



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting ("11th AGM" or "Meeting") of **KANGER INTERNATIONAL BERHAD** ("Kanger" or "the Company") will be held and conducted on a fully virtual basis through live streaming and online remote voting via online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. in Malaysia (Domain registration number with MYNIC: D1A403841) on **Friday, 28 February 2025 at 9.00 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 September 2024 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 RM300,000 for the financial year ended 30 September 2026. (Ordinary Resolution 1)
- To re-elect the following Directors who retire in accordance with Clause 134 of the Company's Constitution and who being eligible, have offered themselves for re-election:
 - Dato' Azmil bin Mohd Zabidi (Ordinary Resolution 2)
 - Mr Wu Wai Kong (Ordinary Resolution 3)
- To re-appoint ChengCo PLT as Auditors of the Company for the financial year ending 30 September 2025 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

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 5)
(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**");

AND 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."

- 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

KANGER INTERNATIONAL BERHAD

JEREMY TAI YUNG WEI (MAICSA 7065447) (SSM PC 2023080005800)

THONG PUI YEE (MAICSA 7067416) (SSM PC 202008000510)

Company Secretary

Kuala Lumpur

Date: 27 January 2025

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 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 21 February 2025, 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 year ended 30 September 2024

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 5 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 5, 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 Tenth Annual General Meeting of the Company held on 26 March 2024 and it will lapse at the conclusion of the 11th AGM of the Company.

STATEMENT ACCOMPANYING NOTICE OF 11th 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 11th AGM of the Company. The Director who is due for retirement and seeking for re-election pursuant to the Company's Constitution is as set out in the Notice of 11th 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 11th 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)

ELEVENTH ANNUAL GENERAL MEETING ("AGM")

ADMINISTRATIVE GUIDE

| <u>Date</u> | <u>Time</u> | <u>Online Meeting Platform</u> |
|------------------------------|--------------------|---|
| 28 February 2025 (Friday) | 9.00 a.m. | The 11th AGM will be held on a fully virtual basis and conducted entirely via remote participation and electronic voting via an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. in Malaysia (Domain registration number with MYNIC: D1A403841) |

MODE OF MEETING

Shareholders of the Company ("**Shareholders**" or "**Members**") are **NOT REQUIRED** to be physically present and shall **NOT BE ADMITTED** at the Broadcast Venue on the day of the 11th AGM.

Members whose names appear on the General Meeting Record of Depositors on 21 February 2025 shall be eligible to participate in the 11th AGM remotely by using the Remote Participation and Voting ("**RPV**") Facilities as per the details set out below.

RPV

The 11th AGM will be conducted entirely through live streaming and online remote voting. Members are encouraged to participate in the 11th AGM 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 11th AGM.

Individual Members are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the 11th AGM.

If an Individual Member is unable to participate 11th AGM, 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 11th AGM using the RPV Facilities. Corporate Members who wish to participate and vote remotely at the 11th AGM, 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, Wednesday, 26 February 2025**:

- 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

KANGER INTERNATIONAL BERHAD

Registration No.: 201201030306 (1014793-D)

Administrative Guide of Annual General Meeting (Cont'd)

participate in the 11th AGM, 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 **Members who are Authorised Nominees and/or Exempt Authorised Nominees ("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 11th AGM using RPV Facilities. Beneficial owners who wish to participate and vote remotely at the 11th AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 11th AGM. 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, Wednesday, 26 February 2025**:

- 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 11th AGM, 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 11th AGM are as follows:

| Procedures | | Action |
|-------------------------------|---|---|
| Before the 11TH AGM | | |
| (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 28 January 2025 and close at 9.00 a.m. on 27 February 2025.• 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 21 February 2025, the system will send you an email to notify you if your registration is approved or rejected after 22 February 2025.• If your registration is rejected, you can contact ShareWorks Sdn. Bhd. or the Company for clarification or to appeal. |
| On the day of 11th AGM | | |
| (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 11th AGM at any time from 8.30 a.m. (30 minutes before the commencement of the 11th AGM on Friday, 28 February 2025 at 9.00 a.m.) |

KANGER INTERNATIONAL BERHAD

Registration No.: 201201030306 (1014793-D)

Administrative Guide of Annual General Meeting (Cont'd)

| | | |
|-------|------------------------------------|--|
| (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.• 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 11th AGM. 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 11th AGM.• 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 11th AGM. |

APPOINTMENT OF PROXY

Members who appoint proxy(ies) to participate via RPV Facilities in the 11th AGM, 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., Wednesday, 26 February 2025**.

Please note that if an Individual Member who has submitted his/her Form of Proxy prior to the 11th AGM 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., Wednesday, 26 February 2025**.

POLL VOTING

The voting at the 11th AGM 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.

KANGER INTERNATIONAL BERHAD

Registration No.: 201201030306 (1014793-D)

Administrative Guide of Annual General Meeting (Cont'd)

NO RECORDING OR PHOTOGRAPHY

Strictly **NO recording or photography** of the proceedings of the 11th 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 to the Members or Proxy(ies) who participate in the 11th AGM.

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 11th AGM in an orderly manner, the shareholders may before the 11th AGM, submit questions to the Board to info@kangergroup.com **no later than Wednesday, 26 February 2025 at 9.00 a.m.** The Board will endeavour to address the questions received at the 11th AGM.