



## 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 Perdana Ballroom 3, 1st Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasia 3, Bukit Jalil, 57000, Kuala Lumpur on Tuesday, 7 April 2015 at 10.00 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 1

**PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE NOTES PROGRAMME COMPRISING REDEEMABLE CONVERTIBLE COMMERCIAL PAPERS AND/OR REDEEMABLE CONVERTIBLE MEDIUM TERM NOTES ("NOTES") WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM100.0 MILLION ("PROPOSED NOTES ISSUE")**

"**THAT**, subject to the approval of all relevant authorities, approval be and is hereby given to the Company to:

- (i) issue up to RM100.0 million nominal value of Notes, convertible into new ordinary shares of RM0.10 each in Kanger ("Kanger Shares") at a conversion price to be determined in accordance with the terms and conditions of the Notes; and
- (ii) allot and issue such number of new Kanger Shares pursuant to the conversion of the Notes, from time to time during the tenure of the Notes, credited as fully paid-up, to or to the order of the noteholder of the Notes in accordance with the terms and conditions of the Notes;

**THAT** such new Kanger Shares to be issued arising from the conversion of the Notes, shall, upon allotment and issue, be listed on the ACE Market of Bursa Malaysia Securities Berhad and rank *pari passu* in all respects with the existing Kanger Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the relevant date of allotment of the new Kanger Shares;

**AND THAT** the Board of Directors of the Company ("Board") be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as the board of directors may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Notes Issue with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed Notes Issue."

#### ORDINARY RESOLUTION 2

**PROPOSED DIVERSIFICATION OF PRINCIPAL ACTIVITIES OF KANGER AND ITS SUBSIDIARIES TO INCLUDE PROPERTY INVESTMENT AND MANAGEMENT ("PROPOSED DIVERSIFICATION")**

"**THAT**, subject to the passing of Ordinary Resolution 1, approvals of relevant parties being obtained, approval be and is hereby given to the Company to diversify the existing core business of Kanger and its subsidiaries to include property investment and management.

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things to enter into any agreements, transactions and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by any relevant authorities in connection with the Proposed Diversification."

By Order of the Board

**WONG KEO ROU** (MAICSA 7021435)

Company Secretary  
Kuala Lumpur  
23 March 2015

#### Notes:

1. A member of the Company entitled to attend and vote at this meeting 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 authorised 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 of 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 30 March 2015 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.