

GENERAL MEETINGS: Notice of Meeting

INSAS BERHAD

Type of Meeting	Extraordinary
Indicator	Notice of Meeting
Description	Notice of Extraordinary General Meeting The meeting will be conducted on a fully virtual basis through live streaming and online remote voting
Date of Meeting	23 Feb 2023
Time	11:00 AM
Venue(s)	Online Meeting Platform hosted on TIIH Online website at https://tiih.online or https://tiih.com.my (Domain registration number with MYNIC : D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia
Date of General Meeting Record of Depositors	13 Feb 2023

Resolutions

1. Ordinary Resolution

Description	Proposed disposal of the entire ordinary shares and redeemable convertible preference shares in M & A Securities Sdn Bhd to SYF Resources Berhad ("SYF") for a consideration of RM222,000,000 to be satisfied via the issuance of 1,009,090,909 new ordinary shares in SYF at an issue price of RM0.22 each
Shareholder's Action	For Voting

Please refer attachment below.

Attachments

[Insas_2023 EGM Notice and Admin Guide .pdf](#)
236.7 kB

Announcement Info

Company Name	INSAS BERHAD
Stock Name	INSAS
Date Announced	07 Feb 2023
Category	General Meeting
Reference Number	GMA-03022023-00003
Corporate Action ID	MY230203MEET0003



INSAS BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM” or “Meeting”) of Insas Berhad (“INSAS” or “Company”) will be conducted on a fully virtual basis through live streaming and online remote voting via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC : D1A282781) on **Thursday, 23 February 2023 at 11.00 a.m.** or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF THE ENTIRE ORDINARY SHARES AND REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN M & A SECURITIES SDN BHD (“M&A SECURITIES”) TO SYF RESOURCES BERHAD (“SYF”) FOR A CONSIDERATION OF RM222,000,000 TO BE SATISFIED VIA THE ISSUANCE OF 1,009,090,909 NEW ORDINARY SHARES IN SYF AT AN ISSUE PRICE OF RM0.22 EACH (“PROPOSED M&A DISPOSAL”)

“**THAT** subject to the fulfilment of all the conditions precedent under the conditional share sale and purchase agreement between Insas and SYF dated 6 October 2021, including any supplemental agreement(s) and/or letter(s) executed or to be executed by Insas and SYF in relation thereto (“SSPA”), and all approvals being obtained from the relevant authorities and/or parties (if required), approval be and is hereby given to Insas to dispose 100,000,000 ordinary shares in M&A Securities representing 100.0% equity interest and 60,000,000 redeemable convertible preference shares in M&A Securities (“RCPS”) representing 100.0% of the RCPS in M&A Securities to SYF for a total consideration of RM222,000,000 to be satisfied by the issuance of 1,009,090,909 new ordinary shares in SYF at an issue price of RM0.22 each;

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to do all acts and things as may be deemed fit, necessary or expedient to give full effect to the Proposed M&A Disposal with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required or imposed by the relevant authorities, and to take all such steps and actions as the Board deems necessary or expedient in order to implement, finalise and give full effect to the Proposed M&A Disposal.”

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)
Company Secretaries

Kuala Lumpur
8 February 2023

Notes:

- (i) The EGM will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting facilities (“RPV”). The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the poll administrator for the EGM to facilitate the RPV via **TIIH Online website at <https://tiih.online>**. Please follow the procedures set out in the Administrative Guide for the EGM which is available on the Company’s website at <http://www.insas.net/ar-gm.html> to register, participate and vote remotely via the RPV.
- (ii) A member entitled to participate and vote at the meeting via RPV is entitled to appoint not more than 2 proxies to participate and vote in his stead. Where a member appoints more than 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.
- (iii) 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.
- (iv) 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.
- (v) The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the poll administrator not less than 48 hours before the time set for holding the meeting i.e. no later than 21 February 2023 at 11.00 a.m.:
 - (a) **Hard copy form**
Submit to 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur Malaysia.
 - (b) **Electronic form**
Lodge via TIIH Online website at <https://tiih.online> by following the procedures set out in the Administrative Guide.
- (vi) A member who has appointed a proxy or authorised representative or attorney to participate in the EGM via RPV must request his/her proxy or authorised representative or attorney to register himself/herself for RPV at TIIH Online website at <https://tiih.online> in accordance with the procedures set out in the Administrative Guide.
- (vii) Only members whose names appear in the **Record of Depositors as at 13 February 2023** will be entitled to participate or appoint proxy(ies) to participate in his stead in the EGM. **Kindly take note that ONLY Ordinary Shareholders are entitled to vote at the EGM.**



INSAS BERHAD

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

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Date : Thursday, 23 February 2023
Time : 11.00 a.m.
Online Meeting Platform : TIIH Online website at <https://tiih.online> or <https://tiih.com.my>
(Domain registration number with MYNIC : D1A282781)

MODE OF MEETING

- The EGM of the Company will be conducted fully virtual through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via its TIIH Online website at <https://tiih.online>.
- Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using the RPV facilities provided by Tricor.
- Please refer to “Procedures for RPV” as set out below for the requirements and procedures.

