

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 Dewan Putra Perdana 2 & Centre, Level 1, Putrajaya Shangri-La Hotel, Taman Putra Perdana, Presint 1, 62000 Wilayah Persekutuan, Putrajaya, Malaysia, on Friday, 10 April 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modification:-

ORDINARY RESOLUTION 1 – PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS” OR “SCHEME”) INVOLVING UP TO 15% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF XDL FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF XDL AND ITS SUBSIDIARIES (“PROPOSED ESOS”)

“**THAT** subject to all the relevant authorities (where required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the new ordinary shares of USD0.03 each of XDL (“**XDL Shares**” or “**Shares**”) to be issued pursuant to the exercise of the ESOS options granted under the Scheme having been obtained, approval be and is hereby given to the Company to establish the Scheme of up to 15% of the issued and paid-up ordinary share capital of the Company for the benefit of eligible directors and eligible employees of the Company and its subsidiaries, excluding the subsidiaries which are dormant (“**XDL Group**” or the “**Group**”) and the Board of Directors (“**Board**”) be and is hereby authorised to:-

- (i) implement and administer the Scheme in accordance with the form set out in the by-laws governing the Scheme (“**By-Laws**”), the draft of which is set out in Appendix II of the circular to shareholders dated 26 March 2015 (“**Circular**”), and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed / required by the relevant authorities;
- (ii) make the necessary applications and do all the things necessary at the appropriate time or times to Bursa Securities for the listing and quotation of the new Shares of the Company which may from time to time be allotted and issued pursuant to the exercise of the ESOS options granted under the Scheme;
- (iii) allot and issue from time to time such number of Shares as may be required to be issued upon the exercise of the ESOS options granted under the Scheme provided that the aggregate number of the new Shares to be allotted and issued under the Scheme shall not exceed in aggregate of 15% of the issued and paid-up share capital of the Company at any point of time during the existence of the Scheme. The new Shares issued pursuant to the exercise of the ESOS options granted under the Scheme shall, upon allotment and issuance, rank *pari passu* in all respect with the then existing issued and fully paid-up Shares except that the new Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new Shares pursuant to the Scheme and will be subject to all the provisions of Memorandum of Association and the Bye-Laws of the Company relating to the transfer, transmission and otherwise of the Shares;
- (iv) modify and/or amend the By-Laws from time to time as may be required / permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
- (v) extend the Scheme for a further period of up to five (5) years without having to obtain the further approvals of the shareholders of the Company in a general meeting (unless otherwise required by law or the relevant authorities) or the relevant regulatory authorities and to consent to and to adopt, if the Board so deems fit and expedient, such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in respect of the Scheme.

THAT the Board be and is hereby authorised to give effect to the Scheme with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion;

AND THAT the By-Laws of the Scheme, a draft of which is set out in Appendix II of the Circular, be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2 – PROPOSED ALLOCATION TO DING LIHONG

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant up to 7,000,000 options to subscribe for new Shares under the Scheme to Ding LiHong, the Executive Chairman of the Company (“**Proposed Allocation to Ding LiHong**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Ding LiHong with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Ding LiHong as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 3 – PROPOSED ALLOCATION TO DING PENG PENG

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant up to 5,000,000 options to subscribe for new Shares under the Scheme to Ding PengPeng, the Managing Director / Chief Executive Officer of the Company (“**Proposed Allocation to Ding PengPeng**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Ding PengPeng with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Ding PengPeng as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 4 – PROPOSED ALLOCATION TO DING PENG WAN

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant up to 5,000,000 options to subscribe for new Shares under the Scheme to Ding PengWan, the Executive Director / Chief Operating Officer of the Company (“**Proposed Allocation to Ding PengWan**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Ding PengWan with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Ding PengWan as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 5 – PROPOSED ALLOCATION TO LIN YING YU

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant up to 5,000,000 options to subscribe for new Shares under the Scheme to Lin YingYu, the Executive Director of the Company (“**Proposed Allocation to Lin YingYu**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Lin YingYu with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Lin YingYu as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

By Order of the Board

Secretarius Services Sdn Bhd
Company Secretary
Kuala Lumpur
26 March 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 officer, 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, 8 April 2015, 10.00 a.m. or any adjournment thereof.
6. Only members whose names appear in the Record of Depositors as at 3 April 2015 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.