

**INARI AMERTRON BERHAD**

(Company No. 100809-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 Cenderawasih, Glenmarie Golf and Country Club, No. 3, Jalan Usahawan U1/8, 40150 Shah Alam, Selangor on Monday, 9 January 2017 at 11.00 a.m. 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 BONUS ISSUE OF UP TO 1,103,627,175 NEW ORDINARY SHARES OF RM0.10 EACH IN INARI ("INARI SHARE(S)" ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING INARI SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

"THAT, subject to the approvals of all relevant authorities or parties (where required) being obtained, and subject to the passing of Ordinary Resolution 2 and Special Resolution 1, the Board of Directors of the Company ("Board") be and is hereby authorised to issue up to 1,103,627,175 Bonus Shares to the shareholders of the Company whose names appear on the record of depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of one (1) Bonus Share for every one (1) existing Inari Share held;

THAT fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue, if any, shall be dealt with in such manner as the Board in its absolute discretion deems fit and expedient and in the best interest of the Company;

THAT all the Bonus Shares and the additional new Inari Shares to be issued pursuant to the exercise of the additional warrants 2013/2018 and additional warrants 2015/2020 arising from the adjustments, 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 Bonus Shares and the new Inari Shares to be issued pursuant to the exercise of the additional warrants 2013/2018 and additional warrants 2015/2020 (as the case may be);

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

**ORDINARY RESOLUTION 2**

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF INARI FROM RM200,000,000 COMPRISING 2,000,000,000 INARI SHARES TO RM300,000,000 COMPRISING 3,000,000,000 INARI SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

"THAT, subject to the passing of Ordinary Resolution 1 and Special Resolution 1, the authorised share capital of the Company be increased from RM200,000,000 only divided into 2,000,000,000 Inari Shares to RM300,000,000 only divided into 3,000,000,000 Inari Shares by the creation of 1,000,000,000 Inari Shares.

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Increase in Authorised Share Capital with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient 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 ("PROPOSED AMENDMENTS")**

"THAT, subject to the passing of Ordinary Resolutions 1 and 2, the Memorandum of Association of the Company be amended by deleting Clause 6 of the Memorandum of Association in its entirety and be substituted in place thereof, the following sentences:

Existing Clause 6	Amended Clause 6
The capital of the Company is <del>RM200,000,000.00</del> divided into <del>2,000,000,000</del> 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 <del>RM200,000,000.00</del> divided into <del>2,000,000,000</del> 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.

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Amendments with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments."

**BY ORDER OF THE BOARD**

**CHOW YUET KUEN (MAICSA 7010284)**

**LAU FONG SIEW (MAICSA 7045893)**

Chartered Secretaries

Kuala Lumpur

16 December 2016

**Notes:**

**Proxy**

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 proxy shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
2. 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.
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 before 11.30 a.m. on Sunday, 8 January 2017.
6. Fax copy of the duly executed Proxy Form is not acceptable.
7. If you wish to attend the meeting yourself, please do not submit any Proxy Form for the meeting that you wish to attend. You will not be allowed to attend the meeting together with a proxy appointed by you.
8. If you have submitted your Proxy Form prior to the meeting and subsequently decided to attend the meeting yourself, please proceed to the Help Desk to revoke the appointment of your proxy.

**General Meeting Record of Depositors**

Only members whose names appear in the Record of Depositors as at 3 January 2017 shall be entitled to attend and vote at the Extraordinary General Meeting or appoint a proxy to attend and vote on his behalf.

**Registration**

1. Please produce your original Identity Card (IC) to the registration staff for verification. Please make sure you collect your IC thereafter.
2. Upon verification, you are required to write your name and sign on the attendance list placed on the registration table.
3. You are not allowed to register on behalf of another person even with the original IC of the other person.

**Voting**

At the resolutions will be put to vote by poll.