



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting ("10th AGM" or "Meeting") of KANGER INTERNATIONAL BERHAD ("Kanger" or "the Company") will be held and conducted on a virtual basis through live streaming and online remote participation and voting from the broadcast venue at Registered Office of No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) and the AGM will be hosted virtually at <https://rebrand.ly/KangerAGM> operated by InsHub Sdn. Bhd. on **Tuesday, 26 March 2024 at 9.00 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial period ended 30 September 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 10)
- To approve the payment of Directors' fees and benefits of up to RM150,000 for the financial year ending 30 September 2024 payable after each month of completed service. (Ordinary Resolution 1)
- To approve the payment of Directors' fees and benefits of up to RM300,000 for the financial year ending 30 September 2025 payable after each month of completed service. (Ordinary Resolution 2)
- To re-elect Mr. Low Poh Seong who retires pursuant to Clause 134 of the Company's Constitution. (Ordinary Resolution 3)
- To re-elect the following Directors who retire in accordance with Clause 119 of the Company's Constitution and who being eligible, have offered themselves for re-election: (Ordinary Resolution 4)
(i) Mr. Chong Kwang Fock; and (Ordinary Resolution 5)
(ii) Madam Lean Boon Bee. (Ordinary Resolution 6)
- To re-appoint CAS Malaysia PLT as Auditors of the Company for the financial year ending 30 September 2024 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

AS SPECIAL BUSINESS

To consider and if thought fit, pass with or without any modifications, the following resolution:

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016" or "the Act")** (Ordinary Resolution 7)
(Please refer to Explanatory Note 11)
"THAT subject always to the CA 2016, the Constitution of the Company, the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the CA 2016 to allot and issue shares in the Company, at any time and from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being and that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting ("Mandate");
THAT approval be and is hereby given for the waiver of the statutory pre-emptive rights of the existing shareholders of the Company to be offered new shares in proportion to their shareholdings ranking equally to the existing issued shares of the Company pursuant to Section 85 of the CA 2016 and Clause 65 of the Constitution of the Company arising from any issuance of new shares pursuant to the Mandate;
AND THAT the Board of Directors ("Board") of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company arising from any issuance of new shares pursuant to the Mandate.
- To transact any other business of the Company for which due notice shall have been given in accordance with the Act and the Company's Constitution.

By Order of the Board

JEREMY TAI YUNG WEI (MAICSA 7065447) (SSM PC No. 202308000580)

THONG PUI YEE (MAICSA 7067416) (SSM PC No. 202008000510)

Company Secretaries

Kuala Lumpur

Date: 31 January 2024

Notes:-

- A member of the Company entitled to attend and vote is entitled to appoint another person as his/her/its proxy to exercise all or any of his/her/its rights to attend, participate (including pose questions to the Board of Director of the Company) and vote in his/her/its stead.
- A member of the Company may appoint not more than two (2) proxies to attend the Meeting, provided that the member specifies the proportion of his/her/its shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- 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. 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 shall be 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, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the registered office of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or email to ir@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, and in default the instrument of proxy shall not be treated as valid.
- 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.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 March 2024, shall be eligible to attend, participate and vote at the Meeting or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.
- 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.
- The members are encouraged to refer the Administrative Guide on registration, participation and voting process for the Meeting.

Explanatory Note on Ordinary Business

10. Audited Financial Statements for financial period ended 30 September 2023

The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put forward for voting.

Explanatory Note on Special Business

11. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the CA 2016

The Ordinary Resolution 7 is proposed pursuant to Sections 75 and 76 of the CA 2016 for the purpose of obtaining a renewed general mandate ("Renewed General Mandate"), which if passed, will empower the Directors of the Company to allot and issue new ordinary shares in the Company at any time provided that the aggregate number of ordinary shares issued pursuant to the Renewed General Mandate does not exceed ten per centum (10%) of the total number of issued ordinary shares (excluding treasury shares, if any) of the Company for the time being for such purposes as the Directors deem fit and in the best interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This Renewed General Mandate will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the earlier. This Renewed General Mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

The Ordinary Resolution 7, if passed, would be tantamount to shareholders of the Company agreeing to waive their pre-emptive rights in respect of the allotment and issuance of the new ordinary shares pursuant to the Renewed General Mandate, which will result in a dilution to the shareholders' shareholdings in the Company.

As at the date of this Notice, no new ordinary shares in the Company were issued pursuant to the general mandate granted to the Directors at the Ninth Annual General Meeting of the Company held on 29 August 2022 and it will lapse at the conclusion of the 10th AGM of the Company.

STATEMENT ACCOMPANYING NOTICE OF 10th AGM

Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Securities

No notice in writing has been received by the Company nominating any candidate for election as Director at the 10th AGM of the Company. The Directors who are due for retirement and seeking for re-election pursuant to the Company's Constitution is as set out in the Notice of 10th AGM and their profiles are set out in the Board of Directors' Profile of the Annual Report 2024.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 10th AGM, the Board through its Nomination Committee had assessed the retiring Directors, and considered the following:

- The Directors' performance and contribution;
- The Directors' skills, experience and strength in qualities; and
- The Directors' ability to act in the best interest of the Company in decision-making.



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

TENTH ANNUAL GENERAL MEETING (“AGM”)

ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
26 March 2024 (Tuesday)	9.00 a.m.	Registered Office of No. 2-1, Jalan Sri Hartamas 8 Sri Hartamas, 50480 Kuala Lumpur Wilayah Persekutuan (KL) AGM will be hosted virtually at https://rebrand.ly/KangerAGM operated by InsHubSdn. Bhd.

