



XIDELANG HOLDINGS LTD

(Bermuda Company No. 43136)

(Incorporated as an exempted Company in Bermuda under the Companies Act 1981 of Bermuda)

(Malaysian Foreign Company No. 995210-W)

(Registered as a Foreign Company in Malaysia under the Companies Act 1965 of Malaysia)

NOTICE OF THE NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Dewan Putra Perdana 1, Level 1, Pulse Grande Hotel, Taman Putra Perdana, Presint 1, 62000 Wilayah Persekutuan, Putrajaya, Malaysia on Wednesday, 20 June 2018 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business:-

1. To receive the Audited Financial Statements of the Company and of the Group and the Reports of the Directors and the Auditors thereon for the financial year ended 31 December 2017. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors' fees of RMB456,000 for the financial year ended 31 December 2017. *(Ordinary Resolution 1)*
3. To approve the payment of Directors' Benefits of up to RMB100,000 for the period from 1 January 2018 until the Tenth Annual General Meeting. *(Ordinary Resolution 2)*
4. To re-elect the following Directors who retire pursuant to Bye-Law 86 of the Company's Bye-Laws:
 - 4.1 Ding PengWan *(Ordinary Resolution 3)*
 - 4.2 Zhu GuoHe *(Ordinary Resolution 4)*
5. To appoint Messrs Afrizan Tarmili Khairul Azhar (AF 1300) as Auditors of the Company, in place of the retiring Auditors, Messrs BDO and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 5) [Please refer to Explanatory Note 2]*

As Special Business:-

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

6. Proposed Continuation in Office as Independent Non-Executive Directors

- 6.1 “THAT Wong Yoke Nyen, who has served the Board as Independent Non-Executive Director of the Company for a cumulative term close to nine (9) years since 21 July 2009 be hereby retained as an Independent Non-Executive Director of the Company.”; *(Ordinary Resolution 6) [Please refer to Explanatory Note 3]*
- 6.2 “THAT subject to the passing of the Ordinary Resolution 4, Zhu GuoHe, who has served the Board as Independent Non-Executive Director of the Company for a cumulative term close to nine (9) years since 18 August 2009 be hereby retained as an Independent Non-Executive Director of the Company.”; and *(Ordinary Resolution 7) [Please refer to Explanatory Note 3]*
- 6.3 “THAT Woon Yeow Thong, who has served the Board as Independent Non-Executive Director of the Company for a cumulative term close to nine (9) years since 4 September 2009 be hereby retained as an Independent Non-Executive Director of the Company.”. *(Ordinary Resolution 8) [Please refer to Explanatory Note 3]*

7. Proposed Renewal of Authority for Xidelang Holdings Ltd to Purchase its own Shares Pursuant to the Prevailing Laws, Main Market Listing Requirements and Bye-Laws (“Proposed Renewal of Share Buy-Back Authority”) *(Ordinary Resolution 9)*

“THAT subject always to the provisions of the Bye-Laws of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of USD0.04 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits and share premium; and

- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends.

THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to the Bye-Laws and the Prevailing Laws; or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier;

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991 of Malaysia, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares or to resell the shares or distribute the shares as dividends) in accordance with the Bermuda Companies Act, 1981, the provisions of the Bye-Laws of the Company and the requirements and/or guidelines of Main Market Listing Requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities."

8. Authority to Issue Shares

*(Ordinary
Resolution 10)*

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to the Company's Bye-law 12 to issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem

fit, PROVIDED THAT the aggregate number of new ordinary shares to be issued during the preceding 12 months pursuant to this resolution does not exceed ten per centum (10%) of the total issued share capital of the Company and that such authority shall unless revoked or varied by an ordinary resolution by the shareholders of the Company in general meeting commence upon the passing of this resolution until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors are further authorised to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution.”

9. Other Matter

To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Company’s Bye-Laws and Bermuda Companies Act 1981.

**BY ORDER OF THE BOARD
XIDELANG HOLDINGS LTD**

**Secretarius Services Sdn Bhd
Conyers Corporate Services (Bermuda) Limited**
Company Secretaries

Kuala Lumpur
22 May 2018

Notes:-

- i. A member 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 at least one (1) proxy 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.*

XIDELANG HOLDINGS LTD

- 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 appointer 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 or alternatively, at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting i.e. on or before 10.00 a.m., Monday, 18 June 2018 or any adjournment thereof.*
- vi. *Only members whose names appear in the Record of Depositors as at 13 June 2018 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.*

Explanatory Notes:-

1. *Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2017*

The Agenda item is meant for discussion only as the provision of Section 84 of the Bermuda Companies Act, 1981 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

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

In conjunction with good corporate governance of revisiting the appointment of the Company's Auditors from time to time, the Company had on 11 April 2018 received a letter dated 11 April 2018 from Messrs BDO, stated that Messrs BDO would not seek for re-appointment as Auditors of the Company and shall retire from the office after the conclusion of the Ninth Annual General Meeting.

