



**KANGER**  
INTERNATIONAL BERHAD  
康尔国际  
(1014793-D)

[Registration No.: 201201030306 (1014793-D)]  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Kanger International Berhad (“**Kanger**” or the “**Company**”) (“**EGM**”) will be conducted on a fully virtual basis through live streaming and online remote participation and voting from the Main Venue at Board Room of K-3-12 & K-3-13, Solaris Mont Kiara, No. 2, Jalan Solaris, Mont Kiara, 50480 Kuala Lumpur, Wilayah Persekutuan and the EGM will be hosted virtually at <https://rebrand.ly/KangerEGM> operated by Mlabs Research Sdn. Bhd. on Tuesday, 27 July 2021 at 9.00 a.m., or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION BY KANGER OF 1,020,000 ORDINARY SHARES OF SUNG MASTER HOLDINGS SDN. BHD. (“SUNG MASTER”), REPRESENTING 51.0% EQUITY INTEREST IN SUNG MASTER, FOR A PURCHASE CONSIDERATION OF RM94,789,436 TO BE SATISFIED VIA A COMBINATION OF CASH PAYMENT OF RM51,999,999.62 AND THE REMAINING PURCHASE CONSIDERATION OF RM42,789,436.38 TO BE SATISFIED VIA AN ISSUANCE AND ALLOTMENT OF 713,157,273 NEW ORDINARY SHARES OF KANGER (“KANGER SHARE(S)”) AT THE ISSUE PRICE OF RM0.06 PER KANGER SHARE (“PROPOSED ACQUISITION”)**

“**THAT**, subject to the passing of the Ordinary Resolution 2 and the approvals of all relevant authorities in respect of the listing and quotation for 713,157,273 new Kanger Shares (“**Consideration Shares**”) on the ACE Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), and/ or other parties being obtained, approval be and is hereby given to our Company to acquire 1,020,000 ordinary shares of Sung Master, representing 51.0% equity interest in Sung Master at a purchase consideration of RM94,789,436 to be satisfied via a combination of RM51,999,999.62 in cash and RM42,789,436.38 via the issuance and allotment of 713,157,273 Consideration Shares at an issue price of RM0.06 per Consideration Share, in accordance with the terms and conditions of the conditional share sale agreement dated 26 April 2021 entered into between our Company and Mr. Sii Tung Nai, Mr. Sii Tung Aik and Ms. Lim Shwu Huey (collectively, the “**Vendors**”) pursuant to the Proposed Acquisition;

**THAT** such Consideration Shares, upon allotment and issuance, rank equally in all respects with the existing Kanger Shares, save and except that the Consideration Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distributions where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the date of allotment and issuance of the Consideration Shares;

**AND THAT** the Board of Directors of Kanger (“**Board**”) be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Acquisition with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any 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 Acquisition.”

### ORDINARY RESOLUTION 2

**PROPOSED SUBSCRIPTION OF 769,513,179 NEW KANGER SHARES (“SUBSCRIPTION SHARE(S)”) AT THE SUBSCRIPTION PRICE OF RM0.06 PER SUBSCRIPTION SHARE BY MR. KUAH CHOON CHING (“PROPOSED SUBSCRIPTION”)**

“**THAT**, subject to the passing of the Ordinary Resolution 1 and approvals of all relevant authorities in respect of the listing and quotation of up to 769,513,179 Subscription Shares on the ACE Market of Bursa Securities and all the requisite consents and/ or approvals for the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Board to allot and issue the Subscription Shares at the subscription price in accordance with all the terms and conditions as stipulated in the subscription agreement dated 26 April 2021 executed between Kanger and Mr. Kuah Choon Ching (“**Subscription Agreement**”);

**THAT** approval be and is hereby given for Kanger to utilise the proceeds from the Proposed Subscription for the purposes as set out in the circular to shareholders dated 12 July 2021, and our Board be and is hereby authorised with full powers to vary the manner and/ or purpose of the utilisation of such proceeds in such manner as our Board shall in its absolute discretion deem fit, necessary, expedient and/ or appropriate and in the best interest of Kanger, subject to the approvals of relevant authorities, where required;

**THAT** the Subscription Shares will, upon allotment and issuance, rank equally in all respects with the then existing Kanger Shares, save and except that the Subscription Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Subscription Shares;

**THAT** our Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as our Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Subscription and the Subscription Agreement with full powers to consent to and to adopt such conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Subscription or as our Board may deem necessary or expedient, and to deal with all matters incidental, ancillary to and/ or relating thereto and to take such steps and do all acts and things in any manner as our Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Subscription pursuant to the terms and conditions of the Subscription Agreement in the best interest of Kanger;

**AND THAT** this resolution constitutes a specific approval for the allotment and issuance of securities in Kanger contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Subscription Shares to be issued pursuant to or in connection with the Proposed Subscription have been duly allotted and issued in accordance with the terms of the Proposed Subscription.”

