



**XMH**

**XMH HOLDINGS LTD.**

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

All capitalised terms in the Resolution below shall, unless otherwise defined in this Notice of EGM, 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 55 Tuas Crescent, #07-01, Singapore 638743 on Friday, 12 February 2016 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without any modifications the following Resolution (on a poll to be taken):-

**ORDINARY RESOLUTION: THE PROPOSED SHARE CONSOLIDATION**

That the Proposed Share Consolidation be and is hereby approved, and in connection with that:-

- (a) all the Shares in the Company in issue as at the Books Closure Date be consolidated by consolidating every four (4) Existing Shares (including treasury shares) held by each Shareholder as at the Books Closure Date into one (1) Share (“**Consolidated Share**”) in the manner set out in the Circular (“**Proposed Share Consolidation**”);
- (b) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation to be disregarded, and the number of Consolidated Shares as at the Books Closure Date, shall be rounded down to the nearest whole Consolidated Share, and all fractions of Consolidated Shares to which Shareholders would otherwise be entitled to shall be dealt with in such manner as the Directors in their absolute discretion may deem fit in the interests of the Company, including without limitation, (i) aggregating and cancelling the same, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- (c) the Directors be authorised to fix the Books Closure Date and the Effective Trading Date in their absolute discretion as they deem fit; and
- (d) the Directors and each of them be and is hereby authorised to do any and all such acts (including to execute all such documents as may be required, approve any amendments, alterations or modifications to any documents, and sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may, in their absolute discretion deem necessary, desirable or expedient to give effect to this Resolution and the Proposed Share Consolidation.

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

TAN TIN YEOW  
Chairman and CEO  
27 January 2016

**Notes:-**

- (1) A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
  - (2) A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by him/her (which number and class of Shares shall be specified).
  - (3) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
  - (4) The instrument appointing a proxy must be deposited at the registered office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743, not less than 48 hours before the time for holding the EGM.
- \* A Relevant Intermediary is:
- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**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, proxy 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.