In view thereof, the Board and Audit Committee after considered Messrs Afrizan Tarmili Khairul Azhar's profile, resources, experience, fee and engagement proposal as well as the size and complexity of the Group's operations and recommended the nomination of Messrs Afrizan Tarmili Khairul Azhar as Auditors of the Company.

Messrs Afrizan Tarmili Khairul Azhar has given their consent to act as Auditors of the Company and their appointment is subject to the approval of the shareholders at the forthcoming Annual General Meeting. If approved, they shall hold office until the conclusion of the next Annual General Meeting of the Company.

3. *Item 6 of the Agenda – Ordinary Resolutions 6, 7 and 8*

The Proposed Continuation in Office as Independent Non-Executive Directors is pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance.

For the purpose of determining the eligibility of the Independent Non-Executive Directors ("ID") of the Company to retain the office of ID, the Nomination Committee and Board have assessed each of the ID by considered the followings:-

- a) *The level of contribution to the Board deliberation through his qualification, skills, and experience; and*
- b) *The level of independence demonstrated by the ID and his ability to act in the best interest of the Company in decision-making.*

XIDELANG HOLDINGS LTD

The Nomination Committee and Board are of the opinion that despite the ID may have served the Company for a cumulative period of close to nine (9) year, they still uphold high level of independency in performing their duties.

Each of the ID had abstained from deliberations or voting pertaining to his own independence at the Nomination Committee and Board levels.

4. Item 7 of the Agenda – Ordinary Resolution 9

The proposed resolution, if passed, will allow the Company to purchase its own shares up to 10% of the total issued and paid-up capital of the Company by utilising the funds allocated which shall not exceed the earnings and/or share premium of the Company. Please refer to the Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority enclosed with the Notice of Ninth Annual General Meeting of the Company for further details.

5. Item 8 of the Agenda – Ordinary Resolution 10

The proposed resolution is primarily to give flexibility to the Board of Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Eighth Annual General Meeting held on 20 June 2017 and which will lapse at the conclusion of the Ninth Annual General Meeting.

The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital, acquisition and/or for issuance of shares as settlement of purchase consideration.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Statement prior its issuance as it is an exempted statement pursuant to the provision of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

Definitions

Except where the context otherwise requires, the following definitions shall apply throughout this Statement:

“AGM”	:	Annual General Meeting of XiDeLang Holdings Ltd (“ XiDeLang ”)
“Board”	:	The Board of Directors of XiDeLang
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (635998-W)
“CEO”	:	Chief Executive Officer
“China”	:	The People’s Republic of China
“Code”	:	Malaysian Code on Take-Overs and Mergers 2016, as amended from time to time and include any re-enactment thereof
“CMSA”	:	Capital Markets and Services Act 2007 of Malaysia
“Director(s)”	:	Has the meaning given in Section 2(1) of the CMSA
“EPS”	:	Earnings per share
“FYE”	:	Financial year ended 31 December
“HongPeng International”	:	HongPeng International Holdings Ltd (British Virgin Island Company No.: 1526675), incorporated in British Virgin Island
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, including any amendment that may be made from time to time
“LPD”	:	14 May 2018, being the latest practicable date prior to the printing of this Statement
“Major Shareholder”	:	A person who has an interest or interests in one or more voting shares in a company and the nominal amount of the share, or the aggregate of the nominal amounts of those shares, is: <ol style="list-style-type: none">a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the company; orb) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the company where such person is the largest shareholder of the company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

Definitions (cont'd)

“NA”	:	Net assets
“Prevailing Laws”	:	Bermuda Companies Act, 1981, Malaysian Companies Act, 2016 and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities including but not limited to the Listing Requirements
“Proposed Renewal of Share Buy-Back Authority”	:	Proposed renewal of existing authority for XiDeLang to carry out the Proposed Share Buy-Back
“Proposed Share Buy-Back”	:	Proposed authority for the Company to purchase its own shares up to 10% of its issued and paid-up share capital
“Purchased Shares”	:	Shares purchased pursuant to the Proposed Share Buy-Back
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“RMB” and “RMB cents”	:	PRC Renminbi and cents respectively
“Share(s)”	:	Ordinary share(s) of USD0.04 each in the capital of XiDeLang
“US”	:	United States of America
“USD” and “US cents”	:	US Dollar and cents respectively
“Warrants 2015”	:	Warrants issued by the Company on 3 July 2015 and are expiring on 2 July 2018, constituted by the deed poll dated 17 June 2015 and varied and amended by a supplemental deed poll dated 27 April 2016
“XiDeLang” or “Company”	:	XiDeLang Holdings Ltd (Bermuda Company Registration No. 43136) (Malaysian Foreign Company Registration No. 995210-W), incorporated in Bermuda as an exempted company under the Bermuda Companies Act, 1981 and registered as a foreign company in Malaysia under the Malaysian Companies Act, 1965
“XiDeLang Group” or “Group”	:	XiDeLang and its subsidiary companies as defined in Section 86 of the Bermuda Companies Act, 1981.

