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**INARI AMERTRON BERHAD**  
(Company No. 1000809-U)  
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS**

**STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY  
("PROPOSED RENEWAL OF SHARE BUY-BACK")**

The Proposed Renewal of Share Buy-Back will be tabled at the Ninth (9<sup>th</sup>) Annual General Meeting ("AGM") of Inari Amertron Berhad to be held at Dewan Berjaya, Bukit Kiara Equestrian and Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 27 November 2019 at 11.00 a.m.

The Notice of AGM and Proxy Form are set out in the Company's Annual Report despatched together with this Statement.

A member entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend and vote on his behalf. The Proxy Form must be lodged at the registered office of the Company at No. 47-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur on or before the date and time indicated below in order for it to be valid. The lodging of the Proxy Form does not preclude a member from attending and voting in person at the AGM, should the member subsequently wish to do so.

Last date and time for lodging the Proxy Form	: Monday, 25 November 2019 at 11.00 a.m.
Date and time of the AGM	: Wednesday, 27 November 2019 at 11.00 a.m. or any adjournment thereof

This Statement is dated 25 October 2019

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## DEFINITIONS

The following terms shall apply throughout this document unless the context requires otherwise:

"Act"	: Companies Act, 2016 and any statutory modification or amendments thereto from time to time
"AGM"	: Annual General Meeting
"Board"	: Board of Directors of Inari
"Bursa Securities"	: Bursa Malaysia Securities Berhad (635998-W)
"Code"	: The Malaysian Code on Take-Overs and Mergers, 2016 and any statutory modification or amendments thereto from time to time
"Director(s)"	: Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months on the date on which the terms of the Recurrent Transactions were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
"EPS"	: Earnings per Share
"ESOS"	: Employees' share option scheme
"Inari Group" or "Group"	: Inari and its subsidiaries
"Inari Share(s)" or "Share(s)"	: Ordinary share(s) in Inari
"Inari" or "Company"	: Inari Amertron Berhad (1000809-U)
"Insas"	: Insas Berhad (4081-M)
"Listing Requirements"	: Main Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time
"LPD"	: 26 September 2019, being the latest practicable date prior to the date of printing of this Statement
"NA"	: Net assets attributable to ordinary equity holders of the Company
"Outstanding ESOS Options"	: 122,655,254 outstanding ESOS options which has been granted but unexercised as well as new ESOS options allowed to be granted
"Proposed Renewal of Share Buy-Back "	: Proposed renewal of share buy-back authority by the Company to purchase up to ten per cent (10%) of its total number of issued shares
"Purchased Share(s)"	: Shares purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back
"Record of Depositors"	: A record of securities holders established and maintained by Bursa Malaysia Depository Sdn Bhd
"RM" and "sen"	: Ringgit Malaysia and sen respectively
"Statement"	: This statement to shareholders dated 25 October 2019

- "WAMP" : Volume weighted average market price
- "Warrants B" : 51,442,985 outstanding warrants 2015/2020 issued by Inari as at the LPD governed by the deed poll dated 8 December 2014

All references to "our Company" or "Inari" in this Statement are to Inari Amertron Berhad, references to "our Group" or "Inari Group" are to our Company and our consolidated subsidiaries and references to "we", "us", "our" and "ourselves" are to our Company, and save where the context otherwise requires, our consolidated subsidiaries.

All references to "you" in this Statement are to the shareholders of our Company.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

All references to the time of day in this Statement are references to Malaysian time. Certain figures in this Statement have been subject to rounding adjustments.



**INARI AMERTRON BERHAD**  
(Company No. 1000809-U)  
(Incorporated in Malaysia)

**Registered Office:**

No. 47-5, The Boulevard  
Mid Valley City  
Lingkaran Syed Putra  
59200 Kuala Lumpur

25 October 2019

**Board of Directors:**

Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Al-Marhum Sultan Haji Ahmad Shah, DK(II), SIMP (*Chairperson, Independent Non-Executive Director*)  
Dato' Dr Tan Seng Chuan (*Executive Vice Chairman*)  
Lau Kean Cheong (*Executive Director cum Chief Executive Officer*)  
Dato' Wong Gian Kui (*Executive Director*)  
Ho Phon Guan (*Executive Director*)  
Mai Mang Lee (*Executive Director*)  
Dato' Sri Thong Kok Khee (*Non-Independent Non-Executive Director*)  
Foo Kok Siew (*Independent Non-Executive Director*)  
Oh Seong Lye (*Independent Non-Executive Director*)  
Datuk Phang Ah Tong (*Independent Non-Executive Director*)  
Thong Mei Chuen (*Alternate Director to Dato' Sri Thong Kok Khee*)

