

# XMH HOLDINGS LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration No. 201010562M)

## PROXY FORM

(Please see notes overleaf before completing this form)

This proxy form has been made available on SGXNet and the Company's website and may be accessed at the URL <http://www.xmh.com.sg/XMHH/investor-relations/>.

### IMPORTANT:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Meeting are set out in the Company's announcement dated 10 August 2021 (the "Announcement"), which has been uploaded together with the Notice of AGM dated 10 August 2021 on SGXNet on the same day. The Announcement may also be accessed at the URL <http://www.xmh.com.sg/XMHH/investor-relations/>. For the avoidance of doubt, the Announcement is circulated together with and forms part of the Notice of AGM dated 10 August 2021 in respect of the Meeting.
2. A member of the Company will NOT be able to attend the Meeting in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. Central Provident Fund Scheme and Supplementary Retirement Scheme ("CPF/SRS Investors") who wish to appoint the Chairman of the Meeting to act as their proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes at least 7 working days before the Meeting, in which case, SRS Investors shall be precluded from attending the Meeting.
4. This Proxy Form is not valid for use by CPF/SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
5. Please read the notes to this proxy form.

### PERSONAL DATA PRIVACY

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 10 August 2021.

I/We\* \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./Co. Registration No.\*)  
of \_\_\_\_\_ (Address)

being a member/members\* of XMH HOLDINGS LTD. (the "Company", and together with its subsidiaries, the "Group"), hereby appoints **THE CHAIRMAN OF THE MEETING**, as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Annual General Meeting of the Company (the "Meeting") to be held by way of electronic means (via LIVE WEBCAST and/or AUDIO ONLY MEANS) on Friday, 27 August 2021 at 10.00 a.m. and at any adjournment thereof.

I/We\* direct the Chairman of the Meeting to vote for or against, or abstain from voting on the Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the appointment of the Chairman of the Meeting as my/our\* proxy will be treated as invalid.

All resolutions put to the vote at the Meeting shall be decided by way of poll.

**If you wish to exercise all your votes "For" or "Against", or "Abstain" the relevant Resolutions, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" each Resolution in the boxes provided as appropriate. If you mark an "X" in the abstain box for a particular Resolution, you are directing your proxy, who is the Chairman of the Meeting, not to vote on that Resolution.**

No.	Resolutions relating to:	By way of poll		
		For	Against	Abstain
<b>Ordinary Businesses</b>				
1	Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 30 April 2021			
2	Approval of Directors' fees of S\$169,610.40 for the financial year ended 30 April 2021			
3	Re-election of Mr. Khoo Song Koon as a Director retiring under Article 89 of the Company's Constitution			
4	Re-election of Mr. Raymond Lam Kuo Wei as a Director retiring under Article 88 of the Company's Constitution			
5	Re-appointment of Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration			
<b>Special Businesses</b>				
6	Authority for Directors to allot and issue new shares			
7	Proposed renewal of the Share Buyback Mandate			
8	Approval for the continued appointment of Mr. Hong Pian Tee as an Independent Director pursuant to Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") (coming into effect from 1 January 2022)			
9	Approval for the continued appointment of Mr. Hong Pian Tee as an Independent Director pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (coming into effect from 1 January 2022)			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

\_\_\_\_\_  
Signature(s) of Member(s) or,  
Common Seal of Corporate Member

\* Delete as appropriate

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

**IMPORTANT: PLEASE READ NOTES ON THE REVERSE CAREFULLY BEFORE COMPLETING THIS PROXY FORM**

## Notes to Proxy Form:

1. Please insert the total number of shares in the capital of the Company (“Shares”) held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Cap. 289) of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the Meeting as proxy shall be deemed to relate to all the Shares held by you.
2. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will NOT be able to attend the Meeting in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend and vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. This instrument appointing the Chairman of the Meeting 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](mailto:xmh@xmh.com.sg); or
  - (c) if submitted by digital submission, be received by the Company at the URL <https://conveneagm.sg/xmhhlagm2021>;

in either case, by 10.00 a.m. on 25 August 2021 (being not less than forty-eight (48) hours before the time appointed for holding the Meeting) (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 members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

4. This proxy form must be under the hand of the appointor or of his/her/its attorney duly authorised in writing.
  - (i) Where this proxy form is executed by a corporation, it must be executed either under its common seal (or otherwise in accordance with its constitution) or under the hand of an officer or attorney duly authorised.
  - (ii) Where this proxy form is executed by an attorney on behalf of the appointor, the letter or the power of attorney or a duly certified true copy thereof must be lodged with this proxy form, failing which the instrument of proxy may be treated as invalid.
5. A corporation which is a member of the Company may authorise, by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act (Cap. 50) of Singapore, the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it was an individual.
6. For investors who hold Shares through Relevant Intermediary\*, including under the CPF/SRS Investors, this proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS Investors who wish to appoint the Chairman of the Meeting to act as their proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes no later than 10.00 a.m. on 18 August 2021 (being not less than seven (7) working days before the Meeting).

\*A Relevant Intermediary is:

- (a) A banking corporation licensed under the Banking Act (Chapter 19) of Singapore 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 licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
- (c) The Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that 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 those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

## General:

The Company shall be entitled to reject this proxy form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this proxy form. In addition, in the case of Shares entered in the Depository Register, the Company may reject any proxy form lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

## Personal Data Privacy:

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms as set out in the Notice of AGM dated 10 August 2021.