Words incorporate the singular shall, where applicable, include the plural and vice versa and words incorporate the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Statement shall be a reference to Malaysian time, unless otherwise stated.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

1. INTRODUCTION

The Board had, during the Company's Eighth AGM held on 20 June 2017 obtained the approval of its shareholders to purchase up to 10% of the Company's total issued and paid-up share capital as at the point of purchase. In accordance with the Listing Requirements governing the purchase of own shares by a listed company, the aforesaid approval will continue in force until the conclusion of the Company's forthcoming AGM which will be held on Wednesday, 20 June 2018 at 10.00 a.m..

In connection thereto, the Company had on 11 April 2018 announced its intention to seek the shareholders' approval for the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM of the Company.

The purpose of this Statement is to provide shareholders with the details of the Proposed Renewal of Share Buy-Back Authority and to seek the shareholders' approval for the ordinary resolution pertaining thereto to be tabled at the forthcoming AGM. Notice of the AGM and the Form of Proxy are circulated together with this Statement.

SHAREHOLDERS OF XIDELANG ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

2.1 Details of the Proposed Renewal of Share Buy-Back Authority

The Board proposes to seek approval from the shareholders for a renewal of authorisation to enable XiDeLang to purchase up to 10% of the issued and paid-up share capital of the Company quoted on the Main Market of Bursa Securities as at the point of purchase.

The Proposed Renewal of Share Buy-Back Authority shall be effective upon the passing of the ordinary resolution in the forthcoming AGM until:

- a) the conclusion of the next AGM of the Company at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to the Bye-Laws and the Prevailing Laws; or
- c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;

whichever occurs first.

The shareholders' approval for the Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares. However, it will further allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.2 Quantum

The maximum aggregate number of Shares, which may be purchased by the Company and/or hold as treasury shares shall not exceed 10% of the total issued and paid-up share capital of the Company at the point of purchase.

If the existing Warrants 2015 are exercised during the validity period, the maximum number of shares that can be purchased and/or hold may change from time to time during the validity period of the authority as detailed in Section 2.11 of this Statement, depending on XiDeLang enlarged issued and paid-up share capital at the time of purchase of its own Shares.

The actual number of Shares to be purchased will depend on market conditions and sentiments of Bursa Securities as well as the retained profits, share premium and financial resources available to the Company at the time of the purchase.

As at the LPD, the issued and paid-up share capital of XiDeLang is USD54,092,309.60 comprising 1,352,307,740 ordinary shares of USD0.04 each (including 250 treasury shares and assuming the 250 treasury shares are resold in the market). The Proposed Renewal of Shares Buy-Back Authority will enable XiDeLang to purchase up to 135,230,774 Shares (including 250 treasury shares and assuming the 250 treasury shares are resold in the market), representing up to 10% of the issued and paid-up share capital of XiDeLang.

2.3 Pricing

Pursuant to Paragraph 12.17 of the Listing Requirements, the Company may only purchase its own shares at a price which is not more than 15% above the weighted average market price ("WAMP") of the Shares for the five (5) market days immediately preceding the date of the purchase(s).

According to Paragraph 12.18 of the Listing Requirements, the Company may resell the Purchased Shares held as treasury shares at:

- (i) a price which is not less than the WAMP for the shares for the five (5) market days immediately prior to the resale(s); or
- (ii) a discounted price of not more than 5% of the WAMP for the Shares for the five (5) market days immediately prior to the resale provided that the resale takes place no earlier than 30 days from the date of purchase and the resale price is not less than the cost of purchase of the shares being resold.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.4 Funding

The maximum amount of funds to be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits and/or share premium account of the Company.

Based on the latest audited financial statements of XiDeLang as at 31 December 2017, the Company's audited retained earnings and share premium account stood at RMB71,646,000 (equivalent to RM44,707,104[#]) and RMB15,087,000 (equivalent to RM9,414,288[#]) respectively.

The funding for the Proposed Renewal of Share Buy-Back Authority will be made from internally generated funds of the Company and/or borrowings. The actual amount of borrowings will depend on the financial resources available at the time of purchase(s). The Proposed Renewal of Share Buy-Back Authority will reduce the cash flows of the Company by an amount equivalent to the purchase price of XiDeLang Shares and the actual number of XiDeLang Shares bought-back. Therefore, the Company will ensure that sufficient funds are available to effect the Proposed Renewal of Share Buy-Back Authority.

There is no restriction on the type of funds which may be utilised for the Proposed Renewal of Share Buy-Back Authority so long as it is backed by an equivalent amount of retained earnings and/or share premium account of the Company. In the event that the Company intends to purchase its own shares using bank borrowings, the Board shall ensure that the Company shall have sufficient funds to repay the bank borrowings and interest expense and that the repayment would not have any material effect on the cash flows of the Company.

Note

[#] Based on the exchange rate as at the LPD i.e. RMB1 : RM0.6240

2.5 Ranking and Treatment of Purchased Shares

Pursuant to the Prevailing Laws, the Directors of the Company may deal with the Purchased Shares in the following manners:

- i. cancel the Purchased Shares; or
- ii. retain the Purchased Shares as treasury shares held by the Company; or
- iii. retain part of the Purchased Shares as treasury shares and/or cancel the remainder.

