



XMH HOLDINGS LTD.
Company No. : 201010562M
(the “Company”)
(Incorporated in the Republic of Singapore)

RESULTS OF ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING

The Board of Directors (the “Board”) of XMH Holdings Ltd. (the “Company”), and together with its subsidiaries, the “Group”) wishes to announce that on a poll vote at the Annual General Meeting (the “AGM”) and Extraordinary General Meeting (the “EGM”) of the Company held on 28 August 2015, all resolutions relating to the matters as set out in the Notices of AGM and EGM dated 13 August 2015 were duly passed.

A. Results of AGM

The results of the poll on each of the resolutions put to vote at the AGM are set out below:

Ordinary Resolutions	For		Against	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
<u>Resolution 1</u> Directors’ Report and Audited Accounts of the Company for the financial year ended 30 April 2015 together with the Auditors’ Report thereon	356,292,091	100	0	0
<u>Resolution 2</u> Declaration a first and final dividend (tax exempt one-tier)	356,302,091	100	0	0
<u>Resolution 3</u> Approval of Directors’ fees amounting to S\$167,000 for the financial year ending 30 April 2015	356,227,091	100	0	0
<u>Resolution 4</u> Re-election of Mr. Tan Tin Yeow as a Director	172,939,128	100	0	0

Ordinary Resolutions	For		Against	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
<u>Resolution 5</u> Re-election of Mr. Ng Sey Ming as a Director	355,016,091	99.78	786,000	0.22
<u>Resolution 6</u> Re-appointment of Mr. Hong Pian Tee as a Director pursuant to Section 153(6) of the Companies Act, Chapter 50	353,202,091	100	0	0
<u>Resolution 7</u> Re-appointment of Messrs Ernst & Young LLP as Auditors and to authorise the Directors of the Company to fix their remuneration	356,302,091	100	0	0
<u>Resolution 8</u> Authority to allot and issue new shares	345,527,091	97.00	10,700,000	3.00
<u>Resolution 9</u> Authority to allot and issue shares under the XMH Share Option Scheme	146,365,613	100	0	0

Mr. Tan Tin Yeow, who was re-elected as a Director of the Company at the AGM, remains as the Chairman and Chief Executive Officer of the Company and a member of the Nominating Committee.

Mr. Ng Sey Ming, who was re-elected as a Director of the Company at the AGM, remains as the Chairman of the Remuneration Committee (“**RC**”) and a member of the Audit Committee (“**AC**”) and Nominating Committee (“**NC**”) and is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr. Hong Pian Tee, who was re-appointed as a Director of the Company at the AGM, remains as the Chairman of the AC, a member of the NC and RC and is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

B. Results of EGM

The results of the poll on each of the resolutions put to vote at the EGM are set out below:

Ordinary Resolutions	For		Against	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
<u>Resolution 1</u> The renewal of the share buyback mandate	356,586,591	100	0	0
<u>Resolution 2</u> To approve the proposed grant of option(s) under the XMH Share Option Scheme of 1,000,000 shares to Mr. Tan Tin Yeow, a controlling shareholder of the Company	148,285,643	99.57	640,000	0.43
<u>Resolution 3</u> To approve the proposed grant of option(s) under the XMH Share Option Scheme of 650,000 shares to Ms. Tan Guat Lian, an associate of a controlling shareholder of the Company	66,559,538	99.05	640,000	0.95

By Order of the Board

Tan Tin Yeow
Chairman and Chief Executive Officer
28 August 2015