



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)

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting (“12th AGM”) of XiDeLang Holdings Ltd (“XDL” or “the Company”) will be conducted fully virtual through online meeting platform via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia on Thursday, 23 December 2021 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 30 June 2021. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors’ fees of up to RMB600,000 for the financial year ended 30 June 2021. *(Ordinary Resolution 1)*
3. To approve the payment of Directors’ Benefits of up to RMB100,000 for the period from 12th AGM until Thirteenth 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 re-elect Ho Pui Hold, the Director who retire pursuant to Bye-Law 85(6) of the Company’s Bye-Laws. *(Ordinary Resolution 5)*
6. To re-appoint Messrs Russell Bedford LC & Company, 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:-

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

7.1 “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 7)*

7.2 “THAT 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 8)*

8. 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

Solid Capital Advisory Sdn Bhd
Conyers Corporate Services (Bermuda) Limited
Company Secretaries

Kuala Lumpur
29 October 2021

Notes:-

i. IMPORTANT NOTICE

According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.

Members are to attend and post questions to the Board via real time submission of typed texts at the Questions & Answers platform and vote (collectively, “participate”) remotely at this AGM via the

Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) via its TIIH Online website at <https://tiih.online>.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely via RPV.

- ii. *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.*
- iii. *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.*
- iv. *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.*
- v. *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:*

a) *In hard copy form*

In the case of an appointment made in hard copy form, the proxy form must be deposited with the share registrar of the Company situated at Tricor Investor & Issuing House Services Sdn Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

b) *By electronic means*

The proxy form, power of attorney and/or certificate of corporate representative(s) can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide on the conduct of the 20th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

The power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

The certificate of appointment of authorised representative should be executed in the following manner:

- 1. *If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.*
- 2. *If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:*
 - (i) *at least two (2) authorised officers, of whom one shall be a director; or*

- (ii) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- vi. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- vii. Last date and time for lodging the proxy form is **Tuesday, 21 December 2021 at 10.00 a.m.**
- viii. **It is important that you read the Administrative Guide for the conduct of the 12th AGM.**
- ix. Shareholders are advised to check the Company's website at www.xidelang.com.my and announcements from time to time for any changes to the administration of the AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.
- x. Only members whose names appear in the Record of Depositors as at 16 December 2021 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 30 June 2021.

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. Ordinary Resolutions 3,4 and 5 – Retirement of Directors

According to Bye-Laws 86 of XDL's Bye-Laws, at each annual general meeting of the Company an election of Directors shall take place whereby one-third (1/3) of the Directors for the time being, or if their number is not three or a multiple of three (3), then the number nearest to but not less than one-third (1/3), shall retire from office and shall be eligible for re-election thereat.

Further, according to Bye-Laws 85(6) of XDL's Bye-Laws, any director appointed by the Board shall retire at the next annual general meeting of the Company and shall then be eligible for re-election at that meeting.

3. Ordinary Resolution 6 – Re-appointment of Auditors

The Board has through the Audit Committee, considered the re-appointment of Messrs Russell Bedford LC & Company as the Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the 12th AGM are disclosed in the Audit Committee Report of the 2021 Annual Report.

4. Ordinary Resolutions 7 and 8 - Proposed Continuation in Office as Independent Non-Executive Directors

- (i) *Ordinary Resolution 7 – 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:-

- (a) *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;*
- (b) *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;*
- (c) *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;*
- (d) *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*
- (e) *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 30 June 2021 as well as meeting the Management, as and when required, for informed and balanced decision making.*
- (ii) *Ordinary Resolution 8 – 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:-

- (a) *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;*
- (b) *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;*

- (c) *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;*
- (d) *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*
- (e) *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 30 June 2021 as well as meeting the Management, as and when required, for informed and balanced decision making.*