



XIDELANG HOLDINGS LTD

(Bermuda Company 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 ("**XDL**" or the "**Company**") will be held at Safir I, Ballroom Level, Hotel Istana Kuala Lumpur City Centre, 73 Jalan Raja Chulan, 50200, Kuala Lumpur, Malaysia on Friday, 13 February 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without any modification, as a special resolution:-

SPECIAL RESOLUTION – PROPOSED PAR VALUE REDUCTION

"THAT with effect from such date as may be determined by the directors of the Company (the "**Par Value Reduction Effective Date**"):-

- (i) the issued and paid-up share capital of the Company be reduced (the "**Par Value Reduction of Issued Capital**") from USD114,949,601.20 to USD34,484,880.36 by cancelling the paid-up share capital of the Company to the extent of USD0.07 on each of the issued and paid-up ordinary shares of the Company ("**Shares**") (including 1,000 Shares held as treasury shares) of USD0.10 par value in issue as at the Par Value Reduction Effective Date so that each issued Share of USD0.10 par value shall be treated as a fully paid-up Share of USD0.03 par value ("**New Shares**") and any liability of the holder of such New Shares to make any further contribution to the capital of the Company on each such New Share shall be treated as satisfied, i.e. the holders of the New Shares will not be required to make further payments, if any, in connection with the New Shares held by them;
- (ii) subject to and forthwith upon the Par Value Reduction of Issued Capital taking effect, all the authorised but unissued Shares of USD0.10 par value each (which shall include the authorised but unissued share capital resulting from the Par Value Reduction of Issued Capital) be cancelled and the authorised share capital of the Company of USD300,000,000 be diminished by USD265,515,119.64, representing the amount of Shares so cancelled and, forthwith upon such cancellation, the authorised share capital of the Company be increased to USD300,000,000 by the creation of 8,850,503,988 Shares of USD0.03 par value each (representing the difference between 10,000,000,000 Shares of USD0.03 par value each and the number of Shares of USD0.03 par value each in issue after the Par Value Reduction of Issued Capital); and
- (iii) subject to and forthwith upon the Par Value Reduction of Issued Capital taking effect, the credit amount of USD80,464,720.84 arising from the Par Value Reduction of Issued Capital be credited to the contributed surplus account of the Company, and the Directors be and are hereby authorised to apply and utilise any credit balance in the contributed surplus account of the Company in such manner as may be determined by the Board of Directors of the Company ("**Board**") and permitted by applicable law, including but not limited to capitalisation of such reserve (or any part thereof) for future corporate exercises of the Company;

((i), (ii) and (iii) above are collectively referred to as the "**Proposed Par Value Reduction**");

AND THAT subject to the approvals from relevant authorities being obtained where necessary, approval be and is hereby given for the implementation of the Proposed Par Value Reduction and the 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 Par Value Reduction 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 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 the Board may consider necessary, desirable or expedient to implement, finalise and give full effect to the Proposed Par Value Reduction."

By Order of the Board

Secretarius Services Sdn Bhd
Company Secretary

Kuala Lumpur
22 January 2015

Notes:-

1. 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.
2. 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.
3. 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.
4. 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.
5. The instrument appointing a proxy must be deposited at the Company's registered office in Malaysia i.e. Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting i.e. on or before Wednesday, 11 February 2015, 10.00 a.m. or any adjournment thereof.
6. Only members whose names appear in the Record of Depositors as at 6 February 2015 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.