

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting ("2nd AGM") of **KANGER INTERNATIONAL BERHAD** will be held at **Redang Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur** on **Thursday, 28 May 2015 at 10.00 a.m.** for the following purposes:-

AGENDA**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the year ended 31 December 2014 and the Directors' and Auditors' Reports thereon. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees of RM183,000 for the financial year ended 31 December 2014. **(Ordinary Resolution 2)**
- To re-elect Mr Leng Xingmin, who retires pursuant to Article 90 of the Company's Articles of Association. **(Ordinary Resolution 3)**
Dato' Izuddin Bin Ishak who retires pursuant to Article 90 of the Company's Articles of Association, has expressed his intention of not seeking re-election. Hence, he will retain office until the conclusion of the 2nd AGM.
- To re-elect Mr Chong Amita who retires pursuant to Article 95 of the Company's Articles of Association. **(Ordinary Resolution 4)**
- To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 6)**
"THAT, pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit without convening a general meeting, provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing and quotation for the additional shares issued on Bursa Malaysia Securities Berhad; and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- Proposed Increase in Authorised Share Capital from RM100,000,000 comprising 1,000,000,000 ordinary shares of RM0.10 each to RM200,000,000 comprising 2,000,000,000 ordinary shares of RM0.10 each ("Proposed Increase in Authorised Share Capital")** **(Special Resolution)**

"THAT, the authorised capital of the Company be increased from RM100,000,000 comprising 1,000,000,000 ordinary shares of RM0.10 each to RM200,000,000 comprising 2,000,000,000 ordinary shares of RM0.10 each by the creation of additional 1,000,000,000 new ordinary shares of RM0.10 each 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 RM200,000,000-00 divided into 2,000,000,000 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."

- To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 1965.

By Order of the Board

KANGER INTERNATIONAL BERHAD

WONG KEO ROU (MAICSA 7021435)

Company Secretary

Kuala Lumpur

6 May 2015

Notes:-

- A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy 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.
- 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.
- Where a member is an authorised nominee as defined under the 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.
- Where a Member is an Exempt Authorised Nominee which holds ordinary 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.
- 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.
- To be valid the proxy form duly completed must be deposited at the registered office not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 May 2015, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Notes on Special Business**1. Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

The proposed Ordinary Resolution 6, if passed, will renew the authority to empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company ("Renewed Mandate") provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up shares capital of the Company for the time being. This Renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 27 May 2014 and this general mandate will lapse at the conclusion of the Second Annual General Meeting of the Company.

The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.

2. Proposed Increase in Authorised Share Capital

The proposed Special Resolution, if passed, will facilitate the future issuances and allotment of shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company.