

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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INARI AMERTRON BERHAD
Registration No. 201001016131 (1000809-U)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF INARI AMERTRON BERHAD ("INARI" OR "COMPANY") AT ANY POINT IN TIME DURING THE DURATION OF THE ESOS ("PROPOSED ESOS")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



M&A SECURITIES SDN BHD
(Registration No. 197301001503 (15017-H))
(A Wholly-Owned Subsidiary of Insas Berhad)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The resolutions in respect of the Proposed ESOS will be tabled at an Extraordinary General Meeting ("EGM") of Inari Amertron Berhad to be conducted on a fully virtual basis through live streaming and online remote voting via TIIH online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC : D1A282781) on Wednesday, 23 November 2022 at 12.30 p.m., or immediately after the conclusion of the 12th Annual General Meeting ("12th AGM") of the Company which will be held at 11.00 a.m. on the same day, or any adjournment thereof.

The Notice of EGM together with Proxy Form and Administrative Guide for EGM and this Circular are available at the Company's website <https://www.inari-amertron.com/2022-12th-agm.asp>. Please follow the procedures provided in the Administrative Guide to register, participate and vote remotely at the EGM via the remote participation and voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd at <https://tiih.online>.

The completed Proxy Form must be deposited at the office of 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 its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, submit electronically via TIIH online website at <https://tiih.online>, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof as indicated below. The lodging of the Proxy Form will not preclude you from participating in the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Monday, 21 November 2022 at 12.30 p.m.
Date and time of the EGM : Wednesday, 23 November 2022 at 12.30 p.m., or immediately after the conclusion of the Company's 12th AGM which will be held on a fully virtual basis on the same day at 11.00 a.m., or any adjournment thereof

This Circular is dated 25 October 2022

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	: The Companies Act, 2016 and any amendments made thereto from time to time
“Board”	: Board of Directors of Inari
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
“By-Laws”	: The by-laws governing the Proposed ESOS as may be modified, amended, varied or supplemented from time to time in accordance with the provisions of the By-Laws, a draft of which is set out in Appendix I of this Circular
“CDS Account”	: Central Depository System account established by Bursa Depository for the recording of deposit and withdrawal of securities and for dealing in such securities by a depositor
“Circular”	: This circular to shareholders of Inari dated 25 October 2022
“Date of Expiry”	: The date of expiry of the Proposed ESOS
“Date of Offer”	: The date of which an Offer is made by the ESOS Committee to an Eligible Participant to participate in the Proposed ESOS
“Director(s)”	: The director(s) of Inari Group and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act, 2007
“Effective Date”	: The date on which the Proposed ESOS is implemented in accordance with the By-Laws
“EGM”	: Extraordinary general meeting
“Eligible Participant(s)”	: Eligible Directors (including non-executive directors) and employees of the Inari Group (excluding dormant subsidiaries, if any) who meet the criteria of eligibility for participation in the Proposed ESOS
“EPS”	: Earnings per Share
“ESOS”	: Employees’ share option scheme
“ESOS Committee”	: The committee appointed and authorised from time to time by the Board, responsible for implementing and administering the Proposed ESOS
“ESOS Options”	: Options to be granted under the Proposed ESOS, comprising the right of an Eligible Participant to subscribe for new Shares at the Subscription Price
“Inari” or “Company”	: Inari Amertron Berhad (Registration No. 201001016131 (1000809-U))
“Inari Group” or “Group”	: Inari and its subsidiaries, collectively, excluding dormant subsidiaries

DEFINITIONS (*Cont'd*)

“Inari Share(s)” or “Share(s)”	: Ordinary share(s) in Inari
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities including any amendments made thereto as may be amended from time to time
“LPD”	: 14 October 2022, being the latest practicable date prior to the printing of this Circular
“Market Day”	: Any day when Bursa Securities is open for trading of securities
“MFRS 2”	: Malaysian Financial Reporting Standards 2
“M&A Securities”	: M&A Securities Sdn Bhd (Registration No. 197301001503 (15017-H))
“NA”	: Net asset(s)
“Offer”	: An offer to take up ESOS Options to subscribe for Inari Shares made in writing by the ESOS Committee to any Eligible Participants and the granting of the ESOS Options to subscribe for the new Inari Shares to the Eligible Participants, in accordance with the By-Laws
“Proposed Allocation of ESOS Options”	: Collectively, the proposed allocation of the ESOS Options to Directors, major shareholders or chief executive of Inari, and persons connected with them
“Proposed ESOS”	: Proposed establishment of an ESOS of up to 10% of the total number of issued Shares at any point in time during the duration of the ESOS
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Subscription Price”	: The price payable for Inari Share(s) upon the exercise of any ESOS Options under the Proposed ESOS
“5D-VWAMP”	: 5-day volume weighted average market price

For the purpose of this Circular, all references to a time of day shall be a reference to Malaysian time unless otherwise stated.

In this Circular, 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 vice versa. References to persons shall, where applicable, include corporations.

Certain figures included in this Circular have been subject to rounding adjustments.

Any reference to any act, law, ordinance, enactment or guideline in this Circular is a reference to that act, law, ordinance, enactment or guideline as amended or re-enacted from time to time.

References to “we”, “us”, “our” and “ourselves” are to our Company save where the context otherwise requires, our subsidiaries and to “you” or “your” are to the shareholders of Inari.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Company's and/or the Group's plans and objectives will be achieved.

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EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE PROPOSED ESOS. YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE ENTIRE CONTENTS OF THIS CIRCULAR WITHOUT RELYING SOLELY ON THIS EXECUTIVE SUMMARY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED ESOS AT THE FORTHCOMING EGM OF THE COMPANY.

Salient information	Summary	Reference to Circular
Summary	: Inari proposes to establish an ESOS of up to 10% of the total number of issued Shares at any point in time during the duration of the Proposed ESOS.	Section 2
Objectives	: <ul style="list-style-type: none">(i) The Proposed ESOS is intended to attract, motivate, retain and reward the Eligible Participants, who would be given the opportunity to participate in the equity of the Company and thereby, relate directly to the performance of the Inari Group;(ii) The Proposed ESOS is designed to provide incentives to Eligible Participants without adversely affecting the cash flow of the Inari Group whilst at the same time, contributing positively to its continuing growth through the intended stimulation of greater commitment, productivity and efforts on the part of the Eligible Participants towards the Inari Group; and(iii) The Proposed ESOS seeks to recognise and value the contributions of Non-Executive Directors who are involved in the deliberations and/or independent views in the decision making process, as well as to maintain good corporate practices at any one time.	Section 3
Approvals required and conditionality	: The Proposed ESOS is subject to the following approvals: <ul style="list-style-type: none">(i) Bursa Securities, which was obtained vide its letter dated 14 October 2022 for the listing of such number of additional new Shares representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) of Inari that may be allotted and issued at any point in time pursuant to the exercise of the ESOS Options during the duration of the ESOS on the Main Market of Bursa Securities; and(ii) The shareholders of Inari at the forthcoming EGM to be convened. <p>The Proposed ESOS is not conditional upon any other corporate exercise/scheme being or proposed to be undertaken by the Company.</p>	Section 6

EXECUTIVE SUMMARY (Cont'd)

Salient information	Summary	Reference to Circular
Interest of Directors, major shareholders, chief executive and persons connected with them	<p>: All the Directors (including Group Chief Executive Officer) of the Company (excluding Ahmad Ridzuan bin Wan Idrus, Foo Kok Siew and Thong Mei Chuen) are eligible to participate in the Proposed ESOS and are therefore deemed interested in the Proposed ESOS to the extent of their respective allocations as well as allocations to persons connected with them under the Proposed ESOS ("Interested Directors"). All Interested Directors (including Group Chief Executive Officer) have abstained and will continue to abstain from deliberating and voting in respect of their direct and/or indirect shareholdings in the Company on the resolutions pertaining to their respective allocations, and allocations to persons connected with them under the Proposed ESOS at the relevant Board meetings.</p> <p>Further, the Interested Directors (including Group Chief Executive Officer) will also abstain from voting in respect of their direct and/or indirect shareholdings in Inari, if any, on resolutions pertaining to their respective allocations and allocations to persons connected with them under the Proposed ESOS to be tabled at the forthcoming EGM.</p> <p>The major shareholder of Inari, Dato' Sri Thong Kok Khee (the Non-Independent Non-Executive Director) is eligible to participate in the Proposed ESOS to the extent of his allocation under the Proposed ESOS ("Interested Major Shareholder"). Accordingly, the Interested Major Shareholder will abstain from voting in respect of his direct and/or indirect shareholdings in the Company on the resolutions pertaining to his allocation and allocation to persons connected to him under the Proposed ESOS at the forthcoming EGM.</p> <p>Further, the Interested Directors (including Group Chief Executive Officer) and Interested Major Shareholder have undertaken to ensure that persons connected with them, if any, will abstain from voting in respect of their direct and/or indirect shareholdings, if any, on the resolutions pertaining to their respective allocations and allocations to persons connected with them under the Proposed ESOS to be tabled at the forthcoming EGM.</p>	Section 7
Directors' statement and recommendation	<p>: The Board, having considered amongst others, the objectives, terms, conditions and effects of the Proposed ESOS, is of the opinion that the Proposed ESOS is in the best interest of Inari. Accordingly, the Board recommends that you VOTE IN FAVOUR of the resolutions pertaining to the Proposed ESOS to be tabled at the forthcoming EGM.</p> <p>In respect of the Proposed Allocation of ESOS Options, all the Directors have abstained from giving any opinion or recommendation on their respective entitlements and the entitlements to the person(s) connected with them, if any. Where the resolutions are not related to their respective allocations or to the person(s) connected with them, the Directors after having considered all aspects of the Proposed Allocation of ESOS Options, are of the view that the Proposed Allocation of ESOS Options is in the best interests of the Group and recommend that you VOTE IN FAVOUR of the resolutions pertaining to the Proposed Allocation of ESOS Options to be tabled at the forthcoming EGM.</p>	Section 10



INARI AMERTRON BERHAD
Registration No. 201001016131 (1000809-U)
(Incorporated in Malaysia)

Registered Office:

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

25 October 2022

Board of Directors

Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum 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 Group 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*)
Datuk Phang Ah Tong (*Independent Non-Executive Director*)
Ahmad Ridzuan bin Wan Idrus (*Non-Independent Non-Executive Director*)
Thong Mei Chuen (*Alternate Director to Dato' Sri Thong Kok Khee*)

To: Shareholders of Inari Amertron Berhad

Dear Sir/Madam,

PROPOSED ESOS

1. INTRODUCTION

On 23 September 2022, M&A Securities had on behalf of the Board announced that the Company proposes to establish the Proposed ESOS.

On 14 October 2022, M&A Securities had on behalf of the Board, announced that Bursa Securities had vide its letter dated 14 October 2022 granted its approval for the listing of such number of additional new Shares representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) of Inari to be issued pursuant to the exercise of ESOS Options under the Proposed ESOS.

The approval of Bursa Securities is subject to the following conditions:

No.	Condition	Status of compliance
(i)	M&A Securities is required to submit a confirmation to Bursa Securities of full compliance of the Proposed ESOS pursuant to Paragraph 6.43(1) of the Listing Requirements and stating the effective date of implementation together with a certified true copy of the resolution passed by the shareholders in general meeting; and	To be complied
(ii)	Inari is required to furnish Bursa Securities on a quarterly basis a summary of the total number of ESOS shares listed as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied

THE PURPOSE OF THIS CIRCULAR TOGETHER WITH THE APPENDICES IS TO PROVIDE YOU WITH THE RELEVANT DETAILS OF THE PROPOSED ESOS AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS TO BE TABLED AT THE FORTHCOMING EGM.

SHAREHOLDERS OF INARI ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED ESOS TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED ESOS

The Proposed ESOS entails the granting of ESOS Options to Eligible Participants to subscribe for new Inari Shares at a pre-determined Subscription Price during the duration of the ESOS in the manner set out in the By-Laws.

The Proposed ESOS will be administered by an ESOS Committee to be duly appointed and authorised by the Board. The ESOS Committee will comprise Directors and/or senior management identified and appointed from time to time by the Board and will have the absolute discretion in administering the Proposed ESOS as it may deem fit, in accordance with the provisions set out in the By-Laws. The decision as to whether or not to stagger the allocation of the ESOS Options over the duration of the ESOS as well as for the granting of ESOS Options, shall be determined by the ESOS Committee at a later date. The ESOS Committee shall also have the discretion in determining whether the vesting or exercise of ESOS Options are subject to performance targets.

The salient features of the Proposed ESOS are set out below.

2.1 Maximum number of new Shares available under the Proposed ESOS

The maximum number of new Inari Shares which may be allotted and issued under the Proposed ESOS shall not exceed in aggregate 10% of the total number of issued Shares of the Company (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS.

2.2 Basis of allotment and maximum allowable allotment

Subject to the By-Laws, the aggregate number of new Inari Shares that may be offered under the ESOS Options and allotted and issued to an Eligible Participant shall be at the sole and absolute discretion of the ESOS Committee subject to the following:

- (i) That the Directors and senior management do not participate in the deliberation or discussion of their own allocation;
- (ii) Not more than 10% of the new Inari Shares available under the Proposed ESOS shall be allocated to any individual Eligible Participant who, either singly or collectively through Person Connected with the Eligible Participant, holds 20% or more of the total number of issued Shares (excluding treasury shares) of the Company; and
- (iii) Not more than 60% of the new Inari Shares available under the Proposed ESOS shall be allocated to the Directors and senior management of the Inari Group (excluding dormant subsidiaries),

provided always that it is in accordance with any prevailing guidelines issued by Bursa Securities and the Listing Requirements or any other relevant authorities as amended from time to time.

The ESOS Committee shall set out the basis of allotment, identify the category or grade of the Eligible Participant and the maximum allowable allotment for the Eligible Participant in the differing categories or grades.

