

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Inari Berhad ("Inari" or the "Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 29 March 2013 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, to pass the following resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID UP SHARE CAPITAL OF AMERTRON INC. (GLOBAL) LIMITED BY INARI INTERNATIONAL LIMITED FROM WANG STANLEY TA-CHUANG, RICHARD TA-CHUNG WANG, JOHN MONTGOMERY LYNCH AND SOONG, WANG HSIAO-LEE FOR A PURCHASE CONSIDERATION OF USD32,000,000

"THAT subject to the passing of Special Resolution 1 and Ordinary Resolutions 2, 3, 4, 5 and 6 and the approvals from relevant authorities being obtained where necessary, approval be and is hereby given for Inari International Limited ("Inari International") to acquire 23,732,859 ordinary shares of USD1.00 each in Amertron Inc. (Global) Limited ("Amertron Global") representing the entire issued and paid-up share capital in Amertron Global from Wang Stanley Ta-Chuang, Richard Ta-Chung Wang, John Montgomery Lynch and Soong, Wang Hsiao-Lee (the "Vendors"), for a total purchase consideration of USD32,000,000 ("Purchase Consideration") pursuant to the terms and conditions stipulated in the conditional sale and purchase agreement entered into between Inari International and the Vendors on 23 July 2012 ("SPA") ("Proposed Acquisition");

THAT the Purchase Consideration be satisfied by the following:

- (i) cash payment of USD24,000,000;
- (ii) the issuance of USD3,200,000 in value of new ordinary shares of RM0.10 each in Inari ("Inari Shares") to Richard Ta-Chung Wang comprising up to 24,819,512 new Inari Shares on the completion date of the SPA at an issue price of RM0.41 per Inari Share or equivalent to 30-day volume weighted average price of Inari Shares preceding the date the SPA is declared unconditional, whichever shall be the higher; and
- (iii) deferred cash payment of USD4,800,000 together with an interest payment of 4.00% per annum (calculated from the completion date of the Proposed Acquisition) on the outstanding Deferred Cash Consideration to the Vendors subsequent to the completion date of the SPA ("Deferred Cash Consideration") in the following manner:

Payment timeframe (from completion date of the SPA)	Deferred Cash Consideration (USD)
At the end of 12 months	1,600,000
At the end of 24 months	1,600,000
At the end of 36 months	1,600,000
Total	4,800,000

AND THAT the Board of Directors be and is further authorised to do all acts, deeds and things and execute all necessary documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Acquisition with full powers to assent to or make any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 84,152,175 NEW ORDINARY SHARES OF RM0.10 EACH IN INARI ("RIGHTS SHARES") TOGETHER WITH 168,304,350 NEW FREE DETACHABLE WARRANTS ("WARRANTS") AT AN ISSUE PRICE TO BE DETERMINED ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) EXISTING ORDINARY SHARES OF RM0.10 EACH HELD IN INARI ("INARI SHARES") TOGETHER WITH TWO (2) WARRANTS FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED AT AN ENTITLEMENT DATE TO BE DETERMINED LATER

"THAT subject to the passing of Special Resolution 1 and Ordinary Resolutions 1, 3, 4, 5 and 6 and subject further to the approval of all relevant authorities, including but not limited to the approval-in-principle being obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for all the rights shares and warrants to be issued hereunder and all the new Inari Shares to be issued arising from the exercise of the warrants (whether in its original form or with or subject to any conditions, modifications, variations and/or amendments imposed by Bursa Securities), approval be and is hereby given to the Board of Directors ("Board") to:

- (i) allot and issue 84,152,175 Rights Shares at an issue price to be determined to the shareholders of Inari whose names appear on the Record of Depositors at the close of business on a date to be determined by the Directors and to be announced by the Company ("Entitled Shareholders") on the basis of one (1) Rights Share for every four (4) Inari Shares held;
- (ii) allot and issue 168,304,350 free Warrants to the Entitled Shareholders who have successfully applied for the Rights Shares on the basis of two (2) Warrants for every one (1) Rights Share subscribed;
- (iii) constitute the Warrants upon the terms and conditions of a deed poll to be executed by Inari ("Deed Poll"), the principal terms of which are set out in the Circular to the shareholders of the Company dated 7 March 2013;
- (iv) allot and issue such other additional Warrants as may be required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll; and
- (v) allot and issue 168,304,350 new Inari Shares arising from the exercise of Warrants;

("Proposed Rights Issue with Warrants")

THAT the final issue price of the Rights Shares shall be at a relevant discount to the market price of Inari Shares which is deemed attractive to shareholders based on the 5-day volume weighted average price of Inari Shares prior to the price fixing date to be determined but in any event, shall not be lower than the par value of Inari Shares of RM0.10 each;

THAT the exercise price of the Warrants shall not be more than 10% discount to the theoretical exercise price of the Inari Shares but in any event, shall not be lower than the par value of Inari Shares of RM0.10 each;

THAT the Board be and is hereby authorised to allocate the excess Rights Shares in a fair and equitable manner on a basis to be determined by the Board in their absolute discretion;

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlement of the Rights Shares and Warrants arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner as the Board may in their absolute discretion deems fit and in the best interest of the Company;

THAT all the Rights Shares and new Inari Shares to be issued herein shall rank *pari passu* in all respects with the existing ordinary shares of RM0.10 each except that they will not be entitled to any rights, dividends, allotments and/or other distributions for which the relevant entitlement date precedes the relevant issue date of the said shares;

AND THAT the Board be and is further authorised to do all acts, deeds and things and execute all necessary documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Rights Issue with Warrants with full powers to assent to or make any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 3

PROPOSED ISSUANCE OF UP TO 24,819,512 NEW ORDINARY SHARES OF RM0.10 EACH IN INARI ("INARI SHARES") TO RICHARD TA-CHUNG WANG

"THAT subject to the passing of Special Resolution 1 and Ordinary Resolutions 1, 2, 4, 5 and 6 and the approvals from relevant authorities being obtained where necessary, approval be and is hereby given for the issuance of up to 24,819,512 new Inari Shares to Richard Ta-Chung Wang at an issue price of RM0.41 per Inari Share or equivalent to 30-day volume weighted average price of Inari Shares prior to the price fixing date, whichever shall be the higher ("Proposed Issuance of Shares");

THAT all the Inari Shares to be issued herein shall, upon allotment and issue, rank *pari passu* in all respects with the then existing Inari Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the said Inari Shares;

AND THAT the Board of Directors be and is hereby authorised with full power to make any modifications, variations and / or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority / authorities to give effect to the Proposed

Issuance of Shares and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Issuance of Shares."

