



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

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- (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:

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|--------|---|-----------------------|
| (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 |

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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://tiih.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.

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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.