

**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. 200902000038 (995210-W)]

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

MINUTES OF THE FIFTEENTH (15th) ANNUAL GENERAL MEETING (“AGM”) OF XIDELANG HOLDINGS LTD (THE “COMPANY”) HELD AT HOLIDAY INN SEPANG, UNITY 2, JALAN WARISAN SENTRAL, KIP SENTRAL, KOTA WARISAN, 43900 SEPANG, SELANGOR, MALAYSIA ON MONDAY, 30 JUNE 2025 AT 10.15 A.M.

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|------------------------|---|---|
| Board of Directors | : | HO PUI HOLD (Chairman of 15 th AGM; Independent Non-Executive Director) |
| | | DING PENGWAN (Executive Director/Deputy CEO cum COO) |
| | | DING PENG PENG (Managing Director/CEO) |
| Absence with apologies | : | DING LIHONG (Non-Independent Non-Executive Chairperson) |
| | | GILBERT LAU KIEN YEN (Independent Non-Executive Director) |

| | | |
|--|---|--|
| Secretary/ Representatives/ Invitees | : | Company Secretary: Messrs. SOLID CAPITAL ADVISORY SDN. BHD., represented by WILLIAM HU SIEW LOK Auditors: Messrs. RUSSELL BEDFORD LC PLT, represented by GAVIN FOO TUN XIANG |
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The attendance of shareholders, corporate representatives and proxies was recorded at the meeting venue and documented in the Summary of Attendance List.

1. CHAIRMAN

Mr. Ho Pui Hold, the Chairman of the 15th AGM, welcomed everyone to the 15th AGM of the Company.

The Chairman proceeded to introduce each member of the Board, the Company Secretary and the Auditor of the Company. It was recorded that two Directors, Ms. Ding LiHong and Mr. Gilbert Lau, were absent with apologies due to prior engagements.

2. QUORUM

The Company Secretary confirmed that the quorum was present. Therefore, the Chairman then declared the Meeting duly convened and commenced the proceedings at 10.15 a.m..

3. NOTICE

The Notice convening the Meeting, having been circulated to all members, of the Company and advertised in New Straits Times was taken as read.

Before proceeding with the business of the 15th AGM, the Chairman informed that pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements, all resolutions set out in notice of a general Meeting must be voted by poll and at least one scrutineer must be appointed to validate the votes cast at the general Meeting.

The meeting was informed that Tricor Investor & Issuing House Services Sdn. Bhd. ("Tiih") is appointed as Poll Administrator; and Scrutineer Solutions Sdn Bhd is appointed as scrutineer.

Shareholders were informed that voting on the resolutions would be conducted by poll after the deliberation of all items on the Agenda.

The Chairman also informed the Meeting that the Company received a letter from the Minority Shareholders Watch Group ("MSWG") regarding Operational, Financial and Sustainability matters. The Chairman then presented the MSWG questions and the corresponding answers.

The representative from TIIH was invited to explain the e-voting procedures.

The Chairman then presented the questions received from the Minority Shareholders Watch Group (MSWG) and the corresponding responses. For ease of reference and to avoid duplication, the full list of questions and answers has been attached as **Appendix A** to these Minutes.

Chairman then presented the agenda of the Meeting as follows:

4. AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON FOR THE FINANCIAL PERIOD FROM 1 JULY 2023 TO 31 DECEMBER 2024

The Audited Financial Statements of the Company for the financial period from 1 July 2023 to 31 December 2024 and the Reports of Directors and Auditors, having been circulated to all the shareholders of the Company within the prescribed period, were tabled for discussion.

It was noted that the Agenda items was meant for discussion only as it did not require shareholders' approval under the provision of Section 84 of the Bermuda Companies Act, 1981. Therefore, the item was not put forward for voting.

**5. ORDINARY RESOLUTION 1:
PAYMENT OF DIRECTORS' FEES**

Chairman informed that the proposed Directors' fees for the financial period from 1 July 2023 to 31 December 2024 were RMB325,000. He put the following motion to the Meeting for consideration:

"THAT the Directors' fees amounting to RMB325,000 for the financial period from 1 July 2023 to 31 December 2024 be approved."

