

GENERAL MEETINGS: NOTICE OF MEETING

INSAS BERHAD

Type of Meeting	EGM
Indicator	Notice of Meeting
Description	Notification on Extraordinary General Meeting
	Extraordinary General Meeting ("EGM")
	Notice is hereby given that the EGM of the Company will be held at Dewan Seroja, Kelab Golf Perkhidmatan Awam (KGPA), Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Monday, 3 November 2014 at 3.00 p.m.
	The full text of the Notice of EGM is attached for your kind attention.
Date of Meeting	03/11/2014
Time	03:00 PM
Venue	Dewan Seroja, Kelab Golf Perkhidmatan Awam (KGPA), Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur
Date of General Meeting Record of Depositors	28/10/2014
Attachments	
	NOE - Insas.pdf
	77 KB

Announcement Info

Company Name	INSAS BERHAD
Stock Name	INSAS
Date Announced	9 Oct 2014
Category	General Meetings
Reference No	OS-141009-37126



INSAS BERHAD
(Company No. 4031-M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Insas Berhad ("Insas" or the "Company") will be held at Dewan Geraja, Kelab Golf Perkhidmatan Anson (GCPA), Bukit Alara, Off Jalan Damansara, 60000 Kuala Lumpur on Monday, 3 November 2014 at 3:00 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass the following resolutions, with or without modifications:

SPECIAL RESOLUTION 1
PROPOSED RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF INSAS FROM RM1,500,000,000 COMPRISING 1,500,000,000 ORDINARY SHARES OF RM1.00 EACH IN INSAS ("INSAS SHARES") TO RM1,500,000,000 COMPRISING 1,438,000,000 INSAS SHARES AND 62,000,000 REDEEMABLE PREFERENCE SHARES OF RM1.00 EACH ("RPS") ("PROPOSED RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF INSAS")

THAT, subject to the passing of Special Resolution 2, the authorised share capital of the Company be reclassified from RM1,500,000,000 divided into 1,500,000,000 Insas Shares to RM1,500,000,000 divided into 1,438,000,000 Insas Shares and 62,000,000 RPS; AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authorities and to take all steps as they may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed Reclassification of the Authorised Share Capital of Insas.

SPECIAL RESOLUTION 2
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF INSAS

THAT, subject to the passing of Special Resolution 1, the Proposed Amendments to the Memorandum and Articles of Association of Insas as set out in Appendix I of the circular to shareholders dated 10 October 2014 ("Circular") be and are hereby approved;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authorities and to take all steps as they may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Memorandum and Articles of Association of Insas.

ORDINARY RESOLUTION 1
PROPOSED RENOUNCABLE RIGHTS ISSUE OF UP TO 138,666,727 RPS WITH UP TO 277,333,454 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) RPS AND TWO (2) WARRANTS FOR EVERY FIVE (5) EXISTING INSAS SHARES AT AN ISSUE PRICE OF RM1.00 PER RPS ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

THAT, subject to the passing of Special Resolutions 1 and 2, and the approval from the relevant authorities being obtained where necessary, approval be and is hereby given to the Board of Directors of Insas ("Board") to:

- (i) allot and issue up to 138,666,727 RPS in Insas at an issue price of RM1.00 per RPS to the shareholders of Insas whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined by the Directors and to be announced by the Company ("Entitled Shareholders");
- (ii) allot and issue up to 277,333,454 Warrants to those Entitled Shareholders who have successfully applied for the RPS on the basis of two (2) Warrants for every one (1) RPS successfully subscribed;
- (iii) constitute the Warrants upon the terms and conditions of a deed poll to be executed by Insas ("Deed Poll"), the principal terms of which are set out in Section 2.1.7 of the Circular and wherein each of the Warrants will carry the right to subscribe, subject to any adjustment in accordance with the Deed Poll, at any time during the exercise period, for one (1) new Insas Share at an exercise price of RM1.00 per Warrant or at any adjournment thereof under the provisions of the Deed Poll;
- (iv) allot and issue such other additional Warrants as may be required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll; and
- (v) allot and issue up to 277,333,454 Insas Shares arising from the exercise of Warrants;

AND THAT any RPS which are not validly taken up or which are not allotted for any reason whatsoever shall be made available for excess applications by the Entitled Shareholders and/or their renounee(s) and such excess RPS shall be allocated in a fair and equitable manner on a basis to be determined by the Directors of the Company in their discretion and announced later by the Company.

AND THAT the Directors of the Company be and are hereby empowered and authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue with Warrants in such manner as the Directors of the Company may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities.

AND THAT the new Insas Shares to be issued pursuant to the exercise of the Warrants shall upon allotment, rank pari passu in all respects with the then existing Insas Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to the shareholders of the Company, the entitlement date (namely the date as at the close of business on which shareholders must be registered in order to be entitled to any dividends, rights, allotments or other distributions) of which is prior to the date of allotment of the new Insas Shares to be issued arising from the exercise of the Warrants;

AND THAT the RPS, Warrants and the new Insas Shares to be issued pursuant to the exercise of the Warrants shall be listed on Bursa Malaysia Securities Berhad ("Bursa Securities");

AND THAT the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll upon the terms set out in the Circular with full powers to ascertain to any conditions, variations, modifications and/or amendments as may be proposed or permitted by the relevant authorities or as may be deemed necessary by the Directors of the Company, and, subject to all previous and adjustments contained in the Deed Poll, to assent to any modification and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full powers to implement and give effect to the terms and conditions of the Deed Poll, and to take all steps as they may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and do as may be required to give effect to the Proposed Rights Issue with Warrants with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants.