The Purchased Shares held as treasury shares may be distributed as share dividends to the shareholders of XiDeLang and/or resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or subsequently cancelled.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.5 Ranking and Treatment of Purchased Shares (cont'd)

It is the present intention of the Board to retain the Purchased Shares as treasury shares and subsequently resell them on Bursa Securities if the opportunity arises for the Company to realise gains from the resale on Bursa Securities. However, the Board may distribute the Purchased Shares as share dividends, which will depend on the availability of, amongst others, retained profits, share premium and tax credits of the Company, or cancel the Purchased Shares if the Board decides to change the capital structure of the Company.

While the Purchased Shares are held as treasury shares, the rights attached to these Shares as to voting, dividends and participation in other distribution or otherwise, will be suspended and the treasury shares shall not be taken into account in calculating the number or percentage of Shares, or of a class of Shares in the Company for any purpose including major shareholdings, takeovers, notices, requisitioning of meetings, quorum for a meeting and the results of votes on resolutions at a meeting.

2.6 Public Shareholding Spread

The Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with the Prevailing Laws at the time of the purchase including compliance with 25% public shareholding spread as required under Paragraph 8.02(1) of the Listing Requirements.

The public shareholding spread of the Company as at the LPD was 66.72%. The Company will endeavour to ensure that the Proposed Renewal of Share Buy-Back Authority will not breach Paragraph 12.14 of the Listing Requirements, which states that a listed company must not purchase its own Shares on Bursa Securities if the purchase(s) will result in the listed company being in breach of Paragraph 8.02(1) of the Listing Requirements.

2.7 Potential Advantages and Disadvantages

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (i) Allow the Company to take preventive measures against speculations, particularly when its shares are undervalued which would in turn stabilise the market price of Shares and hence, enhance investors' confidence;
- (ii) Allow the Company the flexibility in attaining its desired capital structure in terms of the debt and equity composition and the size of equity; and
- (iii) If the treasury shares are distributed as dividends by the Company, it may then serve to reward the shareholders of the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.7 Potential Advantages and Disadvantages (cont'd)

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (i) The Proposed Renewal of Share Buy-Back Authority will reduce the financial resources of the Group and may result in the Group foregoing better investment opportunities that may emerge in the future; and
- (ii) As the Proposed Renewal of Share Buy-Back Authority can only be made out of the retained profits and share premium account of the Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

Nevertheless, the Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages to the Company and its shareholders, as any share buy-back will be undertaken only after in-depth consideration of the financial resources of XiDeLang and the resultant impact on its shareholders. The Board, in exercising any decision in implementing the Proposed Share Buy-Back, will be mindful of the interests of the Company and its shareholders.

2.8 Implication of the Code

Pursuant to Rule 4 of the Code, in the event the Proposed Share Buy-Back results in any major shareholder and/or persons acting in concert with him/her:

- (a) obtains controls in the Company; or
- (b) who already holds more than thirty-three per centum (33%) but not more than fifty per centum (50%) of the voting shares or voting rights in XiDeLang, increases his/her holding of the voting shares or voting rights of the Company by more than two per centum (2%) in any six (6) months period,

the affected major shareholder and/or persons acting in concert with him/her will be obliged to make a mandatory offer for the remaining XiDeLang Shares not held by him/her.

The direct shareholding of HongPeng International as at the LPD is approximately 33.28% of the issued and paid-up share capital of XiDeLang. In the event that the Proposed Share Buy-Back of up to approximately 10% is carried out in full and the shares purchased are cancelled, the shareholding of HongPeng International would increase to approximately 36.97% of the issued and paid-up share capital of the Company if the number of Shares held by HongPeng International remain unchanged. Pursuant to the Code, HongPeng International will be obliged to undertake a mandatory general offer for the remaining XiDeLang Shares not already held. HongPeng International is expected to make an application to Securities Commission Malaysia for waiver from implementing a mandatory general offer as required by the Code before triggering the obligation for mandatory general offer.

The Board is aware and will be mindful of the implications of the Code when making any purchase of XiDeLang Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.9 Rationale for the Proposed Renewal of Share Buy-Back Authority

The procurement of the shareholders' approval for the Proposed Renewal of Share Buy-Back Authority would enable the Company to purchase Shares when appropriate and at prices which the Board views favourable.

The Proposed Renewal of Share Buy-Back Authority may enable the Company to utilise any of its surplus financial resources to purchase its own shares from the market. It may stabilise the supply and demand of Shares traded on the Main Market of Bursa Securities and thereby support its fundamental value.

The Proposed Renewal of Share Buy-Back Authority, if exercised, will enhance the EPS of XiDeLang Group as a result of a lower number of shares being taken into account for the purpose of computing the EPS, if the Purchased Shares are held as treasury shares or cancelled, which in turn is expected to have a positive impact on the market price of the Shares.

XiDeLang may utilise the treasury shares as future dividend pay-out to XiDeLang shareholders and/or for resale in the market should opportunities arise in the future.