**6. ORDINARY RESOLUTION 2:
PAYMENT OF DIRECTORS' BENEFITS**

The Chairman informed that the proposed Directors' benefits of RMB100,000 were for the period from the conclusion of the 15th AGM until the next AGM. He put the following motion to the Meeting for consideration:

"THAT the Directors' Benefits of up to RMB100,000 for the period from 15th AGM until Sixteenth (16th) AGM be approved."

**7. ORDINARY RESOLUTION 3:
RE-ELECTION OF DIRECTOR – DING PENG PENG**

The Chairman informed the Meeting that the proposed resolution 3 was to consider the re-election of Mr. Ding PengPeng as Director.

He put the following motion to the Meeting for consideration:

"THAT Ding PengPeng who is retiring pursuant to the Company's Bye-Law 86, be re-elected as Director of the Company."

**8. ORDINARY RESOLUTION 4:
RE-ELECTION OF DIRECTOR – DING PENG WAN**

The Chairman proceeded to Ordinary Resolution 4 and put the following motion to the Meeting for consideration.

"THAT Ding PengWan who is retiring pursuant to the Company's Bye-Law 86, be re-elected as Director of the Company."

XIDELANG HOLDINGS LTD (喜得狼控股有限公司)

[Malaysian Foreign Company No. 200902000038 (995210-W)] (马来西亚外国公司注册号码 2000902000038 (995210-W))

Minutes for the Fifteenth (15th) Annual General Meeting (第十五届股东大会会议记录)

Held on Monday, 30 June 2025 at 10.15 a.m. (召开于 2025 年 6 月 30 日, 星期一, 上午 10.15 时正)

**9. ORDINARY RESOLUTION 5:
RE-APPOINTMENT OF AUDITORS**

The Chairman moved on to the next item of the agenda, which was on the re-appointment of Auditors. He added that the Company's External Auditors, Messrs. Russell Bedford LC PLT, had indicated their willingness to continue in office. He then put the following motion to the Meeting for consideration.

"THAT Messrs Russell Bedford LC PLT be re-appointed as the Company's Auditors AND THAT the Board of Directors be authorised to fix their remuneration."

10. ANY OTHER BUSINESS

The Chairman informed that the Company had not received any notice to deal with any other business for which due notice was required to be given pursuant to the relevant governing act (or regulations), and that since all items on the agenda had been dealt with, the Meeting would proceed to the Q&A Session.

11. QUESTIONS-AND-ANSWERS SESSION

The questions and its corresponding answers are listed in Appendix B.

There being no further questions raised, the Chairman closed the Q&A session and proceeded with the polling process at 10.40 a.m..

12. POLLING PROCESS

The voting session ended at 10.50 a.m. and the Chairman adjourned the Meeting at 10.55 a.m. for the Poll Administrator and the Scrutineer to complete the counting and verification of the votes.

13. ANNOUNCEMENT ON POLL RESULTS

Upon notification by the Scrutineer on the completion of verification of votes, the Chairman called the Meeting to order at 11.10 a.m. and declared that all the Resolutions tabled at the Company's AGM were carried.

The poll results are as follows:

Result On Voting By Poll

| Resolution(s) | Vote For | | Vote Against | | Total Votes | |
|-----------------------|-------------|----------|--------------|---------|-------------|----------|
| | No of Units | % | No of Units | % | No of Units | % |
| Ordinary Resolution 1 | 165,714,132 | 84.2043 | 31,086,000 | 15.7957 | 196,800,132 | 100.0000 |
| Ordinary Resolution 2 | 165,714,082 | 84.2043 | 31,086,050 | 15.7957 | 196,800,132 | 100.0000 |
| Ordinary Resolution 3 | 165,714,332 | 84.2044 | 31,085,800 | 15.7956 | 196,800,132 | 100.0000 |
| Ordinary Resolution 4 | 165,714,332 | 84.2044 | 31,085,800 | 15.7956 | 196,800,132 | 100.0000 |
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14. CLOSURE

There being no further business, the Meeting concluded at 11.30 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD

HO PUI HOLD
CHAIRMAN OF THE 15TH AGM

Date: 07.07.2025

APPENDIX A
MINORITY SHAREHOLDERS WATCH GROUP ("MSWG") LETTER DATED 26 JUNE 2025

Question 1. The Group recorded net loss of approximately RMB44.7 million for the 18-month financial period ended (FPE) 2024, mainly due to administrative expenses incurred of RMB153.2 million, a significant increase compared to RMB66.1 million in the 12-month financial year (FY) 2023 (Pages 10 & 60 of the Annual Report (AR) 2024).

