



**INARI AMERTRON BERHAD**  
(Registration No. 201001016131 (1000809-U))

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 11th Annual General Meeting of Inari Amertron Berhad will be conducted on a fully virtual basis using the remote participation and voting facilities at the online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd (“TIIH”) via its TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC:D1A282781) on **Thursday, 25 November 2021 at 11.00 a.m.** for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESS

- |     |  |                                      |
|-----|--|--------------------------------------|
| 1.  | To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and Auditors thereon.     | <b>Please see Explanatory Note 1</b> |
| 2.  | To approve the payment of Directors’ fees of RM739,200 (2020: RM697,200) for the financial year ended 30 June 2021.  | <b>Resolution 1</b>                  |
| 3.  | To approve the payment of Directors’ benefits of up to RM60,000 for the period from 26 November 2021 until the next Annual General Meeting of the Company. | <b>Resolution 2</b>                  |
| 4.  | To re-elect the following Directors retiring pursuant to Clause 95 or 102 of the Company’s Constitution:-  |                                      |
| 4.1 | Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP  | <b>Resolution 3</b>                  |
| 4.2 | Dato’ Sri Thong Kok Khee   | <b>Resolution 4</b>                  |
| 4.3 | Datuk Phang Ah Tong  | <b>Resolution 5</b>                  |
| 4.4 | En. Ahmad Ridzuan Bin Wan Idrus  | <b>Resolution 6</b>                  |
| 5.  | To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.                             | <b>Resolution 7</b>                  |

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions with or without modifications:

- |    |  |                     |
|----|--|---------------------|
| 6. | <b>AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016</b> | <b>Resolution 8</b> |
|----|--|---------------------|

“**THAT**, subject to the Companies Act 2016, the Constitution of the Company and the approvals of the relevant authorities where required, the Directors of the Company be and are hereby empowered, pursuant to Section 75 and 76 of the Companies Act, 2016, 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% of the total number of issued shares 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 hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued.”

# NOTICE OF ANNUAL GENERAL MEETING

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7. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** **Resolution 9**

**"THAT**, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature ("Recurrent Related Party Transactions") as set out in Section 2.3, Part A of the Circular/ Statement to Shareholders dated 25 October 2021, subject to the following:-

- (a) the Recurrent Related Party Transactions are undertaken in the ordinary course of business which are necessary for the day-to-day operations; on arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company;
- (b) disclosure is made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted during the financial year.

**THAT** such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) it is revoked or varied by resolution passed by shareholders of the Company in a general meeting,

whichever is the earlier.

**AND THAT** the Directors of the Company be and are hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

8. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES** **Resolution 10**

**"THAT**, subject to the Companies Act, 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, the Company's Constitution, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to 10% of the total number of issued shares of the Company at the time of purchase;
- (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 of the Company;

# NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the authority 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(s) 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 Bursa Securities and any other relevant authorities; and
- (iv) upon completion of the purchase(s) of the ordinary shares 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 (of which may be dealt with in accordance with Section 127(7) of the Act) 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 Bursa Securities and any other relevant authorities for the time being in force.

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise and give full effect to the purchase(s) of the ordinary shares in the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company.”

## 9. PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

“**THAT** the following Independent Non-Executive Directors, who have served for a cumulative term of more than nine (9) years, be and are hereby retained and continue to act as Independent Non-Executive Directors of the Company:-

- (i) Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP **Resolution 11**
- (ii) Mr. Foo Kok Siew **Resolution 12**

10. To transact any other business of the Company of which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act, 2016.

By Order of the Board

Chow Yuet Kuen  
MAICSA 7010284  
SSM Practising Certificate No. 202008002730  
Company Secretary

Lau Fong Siew  
MAICSA 7045893  
SSM Practising Certificate No. 202008002625  
Company Secretary

Kuala Lumpur  
25 October 2021

# NOTICE OF ANNUAL GENERAL MEETING

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## Notes

1. The 11th Annual General Meeting (“AGM”) 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 AGM to facilitate the RPV via TIIH Online website at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company’s website at <http://www.inari-amertron.com/2021-11th-agm.asp> to register, participate, and vote remotely via the RPV.
2. A member entitled to participate and vote at the meeting via RPV is entitled to appoint not more than two (2) proxies to participate and vote in his stead. Where a member appoints more than one (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.
3. 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.
4. 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.
5. 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 forty-eight (48) hours before the time set for holding the meeting i.e. no later than 23 November 2021 at 11.00 a.m:
  - (a) In 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) By electronic form  
Lodge via TIIH Online website at <https://tiih.online> by following the procedures provided in the Administrative Guide.
6. A member who has appointed a proxy or authorised representative or attorney to participate in the AGM 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.
7. Only members whose names appear in the **Record of Depositors as at 16 November 2021** will be entitled to participate or appoint proxy(ies) to participate in his stead in the AGM.