### By Order of our Board

**WONG YUET CHYN (MAICSA 7047163)**

**(SSM PC 202008002451)**

Company Secretary

Kuala Lumpur

12 July 2021

### Notes:-

1. A member of our Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
2. A member of our Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
3. A proxy may, but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. 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 our Company standing to the credit of the said Securities Account. Where a member of our Company is an Exempt Authorised Nominee which holds ordinary shares in our Company for multiple beneficial owners in one securities account (“**omnibus account**”) there shall be 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, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of our Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or fax to 03-6201 3121 or email to [ir.kanger@shareworks.com.my](mailto:ir.kanger@shareworks.com.my) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll or at any adjournment thereof, which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
6. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 July 2021, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.
9. The members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.



## KANGER INTERNATIONAL BERHAD

Registration No.: 201201030306 (1014793-D)  
(Incorporated in Malaysia)

### EXTRAORDINARY GENERAL MEETING ("EGM")

#### ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Main Venue</u>
27 July 2021	9.00 a.m.	Board Room of K-3-12 & K-3-13, Solaris Mont Kiara No. 2, Jalan Solaris, Mont Kiara 50480 Kuala Lumpur, Wilayah Persekutuan  The EGM will be hosted virtually at <a href="https://rebrand.ly/KangerEGM">https://rebrand.ly/KangerEGM</a> operated by Mlabs Research Sdn. Bhd.

#### MODE OF MEETING

In view of the Covid-19 outbreak and as part of the safety measures, the EGM will be conducted on a fully virtual basis through live streaming from the Main Venue.

Shareholders of the Company ("**Shareholders**") are **NOT REQUIRED** to be physically present **NOR ADMITTED** at the Main Venue on the day of the EGM.

Shareholders will have to register to attend the EGM remotely by using the Remote Participation and Voting ("**RPV**") Facilities, the details as set out below.

#### **RPV**

The EGM will be conducted through live streaming and online remote voting. You are encouraged to attend the EGM by using the RPV Facilities. With the RPV Facilities, you may exercise your rights as a Shareholder to participate (including to pose questions to our Board) and vote at the EGM.

**Individual Members** are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the EGM. Please refer to the details as set out under RPV Facilities for information.

If an individual member is unable to attend the EGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

**Corporate Members** (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the EGM using the RPV Facilities. Corporate Members who wish to participate and vote remotely at the EGM must contact the poll administrator, ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to our Company no later than Sunday, 25 July 2021 at 9.00 a.m.

- i. Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
- ii. Copy of the Corporate Representative's or proxy's MyKad (front and back)/ Passport; and'
- iii. Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks Sdn. Bhd. or our Company will respond to your remote participation request.

If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the EGM, the Corporate Member is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

In respect of **Nominee Company Members**, the beneficiaries of the shares under a Nominee Company's CDS account are also strongly advised to participate and vote remotely at the EGM using RPV Facilities. Nominee Company Members who wish to participate and vote remotely at the EGM can request its Nominee Company to appoint him/ her as a proxy to participate and vote remotely at the EGM. Nominee Company must contact the poll administrator, ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to our Company no later than Sunday, 25 July 2021 at 9.00 a.m.

- i. Form of Proxy under the seal of the Nominee Company;
- ii. Copy of the proxy's MyKad (front and back)/ Passport; and
- iii. Proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks Sdn. Bhd. or our Company will respond to your remote participation request.

