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

ADJUSTMENT OF THE PURCHASE CONSIDERATION IN RELATION TO THE PROPOSED DISPOSAL OF APPROXIMATELY 14.8% OF THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF MECH-POWER GENERATOR PTE LTD

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1. INTRODUCTION

1.1 The Board of Directors (the "**Board**") of XMH Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the announcements made on 15 September 2025 and 10 October 2025 (collectively, the "**Announcements**") in respect of the Proposed Disposal.

1.2 All defined terms used in this announcement shall have the same meanings ascribed thereto in the Announcements.

2. ADJUSTMENT TO PURCHASE CONSIDERATION

2.1 In accordance with the terms and conditions of the SPA, the net indebtedness of Mech-Power as at 12.00 a.m. (Singapore Time) on 1 October 2025 was less than that as at 30 April 2025 while the net working capital of Mech-Power as at 12.00 a.m. (Singapore Time) on 1 October 2025 was less than that as at 30 April 2025.

2.2 Accordingly, the Purchase Consideration was mutually determined to be adjusted upwards by an aggregate of S$697,412 ("**Adjustment**"). The Adjustment will be paid by the Purchaser to the Company in accordance with the SPA.

3. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to exercise caution when dealing or trading in the shares of the Company and are also advised to read this announcement and any further announcements by the Company carefully. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.

BY ORDER OF THE BOARD

Tan Tin Yeow
Chairman and Managing Director
10 November 2025