



XIDELANG HOLDINGS LTD

(Bermuda Company No. 43136)
(Incorporated as an exempted Company in Bermuda under the Companies Act 1981 of Bermuda)
(Malaysian Foreign Company No. 995210-W)
(Registered as a Foreign Company in Malaysia under the Companies Act 1965 of Malaysia)

NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting of the Company will be held at Dewan Putra Perdana 1, Level 1, Putrajaya Shangri-La Hotel, Taman Putra Perdana, Presint 1, 62000 Wilayah Persekutuan, Putrajaya, Malaysia on Tuesday, 20 June 2017 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business:-

- To receive the Audited Financial Statements of the Company and of the Group and the Reports of the Directors and the Auditors thereon for the financial year ended 31 December 2016. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees of RMB567,346 for the financial year ended 31 December 2016. (Ordinary Resolution 1)
- To re-elect the following Directors who retire pursuant to Bye-Law 86 of the Company's Bye-Laws:
3.1 Ding Peng Peng (Ordinary Resolution 2)
3.2 Wong Yoke Nyen (Ordinary Resolution 3)
Dato' Mohamed Nazim Bin Abdul Razak, who is subject to retirement pursuant to the Bye-Law 86 of the Company's Bye-Laws, will be retiring at the conclusion of this Eighth Annual General Meeting of the Company. (Please refer to Explanatory Note 2)
- To re-appoint Messrs BDO as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 4)

As Special Business:-

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

- Proposed Renewal of Authority for Xidelang Holdings Ltd to Purchase its own Shares Pursuant to the Prevailing Laws, Main Market Listing Requirements and Bye-Laws** (Ordinary Resolution 5)
("Proposed Renewal of Share Buy-Back Authority")

"THAT subject always to the provisions of the Bye-Laws of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of USD0.01 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits and share premium; and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends.

THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to the Bye-Laws and the Prevailing Laws; or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting; whichever is earlier;

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991 of Malaysia, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares or to resell the shares or distribute the shares as dividends) in accordance with the Bermuda Companies Act, 1981, the provisions of the Bye-Laws of the Company and the requirements and/or guidelines of Main Market Listing Requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities."

- Authority to Issue Shares** (Ordinary Resolution 6)

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to the Company's Bye-law 12 to issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, PROVIDED THAT the aggregate number of new ordinary shares to be issued during the preceding 12 months pursuant to this resolution does not exceed ten per centum (10%) of the total issued share capital of the Company and that such authority shall unless revoked or varied by an ordinary resolution by the shareholders of the Company in general meeting commence upon the passing of this resolution until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors are further authorised to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution."

- Other Matter**

To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Company's Bye-Laws and Bermuda Companies Act 1981.

BY ORDER OF THE BOARD
XIDELANG HOLDINGS LTD

Secretarius Services Sdn Bhd
Conyers Corporate Services (Bermuda) Limited (formerly known as Codan Services Limited)
Company Secretaries

Kuala Lumpur
28 April 2017

Notes:-

- A member 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.
- 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 at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.
- 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.
- 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.
- 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 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 not less than forty-eight (48) hours before the time for holding the meeting i.e. on or before 10.00 a.m., Sunday, 18 June 2017 or any adjournment thereof.
- Only members whose names appear in the Record of Depositors as at 13 June 2017 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.

Explanatory Notes:-

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2016**
The Agenda item is meant for discussion only as the provision of Section 84 of the Bermuda Companies Act, 1981 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Item 3 of the Agenda – Retirement of Director**
Dato' Mohamed Nazim Bin Abdul Razak, who is retiring pursuant to the Bye-Law 86 of the Company's Bye-Laws, has indicated that he does not wish to seek re-election at this Eighth Annual General Meeting of the Company. Hence, he shall cease to be a Director of the Company upon the conclusion of the Eighth Annual General Meeting.
- Item 5 of the Agenda – Ordinary Resolution 5**
The proposed resolution, if passed, will allow the Company to purchase its own shares up to 10% of the total issued and paid-up capital of the Company by utilising the funds allocated which shall not exceed the earnings and/or share premium of the Company. Please refer to the Statement Accompanying Notice of Annual General Meeting in relation to the Proposed Renewal of Share Buy-Back Authority attached in the Annual Report 2016 of the Company for further details.
- Item 6 of the Agenda – Ordinary Resolution 6**
The proposed resolution is primarily to give flexibility to the Board of Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Seventh Annual General Meeting held on 16 June 2016 and which will lapse at the conclusion of the Eighth Annual General Meeting. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital, acquisition and/or for issuance of shares as settlement of purchase consideration.