



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

A. PROPOSED SUBSCRIPTION OF NEW ORDINARY SHARES (“NEW SHARES”) IN THE CAPITAL OF XMH HOLDINGS LTD. (THE “COMPANY”) FOR AN AGGREGATE ISSUE PRICE OF S\$10,000,000 (“PROPOSED SUBSCRIPTION”); AND

B. PROPOSED CALL OPTION IN RESPECT OF VENDOR SHARES

All capitalized terms used and not defined herein shall have the same meanings given to them in the announcement dated 20 May 2013 (the “Announcement”).

The Board of Directors (the “**Board**”) of XMH Holdings Ltd. (the “**Company**”) refers to the Announcement wherein the Board announced the Proposed Subscription by the Subscriber of up to 36,049,027 New Shares in the capital of the Company at the issue price of S\$0.2774 per New Share amounting to an aggregate Issue Price of S\$10 million, on the terms and conditions set out in the Subscription Agreement.

The Company wishes to announce that it has on 17 June 2013 received the in-principle approval from the SGX-ST for the listing and quotation of 36,049,027 New Shares on the Official List of the SGX-ST.

The SGX-ST’s approval in-principle for the listing and quotation of the New Shares is granted subject to the following conditions:

- (a) Compliance with the SGX-ST’s listing requirements;
- (b) Shareholders’ approval being obtained for the Proposed Subscription;
- (c) Submission of:-
 - (i) A written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the Proposed Subscription of New Shares and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company’s announcements on use of proceeds and in the annual report;
 - (ii) A written undertaking from the Company that it will comply with Rule 803 of the Listing Manual;
 - (iii) A written confirmation from the Company that it will not issue the New Shares to persons prohibited under Rule 812(1) of the Listing Manual; and
 - (iv) A written confirmation from Mr. Tan Tin Yeow, Mr. Tan Seng Hee, Ms. Tan Guat Lian and Mr. Tan Tum Beng that they and their respective

associates will abstain from voting in respect of the resolutions to approve the Proposed Subscription and the difference between the Issue Price and Vendor Option Price.

The SGX-ST's approval in-principle for the listing and quotation of the New Shares is not to be taken as an indication of the merits of the Proposed Subscription, the New Shares, the Company and/or its subsidiaries.

The Company is also obliged under Rule 864(4) of the Listing Manual of the SGX-ST to notify the SGX-ST immediately upon any significant changes affecting any matter contained in the application, or which would be required to be included in the application if it had arisen before the application was submitted.

The New Shares have to be subscribed within seven (7) market days from the EGM.

A circular to shareholders of the Company containing further information on the Proposed Subscription and the Call Option and enclosing the notice of the EGM to be convened to seek the approval of shareholders of the Company for (a) the Proposed Subscription and (b) the difference between the Vendor Option Price and the Issue Price will be despatched by the Company to its shareholders in due course.

For and on behalf of the Board

Tan Tin Yeow

Chairman and Chief Executive Officer

17 June 2013