



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 voting via online meeting platform at www.swsb.com.my provided by ShareWorks Sdn Bhd from the broadcast venue at the Registered Office, No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) on Wednesday, 27 November 2024 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

PROPOSED VARIATION TO THE TERMS OF THE SALE AND PURCHASE AGREEMENT DATED 24 FEBRUARY 2021, ENTERED INTO BETWEEN KANGER VENTURES SDN BHD (“KANGER VENTURES”) (A WHOLLY-OWNED SUBSIDIARY OF KANGER) AND ASET KAYAMAS DEVELOPMENT SDN BHD (FORMERLY KNOWN AS ASET KAYAMAS SDN BHD) (“AKDSB” OR THE “DEVELOPER”) WHICH WAS NOVATED BY KANGER VENTURES TO KANTARA SDN BHD (A WHOLLY-OWNED SUBSIDIARY OF KANGER) (“KANTARA”) VIDE A DEED OF NOVATION DATED 12 AUGUST 2022 ENTERED INTO BETWEEN KANGER VENTURES, AKDSB AND KANTARA FOR THE ACQUISITION OF 126 UNITS OF PROPOSED SERVICED APARTMENTS LOCATED ON THE 30TH TO 45TH FLOORS OF TOWER A, ANTARA, GENTING HIGHLANDS, SITED ON A PIECE OF FREEHOLD LAND HELD UNDER TITLE NO. GRN 45572, LOT 43031, MUKIM AND DISTRICT OF BENTONG, PAHANG DARUL MAKMUR (“PROPOSED VARIATION”)

“THAT conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, and the conditions precedent in the Supplemental SPA dated 9 August 2024 entered into between Kanger Ventures (a wholly-owned subsidiary of Kanger) and AKDSB, for the Proposed Variation being fulfilled or waived, approval be and is hereby given to Kanger, to vary/ waive certain of the payment terms of the Acquisition;

AND THAT the Board of Directors of Kanger (“Board”) be and is hereby authorised to sign, execute and deliver, on behalf of Kanger, all documents, authorised and empowered to do or procure to be done all such acts, deeds and things as may be required to give effect to and to complete the Proposed Variation with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by the relevant authorities and/ or parties and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Variation.”

SPECIAL RESOLUTION

PROPOSED CAPITAL REDUCTION OF THE ISSUED SHARE CAPITAL OF KANGER PURSUANT TO SECTION 116 OF THE COMPANIES ACT, 2016 (“ACT”) (“PROPOSED CAPITAL REDUCTION”)

“THAT, subject to all approvals being obtained from the relevant authorities and/ or parties, if applicable, including but not limited to the confirmation by the Kuala Lumpur High Court pursuant to Section 116 of the Act, approval be and is hereby given to the Company to implement the Proposed Capital Reduction and reduce the issued share capital of the Company via the cancellation of RM255.0 million of the issued share capital of the Company and that the credit arising from such share capital reduction shall be used to eliminate the accumulated losses of the Company;

THAT, the surplus credit that is in excess of what is required towards offsetting the accumulated losses of the Company after the elimination of the Company’s accumulated losses pursuant to the Proposed Capital Reduction, if any, shall be credited to the retained earnings (or other distributable reserve) account of the Company which may be utilised in such manner as the Board deems fit, as permitted by the relevant and applicable laws, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) as well as the Company’s constitution;

AND THAT, the Board be and is hereby authorised with full powers to take all such steps as they may deem necessary to:-

- assent to any conditions, modifications, variations as may be imposed or permitted by the relevant authorities and/ or the Kuala Lumpur High Court;
- lodge the order of the Kuala Lumpur High Court referred to in this Special Resolution with the Registrar of Companies on such date the Board may determine; and
- approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Capital Reduction in the best interest of the Company with full power to assent to any conditions, variation, modifications and/ or amendments in any manner as may be required by any relevant authorities and/ or the Kuala Lumpur High Court, the relevant and applicable laws or deemed necessary or desirable by the Board.”

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
5 November 2024

Notes:-

- A member of the Company entitled to attend, participate 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.
- 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 20 November 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 Malaysia Securities Berhad, 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.



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EXTRAORDINARY GENERAL MEETING ("EGM")

ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>	<u>Online Meeting Platform link</u>
27 November 2024 (Wednesday)	9.00 a.m.	No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	www.swsb.com.my

MODE OF MEETING

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

Members whose names appear on the General Meeting Record of Depositors on 20 November 2024 shall be eligible to participate in the EGM remotely by using the Remote Participation and Voting ("**RPV**") Facilities as per the details set out below.

RPV

The EGM will be conducted entirely through live streaming and online remote voting. Members are encouraged to participate in the EGM by using the RPV Facilities. With the RPV Facilities, Member may exercise their rights to participate (including to pose any questions to the Board of Directors ("**Board**") and the Management of the Company and vote at the EGM.

Individual Members are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the EGM.

