



## **XMH HOLDINGS LTD.**

(Incorporated in the Republic of Singapore)  
Company Registration Number 201010562M

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

*All capitalised terms in this Notice 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. (the "**Company**") will be convened at Warren Golf & Country Club, 81 Choa Chu Kang Way, Singapore 688263, Singapore on 15 July 2013 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications the following Resolutions:-

#### **ORDINARY RESOLUTIONS**

That:-

- (1) PROPOSED ISSUE OF 36,049,027 NEW SHARES IN THE CAPITAL OF THE COMPANY AT THE ISSUE PRICE OF S\$0.2774 PER NEW SHARES (OR AN AGGREGATE ISSUE PRICE OF S\$10,000,000)**
  - (i) subject to and contingent upon the passing of ordinary resolution 2 below, approval be and is hereby given for the Company to allot and issue 36,049,027 New Shares representing 9.36% of the existing issued share capital of the Company, at the Issue Price of S\$0.2774 per New Share to Credence Capital Fund II (Cayman) Limited on the terms and conditions of the Subscription Agreement dated 17 May 2013, the key terms of which are described in the circular to Shareholders dated 28 June 2013 (the "**Circular**"); and
  - (ii) the Directors of the Company and each of them be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this resolution.
- (2) DIFFERENCE BETWEEN THE ISSUE PRICE PURSUANT TO THE PROPOSED SUBSCRIPTION AND THE OPTION PRICE PURSUANT TO THE CALL OPTION**
  - (i) subject to and contingent upon the passing of ordinary resolution 1 above, approval be and is hereby given for the difference between the Issue Price of S\$0.2774 per New Share pursuant to the Proposed Subscription and the Option Price of S\$0.315 per Vendor Share pursuant to the Call Option Agreement dated 17 May 2013; and
  - (ii) the Directors of the Company and each of them be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this resolution.

**BY ORDER OF THE BOARD  
XMH HOLDINGS LTD.**

TAN TIN YEOW  
Chairman and CEO  
28 June 2013

#### **Notes:-**

- (1) A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (3) The instrument appointing a proxy must be deposited at the registered office of the Company at 44 Sungei Kadut Avenue, Singapore 729667, not less than forty-eight (48) hours before the time for holding the EGM.