



XIN HWA HOLDINGS BERHAD

(Company No.1032102-P)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Xin Hwa Holdings Berhad (“XHH” or “the Company”) will be held at the D’ Paragon 3, Level 1, Grand Paragon Hotel Johor Bahru, 18 Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor Darul Takzim on Friday, 16 December 2016 at 11.00 a.m., or at any adjournment for the purpose of considering and, if thought fit, passing the following Ordinary Resolution, with or without modifications:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF 36,000,000 NEW ORDINARY SHARES OF RM0.50 EACH IN XHH (“XHH SHARE(S)”) (“BONUS SHARE(S)”) TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FIVE (5) EXISTING XHH SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)

“**THAT** subject to the approval of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company (“Board”) to increase the issued and paid-up share capital of the Company by way of a bonus issue of 36,000,000 new ordinary shares of RM0.50 each in the Company (“XHH Share(s)”) (“**Bonus Share(s)**”) by capitalising a sum of RM18,000,000.00 from the Company’s share premium and retained profits accounts as set out in the Circular to shareholders of the Company dated 30 November 2016 and that the same be applied in making payment in full for the Bonus Shares to be issued and credited as fully paid-up to the registered shareholders whose names appear in the Company’s Record of Depositors as at the close of business on an entitlement date to be determined by the Board and announced later on the basis of one (1) Bonus Share for every five (5) existing XHH Shares held (“**Proposed Bonus Issue**”);

THAT fractional entitlements of the Bonus Shares, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient, and in the best interest of the Company;

THAT such Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing issued and paid-up share capital of the Company, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date is before the allotment date of the Bonus Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interests of the Company.”

By Order of the Board

SEOW FEI SAN
MOK MEE KEE
Company Secretaries

Petaling Jaya
30 November 2016

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 8 December 2016 be regarded as members and entitled to attend, speak and vote at the meeting.
2. A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of proxy.
3. The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for the holding of the meeting or at any adjournment thereof.
4. A member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the same meeting.
5. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
6. In the case of an individual, the instrument appointing a proxy must be signed by the appointer or his/her attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be executed under its common seal or under the hand of its attorney.
7. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositors) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
8. 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.