



**KANGER INTERNATIONAL BERHAD**  
Registration No.: 201201030306 (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 Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur, Wilayah Persekutuan (KL), Malaysia on Tuesday, 24 December 2019 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 ESTABLISHMENT OF A SHARE SCHEME OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF KANGER, EXCLUDING TREASURY SHARES, AT ANY POINT IN TIME COMPRISING THE FOLLOWING:-**

- (I) **PROPOSED ESTABLISHMENT OF A SHARE OPTION SCHEME TO THE DIRECTORS AND ELIGIBLE EMPLOYEES OF KANGER AND ITS SUBSIDIARY COMPANIES (COLLECTIVELY, THE “GROUP”) (“PROPOSED SHARE OPTION SCHEME”); AND**
- (II) **PROPOSED ESTABLISHMENT OF A SHARE GRANT SCHEME TO DIRECTORS AND ELIGIBLE EMPLOYEES OF THE GROUP (“PROPOSED SHARE GRANT SCHEME”)**

(collectively, the “PROPOSED SHARE ISSUANCE SCHEME”)

“THAT subject to the approvals of all relevant regulatory authorities and/or parties, if required, approval and authority be and is hereby given to the board of directors of Kanger (“Board”) to:-

- (a) establish, implement and administer the Proposed Share Issuance Scheme for the benefit of the directors and eligible employees of the Group who meet the criteria of eligibility for participation in the Proposed Share Issuance Scheme (“Eligible Persons”) in accordance with the by-laws governing the Proposed Share Issuance Scheme (“By-Laws”), a draft of which is set out in Appendix I of the circular to the shareholders of Kanger dated 9 December 2019 (“Circular”); and
- (b) to issue and allot from time to time such number of new ordinary shares in Kanger (“Kanger Shares”) as may be required pursuant to the exercise of the share options pursuant to the Proposed Share Option Scheme and/or vesting of the share grant awards pursuant to the Proposed Share Grant Scheme under the Proposed Share Issuance Scheme provided that the maximum number of Kanger Shares to be allotted and issued pursuant to the Proposed Share Issuance Scheme shall not at any point in time in aggregate exceed 30% of the total number of issued shares of the Company, excluding treasury shares, or such other percentage of the total number of issued shares of the Company, excluding treasury shares, that may be permitted by Bursa Malaysia Securities Berhad (“Bursa Securities”) or any other relevant authorities from time to time during the duration of the Proposed Share Issuance Scheme; and
- (c) to make necessary applications to Bursa Securities and do all things necessary at the appropriate time or times for permission to deal in and for the listing of and quotation for the new Kanger Shares that may hereafter or from time to time be allotted and issued pursuant to the Proposed Share Issuance Scheme; and
- (d) to modify and/or amend the By-Laws from time to time as may be required provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws; and
- (e) to do all such acts and things, execute all such documents and to enter into such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed Share Issuance Scheme and terms of the By-Laws; and

THAT the Board be and is hereby authorised to give effect to the Proposed Share Issuance Scheme with full power to assent to any conditions, modifications, variations and/or amendments in any manner as it may deem fit and/or as may be required or imposed by the relevant authorities;

AND THAT the proposed By-Laws of the Proposed Share Issuance Scheme as set out in Appendix I of this Circular, be and is hereby approved.”

**ORDINARY RESOLUTIONS 2 TO 10**

**PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR SHARE GRANTS**

“THAT subject to the passing of the Ordinary Resolution 1 and the approvals of all relevant regulatory authorities being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed Share Issuance Scheme, to offer and allocate to the following persons, share options pursuant to the Proposed Share Option Scheme and/or share grants pursuant to the Proposed Share Grant Scheme to subscribe for Kanger Shares under the Proposed Share Issuance Scheme:-

Directors of the Company	
Ordinary Resolution	Name
2	Yang Mulia Dato’ Paduka Sharipah Hishmah Binti Dato’ Sayed Hassan
3	Y.Bhg. Dato’ Kuan Ah Hock
4	Leng Xingmin
5	Yang Mulia Syed Hazrain Bin Syed Razlan Jamalulail
6	Chong Amita
7	Y.Bhg. Datuk Seri Dr. Md. Zabid Bin Haji Abdul Rashid
8	Y.Bhg. Dato’ Haji Markiman Bin Kobiran
9	Wu Wai Kong
10	Kenneth Hooi Chi-Kin @ Zarif Kenneth Hooi

PROVIDED ALWAYS THAT:-

- (a) the number of Kanger Shares allocated to the eligible directors and senior management of the Company and/or its subsidiary companies, other than subsidiary companies which are dormant, pursuant to the Proposed Share Issuance Scheme, shall not be more than 90.00% of the total number of Kanger Shares available under the Proposed Share Issuance Scheme; and
- (b) the directors and senior management of the Company and/or its subsidiary companies, other than subsidiary companies which are dormant, do not participate in the deliberation or discussion of their own allocation; and
- (c) the allocation to any Eligible Person who, either singly or collectively through persons connected (as defined under the listing requirements issued by Bursa Securities) with that Eligible Person holds 20% or more, excluding treasury shares, of the total number of issued shares of Kanger, shall not exceed 10% (or such percentage as the relevant authorities may permit) of the maximum Kanger Shares to be issued and awarded under the Proposed Share Issuance Scheme,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the listing requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

By Order of the Board

**KANGER INTERNATIONAL BERHAD**

**WONG YUET CHYN (MAICSA 7047163)**

Company Secretary

Kuala Lumpur

Date: 9 December 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 whose names appear in the Record of Depositors on 17 December 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. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling/e-polling process and verify the results of the poll respectively.