



XMH HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
Company Registration Number 201010562M

**LETTER TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE
ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 27 AUGUST 2021**

Dear Shareholders

This letter is circulated together with and forms part of XMH Holdings Ltd. (the “**Company**”) Notice of Annual General Meeting (“**AGM**”) dated 10 August 2021 (the “**Notice of AGM**”) in respect of the upcoming AGM of the Company scheduled to be held on Friday, 27 August 2021 at 10.00 a.m..

The AGM is an important event in the Company’s corporate calendar. Under normal circumstances, we would arrange our shareholders (“**Shareholders**”) to attend the AGM physically as it is an opportunity for the board of directors (the “**Board**”) and management of the Company to meet and engage with the Shareholders directly.

In light of the current COVID-19 pandemic situation, the Board wishes to inform Shareholders that the Company will be conducting the AGM wholly by way of electronic means pursuant to the First Schedule of 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. The physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

The Company will arrange for (i) a “live” webcast of the AGM, which allows Shareholders to view the proceedings of the AGM (“**LIVE WEBCAST**”); and (ii) audio only means, which allows Shareholders to listen to the proceedings of the AGM (“**AUDIO ONLY MEANS**”). Shareholders can **ONLY** participate in the AGM via **LIVE WEBCAST** or **AUDIO ONLY MEANS**.

LIVE WEBCAST AND AUDIO ONLY MEANS

For Shareholders who would like to view the proceedings of the AGM via **LIVE WEBCAST** and/or listen to the proceedings of the AGM via **AUDIO ONLY MEANS**, Shareholders will need to register online at the URL <https://conveneagm.sg/xmhlagm2021> **no later than 10.00 a.m. on 24 August 2021** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the “**Registration Deadline**”) to enable the Company to verify the Shareholders’ status.

Authenticated Shareholders will receive an email confirmation by 26 August 2021 which contains a unique link to access the **LIVE WEBCAST** and/or **AUDIO ONLY MEANS** to view/listen to the proceedings of the AGM. Shareholders may view the proceedings of the AGM through the **LIVE WEBCAST** and/or **AUDIO ONLY MEANS** via their mobile phones, tablets or laptop/computers.

Shareholders **MUST NOT** forward the unique link 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 WEBCAST** and/or **AUDIO ONLY MEANS**.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Cap. 50 of Singapore, such as Central Provident Fund Scheme and Supplementary Retirement Scheme (“**CPF/SRS Investors**”), should approach their respective

agents, such as CPF Agent Banks/SRS Operators, to participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS.

DOCUMENTS FOR THE AGM

The documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 30 April 2021 as well as the Notice of AGM, Proxy Form for the AGM (as defined herein) and other relevant corporate information, have been published on SGXNet and the Company's corporate website at the URL <http://www.xmh.com.sg/XMHH/investor-relations/>. Printed copies of these documents will NOT be despatched to Shareholders.

QUESTIONS FROM SHAREHOLDERS

Shareholders will not be able to ask questions during the AGM via electronic means, and therefore it is important for Shareholders to submit their questions in advance of the AGM.

Shareholders of the Company may also submit questions related to the resolutions to be tabled for approval at the Meeting. To do so, all questions must be submitted by **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 in advance via the pre-registration website at the URL <https://conveneagm.sg/xmhlagm2021>; or
- (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 your full name, NRIC/Passport No./Company UEN No., contact number and email address.

The Company will provide responses to substantial queries and relevant comments from Shareholders relating to the agenda of the AGM prior to, or at, the AGM. The responses from the Board and management of the Company, if any, shall thereafter be published on SGXNet and the Company's corporate website at the URL <http://www.xmh.com.sg/XMHH/investor-relations/>. Minutes of the AGM, will be published within one (1) month after the AGM.

PROXY VOTING

Voting at the AGM is by proxy ONLY. Please note that Shareholders will NOT be able to vote through the LIVE WEBCAST and AUDIO ONLY MEANS 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 by completing the Proxy Form for the AGM. Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM.

The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

- a) if sent by post, be lodged at the Registered Office of the Company at 55 Tuas Crescent #07-01 Singapore 638743; or
- b) if submitted by email, be received by the Company at xmh@xmh.com.sg; or
- c) if submitted by digital submission, be received by the Company at <https://conveneagm.sg/xmhlagm2021>;

in either case, by not later than 10.00 a.m. on 25 August 2021 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

CPF/SRS investors who wish to appoint the Chairman of the AGM to act as their proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes not less than seven (7) working days before the AGM).

We wish to seek Shareholders' understanding that further measures and/or changes to the Company's AGM arrangement may be made according to the guidelines issued by the Ministry of Health of Singapore in the ensuing days up to the date of the Company's AGM. We shall announce further updates (if any) via SGX announcements and also on our corporate website at the URL <http://www.xmh.com.sg/XMHH/investor-relations/>.

Yours faithfully
For and on behalf of the Board of Directors of
XMH HOLDINGS LTD.

TAN TIN YEOW
Chairman and Managing Director

10 August 2021