Given that one of the items that made up the administrative expenses was compensation/rebate to customers for late delivery orders, how much was the total amount paid and to how many customers? Did the compensation result in any loss of customers or long-term contracts?

Answer:

The total amount incurred was approximately RMB15.4 million. The rebate was granted to 4 customers to preserve goodwill and relationship, and accordingly, there was no loss of customer due to the delay in delivery.

Question 2. XDL recorded RMB11.7 million in selling and distribution expenses for the FPE 2024 (FY 2023: RMB430K) (Page 60 of AR 2024).

If annualised, representing the equivalent yearly expense, if the spending rate remained consistent over time, the selling and distribution expenses would be RMB7.8 million, significantly higher than the recorded expenses in FY 2023.

What were the actual 12-month selling and distribution expenses within the 18 months? Was it much higher than FY 2023? If so, what factors led to the significant increase in these expenses?

Answer:

The amount incurred for 12-month in year 2024 amounting to approximately RMB10.68 million, mainly attributable to logistics costs incurred (RMB3.18 million) and sponsorship of advertisement costs for the brand which we served as the ODM (RMB7.50 million).

Question 3. The Group had taken some initiatives to mitigate the impact arising from the intensifying market competition, which among others, is adopted prudent cost control initiatives as well as introduced suitable initiatives to promote customer loyalty and long-term business relationship (Page 11 of AR 2024).

- a) Which cost will be central to the prudent cost control initiatives, and how is it essential to the Group to manage this cost moving forward?
- b) Has the Group introduced suitable initiatives to promote customer loyalty and longterm business relationship? If so, what are those suitable initiatives?

Answer:

Production costs and administrative expenses are both the focus of our Group on cost control initiatives. Whilst some of these costs are inevitably subject to increments due to factors beyond our Group's control such as market conditions, inflation and changes in government policies, our Group monitors closely the fluctuation and will put in place appropriate measures to manage/ pass on the costs where appropriate.

In preserving the relationship with our customers, we have:

- (i) incurred research and development costs to identify new materials and technological development applicable to our industry to keep abreast of the market and customers' requirements;
- (ii) continuously monitor our costs to ensure our products are being priced competitively;
- (iii) maintained stringent quality control to ensure products supplied to our customers are satisfactory and of good quality.

Question 4. Research & Development (R&D)

For FPE 2024, the Group spent about RMB51.2 million on R&D expenses (FY 2023: RMB3.5 million) (Page 68 of AR 2024).

- a) What are the most significant expenses in the Company's R&D initiatives, what sort of initiative does the Company focus on in FPE 2024, and what is its outcome?

Answer:

In both 2024 and continuing into 2025, the Group has focused its R&D efforts primarily on shoe material innovation — specifically in the development and enhancement of outsoles, linings, leather, and fabrics. Our objective is to ultimately create materials that meet eco-friendly and biodegradable standards, in line with global sustainability trends.

The results achieved thus far have been very encouraging. Our newly developed materials have attracted strong interest from customers, many of whom have expressed positive feedback and confidence in the sustainability direction we are taking.

In today's highly competitive footwear industry, continuous improvement and material innovation are essential to remain relevant and ahead of market demand. While the nature of our R&D work does not allow us to protect all outcomes through intellectual property rights, we are pleased to share that many of these R&D results have already been successfully commercialized, as evidenced by new

contract signings and increased order volumes. This proves the direct business value of our R&D efforts.

b) What is the funding plan and requirement for R&D in 2025?

Answer:

For the year 2025, the Group expects to incur approximately RMB 50 million in R&D expenditures. These costs will be fully funded through internally generated funds. In addition, the Company is exploring potential co-funding arrangements with suppliers to share R&D costs for certain material developments.

