

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately.

This Circular has been reviewed by UOB Kay Hian Securities (M) Sdn. Bhd., being the Adviser to Kanger International Berhad for the Proposed Share Consolidation (as defined herein).

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, valuation certificate and report, if any, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



KANGER INTERNATIONAL BERHAD

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

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN KANGER INTERNATIONAL BERHAD ("KANGER SHARE(S)") INTO 1 KANGER CONSOLIDATED SHARE ("CONSOLIDATED SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED SHARE CONSOLIDATION")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser

UOBKayHian

UOB Kay Hian Securities (M) Sdn. Bhd.

Registration No.: 199001003423 (194990-K)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting of our Company ("**EGM**") will be conducted on a virtual basis through live streaming and online remote participation and voting. The Notice of EGM, Administrative Guide and Form of Proxy are enclosed with this Circular.

If you decide to appoint a proxy or proxies for the EGM, you must complete, sign and return the Form of Proxy and deposit it at the registered office of our Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or fax to 03-6201 3121 or email to ir.kanger@shareworks.com.my on or before the date and time indicated below or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting at the virtual EGM should you subsequently decide to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

Last date and time for lodging the Proxy Form : Monday, 10 January 2022 at 9.00 a.m.
Date and time of the EGM : Wednesday, 12 January 2022 at 9.00 a.m.
Broadcast venue of the EGM : Registered Office of No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL)

This Circular is dated 21 December 2021

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

"Act"	:	The Companies Act 2016
"Board"	:	The Board of Directors of Kanger
"Bursa Depository"	:	Bursa Malaysia Depository Sdn. Bhd. (Registration No.: 198701006854 (165570-W))
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
"Bylaws"	:	The bylaws governing the terms and conditions of SIS Options
"Consolidated Share(s)"	:	Ordinary share(s) in Kanger upon completion of the Proposed Share Consolidation
"Consolidated Warrant(s) B"	:	Warrant(s) B in Kanger upon completion of the Proposed Share Consolidation
"Circular"	:	This circular dated 21 December 2021
"Director(s)"	:	The director(s) of Kanger and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
"Deed Poll B"	:	The deed poll dated 16 August 2021 executed by Kanger constituting the Warrants B
"EGM"	:	The extraordinary general meeting of our Company
"Entitlement Date"	:	A date to be determined and announced later by our Board, on which the names of our shareholders must appear in the Record of Depositors of our Company as at 5.00 p.m. in order to participate in the Proposed Share Consolidation
"EPS/ (LPS)"	:	Earnings per share/ (Loss) per share
"FYE"	:	Financial year ended/ ending
"Kanger" or the "Company"	:	Kanger International Berhad (Registration No.: 201201030306 (1014793-D))
"Kanger Group" or the "Group"	:	Kanger and its subsidiaries, collectively
"Kanger Share(s)" or "Share(s)"	:	Ordinary share(s) in Kanger
"Listing Requirements"	:	ACE Market Listing Requirements of Bursa Securities
"LPD"	:	15 December 2021, being the latest practicable date prior to the printing and despatch of this Circular

DEFINITIONS (CONT'D)

"Market Day(s)"	:	Any day from Mondays to Fridays (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for trading of securities
"Maximum Scenario"	:	Assuming full exercise of all the outstanding SIS Options and Warrants B prior to the Entitlement Date and completion of the Proposed Share Consolidation
"Minimum Scenario"	:	Assuming none of the outstanding SIS Options and Warrants B are exercised prior to the Entitlement Date and completion of the Proposed Share Consolidation
"NA"	:	Net assets attributable to the owners of our Company
"Proposed Consolidation"	Share	: Proposed consolidation of every 10 existing Kanger Shares into 1 Consolidated Share
"Record of Depositors"	:	A record of securities holders established by Bursa Depository under the rules of Bursa Depository pursuant to the Securities Industry (Central Depositories) Act, 1991
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"SIS Option(s)"	:	65,805,967 outstanding share option scheme options in our Company as at the LPD. Each outstanding SIS Option entitles its holder to subscribe for 1 new Kanger Share at an exercise price of RM0.05409 per SIS Option
"UOB Kay Hian" or the "Adviser"	:	UOB Kay Hian Securities (M) Sdn. Bhd. (Registration No. 199001003423 (194990-K))
"VWAP"	:	Volume weighted average market price
"Warrant(s) B"	:	1,699,511,579 outstanding warrants 2021/2026 in our Company as at the LPD. The Warrants B are constituted by the Deed Poll B and each Warrant B carries the entitlement to subscribe for 1 new Share during the 5-year exercise period up to 22 September 2026 at an exercise price of RM0.05 per Warrant B

All references to **"the Company"** or **"our Company"** or **"we"** or **"us"** or **"our"** or **"ourselves"** are made to our Company, and where the context requires, our Company and our subsidiaries. Unless the context otherwise requires, reference to **"Board"** is to our Board of Directors and reference to **"Management"** is to our Directors and key management personnel as at the LPD of this Circular.