The ESOS Committee or the Board may in its discretion introduce additional category or grades of employees as it deems necessary during the duration of the Proposed ESOS.

2.3 Eligibility

Subject to the discretion of the ESOS Committee, only Eligible Participants who fulfils the following criteria as at the Date of Offer, shall be eligible to participate in the Proposed ESOS:

- (i) The employee or Director must fall under one (1) of the categories of employees listed in the By-Laws;
- (ii) The employee or Director shall have attained the age of 18 years and he is not an undischarged bankrupt or subject to any bankruptcy proceedings on the Date of Offer;
- (iii) The employee or Director must have been employed for a continuous period of at least one (1) year (which shall include any probation period) by the Inari Group and his/her employment as an Eligible Participant must have been confirmed on the Date of Offer;
- (iv) If the employee or Director is employed by a company which is acquired, and becomes a subsidiary of the Company upon such acquisition during the duration of the ESOS, the employee or Director must have completed service for a continuous period of at least one (1) year in that subsidiary following the date that such company becomes or is deemed to be a subsidiary of the Inari Group; and
- (v) If the employee or Director, whether Malaysian citizen or non-Malaysian citizen, is serving the Company or a subsidiary within the Inari Group on a full-time basis and whose contribution is vital to such companies and who on the Date of Offer is employed under a contract for service for a term of not less than three (3) years (including any period of employment which the person has already served).

An employee or Director of a dormant company within the Group is not eligible to participate in the Proposed ESOS.

Where the Directors are eligible to participate in the Proposed ESOS, such entitlement under the Proposed ESOS must have been approved by the shareholders of the Company in a general meeting.

Eligibility under the Proposed ESOS shall not confer on an Eligible Participant a claim or right to participate in or any rights whatsoever under the Proposed ESOS and an Eligible Participant does not have any rights to acquire or have any rights over or in connection with the ESOS Options or the new Inari Shares comprised therein unless an Offer has been made in writing by the ESOS committee to the Eligible Participant and the Eligible Participant has accepted the Offer in accordance with the terms of the By-Laws.

In compliance to Paragraph 8.20 of the Listing Requirements, the non-executive Directors must not sell, transfer or assign shares obtained through the exercise of ESOS Options offered to them under the Proposed ESOS within one (1) year from the Date of Offer of such ESOS Options.

2.4 Duration

Subject to the By-Laws, the Proposed ESOS shall be in force for a period of five (5) years from the Effective Date and may be extended for a further period of five (5) years, at the sole and absolute discretion of the Board upon the recommendation by the ESOS Committee, provided always that the initial ESOS period stipulated above and such extension of the Proposed ESOS made pursuant to the By-Laws shall not in aggregate exceed a duration of ten (10) years from the Effective Date or such longer period as may be allowed by the relevant authorities.

The Effective Date for the implementation of the Proposed ESOS shall be at the date of full compliance with all relevant requirements in the Listing Requirements.

2.5 Basis of determining the Subscription Price

Subject to any adjustments in accordance with the By-Laws, the Subscription Price shall be determined by the ESOS Committee and shall be fixed based on the volume-weighted average market price of Inari Shares, as quoted on Bursa Securities, for the 5D-VWAMP immediately preceding the Date of Offer of the ESOS Options with a discount of not more than 10%, if deemed appropriate, or such other percentage of discount as may be permitted by any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time during the ESOS period.

The Subscription Price as determined by the ESOS Committee shall be conclusive and binding, and is subject to adjustments in accordance with the By-Laws.

2.6 Ranking of the ESOS Options and new Inari Shares to be issued arising from the exercise of the ESOS Options

The ESOS Options shall not carry any right to vote at any general meeting of the Company.

The new Inari Shares to be allotted and issued from the exercise of the ESOS Options will, upon allotment and issuance, rank equally in all respects with the existing Inari Shares, save and except that the new Inari Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new Inari Shares.

2.7 Alteration of share capital

In the event of any alteration in the capital structure of the Company during the ESOS period, whether by way of capitalisation of profit or reserves, rights issue, bonus issue, reduction, subdivision or consolidation of capital or any other variations of capital or howsoever otherwise taking place, the Board shall have the discretion and accordingly assess the practicality of complying with the requirement to cause such corresponding adjustment (if any) to be made to the Subscription Price, the number of new Inari Shares comprised in the ESOS Options or any portion thereof which have not been exercised and/or the number of new Inari Shares and/or Subscription Price comprised in an Offer which is open for acceptance.

Save as provided for in the By-Laws, the external auditors of the Company or the Adviser (acting as an expert and not as an arbitrator) must confirm in writing that the adjustments are in their opinion fair and reasonable.

2.8 Modification, variation and/or amendment

Subject to the By-Laws and compliance with the Listing Requirements and the approvals of any other authorities (if required), the ESOS Committee may at any time and from time to time recommend to the Board any additions and amendments to or deletions of the By-Laws as it shall in its discretion think fit and the Board shall have the power by resolution to add to, amend or delete any of the By-Laws upon such recommendation subject to the Company submitting a letter of compliance to Bursa Securities each time an amendment is made.

The approval of the shareholders of the Company in a general meeting shall not be required in respect of additions or amendments to or deletions of the By-Laws provided that no additions, amendments or deletions shall be made to the By-Laws which would:

- (i) Prejudice any rights which would have accrued to any grantee without his prior consent;
- (ii) Increase the number of Shares available under the Proposed ESOS beyond the maximum imposed by the By-Laws; or
- (iii) Alter any matter which are required to be contained in the By-Laws by virtue of the Listing Requirements to the advantage of any grantee or group of grantees or all grantees,

unless shareholders' approval is obtained at a general meeting.

2.9 Termination

Subject to compliance with the requirements of Bursa Securities and any other relevant authorities, the Company may terminate the continuation of this Proposed ESOS and no further Offers shall be made by the ESOS Committee upon the Board's approval.

All Offers outstanding but not yet accepted by the Eligible Participant at the date of the said resolution shall automatically lapse or cease to have effect as at the date of the resolution and the ESOS Options yet to be exercised shall automatically lapse or cease to have any effect from the date of the said resolution. The Proposed ESOS shall be deemed terminated at the date of the resolution.

2.10 Proposed specific allocation

Pursuant to Paragraph 6.06(1) of the Listing Requirements which states that the Company must not issue any shares to its executive Directors, major shareholders or chief executive or a person connected with them unless its shareholders in a general meeting have approved the specific allotment to be made to them. Accordingly, the Company will seek its shareholders' approval at the forthcoming EGM for the Proposed Allocation of ESOS Options to the following persons:

	<u>Name</u>	<u>Designation</u>
(i)	Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP	Chairperson, Independent Non- Executive Director
(ii)	Dato' Dr. Tan Seng Chuan	Executive Vice Chairman
(iii)	Lau Kean Cheong	Executive Director cum Group Chief Executive Officer
(iv)	Dato' Wong Gian Kui	Executive Director
(v)	Ho Phon Guan	Executive Director
(vi)	Mai Mang Lee	Executive Director
(vii)	Dato' Sri Thong Kok Khee	Non-Independent Non-Executive Director
(viii)	Datuk Phang Ah Tong	Independent Non-Executive Director

Note:

Foo Kok Siew (Independent Non-Executive Director) and Ahmad Ridzuan bin Wan Idrus (Non-Independent Non-Executive Director) have opted to not participate in the Proposed ESOS. Thong Mei Chuen (Alternate Director to Dato' Sri Thong Kok Khee) is not eligible to participate in the Proposed ESOS as she is an alternate director.

2.11 Listing of the new Inari Shares to be issued arising from the exercise of the ESOS Options

Bursa Securities had, vide its letter dated 14 October 2022, approved the listing of the new Shares representing up to 10% of the issued Shares (excluding treasury shares, if any) of Inari to be issued pursuant to the exercise of the ESOS Options on the Main Market of Bursa Securities.

2.12 Utilisation of proceeds

The actual amount of proceeds to be raised from the Proposed ESOS will depend on the number of ESOS Options granted and exercised at the relevant point of time and the Subscription Price payable upon the exercise of the ESOS Options. As such, the actual amount of proceeds arising from the exercise of the ESOS Options cannot be determined at this juncture. Proceeds from the exercise of ESOS Options, if any, is expected to be utilised within 24 months from the receipt of the proceeds.

Nevertheless, the Company intends to utilise the proceeds arising from the exercise of the ESOS Options, if any, as working capital for the Group. The proceeds raised from the exercise of the ESOS Options will be utilised to finance the Group's day-to-day operations, including the purchase of raw materials, operational expenses including overhead, staff costs and capital expenditure. The actual funding breakdown cannot be determined at this juncture as it will depend on, amongst others, the actual proceeds to be raised from the exercise of ESOS Options as well as the working capital requirements of the Group at the relevant time.

Pending the utilisation, the proceeds will be placed in deposits with financial institutions and/or short-term money market financial instruments. The interest derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used as additional working capital for the Group which will be used for the purchase of raw materials, operational expenses including overhead, staff costs and capital expenditure.

3. OBJECTIVES OF THE PROPOSED ESOS

- (i) The Proposed ESOS is intended to attract, motivate, retain and reward the Eligible Participants, who would be given the opportunity to participate in the equity of the Company and thereby, relate directly to the performance of the Inari Group;
- (ii) The Proposed ESOS is designed to provide incentives to Eligible Participants without adversely affecting the cash flow of the Inari Group whilst at the same time, contributing positively to its continuing growth through the intended stimulation of greater commitment, productivity and efforts on the part of the Eligible Participants towards the Inari Group; and
- (iii) The Proposed ESOS seeks to recognise and value the contributions of Non-Executive Directors who are involved in the deliberations and/or independent views in the decision making process, as well as to maintain good corporate practices at any one time.

The Proposed ESOS is also extended to non-executive directors in recognition of their contributions and efforts to the Company and to enable them to participate in the Company's future growth. Their participation in the equity of the Company is expected to enhance their level of commitment and contribution as well as enable the Company to attract and retain capable individuals to act as non-executive directors of the Company.

3.1 Details of equity fund-raising exercises undertaken in the past 12 months

Inari has not undertaken any equity fund-raising exercise in the past 12 months before the announcement of the Proposed ESOS.

3.2 Prospects of the Inari Group

Based on the projection by Gartner Inc (dated 27 July 2022), the global semiconductor revenue is projected to grow by 7.4% in 2022 to USD639 billion. However, the semiconductor revenue growth is projected to decline by 2.5% to USD623 billion in 2023 due to weakness in semiconductor end markets.

It was further projected that semiconductor revenue growth from smartphones is on pace to slow to 3.1% in 2022, while semiconductor revenue growth from the data center market will remain resilient and is projected to grow at 20% in 2022 due to continued cloud infrastructure investments.

Notwithstanding the above, the strong USD has been favorable to the Group as most of the Group's revenue is derived in USD. The strength of the USD is expected to remain for the first half of financial year ending 30 June 2023 ("FYE 2023") on indications of rising interest rates in the USA.

Given the mixed news, the Group remains cautious but positive on the prospects for FYE 2023 on the back of continued demand for its products from the global transition towards 5G and the continuing digitalisation of businesses. The Group will continue to focus on strategies to improve its production capacity and utilisation as well as strengthen its operational efficiencies to grow revenue consistent with or better than industry forecasts in FYE 2023.

(Source: Management of Inari)

4. EFFECTS OF THE PROPOSED ESOS

4.1 Share capital

The Proposed ESOS is not expected to have an immediate effect on the Company's share capital until such time when the ESOS Options are granted and exercised. The issued share capital of Inari may increase progressively depending on the number of new Inari Shares which may be issued under the Proposed ESOS and the Subscription Price during the ESOS period. As at the LPD, there are no treasury shares held by the Company.

For illustrative purposes, the pro forma effects of the Proposed ESOS on the issued share capital of the Company are as follows:

	No. of Shares '000	RM'000
Share capital as at the LPD	3,732,807	2,045,032
To be issued assuming full granting and exercise of the ESOS Options under the Proposed ESOS	(1) 373,280	(2) 895,872
Enlarged issued share capital	4,106,087	2,940,904

Notes:

- (1) Calculated based on 10% of the total number of issued Shares of the Company.
- (2) Based on the illustrative Subscription Price of RM2.40, which is based on the 5D-VWAMP of Inari Shares up to and including the LPD of RM2.4036.

4.2 NA and gearing

Any potential effects on the NA and gearing of the Group will depend on the number of new Shares to be issued upon the exercise of the ESOS Options granted under the Proposed ESOS and the Subscription Price of the ESOS Options.

Save for the potential impact of the MFRS 2, as elaborated in Section 4.4 of this Circular, the Proposed ESOS is not expected to have an immediate effect on the NA and gearing of the Group until such time when the ESOS Options granted under the Proposed ESOS are exercised.

For illustration purposes, upon exercise of the ESOS Options, the NA per Share is expected to:

- (i) Increase if the Subscription Price of the ESOS Options is higher than the NA per Share; or
- (ii) Decrease if the Subscription Price of the ESOS Options is lower than the NA per Share,

at such point of exercise of the ESOS Options.

The estimated expenses for the Proposed ESOS amounting to approximately RM195,000 will be funded from internally generated funds of the Inari Group.

4.3 Substantial shareholders' shareholdings

The Proposed ESOS is not expected to have any immediate effect on the shareholdings of the Company's substantial shareholders until such time when the ESOS Options are exercised into the new Inari Shares. Any potential effect on the shareholdings of the substantial shareholders would depend on the number of new Inari Shares to be issued pursuant to the exercise of the ESOS Options at the relevant point in time.

Dato' Sri Thong Kok Khee, the Non-Independent Non-Executive Director and substantial shareholder of Inari is eligible to participate in the Proposed ESOS. As such, his shareholding position in the Company will increase proportionately if he exercises the ESOS Options that may be granted to him, if any.

