



XL Holdings Berhad

(fka Xian Leng Holdings Berhad)
Registration No. 199801012014 (468142-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 22nd Annual General Meeting (“AGM”) of **XL HOLDINGS BERHAD** (fka Xian Leng Holdings Berhad) (“**XLB**” or the “**Company**”) will be held on a fully virtual basis via online meeting platform of Securities Services e-Portal at <https://sshb.net.my/> provided by SS E Solutions Sdn. Bhd. on Wednesday, 1 September 2021 at 10.30 a.m. (or immediately after the conclusion of the Extraordinary General Meeting which will be held at the same platform on the same day), to pass the following resolutions with or without modifications:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 January 2021 and the Reports of the Directors and Auditors thereon. (See Explanatory Note 9)
- To approve the Directors’ fees and benefits amounting to RM220,000.00 for the financial year ending 31 January 2023. (Ordinary Resolution 1)
- To re-elect Dato’ Ng Jet Heong, who retires by rotation pursuant to Clause 127 of the Company’s Constitution. (Ordinary Resolution 2)
- To re-elect the following Directors, who retire pursuant to Clause 132 of the Company’s Constitution:-
 - Mr. Ng Min Lin (Ordinary Resolution 3)
 - Mr. Cheah Hannon (Ordinary Resolution 4)
 - Mr. Jason Fong Jian Sheng (Ordinary Resolution 5)
 - Encik Rithauddin Hussein Jamalattiff bin Jamaluddin (Ordinary Resolution 6) (See Explanatory Note 10)
- To re-appoint Messrs Ecovis Malaysia PLT as the Company’s Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 7)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

- Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (“CA 2016”)** (Ordinary Resolution 8) (See Explanatory Note 11)
 “THAT pursuant to Sections 75 and 76 of the CA 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) pursuant to Bursa Malaysia Berhad’s letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter does not exceed ten percent (10%) of the total number of issued shares of the Company for the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 23rd AGM or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.”
- To transact any other business for which due notice shall have been given in accordance with the Company’s Constitution and the CA 2016.

By Order of the Board
XL HOLDINGS BERHAD
(fka Xian Leng Holdings Berhad)

WONG YUET CHYN (MAICSA 7047163)
(SSM PC No. 202008002451)
Company Secretary
Kuala Lumpur

Date: 9 August 2021

Notes:-

- In respect of deposited securities, only members whose names appear in the Company’s Record of Depositors as at 24 August 2021 shall be eligible to attend, participate, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his/ her behalf.
- A member of the Company who is entitled to attend, participate, speak and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to attend, speak and vote in its stead.
- A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
- 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 appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The original instrument appointing a proxy must be deposited at the Registered Office of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time set for holding this meeting or at any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (“**MMLR**”) of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.
- The members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.

Explanatory Note on Ordinary Business

9. Audited Financial Statements for financial year ended 31 January 2021

The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put for voting.

10. Re-election of Encik Rithauddin Hussein Jamalattiff bin Jamaluddin

Encik Rithauddin is a newly appointed Independent and Non-Executive Director of the Company. His profile is stated in our Bursa Securities announcement on 15 July 2021.

Explanatory Notes on Special Business

11. Authority to Issue Shares Pursuant to Sections 75 and 76 of the CA 2016

The proposed Ordinary Resolution 8, is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The Ordinary Resolution 8, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021, after that, the 10% limit under Paragraph 6.03 of MMLR of Bursa Securities will be reinstated (hereinafter referred to as the “**General Mandate**”).

As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities’ rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had vide Bursa Malaysia Berhad’s letter dated 16 April 2020 allow a listed issuer to seek a higher general mandate under Paragraph 6.03 of MMLR of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) for the general issue of new securities.

The General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.

A private placement of 15,911,300 new ordinary shares in the Company have been fully issued and the Company has raised a total of RM12,729,040.00 from the private placement on 19 February 2021.

The status of utilisation is as below:

Purpose	Proposed Utilisation RM’000	Utilisation of Balance RM’000	Remaining Balance RM’000
Future Business Projects/ Investments for XLB and its Subsidiaries (Group)	7,500	70	7,430
Defrayment of the expenses incidental to the private placement	160	160	-
Working Capital Requirements	5,069	569	4,500
Total	12,729	799	11,930



XL HOLDINGS BERHAD
(fka Xian Leng Holdings Berhad)
Registration No. 199801012014 (468142-U)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE ANNUAL GENERAL MEETING (“AGM”)

- Meeting Date** : **Wednesday, 1 September 2021**
- Time** : **10.30 a.m. (or immediately after the conclusion of the Extraordinary General Meeting which will be held at the same platform on the same day)**
- Meeting platform/ hosted by** : **Securities Services e-Portal (SS e-Portal) at <https://sshsb.net.my/>**

Mode of meeting:

As part of the safety measures in view of Covid-19 pandemic, the AGM of the Company will be held on a fully virtual basis through live streaming and online remote voting by using remote participation and voting facilities via online meeting platform of Securities Services e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn. Bhd.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the Meeting as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

This is in line with the guidance note on conduct of general meetings for listed issuers issued by the Securities Commission Malaysia on 18 April 2020 and all subsequent revisions thereto. The online meeting platform shall be recognised as the main venue of the AGM and the online platform is located in Malaysia.