All references to **"you"** or **"your(s)"** in this Circular are made to our shareholders, who are entitled to attend and vote at the EGM.

Unless otherwise stated and wherever applicable, the amount represented in this Circular has been rounded to the nearest whole cent, for ease of reference. Unless specifically referred to, words denoting incorporating the singular shall, where applicable, include the plural and vice versa and words denoting incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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EXECUTIVE SUMMARY

This Executive Summary highlights only the salient information of the Proposed Share Consolidation. You are advised to read this Circular in its entirety for further details of the Proposed Share Consolidation and not to rely solely on this Executive Summary in forming a decision on the Proposed Share Consolidation before voting at the EGM.

Key information	Description	Reference to Circular
Summary of the corporate exercise	The Proposed Share Consolidation entails the consolidation of every 10 existing Kanger Shares held by our shareholders, on an entitlement date to be determined and announced later, into 1 Consolidated Share.	Section 2
Rationale and justification	<p>As at the LPD, our Company has a total of 5,979,312,213 issued Shares, and the last trading price was closed at RM0.020 per Share. In view of the large Share base and low trading price, the Proposed Share Consolidation is expected to enhance our Company's Share capital structure by consolidating the existing Kanger Shares, which will result in a reduction in the number of Shares available in the market.</p> <p>From financial statement perspective, the Proposed Share Consolidation is expected to increase our Group's NA per share without affecting the total market value of our Shares and Share capital, and the percentage of shareholding of our shareholders.</p>	Section 3
Effects of the Proposed Share Consolidation	Pursuant to the Proposed Share Consolidation, the total number of issued Kanger Shares will reduce from 5,979,312,213 Shares to 597,931,221 Consolidated Shares under the Minimum Scenario, and from 7,744,629,759 Shares to 774,462,975 Consolidated Shares under the Maximum Scenario, without affecting our issued share capital in RM value.	Section 4
Interested parties and any conflicts of interest from the Proposed Share Consolidation	None of our Directors and/ or our major shareholders and/ or persons connected to them have any interest, either direct or indirect, in the Proposed Share Consolidation, save for their respective entitlements as our shareholders, warrant holders and/ or holders of SIS Options under the Proposed Share Consolidation, of which all other shareholders, warrant holders and holders of SIS Options are similarly entitled to.	Section 6
Approvals required/ obtained	<p>The Proposed Share Consolidation is subject to the following approvals being obtained:-</p> <ul style="list-style-type: none">(i) Bursa Securities for the Proposed Share Consolidation;(ii) Our shareholders at the forthcoming EGM; and(iii) Any other relevant authority and/ or third parties, if required.	Section 5
Board's recommendation	Our Board recommends that you vote in favour of the resolution pertaining to the Proposed Share Consolidation to be tabled at the forthcoming EGM, the details of which are set out in the cover page of this Circular, and the Notice of EGM as enclosed.	Section 9



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

Registered Office

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)

21 December 2021

Board of Directors

Datuk Nur Jazlan bin Mohamed (*Independent Non-Executive Chairman*)
Wu Wai Kong (*Executive Director*)
Kuah Choon Ching (*Executive Director*)
Low Poh Seong (*Independent Non-Executive Director*)
Mazlan bin Mohamad (*Independent Non-Executive Director*)

To: Our shareholders

Dear Sir/ Madam,

PROPOSED SHARE CONSOLIDATION

1. INTRODUCTION

On 12 November 2021, UOB Kay Hian had, on behalf of our Board, announced that we proposed to consolidate every 10 existing Kanger Shares held by our shareholders, on an Entitlement Date to be determined and announced later, into 1 Consolidated Share.

On 13 December 2021, UOB Kay Hian had, on behalf of our Board, announced that Bursa Securities had, vide its letter dated 13 December 2021, resolved to approve the Proposed Share Consolidation, subject to the condition as set out in **Section 6** of this Circular.

Further details on the Proposed Share Consolidation are set out in the ensuing sections.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED SHARE CONSOLIDATION AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CONSOLIDATION TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE FORTHCOMING EGM AND THE PROXY FORM ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CONSOLIDATION TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED SHARE CONSOLIDATION

The Proposed Share Consolidation entails the consolidation of every 10 existing Shares held by our shareholders, whose names appear in the Record of Depositors of our Company at the close of business on the Entitlement Date, into 1 Consolidated Share.

As at the LPD, our issued Share capital was RM463,939,208.86 comprising 5,979,312,213 Shares. As at the LPD, our Company does not hold any treasury shares. In addition, as at the LPD, our Company has 65,805,967 outstanding SIS Options and 1,699,511,579 Warrants B. Our Board has undertaken not to offer any further SIS Options until the completion of the Proposed Share Consolidation.

