

**INARI AMERTRON BERHAD**

(Company No. 1000809-U)

(Incorporated in Malaysia under the Companies Act, 1965)

**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 held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 11 November 2014 at 11:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass the following resolution with or without modifications:

**ORDINARY RESOLUTION**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 88,825,648 NEW ORDINARY SHARES OF RM0.10 EACH IN INARI AMERTRON BERHAD ("INARI SHARES") ("RIGHTS SHARES") TOGETHER WITH UP TO 88,825,648 NEW FREE DETACHABLE WARRANTS ("WARRANTS") AT AN ISSUE PRICE OF RM1.50 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE TOGETHER WITH ONE (1) WARRANT FOR EVERY EIGHT (8) INARI SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED RIGHTS ISSUE WITH WARRANTS")**

**"THAT**, subject to all the approvals from relevant authorities being obtained where necessary, approval be and is hereby given for Inari to undertake the Proposed Rights Issue with Warrants as follows:

- (a) to provisionally issue and allot by way of renounceable rights issue of up to 88,825,648 Rights Shares together with up to 88,825,648 free Warrants at an issue price of RM1.50 per Rights Share on the basis of one (1) Rights Share together with one (1) Warrant for every eight (8) Inari Shares held to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date;
- (b) to issue and allot the Warrants based on the principal terms of which are set out in Section 2.1 of the Circular to Shareholders dated 23 October 2014 and upon the terms and conditions as stipulated in the deed poll to be executed by Inari ("Deed Poll");
- (c) to issue and allot such number of new Inari Shares arising from the exercise of the Warrants issued pursuant to (b) above during the tenure of the Warrants;
- (d) to issue and allot such additional Existing Warrants as may be required or permitted to be issued as a result of any adjustment under the provisions of the deed poll dated 25 April 2013 ("Additional Existing Warrants"); and
- (e) to issue and allot such number of new Inari Shares arising from the exercise of the Additional Existing Warrants issued pursuant to (d) above during the tenure of the Existing Warrants;

**THAT** the issue price of the Rights Shares shall be fixed at RM1.50 per Rights Share and the exercise price of the Warrants shall be fixed at RM2.00 per Warrant;

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

**THAT** the Directors be and are hereby authorised 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 Directors may in their absolute discretion deem fit and in the best interest of the Company;

**THAT** all the Rights Shares and the new Inari Shares to be issued pursuant to the exercise of the Warrants and Additional Existing Warrants, shall upon issue and allotment, rank *pari passu* in all respects with the then existing Inari Shares in issue, save and except that they will not be entitled to any dividend, right, allotment and/or other distribution, the entitlement date of which is before the date of allotment of the Rights Shares and the new Inari Shares to be issued pursuant to the exercise of the Warrants and the Additional Existing Warrants (as the case may be);

**THAT** the proceeds from the Proposed Rights Issue with Warrants will be utilised for such purposes as set out in Section 2.6 of the Circular to Shareholders dated 23 October 2014 and the Directors be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary or expedient, subject to (where applicable) the approval of the relevant authorities;

**THAT** the Directors be and are hereby authorised to execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit and expedient in order to implement, finalise and give effect to the Deed Poll;

**AND THAT** the Directors be and are hereby authorised with full power to assent to any conditions and/or make any modifications, variations and/or amendments in any manner as may be imposed by the relevant authority/authorities or as may be deemed necessary by the Directors in the best interest of the Company to give effect to the Proposed Rights Issue with Warrants, and to take all such steps and/or actions as they may deem necessary or expedient in the best interest of the Company to finalise, implement and give full effect to and complete the Proposed Rights Issue with Warrants."

By Order of the Board

**CHOW YUET KUEN (MAICSA 7010284)**

**LAU FONG SIEW (MAICSA 7045893)**

Company Secretaries

Kuala Lumpur

23 October 2014

**Notes:**

1. 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 more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
2. 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.
3. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
4. 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.
5. 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.
6. Only members registered in the Record of Depositors as at 5 November 2014 shall be eligible to attend the Extraordinary General Meeting or appoint a proxy to attend and vote on his behalf.