



## **XMH HOLDINGS LTD.**

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

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

*All capitalised terms in the Ordinary Resolution below 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, 81 Choa Chu Kang Way, Singapore 688263 on 29 December 2014 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:

#### **ORDINARY RESOLUTION**

##### **THE PROPOSED CHANGE OF AUDITORS**

THAT:

The appointment of Ernst & Young LLP as independent auditors of the Company in place of KPMG be and is hereby approved, and in connection with the appointment:

- (a) Ernst & Young LLP shall hold office until the conclusion of the next annual general meeting of the Company, at a fee and on such terms to be agreed between the Company and Ernst & Young LLP; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the change of auditors) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the change of auditors and/or the appointment of Ernst & Young LLP as the Company's auditors.

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

TAN TIN YEOW  
Chairman and CEO  
12 December 2014

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 either under its common seal or under 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.

#### **Personal data privacy:**

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.