

ASIAN INSTITUTE OF INSURANCE
(fka: The Malaysian Insurance Institute)
Registration Number: 197701004772 (35445-H)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 47th Annual General Meeting of **ASIAN INSTITUTE OF INSURANCE** (*fka: The Malaysian Insurance Institute*) [“the Company” or “AII”)] will be held at Hybrid Room 1 & 2, Podium Level 2, South Wing, Bangunan AICB, No. 10 Jalan Dato’ Onn, 50480 Kuala Lumpur on Wednesday, 25 June 2025 at 3.00 p.m. to consider the following matters:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors’ and Auditors’ thereon. *Explanatory Notes A*
2. To re-elect the following Directors who retire pursuant to Article 72(3)(b) of the Company’s Constitution and who being eligible offer themselves for re-election:
 - (i) Mr. Tapan Kumar Rangam Bir *Ordinary Resolution 1*
 - (ii) Mr. T. Sivapalan A/L Tharmapalan *Ordinary Resolution 2*
3. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. *Ordinary Resolution 3*

SPECIAL BUSINESS

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

4. Proposed Directors’ Benefits

To approve the payment of directors’ meeting allowance of RM500 per meeting, payment of AII membership fees and subscriptions fees by AII for its directors effective from the conclusion of the 47th Annual General Meeting until the conclusion of the 48th Annual General Meeting. *Ordinary Resolution 4*
5. Proposed amendments to the Constitution of the Company *Special Resolution 1*

“THAT subject to Minister of Domestic Trade and Consumer Affairs approval being obtained, the existing Articles 8, 15(2) and 72(5) of the Articles of Association of the Company be amended by deleting the existing articles in its entirety and substituting in place thereof the following new Articles 8, 15(2) and 72(5):-

Article 8 Affiliation shall be open to all individuals engaged or employed in an insurance related field or in the financial services sector as approved by the Board, or such other person authorised by the Board.


Article 15(2) The status of an Affiliate, an Honorary Fellow or a Distinguished Honorary Fellow who fails to observe any of the Constitution or pronouncements of the Board under the Article(s) in relation to Prohibition of Certain Acts and Conducts may, upon the recommendations of the Disciplinary Committee be withdrawn by a resolution of not less than two-thirds (2/3) of the Directors present and voting at a meeting of the Board of Directors. Such Affiliate, Honorary Fellow or Distinguished Honorary Fellow may within fourteen (14) days next after notice of the withdrawal of an Affiliate, Honorary Fellow or Distinguished Honorary Fellow appeal from the decision of the Board to a special General Meeting of the Institute which shall be convened by the Board within twenty-eight (28) days of the receipt of notice of such appeal.

Article 72(5) No person shall be appointed as Director of the Institute unless his appointment has been approved by the Minister pursuant to the Act.

AND THAT the Board of Directors of the Company be and are hereby authorised to assent to any conditions, modification, variation 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.”

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

By Order of the Board


SUZANA BINTI AHMAD
Bar Council No. BC/S/356
SSM PC No.: 201908003317
Company Secretary

Kuala Lumpur
Dated: 3 June 2025

NOTES:

- a. A member entitled to attend and vote at this meeting is entitled to appoint one proxy or accredited representative respectively to attend and vote in his stead.
- b. Only an Individual Member shall be a proxy and no proxy shall be a proxy for more than two (2) Individual Members.
- c. The instrument appointing a proxy or accredited representative and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Company's Registered Office at Level 6, Bangunan AICB 10, Jalan Dato' Onn 50480, Kuala Lumpur or send by any electronic means not less than forty-eight (48) hours before the time appointed for holding the meeting or adjournment meeting at which the person named in the instrument proposes to vote.

Explanatory Notes A:

1. *Audited Financial Statements for the financial year ended 31st December 2024*

This item of the Agenda is meant for discussion only, as the provision of Section 340(1) (a) of the Companies Act 2016 ["CA 2016"] does not require the shareholders to formally approve the Audited Financial Statements. Hence, this item is not put forward for voting.

The Annual Report and Financial Statements can also be accessed and obtained through our homepage address, <https://aiiasia.org/>

2. *Ordinary Resolution 4 - Proposed Directors' Benefits*

Section 230(1)(a) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to directors of a public company shall be approved at a general meeting. As a matter of policy, AII Board members do not receive directors' fees.

The proposed Ordinary Resolution No. 4, if duly passed, is to pay a meeting attendance allowance of RM500 per meeting to all AII Directors who are not employed in the insurance industry or by Bank Negara Malaysia (hereinafter referred to as "the Retiree Directors") for all Board and Board Committees' meetings attended by the Retiree Directors and all meetings attended by the Retiree Director(s) in which they/he/she sit(s) in as an official representative(s) of AII, and also to allow AII to pay the annual membership fees and subscriptions fees for and on behalf of the Directors who are not receiving Directors' fees for their voluntary service to sit and serve on AII Board.