Upon completion of the Proposed Share Consolidation, our resultant issued Share capital will be RM463,939,208.86 comprising 597,931,221 Consolidated Shares under the Minimum Scenario, whilst our resultant issued Share capital will be RM552,474,232.57 comprising 774,462,975 Consolidated Shares under the Maximum Scenario.

Fractional entitlements for the Consolidated Shares and Consolidated Warrants B arising from the Proposed Share Consolidation, if any, shall be disregarded and/ or dealt with by our Board in such a manner at its absolute discretion as it may deem fit or expedient and in the best interest of our Company, respectively.

2.1 Adjustments to the trading price of the Consolidated Shares and Consolidated Warrants B

The Proposed Share Consolidation will result in an adjustment to the market price of Shares as listed and quoted on the ACE Market of Bursa Securities, but theoretically shall not have any impact on the market value of Shares held by our shareholders.

For illustrative purpose, based on the last transacted market price of Shares as at the LPD, the theoretical adjusted reference price of the Consolidated Shares upon the completion of the Proposed Share Consolidation will be as follows:-

	<-----Minimum Scenario----->		<-----Maximum Scenario----->	
	Before the Proposed Share Consolidation	After the Proposed Share Consolidation	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
Number of Shares as at the LPD (units) (A)	5,979,312,213	597,931,221	7,744,629,759	774,462,975
Closing market price per Share as at the LPD/ Theoretical price per Share (RM) (B)	0.020	0.200 ^{*1}	0.020	0.200 ^{*2}
Total market value (RM) (A) x (B)	119,586,244	119,586,244	154,892,595	154,892,595

Notes:-

*1 Computed based on the following formula under the Minimum Scenario:-

$$\begin{aligned}
 \text{Theoretical adjusted reference price per Share} &= \text{Market price per Share (x)} \frac{\text{Number of Shares as at the LPD}}{\text{Number of Consolidated Share(s)}} \\
 &= \text{RM0.020 (x)} \frac{5,979,312,213}{597,931,221} \\
 &= \text{RM0.20}
 \end{aligned}$$

² Computed based on the following formula under the Maximum Scenario:-

$$\begin{array}{rcl}
 \text{Theoretical adjusted} & = & \text{Market price per Share (x)} \quad \frac{\text{Number of Shares as at}}{\text{reference price per Share}} \quad \text{the LPD} \\
 & & & \text{Number of Consolidated} \\
 & & & \text{Share(s)} \\
 & = & \text{RM0.020 (x)} \quad \frac{7,744,629,759}{774,462,975} \\
 & = & \text{RM0.20}
 \end{array}$$

In respect to the Warrants B, the theoretical adjusted reference price of Warrants B is illustrated as follows:-

	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
Number of Warrants B as at the LPD (units) (A)	1,699,511,579	169,951,157 ^{*1}
Closing market price per Warrant B as at the LPD/ Theoretical price per Warrant B (RM) (B)	0.010	0.10 ^{*2}
Total market value (RM) (A) x (B)	16,995,116	16,995,116

Notes:-

^{*1} Please refer to **Section 2.2** of this Circular for the computation of number of Consolidated Warrants B after the Proposed Share Consolidation

^{*2} Computed based on the following formula:-

$$\begin{array}{rcl}
 \text{Theoretical adjusted} & = & \text{Market price per Share (x)} \quad \frac{\text{Number of Warrants B as}}{\text{reference price per Share}} \quad \text{at the LPD} \\
 & & & \text{Number of Consolidated} \\
 & & & \text{Warrant(s) B} \\
 & = & \text{RM0.010 (x)} \quad \frac{1,699,511,579}{169,951,157} \\
 & = & \text{RM0.10}
 \end{array}$$

Based on the illustration above, the Proposed Share Consolidation will increase the reference price of the Shares and Warrants B but it will not have any impact on the total market value of these securities held by our shareholders and warrant holders, respectively.

2.2 Adjustments to the exercise price and number of Consolidated Warrants B

Pursuant to the Deed Poll B, the Proposed Share Consolidation will give rise to the adjustments to the exercise price and number of outstanding Warrants B. The adjustments will be made in accordance with the provisions of the Deed Poll B.

For illustrative purpose, assuming all of the outstanding 1,699,511,579 Warrants B are not exercised prior to the Entitlement Date, the number of Warrants B will be adjusted to 169,951,157 Consolidated Warrants B and the existing exercise price of RM0.05 for each Warrant B will be adjusted to RM0.50 per Consolidated Warrant B, calculated in the following manner:-

$$\begin{aligned}
 \text{New exercise price of Warrants B} &= S && \times \frac{L}{M} \\
 &= \text{RM0.05} && \times \frac{5,979,312,213}{597,931,221} \\
 &= \mathbf{RM0.50}
 \end{aligned}$$

$$\begin{aligned}
 \text{Adjusted number of Warrants B} &= T + \left[T \times \frac{M}{L} - T \right] \\
 &= 1,699,511,579 + 1,699,511,579 \times \frac{597,931,221}{5,979,312,213} - 1,699,511,579 \\
 &= 169,951,157
 \end{aligned}$$