If a Nominee Company Member is unable to attend the EGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

The procedures for the RPV in respect of the live streaming and remote voting at the EGM is as follows:

Procedures		Action
<b>Before the EGM</b>		
1.	Register as participant in the online EGM	<ul style="list-style-type: none"> <li>• Using your computer, access the website at <a href="https://rebrand.ly/KangerEGM">https://rebrand.ly/KangerEGM</a></li> <li>• Click on the <b>Register</b> link to register for the EGM session.</li> <li>• Upon submission of your registration, you will receive an email notifying you that your registration is received and will be pending verification.</li> <li>• The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android, and iOS). Please refer to the tutorial guide posted on the same page for assistance.</li> </ul>
2.	Submit your online registration	<ul style="list-style-type: none"> <li>• Shareholders who wish to participate and vote remotely at the EGM via RPV Facility are required to register prior to the meeting. The registration will be open from 9.00 a.m. on 12 July 2021 and the registration will close at 9.00 a.m. on 25 July 2021.</li> <li>• Clicking on the link mentioned in item 1 will redirect you to the EGM event page. Click on the <b>Register</b> link for the online registration form.</li> <li>• Complete your particulars in the registration page. Your name <b>MUST</b> match your CDS account name (not applicable for proxy).</li> <li>• Insert your CDS account number(s) and indicate the number of shares you hold.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li> <li>• Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in your registration being rejected.</li> </ul>

Procedures		Action
<b>Before the EGM</b>		
		<ul style="list-style-type: none"> <li>• System will send an email to notify that your registration for remote participation is received and will be verified.</li> <li>• After verification of your registration against the General Meeting Record of Depositors of our Company as at 19 July 2021, the system will send you an email to notify you if your registration is approved or rejected after 20 July 2021.</li> <li>• If your registration is rejected, you can contact our Company's Poll Administrator or our Company for clarifications or to appeal.</li> </ul>
<b>On the day of EGM</b>		
3.	Attending the virtual EGM	<ul style="list-style-type: none"> <li>• Two reminder emails will be sent to your inbox. First is one day before the date of the EGM, while the 2nd will be sent 1 hour before the EGM commences.</li> <li>• Click <b>Join Event</b> in the reminder email to participate the RPV.</li> </ul>
4.	Participate with live video	<ul style="list-style-type: none"> <li>• You will be given a short brief about the system.</li> <li>• Your microphone is muted throughout the whole session.</li> <li>• If you have any questions for the Chairman/Board, you may use the Q&amp;A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email.</li> <li>• The session will be recorded.</li> <li>• Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>
5.	Online Remote Voting	<ul style="list-style-type: none"> <li>• The Chairman will announce the commencement of the voting session and the duration allowed at the respective EGM.</li> <li>• The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame.</li> <li>• Click on the Submit button when you have completed.</li> <li>• Votes cannot be changed once it is submitted.</li> </ul>
6.	End of RPV Facility	<ul style="list-style-type: none"> <li>• Upon the announcement by the Chairman on the closure of the EGM, the live session will end.</li> </ul>

## Proxy

Shareholders who appoint proxies to participate via RPV Facilities in the EGM must ensure that the duly executed proxy forms are deposited in a hard copy form at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or fax to 03-6201 3121 or by email to [ir.kanger@shareworks.com.my](mailto:ir.kanger@shareworks.com.my), no later than Sunday, 25 July 2021 at 9.00 a.m.

Please note that if an individual member has submitted his/ her Form of Proxy prior to the EGM and subsequently decides to personally participate in the EGM via RPV Facilities, the individual member shall proceed to contact ShareWorks Sdn. Bhd. using the contact details set out below to revoke the appointment of his/ her proxy no later than Sunday, 25 July 2021 at 9.00 a.m.

## **Poll Voting**

The voting at the EGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Our Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed.

## **No Recording or Photography**

Strictly **NO recording or photography** of the proceedings of the EGM is allowed.

## **No Breakfast/Lunch Packs, Door Gifts or Food Vouchers**

There will be no distribution of breakfast/ lunch packs, door gifts or food vouchers.

## **Enquiry**

If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)) (except public holidays).

### **For Registration, logging in and system related:- Kanger International Berhad**

Name : Mr. ZH Lee or Mr. Bryan or Mr. Hong  
Telephone No. : +603-7688 1013  
Email : vgm@mlabs.com

### **For Proxy and other matters: ShareWorks Sdn. Bhd.**

Name : Mr. Fong Wee Liam or Mr. Chan Wai Kien  
Telephone No. : +603-6201 1120  
Fax Number : +603-6201 3121  
Email : ir.kanger@shareworks.com.my

## **PRE-MEETING SUBMISSION OF QUESTION TO OUR BOARD**

To administrate the proceedings of the EGM in orderly manner, Shareholders may before the EGM, submit questions for our Board to [info@kangergroup.com.my](mailto:info@kangergroup.com.my) no later than Sunday, 25 July 2021 at 9.00 a.m. Our Board will endeavour to address the questions received at the EGM.