ORDINARY RESOLUTION 4

PROPOSED ISSUANCE OF 11,520,000 NEW REDEEMABLE PREFERENCE SHARES ("RPS") IN INARI INTERNATIONAL LIMITED ("INARI INTERNATIONAL") TO THIRD PARTY INVESTORS TO BE IDENTIFIED AND 34,560,000 NEW WARRANTS IN INARI ("WARRANTS") TO THE RPS PLACEMENT AGENT/UNDERWRITER AND/OR INVESTORS

"THAT subject to the passing of Special Resolution 1 and Ordinary Resolutions 1, 2, 3, 5 and 6 and the approvals from relevant authorities being obtained where necessary, approval be and is hereby given to the Board of Directors ("Board") to:

- (i) allot and issue 11,520,000 new RPS in Inari International at an issue price of USD1.00 per RPS to the third party investors to be identified;
- (ii) allot and issue 34,560,000 new Warrants to the RPS placement agent/underwriter to be appointed for the placement of the RPS and/or investors, on the basis of three (3) free Warrants for every one (1) RPS subscribed by the RPS subscribers;
- (iii) allot and issue such other additional Warrants as may be required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll; and
- (iv) allot and issue 34,560,000 new ordinary shares of RM0.10 each in Inari arising from the exercise of Warrants;

("Proposed Issuance of Preference Shares")

THAT all the Warrants to be issued herein shall, upon allotment and issue, rank *pari passu* in all respects with the Warrants to be issued pursuant to the Proposed Rights Issue with Warrants;

THAT all the Inari Shares to be issued herein shall, upon allotment and issue, rank *pari passu* in all respects with the then existing Inari Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the said Inari Shares;

AND THAT the Board be and is hereby authorised with full power to make any modifications, variations and / or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority / authorities to give effect to the Proposed Issuance of Preference Shares and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Issuance of Preference Shares."

ORDINARY RESOLUTION 5

PROPOSED VARIATION TO THE UTILISATION OF LISTING PROCEEDS

"THAT subject to the passing of Special Resolution 1 and Ordinary Resolutions 1, 2, 3, 4 and 6 and the approvals from relevant authorities being obtained where necessary, approval be and is hereby given to the Board of Directors to utilise RM11,193,600 from the proceeds from the Initial Public Offering of Inari completed on 19 July 2011 to partly fund the cash consideration for the acquisition of the entire equity interest in Amertron Inc. (Global) Limited by Inari International Limited."

ORDINARY RESOLUTION 6

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

"THAT subject to the passing of Special Resolution 1 and Ordinary Resolutions 1, 2, 3, 4 and 5, the authorised share capital of the Company be and is hereby increased from RM50,000,000 (Ringgit Malaysia Fifty Million only) divided into 500,000,000 ordinary shares of RM0.10 each to RM100,000,000 (Ringgit Malaysia One Hundred Million only) divided into 1,000,000,000 ordinary shares of RM0.10 each in the share capital of the Company ("Proposed Increase in Authorised Share Capital");

AND THAT the Board of Directors be and is hereby authorised with full power to make any modifications, variations and / or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority / authorities to give effect to the Proposed Increase in Authorised Share Capital and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

"THAT subject to the passing of Ordinary Resolutions 1, 2, 3, 4, 5 and 6, the Memorandum of Association of the Company be amended by deleting the existing Clause 6 in its entirety and substituting in place thereof the following new Clause 6:

Existing Clause 6 of the Memorandum	Proposed new Clause 6 of the Memorandum
The capital of the Company is RM50,000,000.00 divided into 500,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restriction as to dividends, capital, voting or otherwise.	The capital of the Company is RM100,000,000.00 divided into 1,000,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restriction as to dividends, capital, voting or otherwise.

("Proposed Amendments")

AND THAT the Board of Directors be and is hereby authorised with full power to make any modifications, variations and / or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority / authorities to give effect to the Proposed Amendments and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Amendments."

SPECIAL RESOLUTION 2

PROPOSED CHANGE OF COMPANY NAME

"THAT subject to the passing of Ordinary Resolution 1, the name of the Company shall be changed from "INARI BERHAD" to "INARI AMERTRON BERHAD" with effect from the date of Certificate of Incorporation on Change of Name of Company to be issued by the Companies Commission of Malaysia and that the Memorandum and Articles of Association of the Company be amended accordingly, wherever the name of the Company appears ("Proposed Change of Company Name");

AND THAT the Board of Directors be and is hereby authorised with full power to make any modifications, variations and / or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority / authorities to give effect to the Proposed Change of Company Name and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Change of Company Name."

BY ORDER OF THE BOARD OF INARI BERHAD

CHOW YUET KUEN (MAICSA 7010284)
Company Secretary

Kuala Lumpur
7 March 2013

Notes:-

- (i) A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) 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 22 March 2013 shall be eligible to attend the Extraordinary General Meeting or appoint a proxy to attend and vote on his behalf.