2.10 Purchase, Resale and/or Cancellation of Treasury Shares Made During the Financial Year Ended 31 December 2017

The Company did not purchase, resell and/or cancel any treasury shares during the financial year ended 31 December 2017. As at the LPD, the total number of treasury shares held by the Company is 250 Shares.

The monthly highest and lowest market price of XiDeLang Shares as traded on Bursa Securities for the past 12 months and the last transacted price as at the LPD are as follows:

	High RM	Low RM
<u>2017</u>		
May	0.325 #	0.030
June	0.300	0.245
July	0.280	0.215
August	0.270	0.230
September	0.310	0.245
October	0.315	0.275
November	0.300	0.270
December	0.305	0.270
<u>2018</u>		
January	0.305	0.150 ^
February	0.210	0.160
March	0.190	0.145
April	0.155	0.120
Last transacted price as at the LPD (RM)	0.140	

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.10 Purchase, Resale and/or Cancellation of Treasury Shares Made During the Financial Year Ended 31 December 2017 (cont'd)

The monthly highest and lowest market price of XiDeLang Shares as traded on Bursa Securities for the past 12 months and the last transacted price as at the LPD are as follows (cont'd):

Remark:

Adjusted pursuant to the consolidation of every 4 ordinary shares of USD0.01 each in the authorised and issued share capital of the Company into 1 ordinary share of USD0.04, which was completed on 18 May 2017.

^ *Adjusted pursuant to the bonus issue of 1 Bonus Share for every 1 existing Share held on 10 January 2018, which was completed on 11 January 2018.*

2.11 Financial Effect of the Proposed Renewal of Share Buy-Back Authority

The pro forma effects of the Proposed Renewal of Share Buy-Back Authority are based on the following assumptions:

(i) Minimum Scenario

Assuming that none of the outstanding Warrants 2015 of the Company as at the LPD are exercised into new Shares prior to the Company purchasing its own shares representing approximately ten percent (10%) of its issued and paid-up share capital and such Shares purchased are cancelled or alternatively be retained as treasury shares or both.

(ii) Maximum Scenario

Assuming that all of the outstanding Warrants 2015 of the Company as at the LPD are exercised into new Shares prior to the Company purchasing its own shares representing approximately ten percent (10%) of its issued and paid-up share capital and such Shares purchased are cancelled or alternatively be retained as treasury shares or both.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.11 Financial Effect of the Proposed Renewal of Share Buy-Back Authority (cont'd)

(a) Issued and Paid-Up Share Capital

In the event that the Proposed Renewal of Share Buy-Back Authority is implemented in full and all the Shares purchased are subsequently cancelled, the pro forma effects of the Proposed Renewal of Share Buy-Back Authority on the issued and paid-up share capital of the Company as at the LPD are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of shares	Share Capital (USD)	No. of shares	Share Capital (USD)
		Share Capital (RM)		Share Capital (RM)
Issued and paid-up share capital as at the LPD	1,352,307,740 ^(b)	54,092,309.60	1,352,307,740 ^(b)	54,092,309.60
Assuming full exercise of outstanding Warrants 2015	-	-	436,051,560 ^(c)	17,442,062.40
Maximum number of the Company's Shares that may be purchased pursuant to the Proposed Renewal of Share Buy-Back Authority	1,352,307,740 (135,230,774)	54,092,309.60 (5,409,230.96)	1,788,359,300 (178,835,930)	71,534,372.00 (7,153,437.20)
	1,217,076,966	48,683,078.64	1,609,523,370	64,380,934.80
		192,541,576.02		254,626,597.13

Notes

(a) Translated based on the exchange rate as at the LPD i.e. USD1 : RM3.9550.

(b) Including a total of 250 treasury shares held by the Company as at the LPD and assuming the 250 treasury shares are resold in the market.

(c) Total number of shares resulting from the exercise and conversion of Warrants 2015 outstanding as at the LPD.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.11 Financial Effect of the Proposed Renewal of Share Buy-Back Authority (cont'd)

(a) Issued and Paid-Up Share Capital (cont'd)

However, in the event that all the Shares bought back are retained as treasury shares, resold or distributed as share dividends to shareholders, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the issued and paid-up share capital of XiDeLang.

(b) NA

The effect of the Proposed Renewal of Share Buy-Back Authority on the consolidated NA of XiDeLang Group will depend on the purchase price of the XiDeLang Shares, the number of Shares purchased, the effective funding cost of XiDeLang Group to finance the share buy-back, if any, or loss in interest income to the Group, and whether the Purchased Shares are cancelled, retained as treasury shares, resold on Bursa Securities or distributed as share dividends to shareholders.

If all the Purchased Shares are cancelled, the Proposed Renewal of Share Buy-Back Authority would reduce the NA per share of XiDeLang Group if the purchase price of each Purchased Share exceeds the NA per share at the relevant point in time, and vice versa.

The NA of XiDeLang Group would decrease if the Purchased Shares are retained as treasury shares due to the requirement for treasury shares to be carried at cost and to be offset against equity, resulting in a decrease in the NA of XiDeLang Group by the cost of the treasury shares.