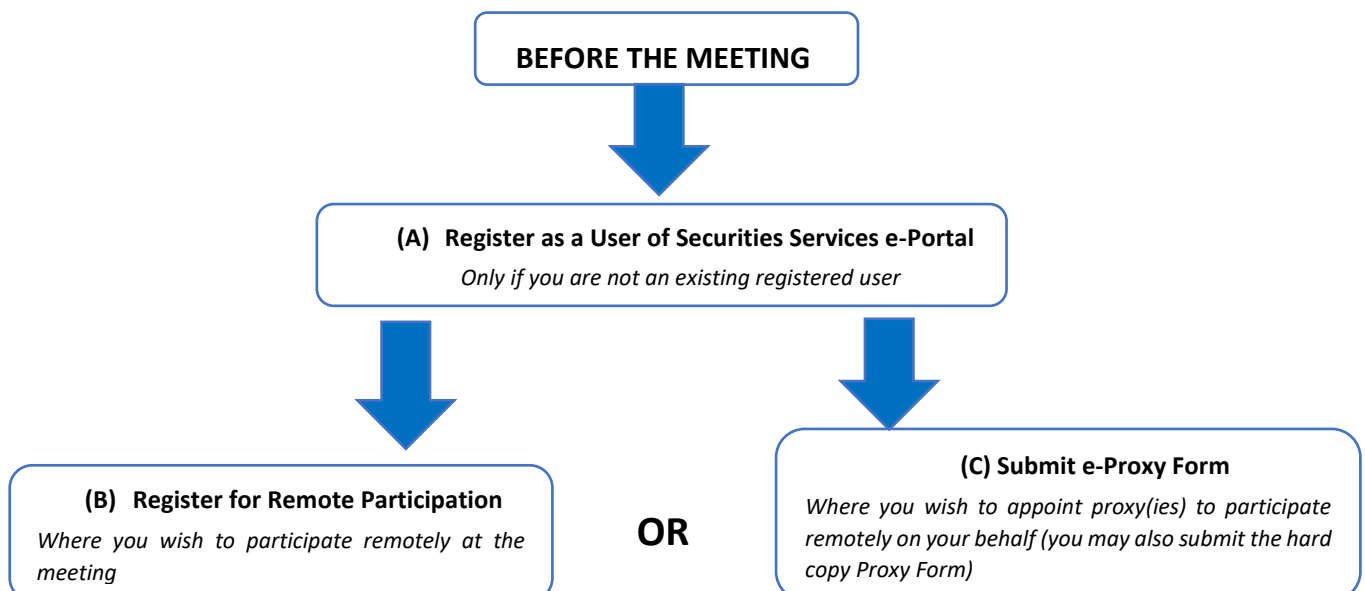
Shareholders, proxies and corporate representatives/attorneys will not be allowed to attend the AGM in person on the day of the AGM.

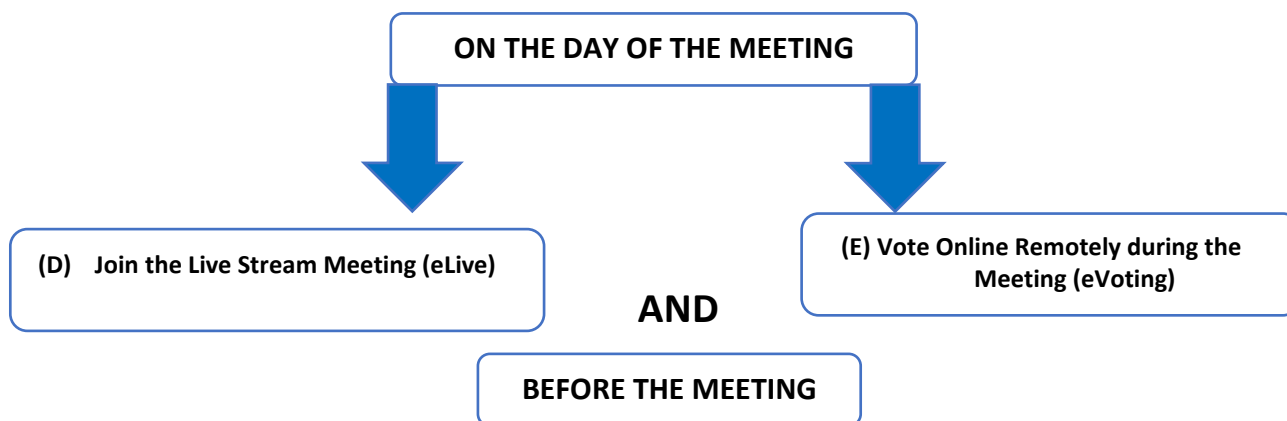
Shareholders may submit questions to the Company prior to the AGM at eservices@sshsb.com.my not later than Monday, 30 August 2021, 10.30 a.m. or to use the e-Portal to raise questions (as described below).

