

XIDELANG HOLDINGS LTD (“XDL” OR THE “COMPANY”)

EXECUTION OF SUPPLEMENTAL DEED POLLS IN RESPECT OF THE WARRANTS 2014/2017 ISSUED BY THE COMPANY PURSUANT TO A DEED POLL DATED 9 DECEMBER 2013 AND WARRANTS 2015/2018 ISSUED BY THE COMPANY PURSUANT TO A DEED POLL DATED 17 JUNE 2015

1. INTRODUCTION

The Board of Directors of XDL (“**Board**”) wishes to announce that the Company had on 27 April 2016 executed the supplemental deed polls in respect of the warrants 2014/2017 issued by the Company pursuant to a deed poll dated 9 December 2013 (“**Deed Poll for Warrants 2014/2017**”) and warrants 2015/2018 issued by the Company pursuant to a deed poll dated 17 June 2015 (“**Deed Poll for Warrants 2015/2018**”).

As at the date of this announcement, there are:-

- (i) 362,998,424 outstanding warrants 2014/2017 issued by the Company pursuant to the Deed Poll for Warrants 2014/2017, which are due to expire on 22 January 2017 (“**Warrants 2014/2017**”); and
- (ii) 881,239,780 outstanding warrants 2015/2018 issued by the Company pursuant to the Deed Poll for Warrants 2015/2018, which are due to expire on 2 July 2018 (“**Warrants 2015/2018**”).

2. RATIONALE AND DETAILS OF THE AMENDMENTS

Pursuant to the Principal Adviser Guidelines issued by the Securities Commission Malaysia (“**SC**”), the SC approves only certain categories of corporate finance advisers to act as principal advisers to ensure amongst others that only qualified and competent persons who possess the requisite expertise and experience are undertaking the role of principal advisers.

A list of principal advisers approved by the SC upon fulfilling the requirements set out in the guidelines issued by the SC has been published by the SC to enable members of the public to ascertain whether or not they are dealing with a principal adviser which is approved by the SC to submit, on behalf of their clients, specific corporate proposals / applications to the SC.

In order to broaden the options available to the Company in terms of the choice of advisers to advise on any administrative and other matters relating to the Warrants 2014/2017 and Warrants 2015/2018 (collectively, the “**Warrants**”) falling within the purview of the Deed Poll for Warrants 2014/2017 and the Deed Poll for Warrants 2015/2018 (collectively, the “**Deed Polls**”), the Company has resolved to amend and vary the definition of “*Approved Adviser*” of clause 1.1 of the Deed Polls by replacing the reference to “*licensed investment bank*” with “*any person who is eligible to act as a principal adviser under guidelines issued by the SC from time to time*”.

Following the execution of the supplemental deed polls in respect of the Deed Polls (“**Supplemental Deed Polls**”), the defined term of “Approved Adviser” contained in the Deed Polls has been amended as follows:-

*“**Approved Adviser** means ~~an investment bank licensed to carry on investment banking business in Malaysia~~ a person who is eligible to act as a principal adviser under guidelines issued by the Securities Commission Malaysia from time to time, and approved by the Directors for the purposes of this deed;”*

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3. NOTICE TO WARRANT HOLDERS

Notice of the execution of the Supplemental Deed Polls will be given to the holders of the Warrants within 30 days after the date of this announcement in accordance with the terms of the Deed Polls.

4. NO APPROVALS REQUIRED

The execution of the Supplemental Deed Polls by the Company is not subject to the approvals of any relevant parties / authorities.

5. DOCUMENTS AVAILABLE FOR INPECTION

Copies of the Deed Polls and Supplemental Deed Polls are available for inspection at the registered office of XDL in Malaysia at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia during normal business hours from Monday to Friday (except public holidays) following the date of this announcement.

This announcement is dated 27 April 2016.