



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 of Kanger International Berhad (“**Kanger**” or the “**Company**”) (“**EGM**”) will be held and conducted on a virtual basis through live streaming and online remote participation and voting from the broadcast venue at the Registered Office of No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) and the EGM will be hosted virtually at <https://rebrand.ly/KangerEGM> operated by InsHub Sdn Bhd on Tuesday, 26 March 2024 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Tenth Annual General Meeting of the Company scheduled to be held at the same broadcast venue and on the same date at 9.00 a.m. whichever is later or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 180,306,505 NEW ORDINARY SHARES IN KANGER, REPRESENTING APPROXIMATELY 20% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED PRIVATE PLACEMENT”)

“**THAT** subject to the passing of Ordinary Resolution and subject to all approvals being obtained from the relevant authorities and/ or parties, approval be and is hereby given to the Board of Directors of Kanger (“**Board**”) to issue and allot up to 180,306,505 new ordinary shares in the Company (“**Kanger Share(s)**” or “**Share(s)**”), representing approximately 20% of the existing total number of issued shares of Kanger (“**Placement Share(s)**”) to third party investor(s) to be identified later at an issue price to be determined later by the Board (“**Price Fixing Date**”) upon such terms and conditions as disclosed in the circular to the shareholders of the Company dated 6 March 2024 (“**Circular**”).

THAT pursuant to Section 85 of the Companies Act, 2016 (“**Act**”) read together with Clause 65 of the Constitution of the Company, approval be hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new Shares ranking equally to the existing issued Kanger Shares arising from any allotment and issuance of new Shares pursuant to the Proposed Private Placement.

THAT the issue price of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately preceding the Price-Fixing Date.

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/ or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

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

THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the best interest of the Company and to take such steps as they may deem appropriate, necessary and/ or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue to be in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

By Order of the Board

THONG PUI YEE (MAICSA 7067416) (SSM PC NO. 202008000510)
JEREMY TAI YUNG WEI (MAICSA 7065447) (SSM PC NO. 202308000580)

Company Secretaries
Kuala Lumpur
6 March 2024

Notes:-

1. A member of the Company entitled to attend and vote is entitled to appoint another person as his 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 stead.
2. 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.
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 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.
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, 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.
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 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.
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, participation and voting process for the Meeting.

Explanatory Note to Ordinary Resolution:

Section 85(1) of the Act provides that:-

“Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.”

Clause 65 of the Constitution of the Company states that:-

“Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible securities shall before they are issued, be offered to such persons at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or other convertible securities to which they are entitled. The offer shall be made by notice specifying the number of shares or other convertible securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or other convertible securities offered, the Directors may dispose of those shares or other convertible securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new share or other convertible securities which (by reason of the ratio which the new shares or other convertible securities bear to shares or other convertible securities held by persons entitled to an offer of new shares or other convertible securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.”

By voting in favour of the ordinary resolution for the Proposed Private Placement, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the Act and Clause 65 of the Constitution of the Company to be first offered the Kanger Shares under the Proposed Private Placement, which will result in a dilution of their shareholding percentage in the Company.



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

EXTRAORDINARY GENERAL MEETING ("EGM")

ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
26 March 2024 (Tuesday)	11.00 a.m.	Registered Office of No. 2-1, Jalan Sri Hartamas 8 Sri Hartamas, 50480 Kuala Lumpur Wilayah Persekutuan (KL) EGM will be hosted virtually at https://rebrand.ly/KangerEGM operated by InsHub Sdn. Bhd.

MODE OF MEETING

- The EGM 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 EGM.
- 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 EGM 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 EGM.
- 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 EGM.
2. **Individual Members** are encouraged to take advantage of RPV Facilities to attend, participate and vote remotely at the EGM. Please refer to the details as set out under item 5 below for information.

If an individual Member is unable to attend the EGM, he/she is encouraged to appoint the Chairman of the EGM 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 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 the Company **no later than 24 March 2024 at 11.00 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

KANGER INTERNATIONAL BERHAD

Registration No.: 201201030306 (1014793-D)
Administrative Guide of Extraordinary General Meeting (Cont'd)

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 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 EGM 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 EGM can appoint their proxy(ies) to attend, participate and vote remotely at the EGM. 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 11.00 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 EGM 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 EGM are as follows:

Procedures	Action
Before the EGM	
1. Register as participant in Virtual EGM 	<ul style="list-style-type: none">• Using your computer, access the website at https://rebrand.ly/KangerEGM• 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 EGM 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 EGM 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.

KANGER INTERNATIONAL BERHAD

Registration No.: 201201030306 (1014793-D)

Administrative Guide of Extraordinary General Meeting (Cont'd)

Procedures		Action
Before the EGM (Cont'd)		
2.	Submit your online registration	<ul style="list-style-type: none"> Shareholders who wish to participate and vote remotely at the EGM via RPV Facilities are required to register prior to the EGM. The registration will be open from 5.00 p.m. on 7 March 2024 and the registration will close at 11.00 a.m. on 25 March 2024. Clicking on the link mentioned in item 1 will redirect you to the EGM 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 EGM		
3.	Attending the virtual EGM	<ul style="list-style-type: none"> 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. 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 EGM. 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.

KANGER INTERNATIONAL BERHAD

Registration No.: 201201030306 (1014793-D)

Administrative Guide of Extraordinary General Meeting (Cont'd)

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

PROXY

Shareholders who appoint proxy(ies) to participate via RPV Facilities in the EGM 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 by email to ir@shareworks.com.my, no later than **Sunday, 24 March 2024 at 11.00 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 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 11.00 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. 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 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 EGM, 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 : vgm@mlabs.com

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

Name : Mr. Wai Kien and Mr. Raja Ahmad Taufiq
Telephone No. : +603-6201 1120
Email : ir@shareworks.com.my

KANGER INTERNATIONAL BERHAD

Registration No.: 201201030306 (1014793-D)

Administrative Guide of Extraordinary General Meeting (Cont'd)

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD

To administrate the proceedings of the EGM in orderly manner, Shareholders may before the EGM, submit questions for the Board to info@kangergroup.com **no later than Sunday, 24 March 2024 at 11.00 a.m.** The Board will endeavour to address the questions received at the EGM.