Where:-

- L = The aggregate number of Shares in issue and fully paid-up immediately prior to the consolidation
- M = The aggregate number of Shares in issue and fully paid-up immediately after such consolidation
- S = Existing exercise price of Warrants B
- T = Existing number of Warrants B held

Such adjustments arising from the Proposed Share Consolidation in relation to the outstanding Warrants B will be finalised on the Entitlement Date for the Proposed Share Consolidation and will be determined after due certification by our auditors and signed by one of our director and auditors at a later date. The rights and obligations of our warrant holders will remain unchanged, save for the adjustment to the exercise price and/ or number of Warrants B.

A notice of adjustments with the details on the actual adjustments made to the exercise price and number of Warrants B held by each warrant holder will also be issued and dispatched to our warrant holders within 21 Market Days from the effective date of such adjustments.

2.3 Adjustments to the exercise price and number of SIS Options

Pursuant to the Bylaws, the Proposed Share Consolidation will give rise to the adjustments to the exercise price and number of outstanding SIS Options. The adjustments will be made in accordance with the provisions of the Bylaws.

For illustrative purpose, assuming all of the outstanding 65,805,967 SIS Options are not exercised prior to the Entitlement Date, the number of SIS Options will be adjusted to 6,580,596 SIS Options and the existing exercise price of RM0.05409 for each SIS Option will be adjusted to RM0.54 per SIS Option, calculated in the following manner:-

$$\begin{array}{rcl}
 \text{New SIS Option price} & = & S \quad \times \quad \frac{\text{Former total number of Shares}}{\text{Revised total number of Shares}} \\
 & = & \text{RM0.05409} \quad \times \quad \frac{5,979,312,213}{597,931,221} \\
 & = & \mathbf{RM0.54} \\
 \\
 \text{Adjusted number of Shares pursuant to the SIS Options} & = & T \quad \times \quad \frac{\text{Revised total number of Shares}}{\text{Former total number of Shares}} \\
 & = & 65,805,967 \quad \times \quad \frac{597,931,221}{5,979,312,213} \\
 & = & \mathbf{6,580,596}
 \end{array}$$

Where:-

$$\begin{array}{rcl}
 S & = & \text{Existing SIS Option price} \\
 T & = & \text{Existing number of Shares relating to the SIS Options}
 \end{array}$$

2.4 Ranking of the Consolidated Shares and Consolidated Warrants B

The Consolidated Shares shall rank equally in all respects with each other.

The Consolidated Warrants B shall rank equally in all respects with each other.

2.5 Suspension of trading, listing date and notices of allotment

An application will be made to Bursa Securities for the listing and quotation for the Consolidated Shares and Consolidated Warrants B on the ACE Market of Bursa Securities.

No suspension will be imposed on the trading of Shares and Warrants B on the ACE Market of Bursa Securities pursuant to the Proposed Share Consolidation as the Proposed Share Consolidation is prescribed as a Specified Consolidation pursuant to the Rule 13.14(1)(a) of the Listing Requirements. The Consolidated Shares and Consolidated Warrants B will be listed and quoted on the ACE Market of Bursa Securities on the next market day following the Entitlement Date.

The notices of allotment of the Consolidated Shares and Consolidated Warrants B will be issued and despatched to the entitled holders within 4 market days after the listing and quotation of the Consolidated Shares and Consolidated Warrants B on the ACE Market of Bursa Securities.

3. RATIONALE FOR THE PROPOSED SHARE CONSOLIDATION

As at the LPD, our Company has a total of 5,979,312,213 issued Shares, and the last trading price was closed at RM0.020 per Share. In view of the large Share base and low trading price, the Proposed Share Consolidation is expected to enhance our Company's Share capital structure by consolidating the existing Kanger Shares, which will result in a reduction in the number of Shares available in the market.

From financial statement perspective, the Proposed Share Consolidation is expected to increase our Group's NA per share without affecting the total market value of our Shares and Share capital, and the percentage of shareholding of our shareholders. Premised on the above, our Board considers the Proposed Share Consolidation is in the best interest of our Company.