While the details of these arrangements are commercially sensitive, the Company strongly believes that R&D is a critical investment to ensure product differentiation, competitiveness, and long-term customer relationships. The Group is committed to continuous innovation and considers these expenditures as both strategic and justifiable.

Question 5. At present, the investment in Indonesia remains under review, with key partnership terms and operational strategies still under discussion (Page 12 of AR 2024).

What is the update on the investment in Indonesia? Is the discussion progressing well?

Answer:

The Company continues to assess the potential investment opportunity in Indonesia with cautious optimism. As of now, discussions with the potential local partner are ongoing and have progressed positively, particularly in aligning long-term operational goals and market strategy.

That said, the Group is also taking into careful consideration the broader global economic environment, including the impact of international trade tensions, ongoing geopolitical conflicts, and recent tariff-related sanctions imposed by the United States. These developments have created uncertainties in global supply chains and investment climates, and are therefore important factors in our evaluation of any overseas expansion.

Despite these challenges, the Group views Indonesia as a strategically important market with promising long-term potential, given its growing consumer base and geographical proximity to our current operations. We remain committed to ensuring that any investment made is prudent, value-accretive, and in the best interest of our stakeholders.

SUSTAINABILITY MATTERS

Question 6. XDL's Sustainability Statement declares that its presentation aligns with Bursa's Sustainability Reporting Guide (3rd Edition) (Page 42 of AR 2024).

However, why did the Company not disclose the Summary of Performance Data per the Bursa Securities ESG Reporting platform in its Sustainability Statement (Pages 42- 45 of AR 2024)? Please explain.

Answer:

In preparing this year's Sustainability Statement, the Company has referenced and aligned the relevant requirements of Bursa Malaysia Securities Berhad's Sustainability Reporting Guide for its disclosure. It should be noted that, as the current disclosure framework is under continuous improvement, certain disclosures may yet to be in full conformity with the Sustainability Reporting Guide.

With regards to the Summary of Performance Data, the Company will adopt the disclosure in future annual reports as part of our continuous enhancement and improvement process, striving to provide our shareholders and stakeholders with meaningful reporting and information.

Appendix B

QUESTIONS-AND-ANSWERS SESSION AND SUMMARY OF KEY MATTERS DISCUSSED AT THE 15TH AGM OF THE COMPANY

Question 1

Since the COVID-19 pandemic, the Company has recorded losses for three to four consecutive years, while many peer companies have recovered. The share price has also declined significantly since the Initial Public Offering (IPO), and recently dropped to around RM0.02.

Could the Board explain the Company's direction and prospects for turning around the losses? Will the losses persist, or are there new strategies or innovations being considered? Is there a risk of delisting due to the low share price? Will the Board consider reducing directors' fees as part of cost control?

Answer:

The Company's current losses stem from prolonged economic headwinds, including ongoing global trade uncertainties and broader macroeconomic stress. While the post-COVID environment posed initial challenges, the recovery trajectory is expected to be gradual and long-term rather than immediate.

To enhance future profitability and resilience, the Company is actively upgrading its production lines and exploring strategic acquisition opportunities, with tangible outcomes anticipated over the next one to two years.

The Board notes that the Company's share price is primarily influenced by market supply and demand, which are beyond its direct control. Additionally, the lack of physical Annual General Meetings (AGMs) in recent years—due to the virtual meeting format—may have contributed to reduced shareholder engagement. Moving forward, the Company is committed to strengthening its investor relations by resuming in-person engagements in Malaysia and fostering greater transparency and dialogue, with the aim of restoring shareholder confidence.

The Board remains cautious in its business strategies, placing strong emphasis on prudent cost management while continuing efforts to enhance long-term shareholder value. The Board also acknowledges shareholders' views on cost control and directors' remuneration, and will continue to evaluate these matters carefully as part of its governance and strategic considerations.

Question 2

Since the company has only issued two dividends since its listing, despite having substantial cash reserves, why hasn't there been more consistent dividend distribution? Will the company consider dividends in the future to reward shareholders and build investor confidence?

Answer:

The company acknowledges shareholders' expectations for dividends, especially given our cash reserves. At present, we are focusing on business expansion and improving profitability, including upgrading production lines and exploring acquisitions, all of which require strong cash flow. Once our growth objectives are met, we will consider dividend distribution to reward shareholders and strengthen market confidence.

