



XIAN LENG HOLDINGS BERHAD

(Company Number 468142-U)

Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting of Xian Leng Holdings Berhad will be held at **The Landmark Hotel, Dynasty Hall, 4th Floor, No. 1, Jalan Omar, 83000 Batu Pahat, Johor, Malaysia** on **Tuesday, 30 July 2013 at 9.30 a.m.** to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 January 2013 and the Reports of the Directors and Auditors thereon.
2. To approve the Directors' fees of RM195,900 for the financial year ended 31 January 2013.
3. To re-elect the following Directors who retire pursuant to Article 84 of the Company's Articles of Association:-
 - 3.1 Mr Kuan Kai Seng
 - 3.2 Mr Yong Kok Fong
4. To re-elect Mr Augustine A/L T.K. James who retires pursuant to Article 91 of the Company's Articles of Association.
5. To appoint Messrs CAS & Associates, Chartered Accountants, as Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young and to hold office until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

Resolution on Proxy Form

(Please refer Explanatory Note 1) (Resolution 1)

(Resolution 2)

(Resolution 3)

(Resolution 4)

(Resolution 5)

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:-

6. ORDINARY RESOLUTION

AUTHORITY TO DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

(Resolution 6)

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof AND THAT authority be and is hereby given to the Directors to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

7. SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

(Resolution 7)

"THAT the proposed amendments to the Articles of Association of the Company as contained in "Annexure 1" attached to the Annual Report be and is hereby approved and adopted.

AND THAT the Directors and Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Company's Articles of Association."

8. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD,
XIAN LENG HOLDINGS BERHAD

YONG MAY LI (f) (LS0000295)
Company Secretary

Johor Bahru

8 July 2013

NOTES:

1. A member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies (but not more than two) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
2. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.
3. A member of the Company who is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991 is allowed to 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.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
5. The instrument appointing a proxy, in the case of an individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under seal or under the hand of an officer duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor, Malaysia, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend the Annual General Meeting of the Company, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 60 of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 23 July 2013 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

EXPLANATORY NOTES:

1. **Item 1 of the Agenda**
This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
2. **Item 5 of the Agenda**
The retiring Auditors, Ernst & Young had indicated their intention for not seeking re-appointment as auditors of the Company at the 14th Annual General Meeting. The Board of Directors of the Company has proposed for the appointment of CAS & Associates, Chartered Accountants, as the new Auditors of the Company for the ensuing year.
3. **Ordinary Resolution – Item 6 of the Agenda**
The purpose of this Ordinary Resolution proposed under item 6 of the Agenda, is for the renewal of the mandate obtained from the members at the last Annual General Meeting and if passed, will give flexibility to the Directors to issue new ordinary shares up to an amount not exceeding 10% of the issued share capital of the Company without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the shareholders of the Company at a subsequent general meeting, expires at the next Annual General Meeting of the Company.
As at the date of this Notice, no new shares have been issued pursuant to the mandate obtained at the 13th Annual General Meeting of the Company held on 30 July 2012, and accordingly no proceeds were raised.
4. **Special Resolution – Item 7 of the Agenda**
The proposed Special Resolution if passed, will enable the Company to comply with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as for better clarity and enhancement.