ENTITLEMENT TO PARTICIPATE

- Only members whose names appear on the **Record of Depositors as at 13 February 2023** shall be eligible to attend, speak and vote at the EGM or appoint proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- Member who has appointed a proxy/authorised representative/attorney to participate in the EGM via RPV must request his/her proxy/authorised representative/attorney to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please refer to “Procedures for RPV”.
- Members who are unable to participate in the EGM may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the proxy form.

PROCEDURES FOR RPV

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the EGM using the RPV facilities:

Before the EGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none">• Using your computer, access to website at https://tiih.online.• Register as a user under the “e-Services” select the “Sign Up” button and followed by “Create Account by Individual Holder”. Refer to the tutorial guide

	<p>posted on the homepage for assistance.</p> <ul style="list-style-type: none"> • Registration as a user will be approved within one (1) working day and you will be notified via e-mail. • If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
ii. Submit your request to attend EGM remotely	<ul style="list-style-type: none"> • Registration is open from Wednesday, 8 February 2023 until the day of EGM on Thursday, 23 February 2023. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using the RPV facilities. • Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) INSAS EGM 2023”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select “Register for Remote Participation and Voting”. • Review your registration and proceed to register. • System will send an e-mail to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the Record of Depositors as at 13 February 2023, the system will send you an e-mail on or after 21 February 2023 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i></p>

On the EGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the EGM at any time from 10.00 a.m. i.e. 1 hour before the commencement of meeting at 11.00 a.m. on Thursday, 23 February 2023.
ii. Participate through Live Streaming	<ul style="list-style-type: none"> • Select the corporate event: “(LIVE STREAM MEETING) INSAS EGM 2023” to engage in the proceedings of the EGM remotely. <p>If you have any question for the Board, you may use the query box to transmit your question. The Board will endeavour to respond to questions submitted by remote participants during the EGM.</p>
iii. Online remote voting	<ul style="list-style-type: none"> • Voting session will commence from 11.00 a.m. on Thursday, 23 February 2023 until a time when the Chairman announces the end of the voting session. • Select the corporate event: “(REMOTE VOTING) INSAS EGM 2023” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes. <p>Kindly take note that ONLY Ordinary Shareholders are entitled to vote at the EGM.</p>
iv. End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the conclusion of the EGM, the live streaming will end.

Note to users of the RPV:

1. Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

APPOINTMENT OF PROXY

- Members who wish to appoint proxy/authorised representative/attorney to participate in the EGM via RPV may deposit the duly executed proxy form and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM whether in hard copy or by electronic means in the following manner no later than **Tuesday, 21 February 2023 at 11.00 a.m.:**

(i) Hard copy

By hand or post to 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, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;

OR

(ii) Electronic

Lodge electronically via TIIH Online by following the steps below:

Procedure	Action
i. Steps for individual members	
Register as a user with TIIH Online	<ul style="list-style-type: none">Using your computer, access to website at https://tiih.online.Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of proxy form	<ul style="list-style-type: none">After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.Select the corporate event: “INSAS EGM 2023 - SUBMISSION OF PROXY FORM”.Read and agree to the Terms and Conditions and confirm the Declaration.Insert your CDS account number and indicate the number of shares for your proxy to vote on your behalf.Appoint your proxy and insert the required details of your proxy(s) or appoint the Chairman as your proxy.Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.Review and confirm your proxy(s) appointment.

	<ul style="list-style-type: none"> • Print the proxy form for your record.
ii. Steps for corporate or institutional members	
Register as a user with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects the “Sign Up” button and followed by “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporate or institutional member 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 Tricor if you need clarifications on the user registration.)</i></p>
Proceed with submission of proxy form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event : “INSAS EGM 2023 - SUBMISSION OF PROXY FORM”. • Read and agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set out therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

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

VOTING AT MEETING

- The voting at the EGM will be conducted on a poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”). The Company has appointed Tricor to conduct the poll voting electronically (“e-voting”).
- Members and proxies can proceed to vote on the resolution at any time from the commencement of the EGM at 11.00 a.m. on 23 February 2023 but before the end of the voting session which will be announced by the Chairman of the Meeting. Please refer to the “Procedures for RPV” provided above for guidance on how to vote remotely via TIIH Online.

DOOR GIFTS OR FOOD VOUCHERS

There will be no door gifts or food vouchers for attending the EGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the EGM.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Members may submit questions to the Board in advance via Tricor's TIIH Online website at <https://tiih.online>, by selecting "e-Services" to login, post your questions and submit it electronically no later than Tuesday, 21 February 2023 at 11.00 a.m..

Enquiry

If you have any enquiries on the above, please contact Tricor during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com