



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

THE PROPOSED SHARE CONSOLIDATION OF EVERY FOUR (4) ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT A BOOKS CLOSURE DATE TO BE DETERMINED, INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, AND FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

– NOTICE OF BOOKS CLOSURE DATE

All capitalised terms used and not defined herein shall have the same meanings given to them in the circular dated 27 January 2016 (“Circular”).

1. INTRODUCTION

The Board of Directors (the “**Board**”) of XMH Holdings Ltd. (the “**Company**”) refers to the announcement dated 17 December 2015 and the Circular in relation to the Proposed Share Consolidation of every four (4) ordinary shares in the capital of the Company into one (1) Consolidated Share, fractional entitlements to be disregarded.

An EGM will be held on 12 February 2016 to seek Shareholders’ approval in relation to the Proposed Share Consolidation.

2. NOTICE OF BOOKS CLOSURE DATE

Subject to Shareholders’ approval being obtained for the Proposed Share Consolidation at the aforesaid EGM, notice is hereby given that the register of members and transfer books of the Company will be closed at **5.00 p.m. on 19 February 2016** (the “**Books Closure Date**”) to determine the entitlements of Shareholders pursuant to the Proposed Share Consolidation.

On the Books Closure Date, every four (4) existing issued ordinary shares (the “**Existing Shares**”) held by Shareholders at the Books Closure Date will be consolidated into one (1) Consolidated Share.

The Proposed Share Consolidation shall be effective at **9.00 a.m. on 22 February 2016**, being the Market Day immediately following the Books Closure Date (the “**Effective Consolidation Date**”), whereupon the register of members of the Company and the Depository Register will be updated to reflect the number of Consolidated Shares held by each Shareholder based on the number of Shares held by them as at the Books Closure Date.

Notwithstanding that the Proposed Share Consolidation will become effective on the Effective Consolidation Date, the Shares will commence trading as Consolidated Shares from **9.00 a.m. on 17 February 2016** (the “**Effective Trading Date**”), being the day falling three (3) Market Days before the Effective Consolidation Date as trades on SGX-

ST are settled on a “T+3” settlement cycle, which means that a purchase or sale of Shares on day T will be settled three (3) Market Days later.

Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) aggregating and cancelling the same, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company. Shareholders should also note that in the event the Directors, in their absolute discretion, decide to cancel the aggregated fractions of Consolidated Shares arising from the Proposed Share Consolidation, affected Shareholders will not be paid for such fractional Shares cancelled and not issued.

Each Consolidated Share will rank *pari passu* in all respects with each other and will be traded in board lots of 100 Consolidated Shares.

3. SHARE CERTIFICATES

(a) Deposit of share certificates with CDP

Shareholders who hold share certificates for the Existing Shares (“**Old Share Certificates**”) in their own names and who wish to deposit the same with CDP and have their Consolidated Shares credited to their securities account maintained with CDP (“**Securities Account**”) must deposit their Old Share Certificates, together with the duly executed instruments of transfer in favour of CDP, no later than 12 Market Days prior to the Books Closure Date. After the Books Closure Date, CDP will only accept for deposit new share certificates for the Consolidated Shares (“**New Share Certificates**”).

Shareholders who wish to deposit their Old Share Certificates with CDP after the Books Closure Date must first deliver such Old Share Certificates to the share registrar of the Company (“**Share Registrar**”), Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898, for cancellation and issue of the New Share Certificates in replacement thereof as described below. The New Share Certificates will then be sent by ordinary mail to the registered addresses of Shareholders at their own risk within ten (10) Market Days from the date of receipt of their Old Share Certificates. Upon receipt of the New Share Certificates, Shareholders may then proceed to deposit these New Share Certificates with CDP.

(b) Issue of New Share Certificates

Shareholders who have deposited their Old Share Certificates with CDP at least 12 Market Days prior to the Books Closure Date need not take any action. The Company will arrange with CDP to facilitate the exchange of New Share Certificates pursuant to the Proposed Share Consolidation. Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Share Registrar of the Company, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898, as soon as

possible after they have been notified of the Books Closure Date and preferably, not later than five (5) Market Days after the Books Closure Date, for cancellation and exchange for New Share Certificates.

The New Share Certificates will be sent by ordinary mail to the registered addresses of Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later. Shareholders should note that New Shares Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation. Shareholders should notify the Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from that reflected in the Company's register of members.

Shareholders shall deliver their respective Old Share Certificates to the Share Registrar in accordance with the paragraphs set out above only after the Company's announcement of Books Closure Date.

(c) Share certificates not valid for settlement of trades on the SGX-ST

Shareholders who hold Old Share Certificates are reminded that, as the Company is under a book-entry (scripless) settlement system, after the date on which the Proposed Share Consolidation becomes effective, their Old Share Certificates will no longer be good for settlement of trading in Shares on the SGX-ST although they will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof by the Share Registrar and after such date, the Old Share Certificates will not be valid for delivery pursuant to trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

4. TRADING ARRANGEMENTS

(a) Trading Arrangements for the Consolidated Shares

With effect from 9.00 a.m. on the Effective Trading Date, trading in the Shares will be in board lots of 100 Consolidated Shares. Accordingly, four (4) Existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Existing Shares will cease after 5.00 p.m. on 16 February 2016, being the Market Day immediately preceding the Effective Trading Date.

(b) Trading Arrangement for Odd Lots

The Shares are currently traded in board lots of 100 Shares in the ready market. Following the Proposed Share Consolidation, the Securities Accounts of Depositors may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares). The market for trading odd lots of Consolidated Shares may be illiquid. Trading in odd lots of Consolidated Shares may also give rise to disproportionate transaction costs. Depositors who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST should note that odd lots of Consolidated Shares can be traded with a minimum size of one (1) Consolidated Share on the SGX-ST's unit share market. The unit share market of

the SGX-ST will enable trading in odd lots in any quantity less than one (1) board lot of 100 of Consolidated Shares.

5. INDICATIVE TIMETABLE

Time and Date	Event
29 January 2016	Announcement of Notice of Books Closure Date for the Proposed Share Consolidation
12 February 2016	EGM
5.00 p.m. on 16 February 2016	Last day for trading of Existing Shares
9.00 a.m. on 17 February 2016	Effective Trading Date (commencement of trading of the Consolidated Shares on the SGX-ST)
5.00 p.m. on 19 February 2016	Books Closure Date
9.00 a.m. on 22 February 2016	Effective Consolidation Date

6. CAUTION IN TRADING

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's Shares (including during the period from the Effective Trading Date to the Effective Consolidation Date). When in doubt, Shareholders and potential investors should seek independent advice from their bankers, stockbrokers, solicitors or other professional advisers.

7. CONTACT INFORMATION

The address of the Share Registrar of the Company, Tricor Barbinder Share Registration Services, is as follows:

Tricor Barbinder Share Registration Services

80 Robinson Road
#02-00
Singapore 068898

The address of CDP is as follows:-

The Central Depository (Pte) Limited

9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

BY ORDER OF THE BOARD
XMH HOLDINGS LTD.

Tan Tin Yeow
Chairman and CEO
29 January 2016