All users of Securities Services e-Portal are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal. Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

Enquiry

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Lee Pei Yeng (DID: +603 2084 9169) or Puan Martini Mat Som (DID: 03 -2084 9166) or our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshsb.com.my.





(A) Sign up for a user account at Securities Services e-Portal

<p>Step 1 Visit https://sshbsb.net.my/</p> <p>Step 2 Sign up for a user account</p> <p>Step 3 Wait for our notification email that will be sent within one (1) working day</p> <p>Step 4 Verify your user account within seven (7) days of the notification email and log in</p>	<ul style="list-style-type: none"> This is a ONE-TIME registration. If you already have a user account, you need not register again. Your email address is your User ID. Please proceed to either (B) or (C) below once you are a registered user.
---	--

SHAREHOLDERS WHO WISH TO PARTICIPATE REMOTELY AT THE MEETING UNDER (B) BELOW MUST SIGN UP AS USER BY 26 AUGUST 2021.

SHAREHOLDERS WHO WISH TO SUBMIT E-PROXY FORM UNDER (C) BELOW, PLEASE SIGN UP AS USER BY 26 AUGUST 2021, FAILING WHICH YOU MAY ONLY BE ABLE TO SUBMIT THE HARD COPY PROXY FORM.

THIS IS ONE-TIME REGISTRATION ONLY. IF YOU ALREADY HAVE A USER ACCOUNT, PLEASE PROCEED TO EITHER (B) OR (C) BELOW.

(B) Register for Remote Participation

Meeting Date and Time	Registration for Remote Participation Closing Date and Time
Wednesday, 1 September 2021 at 10.30 a.m.	Monday, 30 August 2021 at 10.30 a.m.

- Log in to <https://sshbsb.net.my/> with your registered email and password
- Look for **XL Holdings Berhad (fka Xian Leng Holdings Berhad)** under Company Name and **AGM on 1 September 2021 at 10.30 a.m. – Registration for Remote Participation** under Corporate Exercise / Event and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan (KL) for verification before the registration closing date and time above.*
- Step 2 Submit your registration.

- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to **all the CDS account(s)** of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a fully virtual basis, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

(C) Submit e-Proxy Form

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Wednesday, 1 September 2021 at 10.30 a.m.	Monday, 30 August 2021 at 10.30 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **XL Holdings Berhad (fka Xian Leng Holdings Berhad)** under Company Name and **AGM on 1 September 2021 at 10.30 a.m. – Submission of Proxy Form** under Corporate Exercise / Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.

- Step 1 Check if you are submitting the proxy form as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan (KL) for verification before the proxy form submission closing date and time above .
- Step 2 Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).
You may appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.
- Step 3 Proceed to indicate how your votes are to be casted against each resolution.
- Step 4 Review and confirm your proxy form details before submission.

- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
- You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by **26 August 2021**. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a fully virtual basis.

ON THE DAY OF THE MEETING

Log in to <https://sshsb.net.my/> with your registered email and password

(D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Wednesday, 1 September 2021 at 10.30 a.m.	Wednesday, 1 September 2021 at 10.00 a.m.

➤ Look for **XL Holdings Berhad (fka Xian Leng Holdings Berhad)** under Company Name and **AGM on 1 September 2021 at 10.30 a.m. - Live Stream Meeting** under Corporate Exercise / Event and click ">" to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

(E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Wednesday, 1 September 2021 at 10.30 a.m.	Wednesday, 1 September 2021 at 10.30 a.m.

- If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR
- If you are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for **XL Holdings Berhad (fka Xian Leng Holdings Berhad)** under Company Name and **AGM on 1 September 2021 at 10.30 a.m. - Remote Voting** under Corporate Exercise / Event and click ">" to remotely cast and submit the votes online for the resolutions tabled at the meeting.

- Step 1 Cast your votes by clicking on the radio buttons against each resolution.
Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted eVoting can be accessed via **My Records** (refer to the left navigation panel).