



**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 12<sup>th</sup> 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:

- |        |   |                       |
|--------|---|-----------------------|
| (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.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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.



**INARI AMERTRON BERHAD**  
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(Incorporated in Malaysia)

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**ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)**

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Date	:	Wednesday, 23 November 2022
Time	:	12.30 p.m., or immediately after the conclusion of the Company’s 12 <sup>th</sup> Annual General Meeting which will be held on a fully virtual basis on the same day at 11.00 a.m., or any adjournment thereof
Online Meeting Platform	:	TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> or <a href="https://tiih.com.my">https://tiih.com.my</a> (Domain registration number with MYNIC : D1A282781)

**MODE OF MEETING**

- The EGM of the Company will be conducted fully virtual through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via its TIIH Online website at <https://tiih.online>.
- Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using the RPV facilities provided by Tricor.
- Please refer to “Procedures for RPV” as set out below for the requirements and procedures.

**ENTITLEMENT TO PARTICIPATE**

- Only members whose names appear on the **Record of Depositors as at 14 November 2022** shall be eligible to attend, speak and vote at the EGM or appoint proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- Member who has appointed a proxy/authorised representative/attorney to participate in the EGM via RPV must request his/her proxy/authorised representative/attorney to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please refer to “Procedures for RPV”.
- Members who are unable to participate in the EGM may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the proxy form.

## PROCEDURES FOR RPV

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the EGM using the RPV facilities:

### Before the EGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none"> <li>Using your computer, access to website at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>Register as a user under the “e-Services” select the “Sign Up” button and followed by “<b>Create Account by Individual Holder</b>”. Refer to the tutorial guide posted on the homepage for assistance.</li> <li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li> <li>If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li> </ul>
ii. Submit your request to attend EGM remotely	<ul style="list-style-type: none"> <li>Registration is open from Tuesday, 25 October 2022 until the day of EGM on Wednesday, 23 November 2022. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using the RPV facilities.</li> <li>Login with your user ID (i.e. e-mail address) and password and select the corporate event: “<b>(REGISTRATION) INARI EGM 2022</b>”.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select “Register for Remote Participation and Voting”.</li> <li>Review your registration and proceed to register.</li> <li>System will send an <b>e-mail to notify</b> that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the Record of Depositors as at 14 November 2022, the system will send you an <b>e-mail on or after 21 November 2022 to approve or reject</b> your registration for remote participation.</li> </ul> <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i></p>

### On the EGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the EGM at any time from 11.30 a.m. i.e. 1 hour before the commencement of meeting at 12.30 p.m. on Wednesday, 23 November 2022.</li> </ul>
ii. Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: “<b>(LIVE STREAM MEETING) INARI EGM 2022</b>” to engage in the proceedings of the EGM remotely.</li> <li>If you have any question for the Board, you may use the query box to transmit your question. The Board will endeavour to respond to questions submitted by remote participants during the EGM.</li> </ul>
iii. Online remote voting	<ul style="list-style-type: none"> <li>Voting session will commence from 12.30 p.m. on Wednesday, 23 November 2022 until a time when the Chairman announces the end of the voting session.</li> <li>Select the corporate event: “<b>(REMOTE VOTING) INARI EGM 2022</b>” or if you are</li> </ul>

	<p>on the live stream meeting page, you can select “<b>GO TO REMOTE VOTING PAGE</b>” button below the Query Box.</p> <ul style="list-style-type: none"> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Select the CDS account that represents your shareholdings.</li> <li>• Indicate your votes for the resolutions that are tabled for voting.</li> <li>• Confirm and submit your votes.</li> </ul>
iv. End of remote participation	<ul style="list-style-type: none"> <li>• Upon the announcement by the Chairman on the conclusion of the EGM, the live streaming will end.</li> </ul>

Notes to users of the RPV :

1. Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, please call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

#### APPOINTMENT OF PROXY

- Members who wish to appoint proxy/authorised representative/attorney to participate in the EGM via RPV may deposit the duly executed proxy form and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM whether in hard copy or by electronic means in the following manner no later than **Monday, 21 November 2022 at 12.30 p.m.:**

(i) Hard copy

By hand or post 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, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;

OR

(ii) Electronic form

Lodged electronically via TIIH Online by following the steps below:

Procedure	Action
<b>i. Steps for individual members</b>	
Register as a user with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, access to website at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>• Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>• If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
Proceed with submission of proxy form	<ul style="list-style-type: none"> <li>• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>• Select the corporate event: “<b>INARI EGM 2022 - SUBMISSION OF PROXY</b>”</li> </ul>

	<p><b>FORM”.</b></p> <ul style="list-style-type: none"> <li>• Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>• Insert your CDS account number and indicate the number of shares for your proxy to vote on your behalf.</li> <li>• Appoint your proxy and insert the required details of your proxy(s) or appoint the Chairman as your proxy.</li> <li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>• Review and confirm your proxy appointment.</li> <li>• Print the proxy form for your record.</li> </ul>
<p><b>ii. Steps for corporate or institutional members</b></p>	
<p>Register as a user with TIIH Online</p>	<ul style="list-style-type: none"> <li>• Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>• Under e-Services, the authorised or nominated representative of the corporation or institutional member selects the “Sign Up” button and followed by “<b>Create Account by Representative of Corporate Holder</b>”.</li> <li>• Complete the registration form and upload the required documents.</li> <li>• Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>• Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p><i>(Note: The representative of a corporate or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarification on the user registration.)</i></p>
<p>Proceed with submission of proxy form</p>	<ul style="list-style-type: none"> <li>• Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>• Select the corporate event : “<b>INARI EGM 2022 - SUBMISSION OF PROXY FORM</b>”.</li> <li>• Read and agree to the Terms &amp; Conditions and Declaration.</li> <li>• Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set out therein.</li> <li>• Prepare the file for the appointment of proxies by inserting the required data.</li> <li>• Proceed to upload the duly completed proxy appointment file.</li> <li>• Select “Submit” to complete your submission.</li> <li>• Print the confirmation report of your submission for your record.</li> </ul>

- If you wish to participate in the EGM yourself, please do not submit any proxy form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.

## VOTING AT MEETING

- The voting at the EGM will be conducted on a poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”). The Company has appointed Tricor to conduct the poll voting electronically (“e-voting”).
- Members and proxies can proceed to vote on the resolutions at any time from the commencement of the EGM at 12.30 p.m. on 23 November 2022 but before the end of the voting session which will be announced by the Chairman of the Meeting. Please refer to the “Procedures for RPV” provided above for guidance on how to vote remotely via TIIH Online.



## **DOOR GIFT OR FOOD VOUCHER**

There will be no door gifts or food vouchers for participating in the EGM.

## **NO RECORDING OR PHOTOGRAPHY**

Unauthorized recording and photography are strictly prohibited at the EGM.

## **PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS**

Members may submit questions to the Board in advance via Tricor's TIH Online website at <https://tiah.online>, by selecting "e-Services" to login, post your questions and submit it electronically no later than Monday, 21 November 2022 at 12.30 p.m..

## **ENQUIRY**

If you have any enquiries on the above, please contact Tricor during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

### **Tricor Investor & Issuing House Services Sdn. Bhd.**

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)