Substantial shareholders	As at the LPD			After full granting and exercise of the ESOS Options under the Proposed ESOS							
	Direct		Indirect	Direct		Indirect		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	5,170	0.14	(1) 538,554	14.43	*5,170	0.13	(1) 538,554	13.12			
Insas Technology Berhad	414,769	11.11	(2) 17,217	0.46	414,769	10.10	(2) 17,217	0.42			
Insas Berhad	-	-	(3) 537,009	14.39	-	-	(3) 537,009	13.08			
Employees Provident Fund Board	370,466	9.92	-	-	370,466	9.02	-	-			
Kumpulan Wang Persaraan (Diperbadankan)	325,678	8.72	(4) 25,474	0.68	325,678	7.93	(4) 25,474	0.62			

Notes:

- * Assuming no provision has been made for the allotment of ESOS Options to Dato' Sri Thong Kok Khee as the Board has yet to decide on the quantum to be allocated to Eligible Directors.
- (1) Deemed interest held through Insas Berhad, Immobiliare Holdings Pte Ltd and children.
- (2) Deemed interest held through subsidiary.
- (3) Deemed interest held through subsidiaries.
- (4) Deemed interest held through fund managers.

4.4 Earnings and EPS

The Proposed ESOS is not expected to have any immediate effect on the earnings and EPS of the Group until such time when the ESOS Options are granted and exercised. However, any potential effect on the EPS of the Group in the future would depend on the impact of the MFRS 2, the number of the ESOS Options exercised as well as the utilisation of the proceeds arising therefrom.

Under the MFRS 2, the potential cost arising from the issuance of the ESOS Options, which is measured by the fair value of the ESOS Options after taking into account, among others, the number of ESOS Options granted and vested and the Subscription Price of the ESOS Options, will need to be measured at the grant date and to be recognised as an expense over the vesting period. Therefore, this may affect the future earnings of the Group, the quantum of which can only be determined at the grant date. However, the estimated cost does not represent a cash outflow by the Company as it is merely an accounting treatment.

The Company has taken note of the potential impact of MFRS 2 on the Group's future earnings and shall take into consideration such impact in the allocation and granting of the ESOS Options in the future.

However, the EPS of the Group will be diluted because of the Company's enlarged issued share capital arising from the issuance of the new Inari Shares if and when the ESOS Options are exercised in the future.

The effects of any exercise of the ESOS Options on the EPS of the Group would depend on the returns to be generated by the Group from utilisation of the proceeds from the exercise of the ESOS Options.

4.5 Convertible securities

As at the LPD, the Company does not have any outstanding convertible securities in issue.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of Inari Shares as traded on Bursa Securities for the past 12 months are set out below:

	<u>High</u> <u>RM</u>	<u>Low</u> <u>RM</u>
2021		
October	3.870	3.512
November	4.160	3.705
December	4.044	3.576
2022		
January	3.956	3.108
February	3.342	2.952
March	3.177	2.523
April	3.118	2.666
May	2.833	2.440
June	2.843	2.509
July	2.906	2.341
August	2.936	2.609
September	2.820	2.500

	<u>High</u> <u>RM</u>	<u>Low</u> <u>RM</u>
The last transacted market price of Inari Shares immediately prior to the announcement on 23 September 2022		2.700
Last transacted market price on the LPD		2.350

(Source: M&A Securities)

6. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed ESOS is subject to the following approvals:

- (i) Bursa Securities, which was obtained vide its letter dated 14 October 2022 for the listing of such number of additional new Shares representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) of Inari that may be allotted and issued at any point in time pursuant to the exercise of the ESOS Options during the duration of the ESOS on the Main Market of Bursa Securities; and
- (ii) The shareholders of Inari at the forthcoming EGM to be convened.

The Proposed ESOS is not conditional upon any other corporate exercise/scheme being or proposed to be undertaken by the Company.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

All the Directors (including Group Chief Executive Officer) of the Company (excluding Ahmad Ridzuan bin Wan Idrus, Foo Kok Siew and Thong Mei Chuen) are eligible to participate in the Proposed ESOS and are therefore deemed interested in the Proposed ESOS to the extent of their respective allocations as well as allocations to persons connected with them under the Proposed ESOS ("Interested Directors"). All Interested Directors (including Group Chief Executive Officer) have abstained and will continue to abstain from deliberating and voting in respect of their direct and/or indirect shareholdings in the Company on the resolutions pertaining to their respective allocations, and allocations to persons connected with them under the Proposed ESOS at the relevant Board meetings.

Further, the Interested Directors (including Group Chief Executive Officer) will also abstain from voting in respect of their direct and/or indirect shareholdings in Inari, if any, on resolutions pertaining to their respective allocations and allocations to persons connected with them under the Proposed ESOS to be tabled at the forthcoming EGM.

The major shareholder of Inari, Dato' Sri Thong Kok Khee (the Non-Independent Non-Executive Director) is eligible to participate in the Proposed ESOS to the extent of his allocation under the Proposed ESOS ("Interested Major Shareholder"). Accordingly, the Interested Major Shareholder will abstain from voting in respect of his direct and/or indirect shareholdings in the Company on the resolutions pertaining to his allocation and allocation to persons connected to him under the Proposed ESOS at the forthcoming EGM.

Further, the Interested Directors (including Group Chief Executive Officer) and Interested Major Shareholder have undertaken to ensure that persons connected with them, if any, will abstain from voting in respect of their direct and/or indirect shareholdings, if any, on the resolutions pertaining to their respective allocations and allocations to persons connected with them under the Proposed ESOS to be tabled at the forthcoming EGM.

The direct and indirect shareholdings of the Interested Directors, Interested Major Shareholder and chief executive of Inari and/or persons connected with them in Inari as at the LPD are set out below:

Name	Direct		Indirect	
	No. of shares ('000)	%	No. of shares ('000)	%
Interested Major Shareholder and Interested Director				
Dato' Sri Thong Kok Khee	5,170	0.14	⁽¹⁾ 538,554	14.43
Interested Directors				
Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP	1,468	0.04	-	-
Dato' Dr. Tan Seng Chuan	1,812	0.05	-	-
Dato' Wong Gian Kui	282	0.01	-	-
Ho Phon Guan	34,501	0.92	-	-
Mai Mang Lee	12,916	0.35	⁽²⁾ 2,000	0.05
Datuk Phang Ah Tong	-	-	-	-
Interested Director (who is Group Chief Executive Officer)				
Lau Kean Cheong	36,862	0.99	⁽³⁾ 13,483	0.36

Save as disclosed above, the other Directors, major shareholders and chief executive of Inari and/or persons connected with them are not interested in the Proposed ESOS.

Notes:

- (1) Deemed interest held through Insas Berhad, Immobillaire Holdings Pte Ltd and children.
- (2) Deemed interest held through his children.
- (3) Deemed interest held through his spouse.

8. ESTIMATED TIMEFRAME FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to receipt of all relevant approvals, the Proposed ESOS is expected to be implemented by the fourth quarter of 2022.

9. OUTSTANDING CORPORATE EXERCISE ANNOUNCED BUT PENDING IMPLEMENTATION

Save for the Proposed ESOS (being the subject matter of this Circular) and as disclosed below, there are no other outstanding corporate exercise announced but pending implementation, as at the date of this Circular:

- (i) On 18 October 2021, the Company announced that a non-binding Memorandum of Understanding ("MOU") had been entered with China Fortune-Tech Capital Co., Ltd ("CFTC") with the intention to set up a joint venture company in China to carry out Outsourced Semiconductor Assembly and Test ("OSAT") manufacturing and related businesses in China for the China market.

On 28 June 2022, the Company announced that Amertron International Limited ("AIL"), an indirect wholly-owned subsidiary of the Company, had entered into a Joint Venture Contract with CFTC (Yiwu) Equity Investment Fund Partnership (Limited Partnership) and CFTC Equity Investment Management (Beijing) Co., Ltd to bring together the strengths and expertise of all parties in carrying out OSAT manufacturing and related businesses in China for the China market under a joint-venture company and the joint venture will enable Inari to expand and add onto Inari existing operations in the China market.

The joint-venture company will increase its registered capital from RMB770,001,000 to RMB1,691,001,000 and AIL will subscribe for such registered capital by utilising the proceeds from the private placement that was completed on 30 July 2021 to become a majority shareholder representing 54.4648% of the enlarged capital in the joint-venture company.

The share subscription in the joint-venture company is expected to take place progressively starting in the 3rd quarter of 2022 and is expected to be completed in the 1st quarter of 2023.

10. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered amongst others, the objectives, terms, conditions and effects of the Proposed ESOS, is of the opinion that the Proposed ESOS is in the best interest of Inari. Accordingly, the Board recommends that you **VOTE IN FAVOUR** of the resolutions pertaining to the Proposed ESOS to be tabled at the forthcoming EGM.

In respect of the Proposed Allocation of ESOS Options, all the Directors have abstained from giving any opinion or recommendation on their respective entitlements and the entitlements to the person(s) connected with them, if any. Where the resolutions are not related to their respective allocations or to the person(s) connected with them, the Directors after having considered all aspects of the Proposed Allocation of ESOS Options, are of the view that the Proposed Allocation of ESOS Options is in the best interests of the Group and recommend that you **VOTE IN FAVOUR** of the resolutions pertaining to the Proposed Allocation of ESOS Options to be tabled at the forthcoming EGM.

11. EGM

The EGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via TIIH online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC : D1A282781) on **Wednesday, 23 November 2022 at 12.30 p.m.**, or immediately after the conclusion of the 12th Annual General Meeting of the Company which will be held at 11.00 a.m. on the same day, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolutions to give effect to the Proposed ESOS.

The Notice of EGM together with Proxy Form, Administrative Guide for EGM and this Circular are available at the Company's website <https://www.inari-amertron.com/2022-12th-agm.asp>. Please follow the procedures provided in the Administrative Guide to register, participate and vote remotely at the EGM via the remote participation and voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd at <https://tiih.online>.

If you are unable to participate and vote at the EGM, you may appoint a proxy to do so in your stead by following the instructions set out in the Administrative Guide.

The Proxy Form must be deposited (by hand/post) at either of the following offices of Tricor:

Tricor's Office		Tricor's Customer Service Centre
Unit 32-01, Level 32, Tower A Vertical Business Suite Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur	OR	Unit G-3, Ground Floor Vertical Podium Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur

OR alternatively lodge electronically (instead of depositing hardcopy) via TIIH online website at <https://tiih.online>, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

12. FURTHER INFORMATION

Please refer to the attached appendices for further information.

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

DATO' DR. TAN SENG CHUAN
Executive Vice Chairman

INARI AMERTRON BERHAD**BY-LAWS OF INARI EMPLOYEES' SHARE OPTION SCHEME 2022 ("ESOS")**

1. NAME OF SCHEME

This ESOS shall be called the "Inari Employees' Share Option Scheme 2022".

2. OBJECTIVES OF THE SCHEME

This ESOS is intended to provide the Company with greater flexibility to attract, reward, retain and motivate the Directors and employees of the Inari Group, after considering the following factors:

- (a) the ESOS is intended to attract, motivate, retain and reward Eligible Participants, who would be given the opportunity to participate in the equity of the Company and thereby, relate directly to the performance of the Inari Group;
- (b) the ESOS is designed to provide a continuing incentive to Eligible Participants without adversely affecting the cash flow of the Inari Group whilst at the same time, contributing positively to its continuing growth through the intended stimulation of greater commitment, productivity and efforts on the part of the Eligible Participants towards the Inari Group; and
- (c) the ESOS seeks to recognise and value the contributions of Non-Executive Directors who are involved in the deliberations and/or independent views in the decision making process, as well as to maintain good corporate practices at any one time.

In addition, Inari will be able to utilise the proceeds from the exercise of the Options for its working capital purposes, which is expected to contribute positively to the Inari Group's profitability.

3. DEFINITIONS AND INTERPRETATIONS

3.1 In these By-Laws, the following terms shall, unless the context otherwise requires, have the following meanings:

- "Act" : The Companies Act, 2016 and any amendments made thereto from time to time.
- "Adviser" : Adviser in relation to a listed issuer, means a person who is permitted to carry on the regulated activity of advising corporate finance under the Capital Markets and Services Act 2007, which includes the Guidelines on Submission of Corporate and Capital Market Products Proposals and the Licensing Handbook.
- "Auditors" : The external auditors for the time being of the Company or such other external auditors as may be nominated by the Board.
- "Board" : The Board of Directors of Inari.
- "Bursa Securities" : Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W)).
- "By-Laws" : The rules, terms and conditions of the Scheme (as may be modified, varied and/or amended from time to time in accordance with By-Law 18).

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

“Calendar Days”	:	Means days according to the Gregorian calendar and not working days.
“CDS Account”	:	Central Depository System account established by Bursa Depository for the recording of deposit and withdrawal of securities and for dealing in such securities by a depositor.
“Central Depositories Act”	:	The Securities Industry (Central Depositories) Act, 1991 and any amendments made thereto from time to time.
“Constitution”	:	The Company’s constitution, as amended from time to time.
“Date of Acceptance”	:	The date whereupon the ESOS Committee shall receive the written notice from an Eligible Participant accepting an Offer.
“Date of Offer”	:	The date on which an Offer is made to an Eligible Participant by the ESOS Committee from time to time during the Option Period to participate in the ESOS.
“Depository Rules”	:	Rules of Bursa Depository and any amendments made thereto from time to time.
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W)).
“Director(s)”	:	Executive Directors and Non-Executive Directors (excluding Alternate Directors), collectively.
“Effective Date”	:	The date on which the ESOS becomes effective in accordance with the ESOS By-Laws as provided in By-Law 20.
“Eligible Participant(s)”	:	A natural person who is an employee or a Director of the Group and who meets the criteria of eligibility for participation in the ESOS as stipulated under By-Law 5 and subject to By-Law 5.3.
“Employee”	:	A natural person who is employed by and on the payroll of any company in the Group.
“ESOS Committee”	:	The committee comprising Directors and senior management personnel as may be appointed by the Board from time to time to administer the ESOS.
“ESOS” or “Scheme”	:	The employees’ share option scheme for the grant of Options to Eligible Participants to subscribe for new Inari Shares in accordance with these By-Laws, such scheme to be known as the “Inari Employees’ Share Option Scheme 2022”.
“Financier”	:	Financier authorised by the Grantee to act on behalf of the Grantee.
“Grantee”	:	Any Eligible Participant who has accepted the Offer in the manner as stipulated under By-Law 8.
“Inari Group” or “Group”	:	Inari and its Subsidiaries, collectively, excluding dormant Subsidiaries.
“Inari Share(s)” or “Share(s)”	:	Ordinary share(s) in Inari.
“Inari” or “Company”	:	Inari Amertron Berhad (Registration No. 201001016131 (1000809-U))
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities including any amendments made thereto from time to time.

