



Good Governance Guide: No. 1.1.1

Category: Meetings

Subject: Notice and Content of Annual General Meeting

Source: Chartered Secretaries Malaysia

- The Notice should be a visible form of communication sent to all whose name appear in the Register of Members.
- The Notice should contain details of the agenda, which include the following:
 - To receive the audited financial statements and reports.
 - To approve the payment of a final dividend (if applicable).
 - To elect directors retiring by rotation.
 - Specify by name and identity card numbers, both in the notice and form of proxy, those directors who are standing for re-election to the Board.
 - Provide a brief description of the following as additional information on directors who are standing for election:
 - age
 - relevant experience possessed
 - date when first appointed to the Board
 - details of any other committees where the directors may be serving
 - To appoint of a director who has reached over 70 years (if any).
 - Majority votes of not less than three-fourths must be obtained for the election of such a director.
 - To approve directors' fees (which could also be a special business in the agenda).
 - To appoint auditors and authorize directors to determine their remuneration.
- The Notice should be accompanied with the audited financial statements and other documents normally issued for an Annual General Meeting.



- Although the statutory requirement is that a meeting must be called by notice of not less than 14 days, it is good practice to give at least 21 days notice to allow members sufficient time to read the documents and give notice to the company for any intention to move a motion.
 - The Notice should contain sufficient information and clarification to enable members to make a decisive and informed choice.
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