



## KANGER INTERNATIONAL BERHAD

(Company No. 1014793-D)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Kanger International Berhad (“Kanger” or “Company”) will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur on Monday, 18 August 2014 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

#### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF 86,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN KANGER (“KANGER SHARES” OR “SHARES”) (“BONUS SHARES”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FIVE (5) EXISTING KANGER SHARES HELD (“PROPOSED BONUS ISSUE”)**

“**THAT**, subject to the passing of the Special Resolution and approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company to issue 86,000,000 new Kanger Shares, to be credited as fully paid-up, on the basis of one (1) Bonus Share for every five (5) existing Kanger Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced by the Board of Directors of the Company (“**Board**”);

**THAT** fractional entitlements shall be dealt with by the Board in such manner as the Board may in its absolute discretion deem fit, expedient and in the best interest of the Company;

**THAT** such Bonus Shares shall, upon allotment and issuance, rank pari passu in all respects with the existing Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the date of allotment of the Bonus Shares;

**AND THAT**, the Board be and are hereby authorised to give full effect to the Proposed Bonus Issue with full powers to amend and/or assent to or comply with any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

#### SPECIAL RESOLUTION

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL FROM RM50,000,000 COMPRISING 500,000,000 KANGER SHARES TO RM100,000,000 COMPRISING 1,000,000,000 KANGER SHARES (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)**

“**THAT**, the authorised capital of the Company be increased from RM50,000,000 comprising 500,000,000 Kanger Shares to RM100,000,000 comprising 1,000,000,000 Kanger Shares by the creation of additional 500,000,000 new Kanger Shares ranking pari passu in all respects with the existing original capital of the Company and accordingly, that Clause 5 of the Memorandum of Association of the Company shall be amended to read as follows:

*Clause 5: The share capital of the Company is RM100,000,000 divided into 1,000,000,000 ordinary 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 restrictions as to dividends, capital, voting or otherwise.*

**AND THAT**, the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and to give full effect to complete the Proposed Increase in Authorised Share Capital including without limitation, with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required, in the best interest of the Company.”

By Order of the Board

**WONG KEO ROU (MAICSA 7021435)**

Company Secretary

Kuala Lumpur

25 July 2014

#### Notes:

1. A member of the Company entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a general meeting of the Company shall have the same rights as the member to speak at the general meeting.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the duly completed proxy form must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only members whose names appear in the Record of Depositors on 11 August 2014 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.