

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting of Inari Amertron Berhad 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 Tuesday, 26 November 2024 at 11.00 a.m. for the following purposes: -

AGENDA

AS ORDINARY BUSINESS

1.	To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon.		
2.	To approve the payment of Directors' fees of RM895,400 for the financial year ended 30 June 2024.		
3.	To approve the payment of Directors' benefits of up to RM70,000 for the period from 27 November 2024 until the next Annual General Meeting of the Company. Resolution 2		
4.	To re-elect the following Directors retiring pursuant to Clause 95 or 102 of the Company's Constitution: -		
	4.1 Y.A.M. Tengku Puteri Seri Kemala Tengku Dato' Sri Setia Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah Al-Musta'in Billah, DK., SAAS., SSAP., SIMP.	Resolution 3	
	4.2 Dato' Sri Thong Kok Khee	Resolution 4	
	4.3 Dato' Wong Gian Kui	Resolution 5	
	4.4 Datuk Phang Ah Tong	Resolution 6	
	4.5 Dato' Ong Eng Bin	Resolution 7	
	4.6 Dr. Tunku Alina Binti Raja Muhd Alias	Resolution 8	
5.	To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company and to	Resolution 9	

AS SPECIAL BUSINESS

authorise the Directors to fix their remuneration.

To consider and if thought fit, to pass the following resolutions with or without modifications:

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF **THE COMPANIES ACT 2016**

Resolution 10

"THAT, subject to the Companies Act 2016, the Constitution of the Company and the approvals of the relevant authorities where required, the Directors of the Company be and are hereby empowered, pursuant to Section 75 and 76 of the Companies Act 2016, to issue and allot new shares in the Company ("New Shares") 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% of the total number of issued shares of the Company for the time being ("Mandate") 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 hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued.

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AND THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 63 of the Company's Constitution, approval be and is hereby given to waive the statutory preemptive rights conferred upon the shareholders of the Company and the Board is exempted from the obligation to offer such New Shares first to the existing shareholders of the Company in respect of the allotment and issuance of New Shares pursuant to the Mandate."

 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE") **Resolution 11**

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and 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, Part A of the Circular/ Statement to Shareholders dated 25 October 2024, subject to the following:-

- (a) the Recurrent Related Party Transactions are undertaken in the ordinary course of business which are necessary for day-to-day operations; on arm's length basis, on normal commercial terms which are not more favourable to the related parties 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 the Recurrent Related Party 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 Renewal of 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 340(2) of the Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- it is revoked or varied by resolution passed by shareholders of the Company in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised 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 Renewal of Shareholders' Mandate."

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8. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

Resolution 12

"THAT, subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, the Company's Constitution, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at the time of purchase;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company;
- (iii) the authority conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting) but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and any other relevant authorities; and
- (iv) upon completion of the purchase(s) of the ordinary shares by the Company, the Directors of the Company be and are hereby authorised to cancel all the shares so purchased or retain all the shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act) or retain part thereof as treasury shares and cancelling the balance, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise and give full effect to the purchase(s) of the ordinary shares in the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest 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 Constitution and the Companies Act 2016.

By Order of the Board

Chow Yuet Kuen MAICSA 7010284 SSM Practising Certificate No. 202008002730 Company Secretary Lau Fong Siew MAICSA 7045893 SSM Practising Certificate No. 202008002625 Company Secretary

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A. Notes

- 1. The 14th Annual General Meeting ("AGM") 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 AGM to facilitate the RPV via TIIH Online website at https://tiih.online. Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company's website at https://www.inari-amertron.com/annual-general-meetings/ 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.
- 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 24 November 2024 at 11.00 a.m.:
 - (a) <u>Hard copy form</u>
 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) <u>Electronic form</u>
 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 14th AGM 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 2024** will be entitled to participate or appoint proxy(ies) to participate in his stead in the 14th AGM.

B. Explanatory Notes to Ordinary and Special Businesses

1. Audited Financial Statements

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.

2. Ordinary Resolution 1 – Directors' Fees

The proposed Ordinary Resolution 1, if passed, will authorise the payment of Directors' fees in respect of the financial year ended 30 June 2024 amounting to RM895,400 (2023: RM773,850).

3. Ordinary Resolution 2 – Directors' Benefits

The benefits payable to the Non-Executive Directors comprise of meeting allowance for attending the Board, Board Committees and general meetings for the period from 27 November 2024 to the next AGM in 2025. The meeting allowance is estimated based on the number of scheduled and unscheduled meetings and the numbers of Non-Executive Directors involved in these meetings.

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4. Ordinary Resolution 10 - Authority to Issue and Allot Shares pursuant to Section 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 10, if passed, will renew the general mandate given to the Directors of the Company to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. The general mandate sought for the issue of shares is a renewal of the general mandate which was approved by shareholders at the last AGM held on 23 November 2023. As at the date of this notice, the Company has not issued any new shares under this general mandate which will lapse at the conclusion of this AGM.

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 projects, working capital and/or acquisitions and to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 63 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares. This proposed Ordinary Resolution 10, if passed, will waive the shareholders' pre-emptive rights to be offered the new shares that may be issued by the Company pursuant to the said resolution.

This authority to issue and allot shares, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Ordinary Resolution 11 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 11, if passed, will empower Inari Group 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 general meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

Further information on the proposal is set out in Part A of the Circular/Statement to Shareholders dated 25 October 2024 which is available on the Company's website at https://www.inari-amertron.com/annual-general-meetings/.