If an Individual Member is unable to participate EGM, he/she is encouraged to appoint proxy(ies) or the Chairman of the Meeting to participate on his/her behalf 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 proxy(ies)) 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, shall contact the Poll Administrator, ShareWorks Sdn. Bhd. according to the details set out below and you are required to provide the following documents to the Company no later than **9.00 am, Monday, 25 November 2024**:

- i. Certificate of Appointment of Corporate Representative or Form of Proxy under the Seal of the Corporation;
- ii. Copy of the Corporate Representative's or Proxy(ies) MyKad (front and back) / Passport; and
- iii. Corporate Representative's or Proxy(ies) email address and mobile phone number.

If a Corporate Member (through Corporate Representative(s) or appointed Proxy(ies)) is unable to participate in 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

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instructions printed therein.

In respect of **Members who** is an **Authorised Nominee and Exempt Authorised Nominee** ("**Nominee Company**"), the beneficial owners 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. Beneficial owners 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. A Nominee Company shall contact the Poll Administrator, ShareWorks Sdn. Bhd., according to the details set out below and are required to provide the following documents to the Company no later than **9.00 am, Monday, 25 November 2024**:

- 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.

If a beneficial owner is unable to participate in 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 Facilities in respect of the live streaming and remote voting at the EGM are as follows:

Procedures		Action
Before the EGM		
(i)	Register as a user	<ul style="list-style-type: none"> • If you have already registered an account at the website, you are not required to register again. • Access website www.swsb.com.my • Click "Login" and click "Register" to sign up as a user. The registration will open from 9.00 a.m. on 6 November 2024 and close at 9.00 a.m. on 26 November 2024. • Complete the registration process and upload softcopy of MyKAD (front and back) or Passport for foreign shareholders. • Read and agree to the terms & conditions and thereafter submit your request. • Upon submission, kindly login to the valid email address and verify your user ID within one (1) hour. • Upon verification of the user ID, ShareWorks Sdn. Bhd. will send an email notification to approve you as a user. • After verification of your registration against the General Meeting Record of Depositors of the Company as at 20 November 2024, the system will send you an email to notify you if your registration is approved or rejected after 20 November 2024. • If your registration is rejected, you can contact ShareWorks Sdn. Bhd. or the Company for clarification or to appeal.
On the day of EGM		
(ii)	Login to www.swsb.com.my	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the EGM at any time from 8.30 a.m. (30 minutes before the commencement of the EGM on Wednesday, 27 November 2024 at 9.00 a.m.)
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> • Select the "Virtual Meeting" from main menu. • Click the "Join Meeting" located next to the event. You are required to provide your full name as per CDS records and your user registered email address.

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		<ul style="list-style-type: none">• Kindly click the video link and insert the password provided to you in your email notification in order to join the live video streaming.• If you have question(s) for the Chairman/Board, you may use the Q&A platform to transmit your question(s). The Chairman/Board will try to respond to all questions submitted by remote participants during the EGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting has ended.• Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
(iv)	Online remote voting	<ul style="list-style-type: none">• Select “Voting” located next to the “Join Meeting” and indicate your votes for the resolutions that are tabled for voting.• Voting session will commence once the Chairman of the Meeting declare that the voting platform is activated and will announce the completion of the voting session of the EGM.• Cast your vote on all resolutions as they appear on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.
(v)	End of RPV Facility	<ul style="list-style-type: none">• The RPV Facility will end and the Messaging window will be disabled the moment the Chairman of the Meeting announces the closure of the EGM.

APPOINTMENT OF PROXY

Members, who appoint proxy(ies) to participate via RPV Facilities in the EGM, shall deposit the completed duly executed Forms of Proxy at Registered Office of Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or email to ir@shareworks.com.my, no later than **9.00 a.m., Monday, 25 November 2024**.

Please note that if an Individual Member who has submitted his/her Form of Proxy prior to the EGM and subsequently decides to personally participate in the Meeting via RPV Facilities, the Individual Member shall inform ShareWorks Sdn. Bhd. using the contact details set out below to revoke the appointment of his/her proxy(ies) no later than **9.00 a.m., Monday, 25 November 2024**.

POLL VOTING

The voting at the EGM will be conducted entirely 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 Scrutineers to verify the poll results.

The Scrutineers will verify the poll results and the Chairman will declare whether the resolution is duly passed or otherwise.

NO RECORDING OR PHOTOGRAPHY

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

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NO BREAKFAST/LUNCH PACKS, DOOR GIFTS OR FOOD VOUCHERS

There will be **NO** distribution of breakfast / lunch packs, door gifts or food vouchers to the Members or Proxy(ies) who participate in the EGM.

Enquiry

If you have any enquiry prior to the virtual meeting, please contact Ms. Maria/ Mr. Kou during office hours from 9.00 a.m. to 5.00 p.m. on Mondays to Fridays (except public holidays) at:

ShareWorks Sdn. Bhd.

No. 2-1, Jalan Sri Hartamas 8

Sri Hartamas

50480 Kuala Lumpur

Wilayah Persekutuan (KL)

Telephone Number : 03-6201 1120

Fax Number : 03-6201 3121

Email : ir@shareworks.com.my

Pre-Meeting submission of questions to the Board

To administer the proceedings of the EGM in an orderly manner, the shareholders may before the EGM, submit questions to the Board to info@kangergroup.com **no later than Monday, 25 November 2024 at 9.00 a.m.** The Board will endeavour to address the questions received at the EGM.