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont’d)

“Market Day”	:	A day on which Bursa Securities is open for official trading in securities.
“Maximum Allowable Allotment”	:	The maximum number of new Inari Shares that may be offered and allotted to an Eligible Participant in accordance with the provisions of By-Law 6.
“Offer”	:	A written offer, made by the ESOS Committee from time to time to the Eligible Participants to participate in the ESOS in the manner indicated under By-Law 7.
“Option(s)”	:	The right of a Grantee to subscribe for such number of Shares at the Subscription Price pursuant to an Offer duly accepted by the Grantee in the manner indicated under By-Law 8.
“Option Period”	:	The period commencing from the Date of Offer until the expiry date and/or termination of the ESOS or such other date as may be specifically stated in such Offer for an Eligible Participant to exercise the Option provided that no Option Period shall extend beyond the duration of ESOS referred to under By-Law 20 hereof or in the event of a termination of the ESOS, the date of termination of the ESOS.
“Person(s) Connected”	:	Person connected as defined in paragraph 1.01 of the Listing Requirements.
“RM” and “Sen”	:	Ringgit Malaysia and Sen respectively.
“Subscription Price”	:	The price at which the Grantee shall be entitled to subscribe for each new Inari Share as determined in the manner indicated under By-Law 9.
“Subsidiary”	:	A company which is for the time being a subsidiary of the Company as defined in Section 4 of the Act.

In these By-Laws:

- 3.2 Any reference to any statute or any statutory provision shall include any regulations and other subordinate legislation made from time to time under that statute or statutory provision and any Listing Requirements, policies and/or guidelines of the relevant authorities (in each case, whether or not having the force of law but, if not having the force of law, the compliance with which is in accordance with the reasonable commercial practice of persons to whom such requirements, policies and/or guidelines are addressed to by Bursa Securities and/or the relevant authorities);
- 3.3 Any reference to any statute or any statutory provision shall include that statute or statutory provision as from time to time modified or re-enacted whether before or after the date of these By-Laws so far as such modification or re-enactment applies or is capable of applying to any Options offered and accepted within the duration of the ESOS and shall also include any past statutory provision (as from time to time modified or re-enacted) which such provision has directly or indirectly replaced;
- 3.4 Words importing the singular meaning, where the context so admits, include the plural meaning and vice versa;
- 3.5 Words denoting the masculine gender include the feminine and neuter gender and all such words shall be construed interchangeably in that manner;
- 3.6 Any liberty or power which may be exercised or any determination which may be made hereunder by the ESOS Committee may be exercised in the ESOS Committee’s discretion;

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

- 3.7 The term 'month' means a Gregorian calendar month;
- 3.8 The headings in these By-Laws are inserted for convenience of reference only and shall be ignored in the interpretation and construction of the provisions herein contained; and
- 3.9 If an event is to occur on a stipulated day which is not a Market Day, then the stipulated day will be taken to be the first Market Day after that day.

4. MAXIMUM NUMBER OF NEW INARI SHARES AVAILABLE UNDER THE SCHEME

- 4.1 The maximum number of new Inari Shares to be allotted and issued pursuant to the exercise of the Options which may be granted under the ESOS shall not exceed in aggregate ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any point of time throughout the duration of the ESOS as provided in By-Law 20.
- 4.2 Notwithstanding By-Law 4.1 or any other provision herein contained, in the event the maximum number of new Inari Shares comprised in the Options granted under the ESOS exceeds the aggregate of ten per cent (10%) of the total number of issued shares of the Company as a result of the Company purchasing its own shares or undertaking any other corporate proposal and thereby resulting in the total number of Shares to be issued under the ESOS exceeding ten per cent (10%) of the total number of issued shares of the Company, then,
- (a) such Options granted prior to the adjustment of the total number of issued shares of the Company shall remain valid and exercisable in accordance with the provisions of the By-Laws; and
- (b) no further Options shall be offered until the total number of new Inari Shares comprised in the Options granted or to be granted under the ESOS falls below ten per cent (10%) of the total number of issued shares of the Company.

5. DETERMINATION OF ELIGIBILITY

- 5.1 Any Employee or Director of any company comprised in the Group shall be eligible to be considered for the offer of Options under the ESOS provided that:
- (i) the Employee or Director must fall under one (1) of the categories of Employees listed in the By-Laws;
- (ii) the Employee or Director shall have attained the age of eighteen (18) years and he is not an undischarged bankrupt or subject to any bankruptcy proceedings on the Date of Offer;
- (iii) the Employee or Director must have been employed for a continuous period of at least one (1) year (which shall include any probation period) by Inari Group and his employment as an Eligible Participant must have been confirmed on the Date of Offer;
- (iv) if the Employee or Director is employed by a company which is acquired, and becomes a Subsidiary of the Company upon such acquisition during the duration of the ESOS, the Employee or Director must have completed service for a continuous period of at least one (1) year in that Subsidiary following the date that such company becomes or is deemed to be a Subsidiary of the Inari Group; and
- (v) if the Employee or Director, whether Malaysian citizen or non-Malaysian citizen, is serving the Company or a Subsidiary within the Inari Group on a full-time basis and whose contribution is vital to such companies and who on the Date of Offer is employed under a contract for service for a term of not less than three (3) years (including any period of employment which the person has already served),
- 5.2 the Employee or Director of a dormant company within the Group is not eligible to participate in the ESOS;

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

- 5.3 The ESOS Committee may from time to time at its absolute discretion select and identify suitable Eligible Participants to be offered Options.
- 5.4 In addition to the foregoing, where the Directors are eligible to participate in the ESOS, such entitlement under the ESOS must have been approved by the shareholders of the Company in general meeting.
- 5.6 In determining the eligibility and allocation of an Eligible Participant to participate in the ESOS, the ESOS Committee will take into account among others, the job grading, length of service, performance appraisal and past and future contributions of the Eligible Participant to the Company and/or Subsidiary, and such other factors that the ESOS Committee deems relevant. Selection for participation in the ESOS shall be at the sole and absolute discretion of the ESOS Committee.
- 5.7 Eligibility under the ESOS shall not confer on an Eligible Participant a claim or right to participate in or any rights whatsoever under the ESOS and an Eligible Participant does not have any rights to acquire or have any rights over or in connection with the Options or the new Inari Shares comprised therein unless an Offer has been made in writing by the ESOS Committee to the Eligible Participant under By-Law 7 and the Eligible Participant has accepted the Offer in accordance with the terms of the Offer and the ESOS.
- 5.8 A set of criteria on eligibility and allocation as determined by the ESOS Committee as authorised by the Board from time to time shall be made available to the Eligible Participants. The allocation of the Options pursuant to the ESOS shall be verified by the audit committee at the end of each financial year.

6. BASIS OF ALLOCATION AND MAXIMUM ALLOWABLE ALLOTMENT

- 6.1 Subject to By-Law 7.1 and any adjustment which may be made under By-Law 16, the aggregate number of new Inari Shares that may be offered under the ESOS and allotted and issued to an Eligible Participant shall be at the sole and absolute discretion of the ESOS Committee after taking into consideration, amongst other factors, the job grading, length of service, performance appraisal and past and future contributions of the Eligible Participant and such other factors that the ESOS Committee may deem relevant subject to the followings:
- (a) that the Directors and senior management do not participate in the deliberation or discussion of their own allocation;
 - (b) not more than ten per cent (10%) of the new Inari Shares available under the ESOS shall be allocated to any individual Eligible Participant who, either singly or collectively through Person Connected with the Eligible Participant, holds twenty per cent (20%) or more of the total number of issued shares (excluding treasury shares) of the Company; and
 - (c) not more than sixty per cent (60%) of the new Inari Shares available under the ESOS shall be allocated to the Directors and senior management of the Inari Group (excluding dormant subsidiaries),
- provided always that it is in accordance with any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.
- 6.2 At the time the Offer is made in accordance with By-Law 7, the ESOS Committee shall set out the basis of allotment, identifying the category or grade of the Eligible Participant and the Maximum Allowable Allotment for the Eligible Participant in the differing categories or grades.
- 6.3 Any Eligible Participant who holds more than one (1) position within the Inari Group and by holding such positions, the Eligible Participant is in more than one category, shall only be entitled to the Maximum Allowable Allotment of any one of those categories. The ESOS Committee shall be entitled at its discretion to determine the applicable category.
- 6.4 In the event that an Eligible Participant is promoted, the ESOS Committee shall have the sole and absolute discretion in determining the Maximum Allowable Allotment applicable to such Eligible

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

Participant, subject always to the availability of the Options and the maximum number of Inari Shares available under the ESOS as stipulated under By-Law 4.1 and the Maximum Allowable Allotment as set out in By-Law 6.1.

- 6.5 An Eligible Participant who is demoted to a lower grade for any reason whatsoever shall only be entitled to such Maximum Allowable Allotment corresponding to such demoted category unless the Offer has been made and accepted by him before such demotion, subject always to the maximum number of Inari Shares available under the ESOS as stipulated under By-Law 4.1 and the Maximum Allowable Allotment as set out in By-Law 6.1 and where the demoted Eligible Participant has accepted the Offer which exceeds the Maximum Allowable Allotment under the category of Employees to which such Eligible Participant has been demoted, such Eligible Participant shall not be entitled to further allocation under such category.
- 6.6 The ESOS Committee or the Board may in its discretion introduce additional category or grades of Employees as it deems necessary during the duration of the ESOS.
- 6.7 No Eligible Participant who is also a member of the ESOS Committee shall participate in the deliberation and discussion of his own allocation or allocations to person(s) connected to him.

7. OFFER OF OPTIONS

- 7.1 (a) The ESOS Committee shall, within the duration of the ESOS as specified in By-Law 20 hereof, make Offers to any Eligible Participant whom the ESOS Committee may in its sole and absolute discretion determine in accordance with the By-Laws.
- (b) Notwithstanding subsection (a) above, where it involves an Offer to an Eligible Participant who is a member of the ESOS Committee, such grant of Options shall be decided by the Board but carried out by the ESOS Committee.
- 7.2 Subject to By-Law 7.1, the actual number of new Inari Shares which may be offered to an Eligible Participant shall be at the discretion of the ESOS Committee and, subject to any adjustment that may be made under By-Law 16, shall be in multiples of and not be less than one hundred (100) Inari Shares, but subject to the Maximum Allowable Allotment as set out in By-Law 6.1.
- 7.3 Subject to By-Law 4, nothing herein shall prevent the ESOS Committee from making more than one (1) Offer to an Eligible Participant at any point of time after the first Offer provided always that the total aggregate number of new Inari Shares to be offered to the Eligible Participant (inclusive of Inari Shares already offered under previous Offers, if any) shall not exceed the Maximum Allowable Allotment as set out in By-Law 6.1.
- 7.4 No Options will be granted to any Director or Chief Executive or major shareholder of the Company or a Person Connected with a Director or Chief Executive or major shareholder of the Company, who is an Eligible Participant, unless the specific grants of Options to them shall have been previously approved by the shareholders of the Company in general meeting.
- 7.5 Any Offer made by the ESOS Committee shall be made in writing. Such Offer is personal to the Eligible Participant to whom the Offer is made, and is non-assignable, non-transferable, non-chargeable and non-disposable in any manner whatsoever.
- 7.6 Unless otherwise approved in writing by the ESOS Committee in its absolute discretion, any Offer shall automatically lapse and be null and void in the event of the death of the Eligible Participant or the Eligible Participant ceasing to be employed by the Inari Group for any reason whatsoever prior to the acceptance of the Offer by the Eligible Participant in the manner set out in By-Law 8 hereof.
- 7.7 The ESOS Committee will in its letter of offer ('Offer Letter') to an Eligible Participant set out (amongst others) the number of new Inari Shares that may be subscribed for under the Offer, the Maximum Allowable Allotment, the Subscription Price, Option Period, the closing date for acceptance of the Offer and the manner of exercise of the Options.
- 7.8 The Company shall keep and maintain at its expense a register of Grantees and shall enter in that register the names and addresses of the Grantees, the Maximum Allowable Allotment, the number

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

of Options offered and accepted, the number of Options exercised, the Date of Offer and the Subscription Price.

- 7.9 Without prejudice to By-Law 17, in the event the Offer Letter contains an error on the part of the Company in stating any of the particulars in By-Law 7.7 above, the Company shall issue a revised Offer Letter, stating the correct particulars of the Offer within one (1) month of discovering such error and the revised particulars of the Offer shall take effect on the date of the revised Offer Letter except for Options which have already been exercised as at the date of the revised Offer Letter.

