



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 Safir I, Ballroom Level, Hotel Istana Kuala Lumpur City Centre, 73 Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia on Tuesday, 26 December 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 BONUS ISSUE OF UP TO 894,179,400 NEW ORDINARY SHARES OF USD0.04 EACH IN THE COMPANY ("SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING SHARE HELD BY THE ENTITLED SHAREHOLDERS OF XDL ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")

"**THAT** subject to the approvals of all relevant regulatory authorities for the listing and quotation of the Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**") having been obtained, approval be and is hereby given for a sum of up to USD35,767,176 standing to the credit of the share premium account and the capital redemption reserve account of the Company to be capitalised by way of issuance of up to 894,179,400 Bonus Shares, credited as fully paid-up at par, on the basis of 1 Bonus Share for every 1 existing Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. (Malaysia time) on the Entitlement Date ("**Entitled Shareholders**");

THAT authority be and is hereby given to the Board of Directors of the Company ("**Board**") to allot and issue up to 894,179,400 Bonus Shares, to be credited as fully paid-up at par, to the Entitled Shareholders on the basis of 1 Bonus Share for every 1 existing Share held by the Entitled Shareholders on the Entitlement Date (which Entitlement Date shall be as determined by the Board), and to deal with any fractional entitlements in such manner as the Board may in its absolute discretion deem fit or expedient and in the best interests of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up Shares, save and except that the holders of such Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, where the entitlement date precedes the date of allotment of such Bonus Shares;

AND the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to and to complete the Proposed Bonus Issue 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 by the Board 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 he may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Bonus Shares to be issued pursuant to or in connection with the Proposed Bonus Issue have been duly allotted and issued in accordance with the terms of the Proposed Bonus Issue."

**By Order of the Board
XIDELANG HOLDINGS LTD**

**Secretarius Services Sdn Bhd
Company Secretary**

Kuala Lumpur, Malaysia
8 December 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 24 December 2017 or any adjournment thereof.
- vi. Only members whose names appear in the Record of Depositors as at 19 December 2017 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.