NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in the Resolutions below and defined in the Circular shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING ("EGM") of XMH Holdings Ltd. ("Company") will be convened at
55 Tuas Crescent, #07-01, Singapore 638743 on Thursday, 23 August 2018 at 11.00 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting ("AGM") of the Company to be held at 10.00 a.m. on the same day and at the same venue), for the purpose of considering and, if thought fit, passing with or without any modifications the following Resolutions:

ORDINARY RESOLUTION

THE RENEWAL OF THE SHARE BUYBACK MANDATE

That:
(a) for the purposes of the Companies Act, Chapter 50 of Singapore ("Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), on the following terms and manner:
(i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
(ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the rules of the SGX-ST; and/or
(b) the exercise by the Directors of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.

Relevant Period means the period commencing from the date on which the forthcoming EGM is held and the resolution relating to the Share Buyback Mandate is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier; and

Maximum Price in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
(i) in the case of a Market Purchase: 105% of the Average Closing Price;
(ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:
"Average Closing Price means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were necessary, during the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and
(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

SPECIAL RESOLUTION

THE PROPOSED AMENDMENTS TO THE CONSTITUTION

That:
(a) the Constitution of the Company be and is hereby amended in the manner described in the Appendix of the Circular; and
(b) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.

BY ORDER OF THE BOARD
XMH HOLDINGS LTD.
Tan Tin Yew
Chairman and Managing Director
6 August 2018

Notes:
1. A member of the Company (other than a Relevant Intermediary) entitled to attend and vote at the Extraordinary General Meeting ("Meeting") is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
3. Where a member of the Company appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
4. If the member is a corporation, the instrument appointing the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 55 Tuas Crescent #07-01 Singapore 638743 not less than 48 hours before the time appointed for holding the Meeting.

* A Relevant Intermediary is:
(a) a banking corporation licensed under the Banking Act (Chapter 25) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
(b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and any regulations and/or any subsidiary legislation made under that Act, and only to the extent that the person holds shares in that capacity.
(c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), in respect of shares purchased under the subsidiary legislation made under the Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds these shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy:
Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company ("the member") consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (i) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.