# GENERAL MEETINGS: Notice of Meeting

**INSAS BERHAD**

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| **Type of Meeting** | General |
| **Indicator** | Notice of Meeting |
| **Description** | Notice of 64th Annual General Meeting |
| **Date of Meeting** | 26 Nov 2026 |
| **Time** | 10:00 AM |
| **Venue(s)** | Dewan Berjaya<br>Bukit Kiara Equestrian and Country Resort<br>Jalan Bukit Kiara, Off Jalan Damansara<br>60000 Kuala Lumpur<br>Malaysia |
| **Date of General Meeting Record of Depositors** | 16 Nov 2026 |

## Resolutions

### 1. For Information

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|---|---|
| **Description** | To receive the Audited Financial Statements for the financial year ended 30 June 2026 and the Reports of the Directors and Auditors thereon. |
| **Shareholder's Action** | For Information Only |

### 2. Ordinary Resolution 1

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| **Description** | To approve the payment of Directors' fees of RM235,000 for the financial year ended 30 June 2026. |
| **Shareholder's Action** | For Voting |

### 3. Ordinary Resolution 2

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| **Description** | To approve the payment of Directors' benefits of up to RM60,000 for the period from 27 November 2026 until the next Annual General Meeting of the Company. |
| **Shareholder's Action** | For Voting |

### 4. Ordinary Resolution 3

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| **Description** | To re-elect Dato' Dr Tan Seng Chuan who retires pursuant to Clause 103 of the Company's Constitution. |
| **Shareholder's Action** | For Voting |

### 5. Ordinary Resolution 4

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| **Description** | To re-elect Ms Soon Li Yen who retires pursuant to Clause 103 of the Company's Constitution. |
| **Shareholder's Action** | For Voting |

### 6. Ordinary Resolution 5

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| **Description** | To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. |
| **Shareholder's Action** | For Voting |

### 7. Ordinary Resolution 6

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|---|---|
| **Description** | To approve the authority to issue and allot shares pursuant to Section 75 and 76 of the Companies Act 2016. |
| **Shareholder's Action** | For Voting |

### 8. Ordinary Resolution 7

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| **Description** | To approve the proposed renewal of authority for the Company to purchase its own shares. |
| **Shareholder's Action** | For Voting |

Please refer attachment below.

### Attachments

Insas - AGM Notice and Admin Guide 2026.pdf
*234.9 kB*

### Announcement Info

| | |
|---|---|
| **Company Name** | INSAS BERHAD |
| **Stock Name** | INSAS |
| **Date Announced** | 27 Oct 2026 |
| **Category** | General Meeting |
| **Reference Number** | GMA-23102026-00022 |
| **Corporate Action ID** | MY261023MEET0022 |

# INSAS BERHAD

(Registration No. 196101000026 (4081-M))
(Incorporated in Malaysia)

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 64th Annual General Meeting of Insas Berhad ("Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian and Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on **Thursday, 26 November 2026 at 10.00 a.m.** for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2026 and the Reports of the Directors and Auditors thereon. **Please see Explanatory Note 1**

2. To approve the following payments:-
   2.1 Directors' fees of RM235,000 for the financial year ended 30 June 2026. **Ordinary Resolution 1**
   2.2 Directors' benefits of up to RM60,000 for the period from 27 November 2026 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**

3. To re-elect the following Directors retiring by rotation pursuant to Clause 103 of the Company's Constitution:-
   3.1 Dato' Dr. Tan Seng Chuan **Ordinary Resolution 3**
   3.2 Ms. Soon Li Yen **Ordinary Resolution 4**

4. To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

**AS SPECIAL BUSINESS**

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

5. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 6**

   "**THAT**, subject to the Companies Act 2016, the Constitution of the Company and the approvals of the relevant authorities where required, the Directors of the Company be and are hereby empowered, pursuant to Section 75 and 76 of the Companies Act 2016, to issue and allot new shares in the Company ("New Shares") from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) for the time being ("Mandate") and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued.

   **AND THAT** pursuant to Section 85 of the Companies Act 2016 read together with Clause 70 of the Company's Constitution, approval be hereby given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company and the Board, in exercising the authority granted under the Mandate, is exempted from the obligation to offer such New Shares first to the existing shareholders of the Company."

6. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES** **Ordinary Resolution 7**

   "**THAT**, subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, the Company's Constitution, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares in the Company's share capital through Bursa Securities and to take all such steps as are necessary (including the opening and maintaining of a depository account under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchases with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company, subject further to the following:-

   (i) the maximum number of ordinary shares which may be purchased and held by the Company pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company at the time of purchase;

   (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company;

   (iii) the authority conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution (unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting) but not so as to prejudice the completion of purchases by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authorities; and

   (iv) upon completion of the purchase(s) of the ordinary shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to cancel all the shares so purchased or retain all the shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act) or retain part thereof as treasury shares and cancelling the balance, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force."

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

By Order of The Board

Chow Yuet Kuen
MAICSA 7010284
SSM Practising Certificate No. 202008002730

Lau Fong Siew
MAICSA 7045893
SSM Practising Certificate No. 202008002625

Lau Choi King
MAICSA 7059575
SSM Practising Certificate No. 202008002718

Company Secretaries

Kuala Lumpur
28 October 2026

***A. Notes:-***

*1. **Proxy***

*(a) A member entitled to attend and vote at the 64th Annual General Meeting ("AGM") is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.*

*(b) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

*(c) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds shares in the Company for multiple beneficial owners in one securities account ('omnibus account'), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*

*(d) 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 either under its common seal or under the hand of an officer or attorney duly authorised in writing.*

*(e) The instrument appointing a proxy may be deposited in hard copy or by electronic means in the following manner not less than forty-eight (48) hours before the time set for holding the meeting i.e. **no later than 24 November 2026 at 10.00 a.m.** or at any adjournment thereof :*

*i) Hard copy*
*Deposit the original proxy form at Vistra Investor & Issuing House Services Sdn Bhd (formerly known as Tricor Investor & Issuing House Services Sdn Bhd) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposit in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.*

*ii) Electronic*
*Lodge the proxy form electronically via Vistra Share Registry and IPO (MY) portal at https://srmy.vistra.com by following the procedures provided in the Administrative Guide which is available on the Company's website at https://www.insas.net/ar-gm.html.*

*2. **General Meeting Record of Depositors***

*Only members whose names appear in the Record of Depositors as at **16 November 2026** shall be entitled to attend and vote at the AGM or appoint a proxy to attend and vote on his behalf.*

*3. **Voting***

*Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements, all the resolutions set out in the notice of AGM will be put to vote by poll.*

***B. Explanatory Notes to Ordinary and Special Businesses:-***

*1. **Audited Financial Statements***

*This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.*

*2. **Ordinary Resolutions 1 and 2 – Directors' fees and benefits***

*The Board had reviewed the Directors' fees (including Board Committees) and benefits after taking into account the responsibilities and time commitment required from the Non-Executive Directors to ensure the fees is in line with market trend for similar positions and is otherwise fair and not excessive.*

*The benefits payable to the Non-Executive Directors comprise of car, fuel, driver and meeting allowances for attending the Board, Board Committees and general meetings of the Company for the period from 27 November 2026 until the next Annual General Meeting in 2027. The meeting allowance is estimated based on the number of scheduled and unscheduled meetings and the number of Non-Executive Directors involved in these meetings.*

*The payment of Directors' fees for the financial year 2026 will be payable in full upon the shareholders' approval while the Directors' benefits will be paid as and when they are incurred.*

*3. **Ordinary Resolution 6 – Authority to issue and allot shares pursuant to Section 75 and 76 of the Companies Act 2016***

*The proposed Ordinary Resolution 6, if passed, will renew the general mandate given to the Directors of the Company to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. The general mandate sought for the issue of shares is a renewal of the general mandate which was approved by shareholders at the last Annual General Meeting held on 28 November 2025. Up to the date of this notice, the Company has not issued any new shares under this general mandate which will lapse at the conclusion of the 64th Annual General Meeting.*

*The renewal of the general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to issuance of new shares for funding investment projects, working capital and/or acquisitions and to avoid any delay and costs involved in convening a general meeting of the Company to approve such issuance of shares.*

