

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

**MINUTES OF THE 63<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD AT DEWAN BERJAYA, BUKIT KIARA EQUESTRIAN & COUNTRY RESORT, JALAN BUKIT KIARA, OFF JALAN DAMANSARA, 60000 KUALA LUMPUR ON FRIDAY, 28 NOVEMBER 2025 AT 10.30 A.M.**

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- Chairperson/Chairman** : Y.A.M. Tengku Puteri Seri Kemala Tengku Dato' Sri Setia Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah Al-Musta'in Billah, DK., SAAS., SSAP., SIMP.  
Dato' Wong Gian Kui
- Directors** : Dato' Dr Tan Seng Chuan  
Dato' Mohamad Azmi Bin Ali  
Datuk Mohamed Arsad Bin Sehan  
Ms Soon Li Yen
- In Attendance** : Ms Chow Yuet Kuen            } Company Secretaries  
Ms Lau Fong Siew                }
- By Invitation** : Ms. Winnie Ng Yee Ching – General Manager-Finance  
Mr. Hooi Kok Mun – Grant Thornton Malaysia PLT  
Ms. Antony Leong – Grant Thornton Malaysia PLT  
Ms. Pauline Phon Pooi Yin – Grant Thornton Malaysia PLT  
Mr. Lim Jyue Yiin, Johnny – Grant Thornton Malaysia PLT  
Ms. Teng Zi Huan – Grant Thornton Malaysia PLT  
Ms. Samantha Goh – Tricor Investor & Issuing House Services Sdn Bhd  
Ms. Cheang Siow Voon – Quantegic Services Sdn Bhd  
Ms. Yap Chon Yoke – Quantegic Services Sdn Bhd
- Members/proxies** : As per attendance list provided by the poll administrator

**1. PRELIMINARY**

The Chairperson, Y.A.M. Tengku Hajjah Aishah took the chair and welcomed everyone to the Company's 63<sup>rd</sup> Annual General Meeting ("AGM").

**2. QUORUM**

Upon confirmation by the Company Secretary that the requisite quorum was present in accordance with the Company's Constitution, the Chairperson called the meeting to order at 10.30 am.

**3. NOTICE OF MEETING**

The notice convening the AGM, having been circulated to all shareholders for the statutory period and published in newspaper on 30 October 2025, was taken as read.

**4. POLL VOTING**

The Chairperson informed that pursuant to Bursa Malaysia Listing Requirements, all the resolutions set out in the notice of AGM would be put to vote by poll. The Chairperson exercised her rights and demanded for a poll in accordance with the Company's Constitution.

The Chairperson further informed that the Company had appointed Tricor Investor and Issuing House Services Sdn Bhd as the poll administrator to conduct the polling process and Quantegic Services Sdn Bhd as the independent scrutineer to verify the poll results. The poll voting for all resolutions would commence after the deliberation of all the resolutions set out in the notice of AGM and Q&A session.

Before the questions and answers session, the Company Secretary presented all the items in the meeting agenda.

**5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025**

The Company Secretary informed that the audited financial statements together with the reports of the directors and auditors thereon had been published on Bursa Malaysia's website as well as the Company's corporate website. The audited financial statements were for discussion only as the provision of the Companies Act 2016 does not require a formal approval of the shareholders. Hence, this agenda was not put forward for voting.

The audited financial statements for the financial year ended 30 June 2025 and the reports of the directors and auditors thereon were duly tabled and received at the AGM in accordance with Section 340(1)(a) of the Companies Act 2016.

**6. ORDINARY RESOLUTION 1 - PAYMENT OF DIRECTORS' FEES**

Ordinary Resolution 1 was to approve the payment of Directors' fees of RM204,000.00 for the financial year ended 30 June 2025.

**7. ORDINARY RESOLUTION 2 - DIRECTORS' BENEFITS**

Ordinary Resolution 2 was to approve the payment of Directors' benefits of up to RM60,000.00 for the period from 29 November 2025 until the next AGM of the Company.

**8. ORDINARY RESOLUTIONS 3 & 4 - RE-ELECTION OF DIRECTORS PURSUANT TO CLAUSE 103 OF THE COMPANY'S CONSTITUTION**

The following Directors who retired by rotation in accordance with Clause 103 of the Company's Constitution and being eligible, had offered themselves for re-election:-

- (a) Ordinary Resolution 3 – Re-election of Dato' Mohamad Azmi Bin Ali as Director; and
- (b) Ordinary Resolution 4 – Re-election of Datuk Mohamed Arsad Bin Sehan as Director.

**9. ORDINARY RESOLUTION 5 - RE-APPOINTMENT OF AUDITORS**

Ordinary Resolution 5 was to approve the re-appointment of Messrs Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**10. ORDINARY RESOLUTION 6 - AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016**

Ordinary Resolution 6 was to empower the Directors of the Company to issue and allot up to 10% of the total number of issued shares in the Company pursuant to Section 75 and 76 of the Companies Act 2016. This authority would remain in force until the next AGM of the Company in 2026.