If the treasury shares are resold through Bursa Securities, the NA of XiDeLang Group would increase if the Company realises a gain from resale, and vice versa. If the treasury shares are distributed as share dividends, the NA of XiDeLang Group would decrease by the cost of the treasury shares.

(c) Working Capital

The Proposed Renewal of Share Buy-Back Authority is likely to reduce the working capital of XiDeLang, the quantum of which depends on the purchase price(s) and the number of Shares purchased. Nevertheless, the Board is mindful of the interest of XiDeLang and its shareholders in undertaking the Proposed Renewal of Share Buy-Back Authority and will assess the working capital needs of XiDeLang prior to any purchase of Shares.

(d) Earnings and EPS

The effect of the Proposed Renewal of Share Buy-Back Authority on the EPS of XiDeLang Group will depend on the purchase price of the Shares, the number of Shares purchased and the effective funding cost, if any, or any loss in interest income to the Group.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.11 Financial Effect of the Proposed Renewal of Share Buy-Back Authority (cont'd)

(d) Earnings and EPS (cont'd)

Assuming that the Purchased Shares are retained as treasury shares and subsequently resold, the effects on the EPS of XiDeLang Group will depend on the actual selling price, the number of the treasury shares resold and the effective gain or interest savings arising from the exercise.

If the Purchased Shares are retained as treasury shares or cancelled immediately, the Proposed Renewal of Share Buy-Back Authority will increase the EPS of XiDeLang Group provided that the income foregone and interest expenses incurred on the Purchased Shares is less than the EPS before the share buy-back.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.11 Financial Effect of the Proposed Renewal of Share Buy-Back Authority (cont'd)

(e) Directors' and Substantial Shareholders' Shareholdings

The following tables illustrate the pro forma effects of the full implementation of the Proposed Renewal of Share Buy-Back Authority on the directors' and substantial shareholders' shareholdings respectively, based on the Registers of Directors' Shareholdings and Substantial Shareholders' Shareholdings as at the LPD:

(i) Minimum Scenario

	Existing shareholdings as at the LPD			Full implementation of the Proposed Renewal of Share Buy-Back Authority		
	Direct Interest No. of Shares	Indirect Interest No. of Shares	% (a)	Direct Interest No. of Shares	Indirect Interest No. of Shares	% (b)
Directors						
Ding LiHong ("DLH")	-	-	-	-	-	-
Ding PengPeng ("DPP") #	-	450,000,000	33.28	-	450,000,000	36.97
Ding PengWan ("DPW")	-	-	-	-	-	-
Lin YingYu ("LYY")	-	-	-	-	-	-
Dato' Mohamed Nazim	-	-	-	-	-	-
Bin Abdul Razak ("Dato")	-	-	-	-	-	-
Zhu GuoHe ("ZGH")	-	-	-	-	-	-
Wong Yoke Nyen ("WYN")	-	-	-	-	-	-
Woon Yeow Thong ("WYT")	-	-	-	-	-	-
Substantial Shareholders						
HongPeng International	450,000,000	-	33.28	450,000,000	-	36.97
Ding PengPeng ("DPP") #	-	450,000,000	33.28	-	450,000,000	36.97

Notes

- (a) Based on the issued and paid-up share capital of the Company comprising 1,352,307,740 Shares as at the LPD (including 250 shares held as treasury shares as at the LPD and assuming the 250 treasury shares are resold in the market).
- (b) Based on the issued and paid-up share capital of the Company comprising 1,217,076,966 Shares after full implementation of the Proposed Renewal of Share Buy-Back Authority and assuming all the Shares purchased are subsequently cancelled.
- # Deemed interested by virtue of his substantial shareholdings in HongPeng International.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.11 Financial Effect of the Proposed Renewal of Share Buy-Back Authority (cont'd)

(e) Directors' and Substantial Shareholders' Shareholdings (cont'd)

(ii) Maximum Scenario

	Existing shareholdings as at the LPD		Assuming full exercise of the outstanding Warrants 2015	
	Direct Interest No. of Shares	Indirect Interest No. of Shares	Direct Interest No. of Shares	Indirect Interest No. of Shares
	% (a)	% (a)	% (b)	% (b)
Directors				
DLH	-	-	-	-
DPP #	-	450,000,000	-	450,000,000
DPW	-	-	-	-
LYY	-	-	-	-
Dato	-	-	-	-
ZGH	-	-	-	-
WYN	-	-	-	-
WYT	-	-	-	-
Substantial Shareholders				
HongPeng International	450,000,000	-	450,000,000	-
DPP #	33.28	33.28	25.16	25.16

Notes

(a) Based on the issued and paid-up share capital of the Company comprising 1,352,307,740 Shares as at the LPD (including 250 shares held as treasury shares as at the LPD and assuming the 250 treasury shares are resold in the market).

(b) Based on the issued and paid-up share capital of the Company comprising 1,788,359,300 Shares after taking into consideration the issuance of 436,051,560 new Shares arising from the full exercise of Warrants 2015 (including 250 Shares held as treasury shares as at the LPD and assuming the 250 treasury shares are resold in the market).