6. Ordinary Resolution 12 - Proposed Renewal of Authority for the Company to Purchase its Own Shares

The proposed Ordinary Resolution 12, if passed, will empower the Directors to purchase up to 10% of the total number of issued shares of the Company by utilising the funds allocated out of the retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Further information on the Proposed Renewal of Authority for the Company to Purchase its Own Shares is set out in Part B of the Circular/Statement to Shareholders dated 25 October 2024 which is available on the Company's website at https://www.inari-amertron.com/annual-general-meetings/.



INARI AMERTRON BERHAD (Registration No. 201001016141 (1000809-U))

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE 14TH ANNUAL GENERAL MEETING ("AGM")

Date : Tuesday, 26 November 2024

Time : 11.00 a.m.

Online Meeting Platform : TIIH Online website at https://tiih.online or https://tiih.com.my

(Domain registration number with MYNIC: D1A282781)

MODE OF MEETING

- The AGM 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 AGM 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 2024 shall be
 eligible to attend, speak and vote at the AGM 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 14th AGM 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 AGM 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 AGM using the RPV facilities:

Before the AGM Day

Procedure	Action
i. Register as a user with TIIH Online	 Using your computer, access to website at https://tiih.online. Register as a user under the "e-Services" select the "Sign Up" button and followed by "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. 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.
ii. Submit your request to attend AGM remotely	 Registration is open from 25 October 2024 until the day of AGM on Tuesday, 26 November 2024. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the AGM to ascertain their eligibility to participate in the AGM using the RPV facilities. Login with your user ID (i.e. e-mail address) and password and select the corporate event: "(REGISTRATION) INARI 14TH AGM". Read and agree to the Terms & Conditions and confirm the Declaration. Select "Register for Remote Participation and Voting". Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 14 November 2024, the system will send you an e-mail on or after 24 November 2024 to approve or reject your registration for remote participation. (Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).

On the AGM Day

Procedure		Action
i.	Login to TIIH Online	• Login with your user ID and password for remote participation of the AGM at any time from 10.00 a.m. i.e. 1 hour before the commencement of meeting at 11.00 a.m. on Tuesday, 26 November 2024.
ii.	Participate through Live Streaming	• Select the corporate event: "(LIVE STREAM MEETING) INARI 14TH AGM" to engage in the proceedings of the AGM remotely.
		• 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 AGM.
iii.	Online remote voting	Voting session will commence from 11.00 a.m. on Tuesday, 26 November 2024 until a time when the Chairman announces the end of the voting session.
		• Select the corporate event: "(REMOTE VOTING) INARI 14TH AGM" or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING

		PAGE" button below the Query Box.
		Read and agree to the Terms & Conditions and confirm the Declaration.
		Select the CDS account that represents your shareholdings.
		Indicate your votes for the resolutions that are tabled for voting.
		Confirm and submit your votes.
iv.	End of remote participation	Upon the announcement by the Chairman on the conclusion of the AGM, the live streaming will end.

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 is.enquiry@vistra.com for assistance.

APPOINTMENT OF PROXY

Members who wish to appoint proxy/authorised representative/attorney to participate in the AGM via RPV may deposit the duly executed proxy form and/or documents relating to the appointment of proxy/corporate representative/attorney for the AGM either in hard copy or by electronic means in the following manner no less than forty-eight (48) hours before the time set for holding the meeting i.e. no later than **Sunday, 24 November 2024 at 11.00 a.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

Lodge electronically via TIIH Online by following the steps below:

Procedure	Action		
i. Steps for individual members			
Register as a user with TIIH Online	 Using your computer, access to website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again. 		
Proceed with submission of proxy form	 After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "INARI 14TH AGM - SUBMISSION OF PROXY 		

FORM".

- Read and agree to the Terms and Conditions and confirm the Declaration.
- Insert your CDS account number and indicate the number of shares for your proxy to vote on your behalf.
- Appoint your proxy and insert the required details of your proxy(s) or appoint the Chairman as your proxy.
- Indicate your voting instructions FOR or AGAINST, otherwise your proxy will decide on your votes.
- Review and confirm your proxy appointment.
- Print the proxy form for your record.

ii. Steps for corporate or institutional members

Register as a user with TIIH Online

- Access TIIH Online at https://tiih.online.
- Under e-Services, the authorised or nominated representative of the corporation or institutional member selects the "Sign Up" button and followed by "Create Account by Representative of Corporate Holder".
- Complete the registration form and upload the required documents.
- Registration will be verified, and you will be notified by email within one (1) to two (2) working days.
- Proceed to activate your account with the temporary password given in the email and re-set your own password.

(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.)

Proceed with submission of proxy form

- Login to TIIH Online at https://tiih.online.
- Select the corporate event : "INARI 14TH AGM SUBMISSION OF PROXY FORM".
- Read and agree to the Terms & Conditions and Declaration.
- Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set out therein.
- Prepare the file for the appointment of proxies by inserting the required data.
- Proceed to upload the duly completed proxy appointment file.
- Select "Submit" to complete your submission.
- Print the confirmation report of your submission for your record.
- If you wish to participate in the AGM yourself, please do not submit any proxy form for the AGM. You will not be allowed to participate in the AGM together with a proxy appointed by you.

VOTING AT MEETING

- The voting at the AGM 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 AGM at 11.00 a.m. on 26 November 2024 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 AGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the AGM.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Members may submit questions to the Board in advance via Tricor's TIIH Online website at https://tiih.online, by selecting "e-Services" to login, post your questions and submit it electronically no later than Sunday, 24 November 2024 at 11.00 a.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@vistra.com