



**XMH HOLDINGS LTD.**

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

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**SALE AND PURCHASE AGREEMENT (“SPA”) IN RESPECT OF THE PROPOSED ACQUISITION OF Z-POWER AUTOMATION PTE. LTD. (“ZPA”) - COMPLETION**

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*All capitalized terms used and not defined herein shall have the same meanings given to them in the announcements dated 20 August 2014, 15 October 2014, 14 November 2014 and 18 November 2014 (the “Announcements”).*

The Board of Directors (the “**Board**”) of XMH Holdings Ltd. (the “**Company**”) refers to the Announcements and is pleased to inform the shareholders that the Company has today effected the Completion of the Proposed Acquisition.

For the purpose of Completion, the Vendors have provided the Company with, *amongst others*, the duly executed share transfer form and their respective share certificates in respect of ZPA. The Company has also taken the necessary steps to effect and register the transfer of the 80% Sale Shares in ZPA.

The Company will thereupon own 80% of the issued and paid up capital of ZPA.

In accordance with the terms of the SPA, the Purchase Consideration of S\$12.8 million shall be paid by the Company to the Vendors no later than 15 Business Days after the date of this announcement.

BY ORDER OF THE BOARD

Tan Tin Yeow  
Chairman and CEO  
4 March 2015