XIDELANG HOLDINGS LTD

(995210-W)

Fifteenth Annual General Meeting

Holiday Inn Sepang, Unity 2, Jalan Warisan Sentral, KIP Sentral, Kota Warisan, 43900 Sepang, Selangor, Malaysia

On **30-June-2025** at **10:00AM****Result On Voting By Poll**

| Resolution(s) | Vote For | | Vote Against | | Total Votes | |
|------------------------------|-------------|----------|--------------|---------|-------------|----------|
| | No of Units | % | No of Units | % | No of Units | % |
| Ordinary Resolution 1 | 165,714,132 | 84.2043 | 31,086,000 | 15.7957 | 196,800,132 | 100.0000 |
| Ordinary Resolution 2 | 165,714,082 | 84.2043 | 31,086,050 | 15.7957 | 196,800,132 | 100.0000 |
| Ordinary Resolution 3 | 165,714,332 | 84.2044 | 31,085,800 | 15.7956 | 196,800,132 | 100.0000 |
| Ordinary Resolution 4 | 165,714,332 | 84.2044 | 31,085,800 | 15.7956 | 196,800,132 | 100.0000 |
| Ordinary Resolution 5 | 196,800,132 | 100.0000 | 0 | 0.0000 | 196,800,132 | 100.0000 |

XIDELANG HOLDINGS LTD
(995210-W)

Fifteenth Annual General Meeting

Holiday Inn Sepang, Unity 2, Jalan Warisan Sentral, KIP Sentral, Kota Warisan, 43900 Sepang, Selangor, Malaysia

On **30-June-2025** at **10:00AM**

Result On Voting By Poll

| Resolution(s) | Vote For | | | | Vote Against | | | | Total Votes | | | |
|-----------------------|-------------|----------|-----------|----------|--------------|---------|-----------|---------|-------------|----------|-----------|----------|
| | No of Units | % | No of P/S | % | No of Units | % | No of P/S | % | No of Units | % | No of P/S | % |
| Ordinary Resolution 1 | 165,714,132 | 84.2043 | 11 | 73.3333 | 31,086,000 | 15.7957 | 4 | 26.6667 | 196,800,132 | 100.0000 | 15 | 100.0000 |
| Ordinary Resolution 2 | 165,714,082 | 84.2043 | 10 | 66.6667 | 31,086,050 | 15.7957 | 5 | 33.3333 | 196,800,132 | 100.0000 | 15 | 100.0000 |
| Ordinary Resolution 3 | 165,714,332 | 84.2044 | 12 | 80.0000 | 31,085,800 | 15.7956 | 3 | 20.0000 | 196,800,132 | 100.0000 | 15 | 100.0000 |
| Ordinary Resolution 4 | 165,714,332 | 84.2044 | 12 | 80.0000 | 31,085,800 | 15.7956 | 3 | 20.0000 | 196,800,132 | 100.0000 | 15 | 100.0000 |
| Ordinary Resolution 5 | 196,800,132 | 100.0000 | 15 | 100.0000 | 0 | 0.0000 | 0 | 0.0000 | 196,800,132 | 100.0000 | 15 | 100.0000 |

| Resolution(s) | Pre-determined Abstain * | | Abstain / Spoilt # | |
|-----------------------|--------------------------|-----------|--------------------|-----------|
| | No of Units | No of P/S | No of Units | No of P/S |
| Ordinary Resolution 1 | 0 | 0 | 0 | 0 |
| Ordinary Resolution 2 | 0 | 0 | 0 | 0 |
| Ordinary Resolution 3 | 0 | 0 | 0 | 0 |
| Ordinary Resolution 4 | 0 | 0 | 0 | 0 |
| Ordinary Resolution 5 | 0 | 0 | 0 | 0 |

* These votes refer to holders who have pre-determined abstain from voting in proxy forms or holders refrained from voting due to conflict of interest.

These refer to:

- 1) Holders who have chosen not to vote (e-voting) or
- 2) Abstain / Spoilt votes as reflected in poll slips (poll slip voting)