



## XIAN LENG HOLDINGS BERHAD

(Company No. 468142-U)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 17th Annual 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 Friday, 24 June 2016 at 9:30 a.m to transact the following businesses:-

**AGENDA** Resolution on Proxy From

#### AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 January 2016 and the Reports of the Directors and Auditors thereon. (Please refer Explanatory Note 1)
- To approve the Directors' fees of RM197,000.00 for the financial year ended 31 January 2016. (Resolution 1)
- To re-elect Mr. Kuan Kai Seng, who retires pursuant to Article 84 of the Company's Articles of Association. (Resolution 2)
- To re-appoint Messrs CAS & Associates as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. (Resolution 3)

#### AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:-

- ORDINARY RESOLUTION AUTHORITY TO DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Resolution 4)

"THAT subject always to the Companies Act, 1965 ("Act"), Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Act to issue and allot not more than ten per cent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof AND THAT authority be and is hereby given to the Directors to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities."

- ORDINARY RESOLUTION PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK** (Resolution 5)

"THAT subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental authorities, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital through Bursa Securities from time to time, upon such terms and conditions as the Directors may deem fit in the interest of the Company PROVIDED THAT:-

- The maximum aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed ten per cent (10%) of the issued and paid-up share capital of the Company at any one time;
- The maximum amount of funds to be allocated for the purpose of purchasing its own shares shall not exceed the aggregate amount of the share premium and retained profits of the Company;
- The authority conferred by this resolution shall commence immediately upon passing of this ordinary resolution and will continue to be in force until
  - the conclusion of the next AGM of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
  - or
  - the expiration of the period within which the next AGM after that date is required to be held;
  - or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;whichever occurs first.

AND THAT the Board of Directors ("Board") be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 67A of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and other relevant authorities for the time being in force;

AND THAT the Board be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interests of the Company."

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

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

LAANG JHE HOW (MIA 25193)  
TAN KAH KOON (MAICSA 7066666)  
Company Secretaries  
Kuala Lumpur  
31 May 2016

#### NOTES:-

- 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 Act 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.
- 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.
- 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.
- 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.
- A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
- 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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 35, Jalan Penjaja 3, 83000 Batu Pahat, Johor, Malaysia, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the Annual 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 17 June 2016 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

#### EXPLANATORY NOTES

##### 1. Item 1 of the Agenda

The proposed Agenda 1 above is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 and the Articles of Association of the Company require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

##### 2. Ordinary Resolution – Item 5 of the Agenda

The purpose of this Ordinary Resolution proposed under item 5 of the Agenda, is for the renewal of the mandate obtained from the members at the last Annual General Meeting and if passed, will give flexibility to the Directors to issue new ordinary shares up to an amount not exceeding 10% of the issued share capital of the Company without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the shareholders of the Company at a subsequent general meeting, expires at the next Annual General Meeting of the Company. As at the date of this Notice, no new shares have been issued pursuant to the mandate obtained at the 16th Annual General Meeting of the Company held on 9 July 2015, and accordingly no proceeds were raised.

##### 3. Ordinary Resolution – Item 6 of the Agenda

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to purchase up to ten per cent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained profits and share premium of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next AGM of the Company.

Further information on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back Authority is set out in the Share Buy-Back Statement to Shareholders of the Company which is dispatched together with the Company's 2016 Annual Report.