



## XINGHE HOLDINGS BERHAD

(Company No. 643114-X)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of XingHe Holdings Berhad ("**Company**") will be held at Balai Tunku Abdul Rahman, The Royal Commonwealth Society, No. 4, Jalan Birah, Damansara Heights, 50490 Kuala Lumpur on Wednesday, 17 July 2019 at 9:30 a.m. or at any adjournment thereof to consider and if thought fit, to pass the following resolutions with or without modifications.

#### ORDINARY RESOLUTION 1

#### **PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF THE COMPANY AND ITS SUBSIDIARIES TO INCLUDE THE BUSINESS OF PRAWN AQUACULTURE AND PROCESSING OF MARINE SEAFOOD ("**PROPOSED DIVERSIFICATION**")**

**THAT**, subject to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approvals of all relevant authorities (if required) being obtained, approval be and is hereby granted to the Company and its subsidiaries ("**Group**") to diversify their principal activities to include prawn aquaculture and processing of marine seafood businesses;

**AND THAT** the Board of Directors ("**Board**") be and is hereby authorised to do all acts, deeds and things as are necessary to give effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in the best interest of the Group and in order to carry out, finalise and give full effect to the Proposed Diversification.

#### ORDINARY RESOLUTION 2

#### **PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE NOTES ("**NOTES**") WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM120 MILLION ("**PROPOSED NOTES ISSUE**")**

**"THAT**, subject to and conditional upon the passing of Ordinary Resolution 1 above and Special Resolution 1 below and approvals of all relevant authorities (if required) being obtained, approval be and is hereby granted to the Company to:

- (i) issue up to RM120 million nominal value of Notes, convertible into new shares in the Company ("**XingHe Shares**") at a conversion price to be determined in accordance with the terms and conditions of the subscription agreement dated 6 May 2019 entered into between the Company and Advance Opportunities Fund as subscriber in relation to the Proposed Notes Issue ("**Subscription Agreement**"); and
- (ii) allot and issue such number of new XingHe Shares pursuant to the conversion of the Notes, from time to time during the tenure of the Notes, credited as fully paid-up, to or to the order of the Notes in accordance with the terms and conditions of the Subscription Agreement;

**AND THAT** such new XingHe Shares to be issued arising from the conversion of the Notes, shall, upon allotment and issuance, be listed on the ACE Market of Bursa Securities and rank *pari-passu* in all respects with the then existing XingHe Shares except that they will not be entitled to any dividends, rights, allotments, and/or other distributions that may be declared, made or paid prior to the relevant date of allotment of the new XingHe Shares;

**AND THAT** the Board be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Notes Issue with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and 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 in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed Notes Issue."

#### SPECIAL RESOLUTION 1

#### **PROPOSED CONSOLIDATION OF EVERY 8 EXISTING ORDINARY SHARES IN THE COMPANY INTO 1 NEW ORDINARY SHARE IN THE COMPANY ("**CONSOLIDATED SHARE/S**") ("**PROPOSED SHARE CONSOLIDATION**")**

**"THAT**, subject to the Company's Constitution and approvals of all relevant authorities (if required), approval be granted to the Company to consolidate every 8 existing ordinary shares in the Company into 1 Consolidated Share;

**AND THAT** the Consolidated Shares shall rank *pari-passu* in all respects with each another;

**AND THAT** the fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and/or dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things as are necessary and to sign and execute all necessary documents to give effect to the Proposed Share Consolidation with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Consolidation."

By Order of the Board

**CHONG VOON WAH (MAICSA 7055003)**

**THAI KIAN YAU (MIA 36921)**

Company Secretaries

Kuala Lumpur

24 June 2019

#### Notes:

- (i) A depositor shall not be regarded as a member entitled to attend this Extraordinary General Meeting ("**EGM**") or at any adjournment thereof and to speak and vote thereat unless his/her name appears on the Record of Depositors as at 10 July 2019 (which is not less than three clear market days before the date of this EGM) issued by Bursa Malaysia Depository Sdn. Bhd. ("**Bursa Depository**") in accordance with the rules of Bursa Depository.
- (ii) A member entitled to attend and vote at this EGM who is the holder of two or more shares is entitled to appoint more than two 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.
- (iii) Where a member appoints more than two proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. Provided that having appointed a proxy to attend in his/her stead, if such member personally attends this EGM, his/her proxy shall be precluded from the meeting.
- (iv) Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (v) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised.
- (vi) The Form of Proxy and the duly completed instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be lodged at the Company's Registered Office at 22-09, Menara 1MK, No. 1 Jalan Kiara, Mont Kiara, 50480 Kuala Lumpur not less than 48 hours before the time appointed for holding this EGM or at any adjournment thereof.
- (vii) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of this EGM shall be put to vote by poll.