**To: Shareholders of Inari Amertron Berhad**

Dear Sir/Madam,

**STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

---

**1. INTRODUCTION**

At the AGM of the Company held on 27 November 2018, the Company had obtained the shareholders' authority for the Company to purchase its own shares of up to ten per cent (10%) of the Company's total number of issued shares. The said authority shall lapse at the conclusion of the forthcoming AGM, which will be held on 27 November 2019 unless approval of the renewal of the share buy-back authority is obtained from the shareholders of the Company at the forthcoming AGM.

Accordingly, the Board had on 26 September 2019 announced that the Company proposes to seek the approval of the shareholders for the Proposed Renewal of Share Buy-Back.

The purpose of this Statement is to provide you, the shareholders of Inari, with the details of the Proposed Renewal of Share Buy-Back and seek your approval for the resolution pertaining to the Proposed Renewal of Share Buy-Back to be tabled at the forthcoming Ninth (9<sup>th</sup>) AGM of the Company.

## **2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK**

### **2.1 Details of the Proposed Renewal of Share Buy-Back**

The authority from the shareholders will be effective immediately upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back at the forthcoming AGM and will continue to be in force until:

- (i) the conclusion of the next AGM of Inari following the AGM at which the ordinary resolution for the Proposed Renewal of Share Buy-Back is passed, at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of Inari in a general meeting,

whichever occurs first.

The Proposed Renewal of Share Buy-Back will be undertaken in accordance with Section 127 of the Act and Chapter 12 of the Listing Requirements. The Inari Shares purchased can be dealt with in the following manner:

- (i) cancel the shares so purchased;
- (ii) retain the shares so purchased in treasury, which may be distributed as share dividends to the shareholders and/or resold in accordance with the relevant rules of Bursa Securities and/or transferred for the purposes of an employees' share scheme and/or transferred as purchase consideration and/or cancelled and/or sold, transferred or otherwise be used for such other purposes as the Minister may by order prescribe;
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; and/or
- (iv) such other manner as may be permitted by the Act.

### **2.2 Quantum**

The maximum aggregate number of Shares, which may be purchased by our Company, shall not exceed ten per cent (10%) of the total number of issued shares of our Company at any point in time.

Based on the issued shares of Inari as at LPD of 3,179,132,821, the number of shares that can be purchased by the Company is up to 317,913,282 Inari Shares representing up to 10% of the issued shares of the Company.

### **2.3 Maximum amount of funds to be allocated and the source of funds**

The Listing Requirements stipulate that the purchase by a listed company of its own shares must be made wholly out of the retained profits of the listed company. Based on the latest audited financial statements of Inari as at 30 June 2019, the Company has retained profits of RM437.97 million.

The funding for the Proposed Renewal of Share Buy-Back will be sourced from internally generated funds of the Group and/or external borrowings and the amount shall not exceed the amount of retained profit of the Company. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later, depending on, amongst others, the availability of internally generated funds, the actual number of Shares to be purchased and other relevant factors. The actual number of Shares to be purchased, and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock market as well as the retained profits and the financial resources available to the Inari Group.

If Inari purchases its own Shares using external borrowings, the Board will ensure that Inari Group has sufficient funds to repay the external borrowings and that the repayment will not have any material effect on the cash flow of the Inari Group.

### **2.4 Potential advantages and disadvantages**

The potential advantages and disadvantages of the Proposed Renewal of Share Buy-Back, if implemented, to the Company and its shareholders are as follows:

Potential advantages:

- (i) allows the Company the flexibility in attaining its desired capital structure;
- (ii) rewards the shareholders in the event that the treasury shares are distributed as share dividends; and
- (iii) mitigates the dilution effects on the EPS of the Inari Group if the Shares purchased are cancelled, hence making the Inari Shares more attractive to investors.

Potential disadvantages:

- (i) reduce the financial resources of the Inari Group and may result in the forgoing of better investment opportunities that may emerge in the future; and
- (ii) may result in the reduction of financial resources available for distribution of dividends and/or bonus shares to shareholders in the future as the Proposed Renewal of Share Buy-Back can only be made out of the retained profit of the Company.

However, these disadvantages are mitigated by the prospect that the financial capacity of the Group may increase, if the Purchased Shares held as treasury shares are re-sold at higher price than their purchase price.

