

**NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Eleventh Annual General Meeting ("11<sup>th</sup> AGM") of XiDeLang Holdings Ltd ("XDL" or "the Company") will be conducted entirely through live streaming from the broadcast venue at Tricor Leadership Room, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia ("Broadcast Venue") on Wednesday, 30 December 2020 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 period from 1 January 2019 to 30 June 2020. (Please refer to Explanatory Note 1)
2. To approve the payment of Directors' fees of RMB586,000 for the financial period from 1 January 2019 to 30 June 2020. (Ordinary Resolution 1)
3. To approve the payment of Directors' Benefits of up to RMB100,000 for the period from 11<sup>th</sup> AGM until Twelfth 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 PengPeng (Ordinary Resolution 3)  
Mr Wong Yoke Nyen, who is retiring pursuant to Bye-Law 86 of the Company's Bye-Laws will be retiring at the conclusion of this 11<sup>th</sup> AGM. (Please refer to Explanatory Note 2)
5. 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 4)

**As Special Business:-**

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

6. **Proposed Continuation in Office as Independent Non-Executive Directors**
  - 6.1 "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 5)  
(Please refer to Explanatory Note 3)
  - 6.2 "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 6)  
(Please refer to Explanatory Note 3)
7. **Authority to Issue Shares** (Ordinary Resolution 7)  
(Please refer to Explanatory Note 4)  
"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to the Company's Bye-law 12 to issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, PROVIDED THAT the aggregate number of new ordinary shares to be issued during the preceding 12 months pursuant to this resolution does not exceed twenty per centum (20%) of the total issued share capital of the Company and that such authority shall continue to be in force until 31 December 2021, unless revoked or varied by an ordinary resolution by the shareholders of the Company in general meeting AND THAT the Directors are further authorised to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution."
8. **Proposed Amendments to Bye-Laws of the Company** (Special Resolution)  
(Please refer to Explanatory Note 5)  
"THAT the proposed amendments to the Bye-Laws of the Company be and are hereby approved with effect from the date of passing the Special Resolution AND THAT the Directors of the Company be and are hereby authorised to do all things and acts necessary to effect the amendments to the Bye-Laws of the Company."
9. **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**

**Secretarius Services Sdn Bhd**  
**Conyers Corporate Services (Bermuda) Limited**  
Company Secretaries

Kuala Lumpur  
1 December 2020

**Notes:-**

- i. The Broadcast Venue is strictly for the purpose of complying with the requirement of Chairman of the meeting to be present at the main venue of the meeting. Shareholders or proxies **WILL NOT BE ALLOWED** to attend the 11<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting. Shareholders or proxies are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 11<sup>th</sup> AGM using Remote Participation and Voting Facilities provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") via its **TIH Online** website at <https://tjh.online>. Please refer to the Administrative Notes of the 11<sup>th</sup> AGM as enclosed for further information in relation thereto.
- 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 instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of an office, attorney or other person duly authorised to sign the same.
- vi. The instrument appointing a proxy must be deposited at the Company's registered office in Malaysia i.e. Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting i.e. on or before 10.00 a.m., Monday, 28 December 2020 or any adjournment thereof. Alternatively, the proxy appointment may also be lodged electronically via Tricor's TIH Online website at <https://tjh.online> not less than 48 hours before the time and date appointed for holding the 11<sup>th</sup> AGM or any adjournment thereof.
- vii. Only members whose names appear in the Record of Depositors as at 22 December 2020 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 period from 1 January 2019 to 30 June 2020**  
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. **Item 4 of the Agenda – Retirement of Mr Wong Yoke Nyen**  
Mr Wong Yoke Nyen, who is retiring pursuant to Bye-Law 86 of the Company's Bye-Law, has indicated that he does not wish to seek re-election at this 11th AGM of the Company. Hence, he shall cease to be Director of the Company at the conclusion of the 11<sup>th</sup> AGM.
3. **Item 6 of the Agenda – Ordinary Resolutions 5 and 6**
  - (i) **Ordinary Resolution 5 – 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
  - (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 period from 1 January 2019 to 30 June 2020 as well as meeting the Management, as and when required, for informed and balanced decision making.
  - (ii) **Ordinary Resolution 6 – 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 period from 1 January 2019 to 30 June 2020 as well as meeting the Management, as and when required, for informed and balanced decision making.
4. **Item 7 of the Agenda – Ordinary Resolution 7**  
In view of the Covid-19 pandemic outbreak, the Government of Malaysia had on 18 March 2020 implemented the Movement Control Order ("MCO") nationwide to curb the spread of the Covid-19 infection in Malaysia. Bursa Malaysia Securities Berhad ("Bursa Securities") recognised the needs for listed corporations to raise funds quickly and efficiently during the challenging time to ensure the long-term sustainability and interest of the listed corporations and their shareholders. Therefore, an additional relief measure has been granted by Bursa Securities vide its letter dated 16 April 2020 which allows a listed corporation to seek its shareholders' approval at a general meeting to issue new securities for a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) ("20% General Mandate").  
In view thereof, the Proposed Ordinary Resolution 7 is for the purpose of seeking a new shareholders' mandate to empowering the Directors to allot shares in the Company up to a maximum of 20% of the total number of issued shares of the Company for the time being.  
The Proposed Ordinary Resolution 7, if passed, will provide additional flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purposes of funding the Company's current/future investment project(s), working capital, repayment of bank borrowings, operational expenditure and/or acquisition(s) at any time as the Directors may deem fit without having to convene a general meeting.  
This authority, unless revoked or varied by the Company in a general meeting, will expire on 31 December 2021.  
As at the date of this notice, the Company did not issue any shares pursuant to the 10% General Mandate granted to the Directors at the Tenth Annual General Meeting held on 20 June 2019 as there were no investment(s), acquisition(s) or working capital that require fund raising activity.  
The Board of Directors is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders as the Company may use this 20% General Mandate within the validity period to meet its financial needs due to the unprecedented uncertainty surrounding the recovery of the Covid-19 pandemic and it will enable the Board to take swift action during the challenging time to ensure long term sustainability and interest of the Company and its shareholders.
5. **Item 8 of the Agenda – Special Resolution**  
The Proposed Amendments to Bye-Laws of the Company, if passed, will give authority to amend the Bye-Laws of the Company to be aligned with the Main Market Listing Requirements of Bursa Securities.  
For details information on the Proposed Amendments to Bye-Laws of the Company, please refer to the Circular to Shareholders of the Company dated 1 December 2020.