



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

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**PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID UP SHARE CAPITAL OF MECH-POWER GENERATOR PTE LTD AND ITS WHOLLY-OWNED MALAYSIAN SUBSIDIARY, MECH POWER GENERATOR SDN BHD**

**- RESPONSE TO QUERIES FROM SGX-ST**

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*All capitalised terms used in this announcement, unless otherwise defined herein, shall have the same meanings as ascribed thereto in the announcements dated 7 September 2013 (the “Announcements”)*

The board of directors of XMH Holdings Ltd. (the “**Board**”) refers to the additional queries from the SGX-ST in relation to XMH Holdings Ltd.’s (the “**Company**”) Announcement and set out the responses as follow:

**1. Rule 1013(3) of the Listing Manual**

In accordance with the requirements of Rule 1013(3) of the Listing Manual, the Company will immediately announce the fact that the Profit Warranty has been met.

If the Profit Warranty has not been met, the Company will immediately announce the following:

- (i) the variance between the Profit Warranty and the actual profit, and the reason for the variance;
- (ii) any variation of the rights of the Company; and
- (iii) the possible course(s) of action by the Company to protect the interests of the shareholders of the Company, if any, and timely updates on the specific courses of action including its progress and outcome of the action.

The Company will also immediately make an announcement in relation to any material variation or amendment to the terms of the SPA. Where such a variation prejudices the Company, the Board will also disclose the basis for the acceptance of such a variation.

2. **With regards to paragraph 3.1 (c) of the Announcement, please disclose the total number of shares to be issued to the Vendors and the number of shares each Vendor receive in proportion to their shareholding.**

Assuming all Consideration Shares are issued to the Vendors, the total number of Consideration Shares to be issued and allotted to the Vendors are 22,001,263 in the proportion as follows:

<b>Name of the Vendors</b>	<b>Proportion of the Consideration Shares (%)</b>	<b>Number of Consideration Shares</b>
THAM SOW LIN	78.6	17,292,993
LOKE CHOON HOE	21.4	4,708,270
	<b>100.0</b>	<b>22,001,263</b>

3. **Please confirm if the Consideration Share to be issued to the Vendors will rank *pari passu* to the existing ordinary shares of the Company.**

The Company confirms that the Consideration Shares to be issued to the Vendors shall be free from all claims, pledges, mortgages, charges, liens and other encumbrances and shall rank in all respects *pari passu* with the then existing issued Shares at the time of the issue except that the Consideration Shares will not rank for any dividends, rights, allotments or other distributions in the event that the record date falls before the date of the issue of the Consideration Shares.

For and on behalf of the Board

**Tan Tin Yeow**

Chairman and Chief Executive Officer

23 September 2013