) of the Companies Act, 2016 and if thought fit to resolve the following matters as an ordinary resolution of the Members:

“THAT Messrs. Zalghani & Co.(AF 1281) be re-appointed as the auditors of the Institute for the financial year ending 31 December 2021 and the directors be authorised to fix their remuneration in accordance with Section 271(4)(a) of the Companies Act, 2016.” (Resolution 3)

5. To transact any other business [S. 340(1)(d) of the Companies Act 2016] (please refer to footnote 8 of this Notice).

By Order of the Board,



MAJOR HANIF BIN MAIDIN (Rtd)
Executive Secretary



ROZIAH BINTI ABDUL RASHID (LS 0009048)
NURUL NADIAH BINTI MOHD ABD RASID (MIA 44423)
Company Secretaries

Date: 18 August 2021

Footnote:

- (1) The Agenda of the AGM is set in accordance with Section 340(1) of the Companies Act, 2016 ("CA 2016") and Clause 36 of the Constitution.
- (2) The 28th Annual General Meeting of the Institute shall be convened and managed in accordance with the provisions of the Companies Act, 2016 and the Constitution. To comply with the standard operating procedures (SOP) during the Covid-19 pandemic, the AGM shall be held at more than one venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard, to vote and to communicate with each other simultaneously throughout the meeting. The main meeting venue shall, subject to the Act, be in Malaysia and the chairperson shall be present at the main venue of the meeting (*Clause 34 of the Constitution*). Anyone using this technology is taken to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly (*Clause 35 of the Constitution*).
- (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 (*Clause 50 of the Constitution*).
- (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 **on or before 10:00 a.m. on 7 September 2021 by hand/post or fax: 03 8922 2967** [S. 334 (3) of the Companies Act 2016].

- (6) Members are requested to bring along the Audited Financial Statements and Annual Report 2020 during the meeting.
- (7) 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 Executive Secretary **on or before 10:00 a.m. on 2 September 2021** and must be present in the Annual General Meeting. [*S. 323 (3)(d)(ii) of the Companies Act 2016*].