



XMH HOLDINGS LTD.
(Incorporated in Singapore)
(Company Registration No.: 201010562M)

PROPOSED JOINT VENTURE BETWEEN XMH ENGINEERING PTE. LTD., MYANMAR MARCOPOLO CO., LTD AND BULOX POWER PTE. LTD.

INCORPORATION OF JOINT VENTURE ENTITY

The board of directors (the “**Board**” or “**Directors**”) of XMH Holdings Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s announcements released on 6 February 2017 and 15 August 2017 regarding the proposed joint venture in Myanmar (the “**Announcements**”).

All capitalized terms used in this announcement shall have the same meaning ascribed thereto in the Announcements, unless otherwise defined herein.

The Board wishes to update the Company’s shareholders (the “**Shareholders**”) that the relevant local authority in Myanmar has on 5 February 2018 issued a written confirmation that the new joint venture company (the “**Joint Venture Entity**”) in Myanmar has been incorporated with effect from 31 January 2018, in furtherance of the Proposed Joint Venture. The details of the Joint Venture Entity are as follows: -

Name of Joint Venture Entity	:	VivoPower Myanmar Company Ltd
Issued and paid-up share capital	:	US\$ 150,000
Shareholders (respective shareholdings %)	:	(1) XMH Engineering (50%) (2) Myanmar MarcoPolo Co., Ltd. (25%) (3) Bulox Power Pte. Ltd. (25%)
Principal activities	:	Manufacture and/or assemble transformers, generator sets and power solution products and to provide after sales and maintenance services relating to transformers, generator sets or power solution related activities in Myanmar.

The incorporation of the Joint Venture Entity was funded through internal resources of the Group and is not expected to have any material impact on the consolidated net tangible assets per share and earnings per share of the Group for the current financial year ending 30 April 2018.

None of the Directors and their respective associates has any interest, direct or indirect, in the incorporation of the Joint Venture Entity (other than through their respective shareholding interests in the Company).

BY ORDER OF THE BOARD

Tan Tin Yeow
Chairman and Managing Director
7 February 2018