


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 TENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting of the Company will be held at Irama 5 & Irama 6, The Everly Hotel Putrajaya, No. 1, Jalan Alamanda 2, Precint 1, 62000 Putrajaya, Malaysia, on Thursday, 20 June 2019 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business:-

- 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 2018. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees of RMB364,000 for the financial year ended 31 December 2018. (Ordinary Resolution 1)
- To approve the payment of Directors' Benefits of up to RMB100,000 for the period from Tenth Annual General Meeting until Eleventh Annual General Meeting. (Ordinary Resolution 2)
- To re-elect the following Directors who retire pursuant to Bye-Law 86 of the Company's Bye-Laws:
 - Ding LiHong (Ordinary Resolution 3)
 - Woon Yeow Thong (Ordinary Resolution 4)
 - Lin YingYu (Ordinary Resolution 5)
- To re-appoint Messrs Afriqzan Tarmili Khairul Azhar, as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 6)

As Special Business:-

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

- Proposed Continuation in Office as Independent Non-Executive Directors**
 - "THAT approval be and is hereby given to Mr Wong Yoke Nyen, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 7)
(Please refer to Explanatory Note 2)
 - "THAT approval be and is hereby given to Mr Zhu GuoHe, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 8)
(Please refer to Explanatory Note 2)
 - "THAT subject to the passing of the Ordinary Resolution 4, approval be and is hereby given to Mr Woon Yeow Thong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 9)
(Please refer to Explanatory Note 2)
- 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 10)
(Please refer to Explanatory Note 3)
"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:-
 - 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;
 - 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
 - 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.

Notes:-

- 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.
- 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.
- 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.
- 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 officer, attorney or other person duly authorised to sign the same.
- 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., Tuesday, 18 June 2019 or any adjournment thereof.
- Only members whose names appear in the Record of Depositors as at 11 June 2019 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.

Explanatory Notes:-

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2018**
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.
- Item 6 of the Agenda – Ordinary Resolutions 7, 8 and 9**
 - Ordinary Resolution 7 – Proposal for Mr Wong Yoke Nyen ("Mr Wong") to continue in office as Independent Non-Executive Director**
The Board of Directors ("Board") had via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Wong and recommended him to continue to serve as Independent Non-Executive Director of the Company based on the following justifications:-
 - He was appointed on 21 July 2009 as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. As such, he understands the Company's business operations and is able to participate and contribute actively during deliberations or discussions at meetings of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Board;
 - His vast experiences and exposure in the areas of auditing, accountancy, management consultancy and corporate finance work would enable him to contribute effectively to the Board;
 - He fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgment to the Board;
 - He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders; and
 - He has contributed sufficient time and efforts and attended all the meetings of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Board held during the financial year ended 31 December 2018 as well as meeting the Management, as and when required, for informed and balanced decision making.
 - Ordinary Resolution 8 – Proposal for Mr Zhu GuoHe ("Mr Zhu") to continue in office as Independent Non-Executive Director**
The Board of Directors ("Board") had via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Zhu and recommended him to continue to serve as Independent Non-Executive Director of the Company based on the following justifications:-
 - He was appointed on 18 August 2009 as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. As such, he understands the Company's business operations and is able to participate and contribute actively during deliberations or discussions at meetings of the Audit Committee, the Nomination Committee, the Remuneration Committee, the Risk Management Committee and the Board;
 - His vast experiences and exposure in the areas of advertising industry and advisory services to leading China sports goods companies would enable him to contribute effectively to the Board;
 - He fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgment to the Board;
 - He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders; and
 - He has contributed sufficient time and efforts and attended all the meetings of the Audit Committee, the Nomination Committee, the Remuneration Committee, the Risk Management Committee and the Board held during the financial year ended 31 December 2018 as well as meeting the Management, as and when required, for informed and balanced decision making.
 - Ordinary Resolution 9 – Proposal for Mr Woon Yeow Thong ("Mr Woon") to continue in office as Independent Non-Executive Director**
The Board of Directors ("Board") had via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Woon and recommended him to continue to serve as Independent Non-Executive Director of the Company based on the following justifications:-
 - He was appointed on 4 September 2009 as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. As such, he understands the Company's business operations and is able to participate and contribute actively during deliberations or discussions at meetings of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Board;
 - His vast experiences and exposure in the areas of commercial and corporate litigation, in particular corporate insolvency and restructuring would enable him to contribute effectively to the Board;
 - He fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgment to the Board;
 - He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders; and
 - He has contributed sufficient time and efforts and attended all the meetings of the Audit Committee, the Nomination Committee, the Remuneration Committee, and the Board held during the financial year ended 31 December 2018 as well as meeting the Management, as and when required, for informed and balanced decision making.
- Item 7 of the Agenda – Ordinary Resolution 10**
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 attached in the Circular to Shareholders of the Company dated 21 May 2019 for further details.
- Item 8 of the Agenda – Ordinary Resolution 11**
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 Ninth Annual General Meeting held on 20 June 2018 and which will lapse at the conclusion of the Tenth 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.
- Item 9 of the Agenda – Special Resolution**
The Proposed Amendments to Bye-Laws of the Company, if passed, will give authority to amend the Bye-Laws of the Company to be aligned with the Main Market Listing Requirements of Bursa Securities.
For details information on the Proposed Amendments to Bye-Laws of the Company, please refer to the Circular to Shareholders of the Company dated 21 May 2019.

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."

- Authority to Issue Shares** (Ordinary Resolution 11)
(Please refer to Explanatory Note 4)

"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."

- Proposed Amendments to Bye-Laws of the Company** (Special Resolution)
(Please refer to Explanatory Note 5)

"THAT the proposed amendments to the Bye-Laws of the Company be and are hereby approved with effect from the date of passing the Special Resolution AND THAT the Directors of the Company be and are hereby authorised to do all things and acts necessary to effect the amendments to the Bye-Laws of the Company."

- 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
Cyners Corporate Services (Bermuda) Limited
Company Secretaries

Kuala Lumpur
21 May 2019