8. ACCEPTANCE OF OFFER

- 8.1 The Offer to participate in the ESOS shall be valid for acceptance for a period of thirty (30) days from the Date of Offer or such longer period as may be determined by the ESOS Committee on a case to case basis at its discretion ('Prescribed Period').
- 8.2 If an Eligible Participant wishes to accept the Offer made to him under By-Law 8.1, he shall do so within the Prescribed Period by a written notice to the ESOS Committee in the form prescribed by the ESOS Committee and accompanied by a payment to the Company of a non-refundable cash consideration of Ringgit Malaysia One (RM1.00) only for the grant of the Option. The day of receipt of such written notice shall constitute the Date of Acceptance.
- 8.3 If the Offer is not accepted in the manner aforesaid, such Offer shall upon the expiry of the Prescribed Period be deemed rejected by the Eligible Participant and shall automatically lapse and shall be null and void and be of no further effect, and the Options may, at the discretion of the ESOS Committee, be re-offered to other Eligible Participants.
- 8.4 The ESOS Committee has the absolute discretion to clawback any Options and to reallocate the Options so granted within the Option Period. Such right of clawback may include cancellation, forfeiture, return, repayment or recovery by the Company as may be determined by the ESOS Committee at its sole and absolute discretion with Grantee's consent.

9. SUBSCRIPTION PRICE

Subject to any adjustments in accordance with By-Law 16, the Subscription Price shall be determined by the ESOS Committee and shall be fixed based on the volume weighted average market price of Inari Shares, as quoted on Bursa Securities, for the five (5) Market Days immediately preceding the Date of Offer of the Options with a discount of not more than ten per cent (10%), if deemed appropriate, or such other percentage of discount as may be permitted by any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time during the Option Period.

The Subscription Price as determined by the ESOS Committee shall be conclusive and binding on the Grantee and shall be subject to any adjustments in accordance with By-law 16.

10. EXERCISE OF OPTION

- 10.1 Subject to By-Law 8, an Option granted to an Eligible Participant under the ESOS is exercisable by the Eligible Participant in full or by such lesser number as the Eligible Participant may be entitled under the Offer at any time during the Option Period.

If the Option is exercisable in such lesser number by the Eligible Participant during the Option Period, the remaining number can be exercised by him from time to time during his lifetime whilst the Grantee is in the employment of the Inari Group within the Option Period.

- 10.2 Subject to any adjustments in accordance with By-Law 16, the ESOS Committee may, at any time and from time to time after an Option is granted pursuant to By-Law 7, limit the exercise of the Option to a maximum percentage of 20% of the new Inari Shares for each year within the Option Period and impose any other terms and conditions deemed appropriate by the ESOS Committee at

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

its sole and absolute discretion including amending/varying any terms and conditions imposed earlier subject always to the provisions of By-Law 18.

- 10.3 The Grantee shall notify the ESOS Committee in writing in the prescribed form of the Grantee's intention to exercise the Option. If the Option is exercised in respect of such lesser number as the Grantee may so decide to exercise provided that the number shall be in multiples of and not less than one hundred (100) Inari Shares. Such partial exercise of the Option shall not preclude the Grantee from exercising the Option as to the balance thereof at any time in the future but within the Option Period. In the event the balance of Options exercisable by a Grantee in accordance with these By-Laws shall be less than one hundred (100) Inari Shares, the said balance shall, if exercised, must be exercised in a single tranche.
- 10.4 Every such notice to exercise the Option shall be accompanied by a remittance for the full amount of the subscription monies in relation to the number of Inari Shares in respect of which the written notice is given. The Company shall endeavour to allot and issue such new Inari Shares to the Grantee in accordance with the provisions of the Constitution, the Central Depositories Act and the Depository Rules, despatch the notice of allotment to the Grantee and make an application for the listing of and quotation for the new Inari Shares within eight (8) Market Days from the receipt by the Company of the aforesaid notice and remittance from the Grantee or such other period as may be prescribed by Bursa Securities.
- 10.5 The Grantee who exercises his Option shall provide the ESOS Committee with his CDS Account number in the notice referred to in By-Law 10.3. The new Inari Shares to be issued pursuant to the exercise of an Option will be credited directly into the CDS Account of the Grantee or his financier, as the case may be, and a notice of allotment or crediting stating the number of new Inari Shares so credited into the CDS Account will be issued to the Grantee or his financier and no physical share certificate will be issued.
- 10.6 Each Grantee shall at its own cost and expense open a CDS Account and a trading account with a nominee company ('Nominee') or a broker.
- 10.7 Any failure to comply with the foregoing provisions or to provide all information as required in the notice of exercise referred to in By-Law 10.3 or inaccuracy in the information provided shall result in the notice of exercise being rejected. The ESOS Committee shall inform the Grantee of the rejection of the said notice within fourteen (14) Calendar Days from the date of the rejection and the Grantee shall be deemed to not have exercised his Option.
- 10.8 All Options to the extent unexercised on the expiry of the Option Period applicable thereto shall lapse and have no further effect.
- 10.9 An eligible Director who is a non-executive Director in the Company shall not sell, transfer or assign the Inari Shares obtained through the exercise of Options offered to him within one (1) year from the Date of Offer pursuant to the Listing Requirements as amended from time to time or other prevailing applicable guidelines.
- 10.10 The Company, the Board (including Directors of Inari who have resigned but were on the Board during the Option Period), the ESOS Committee, the Company Secretaries and share registrar of the Company shall not under any circumstances be held liable to any person for any costs, losses, expenses, damages or liabilities, gains or profits foregone howsoever arising in the event of:
- (a) any delay in receipt or non-receipt by the Company of the notice of exercise in respect of the Options;
 - (b) any delay on the part of the Company in allotting the new Inari Shares or in procuring Bursa Securities to list and quote the new Inari Shares allotted and issued to a Grantee pursuant to the exercise of the Option by the Grantee;
 - (c) any delay in crediting the said new Inari Shares into the CDS Account of the Grantee with the Nominee; or
 - (d) any other matter or dealing which is outside the control of the Company.

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

10.11 Every Option shall be subject to the condition that no new Inari Shares shall be issued to the Grantee pursuant to the exercise of an Option if such an issue would be contrary to any law, enactment, rules and/or regulations of any legislative or non-legislative body which may be in force during the Option Period or such period as may be extended.

11. NON-TRANSFERABILITY, TERMINATION OF OPTIONS AND SUSPENSION

11.1 An Option is personal to the Grantee and it is exercisable only by the Grantee personally during his lifetime whilst he is in the employment of any company in the Group.

11.2 In the event of the cessation of employment of a Grantee with the Inari Group for whatever reason prior to the exercise of his Option or prior to full exercise of his Option, such Option shall cease immediately on the date of such cessation without any claim against the Company PROVIDED ALWAYS THAT subject to the written approval of the ESOS Committee in its discretion if such cessation occurs by reason of:-

- (i) retirement on attaining the retirement age under the Inari Group's policy;
- (ii) retirement before attaining the normal retirement age but with the consent of the ESOS Committee;
- (iii) redundancy or any voluntary separation scheme;
- (iv) ill-health, injury, physical or mental disability; or
- (v) any other circumstances which are acceptable to the ESOS Committee,

such Option shall remain exercisable during the Option Period.

11.3 An Option shall not be transferred, assigned, disposed of or subject to any encumbrances by the Grantee. Any such transfer, assignment, disposal or encumbrance shall result in the automatic cancellation of the Option.

11.4 In the event of the death or termination of employment of a Grantee with the Inari Group for whatsoever reason prior to the full exercise of an Option, such Option or the balance thereof, as the case may be, shall forthwith become void and cease to have further effect and the Inari Shares in respect of such Option may be re-offered to other Eligible Participants at the absolute discretion of the ESOS Committee.

11.5 The Option shall immediately become void and of no effect upon the following circumstances:

- (a) the bankruptcy of the Grantee; or
- (b) a disciplinary action is taken on the Grantee pursuant to By-Law 11.6; or
- (c) any other circumstances as may be determined by the ESOS Committee.

11.6 In the event that a Grantee is subject to disciplinary proceedings (whether or not such disciplinary proceedings may give rise to a dismissal or termination of services of such Grantee), the ESOS Committee shall have the right, at its discretion, to suspend the rights of the Grantee to exercise the Grantee's Option(s) pending the outcome of such disciplinary proceedings. The ESOS Committee may impose such terms and conditions as the ESOS Committee shall deem appropriate having regard to the nature of the charges made or brought against such Grantee, PROVIDED ALWAYS that:

- (a) in the event such Grantee shall subsequently be found not guilty of the charge(s) which gave rise to such disciplinary proceedings, the ESOS Committee shall reinstate the rights of such Grantee to exercise the Grantee's Option(s) as if such disciplinary proceeding had not been instituted in the first place;

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

- (b) in the event such Grantee is found guilty of the charge(s) and the same results in the dismissal or termination of service of such Grantee, the Option(s) shall immediately upon pronouncement of the dismissal or termination of service of such Grantee, automatically lapse without notice and thereafter shall be null and void and be of no effect notwithstanding that such recommendation may be subsequently challenged by the Grantee in any other forum; or
 - (c) in the event such Grantee is found guilty of the charge(s) but no dismissal or termination of service is recommended, the ESOS Committee shall have the right to determine at its sole and absolute discretion whether or not the Grantee may continue to exercise the Grantee's Option(s) and, if so, to impose such terms and conditions as it deems appropriate, for the exercise thereof.
- 11.7 Where a Grantee dies before the expiry of the Option Period and at the time of his death held unexercised Options, such Options shall cease immediately on the date of such death without any claim against the Company PROVIDED ALWAYS THAT, subject to the written approval of the ESOS Committee in its discretion, such unexercised Options may be exercised to full by the legal or personal representatives of the Grantee after the date of his death provided that such exercise shall be within the Option Period and shall not be later than twelve (12) months after the date of his death.
- 11.8 If the ESOS Committee in its absolute discretion determine that a Subsidiary is not an eligible Subsidiary for purposes of the ESOS, a Grantee who was in the employment of such Subsidiary and who has not yet exercised the Option shall not be entitled to exercise such Option unexercised on the date such Subsidiary is determined by the ESOS Committee not to be eligible unless the ESOS Committee otherwise decides. Such Grantee shall not be eligible to participate in any further Option. Where the ESOS Committee decides not to allow the Grantee to exercise such Option which is unexercised on the date such Subsidiary is no longer eligible as an eligible Subsidiary, then the Inari Shares in respect of such unexercised Option may be re-offered to other Eligible Participants at the discretion of the ESOS Committee.
- 11.9 In the event of the liquidation of the Company, all unexercised or partially exercised Options shall lapse and cease to be valid and be null and void.
- 12. TAKE OVER OFFER, SCHEME OF ARRANGEMENT, AMALGAMATION, RECONSTRUCTION, ETC**
- 12.1 Notwithstanding By-Law 10 and By-Law 20 and subject to the provisions of any applicable statutes, rules, regulations and/or conditions issued by the relevant regulatory authorities, in the event of:
- (a) a take-over offer being made for the Company, under the Capital Markets and Services Act, 2007, Rules on Takeovers, Merges and Compulsory Acquisitions 2016 and the Malaysian Code on Take-Overs and Mergers 2016 as amended from time to time, to acquire the whole of the issued ordinary share capital of the Company (or such part thereof not at the time held by the person making the take-over ("Offeror") or any persons acting in concert with the Offeror), a Grantee will be entitled within such period to be determined by the ESOS Committee, to exercise all or any part of the Grantee's Options and the Directors of Inari shall use their best endeavours to procure that such a general offer be extended to the new Inari Shares that may be issued pursuant to the exercise of the Options under these By-Laws; and
 - (b) the Offeror becoming entitled or bound to exercise the right of compulsory acquisition of Inari Shares under the provisions of any applicable statutes, rules and/or regulations and gives notice to the Company that it intends to exercise such right on a specific date, a Grantee who is holding outstanding exercisable Options will be entitled to exercise all or any part of the Grantee's Options from the date of service of the said notice to the Company until and inclusive of the date on which the right of compulsory acquisition is exercised.

In the foregoing circumstances, if the Grantee fails to exercise his Options or elects to exercise only in respect of a portion of such Inari Shares, then any Options to the extent unexercised by the

expiry of the periods stipulated in the aforesaid circumstances shall automatically lapse and be null and void.

- 12.2 In the event the court has sanctioned a compromise or arrangement between the Company and its members for the purpose of, or in connection with, a scheme for reconstruction of the Company or amalgamation with any other company or companies under the provisions of the Act, then the Grantee shall immediately become entitled in the period up to but excluding the date upon which such compromise or arrangement becomes effective, to exercise in whole or in part his Options. All unexercised Options held by a Grantee shall be automatically terminated on the date upon which such compromise or arrangement becomes effective.

13. RIGHTS ATTACHING TO SHARES

The new Inari Shares to be allotted and issued upon the exercise of the Options granted under the ESOS will, upon allotment, issuance and full payment, rank *pari passu* in all respects with the then existing issued Inari Shares except that the new Inari Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other distributions where the entitlement date (namely the date as at the close of business on which the names of shareholders must appear in the Company's Record of Depositors maintained with Bursa Depository in order to be entitled to any dividends, rights, allotments or other distributions) precedes the date of allotment of the new Inari Shares and will be subject to all the provisions of the Constitution relating to transfer, transmission or otherwise of the Inari Shares.

14. RETENTION/RESTRICTION PERIOD OF INARI SHARES

Save for By-Law 10.9, the new Inari Shares allotted and issued to a Grantee pursuant to the exercise of an Option will not be subject to any retention period or restriction on transfer. However, the Company encourages Grantees to hold the new Inari Shares subscribed for by them for as long as possible although a Grantee or his financier, as the case may be, may sell the new Inari Shares subscribed for by the Grantee at any time after such Shares have been credited to the Grantee's or his financier's CDS Account. A Grantee should note that the Shares are intended for him to hold as an investment rather than for immediate realisation to yield a profit.

15. QUOTATION FOR THE NEW INARI SHARES

The new Inari Shares to be allotted and issued to the Grantee pursuant to the exercise of an Option will not be listed or quoted on Bursa Securities, until the Option is exercised in accordance with By-Law 10 whereupon the Company shall, subject to it having obtained the prior written approval of Bursa Securities and/or other relevant authorities, and making applications to Bursa Securities for the listing of and quotation for such additional Inari Shares on Bursa Securities, use its best endeavour to obtain permission for dealing therein.