The Proposed Renewal of Share Buy-Back is not expected to cause any potential material disadvantage to the Company or its shareholders as any share buy-back exercise will be undertaken only after in depth consideration of the financial resources of the Company and of the resultant impact to its shareholders.

The Board will be mindful of the interests of the Company and its shareholders when undertaking the Proposed Renewal of Share Buy-Back and in the subsequent resale of treasury shares on Bursa Securities, if any.

## **2.5 Public shareholding spread**

Based on the Record of Depositors of the Company as at the LPD, the total percentage of the issued shares of Inari which is held by the public was 77.98%.

The Board will be mindful of the public shareholding spread requirement before making any purchases of its own Shares.

## **2.6 Implication relating to the Code**

As it is not intended for the Proposed Renewal of Share Buy-Back to trigger the obligation to undertake a mandatory general offer under the Code for any of its substantial shareholders and/or persons acting in concert with them, the Board of Directors of the Company will ensure that only such number of Inari Shares are purchased, retained as treasury shares, cancelled or distributed such that the Code will not be triggered. In this connection, the Board is mindful of the requirements when making any purchase of Inari Shares pursuant to the Proposed Renewal of Share Buy-Back.

## **2.7 Purchase price and resale price**

Pursuant to the Listing Requirements, Inari may only purchase its Shares on Bursa Securities at a price which is not more than fifteen percent (15%) above the WAMP of the Inari Shares for the five (5) market days immediately prior to the date of purchase(s). An immediate announcement will be made to Bursa Securities of any purchase(s) of its own Shares on the day of purchase.

Where the Company decides to resell the treasury shares on Bursa Securities, the Company may only do so at:

- (i) a price which is not less than the WAMP for Inari Shares for the five (5) market days immediately prior to the resale; or
- (ii) a discounted price of not more than five percent (5%) to the WAMP for the Inari Shares for the five (5) market days immediately prior to the resale provided that:
  - (a) the resale takes place not earlier than thirty (30) days from the date of purchase; and
  - (b) the resale price is not less than the cost of purchase of the Inari Shares being resold.

## **2.8 Purchase of its own shares in the preceding twelve (12) months**

Inari has not made any purchase of its own Shares in the previous twelve (12) months preceding the date of this Statement. As such, the Company does not have any treasury shares and has not resold, cancelled and/or distributed any treasury shares as dividends in the same period.

## **3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK**

The Proposed Renewal of Share Buy-Back is undertaken for the following purposes:

- (i) enable the Company to utilise any of the Inari Group's surplus financial resources, which is not immediately required for other uses, to purchase its own Shares from the open market at market prices which the Board views favourable;



- (ii) to stabilise the supply and demand, thereby supporting the fundamental value of the Inari Shares;
- (iii) if the purchased Inari Shares are subsequently cancelled, long-term investors are expected to enjoy a corresponding increase in the value of their investments in the Company with the proportionate strengthening of the EPS of Inari;
- (iv) the purchased Inari Shares can also be held as treasury shares and resold on Bursa Securities at a higher price therefore realising a potential gain without affecting the total issued and paid-up share capital of the Company; and
- (v) should any treasury shares be distributed as share dividends, this would also serve to reward the shareholders of the Company.

#### 4. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK

The proforma effects of the Proposed Renewal of Share Buy-Back on the share capital, NA, earnings, EPS and shareholdings of substantial shareholders and Directors are set out below based on the following assumptions:

Minimum Scenario : Assuming none of the Warrants B and Outstanding ESOS Options are exercised before the implementation of the Proposed Renewal of Share Buy-Back.

Maximum Scenario : Assuming all of the Warrants B and Outstanding ESOS Options are exercised before the implementation of the Proposed Renewal of Share Buy-Back.

##### 4.1 Share capital

The effects of the Proposed Renewal of Share Buy-Back on the issued shares of the Company are set out below:

	<b>Minimum Scenario No. of Inari Shares</b>	<b>Maximum Scenario No. of Inari Shares</b>
Issued shares as at LPD	3,179,132,821	3,179,132,821
To be issued assuming full exercise of Warrants B and Outstanding ESOS Options	-	174,098,239
	<hr/> 3,179,132,821	<hr/> 3,353,231,060
To be purchased and cancelled pursuant to the Proposed Renewal of Share Buy-Back	(317,913,282)	(335,323,106)
	<hr/> <b>2,861,219,539</b>	<hr/> <b>3,017,907,954</b>
To be issued assuming full exercise of Warrants B and Outstanding ESOS Options	174,098,239	-
<b>Enlarged issued shares</b>	<hr/> <b>3,035,317,778</b>	<hr/> <b>3,017,907,954</b>

