

TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS) : NON RELATED PARTY TRANSACTIONS INSAS BERHAD ("INSAS" OR THE "COMPANY") PROPOSED DISPOSAL OF 100% EQUITY INTEREST IN M & A SECURITIES SDN BHD ("M & A SECURITIES") FOR A CONSIDERATION OF RM222.0 MILLION

INSAS BERHAD

Type	Announcement
Subject	TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS) NON RELATED PARTY TRANSACTIONS
Description	INSAS BERHAD ("INSAS" OR THE "COMPANY") PROPOSED DISPOSAL OF 100% EQUITY INTEREST IN M & A SECURITIES SDN BHD ("M & A SECURITIES") FOR A CONSIDERATION OF RM222.0 MILLION

(Unless otherwise stated, all abbreviations used herein shall have the same meanings as those stated in the Company's earlier announcements in relation to the SYF Proposals.)

Reference is made to the Company's announcements dated 6 October 2021, 2 December 2021, 1 July 2022, 13 October 2022 and 14 November 2022 with regards to the above matter.

On behalf of the Board, M&A wishes to announce that SYF has obtained a conditional approval (save for the Proposed Exemption as defined herein) from the SC vide its letter dated 14 December 2022 on its application for the SYF Proposals as follows, which include the Proposed M&A Disposal (being item (iv) which is also referred to by SYF as the Proposed Acquisition):

1. Proposed disposal by SYF of the entire equity interest in Seng Yip Furniture Sdn Bhd to Mieco Chipboard Berhad, for a disposal consideration of RM50.0 million, to be fully satisfied via cash ("Proposed Disposal of Furniture Business");
2. Proposed disposal of two (2) parcels of freehold land, by Nikmat Sekitar Sdn Bhd and Nuri Meriah Sdn Bhd respectively, the indirect wholly-owned subsidiaries of SYF, to Juta Development Sdn Bhd, for a total disposal consideration of RM21.2 million, to be fully satisfied via cash ("Proposed Disposal of Freehold Land");
3. Proposed cash distribution of RM0.18 per ordinary share in SYF ("SYF Share") comprising RM0.07 per SYF Share to be distributed on the entitlement date after completion of the Proposed Disposal of Furniture Business and the remaining RM0.11 per SYF Share to be distributed on the entitlement date after completion of the Proposed Disposal of Freehold Land ("Proposed Special Dividend and/or Capital Repayment");
4. Proposed acquisition by SYF of the entire equity interest and redeemable convertible preference shares in M & A Securities, from Insas for a purchase consideration of RM222.0 million, to be fully satisfied via the issuance of 1,009,090,909 new SYF Shares at an issue price of RM0.22 per SYF Share ("Proposed Acquisition");
5. Proposed renounceable rights issue of 284,436,506 new SYF Shares ("Rights Shares"), to existing shareholders of SYF at an issue price of RM0.22 each, on the basis of one (1) Rights Share for every two (2) existing SYF Shares held on the entitlement date ("Proposed Rights Issue");
6. Proposed restricted issue of up to 157,796,392 new SYF Shares, at an issue price of RM0.22 each, representing up to 10% of the enlarged share capital of SYF after the Proposed Acquisition to eligible directors and employees of the enlarged SYF group including M & A Securities and its subsidiaries ("M & A Group") and persons who have contributed to the success of M & A Group ("Proposed Restricted Issue");
7. Proposed exemption under subparagraph 4.08(1)(a) of the Rules on Takeovers, Mergers and Compulsory Acquisitions for Insas and its persons acting in concert from the obligation to undertake a mandatory take-over offer to acquire the remaining SYF Shares not already owned by them upon completion of the Proposed Acquisition ("Proposed Exemption");
8. Proposed change of name from "SYF Resources Berhad" to "M & A Equity Holdings Berhad"; and

9. Listing of and quotation for the new SYF Shares to be issued pursuant to the Proposed Acquisition, Proposed Rights Issue and Proposed Restricted Issue on the Main Market of Bursa Malaysia Securities Berhad (“Bursa Malaysia”), as follows:

- (a) 1,009,090,909 new SYF Shares to be issued pursuant to the Proposed Acquisition;
- (b) 284,436,506 new SYF Shares to be issued pursuant to the Proposed Rights Issue; and
- (c) Up to 157,796,392 new SYF Shares to be issued pursuant to the Proposed Restricted Issue.

The SC approval is conditional upon:

- 1. Malacca Securities Sdn Bhd and SYF to fully comply with the requirements of the SC’s Equity Guidelines and Bursa Malaysia’s Main Market Listing Requirements pertaining to the implementation of the SYF Proposals;
- 2. SYF to allocate 12.5% of its enlarged number of issued shares to Bumiputera investors to be approved or recognised by the Ministry of International Trade and Industry (“MITI”) within one (1) year after registering after-tax-profit or three (3) years after the implementation of the SYF Proposals, whichever is earlier (“Trigger Date”); and
- 3. SYF to submit to the SC on its proposal to comply with the equity condition stated in paragraph (2) above within six (6) months from the Trigger Date.

This announcement is dated 16 December 2022.

Announcement Info

Company Name	INSAS BERHAD
Stock Name	INSAS
Date Announced	16 Dec 2022
Category	General Announcement for PLC
Reference Number	GA1-16122022-00070