



XMH HOLDINGS LTD.
Company No.: 201010562M
(the “**Company**”)
(Incorporated in the Republic of Singapore)

**IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY’S ANNUAL
GENERAL MEETING TO BE HELD ON 30 SEPTEMBER 2020**

1. INTRODUCTION

The Board of Directors (the “**Board**”) of XMH Holdings Ltd. (the “**Company**”) refer to:-

- a) the Notice of Annual General Meeting issued on 8 September 2020 (the “**AGM Notice**”) to convene the Annual General Meeting for financial year 2020 of the Company (the “**AGM**”) to be held on 30 September 2020 at 10.00 a.m.;
- b) the implementation of the circuit breaker measures (enhanced safe distancing measures and closure of workplace premises) announced by the Singapore Government on 3 April 2020 to curb the further spread of COVID-19;
- c) the COVID-19 (Temporary Measures) Act 2020 passed by the Parliament on 7 April 2020 (“**COVID-19 Act**”) which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- d) the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 published on 13 April 2020 (“**COVID-19 Order**”) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- e) the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (and updated on 27 April 2020) providing a checklist (which provides further guidance on COVID-19 Act and COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

This announcement is circulated with and forms part of the AGM Notice in respect of the AGM. The AGM Notice and proxy form will also be available on the Company's website at <http://www.xmh.com.sg/XMHH/investor-relations/> and on the SGX's website <https://www.sgx.com/securities/company-announcements>.

In light of the above developments and the evolving COVID-19 situation, the Board wishes to inform shareholders of the Company ("**Shareholders**") that the Company will conduct the AGM by way of electronic means pursuant to First Schedule of the COVID-19 Order, and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

2. DOCUMENTS FOR THE AGM

Shareholders may access those documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 30 April 2020 (the "**FY2020 Annual Report**") and Addendum to Annual Report dated 8 September 2020 as well as the AGM Notice and accompanying proxy form for the AGM by electronic means via publication on:-

- (i) the SGX's website at <https://www.sgx.com/securities/company-announcements>; and
- (ii) the Company's website at <http://www.xmh.com.sg/XMHH/investor-relations/>.

The AGM Notice, the proxy form and the request form will be sent to Shareholders by post on 8 September 2020.

If you wish to receive a printed copy of the FY2020 Annual Report and Addendum to Annual Report dated 8 September 2020, please complete and return the request form to the Company by no later than 21 September 2020.

3. NO PHYSICAL ATTENDANCE AT THE AGM

Due to current Covid-19 restriction orders in Singapore, Shareholders will NOT be able to attend the AGM in person.

4. ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION AT THE AGM

Shareholders may participate in the AGM by:

- (a) observing and / or listening to the AGM proceedings via live audio-visual webcast or audio-only stream only ("**Live AGM Webcast**");
- (b) submitting questions in advance in relation to any resolutions set out in the AGM Notice; and
- (c) appointing the Chairman of the Meeting as proxy to vote on behalf at the AGM.

Investors who hold their shares through relevant intermediaries (including under Central Provident Fund Investment Scheme ("**CPF Investors**") and Supplementary

Retirement Scheme (“**SRS Investors**”)) and who wish to participate in the AGM should contact their relevant intermediaries (which include, in the case of CPF Investors and SRS Investors, their respective CPF Agent Banks and SRS Operators) through which they hold shares as soon as possible so that the necessary arrangements can be made by the relevant agents for them to participate in the AGM.

4.1 Live AGM Webcast Registration Process

Shareholders who wish to participate in the AGM proceedings through the Live AGM audio-visual webcast or audio-only stream only via their smart phones, tablets or computers must register for an account at <https://sg.conveneagm.com/xmhlagm2020> (the “**Registration Link**”) by 10.00 a.m. on 28 September 2020 (the “**Registration Deadline**”) to enable the Company to verify their status.

Following the verification, authenticated Shareholders will receive an email by 10.00 a.m. on 29 September 2020 and will be able to access the Live AGM Webcast using the account created.

Shareholders who register by the Registration Deadline but do not receive an email response by 10.00 a.m. on 29 September 2020 may contact support@conveneagm.com for assistance.

Shareholders must not forward the aforesaid access information to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.

4.2 Submission of Questions

Please note that Shareholders will not be able to ask questions during the Live AGM Webcast.

Shareholders may submit questions related to the resolutions to be tabled for approval at the AGM **by the Registration Deadline**, in the following manner:

- (i) ***Via registration website.*** Shareholders who pre-register to observe and/or listen to the AGM proceedings may submit their questions via the pre-registration website <https://sg.conveneagm.com/xmhlagm2020>.
- (ii) ***Via Company’s email.*** Shareholders may submit their questions to xmh@xmh.com.sg. When sending your questions to the Company’s email, please also provide us with your full name, NRIC/Passport No./Company UEN No., contact number and email address.

The Company will endeavour to address the substantial and relevant questions before or at the AGM. The responses to such questions from Shareholders will be posted on the SGXNet and the Company’s website soonest possible before the AGM, or if answered during the AGM, to be included in the minutes of the AGM which will be posted on the SGXNet and the Company’s website within one (1) month after the date of the AGM.

4.3 Submission of Proxy Forms

Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote during the Live AGM Webcast and can only vote with their proxy forms which are required to be submitted in accordance with the following paragraphs.

Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to vote on their behalf by completing the proxy form for the AGM. Shareholders must specifically indicate how they wish to vote for or vote against (or abstain from voting on) in respect of a resolution set out in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

The completed Proxy Form must be submitted to the Company in the following manner:

- (a) by post to the Registered Office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743;
- (b) scanned and email to xmh@xmh.com.sg; OR
- (c) digital submission at <https://sg.conveneagm.com/xmhlagm2020>.

by no later than 28 September 2020 at 10.00 a.m., being not less than 48 hours before the time appointed for holding the AGM.

A Shareholder of the Company who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Investors who hold shares through relevant intermediaries, including under the CPF Investors or the SRS Investors, and who wish to appoint the Chairman of the AGM as their proxy should approach their respective relevant intermediaries, (which include CPF Agent Bank or SRS Operators) through which they hold shares as soon as possible to submit their votes at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on 21 September 2020).

5. OTHERS

As the COVID-19 pandemic continue to evolve, further measures and/or changes to the AGM arrangements may be made on short notice. Shareholders are advised to closely monitor announcements made by the Company on SGXNet.

The Company would like to thank all shareholders for their patience and co-operation in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

By Order of the Board

Tan Tin Yeow
Chairman and Managing Director
8 September 2020