



KANGER INTERNATIONAL BERHAD
(Company No.: 1014793-D)
(Incorporated in Malaysia)

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 Maple Room, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan on Friday, 6 September 2019 at 10.30 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 RATIFICATIONS FOR THE ALLOTMENT AND ISSUANCE OF 47,396,196 ORDINARY SHARES IN KANGER (“KANGER SHARES” OR “SHARES”) WHICH EXCEEDED BURSA MALAYSIA SECURITIES BERHAD’S APPROVED 311,365,288 KANGER SHARES (“APPROVED LIMIT”), ARISING FROM THE CONVERSION OF THE EXISTING 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 (“NOTES ISSUE”), AND ALLOTMENT AND ISSUANCE OF 253,255,104 KANGER SHARES (ARISING FROM THE CONVERSION OF THE EXISTING NOTES ISSUE) WITH THE CONVERSION PRICE AT AND BELOW RM0.10, BEING THE THEN PAR VALUE OF KANGER SHARE (“PROPOSED RATIFICATIONS”)

“**THAT**, subject to and conditional upon the passing of the Ordinary Resolution 2 and Ordinary Resolution 3, as well as the approval of all relevant authorities, approval be and is hereby given to the Company to ratify:

- (i) the allotment and issuance of 47,396,196 Kanger Shares which exceeded the Approved Limit; and
- (ii) the allotment and issuance of 253,255,104 Kanger Shares arising from the conversion of the Notes with the conversion price at and below RM0.10, being the then par value of Kanger Share.

THAT all acts, deeds and things carried out by the Directors and/or the Company in connection with the Proposed Ratifications, be and are hereby approved, confirmed and ratified.

THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to do all acts and things as they may consider necessary or expedient and in the best interest of the Company with full powers to assent to any conditions, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, undertaking, indemnity, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, formalise and give full effect to the Proposed Ratifications.

AND THAT the Proposed Ratifications, be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2

PROPOSED AMENDMENT, MODIFICATION, SUBSTITUTION, VARIATION, ALTERATION, REPLACEMENT AND DELETION OF THE TERMS, CONDITIONS AND PROVISIONS OF THE SUBSCRIPTION AGREEMENT DATED 2 JANUARY 2015, IN RELATION TO THE NOTES ISSUE (“PROPOSED VARIATION”)

“**THAT**, subject to and conditional upon the passing of the Ordinary Resolution 1 and Ordinary Resolution 3, as well as the approval of all relevant authorities being obtained and/ or relevant requirements for completion being met, approval be and is hereby given to the Company to implement the Proposed Variation.

AND THAT, further and in addition to the powers conferred to the Board in the resolution passed on 7 April 2015, the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements 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 Variation with full powers to assent to any conditions, modifications, variations and/ or amendments as the Board may in its absolute discretion deem fit and/ or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Variation.”

ORDINARY RESOLUTION 3

PROPOSED ISSUANCE OF UP TO 1,585,000,000 NEW KANGER SHARES BASED ON THE MINIMUM CONVERSION PRICE OF RM0.04, ARISING FROM THE CONVERSION OF THE OUTSTANDING NOTES OF RM2.90 MILLION AND REMAINING NOTES OF RM60.50 MILLION (“PROPOSED ISSUANCE OF CONVERSION SHARES”)

“**THAT**, subject to and conditional upon the passing of the Ordinary Resolution 1 and Ordinary Resolution 2, as well as the approval of all relevant authorities, approval be and is hereby given to the Company to allot and issue up to 1,585,000,000 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, to or to the order of the Notes in accordance with the terms and conditions of the Subscription Agreement dated 2 January 2015 as supplemented by the supplemental subscription agreement dated 11 June 2019;

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, save that they will not be entitled to any dividends, rights, allotments and/ or other distributions that may be declared, made or paid where the entitlement date is prior to the date of allotment and issuance of the new Kanger Shares;

AND THAT the 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 Issuance of Conversion Shares 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 Issuance of Conversion Shares.”

By Order of the Board
KANGER INTERNATIONAL BERHAD

WONG YUET CHYN (MAICSA 7047163)

Company Secretary
Kuala Lumpur
Date: 21 August 2019

Notes:

1. 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. 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 of the Company 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.
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 seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the duly completed Form of Proxy must be deposited at the registered office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll.
7. In respect of deposited securities, only members names appear in the Record of Depositors on 30 August 2019 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/ or vote of his behalf.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.