Deemed interested by virtue of his substantial shareholdings in HongPeng International.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.11 Financial Effect of the Proposed Renewal of Share Buy-Back Authority (cont'd)

(e) Directors' and Substantial Shareholders' Shareholdings (cont'd)

(ii) Maximum Scenario (cont'd)

	(2)		After (1) and assuming full implementation of Proposed Renewal of Share Buy-Back Authority	
	Direct Interest No. of Shares	% ^	Indirect Interest No. of Shares	% ^
<u>Directors</u>				
DLH	-	-	-	-
DPP #	-	-	450,000,000	27.96
DPW	-	-	-	-
LYY	-	-	-	-
Dato	-	-	-	-
ZGH	-	-	-	-
WYN	-	-	-	-
WYT	-	-	-	-
<u>Substantial Shareholders</u>				
HongPeng International	450,000,000	27.96	-	-
DPP #	-	-	450,000,000	27.96

Notes

^ Based on the issued and paid-up share capital of the Company comprising 1,609,523,370 Shares after full implementation of the Proposed Renewal of Share Buy-Back Authority and assuming all the Shares purchased are subsequently cancelled.
Deemed interested by virtue of his substantial shareholdings in HongPeng International.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

2.11 Interest of Directors, Substantial Shareholders and/or Persons Connected to Them

Save for the proportionate increase in the percentage of shareholdings and voting rights as shareholders of the Company as a consequence of the Proposed Renewal of Share Buy-Back Authority (which all other shareholders of the Company are similarly entitled to), none of the Directors and/or substantial shareholders of XiDeLang and/or persons connected to them, has any interest, direct and indirect, in the Proposed Renewal of Share Buy-Back Authority or resale of treasury shares, if any.

3. APPROVALS REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval being obtained from the shareholders of XiDeLang at the forthcoming AGM to be convened.

4. DIRECTORS' STATEMENT AND RECOMMENDATION

The Directors have considered all aspects of the Proposed Renewal of Share Buy-Back Authority and are of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company and its shareholders.

Accordingly, the Directors recommend that the shareholders vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming AGM to be convened.

5. FURTHER INFORMATION

The resolution pertaining to the Proposed Renewal of Share Buy-Back Authority is enclosed in the Notice of the AGM.

Shareholders are advised to refer to the attached Appendix for further information.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

APPENDIX – PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Directors of XiDeLang, who collectively and individually, accept full responsibility for the accuracy of the information contained in this Statement and confirm that, after making all reasonable enquiries to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company in Malaysia located at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia:

- (a) Memorandum and Articles of Association of XiDeLang; and
- (b) The audited consolidated financial statements of XiDeLang for the FYE 2016 and 2017.

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STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PROPOSED RE-ELECTION OF DIRECTORS

Details of the Directors standing for re-election are set out in the Profile of the Board of Directors contained in the Company's Annual Report 2017.

PROPOSED RENEWAL OF THE AUTHORITY FOR DIRECTORS TO ISSUE SHARES

The details of the proposed renewal of the authority for Directors to issue shares in the Company pursuant to the Company's Bye-law 12, and in accordance with Paragraph 6.03(3) of the Listing Requirements of Bursa Securities, are set out in the Explanatory Note on Item 8 of the Agenda – Ordinary Resolution 10 contained in the Notice of the AGM.

XIDELANG HOLDINGS LTD (Bermuda Company No. 43136)

Bermuda Registered Office

Clarendon House
2 Church Street
Hamilton HM11
Bermuda
Tel : +1 (441) 295 1422
Fax : +1 (441) 292 4720

Head Office

Hongpeng Building, Yangguang
East Road,
Jinjiang City
Fujian Province
People's Republic of China
Tel : +86 (595) 8507 9666
Fax : +86 (595) 8677 7222



Date: 14 May 2018

Afrizan Tarmili Khairul Azhar (AF 1300)

No. 2, Jalan Rampai Niaga 2
Rampai Business Park
53300 Kuala Lumpur
Malaysia

Dear Sir,

RE : NOTIFICATION FOR APPOINTMENT OF AUDITORS

On behalf of the Board of Directors, we are pleased to nominate your firm, Messrs **Afrizan Tarmili Khairul Azhar (AF 1300)**, for appointment as the Company's new auditors for the financial year ending 31 December 2018 in place of the retiring Auditors, Messrs BDO.

In this connection, please let us have your consent to act as auditors of the Company for our further action.

Yours sincerely,

Ding PengWan

Executive Director/Deputy Chief Executive Officer
cum Chief Operating Officer



XIDELANG HOLDINGS LTD

(Bermuda Company No. 43136)

(Incorporated as an exempted Company in Bermuda under the Companies Act 1981 of Bermuda)

(Malaysian Foreign Company No. 995210-W)

(Registered as a Foreign Company in Malaysia under the Companies Act 1965 of Malaysia)

FORM OF PROXY

Number of shares held	
CDS Account No.	