**11. ORDINARY RESOLUTION 7 - PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

Ordinary Resolution 7 was to approve the renewal of authority for the Company to purchase its own shares of up to 10% of the total number of issued shares.

**12. QUESTIONS AND ANSWERS SESSION**

The Chairperson informed that she will excuse herself from the meeting before the commencement of the Q&A session and the chairmanship will be handed over to Dato' Wong Gian Kui, the Executive Director cum CEO to continue with the meeting proceedings.

At the request of Dato' Wong, the Company Secretary presented the Company's reply to the questions received from the Minority Shareholder Watch Group ("MSWG") via its letter dated 25 November 2025 in relation to the operational & financial matters. For the benefit of the shareholders, the questions and answers were projected on screen at the AGM. MSWG's questions and the Company's response are attached as **Appendix A** to the minutes.

The Company Secretary continued to present the answers to the questions submitted by a shareholder prior to the AGM.

Thereafter, the Company Secretary invited questions from the floor and the Board addressed the questions raised by the shareholders/proxies accordingly. A summary of key matters discussed at the AGM are attached as **Appendix B** to the minutes.

**13. POLLING PROCESS**

After confirming that the Company had not received any notice of other business for the meeting by the Company Secretary, a short video demonstrating the voting instructions was played. Shareholders or proxies were directed to scan the QR code on the screen to vote using electronic device or proceed to the foyer to cast the votes.

Upon closure of the voting session at 1.45 p.m., the scrutineer commenced the verification of poll results which took about 10 minutes to complete.

**14. ANNOUNCEMENT OF POLL RESULTS**

The meeting resumed at 1.55 p.m. for the declaration of poll results. Based on the following poll results, the Chairman declared that all the resolutions were duly carried :

**14.1 Ordinary Resolution 1 - Payment of Directors' Fees**

Votes for		Votes against	
No. of shares	%	No. of shares	%
231,453,381	99.9866	31,105	0.0134

It was resolved :-

**"THAT** the payment of Directors' fees of RM204,000.00 for the financial year ended 30 June 2025 be and is hereby approved."

**14.2 Ordinary Resolution 2 - Payment of Directors' Benefits**

Votes for		Votes against	
No. of shares	%	No. of shares	%
231,453,321	99.9865	31,165	0.0135

It was resolved :-

**“THAT** the payment of Directors’ benefits of up to RM60,000.00 for the period from 29 November 2025 until the next Annual General Meeting of the Company be and is hereby approved.”

**14.3 Ordinary Resolution 3 - Re-election of Dato’ Mohamad Azmi Bin Ali**

<b>Votes for</b>		<b>Votes against</b>	
No. of shares	%	No. of shares	%
231,752,365	99.9876	28,705	0.0124

It was resolved :-

**“THAT** Dato’ Mohamad Azmi Bin Ali, retiring pursuant to Clause 103 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

**14.4 Ordinary Resolution 4 - Re-election of Datuk Mohamed Arsad Bin Sehan**

<b>Votes for</b>		<b>Votes against</b>	
No. of shares	%	No. of shares	%
231,096,066	99.7019	691,004	0.2981

It was resolved :-

**“THAT** Datuk Mohamad Arsad Bin Sehan, retiring pursuant to Clause 103 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

**14.5 Ordinary Resolution 5 - Re-appointment of Auditors**

<b>Votes for</b>		<b>Votes against</b>	
No. of shares	%	No. of shares	%
231,330,470	99.8030	456,600	0.1970

It was resolved :-

**“THAT** the retiring auditors, Messrs Grant Thornton Malaysia PLT who had indicated their willingness to continue in office, be and are hereby re-appointed auditors of the Company for the ensuing year at a remuneration to be determined by the Board of Directors.”

**14.6 Ordinary Resolution 6 - Authority to Issue and Allot Shares pursuant to Section 75 and 76 of the Companies Act 2016**

<b>Votes for</b>		<b>Votes against</b>	
No. of shares	%	No. of shares	%
231,431,355	99.8465	355,715	0.1535

It was resolved :-

**“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.”

**14.7 Ordinary Resolution 7 - Proposed Renewal of the Authority for the Company to Purchase its Own Shares**

Votes for		Votes against	
No. of shares	%	No. of shares	%
231,577,713	99.9876	28,765	0.0124

It was resolved :-

**“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.”

**15. CLOSE OF MEETING**

There being no further business, the Chairman declared the meeting closed at 1.58 p.m..

**INSAS BERHAD - MINUTES OF 63<sup>RD</sup> AGM**

Signed as a correct record

Chairperson

Date : 13 January 2026

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