



XIAN LENG HOLDINGS BERHAD

(Company No. 468142-U)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary 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, 3 November 2015 at 9.30 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:-

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF XIAN LENG HOLDINGS BERHAD ("XLHB" OR THE "COMPANY") PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("ACT"), INVOLVING THE CANCELLATION OF RM0.80 OF THE PAR VALUE OF EVERY EXISTING ORDINARY SHARE OF RM1.00 EACH IN XLHB ("EXISTING SHARE") ("PROPOSED PAR VALUE REDUCTION")

"**THAT** subject to the passing of Special Resolution 2, the sanction of the High Court of Malaya pursuant to Section 64 of the Act and the approvals of all relevant authorities/parties, where relevant/required, being obtained, approval be and is hereby given to the Company to reduce its issued and paid-up share capital, including treasury shares, through the cancellation of RM0.80 of the par value of every Existing Share of RM1.00 each to RM0.20 each in the Company;

THAT the credit arising from the Proposed Par Value Reduction be utilised to set-off against all the accumulated losses of the Company and the remaining balance, if any, will be credited to the Company's capital reserves which may be utilised in such manner as the Board of Directors of XLHB deems fit and to the extent as permitted by relevant and applicable laws;

AND THAT the Directors and the Company Secretary of XLHB be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Par Value Reduction with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, 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 they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Par Value Reduction."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF XLHB TO FACILITATE THE PROPOSED PAR VALUE REDUCTION ("PROPOSED AMENDMENT")

"**THAT** subject to the passing of Special Resolution 1, Clause 5 of the Company's Memorandum of Association be amended after the implementation of the Proposed Par Value Reduction as follows:-

Existing	Proposed Amendment
"The capital of the Company is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into One Hundred Million (100,000,000) ordinary shares of RM1.00 each . The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."	"The capital of the Company is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into Five Hundred Million (500,000,000) ordinary shares of RM0.20 each . The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."

AND THAT the Directors and the Company Secretary of XLHB be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Amendment with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, 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 they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendment."

**BY ORDER OF THE BOARD
XIAN LENG HOLDINGS BERHAD**

LAANG JHE HOW (MIA 25193)

Company Secretary
Kuala Lumpur
9 October 2015

Notes:-

1. A member of the Company entitled to attend and vote at the meeting may appoint not more than two (2) persons as his/her proxies to attend and vote in his/her stead. A proxy may but need not be a Member of the Company and there shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
2. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
3. Where a Member of the Company is an exempt authorised nominee 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.
4. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointment shall be invalid.
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 the corporation's common 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 35, Jalan Penjaja 3, 83000 Batu Pahat, Johor Darul Takzim, 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 Extraordinary 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 22 October 2015 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.