16. ALTERATION OF SHARE CAPITAL DURING THE OPTION PERIOD

- 16.1 In the event of any alteration in the capital structure of the Company during the Option Period, whether by way of capitalisation of profit or reserves, rights issue, bonus issue, reduction, subdivision or consolidation of capital or any other variations of capital or howsoever otherwise taking place, the Board shall have the discretion and accordingly assess the practicality of complying with the requirement to cause such corresponding adjustment (if any) to be made to:

- (i) the Subscription Price;
- (ii) the number of new Inari Shares comprised in the Option or any portion thereof which have not been exercised; and /or
- (iii) the number of new Inari Shares and/or Subscription Price comprised in an Offer which is open for acceptance (if such Offer is subsequently accepted in accordance with the terms of the Offer and the ESOS),

and shall be adjusted in accordance with the following formula:

(a) **Capitalisation of profits / reserves**

If and whenever the Company shall make any issue of new Inari Shares to ordinary shareholders, issued by way of capitalisation of profits or reserves (whether of a capital or income nature and capital redemption reserve fund), the Subscription Price shall be adjusted by multiplying it by the following fraction:

$$\frac{A}{A+B}$$

and the additional number of Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

$$\text{Additional number of Options} = \left[T \times \left[\frac{A+B}{A} \right] \right] - T$$

where:

A = the aggregate number of issued Inari Shares immediately before such capitalisation issue;

B = the aggregate number of Inari Shares to be issued pursuant to any allotment to ordinary shareholders issued by way of capitalisation of profits or reserves (whether of a capital or income nature and capital redemption reserve fund); and

T = existing number of Options held.

Each such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the entitlement date for such issue.

(b) If and whenever the Company shall make:

(i) **Capital Distribution**

a Capital Distribution (as defined below) to ordinary shareholders whether on a reduction of capital or otherwise (but excluding any cancellation of capital which is lost or unrepresented by available assets); or

(ii) **Rights issue of Shares**

any offer or invitation to its ordinary shareholders whereunder they may acquire or subscribe for Inari Shares by way of rights; or

(iii) **Rights issue of convertible securities**

any offer or invitation to its ordinary shareholders by way of rights whereunder they may acquire or subscribe for securities convertible into Inari Shares or securities with rights to acquire or subscribe for Inari Shares,

then and in respect of each such case, the Subscription Price shall be adjusted by multiplying it by the following fraction:

$$\frac{C-D}{C}$$

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

and in respect of the case referred to in By-Law 16(b)(ii) hereof, the additional number of Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

$$\text{Additional number of Options} = \left[T \times \left[\frac{C}{C-D^*} \right] \right] - T$$

where:

T = T in By-Law 16.1(a);

C = the Current Market Price (as defined in By-Law 16.1(h)) of each Inari Share on the Market Day immediately preceding the date on which the Capital Distribution, or as the case may be, the offer or invitation is publicly announced to Bursa Securities or (failing any such announcement) immediately preceding the date of the Capital Distribution or, as the case may be, of the offer or invitation; and

D = (aa) in the case of an offer or invitation to acquire or subscribe for Inari Shares under By-Law 16.1(b)(ii) above or for securities convertible into Inari Shares or securities with rights to acquire or subscribe for Inari Shares under By-Law 16.1(b)(iii) above, the value of rights attributable to one (1) Inari Share (as defined below); or

(bb) in the case of any other transaction falling within By-Law 16.1(b), the fair market value, as determined (with the concurrence of the Auditors and/or the Adviser), of that portion of the Capital Distribution attributable to one (1) Inari Share.

For the purpose of definition (aa) of D above, the “value of rights attributable to one (1) Inari Share” shall be calculated in accordance with the formula:

$$\frac{C - E}{F + 1}$$

where:

C = C in By-Law 16.1(b);

E = the subscription price for one (1) additional Inari Share under the terms of such offer or invitation or one (1) additional security convertible into Inari Shares or one (1) additional security with rights to acquire or subscribe for Inari Shares;

F = the number of Inari Shares which it is necessary to hold in order to be offered or invited to acquire or subscribe for one (1) additional Inari Share or security convertible into Inari Shares or with right to acquire or subscribe for Inari Shares; and

D* = the value of the rights attributable to one (1) Inari Share (as defined below).

For the purpose of D* above, the “value of the rights attributable to one (1) Inari Share” shall be calculated in accordance with the formula:

$$\frac{C - E^*}{F^* + 1}$$

where:-

C = C in By-Law 16.1(b);

E* = the subscription price for one (1) additional Inari Share under the terms of such offer or invitation to acquire or subscribe for Inari Shares; and

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

F* = the number of Inari Shares which it is necessary to hold in order to be offered or invited to acquire or subscribe for one (1) additional Inari Share.

For the purpose of By-Law 16.1(b) hereof, “Capital Distribution” shall (without prejudice to the generality of that expression) include distributions in cash or specie or by way of issue of Inari Shares (other than an issue falling within By-Law 16.1(a)) or other securities issued by way of capitalisation of profits or reserves (whether of a capital or income nature or capital redemption reserve fund).

Any dividend charged or provided for in the accounts of any period shall (whenever paid and howsoever described) be deemed to be a Capital Distribution unless it is paid out of the aggregate of the net profits attributable to the ordinary shareholders as shown in the audited consolidated profit and loss accounts of the Company.

Each such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the entitlement date for such issue.

(c) Capitalisation of profits / reserves AND rights issue of Shares / Convertible Securities

If and whenever the Company makes any allotment to its ordinary shareholders as provided in By-Law 16.1(a) above and also makes any offer or invitation to its ordinary shareholders as provided in By-Law 16.1(b)(ii) or By-Law 16.1(b)(iii) above and the entitlement date for the purpose of the allotment is also the entitlement date for the purpose of the offer or invitation, the Subscription Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I)}{(G + H + B) \times C}$$

and where the Company makes any allotment to its ordinary shareholders as provided in By-Law 16.1(a) above and also makes any offer or invitation to its ordinary shareholders as provided in By-Law 16.1(b)(ii) above and the entitlement date for the purpose of the allotment is also the entitlement date for the purpose of the offer or invitation, the additional number of Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

$$\text{Additional number of Options} = \left[\frac{T \times (G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)} \right] - T$$

where:

B = B in By-Law 16.1(a);

C = C in By-Law 16.1(b);

G = the aggregate number of issued Inari Shares on the entitlement date;

H = the aggregate number of new Inari Shares under an offer or invitation to acquire or subscribe for Inari Shares by way of rights or under an offer or invitation by way of rights to acquire or subscribe for securities convertible into Inari Shares or rights to acquire or subscribe for Inari Shares, as the case may be;

H* = the aggregate number of new Inari Shares under the offer or invitation to acquire or subscribe for Inari Shares by way of rights;

I = the subscription price of one (1) additional Inari Share under the offer or invitation to acquire or subscribe for Inari Shares or the exercise price on conversion of such securities or exercise of such rights to acquire or subscribe for one (1) additional Inari Share, as the case may be;

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I* = the subscription price of one (1) additional Inari Share under the offer or invitation to acquire or subscribe for Inari Shares; and

T = T in By-Law 16.1(a).

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the entitlement date for such issue.

(d) Rights Issue of Shares AND Rights Issue of Convertible Securities

If and whenever the Company makes any offer or invitation to its ordinary shareholders to acquire or subscribe for Inari Shares as provided in By-Law 16.1(b)(ii) together with an offer or invitation to acquire or subscribe for securities convertible into Inari Shares or securities with rights to acquire or subscribe for Inari Shares as provided in By-Law 16.1(b)(iii) above, the Subscription Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J) \times C}$$

and the additional number of Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

$$\text{Additional number of Options} = \left[\frac{T \times (G + H^*) \times C}{(G \times C) + (H^* \times I^*)} \right] - T$$

where:

C = C in By-Law 16.1(b);

G = G in By-Law 16.1(c);

H = H in By-Law 16.1(c);

H* = H* in By-Law 16.1(c);

I = I in By-Law 16.1(c);

I* = I* in By-Law 16.1(c);

J = the aggregate number of Inari Shares to be issued to its ordinary shareholders upon conversion of such securities or exercise of such rights to subscribe for Inari Shares by the ordinary shareholders;

K = the exercise price on conversion of such securities or exercise of such rights to acquire or subscribe for one (1) additional Inari Share; and

T = T in By-Law 16.1(a).

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the entitlement date for the above transaction.

(e) Capitalisation of profits / reserve AND Rights Issue of Shares AND Rights Issue of Convertible Securities

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

If and whenever the Company makes an allotment to its ordinary shareholders as provided in By-Law 16.1(a) and also makes an offer or invitation to acquire or subscribe for Inari Shares to its ordinary shareholders as provided in By-Law 16.1(b)(ii) above together with rights to acquire or subscribe for securities convertible into or with rights to acquire or subscribe for Inari Shares as provided in By-Law 16.1(b)(iii) above and the entitlement date for the purpose of the allotment is also the entitlement date for the purpose of offer or invitation, the Subscription Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J + B) \times C}$$

and the additional number of Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

$$\text{Additional number of Options} = \left[\frac{T \times (G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)} \right] - T$$

where:

- B = B in By-Law 16.1(a);
- C = C in By-Law 16.1(b);
- G = G in By-Law 16.1(c);
- H = H in By-Law 16.1(c);
- H* = H* in By-Law 16.1(c);
- I = I in By-Law 16.1(c);
- I* = I* in By-Law 16.1(c);
- J = J in By-Law 16.1(d);
- K = K in By-Law 16.1(d); and
- T = T in By-Law 16.1(a).

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the entitlement date for the above transaction.

(f) Others

If and whenever (otherwise than pursuant to a rights issue available to all ordinary shareholders and requiring an adjustment under By-Laws 16.1(b)(ii), 16.1(b)(iii), 16.1(c), 16.1(d) or 16.1(e) above), the Company shall issue either any Inari Shares or any securities convertible into Inari Shares or with rights to acquire or subscribe for Inari Shares, and in any such case, the Total Effective Consideration per Inari Share (as defined below) is less than ninety per centum (90%) of the Average Price for one (1) Inari Share (as defined below) or, as the case may be, the price at which the Inari Shares will be issued upon conversion of such securities or exercise of such rights is determined, the Subscription Price shall be adjusted by multiplying it by the following fraction:

$$\frac{L + M}{L + N}$$

where:

- L = the number of Inari Shares in issue at the close of business on the Market Day immediately preceding the date on which the relevant adjustment becomes effective;

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont’d)

- M = the number of Inari Shares which the Total Effective Consideration (as defined below) would have purchased at the Average Price (as defined below) (exclusive of expenses); and
- N = the aggregate number of Inari Shares so issued or, in the case of securities convertible into Inari Shares or with rights to acquire or subscribe for Inari Shares, the maximum number (assuming no adjustment of such rights) of Inari Shares issuable upon full conversion of such securities or the exercise in full of such rights.

For the purposes of By-Law 16.1(f), the “Total Effective Consideration” shall be as determined by the Board with the concurrence of the Auditors and/or the Adviser and shall be:

- (i) in the case of the issue of Inari Shares, the aggregate consideration receivable by the Company on payment in full for such Inari Shares; or
- (ii) in the case of the issue by the Company of securities wholly or partly convertible into Inari Shares, the aggregate consideration receivable by the Company on payment in full for such securities or such part of the securities as is convertible together with the total amount receivable by the Company upon full conversion of such securities (if any); or
- (iii) in the case of the issue by the Company of securities with rights to acquire or subscribe for Inari Shares, the aggregate consideration attributable to the issue of such rights together with the total amount receivable by the Company upon full exercise of such rights;

in each case without any deduction of any commissions, discounts or expenses paid, allowed or incurred in connection with the issue thereof, and the “Total Effective Consideration per Inari Share” shall be the Total Effective Consideration divided by the number of Inari Shares issued as aforesaid or, in the case of securities convertible into Inari Shares or securities with rights to acquire or subscribe for Inari Shares, by the maximum number of Inari Shares issuable on full conversion of such securities or on exercise in full of such rights.

For the purpose of By-Law 16.1(f), the “Average Price” of a Inari Share shall be the average price of one (1) Inari Share as derived from the last dealt prices for one (1) or more board lots of the Inari Shares as quoted on Bursa Securities on the Market Days comprised in the period used as a basis upon which the issue price of such Inari Shares is determined.

Each such adjustment will be calculated (if appropriate, retroactively) from the close of business on Bursa Securities on the next Market Day following the date on which the issue is announced, or (failing any such announcement) on the next Market Day following the date on which the Company determines the offering price of such Inari Shares.

Each such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the completion of the above transaction.

(g) Consolidation or Subdivision or Conversion of Shares

If and whenever consolidation or subdivision or conversion of Shares occurs, the Subscription Price shall be adjusted in the following manner:

- (i) If and whenever a consolidation or subdivision or conversion of Inari shares occurs, the Subscription Price shall be adjusted by multiplying it by the following fraction:

$$\frac{O}{P}$$

- (ii) And the number of Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

$$\frac{T \times P}{O}$$

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

where:

- O = the aggregate number of Inari Shares issued (excluding treasury shares) immediately before such consolidation or subdivision or conversion;
- P = the aggregate number of Inari Shares issued (excluding treasury shares) immediately after such consolidation or subdivision or conversion.\
- T = T in By-Law 16.1(a)

Such adjustments will be effective from the close of the Market Day immediately preceding the date on which the consolidation or subdivision or conversion becomes effective or such other date as may be prescribed by Bursa Securities.

- (h) For the purposes of By-Laws 16.1(b), (c), (d) and (e) above, the “Current Market Price” in relation to one (1) Inari Share for any relevant day shall be the average of the last dealt prices for the five (5) consecutive Market Days before such date or during such other period as may be determined in accordance with any guidelines issued, from time to time, by Bursa Securities.