4. EFFECTS OF THE PROPOSED SHARE CONSOLIDATION

The pro forma effects of the Proposed Share Consolidation on the issued Share capital of our Company, NA per Share and gearing level of our Group, earnings and EPS/ (LPS) of our Group, substantial shareholders' shareholdings of our Company, and convertible securities of our Company are set out below:-

4.1 Issued Share capital

The pro forma effects of the Proposed Share Consolidation on the issued Share capital of our Company are set out as follows:-

	<-----Minimum Scenario----->		<-----Maximum Scenario----->	
	Number of Shares	RM	Number of Shares	RM
Issued Share capital as at the LPD	5,979,312,213	463,939,209	5,979,312,213	463,939,209
Number of Shares to be issued assuming full exercise of Warrants B	-	-	1,699,511,579	84,975,579 ^{*1}
Number of Shares to be issued assuming full exercise of SIS Options	-	-	65,805,967	3,559,445 ^{*2}
	<u>5,979,312,213</u>	<u>463,939,209</u>	<u>7,744,629,759</u>	<u>552,474,233</u>
Number of Shares to be consolidated pursuant to the Proposed Share Consolidation	(5,381,380,992)	-	(6,970,166,784)	-
Resultant Share capital	<u>597,931,221</u>	<u>463,939,209</u>	<u>774,462,975</u>	<u>552,474,233</u>

Notes:-

*1 Assuming all 1,699,511,579 Warrants B are exercised at the exercise price of RM0.05 per Warrant B

*2 Assuming all 65,805,967 SIS Options are exercised at the exercise price of RM0.05409 per SIS Option

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4.2 NA per Share and gearing level

Based on the latest audited consolidated statement of financial position of Kanger Group as at 31 March 2021, the pro forma effects of the Proposed Share Consolidation on the consolidated NA per Share and gearing level of our Group are set out as follows:-

Minimum Scenario

	I	II
	Subsequent Audited as at 31 March 2021 RM	After I and the Proposed Share Consolidation RM
	events up to the LPD ^{*1} RM	
Share capital	259,106,001	464,700,966
Reserves	951,589	809,589 ^{*2}
Shareholders' funds/ NA	260,057,590	465,510,555
Non-controlling interest	12,401,280	12,401,280
Total Equity	272,458,870	477,911,835
Number of Shares in issue (units)	2,565,043,933	5,979,312,213
NA per Share (RM)	0.10	0.78
Total borrowings (RM)	66,012,154	66,012,154
Gearing level (times)	0.24	0.14

Notes:-

^{*1} After adjusting for the following subsequent events from 1 April 2021 and up to the LPD:-

- (i) the capitalisation of share option reserve of RM2,109,586 arising from the exercise of SIS Options;
- (ii) the exercise of SIS Options into 231,086,249 Shares at the issue price of RM0.05409;
- (iii) the exercise of Warrants B into 500,000 Shares at the exercise price of RM0.05;
- (iv) our Company had on 24 February 2021, announced a renounceable rights issue of up to 2,861,936,149 Kanger Shares ("**Rights Share**") on the basis of 1 Rights Share for every 1 existing Kanger Share held, together with up to 2,861,936,149 Warrants B on the basis of 1 Warrant B for every 1 Rights Share subscribed for ("**Rights Issue with Warrants**"). On 30 September 2021, 1,700,011,579 Rights Shares were listed and quoted on the ACE Market of Bursa Securities at the issue price of RM0.06 pursuant to the Rights Issue with Warrants and the Rights Issue with Warrants was completed on the even date;
- (v) our Company had on 26 April 2021, announced to undertake acquisition of 1,020,000 ordinary shares in Sung Master Holdings Sdn Bhd ("**Sung Master**"), representing 51.0% equity interest of 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 RM42,789,436.38 to be satisfied via the issuance and allotment of 713,157,273 Shares ("**Consideration Share(s)**") at the issue price of RM0.06 per Consideration Share ("**Acquisition**"). On 30 September 2021, 713,157,273 Shares were issued at the issue price of RM0.06 pursuant Acquisition and the Acquisition was completed on the even date; and
- (vi) our Company had on 26 April 2021, announced to undertake a subscription of 769,513,179 Kanger Shares ("**Subscription Share(s)**") by Mr. Kuah Choon Ching at the subscription price of RM0.06 per Subscription Share ("**Subscription**"). On 30 September 2021, 769,513,179 Shares were issued at the issue price of RM0.06 pursuant Subscription. The Subscription was completed on the even date.

^{*2} After deducting the estimated expenses of RM142,000 in relation to the Proposed Share Consolidation

Maximum Scenario

	I	II	III	
	Audited as at 31 March 2021 RM	Subsequent events up to the LPD ^{*1} RM	After I, assuming full exercise of Warrants B and full grant and exercise of SIS Options ^{*2} RM	After II and the Proposed Share Consolidation RM
Share capital	259,106,001	464,700,966	553,235,990	553,235,990
Reserves	951,589	951,589	951,589	809,589 ^{*3}
Shareholders' funds/ NA	260,057,590	465,652,555	554,187,579	554,045,579
Non-controlling interest	12,401,280	12,401,280	12,401,280	12,401,280
Total Equity	272,458,870	478,053,835	566,588,859	566,446,859
Number of Shares in issue (units)	2,565,043,933	5,979,312,213	7,744,629,759	774,462,975
NA per Share (RM)	0.10	0.08	0.07	0.71
Total borrowings (RM)	66,012,154	66,012,154	66,012,154	66,012,154
Gearing level (times)	0.24	0.14	0.12	0.12