.....
Telephone no. (During office hours)

I/We NRIC/ Passport/ Company No.....
(Full Name in Capital Letters)

of.....
(Full Address)

being a member(s) of **XIDELANG HOLDINGS LTD** (Incorporated in Bermuda under the Companies Act 1981 of Bermuda – Company No. 43136) (Registered as a Foreign Company in Malaysia under the Companies Act 1965 of Malaysia - Company No. 995210-W) hereby appoint NRIC/ Passport No.
(Full Name in Capital Letters)

of
(Full Address)

and/or failing him/her, NRIC/ Passport No.
(Full Name in Capital Letters)

of
(Full Address)

or the Chairman of the Meeting as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the Ninth Annual General Meeting of the Company to be held at Dewan Putra Perdana, 2 & Centre, Level 1, Pulse Grande Hotel, Taman Putra Perdana, Presint 1, 62000 Wilayah Persekutuan, Putrajaya, Malaysia on Wednesday, 20 June 2018 at 10.00 a.m. and at any adjournment thereof. The proxy is to vote in the manner indicated below, with an "X" in the appropriate spaces. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.



NO.	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	Approval of the payment of Directors' Fees of RMB456,000 for the financial year ended 31 December 2017.		
2.	Approval of the payment of Directors' Benefits of up to RMB100,000 for the period from 1 January 2018 until the Tenth Annual General Meeting.		
3.	Re-election of Ding PengWan who retires pursuant to the Company's Bye-Law 86.		
4.	Re-election of Zhu GuoHe who retires pursuant to the Company's Bye-Law 86.		
5.	Appointment of Messrs Afrizan Tarmili Khairul Azhar (AF 1300) as Auditors of the Company, in place of the retiring Auditors, Messrs BDO.		
6.	Retention of Wong Yoke Nyen as Independent Non-Executive Director of the Company.		
7.	Retention of Zhu GuoHe as Independent Non-Executive Director of the Company.		
8.	Retention of Woon Yeow Thong as Independent Non-Executive Director of the Company.		
9.	Proposed Renewal of Authority for Xidelang Holdings Ltd to Purchase its own Shares Pursuant to the Prevailing Laws, Main Market Listing Requirements and Bye-Laws.		
10.	Authority to Issue Shares.		

Dated this day of 2018

.....
Signature of Unit holder/Common Seal

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:-

Proxy	No. of units	Percentage (%)
1		
2		
Total		100

Notes:

- i. A member 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 at least one (1) proxy 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 appointer 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 or alternatively, at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting i.e. on or before *10.00 a.m., Monday, 18 June 2018* or any adjournment thereof.
- vi. Only members whose names appear in the Record of Depositors as at *13 June 2018* will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.



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AFFIX
STAMP

XIDELANG HOLDINGS LTD
(Malaysian Foreign Company No. 995210-W)
UNIT 30-01, LEVEL 30, TOWER A
VERTICAL BUSINESS SUITE
AVENUE 3, BANGSAR SOUTH
NO. 8, JALAN KERINCHI
59200 KUALA LUMPUR

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XIDELANG HOLDINGS LTD

(Bermuda Company No. 43136)

(Incorporated as an exempted company in Bermuda under the Companies Act 1981 of Bermuda)

(Malaysian Foreign Company No. 995210-W)

(Registered as a Foreign Company in Malaysia under the Companies Act 1965 of Malaysia)

Dear Shareholders,

Thank you for your continued support for XiDeLang Holdings Ltd ("XiDeLang"). We are pleased to present you the Annual Report of XiDeLang for the financial year ended 31 December 2017 ("Annual Report 2017") in CD-ROM.

The Annual Report 2017 is also available for download on Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

Should you require a printed copy of the Annual Report 2017, please complete the request form below and return to the address or fax to the facsimile number indicated below. We shall forward you a printed copy of the Annual Report 2017 via ordinary mail within four (4) working days upon receipt of your written request. Should you have any enquiries relating to the use of the electronic format or request for printed copy of the Annual Report 2017, please do not hesitate to contact our designated person, the details of which are as provided below:

Name : Mr. Eric Low
Email address : Eric.Low@my.tricorglobal.com
Contact No. : +603 – 2783 9267

Thank you.

REQUEST FORM FOR PRINTED COPY OF XIDELANG ANNUAL REPORT 2017

Kindly furnish me a printed copy of XiDeLang Annual Report 2017.

Name of shareholder : _____
NRIC No. / Passport No. / Company No. : _____
CDS Account No. : _____
Address : _____
: _____
: _____
: _____
: _____
Contact No. / Email Address : _____
Signature of Shareholder /
Company Stamp : _____

Mail or Facsimile to:

Tricor Investor & Issuing House Services Sdn. Bhd.

Unit 32-01, Level 32, Tower A

Vertical Business Suite, Avenue 3

Bangsar South, No. 8 Jalan Kerinchi

59200 Kuala Lumpur

Wilayah Persekutuan, Malaysia

Telephone No. : +603 – 2783 9299

Facsimile No. : +603 – 2783 9222



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AFFIX
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**THE SHARE REGISTRAR
TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD. (11324-H)**

UNIT 32-01, LEVEL 32, TOWER A
VERTICAL BUSINESS SUITE
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NO. 8, JALAN KERINCHI
59200 KUALA LUMPUR

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