

GENERAL MEETINGS: NOTICE OF MEETING

INSAS BERHAD

Type of Meeting	AGM
Indicator	Notice of Meeting
Description	Notice of Fiftieth Annual General Meeting
Date of Meeting	19/12/2012
Time	11:30 AM
Venue	Dewan Berjaya, Bukit Kiara Equestrian & Country Resort Jalan Bukit Kiara, Off Jalan Damansara 60000 Kuala Lumpur
Date of General Meeting Record of Depositors	12/12/2012

Attachments

[Insas-notice of AGM.pdf](#)
227 KB

Announcement Info

Company Name	INSAS BERHAD
Stock Name	INSAS
Date Announced	23 Nov 2012
Category	General Meetings
Reference No	II-121121-52817



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fiftieth Annual General Meeting of the Company shall be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 19th December 2012 at 11.30 a.m. for the following purposes: -

AGENDA

1. To receive and adopt the Audited Financial Statements of the Company for the year ended 30 June 2012 and the Reports of the Directors and Auditors thereon. **Resolution 1**

2. To approve the payment of Directors' fees of RM64,320.00 for the year ended 30 June 2012. **Resolution 2**

3. To re-elect the following Directors retiring pursuant to Article 96 of the Company's Articles of Association: -

3.1 Ms Soon Li Yen **Resolution 3**

3.2 Mr Oh Seong Lye **Resolution 4**

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

SPECIAL BUSINESS

5. To consider and if thought fit, pass with or without modifications the following Resolution:

As Ordinary Resolution **Resolution 6**

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company 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 percent of the issued share capital of the Company for the time being 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 also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued."

6. To consider and if thought fit, pass with or without modifications the following Resolution:

As Ordinary Resolution **Resolution 7**

PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES BY THE COMPANY

"THAT, subject always to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM1.00 each in the Company's issued and paid-up ordinary share capital through the 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 purchase with full powers to assent to any conditions, modifications, revaluations, 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 said 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 shall be equivalent to ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being;
- (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 or share premium reserve of the Company or both;
- (iii) the approval 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 ordinary resolution of the shareholders of the Company in a general meeting) but not so as to prejudice the completion of purchase 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 the Bursa Securities and/or any other relevant authority; 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 for future re-sale or for distribution as dividend to the shareholders of the Company 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 the Bursa Securities and any other relevant authority for the time being in force."

7. To consider and if thought fit, pass with or without modifications the following Resolution:

As Special Resolution **Resolution 8**

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

"THAT the proposed amendments to the Articles of Association of the Company as set out on page 159 of the Annual Report 2012 be and are hereby approved AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the proposed amendments to the Articles of Association of the Company."

8. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order Of The Board

Chow Yuet Kuen (MAICSA 7010284)
Company Secretary

Kuala Lumpur
26 November 2012

Explanatory Notes to Ordinary Resolution 6

The Company is actively looking into prospective areas to broaden its operating base and earning potential of the Company which may involve the issue of new shares. In order to avoid any delay and costs involved in convening a general meeting of the Company to approve such issue of shares, the proposed adoption of Ordinary Resolution 6 is to empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purpose. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The General Mandate sought for issue of shares up to 10% of the issued capital of the Company is a renewal to the General Mandate which was approved by shareholders at the last Annual General Meeting held on 20 December 2011. As at 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 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 project(s), working capital and/or acquisitions.

Explanatory Notes to Ordinary Resolution 7

The proposed Ordinary Resolution 7, if passed, will empower the Directors to purchase the Company's shares of up to 10% of the issued and paid-up capital of the Company by utilising the funds allocated out of the share premium account and/or retained profit 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. For further information on the Proposed Share Buy-Back, kindly refer to the Statement in Relation to the Proposed Renewal of Authority to Purchase its Own Shares by the Company on Pages 155 to 158 of the Annual Report 2012.

Explanatory Notes to Special Resolution 8

The proposed Special Resolution 8, if passed, will bring the Company's Articles of Association in line with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Details of the proposed amendments are set out on page 159 of the Annual Report 2012.

Notes:-

- (i) A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (ii) A member, who 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.
- (iii) A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (iv) In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of a duly authorised officer or attorney.
- (v) The instrument appointing a proxy must be deposited at the Company's Registered Office situated at No. 45-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- (vi) Only members registered in the Record of Depositors as at 12 December 2012 shall be eligible to attend the 50th Annual General Meeting or appoint a proxy to attend and vote on his behalf.