MODE OF MEETING

- The AGM will be conducted on a virtual basis through live streaming and online remote participation and voting (“RPV”) from the Broadcast Venue.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the AGM.
- Shareholders of the Company (“**Members**” or “**Shareholders**”) or his/her/its Proxies/Corporate Representatives/Attorneys who wish to attend, participate and vote remotely at the 10th AGM have to register themselves via the RPV platform, the details of which are set out below.
- No Shareholders/Proxies/Corporate Representatives/Attorneys will be allowed to be physically present at the Broadcast Venue on the day of the AGM.
- Please check the updates via announcements on Bursa Malaysia Berhad’s website at www.bursamalaysia.com.

RPV

1. With the RPV Facilities, Shareholders may exercise their rights to attend, participate (including to pose questions to the Board of Directors (“**Board**”) of the Company) and vote at the AGM.
2. **Individual Members** are encouraged to take advantage of RPV Facilities to attend, participate and vote remotely at the AGM. Please refer to the details as set out under item 5 below for information.

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

3. **Corporate Members** (through Corporate Representatives or appointed Proxies) who wish to attend, participate and vote remotely at the AGM 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 the Company **no later than 24 March 2024 at 9.00 a.m.**:
 - i. Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation or signed by its attorneys or in accordance with the provisions of its constitution or by an authorised officer duly authorised on behalf of the corporation. If the Form of Proxy is not executed under the seal of corporation, please attach a copy of the corporation’s constitution for verification;

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- 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.


A Corporate Member is encouraged to appoint the Chairman of the AGM as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

4. **Nominee Company Members** who wish to attend, participate and vote remotely at the AGM can appoint their proxy(ies) to attend, participate and vote remotely at the AGM. Please 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 the Company **no later than 24 March 2024 at 9.00 a.m.**:

- i. Form of Proxy under the seal of the Nominee Company or signed by its attorneys or in accordance with the provisions of its constitution or by an authorised officer duly authorised on behalf of the corporation. If the Form of Proxy is not executed under the seal of corporation, please attach a copy of the corporation's constitution for verification;
- ii. Copy of the Proxy's MyKad (front and back) / Passport; and
- iii. Proxy's email address and mobile phone number.

The Nominee Company Members are encouraged to appoint the Chairman of the AGM as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

5. The procedures for the RPV in respect of the live streaming and remote voting at the AGM are as follows:

Procedures		Action
Before the AGM		
1.	Register as participant in Virtual AGM 	<ul style="list-style-type: none">• Using your computer, access the website at https://rebrand.ly/KangerAGM• If you are using mobile devices, you can also scan the QR provided on the left to access the registration page.• Click on the Register link to register for the AGM session.• If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the AGM session.• Upon submission of your registration, you will receive an email notifying you that your registration is received and will be pending verification.• 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.

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Procedures		Action
Before the AGM (Cont'd)		
2.	Submit your online registration	<ul style="list-style-type: none"> Shareholders who wish to participate and vote remotely at the AGM via RPV Facilities are required to register prior to the AGM. The registration will be open from 5.00 p.m. on 1 February 2024 and the registration will close at 9.00 a.m. on 25 March 2024. Clicking on the link mentioned in item 1 will redirect you to the AGM event page. Click on the Register link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for proxy). Insert your CDS account number(s) and indicate the number of shares you hold. Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. System will send an email to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors of the Company as at 19 March 2024, the system will send you an email to notify you if your registration is approved or rejected after 20 March 2024. If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal.
On the day of AGM		
3.	Attending the virtual AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the date of the AGM, while the 2nd will be sent 1 hour before the AGM commences. Click Join Event in the reminder email to participate the RPV.
4.	Participate with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&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. The session will be recorded. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5.	Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the voting session and the duration allowed at the AGM. A link to vote for the resolution(s) will be posted at the right-hand side of your computer screen under "chat". You are required to access the link and to indicate your votes for the resolutions within the given stipulated time frame.. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.

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Procedures		Action
On the day of AGM (Cont'd)		
6.	End of RPV Facility	<ul style="list-style-type: none">Upon the announcement by the Chairman on the closure of the AGM, the live session will end.

PROXY

Shareholders who appoint proxy(ies) to participate via RPV Facilities in the AGM must ensure that the duly executed Forms of Proxy are deposited in a hard copy at ShareWorks Sdn. Bhd., No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or fax to 03-6201 3121 or by email to ir@shareworks.com.my, no later than **Sunday, 24 March 2024 at 9.00 a.m.**

Please note that if an individual Member has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally participate in the AGM via RPV Facilities, the individual Member shall contact ShareWorks Sdn. Bhd. via the contact details set out below to revoke the appointment of his/her proxy **no later than Sunday, 24 March 2024 at 9.00 a.m.**

POLL VOTING

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

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

NO RECORDING OR PHOTOGRAPHY

Strictly **NO recording or photography** of the proceedings of the AGM 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 AGM, 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: InsHub Sdn. Bhd.

Name : Ms. Eris / Mr. Hong / Mr. Calvin
Telephone No. : +603-7688 1013
Email : vqm@mlabs.com

For Proxy and other matters: ShareWorks Sdn. Bhd.

Name : Mr. Kou Si Qiang and Mr. Raja Ahmad Taufiq
Telephone No. : +603-6201 1120
Fax Number : +603-6201 3121
Email : ir@shareworks.com.my

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PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD

To administrate the proceedings of the AGM in orderly manner, Shareholders may before the AGM, submit questions for the Board to info@kangergroup.com **no later than Sunday, 24 March 2024 at 9.00 a.m.** The Board will endeavour to address the questions received at the AGM.