Notes:-

^{*1} After adjusting for the following subsequent events from 1 April 2021 and up to the LPD:-

- (i) the capitalisation of share option reserve of RM2,109,586 arising from the exercise of SIS Options;
- (ii) the exercise of SIS Options into 231,086,249 Shares at the issue price of RM0.05409;
- (iii) the exercise of Warrants B into 500,000 Shares at the exercise price of RM0.05;
- (iv) our Company had on 24 February 2021, announced the Rights Issue with Warrants. On 30 September 2021, 1,700,011,579 Rights Shares were listed and quoted on the ACE Market of Bursa Securities at the issue price of RM0.06 pursuant to the Rights Issue with Warrants and the Rights Issue with Warrants was completed on the even date;
- (v) our Company had on 26 April 2021, announced to undertake the Acquisition. On 30 September 2021, 713,157,273 Shares were issued at the issue price of RM0.06 pursuant Acquisition and the Acquisition was completed on the even date; and
- (vi) our Company had on 26 April 2021, announced to undertake the Subscription. On 30 September 2021, 769,513,179 Shares were issued at the issue price of RM0.06 pursuant Subscription. The Subscription was completed on the even date.

^{*2} Assuming all the 1,699,511,579 Warrants B are exercised at the exercise price of RM0.05 per Warrant B and all 65,805,967 SIS Options are exercised at the exercise price of RM0.05409 per SIS Option

^{*3} After deducting the estimated expenses of RM142,000 in relation to the Proposed Share Consolidation

4.3 Earnings and EPS/ (LPS)

The Proposed Share Consolidation will not have any effect on the consolidated earnings of our Company. However, the lower number of Shares in issue upon completion of the Proposed Share Consolidation will result in a corresponding increase in the LPS of our Company.

Purely for illustrative purpose, based on the latest audited financial statements of our Group for the financial year ended 31 March 2021, the pro forma effects of the Proposed Share Consolidation on the EPS/ (LPS) of our Group are set out as follows:-

Minimum Scenario

	I	II
	Subsequent events up to the LPD	After the Proposed Share Consolidation
(Loss) attributable to owners of the Company (RM)	(51,065,671)	(51,065,671)
Number of Shares (units)	5,979,312,213	597,931,221
(LPS) (sen)	(0.85)	(8.54)

Maximum Scenario

	I	II	III
	Subsequent events up to the LPD	Assuming full exercise of Warrants B and SIS Options	After I and the Proposed Share Consolidation
(Loss) attributable to owners of the Company (RM)	(51,065,671)	(51,065,671)	(51,065,671)
Number of Shares (units)	5,979,312,213	7,744,629,759 ^{*1}	774,462,975
(LPS) (sen)	(0.85)	(0.66)	(6.59)

Note:-

^{*1} Assuming all the 1,699,511,579 Warrants B are exercised at the exercise price of RM0.05 per Warrant B and 65,805,967 SIS Options are exercised at the exercise price of RM0.05409 per SIS Option prior to the Entitlement Date

4.4 Substantial shareholders' shareholdings

The Proposed Share Consolidation will not have any effect on the percentage of shareholdings of our shareholders, save for the proportionate reduction in the number of Shares held by our shareholders upon completion of the Proposed Share Consolidation.

The pro forma effects of the Proposed Share Consolidation on the shareholdings of the substantial shareholders of our Company are set out as follows:-

Minimum Scenario

	Direct shareholdings as at the LPD		After the Proposed Share Consolidation	
	Number of Shares	% ^{*1}	Number of Shares	% ^{*2}
Sii Tung Nai	505,839,038	8.46	50,583,903	8.46
Kuah Choon Ching	819,513,179	13.71	81,951,317	13.71
Chai Woon Yun	416,700,000	6.97	41,670,000	6.97

Notes:-

^{*1} Based on total issued Shares of 5,979,312,213

^{*2} Based on total issued Shares of 597,931,221

Maximum Scenario

	Direct shareholdings as at the LPD		Assuming full exercise of Warrants B and SIS Options		After I and after the Proposed Share Consolidation	
	Number of Shares	% ^{*1}	Number of Shares	% ^{*2}	Number of Shares	% ^{*3}
Sii Tung Nai	505,839,038	8.46	505,839,038	6.53	50,583,903	6.53
Kuah Choon Ching	819,513,179	13.71	844,513,179	10.90	84,451,317	10.90
Chai Woon Yun	416,700,000	6.97	416,700,000	5.38	41,670,000	5.38

Notes:-

^{*1} Based on total issued Shares of 5,979,312,213

^{*2} Based on total issued Shares of 7,744,629,759

^{*3} Based on total issued Shares of 774,462,975

4.5 Convertible securities

As at the LPD, save for the outstanding Warrants B and SIS Options, our Company does not have any other convertible securities.