ORDINARY RESOLUTION 2
PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF INSAS AND ITS SUBSIDIARIES (EXCLUDING SUBSIDIARIES WHICH ARE DOMESTIC GROUPS) ("PROPOSED ESOS")

THAT, subject to the approval of all the relevant authorities including but not limited to, the approval of Bursa Securities for the listing of the new ordinary shares of the Company to be allotted and issued hereunder pursuant to the exercise of options granted under the proposed establishment of an employees' share option scheme, the terms of which are set out in the Circular, the Directors be and are hereby authorised to:

- (i) establish, implement and administer an employees' share option scheme to be known as the Proposed ESOS for the benefit of all eligible employees and Directors (excluding Alternate Directors, if any) of the Company and all its subsidiaries (excluding subsidiaries which are domestic Eligible Employees) in accordance with the provisions of the By-Laws of the Proposed ESOS as set out in Appendix II of the Circular, under which, options will be granted to such Eligible Employees to subscribe for new Insas Shares;
- (ii) do all things necessary and make the necessary applications at the appropriate time or times to Bursa Securities for the listing and quotation for the Insas Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS;

(iii) allot and issue from time to time such number of Insas Shares as may be required to be issued pursuant to the exercise of the options under the Proposed ESOS provided that the total number of new Insas Shares to be issued under the Proposed ESOS shall not exceed in aggregate 10% of the total issued and paid-up share capital of the Company (excluding treasury shares) at any point or any limit prescribed by any guidelines, rules and regulations of the relevant authorities during the duration of the Proposed ESOS and that such new Insas Shares will, upon allotment and issuance, rank pari passu in all respects with the then existing Insas Shares save and except that the new Insas Shares shall not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid to the shareholders of the Company, the entitlement date (namely the date as at the close of business on which shareholders must be registered in order to be entitled to any dividends, rights, allotments or other distributions) of which is prior to the date of allotment of the new Insas Shares to be issued under the Proposed ESOS and shall be subject to the provisions of the Articles of Association of the Company and the Main Market Listing Requirements of Bursa Securities relating to transfer, transmission and otherwise; and

(iv) extend the Proposed ESOS, if the Directors of the Company deem fit, for up to a maximum period of an additional five (5) years ("Proposed ESOS Extension").

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds, arrangements or undertakings and to make rules and regulations, or impose such terms and conditions or delegate part or all of its powers, and to execute, sign and deliver, for and on behalf of the Company, all such documents as may be necessary or expedient in order to give full effect to the Proposed ESOS and the Proposed ESOS Extension with full power to consent to and to adopt such conditions, modifications, variations as may be required by the relevant regulatory authorities.

ORDINARY RESOLUTION 3
PROPOSED GRANTING OF OPTIONS TO Y.A.M. TENGKU PUTERI SERI KEMALA PAHANG TENGKU HAJAH AISHAH BTE SULTAN HAJI AHMAD SHAH, D(K), S.M.P

THAT, contingent upon the passing of Ordinary Resolution 2 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Y.A.M. Tengku Puteri Seri Kemala Pahang Tengku Hajah Aishah bte Sultan Haji Ahmad Shah, D(K), S.M.P, the Independent Non-Executive Chairman of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS; AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

ORDINARY RESOLUTION 4
PROPOSED GRANTING OF OPTIONS TO DATO' THONG KOK KHEE

THAT, contingent upon the passing of Ordinary Resolution 2 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Dato' Thong Kok Khee, the Executive Deputy Chairman / Chief Executive Officer of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS; AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

ORDINARY RESOLUTION 5
PROPOSED GRANTING OF OPTIONS TO DR TAN SEHO CHUAN

THAT, contingent upon the passing of Ordinary Resolution 2 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Dr Tan Seho Chuan, the Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS; AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

ORDINARY RESOLUTION 6
PROPOSED GRANTING OF OPTIONS TO DATO' WONG GIAN KUI

THAT, contingent upon the passing of Ordinary Resolution 2 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Dato' Wong Gian Kui, the Non-Independent Non-Executive Director of the Company, who is the Executive Director in certain of the companies within the Insas Group of companies ("Insas Group"), options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS; AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

ORDINARY RESOLUTION 7
PROPOSED GRANTING OF OPTIONS TO SOON LI YEN

THAT, contingent upon the passing of Ordinary Resolution 2 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Soon Li Yen, the Non-Independent Non-Executive Director of the Company, who is the Executive Director in certain of the companies within the Insas Group, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS; AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

ORDINARY RESOLUTION 8
PROPOSED GRANTING OF OPTIONS TO OH SEONG LYE

THAT, contingent upon the passing of Ordinary Resolution 2 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Oh Seong Lye, the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS; AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

ORDINARY RESOLUTION 9
PROPOSED GRANTING OF OPTIONS TO THONG MEI CHUEN

THAT, contingent upon the passing of Ordinary Resolution 2 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Thong Mei Chuen, daughter of Dato' Thong Kok Khee, and who is also a Director in executive capacity in certain of the companies within the Insas Group, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS; AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.

BY ORDER OF THE BOARD

Chew Yuet Kuan (MAGSICA 701284)
Lau Fong Siew (MAGSICA 704569)
Chartered Secretaries
Kuala Lumpur
10 October 2014

Notes:
(i) A member entitled to attend and vote at this meeting 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 proxy shall be invalid unless he specifies 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, 1993 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 if held.
(iii) A proxy need not be a member of the Company. There shall be no restriction as to the qualifications 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, 52000 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 28 October 2014 shall be eligible to attend the EGM or appoint a proxy to attend and vote on his behalf.