



## XIDELANG HOLDINGS LTD

(Bermuda Company Registration 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 Dewan Putra Perdana 2 & Centre, Level 1, Putrajaya Shangri-La Hotel, Taman Putra Perdana, Presint 1, 62000 Wilayah Persekutuan, Putrajaya, Malaysia on Thursday, 16 June 2016 at 10.30 a.m. or immediately following the conclusion of the Seventh Annual General Meeting of XDL, which will be held at the same venue and on the same day, whichever is later or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution:-

#### **SPECIAL RESOLUTION – PROPOSED PAR VALUE REDUCTION**

**"THAT** with effect from such date as may be determined by the Board of Directors of the Company ("**Board**") (the "**Effective Date**"):-

- (i) the issued and paid-up share capital of the Company be reduced (the "**Par Value Reduction of Issued Capital**") from USD80,864,364.66 to USD26,954,788.22 by cancelling the paid-up capital of the Company to the extent of USD0.02 on each of the existing issued and paid-up ordinary shares of the Company (including 1,000 Shares held as treasury shares) ("**Shares**") of USD0.03 par value so that each issued Share of USD0.03 par value shall be treated as a fully paid-up Share of USD0.01 par value ("**New Share**") and any liability of the holder of such New Share 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 USD0.03 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 USD300,000,000.00 be diminished by USD273,045,211.78, representing the amount of Shares so cancelled and, forthwith upon such cancellation, the authorised share capital of the Company be increased to USD300,000,000.00 by the creation of 27,304,521,178 Shares of USD0.01 par value each (representing the difference between 30,000,000,000 Shares of USD0.03 par value each and the number of Shares of USD0.01 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 arising from the Par Value Reduction of Issued Capital be transferred to the contributed surplus account of the Company to be utilised in such manner as may be determined by the Board and permitted by applicable laws.

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

**THAT** approval be and is hereby given to the Board to adjust and fix the exercise prices of the outstanding warrants 2014 / 2017 issued by the Company ("**Warrants B**") pursuant to the Deed Poll dated 9 December 2013 constituting the Warrants B and the outstanding warrants 2015 / 2018 issued by the Company ("**Warrants C**") pursuant to the Deed Poll dated 17 June 2015 constituting the Warrants C as a consequence of any adjustment arising from the Proposed Par Value Reduction, in such manner as the Board shall in its absolute discretion deem fit or expedient, and to give full effect to such adjustment;

**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 that the Board be and is hereby authorised to act for and on behalf of the Company 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 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 such Director 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, Malaysia**  
**20 May 2016**

#### Notes:-

- i. 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.
- ii. 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.
- iii. 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.
- iv. 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.
- v. The instrument appointing a proxy must be deposited at the Company's registered office in Malaysia i.e. Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting i.e. on or before 14 June 2016 or any adjournment thereof.
- vi. Only members whose names appear in the Record of Depositors as at 10 June 2016 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.