



## XIDELANG HOLDINGS LTD

(Bermuda Company Registration No. 43136)

(Incorporated as an exempted company in Bermuda under the Companies Act 1981 of Bermuda)  
(Malaysian Foreign Company Registration No. 995210-W)

(Registered as a foreign company in Malaysia under the Companies Act, 1965 of Malaysia)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** a Special General Meeting of XiDeLang Holdings Ltd (the "**Company**" or "**XDL**") will be held at Grand Garden Pavilion, Level 1, Putrajaya Shangri-La Hotel, Taman Putra Perdana, Presint 1, 62000 Wilayah Persekutuan, Putrajaya, Malaysia on Friday, 28 April 2017 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without any modification:-

#### ORDINARY RESOLUTION

#### **PROPOSED CONSOLIDATION OF EVERY FOUR (4) ORDINARY SHARES OF USD0.01 EACH IN XDL INTO ONE (1) ORDINARY SHARE OF USD0.04 ("PROPOSED SHARE CONSOLIDATION")**

**"THAT** subject to the approval of all relevant authorities and parties being obtained, approval be and is hereby given for the consolidation of every four (4) ordinary shares of USD0.01 each in the issued and authorised capital of XDL as at a books closure date to be determined later by the Board and announced by the Company (the "**Books Closure Date**") into one (1) ordinary share of USD0.04 ("**Consolidated Share**") (the "**Proposed Share Consolidation**");

**THAT** the Consolidated Shares shall rank *pari passu* in all respects with one another **AND THAT** fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

**AND FURTHER THAT** the Board of Directors of the Company ("**Board**") be and is hereby authorised to approve, sign and execute all documents, do all things and acts as may be required or desirable to give effect to and to complete the Proposed Share Consolidation (including, without limitation, to fix the Books Closure Date in its discretion as it deems fit) with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or deemed necessary or desirable and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary, desirable or expedient to implement, finalise and give full effect to the Proposed Share Consolidation."

#### By Order of the Board

**Secretarius Services Sdn Bhd**  
**Company Secretary**

Kuala Lumpur, Malaysia  
13 April 2017

#### Notes:-

- i. A member entitled to attend and vote at a meeting of the Company who is the holder of two (2) or more shares shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- ii. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 of Malaysia, it may appoint not more than two (2) proxies in respect of each Securities Account it holds which is credited with ordinary shares of the Company.
- iii. 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- iv. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an office, attorney or other person duly authorised to sign the same.
- v. The instrument appointing a proxy must be deposited at the Company's registered office in Malaysia i.e. Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or alternatively, at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting i.e. on or before 26 April 2017 or any adjournment thereof.
- vi. Only members whose names appear in the Record of Depositors as at 21 April 2017 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.