*Pursuant to Section 85 of the Companies Act 2016 read together with Clause 70 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This proposed Ordinary Resolution 6, if passed, will waive the shareholders' pre-emptive rights to be offered the new shares that may be issued by the Company pursuant to the said resolution.*

*This authority to issue and allot shares, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company in 2027.*

*4. **Ordinary Resolution 7 – Proposed renewal of authority for the Company to purchase its own shares***

*The proposed Ordinary Resolution 7, if passed, is to empower the Directors to purchase the Company's shares of up to 10% of the total number of issued shares of the Company by utilising the funds allocated out of the retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company in 2027.*

*For information on the Proposed Renewal of Share Buy-Back Authority, please refer to the Statement in Relation to the Proposed Renewal of Authority for the Company to Purchase its Own Shares on pages 253 to 256 of the Annual Report 2026.*

***Personal Data Privacy***

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the 64th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 64th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 64th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees and undertakes that the member shall indemnify the Company and/or to keep the Company fully indemnified and save the Company harmless against all and/or any actions, demands, claims, losses, costs, proceedings and damages (including all legal fees and costs) which the Company may suffer or incur in any manner howsoever arising from or as a result of the member's breach of the aforementioned warranty.*

**INSAS BERHAD**
(Registration No. 196101000026 (4081-M))
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR THE SIXTY-FOURTH ANNUAL GENERAL MEETING ("64th AGM")**

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|---|---|---|
| Day and Date | : | **Thursday, 26 November 2026** |
| Time | : | **10.00 a.m.** |
| Venue | : | **Dewan Berjaya, Bukit Kiara Equestrian and Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur** |

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**REGISTRATION ON THE DAY OF THE 64th AGM**

1. The registration counter will open at 8.30 a.m. on Thursday, 26 November 2026 and will remain open until the conclusion of the 64th AGM or such time as may be determined by the Chairman of the meeting.

2. Please produce your ORIGINAL MyKad or Passport (for foreign shareholder) during registration for verification. Only original MyKad or Passport is valid for registration.

3. Please note that you are not allowed to register on behalf of another shareholder/proxy, even with the original MyKad or Passport of that other shareholder/proxy. Please make sure you collect your MyKad or Passport after the registration.

4. After verification and registration, you will be given an identification wristband. If you are attending the Meeting as a shareholder as well as proxy, you will be registered once and will only be given one identification wristband to enter the meeting hall. There is no replacement in the event that you lose/misplace the identification wristband.

5. After registration and signing on the Attendance List, please vacate the registration area.

6. The registration counter will only handle verification of shareholdings and registration. For other enquiries, you may proceed to the Help Desk.

**HELP DESK**

The Help Desk will handle all enquiries on matters relating to the 64th AGM. The Help Desk will also handle revocation of proxy's appointment.

**CORPORATE MEMBERS**

Corporate members who wish to appoint corporate representatives instead of proxy, must deposit their original or duly certified certificate of appointment of corporate representative to Vistra Investor & Issuing House Services Sdn Bhd (formerly known as Tricor Investor & Issuing House Services Sdn Bhd) ("**Vistra**") on or before the 64th AGM.

**APPOINTMENT OF PROXY OR ATTORNEY**

1. Only members whose names appear on the **Record of Depositors as at 16 November 2026** shall be eligible to attend and vote at the 64th AGM or appoint proxy(ies) and/or the Chairman of the Meeting to attend and vote on their behalf.

2. Members can appoint the Chairman of the Meeting as their proxy and indicate the voting instruction in the proxy form.

3. If you wish to participate in the 64th AGM yourself, please do not submit any proxy form for the 64th AGM. You will not be allowed to participate in the 64th AGM together with a proxy appointed by you.

