

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting of XingHe Holdings Berhad will be held at Balai Tunku Abdul Rahman, The Royal Commonwealth Society, No. 4, Jalan Birah, Damansara Heights, 50490 Kuala Lumpur on Tuesday, 23 June 2015 at 9:30 a.m. for the following purposes:

ORDINARY BUSINESS:

To consider and if thought fit, to pass the following ordinary and/or special resolutions:

- To receive the Audited Financial Statements for the financial period from 1 February 2013 to 31 December 2014 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve a final dividend of 0.2 sen per share for the financial period from 1 February 2013 to 31 December 2014. **Ordinary Resolution 1**
- To approve the Directors' Fees of RM440,000 for the financial period from 1 February 2013 to 31 December 2014. **Ordinary Resolution 2**
- To re-elect Mr. Ng Min Lin who retires as Director of the Company pursuant to Article 105 of the Company's Articles of Association. **Ordinary Resolution 3**
- To re-elect the following persons who retire as Directors of the Company pursuant to Article 111 of the Company's Articles of Association:
 - Madam Li Hui Jun **Ordinary Resolution 4**
 - Mr. Ma GuoLiang **Ordinary Resolution 5**
 - Mr. Wang ZhiMin **Ordinary Resolution 6**
- To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965: **Special Resolution 1**

"THAT Y. Bhg. Tan Sri Dato' Dr. Sak Cheng Lum, who is over the age of seventy years and retiring in accordance with Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

- To re-appoint Messrs BDO as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at such remuneration to be determined by the Directors of the Company. **Ordinary Resolution 7**

SPECIAL BUSINESS:

To consider and if thought fit, to pass the following ordinary resolution:

- Authority to issue shares pursuant to Section 132(D) of the Companies Act, 1965** **Ordinary Resolution 8**

"THAT subject always to the approvals of the relevant regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to Section 132(D) of the Companies Act, 1965, to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors of the Company be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

ANY OTHER BUSINESS:

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

NOTICE OF FINAL DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 0.2 sen per share for the financial period from 1 February 2013 to 31 December 2014, if approved by shareholders at the Tenth Annual General Meeting, will be paid on 21 September 2015 to the depositors whose names appear in the Record of Depositors of the Company at the close of business on 24 August 2015.

A depositor shall qualify for entitlement to the dividend in respect of:

- Shares transferred to the Depositor's Securities Account before 4:00 p.m. on 24 August 2015 in respect of the transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

DATUK TAN LEH KIAH
LIM CHIEN JOO
Company Secretaries

Kuala Lumpur
29 May 2015

Notes:

- A depositor shall not be regarded as a member entitled to attend this Annual General Meeting and to speak and vote thereat unless his/her name appears on the Record of Depositors as at 17 June 2015 (which is not less than three clear market days before the date of this Annual General Meeting) issued by Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") in accordance with the rules of Bursa Depository.
- A member entitled to attend and vote at this Annual General Meeting who is the holder of two or more shares is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy does not need to be a member and the provisions of Sections 149(1)(a) and (b) of the Companies Act 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. Provided that having appointed a proxy to attend in his/her stead, if such member personally attends this Annual General Meeting, his/her proxy shall be precluded from the meeting. Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) Act 1991, it may 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. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, 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 his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised in that behalf.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at Suite 13.03, 13th Floor, Menara Tan & Tan, 207, Jalan Tun Razak, 50400 Kuala Lumpur not less than 48 hours before the time for holding this Annual General Meeting or any adjournment thereof.

Explanatory Notes

1. Item 1 of the Agenda – Audited Financial Statements

This item of the Agenda is meant for discussion only, as Section 169(1) of the Companies Act, 1965 does not require the shareholders to formally approve the Audited Financial Statements. Hence, this item of the Agenda will not put forward for voting.

2. Item 8 of the Agenda - Authority to issue shares pursuant to Section 132(D) of the Companies Act, 1965

The Company has not issued any new shares under the general mandate pursuant to Section 132(D) of the Companies Act, 1965 for issuance and allotment of shares up to 10% of the issued and paid-up share capital of the Company, which was approved at the Ninth Annual General Meeting held on 30 July 2013 and which will lapse at the conclusion of this Annual General Meeting to be held on 23 June 2015. A renewal of this mandate is sought at this Annual General Meeting as Ordinary Resolution 8.

This proposed Ordinary Resolution 8, if passed, will give the Directors of the Company, from the date of this Annual General Meeting, the authority to issue and allot shares from the unissued shares of the Company of up to 10% of the issued and paid-up share capital of the Company for the time being and for such purposes as the Directors of the Company may consider to be in the interest of the Company. This authority, unless revoked or varied by the Company in general meeting will expire at the conclusion of the next Annual General Meeting.

This general mandate, if passed, will provide flexibility to the Directors of the Company to allot and issue shares for any possible fund raising activities, including but not limited to placement of shares, for the purposes of funding future investments, working capital, acquisitions and/or such other applications as the Directors of the Company deem fit.