The effect of the Proposed Renewal of Share Buy-Back on the issued shares of the Company will depend on the intention of the Board with regards to the treatment of the Purchased Shares. If the Purchased Shares are cancelled, the issued shares will be reduced by the number of Shares so cancelled. Conversely, if the purchased Inari Shares are retained as treasury shares, resold or distributed to the shareholders, the Proposed Renewal of Share Buy-Back will not have any effect on the issued shares of the Company. Nevertheless, certain rights (such as voting rights) attached to the Purchased Shares will be suspended when held as treasury shares.

## **4.2 NA and gearing**

The effect of the Proposed Renewal of Share Buy-Back on the NA per Share will depend on the actual purchase prices of the Inari Shares. If all the Inari Shares purchased are cancelled, the Proposed Renewal of Share Buy-Back will reduce the NA per Share if the purchase price exceeds the NA per Share at the time of the purchase. Conversely, the NA per Share will increase if the purchase price is below the NA per Share at the time of the purchase.

The NA will decrease if the Purchased Shares are retained as treasury shares due to the accounting requirement for treasury shares to be carried at cost resulting in a decrease by the cost of the treasury shares.

If the treasury shares are subsequently resold on Bursa Securities, the NA upon the resale will increase if the Company realises a gain from the resale, and vice-versa. If the treasury shares are distributed as dividends, the NA of the Inari Group will be reduced by the cost of the treasury shares.

The effects of the Proposed Renewal of Share Buy-Back on the gearing of the Group will depend on the proportion of borrowing utilised to fund any purchase of the Purchased Shares. At this juncture, Inari has not determined whether to use any form of borrowings for purposes of the Proposed Renewal of Share Buy-Back. Nevertheless, all else being equal, assuming that the treasury shares are retained by the Company and no borrowing is being utilised to fund any purchase of the Purchased Shares, the Proposed Renewal of Share Buy-Back may increase the gearing of the Group as the equity will be reduced by the cost of shares acquired and held as treasury shares.

## **4.3 Earnings and EPS**

The effects of the Proposed Renewal of Share Buy-Back will depend on the purchase price(s) of the Inari Shares and the effective funding cost, if any, or any loss in interest income to the Inari Group.

Assuming the Purchased Shares are retained as treasury shares and resold, the effects on the earnings of the Inari Group will depend on the actual selling price(s), the number of the treasury shares resold, and the effective gain or interest savings arising from the exercises.

If the Purchased Shares are cancelled, the Proposed Renewal of Share Buy-Back will increase the EPS of the Inari Group provided that the income foregone and interest expenses incurred on the Purchased Shares are less than the EPS before the Proposed Renewal of Share Buy-Back.

## **4.4 Working capital**

The Proposed Renewal of Share Buy-Back, when implemented, will reduce the working capital of the Inari Group, with the quantum depending on the purchase price(s) and the actual number of Inari Shares bought back. However, the Board believes that the Proposed Renewal of Share Buy-Back will not have any material effect on the working capital of the Group.

#### **4.5 Existing convertible securities**

Save for the following, the Company does not have any other outstanding convertible securities as at the LPD:

- (i) 51,442,985 Warrants B; and
- (ii) 122,655,254 Outstanding ESOS Options.

The Proposed Renewal of Share Buy-Back will not have any effect on the Warrants B and Outstanding ESOS Options.

#### **4.6 Dividends**

Assuming the Proposed Renewal of Share Buy-Back is implemented in full and the dividend quantum is maintained at historical levels, if the Inari Shares so purchased are cancelled, the Proposed Renewal of Share Buy-Back will have the effect of increasing the dividend rate of Inari as a result of the reduction in the number of issued shares of Inari.

#### 4.7 Substantial shareholders' shareholding

The effect of the Proposed Renewal of Share Buy-Back on the shareholdings of the substantial shareholders of Inari is set out below:

##### Minimum Scenario

	(I)						(II)						(III)					
	As at LPD			After the Proposed Renewal of Share Buy-Back			After (II) and assuming all Warrants B and Outstanding ESOS Options are exercised			Direct			Indirect					
	Direct	No. of Shares ('000)	%	Direct	No. of Shares ('000)	%	Indirect	No. of Shares ('000)	%	Direct	No. of Shares ('000)	%	Indirect	No. of Shares ('000)	%			
Dato' Sri Thong Kok Khee <sup>(1)</sup>	4,780	0.15	19.16	4,780	0.17	21.29	609,212	19.16	11,116	0.37	625,770	20.62						
Insas Technology Berhad <sup>(2)</sup>	434,769	13.68	2.08	434,769	15.20	2.31	66,017	2.08	434,769	14.32	66,017	2.17						
Insas Berhad <sup>(3)</sup>	-	-	18.86	-	-	20.96	599,607	18.86	-	-	615,354	20.27						
Kumpulan Wang Persaraan (Diperbadankan) <sup>(4)</sup>	385,676	12.13	1.65	385,676	13.48	1.83	52,497	1.65	385,676	12.71	52,497	1.73						
Employees Provident Fund Board	246,321	7.75	-	246,321	8.61	-	-	-	246,321	8.12	-	-						

**Maximum Scenario**

	(I)				(II)				(III)				
	As at LPD				Assuming all Warrants B and Outstanding ESOS Options are exercised				After (II) and after the Proposed Renewal of Share Buy-Back				
	Direct	Indirect			Direct	Indirect			Direct	Indirect			
No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Dato' Sri Thong Kok Khee <sup>(1)</sup>	4,780	0.15	609,212	19.16	11,116	0.33	625,770	18.66	11,116	0.37	625,770	20.74	
Insas Technology Berhad <sup>(2)</sup>	434,769	13.68	66,017	2.08	434,769	12.97	66,017	1.97	434,769	14.41	66,017	2.19	
Insas Berhad <sup>(3)</sup>	-	-	599,607	18.86	-	-	615,354	18.35	-	-	615,354	20.39	
Kumpulan Wang Persaraan (Diperbadankan) <sup>(4)</sup>	385,676	12.13	52,497	1.65	385,676	11.50	52,497	1.57	385,676	12.78	52,497	1.74	
Employees Provident Fund Board	246,321	7.75	-	-	246,321	7.35	-	-	246,321	8.16	-	-	

Notes:

- (1) Direct interest and deemed interest by virtue of Section 8(4) and Section 59(11) of the Act held through Insas Berhad, Immobiliare Holdings Pte Ltd and children.
- (2) Direct interest and deemed interest by virtue of Section 8(4) of the Act held through subsidiary.
- (3) Deemed interest by virtue of Section 8(4) of the Act held through subsidiaries.
- (4) Direct interest and deemed interest held through fund managers.

#### 4.8 Directors' shareholdings

The effect of the Proposed Renewal of Share Buy-Back on the shareholdings of the Directors of Inari is set out below:

##### Minimum Scenario

	(I)				(II)				(III)			
	As at LPD		After the Proposed Renewal of Share Buy-Back		After the Proposed Renewal of Share Buy-Back		After (II) and assuming all Warrants B and Outstanding ESOS Options are exercised		Direct		Indirect	
	Direct	Indirect	Direct	Indirect	Direct	Indirect	Direct	Indirect	No. of Shares ('000)	%	No. of Shares ('000)	%
Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Al-Marhum Sultan Haji Ahmad Shah, DK(II), SIMP	538	-	538	-	538	-	538	-	1,805	0.06	-	-
Dato' Sri Thong Kok Khee <sup>(1)</sup>	4,780	609,212	4,780	609,212	4,780	609,212	4,780	609,212	11,116	0.37	625,770	20.62
Dato' Dr Tan Seng Chuan	1,266	-	1,266	-	1,266	-	1,266	-	6,162	0.20	-	-
Lau Kean Cheong <sup>(2)</sup>	16,071	13,350	16,071	13,350	16,071	13,350	16,071	13,350	44,287	1.46	13,383	0.44
Dato' Wong Gian Kui	-	-	-	-	-	-	-	-	6,336	0.21	-	-
Ho Phon Guan	36,016	-	36,016	-	36,016	-	36,016	-	40,312	1.33	-	-
Mai Mang Lee <sup>(3)</sup>	14,380	3,293	14,380	3,293	14,380	3,293	14,380	3,293	19,276	0.64	3,293	0.11
Oh Seong Lye	-	-	-	-	-	-	-	-	816	0.03	-	-
Foo Kok Siew	60	-	60	-	60	-	60	-	1,116	0.04	-	-
Datuk Phang Ah Tong	-	-	-	-	-	-	-	-	-	-	-	-
Thong Mei Chuen	646	-	646	-	646	-	646	-	680	0.02	-	-