4. Proxy form and/or documents relating to the appointment of proxy/attorney for the 64th AGM whether in hard copy or by electronic means must be deposited or submitted in the following manner no later than **Tuesday, 24 November 2026** at **10.00 a.m.**:

(i) Hard copy

In the case of an appointment made in hard copy form, the proxy form shall be deposited (by hand/post) with Vistra at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposit in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(ii) Electronic

The procedures to submit your proxy form electronically via Vistra Share Registry and IPO (MY) portal ("Vistra SRMY portal") are summarised below:-

| **Procedure** | **Action** |
|---|---|
| **i. Steps for Individual Shareholders** | |
| Register as a User at Vistra SRMY portal | 1. Visit Vistra SRMY portal at https://srmy.vistra.com.<br>2. Click "Register" and select "Individual Holder" and complete the New User Registration Form.<br>3. For guidance, you may refer to the tutorial guide available on the homepage.<br>4. Once registration is completed, you will receive an email notification to verify your registered email address.<br>5. After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved.<br>6. Once you receive the confirmation, activate your account by creating your password.<br><br>*If you are an existing user with Vistra SRMY portal or the TIIH Online portal previously, you are not required to register again.* |
| Proceed with submission of proxy form | 1. After the release of the Notice of Meeting by the Company, login with your email address and password.<br>2. Select the corporate event: "**INSAS BERHAD 64TH AGM**".<br>3. Navigate to the 3 dots at the end of the corporate event and choose **"SUBMISSION OF PROXY FORM"**.<br>4. Read and agree to the Terms and Conditions and confirm the Declaration.<br>5. Indicate the total number of shares assigned to your proxy(s) to vote on your behalf.<br>6. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy.<br>7. Indicate your voting instructions – FOR or AGAINST or ABSTAIN.<br>8. Print the proxy form for your record. |
| **ii. Steps for Corporation or Institutional Shareholders** | |
| Register as a User at Vistra SRMY portal | 1. Visit Vistra SRMY portal at https://srmy.vistra.com.<br>2. Click "Register" and select "Representative of Corporate Holder" and complete the New User Registration Form.<br>3. Complete the registration form with your personal details.<br>4. Once registration is completed, you will receive an email notification to verify your registered email address.<br>5. After verification, your registration will be reviewed and approved within two (2) working days. A confirmation email will be sent once approved.<br>6. Once you receive the confirmation, activate your account by creating your password. |

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| | *Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Vistra if you need clarifications on the user registration.* |
| Proceed with submission of proxy form | 1. Login to https://srmy.vistra.com with your email address and password.<br>2. Select the corporate event: "**INSAS BERHAD 64TH AGM**".<br>3. Navigate to the icon ">" at the end of the corporate event.<br>4. Read and agree to the Terms and Conditions and confirm the Declaration.<br>5. Select the corporate holder's name.<br>6. Proceed to download the submission file.<br>7. Prepare the file for the appointment of proxy(ies) by inserting the required data.<br>8. Proceed to upload the duly completed proxy appointment file.<br>9. Select "**Confirm**" to complete your submission.<br>10. Print the confirmation report of your submission for your record. |

**VOTING AT MEETING**

1. The voting at the 64th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). The Company has appointed Vistra as Poll Administrator to conduct poll voting electronically (e-voting) via Vistra SRMY portal and Independent Scrutineers have been appointed to verify the results of the poll.

2. During the 64th AGM, the Poll Administrator will brief you on the poll voting procedure.

3. Upon completion of the voting session, the Independent Scrutineers will verify the poll results, followed by the Chairman's announcement of the results and declaration whether the resolutions are carried.

**RESULTS OF THE VOTING**

The results of the poll voting will be announced at the 64th AGM and subsequently released to Bursa Securities via an announcement at www.bursamalaysia.com.

**NO RECORDING OR PHOTOGRAPHY**

Recording or photography of the 64th AGM proceedings is **STRICTLY PROHIBITED**.

**NO SMOKING POLICY**

Smoking in the meeting hall is **STRICTLY PROHIBITED**.

**ENQUIRY**

If you have any enquiry prior to the meeting, you may contact Vistra during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except public holidays).

| **Vistra Investor & Issuing House Services Sdn Bhd (formerly known as Tricor Investor & Issuing House Services Sdn Bhd)** | |
|---|---|
| Telephone Number | 603-2783 9299 |
| Email | is.enquiry@vistra.com |

The Company may at its discretion make any changes to the above arrangements in the event of unforeseen circumstances.