



INARI BERHAD

(Company No. 1000809-U)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of the Company shall be held at Dewan Perdana, Bukit Kiara Equestrian and Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on **Thursday, 20 December 2012 at 11.30 a.m.** for the following purposes:

AGENDA

1. To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2012 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the payment of Directors' Fees of RM326,000 for the financial year ended 30 June 2012. **Resolution 2**
3. To re-elect the following Directors retiring pursuant to Article 85 of the Company's Articles of Association:
 - 3.1 Y.A.M. Tengku Puteri Seri Kemala Pahang Tengku Hajjah Aishah bte Sultan Haji Ahmad Shah, DK(I), SIMP **Resolution 3**
 - 3.2 Dato' Thong Kok Khee **Resolution 4**
 - 3.3 Dato' Wong Gian Kui **Resolution 5**
4. To re-elect Director, Mr Lau Kean Cheong, who retires pursuant to Article 92 of the Company's Articles of Association. **Resolution 6**
5. To re-appoint Messrs. SJ Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

Special Business

6. To consider and if thought fit, pass with or without modifications the following Resolution: **Resolution 8**

As Ordinary Resolution

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 percent of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued."

7. To consider and if thought fit, pass with or without modifications the following Resolution: **Resolution 9**

As Ordinary Resolution

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval is hereby given to the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature (Recurrent Related Party Transactions) as set out in Section 2.3 (a) (for the renewal of existing Recurrent Related Party Transactions) and Section 2.3 (b) (for additional Recurrent Related Party Transactions) of the Circular to Shareholders dated 27 November 2012, subject further to the following:

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

THAT such approval shall continue to be in force until :

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
 - (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (iii) it is revoked or varied by resolution passed by shareholders in general meeting.
- whichever is earlier;

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

8. To consider and if thought fit, pass with or without modifications the following Resolution: **Resolution 10**

As Special Resolution

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

"THAT the proposed amendments to the Articles of Association of the Company as set out on pages 92 and 93 of the Annual Report 2012 be and are hereby approved AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the proposed amendments to the Articles of Association of the Company".

9. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order Of The Board

Chow Yuet Kuen (MAICSA 7010284)
Company Secretary

Kuala Lumpur
27 November 2012

Explanatory Notes on Special Business

Ordinary Resolution 8

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

The Company is actively looking into prospective areas to broaden its operating base and earning potential of the Company which may involve the issue of new shares. In order to avoid any delay and costs involved in convening a general meeting of the Company to approve such issue of shares, the proposed adoption of Ordinary Resolution 8 is to empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purpose. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The General Mandate sought for issue of shares up to 10% of the issued capital of the Company is a renewal to the General Mandate which was approved by shareholders at the last Annual General Meeting held on 3 November 2011. As at the date of this Notice, the Company has issued 5,000,000 new shares of RM0.10 each via a private placement exercise at an issue price of RM0.34 per placement share under this General Mandate. The total proceeds of RM1,700,000.00 were fully utilized for working capital requirements of the Company and its subsidiaries as well as to defray expenses relating to the placement of shares.

The renewal of the General Mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to issuance of new shares for funding investment project(s), working capital and/or acquisitions.

Ordinary Resolution 9

PROPOSED SHAREHOLDERS' MANDATE

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

Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 27 November 2012 which is dispatched together with the Company's 2012 Annual Report.

Special Resolution 10

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed Special Resolution 10, if passed, will bring the Company's Articles of Association in compliance with the recent amendment to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Details of the proposed amendments are set out on pages 92 and 93 of the Annual Report 2012.

Notes:

- (i) A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (ii) A member, who 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.
- (iii) A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (iv) In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of a duly authorised officer or attorney.
- (v) The instrument appointing a proxy must be deposited at the Company's Registered Office situated at No. 45-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- (vi) Only members registered in the Record of Depositors as at 14 December 2012 shall be eligible to attend the 2nd Annual General Meeting or appoint a proxy to attend and vote on his behalf.