**Maximum Scenario**

	(I) As at LPD				(II) Assuming all Warrants B and Outstanding ESOS Options are exercised				(III) After (II) and after the Proposed Renewal of Share Buy-Back			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares (‘000)	%	No. of Shares (‘000)	%	No. of Shares (‘000)	%	No. of Shares (‘000)	%	No. of Shares (‘000)	%	No. of Shares (‘000)	%
Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Al-Marhum Sultan Haji Ahmad Shah, DK(II), SIMP	538	0.02	-	-	1,805	0.05	-	-	1,805	0.06	-	-
Dato’ Sri Thong Kok Khee <sup>(1)</sup>	4,780	0.15	609,212	19.16	11,116	0.33	625,770	18.66	11,116	0.37	625,770	20.74
Dato’ Dr Tan Seng Chuan	1,266	0.04	-	-	6,162	0.18	-	-	6,162	0.20	-	-
Lau Kean Cheong <sup>(2)</sup>	16,071	0.51	13,350	0.42	44,287	1.32	13,383	0.40	44,287	1.47	13,383	0.44
Dato’ Wong Gian Kui	-	-	-	-	6,336	0.19	-	-	6,336	0.21	-	-
Ho Phon Guan	36,016	1.13	-	-	40,312	1.20	-	-	40,312	1.34	-	-
Mai Mang Lee <sup>(3)</sup>	14,380	0.45	3,293	0.10	19,276	0.57	3,293	0.10	19,276	0.64	3,293	0.11
Oh Seong Lye	-	-	-	-	816	0.02	-	-	816	0.03	-	-
Foo Kok Siew	60	*	-	-	1,116	0.03	-	-	1,116	0.04	-	-
Datuk Phang Ah Tong	-	-	-	-	-	-	-	-	-	-	-	-
Thong Mei Chuen	646	0.02	-	-	680	0.02	-	-	680	0.02	-	-

Notes:

\* Negligible

(1) Direct interest and deemed interest by virtue of Section 8(4) and Section 59(11) of the Act held through Insas Berhad, Immobiliare Holdings Pte Ltd and children.

(2) Direct interest and deemed interest by virtue of Section 59(11) of the Act held through spouse.

(3) Direct interest and deemed interest by virtue of Section 8(4) and Section 59(11) of the Act held through Macronion Sdn Bhd and children.

**5. PURCHASES, RESALE OR CANCELLATION OF SHARES DURING THE FINANCIAL YEAR ENDED 30 JUNE 2019**

During the financial year ended 30 June 2019, the Company did not purchase any of its own Shares, and consequently there were no retention, resale or cancellation of treasury shares during the said period.

**6. APPROVALS REQUIRED**

The Proposed Renewal of Share Buy-Back is subject to the approval from the shareholders of Inari at the Ninth (9th) AGM.

The Proposed Renewal of Share Buy-Back is not conditional upon any other proposal undertaken or to be undertaken by the Company.

**7. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

Save for the consequential increase in the percentage shareholdings of the Directors and the substantial shareholders of Inari as a result of the Proposed Renewal of Share Buy-Back, none of the Directors and/or substantial shareholders of the Company and persons connected to them have any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back and the subsequent resale of treasury shares, if any.

**8. DIRECTORS' RECOMMENDATION**

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back, is of the opinion that the Proposed Renewal of Share Buy-Back is in the best interest of Inari and the shareholders of Inari. The Board recommends that the shareholders vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back to be tabled at the Ninth (9<sup>th</sup>) AGM of the Company which will be held at Dewan Berjaya, Bukit Kiara Equestrian and Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 27 November 2019 at 11.00 a.m..

**9. FURTHER INFORMATION**

Please refer to the attached Appendix I for additional information.

Yours faithfully,  
For and on behalf of the Board of Directors of  
**INARI AMERTRON BERHAD**

**FOO KOK SIEW**

Chairman of the Audit Committee  
Independent Non-Executive Director



**ADDITIONAL INFORMATION**

**1. RESPONSIBILITY STATEMENT**

Our Directors have seen and approved this document and they, collectively and individually, accept full responsibility for the accuracy of the information in this document. They confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading information in this document or other facts which, if omitted, would make any information in this Statement false or misleading.

**2. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents or copies of them are available for inspection during normal business hours at the Company's registered office at No. 47-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur from Mondays to Fridays (except public holidays) from the date of this document up to and including the date of the AGM:

- (i) Constitution (Memorandum and Articles of Association) of Inari; and
- (ii) The audited consolidated financial statements of Inari for the two (2) financial years ended 30 June 2018 and 30 June 2019.