As disclosed in **Section 2.2** of this Circular, the Proposed Share Consolidation will give rise to adjustments to the exercise price and/ or number of outstanding Warrants B held by our warrantholders pursuant to the Deed Poll B, as well as the exercise price and/ or number of outstanding SIS Options held by an eligible person of SIS Options pursuant to the Bylaws as set out in **Section 2.3** of this Circular.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted prices of Shares for the past 12 months from the date of this Circular as traded on Bursa Securities from December 2020 to November 2021 are as follows:-

	High RM	Low RM
2020		
December	0.190	0.125
2021		
January	0.160	0.125
February	0.130	0.100
March	0.120	0.060
April	0.085	0.055
May	0.115	0.060
June	0.090	0.055
July	0.080	0.055
August	0.070	0.045
September	0.065	0.045
October	0.070	0.040
November	0.045	0.030
Last transacted market price on 11 November 2021 (being the latest transacted date prior to the announcement of the Proposed Share Consolidation)		0.035
Last transacted market price as at the LPD		0.020

(Source: Bloomberg)

The monthly highest and lowest transacted prices of Warrants B for the past 12 months from the date of this Circular as traded on Bursa Securities from September 2021 to November 2021 are as follows:-

	High RM	Low RM
2021		
September	0.015	0.010
October	0.020	0.005
November	0.010	0.005
Last transacted market price on 11 November 2021 (being the latest transacted date prior to the announcement of the Proposed Share Consolidation)		0.010
Last transacted market price as at the LPD		0.010

(Source: Bloomberg)

6. APPROVALS REQUIRED/ OBTAINED

The Proposed Share Consolidation is conditional upon the following approvals being obtained:-

- (i) Bursa Securities, for the Proposed Share Consolidation.

The approval of Bursa Securities was obtained vide its letter dated 13 December 2021 and subject to the condition that Kanger or UOB Kay Hian making the relevant announcements pursuant to Rules 6.57(2)(ii)&(iii) of the Listing Requirements;

- (ii) Our shareholders for the Proposed Share Consolidation at the forthcoming EGM; and
(iii) Any other relevant authority, if required.

The Proposed Share Consolidation is not conditional upon any other proposals undertaken or to be undertaken by our Company.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED TO THEM

None of our Directors and/ or our major shareholders and/ or persons connected to them has any interest, either direct or indirect, in the Proposed Share Consolidation, save for their respective entitlements as our shareholders warrant holders and/ or holders of SIS Options under the Proposed Share Consolidation, of which all other shareholders, warrant holders and holders of SIS Options are similarly entitled to.

8. ESTIMATED TIMEFRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to all required approvals being obtained, our Board expects the Proposed Share Consolidation to be completed in the first quarter of 2022.

The tentative timetable in relation to the Proposed Share Consolidation is set out below:-

Timeline	Events
12 January 2022	• Convening of EGM
Early January 2022	• Announcement of the Entitlement Date for the Proposed Share Consolidation
Early February 2022	• Entitlement Date for the Proposed Share Consolidation • Listing and quotation for the Consolidated Shares on the ACE Market of Bursa Securities

9. CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the acquisition by Kanger Ventures Sdn Bhd (formerly known as Kanger Development (M) Sdn Bhd), a wholly-owned subsidiary of Kanger, of 126 units of proposed serviced apartments located on the 30th to 45th floors of Tower A, Antara @ Genting Highlands from the developer, namely Aset Kayamas Sdn Bhd for a total purchase consideration of RM142,870,000 to be satisfied entirely via cash ("**Acquisition**") and the Proposed Share Consolidation, our Board is not aware of any other outstanding proposal, which has been announced but not yet completed, as at the date of this Circular. As at the LPD, the Acquisition is pending completion.

10. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, after having considered all aspects of the Proposed Share Consolidation, which include, but are not limited to, the rationale and justifications, and the effects of the Proposed Share Consolidation on our Company, is of the opinion that the Proposed Share Consolidation is in the best interest of our Company.

Accordingly, our Board recommends that you **vote in favour** for the resolution pertaining to the Proposed Share Consolidation to be tabled at the forthcoming EGM.

11. EGM

The EGM, the notice of which is enclosed in this Circular, will be 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) on Wednesday, 12 January 2022 at 9.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolution to give effect to the Proposed Share Consolidation.

If you are unable to attend, participate, speak and vote in person at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible, so as to arrive at the registered office of our Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or fax to 03-6201 3121 or email to 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. The lodging of the Form of Proxy will not preclude you from attending and voting at the virtual EGM should you subsequently decide to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

12. FURTHER INFORMATION

Shareholders are advised to refer to the appendix set out in this Circular for further information.

Yours faithfully,
For and on behalf of our Board
KANGER INTERNATIONAL BERHAD

DATUK NUR JAZLAN BIN MOHAMED
Independent Non-Executive Chairman

APPENDIX I - FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board, and our Directors collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. CONSENT

UOB Kay Hian, being the Adviser for the Proposed Share Consolidation, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

3. DECLARATION OF CONFLICT OF INTEREST

UOB Kay Hian has given their written confirmation that as at the date of this Circular, there is no situation of conflict of interests that exists or is likely to exist in relation to its role as the Adviser to Kanger for the Proposed Share Consolidation.

