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 55 Tuas Crescent, #07-01, Singapore 638743 on Friday, 25 August 2017 at 11.00 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting ("**AGM**") of the Company to be held at 10.00 a.m. on the same day and at the same venue), for the purpose of considering and, if thought fit, passing with or without any modifications the following Resolutions:

ORDINARY RESOLUTIONS

RESOLUTION 1: THE RENEWAL OF THE SHARE BUYBACK MANDATE

That:

(a) for the purposes of the Companies Act, Chapter 50 of Singapore (the "**Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) market purchases (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or

(ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable,

and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:

(i) the date on which the next AGM of the Company is held or required by law to be held;

(ii) the date on which the Share Buyback is carried out to the full extent mandated; or

(iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;

(c) in this Resolution:

"**Prescribed Limit**" means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

"**Relevant Period**" means the period commencing from the date on which the forthcoming EGM is held and the resolution relating to the Share Buyback Mandate is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier; and

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase: 105% of the Average Closing Price;

(ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

RESOLUTION 2: TO APPROVE THE PROPOSED GRANT OF OPTION(S) UNDER THE XMH SHARE OPTION SCHEME OF 250,000 SHARES TO MR. TAN TIN YEOW, A CONTROLLING SHAREHOLDER OF THE COMPANY

The proposed grant to Mr. Tan Tin Yeow, a Controlling Shareholder of the Company, of option(s) ("**Option(s)**") pursuant to and in accordance with the rules of the Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue ordinary shares in the capital of the Company ("**Shares**") upon the exercise of such Option(s):

(a) Date of Grant: Any time within two (2) weeks after the date of the EGM;

(b) Number of Shares: 250,000 Shares (comprising approximately 0.22% of the issued Shares as at the Latest Practicable Date);

(c) Exercise Price per Share: The 250,000 Shares shall be offered at a discount of up to 20% of the Market Price of the Shares; and

(d) Exercise Period: The Option will be exercisable at any time during the period commencing after the second anniversary of the date of grant of the option but expiring on the fifth anniversary of the date of grant of the option.

be and is hereby approved.

In this notice, "**Market Price**" means a price equal to the average of the closing prices for a Share for the past five consecutive days on which the SGX-ST is open for securities trading immediately preceding the date of grant of the Option.

RESOLUTION 3: TO APPROVE THE PROPOSED GRANT OF OPTION(S) UNDER THE XMH SHARE OPTION SCHEME OF 162,500 SHARES TO MS. TAN GUAT LIAN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY

The proposed grant to Ms. Tan Guat Lian, an Associate of a Controlling Shareholder of the Company, of Option(s) pursuant to and in accordance with the rules of the Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue ordinary shares in the capital of the Company ("**Shares**") upon the exercise of such Option(s):

(a) Date of Grant: Any time within two (2) weeks after the date of the EGM;

(b) Number of Shares: 162,500 Shares (comprising approximately 0.15% of the issued Shares as at the Latest Practicable Date);

(c) Exercise Price per Share: The 162,500 Shares shall be offered at a discount of up to 20% of the Market Price of the Shares; and

(d) Exercise Period: The Option will be exercisable at any time during the period commencing after the second anniversary of the date of grant of the option but expiring on the fifth anniversary of the date of grant of the option.

be and is hereby approved.

BY ORDER OF THE BOARD
XMH HOLDINGS LTD.

Tan Tin Yeow
Chairman and Managing Director
7 August 2017

Notes:

1. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Extraordinary General Meeting (the "**Meeting**") 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 (which number and class of shares shall be specified).
3. Where a member of the Company appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
4. If the member is a corporation, the instrument appointing the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
5. 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 appointed for holding the Meeting.

* A Relevant Intermediary is:

(a) a banking corporation licensed under the Banking Act (Chapter 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 (Chapter 289) and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 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 these shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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.