Such adjustments must be confirmed in writing either by the Auditors or the Adviser for the time being (acting as experts and not as arbitrators), upon reference to them by the ESOS Committee, to be in their opinion, fair and reasonable, PROVIDED ALWAYS THAT:

- (a) Any adjustment to the Subscription Price shall be rounded up to the nearest one (1) cent subject always to the provisions of ESOS 9;
- (b) In the event that a fraction of a new Inari Share arising from the adjustment referred to in this By-Law would otherwise be required to be issued upon the exercise of an Option by the Grantee, the Grantee’s entitlement shall be rounded down to the nearest whole number;
- (c) Upon any adjustment being made pursuant to this By-Law, the ESOS Committee shall, within thirty (30) Calendar Days of the effective date of the alteration in the capital structure of the Company, notify the Grantee (or his legal representatives where applicable) in writing informing him of the adjusted Subscription Price thereafter in effect and/or the revised number of new Inari Shares thereafter to be issued on the exercise of the Option; and
- (d) Any adjustments made must be in compliance with the provisions for adjustment as provided in this By-Law.

Nevertheless, any adjustments to the Subscription Price and/or the number of new Inari Shares comprised in the Option so far as unexercised arising from bonus issues, need not be confirmed in writing by the Auditors or the Adviser.

16.2 The adjustment pursuant to this By-Law shall be effective on the Market Day immediately following the entitlement date for the event giving rise to the adjustment.

16.3 No adjustments shall be made to the Subscription Price and/or the number of Inari Shares comprised in the Option or any portion thereof that is unexercised when the alteration in the capital structure of the Company arises from:

- (a) an issue of new Inari Shares or other securities convertible into Inari Shares or with rights to acquire or subscribe for Inari Shares in consideration or part consideration for an acquisition of any other securities, assets or business; or
- (b) a special issue of new Inari Shares or other securities to Bumiputera investors nominated by the Ministry of International Trade and Industry and/or any other government authority to comply with Malaysian Government’s policy on Bumiputera capital participation; or

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

- (c) a private placement or restricted issue of new Inari Shares by the Company; or
 - (d) an issue of new Inari Shares arising from the exercise of any conversion rights in respect of any securities convertible into new Inari Shares including but not limited to warrants and convertible loan stocks; or
 - (e) an issue of new Inari Shares upon the exercise of Options granted under the ESOS; or
 - (f) a purchase by the Company of its own Inari Shares pursuant to Section 127 of the Act.
- 16.4 In the event that the Company enters into any scheme of arrangement or reconstruction pursuant to the Act, By-Law 16.1 shall be applicable in respect of such part(s) of the scheme which involve(s) any alteration(s) in the capital structure of the Company to which By-Law 16.1 is applicable, but By-Law 16.1 shall not be applicable in respect of such part(s) of the scheme which involve(s) any alteration(s) in the capital structure of the Company to which By-Law 16.3 is applicable.
- 16.5 Notwithstanding the provision referred to in this By-Law 16, in any circumstances where the Board consider that any adjustment to the Subscription Price and/or the number of Inari Shares comprised in the Option or any portion thereof that is unexercised under the said provision should be adjusted or calculated on a different basis or date or should take effect on a different date or that an adjustment to the Subscription Price and/or the number of Inari Shares comprised in the Option or any portion thereof should be made notwithstanding that no such adjustment is required under the said provisions, the Company may but it is not obliged to appoint an Adviser and/or the Auditors to consider for any reason whatsoever the adjustment to be made (or the absence of any adjustment) or the adjustment to be made in accordance with the provisions of this By-Law 16 is appropriate or inappropriate, as the case may be and if such Adviser and/or the Auditors shall consider the adjustment to be inappropriate, that adjustment shall be modified or nullified (or an adjustment made even though not required to be made) in such manner as shall be considered by such Adviser and/or the Auditors to be in its opinion appropriate.
- 16.6 The decision of the Board as to whether any adjustment shall be made or not made to the Subscription Price and and/or the number of Inari Shares comprised in the Option or any portion thereof pursuant to this By-Law 16 shall be binding, final and conclusive.

17. ADMINISTRATION OF THE SCHEME

- 17.1 The ESOS shall be administered by the ESOS Committee appointed by the Board. The Board shall have the discretion as it deems fit from time to time to approve, rescind and/or revoke the appointment of any person(s) in the ESOS Committee. The ESOS Committee shall be vested with such powers and duties as are conferred upon it by the Board. The ESOS Committee may for the purpose of administering the ESOS do all acts and things and enter into any transaction, agreement, deed, document or arrangement, and make rules, regulations or impose terms and conditions or delegate part of its powers relating to the ESOS, which the ESOS Committee may in its discretion consider to be necessary or desirable to give full effect to the ESOS and generally exercise such powers and perform such acts as are deemed necessary or expedient to promote the best interest of the Company. The ESOS Committee shall comprise representative(s) from the Board and other persons appointed from time to time by the Board.
- 17.2 Any decision of the ESOS Committee made pursuant to the provisions of the Scheme (other than a matter to be certified and/or approved by the external auditors or the Company's Principal Advisers) shall be final, binding and conclusive (including for the avoidance of doubt, any decision pertaining to any dispute as to the interpretation of the Scheme or any rule, regulation or procedure or as to any rights under the Scheme). The ESOS Committee shall not be required to furnish any reason for any decision made by it except as may be required by the relevant authorities.

18. AMENDMENT AND/OR MODIFICATION TO THE SCHEME

- 18.1 Subject to By-Law 18.2, the ESOS Committee may at any time and from time to time recommend to the Board any additions and amendments to or deletions of these By-Laws as it shall in its

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

discretion think fit and the Board shall have the power by resolution to add to, amend or delete all or any of these By-Laws upon such recommendation subject to the Company submitting a letter of compliance to Bursa Securities each time an amendment is made, that the said amendment to the By-Laws is in compliance with the provisions of the Listing Requirements pertaining to employee share option schemes and Depository Rules pursuant to Paragraph 2.12 of the Listing Requirements.

18.2 Subject to this By-Law 18.2, the approval of the shareholders of the Company in general meeting shall not be required in respect of additions or amendments to or deletions of these By-Laws PROVIDED THAT no additions, amendments or deletions shall be made to these By-Laws which would:

- (a) prejudice any rights which would have accrued to any Grantee without his prior consent; or
- (b) increase the number of Inari Shares available under the ESOS beyond the maximum imposed by By-Law 4.1; or
- (c) alter any matter which are required to be contained in the By-Laws by virtue of the Listing Requirements to the advantage of any Grantee or group of Grantees or all Grantees,

unless shareholders' approval is obtained at a general meeting.

19. LIQUIDATION OF THE COMPANY

In the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date or soon after it despatches such notice to each member of the Company give notice thereof to all Grantees (together with a notice of the existence of the provisions of this By-Law 19). Each Grantee (or his or her legal personal representative(s)) shall thereupon be entitled to exercise all or any of his Options at any time not later than two (2) business days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given, whereupon the Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the Grantee credited as fully paid.

In the event that any order is made or a special resolution is passed for the liquidation of the Company, all unexercised or partially exercised Options shall automatically lapse and shall be null and void and have no further effect.

20. DURATION OF THE SCHEME

20.1 The Effective Date for the implementation of the ESOS shall be at the date of full compliance with all relevant requirements in the Listing Requirements including the following:

- (a) submission of the final copy of the By-Laws to Bursa Securities together with a letter of compliance pursuant to paragraph 2.12 of the Listing Requirements and a checklist showing compliance with Appendix 6E of the Listing Requirements;
- (b) receipt of approval or approval-in-principle, as the case may be, from Bursa Securities for the listing of and quotation of the new Inari Shares to be issued pursuant to the exercise of Options granted under the ESOS;
- (c) procurement of shareholders' approval for the ESOS;
- (d) receipt of approval of any other relevant authorities (where applicable); and
- (e) fulfilment of all conditions attached to the above approvals (if any).

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

- 20.2 The Adviser of the Company shall submit a confirmation letter to Bursa Securities of full compliance with the relevant requirements of the Listing Requirements stating the effective date of implementation of the ESOS together with a certified true copy of a resolution passed by the shareholders of the Company in general meeting. The confirmation letter shall be submitted to Bursa Securities no later than five (5) Market Days after the Effective Date.
- 20.3 Subject to By-Law 24, the ESOS shall be in force for a period of five (5) years from the Effective Date and may be extended for a further period of 5 years, at the sole and absolute discretion of the Board upon the recommendation of the ESOS Committee, provided always that the initial ESOS period stipulated above and such extension of the ESOS made pursuant to these By-Laws shall not in aggregate exceed a duration of ten (10) years from the Effective Date or such longer period as may be allowed by the relevant authorities. For the avoidance of doubt, no further sanction, approval or authorisation of the shareholders of the Company in a general meeting is required for any such extension.

21. COSTS AND EXPENSES OF THE SCHEME

All fees and costs incurred in relation to the ESOS including but not limited to the fees, costs and expenses relating to the issue and allotment of the new Inari Shares pursuant to the exercise of any Option, shall be borne by the Company save and except for any tax (including income tax), if any, arising from the Offer and/or exercise of any Options under the ESOS.

22. DISPUTES/DIFFERENCES

In case any dispute or difference shall arise between the ESOS Committee and an Eligible Participant or a Grantee, as the case may be, as to any matter of any nature arising under the ESOS, the ESOS Committee shall determine such dispute or difference by a written decision (without any obligation to give any reason thereof) given to the Eligible Participant or Grantee, as the case may be. The said decision shall be final and binding on the parties.

23. DIVESTMENT FROM AND TRANSFER TO/FROM THE INARI GROUP

- 23.1 If the Grantee who was in the employment of a company in the Inari Group which was subsequently divested from the Inari Group resulting in that company ceasing to be a Subsidiary, unless approved by the ESOS Committee in writing, the Options unexercised on the date of such company ceasing to be a Subsidiary, shall be null and void and be of no effect. Such Grantee shall not be eligible to participate for further Option(s) under the ESOS.
- 23.2 In the event that the Grantee is transferred from the Inari Group to any associated companies of the Inari Group (which definition shall be that which is adopted by the Malaysian Accounting Standard Board) or to any related companies (as defined in Section 7 of the Act which provides that a corporation is deemed to be related to each other if (a) it is the holding company of another corporation; (b) it is a subsidiary of another corporation; or (c) it is a subsidiary of the holding company of another corporation) of the Company which have an existing share option scheme in which the Grantee will be entitled to participate, unless approved by the ESOS Committee in writing, the Options held by such Grantee unexercised on the date of transfer shall be null and void and be of no effect.
- 23.3 In the event that:
- (a) an employee who was employed in a company which is not within the Inari Group and is subsequently transferred from such company to any company within the Inari Group; or
 - (b) an employee who was in the employment of a company which subsequently becomes a company within the Inari Group as a result of a restructuring or acquisition exercise or otherwise involving the Company and/or any company within the Inari Group with any of the first mentioned company stated in (a) above;

(the first mentioned company in (a) and (b) is hereinafter referred to as the “Previous Company”), such an employee of the Previous Company will be eligible to participate in this ESOS for its remaining Option Period, if the affected employee becomes a “Eligible Participant” within the meaning under these By-Laws.

For the avoidance of doubt, in the event of any acquisition or incorporation of any company into the Inari Group pursuant to part (b) above as a subsidiary as defined in Section 4 of the Act or any other statutory regulation in place thereof during the duration of the ESOS, the ESOS shall apply to the employees of such company on the date such company becomes a subsidiary of the Inari Group (provided that such subsidiary is not dormant) falling within the meaning of the expression of “Eligible Participant” under By-Law 3 and the provisions of the By-Laws shall apply.

24. TERMINATION OF THE SCHEME

Subject to compliance with the requirements of Bursa Securities and any other relevant authorities and upon the Board’s approval, the Company may terminate the continuation of this ESOS and no further Offers shall be made by the ESOS Committee.

All Offers outstanding but not yet accepted by the Eligible Participant at the date of the said resolution shall automatically lapse or cease to have effect as at the date of the resolution and the Options yet to be exercised shall automatically lapse or cease to have any effect from the date of the resolution. The ESOS shall be deemed terminated at the date of the resolution.

25. DISCLAIMER OF LIABILITY

No Employee shall be entitled to any compensation for damages arising from the termination of any Options or this ESOS pursuant to the provisions of these By-Laws. Notwithstanding any provision of these By-Laws:

- (a) this ESOS does not form any part of or constitute nor in any way be construed as a term and condition of employment of any Eligible Participant. This ESOS shall not confer or be construed to confer on an Eligible Participant any special rights or privileges over the Eligible Participant’s terms and conditions of employment in the Inari Group under which the Eligible Participant is employed nor any rights additional to any compensation or damages that the Eligible Participant may be normally entitled to arising from the cessation of such employment;
- (b) this ESOS shall not confer on any person or any legal or equitable right or other rights under any other theory of law (other than those constituting the Options) against the Company or any company of the Group, directly or indirectly, or give rise to any course of action in law or in equity or under any other theory of law against any company within the Group;
- (c) no Grantee or his representatives shall bring any claim, action or proceeding against any company of the Group, the ESOS Committee or any other party for compensation, loss or damages whatsoever and howsoever arising from the suspension/cancellation of his rights/exercise of his Options or his rights in Options ceasing to be valid pursuant to the provisions of these By-Laws; and
- (d) the ESOS Committee or any other party shall in no event be liable to the Grantee or his representative or any other person or entity for any third party claim, loss of profits, loss of opportunity, loss of savings or any punitive, incidental or consequential damage, including without limitation lost profits or savings, directly or indirectly arising from the breach or performance of these By-Laws or any loss suffered by reason of any change in the price of the Shares or from any other cause whatsoever whether known or unknown, contingent, absolute or otherwise, whether based in contract, tort, equity, indemnity, breach of warranty or otherwise and whether pursuant to common law, statute, equity or otherwise, even if any company of the Group, the ESOS Committee or any other party has been advised of the possibility of such damage.