## Explanatory Notes

### 1. Audited Financial Statements

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.

### 2. Ordinary Resolution 1 – Directors’ Fees

The proposed Ordinary Resolution 1, if passed, will authorise the payment of Directors’ fees in respect of the financial year ended 30 June 2021 amounting to RM739,200 (2020: RM697,200).

### 3. Ordinary Resolution 2 – Directors’ Benefits

The benefits payable to the Non-Executive Directors comprise of meeting allowance for attending the Board, Board Committees and general meetings for the period from 26 November 2021 to the next Annual General Meeting in 2022. The meeting allowance is estimated based on the number of scheduled and unscheduled meetings and the numbers of Non-Executive Directors involved in these meetings.

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## 4. **Ordinary Resolution 8 – Authority to Issue Shares under Section 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 8, if passed, is to empower the Directors of the Company to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. 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 projects, working capital and/or acquisitions and is sought to avoid any delay and costs involved in convening a general meeting of the Company to approve such issue of shares. The general mandate sought for the issue of shares is a renewal of the general mandate which was approved by shareholders at the last Annual General Meeting held on 25 November 2020 and will lapse at the conclusion of the 11th Annual General Meeting.

As at the date of this notice, the Company had issued 333,000,000 new ordinary shares (“Inari Shares”) via private placement under this general mandate. The private placement was completed on 30 July 2021 following the listing of and quotation for 333,000,000 Inari Shares on the Main Market of Bursa Securities. Further details of the private placement are set out on page 120 of the Annual Report.

## 5. **Ordinary Resolution 9 – Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 9, if passed, will empower the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature in a timely manner. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of general meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

Further information on the proposal is set out in Part A of the Circular/Statement to Shareholders dated 25 October 2021 which is available on the Company’s website at <http://www.inari-amertron.com/2021-11th-agm.asp>.

## 6. **Ordinary Resolution 10 – Proposed Renewal of Authority for the Company to Purchase its Own Shares**

The proposed Ordinary Resolution 10, if passed, will empower the Directors to purchase the Company’s shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated out of the retained profits 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.

Further information on the proposal is set out in Part B of the Circular/Statement to Shareholders dated 25 October 2021 which is available on the Company’s website at <http://www.inari-amertron.com/2021-11th-agm.asp>.

## 7. **Ordinary Resolutions 11 and 12 – Retention of Independent Non-Executive Directors**

Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017, the tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years. Upon completion of nine (9) years, an Independent Director may continue to serve on the board as an Independent Director subject to justification and annual shareholders’ approval being obtained.

Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP and Mr Foo Kok Siew have served as Independent Non-Executive Directors of Inari for a cumulative term of more than nine (9) years. The Board, via the Nomination Committee (with the Independent Directors concerned abstained from deliberation and assessment), had assessed the independence of Y.A.M. Tengku Aishah and Mr Foo, and recommended them to continue to act as Independent Non-Executive Directors based on the following justifications:-

- (a) they have fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, they provide check and balance and bring an element of objectivity to the Board.
- (b) these long-serving Independent Directors, who possess insight and in-depth knowledge of the Group’s business, understand the Company’s business operations extensively, enabling them to participate actively and contribute positively in deliberation and decision-making of the Board and Board Committees.
- (c) they continue to exercise due care and diligence as Independent Non-Executive Directors of the Company and carry out their professional duties in the interest of the Company and shareholders.

Mr Oh Seong Lye, who has also served as an Independent Non-Executive Director of Inari for a cumulative term of more than nine (9) years, has given his intention in writing to retire from Inari Board at the close of the 11th AGM to be held on 25 November 2021. Hence, a resolution to retain Mr Oh as an Independent Non-Executive Director has not been included in the agenda for the 11th AGM and consequently Mr Oh will retire and cease to be a Director of Inari at the close of the forthcoming 11th AGM.