4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware and has no knowledge of any proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect our Group's financial position or business.

5. MATERIAL COMMITMENTS

As at the LPD, save for the Acquisition, our Board is not aware of any material commitments incurred or known to be incurred by our Group that has not been provided for which, upon becoming enforceable, may have a material impact on our Group's financial results/ position.

6. CONTINGENT LIABILITIES

As at the LPD, our Board is not aware of any contingent liabilities incurred or known to be incurred which, upon becoming enforceable, may have a material impact on our Group's financial results/ position.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas 50480 Kuala Lumpur, Wilayah Persekutuan (KL) during the normal business hours from Monday to Friday (except public holidays) from the date hereof up to the time stipulated for the holding of the EGM:-

- (i) Constitution of Kanger;
- (ii) Audited consolidated financial statements of our Group for the past 2 financial years up to the FYE 31 March 2021 and the latest unaudited quarterly report of our Group for the 6-month financial period ended 30 September 2021;
- (iii) The letters of consent and declarations of conflict of interest referred to in **Section 2** and **Section 3** of Appendix I above, respectively; and
- (iv) The Deed Poll B and the Bylaws.



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 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) on **Wednesday, 12 January 2022 at 9.00 a.m.**, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

SPECIAL RESOLUTION

PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN KANGER (“KANGER SHARE(S)” OR “SHARE(S)”) INTO 1 KANGER SHARE (“CONSOLIDATED SHARE(S)”) (“PROPOSED SHARE CONSOLIDATION”)

“**THAT**, subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to consolidate 10 existing Shares held by the shareholders of Kanger, whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board, into 1 Consolidated Share;

THAT fractional entitlements arising from the Proposed Share Consolidation, if any, will be disregarded and dealt with in such a manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT such Consolidated Shares and Consolidated Warrants B (warrants 2021/2026) shall respectively, upon allotment and issuance, rank equally in all respects with each other following the completion of the Proposed Share Consolidation;

AND THAT the Board be and is hereby authorised to give effect to the Proposed Share Consolidation with full powers to assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give full effect to the Proposed Share Consolidation.”

By Order of our Board

WONG YUET CHYN (MAICSA 7047163) (SSM PC 202008002451)

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

Company Secretaries

Kuala Lumpur
21 December 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 (KL) or fax to 03-6201 3121 or email to 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 5 January 2022, 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>Broadcast Venue</u>
12 January 2022, Wednesday	9.00 a.m.	Registered Office of No. 2-1, Jalan Sri Hartamas 8 Sri Hartamas, 50480 Kuala Lumpur Wilayah Persekutuan (KL)

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 Broadcast Venue.

The Broadcast Venue is strictly for the purpose of complying with Section 327 (2) of the Companies Act 2016 which stipulates that the Chairman of the meeting shall be at the main venue of the EGM. Shareholders of our Company ("**Shareholders**") are **NOT REQUIRED** to be physically present **NOR ADMITTED** at the Broadcast 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 **Monday, 10 January 2022 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.

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 **Monday, 10 January 2022 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
Before the EGM		
1.	Register as participant in the online 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 Register and enter your email followed by Next to fill in your details to register for the EGM session. • 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.
2.	Submit your online registration	<ul style="list-style-type: none"> • 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 21 December 2021 and the registration will close at 9.00 a.m. on 10 January 2022. • 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.

Procedures		Action
Before the EGM		
		<ul style="list-style-type: none"> 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 our Company as at 5 January 2022, the system will send you an email to notify you if your registration is approved or rejected after 6 January 2022. If your registration is rejected, you can contact our Company's Poll Administrator or our 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 respective EGM. 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. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.
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 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 (KL) or fax to 03-6201 3121 or by email to ir.kanger@shareworks.com.my, no later than **Monday, 10 January 2022 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 **Monday, 10 January 2022 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 : Ms. Eris / Ms. Hong / Mr. Bryan
Telephone No. : +603-7688 1013
Email : vgm@mlabs.com

For Proxy and other matters: ShareWorks Sdn. Bhd.

Name : Mr. Fong Wee Liam / Mr. Chan Wai Kien
Telephone No. : +603-6201 1120
Fax Number : +603-6201 3121
Email : ir@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 no later than **Monday, 10 January 2022** at **9.00 a.m.** Our Board will endeavour to address the questions received at the EGM.

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 (KL) or fax to 03-6201 3121 or email to 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 names 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 5 January 2022, 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 Malaysia Securities Berhad, 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.*

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AFFIX
STAMP

Our Company Secretaries
KANGER INTERNATIONAL BERHAD
Registration No.: 201201030306 (1014793-D)
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