APPENDIX I – DRAFT BY-LAWS OF THE PROPOSED ESOS (Cont'd)

26. RIGHTS OF GRANTEES

- 26.1 The Options shall not carry any right to attend and vote at any general meeting of the Company. The Grantee shall not in any event be entitled to any dividends, rights or other entitlement on his unexercised Options.
- 26.2 Subject to the Constitution, all Grantees are entitled to inspect the latest audited financial statements of the Company during the normal business hours on any working day at the registered office of the Company in Malaysia.

27. CONSTITUTION

Notwithstanding the terms and conditions contained herein, if a situation of conflict should arise between the By-Laws and the Constitution, the provisions of the Constitution shall at all times prevail save and except where such provision of the By-Laws are included pursuant to the Listing Requirements.

28. NOTICE

- 28.1 Any notice or request which the Company is required to give, or may desire to give, to any Eligible Participant or the Grantee pursuant to the ESOS shall be in writing and shall be deemed to be sufficiently given:
- (a) if it is sent by ordinary post by the Company to the Eligible Participant or the Grantee at the last address known to the Company as being his address, such notice or request shall be deemed to have been received three (3) Market Days after posting;
 - (b) if it is delivered by hand to the Eligible Participant or the Grantee, such notice or request shall be deemed to have been received on the date of delivery; and
 - (c) if it is sent by electronic media, including but not limited to electronic mail, to the Eligible Participant or the Grantee, such notice or request shall be deemed to have been received upon confirmation or notification received after the sending of notice or request by the Company.

Any change of address of the Eligible Participant or the Grantee shall be communicated in writing to the Company.

- 28.2 Where any notice which the Company or the ESOS Committee is required to give, or may desire to give, in relation to matters which may affect all the Eligible Participants or the Grantees (as the case may be) pursuant to the ESOS, the Company or the ESOS Committee may give such notice through an announcement to all Employees of the Group to be made in such manner deemed appropriate by the ESOS Committee (including via electronic media). Upon the making of such announcement, the notice to be made under By-Law 28.1 shall be deemed to be sufficiently given, served or made to all affected Eligible Participants or Grantees, as the case may be.

29. GOVERNING LAW AND JURISDICTION

- 29.1 The ESOS and these By-Laws and all Options granted hereunder shall be governed by and construed in accordance with the laws of Malaysia and the Eligible Participant and/or Grantee shall submit to the exclusive jurisdictions of the Courts of Malaysia in all matters connected with the obligations and liabilities of the parties hereto under or arising out of these By-Laws.
- 29.2 Any proceeding or action shall be instituted or taken in Malaysia and the Eligible Participant and/or Grantee irrevocably and unconditionally waives any objection on the ground of venue or forum non conveniens or any other grounds.

30. SUBSEQUENT SCHEME

Subject to the approval of Bursa Securities, any other relevant authorities or prevailing guidelines applicable, the Company may establish a new share option scheme after the expiry date of this ESOS if this ESOS is not extended or upon termination of this ESOS (in accordance with By-Law 24). Should this ESOS be extended (in accordance with By-Law 20By-Law), a new ESOS may be established upon the expiry of the extended ESOS.

The Company may implement more than one (1) share issuance scheme in accordance with any prevailing guidelines or regulations issued by Bursa Securities or any other relevant authorities as may be amended from time to time.

31. TAXES

All taxes including income tax, if any, arising from the exercise of any Option under this ESOS shall be borne by the Grantee.

32. SEVERABILITY

Any term, condition, stipulation or provision in these By-Laws which is illegal, void, prohibited or unenforceable shall be ineffective to the extent of such illegality, voidness, prohibition or unenforceability without invalidating the remaining provisions hereof, and any such illegality, voidness, prohibition or unenforceability shall not invalidate or render illegal, void or unenforceable any other term, condition, stipulation or provision herein contained.

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1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that, after making all enquiries as were reasonable in the circumstances and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. CONSENT AND CONFLICT OF INTEREST**Consent**

M&A Securities has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereon in the form and context in which they appear in this Circular.

Conflict of interest

Dato' Sri Thong Kok Khee is the Non-Independent Non-Executive Director of Inari. He is also a substantial shareholder of Insas Berhad, the holding company of M&A Securities. As at the LPD, Insas Berhad, through its subsidiaries, has 14.39% equity interest in Inari.

Save for Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP, the Chairperson, Independent Non-Executive Director of Inari and Dato' Wong Gian Kui, the Executive Director of Inari, none of the Directors of Inari are Directors of M&A Securities.

M&A Securities, the Principal Adviser to Inari in relation to the Proposed ESOS, is of the view that no conflict of interest exists based on the following:

- (i) M&A Securities is a stockbroking firm licensed to undertake the provision of corporate finance services and its appointment as the Principal Adviser is in its ordinary course of business;
- (ii) The role of M&A Securities is governed by agreement, which sets out the role, duties and responsibilities of M&A Securities in its capacity as the Principal Adviser in relation to the Proposed ESOS; and
- (iii) There is no direct interest to be derived from M&A Securities' appointment as the Principal Adviser to Inari for the Proposed ESOS, save for the advisory fee to be derived therefrom, and neither is M&A Securities interested nor affected by the outcome of the Proposed ESOS.

3. MATERIAL LITIGATION

As at the LPD, neither Inari nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and to the best of the Board's knowledge and belief, the Board is not aware of any proceedings, pending or threatened against the Inari Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the Inari Group.

APPENDIX II – FURTHER INFORMATION (Cont'd)

4. MATERIAL COMMITMENTS

Save as disclosed below and as at the LPD, there is no material commitment, incurred or known to be incurred, which may have a material impact on the results or financial position of the Inari Group.

	<u>RM'000</u>
Authorised and contracted for:	
- Plant, machinery and equipment	20,396
- Construction of building	1,262
	<u>21,658</u>

5. CONTINGENT LIABILITIES

As at the LPD, there is no contingent liabilities, incurred or known to be incurred by the Group, which upon becoming enforceable, may have a material impact on the ability of the Group to meet its obligations as and when they fall due.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at No. 47-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) Constitution of Inari;
- (ii) The audited consolidated financial statements of Inari for the past 2 financial years ended 30 June 2020 and 2021 as well as the latest unaudited consolidated financial statements of Inari for the financial year ended 30 June 2022;
- (iii) Letter of consent and declaration of conflict of interest as referred to in Section 2 above; and
- (iv) Draft By-Laws referred to in **Appendix I** of this Circular.

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INARI AMERTRON BERHAD
Registration No. 201001016131 (1000809-U)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Inari Amertron Berhad ("**Inari**" or the "**Company**") will be conducted on a fully virtual basis through live streaming and online remote voting via TIIH online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC : D1A282781) on Wednesday, 23 November 2022 at 12.30 p.m., or immediately after the conclusion of the 12th Annual General Meeting of the Company which will be held at 11.00 a.m. on the same day, or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF INARI AMERTRON BERHAD AT ANY POINT IN TIME DURING THE DURATION OF THE PROPOSED ESOS ("PROPOSED ESOS")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company to establish the ESOS involving up to 10% of the total number of issued shares of the Company from time to time for the benefit of eligible directors (including non-executive directors) and employees of Inari and its subsidiaries ("Inari Group" or "Group") (excluding dormant subsidiaries, if any) ("Eligible Participants"), and the Board be and is hereby authorised to:

- (i) Establish an ESOS committee to implement and administer the ESOS for the benefit of the Eligible Participants, in accordance with the by-laws governing the Proposed ESOS ("By-Laws"), a draft of which is set out in Appendix I of the Circular to shareholders dated 25 October 2022;
- (ii) Allot and issue from time to time such number of new shares in Inari ("Shares") to the Eligible Participants as may be required to be issued pursuant to the exercise of options granted under the Proposed ESOS ("ESOS Options"), **PROVIDED THAT** the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed 10% of the total number of issued Shares of Inari at any point in time during the duration of the ESOS **AND THAT** the new Shares to be allotted and issued upon the exercise of any ESOS Options will, upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments, and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new Shares;
- (iii) Do all things necessary and make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of such number of additional new Shares which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- (iv) Modify, vary and/or amend the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments; and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part

of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS and the terms of the By-Laws; and

- (v) Extend the duration of the ESOS, if the Board deems fit, for up to a maximum period of an additional five (5) years ("Extension") upon the recommendation by the ESOS committee, **PROVIDED ALWAYS** that the initial ESOS period of five (5) years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of ten (10) years or such other period as may be prescribed by Bursa Securities, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension.

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary or expedient in the best interest of the Company.

THAT pursuant to Section 85 of the Companies Act, 2016 read together with Clause 63 of the Constitution of the Company, approval be hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new Inari Shares ranking equally to the existing issued Inari Share arising from any allotment and issuance of new Shares to the Eligible Participants pursuant to the Proposed ESOS.

AND THAT the draft By-Laws, as set out in Appendix I of the Circular, be and is hereby approved and adopted."

ORDINARY RESOLUTIONS 2 TO 9

PROPOSED ALLOCATION OF ESOS OPTIONS UNDER THE PROPOSED ESOS

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the ESOS, to offer and grant to the following persons, ESOS Options to subscribe for new Shares under the Proposed ESOS:

- | | | |
|--------|---|-----------------------|
| (i) | Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP (Chairperson, Independent Non-Executive Director) | Ordinary Resolution 2 |
| (ii) | Dato' Dr. Tan Seng Chuan (Executive Vice Chairman) | Ordinary Resolution 3 |
| (iii) | Lau Kean Cheong (Executive Director cum Group Chief Executive Officer) | Ordinary Resolution 4 |
| (iv) | Dato' Wong Gian Kui (Executive Director) | Ordinary Resolution 5 |
| (v) | Ho Phon Guan (Executive Director) | Ordinary Resolution 6 |
| (vi) | Mai Mang Lee (Executive Director) | Ordinary Resolution 7 |
| (vii) | Dato' Sri Thong Kok Khee (Non-Independent Non-Executive Director) | Ordinary Resolution 8 |
| (viii) | Datuk Phang Ah Tong (Independent Non-Executive Director) | Ordinary Resolution 9 |

Provided always that:

- (a) The abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation;
- (b) Not more than 10% of the total number of new Shares to be issued under the Proposed ESOS would be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected to them, holds 20% or more of the total number of issued shares of the Company; and
- (c) The allocation of ESOS Options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements of Bursa Securities, or any prevailing guideline issued by Bursa Securities, as amended from time to time.

THAT at any one time during the duration of the ESOS, not more than 60% of the total number of ESOS Options available under the ESOS could be allocated, in aggregate to the eligible directors and senior management of Inari Group (excluding dormant subsidiaries, if any) pursuant to the Proposed ESOS.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS Options that may be granted to them under the Proposed ESOS.”

BY ORDER OF THE BOARD

CHOW YUET KUEN (MAICSA 7010284) (SSM PC NO. 202008002730)

LAU FONG SIEW (MAICSA 7045893) (SSM PC NO. 202008002625)

Company Secretaries

Kuala Lumpur

25 October 2022

NOTES:

1. The Extraordinary General Meeting (“EGM”) 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 EGM to facilitate the RPV via TIIH online website at <https://tjih.online>. Please follow the procedures set out in the Administrative Guide for the EGM which is available on the Company’s website at <https://www.inari-amertron.com/2022-12th-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 21 November 2022 at 12.30 p.m.:
 - (a) 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 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.

(b) 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 EGM 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 **14 November 2022** will be entitled to participate or appoint proxy(ies) to participate in his stead in the EGM.

**PROXY FORM
EXTRAORDINARY GENERAL MEETING**

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

No. of Shares Held	CDS Account No.

I/We _____
(FULL NAME IN BLOCK LETTERS)

NRIC No./Company No. _____ Tel No. _____

of _____
(FULL ADDRESS)

being a member(s) of **INARI AMERTRON BERHAD**, hereby appoint:-

1. Full name of Proxy in BLOCK LETTERS	NRIC/Passport No.	Proportion of shareholding	
		No. of shares	%
Address			

AND

2. Full name of Proxy in BLOCK LETTERS	NRIC/Passport No.	Proportion of shareholding	
		No. of shares	%
Address			

or failing him/her, the Chairperson of the meeting, as my/our proxy(ies) to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on a fully virtual basis through live streaming and online remote voting via TIIH online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC:D1A282781) on **Wednesday, 23 November 2022 at 12.30 p.m.**, or immediately after the conclusion of the 12th Annual General Meeting of the Company which will be held at 11.00 a.m. on the same day, or any adjournment thereof in the manner indicated below:-

NO.	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	Proposed ESOS		
2.	Proposed allocation of ESOS Options to Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP		
3.	Proposed allocation of ESOS Options to Dato' Dr. Tan Seng Chuan		
4.	Proposed allocation of ESOS Options to Lau Kean Cheong		
5.	Proposed allocation of ESOS Options to Dato' Wong Gian Kui		
6.	Proposed allocation of ESOS Options to Ho Phon Guan		
7.	Proposed allocation of ESOS Options to Mai Mang Lee		
8.	Proposed allocation of ESOS Options to Dato' Sri Thong Kok Khee		
9.	Proposed allocation of ESOS Options to Datuk Phang Ah Tong		

Please indicate with an "X" in the spaces provided how you wish your vote to be cast. If no specific instruction is given on the voting, the proxy will vote or abstain from voting at his/her discretion.



Signed this _____ day of _____ 2022

Signature(s)/Common Seal of Member(s)

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STAMP

INARI AMERTRON BERHAD

(Registration No. 201001016131 (1000809-U))

c/o: Tricor Investor & Issuing House Services Sdn Bhd

Unit 32-01, Level 32, Tower A

Vertical Business Suite, Avenue 3, Bangsar South

No. 8, Jalan Kerinchi

59200 Kuala Lumpur

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