

NEW ISSUE OF SECURITIES (CHAPTER 6 OF LISTING REQUIREMENTS): COMBINATION OF NEW ISSUE OF SECURITIES INSAS BERHAD (“INSAS” OR “COMPANY”) - PROPOSED RENOUNCEABLE RIGHTS ISSUE OF REDEEMABLE PREFERENCE SHARES (“RPS”) WITH FREE DETACHABLE WARRANTS ON THE BASIS OF ONE (1) RPS AND TWO (2) WARRANTS FOR EVERY FIVE (5) EXISTING ORDINARY SHARES OF RM1.00 EACH HELD IN INSAS AT AN ISSUE PRICE OF RM1.00 PER RPS (“PROPOSED RIGHTS ISSUE WITH WARRANTS”); - PROPOSED RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF INSAS (“PROPOSED RASC”); - PROPOSED AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF INSAS (“PROPOSED M&A AMENDMENT”); AND - PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME FOR ELIGIBLE EMPLOYEES AND DIRECTORS OF INSAS AND ITS SUBSIDIARIES (EXCLUDING SUBSIDIARIES WHICH ARE DORMANT) (“PROPOSED ESOS”) (COLLECTIVELY, THE “PROPOSALS”)

INSAS BERHAD

Type	Announcement
Subject	NEW ISSUE OF SECURITIES (CHAPTER 6 OF LISTING REQUIREMENTS)
Description	<p>COMBINATION OF NEW ISSUE OF SECURITIES INSAS BERHAD (“INSAS” OR “COMPANY”)</p> <p>- PROPOSED RENOUNCEABLE RIGHTS ISSUE OF REDEEMABLE PREFERENCE SHARES (“RPS”) WITH FREE DETACHABLE WARRANTS ON THE BASIS OF ONE (1) RPS AND TWO (2) WARRANTS FOR EVERY FIVE (5) EXISTING ORDINARY SHARES OF RM1.00 EACH HELD IN INSAS AT AN ISSUE PRICE OF RM1.00 PER RPS (“PROPOSED RIGHTS ISSUE WITH WARRANTS”); - PROPOSED RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF INSAS (“PROPOSED RASC”); - PROPOSED AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF INSAS (“PROPOSED M&A AMENDMENT”); AND - PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME FOR ELIGIBLE EMPLOYEES AND DIRECTORS OF INSAS AND ITS SUBSIDIARIES (EXCLUDING SUBSIDIARIES WHICH ARE DORMANT) (“PROPOSED ESOS”)</p> <p>(COLLECTIVELY, THE “PROPOSALS”)</p>

Reference is made to the Company’s announcements dated 25 July 2014 and 9 September 2014 in relation to the above. On behalf of the Board of Directors of Insas, M&A Securities Sdn Bhd (“M&A Securities”) is pleased to announce that Bursa Malaysia Securities Berhad (“Bursa Securities”) had, vide its letter dated 30 September 2014, resolved to approve the following:

- (i) admission to the Official List and the listing of and quotation for up to 277,333,454 Warrants to be issued pursuant to the Proposed Rights Issue with Warrants;
- (ii) admission to the Official List and the listing of and quotation for up to 138,666,727 RPS to be issued pursuant to the Proposed Rights Issue with Warrants;
- (iii) listing of and quotation for up to 277,333,454 new ordinary shares of RM1.00 each in Insas (“Insas Share(s)”) to be issued pursuant to the exercise of the Warrants; and
- (iv) listing of such number of additional Insas Shares representing up to ten percent (10%) of the issued and paid-up ordinary share capital of Insas, (excluding treasury shares), to be issued pursuant to the exercise of options under the Proposed ESOS.

The approval by Bursa Securities for the Proposed Rights Issue with Warrants is subject to the following conditions:

- (i) Insas and M&A Securities must fully comply with the relevant provisions under the Main Market Listing Requirements (“LR”) pertaining to the implementation of the Proposed Rights Issue with Warrants;
- (ii) Insas and M&A Securities to inform Bursa Securities upon the completion of the Proposed Rights Issue with Warrants;
- (iii) Insas to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities’ approval once the Proposed Rights Issue with Warrants is completed;
- (iv) Insas to furnish Bursa Securities on a quarterly basis, a summary of the total number of shares listed pursuant to the exercise of the Warrants/Proposed ESOS as at the end of each quarter together with a detailed computation of listing fees payable;
- (v) Insas is required to submit a confirmation to Bursa Securities of full compliance with the Proposed ESOS pursuant to Paragraph 6.43(1) of the LR and stating the effective date of implementation;
- (vi) a certified true copy of the resolution passed by the shareholders in general meeting approving the Proposals; and
- (vii) to incorporate the comments made in the circular to shareholders provided in the attachment.

This announcement is dated 1 October 2014.

Announcement Info

Company Name	INSAS BERHAD
Stock Name	INSAS
Date Announced	1 Oct 2014
Category	General Announcement
Reference No	OS-141001-14817