

XMH HOLDINGS LTD.

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

**MINUTES OF ANNUAL GENERAL MEETING OF THE COMPANY FOR
THE FINANCIAL YEAR ENDED 30 APRIL 2021 (“FY2021”)
(THE “AGM” or “MEETING”)**

MODE OF MEETING : Board of Directors
Mr. Tan Tin Yeow (Chairman and Managing Director)
Ms. Tan Guat Lian (Executive Director)
Mr. Hong Pian Tee (Lead Independent Non-Executive Director)
Mr. Khoo Song Koon (Independent Non-Executive Director)
Mr. Raymond Lam Kuo Wei (Independent Non-Executive Director)

Management of the Company
Mr. Tan Leong Kim (Chief Financial Officer)

Company Secretary
Mr. Chua Kern

via VIDEO CONFERENCE

Auditors, Share Registrar, Polling Agent, Scrutineers,
Representatives from Company Secretary office, Shareholders and
Proxies

via LIVE WEBCAST and/or AUDIO ONLY MEANS

DATE : Friday, 27 August 2021

TIME : 10:00 a.m.

PRESENT : As set out in the attendance record maintained by the Company

CHAIRMAN : Mr. Tan Tin Yeow
(*Chairman and Managing Director*)

CHAIRMAN

Mr. Chua Kern (“**Mr. Chua**” or the “**Company Secretary**”) was invited to conduct the proceeding of the Meeting on behalf of Mr. Tan Tin Yeow (“**Mr. Tan**” or the “**Chairman**”). Mr. Chua duly welcomed all who were present via electronic means at the Meeting.

QUORUM

As the Share Registrar has verified the identity of the authenticated shareholders of the Company (“**Shareholders**”) who have registered to attend the Meeting via live webcast and/or audio only means, and proxies lodged have been checked and found to be in order, on behalf of the Chairman, Mr. Chua called the Meeting to order at 10:00 a.m. after ascertaining from the Share Registrar that a quorum was present.

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CONDUCT OF THE MEETING VIA LIVE WEBCAST AND/OR AUDIO ONLY MEANS

Mr. Chua referred to the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies and other prescribed entities) Order 2020 issued by the Ministry of Law on 13 April 2020 (collectively referred to as the “**Order**”). Arising from the Order, the ACRA, MAS and SGX Regco has also issued relevant guidance on the manner in which general meetings are to be conducted during this period when safe distancing measures are in place (the “**Guidelines**”). Pursuant to the Guidelines, Mr. Chua informed the Shareholders that the AGM would be conducted purely by electronic means via a live webcast and/or audio only means of the AGM proceedings.

Mr. Chua then introduced the Directors who were present electronically via video conferencing at the Meeting to the Shareholders.

NOTICE OF AGM AND LETTER TO SHAREHOLDERS

The Notice of AGM and Letter to Shareholders dated 10 August 2021 which included the supplementary advisory on additional measures in which general meetings are to be conducted during the period when elevated safe distancing measures are in place, was taken as read as all pertinent information relating to the proposed resolutions tabled at the Meeting (the “**Resolutions**”) were set out in the Notice of AGM and Letter to Shareholders of the Company which have been circulated to Shareholders via SGXNet announcement and on the Company’s corporate website on 9 August 2021.

MODE OF VOTING

Complete Corporate Services Pte. Ltd. has been appointed as the Company’s Scrutineers (“**Scrutineers**”) and Tricor Singapore Pte. Ltd. as the Polling Agent for the Meeting.

In his capacity as the Chairman of the Meeting, Mr. Tan had been appointed as the proxy by Shareholders who had directed him to vote in a specific manner on their behalf. Therefore, Mr. Tan has voted in accordance with the instruction of the Shareholders who have appointed him as proxy.

QUERIES FROM THE SHAREHOLDERS

In its Notice of AGM and Letter to Shareholders dated 10 August 2021, the Company had invited the Shareholders to submit their queries in advance with regards to any of the Resolutions as set out in the Notice of AGM prior to the Meeting.

The Company had received queries from the Securities Investors Association (Singapore) (“**SIAS**”) and the Shareholders prior to the AGM. The Company had responded to such queries from the SIAS and the Shareholders via a SGXNet announcement released on 25 August 2021 and Shareholders were informed to refer to the SGXNet announcement for further information.

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Mr. Chua proceeded with reviewing the Resolutions tabled at the Meeting.

Mr. Chua informed that the voting results for each of the Resolution will be announced after he had read through each Resolution item of the AGM. Mr. Chua further confirmed that the Polling Agent and Scrutineers have counted and verified the votes casted for each Resolution based on the valid proxy forms duly received before the AGM.

ORDINARY BUSINESS

RESOLUTION 1 – ADOPTION OF THE DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND THE GROUP FOR THE FINANCIAL YEAR ENDED 30 APRIL 2021, TOGETHER WITH THE AUDITOR’S REPORT THEREON

As a proxy for Shareholders, the Chairman had voted on Resolution 1 in accordance with the instructions of Shareholders.

Mr. Chua announced the results of the poll for Resolution 1 as follows:

Those in favour:	91,532,006 votes (100%)
Those against:	0 votes (0%)
Total number of valid votes casted:	<hr/> 91,532,006 votes (100%) <hr/>

Accordingly, on behalf of the Chairman, Mr. Chua declared that Resolution 1 was duly carried unanimously, on a poll vote.

RESOLUTION 2 – APPROVAL OF THE PAYMENT OF DIRECTORS’ FEES OF S\$169,610.40 FOR THE FINANCIAL YEAR ENDED 30 APRIL 2021

Resolution 2 was to approve the payment of Directors’ fees for FY2021. The Board had recommended the payment of Directors’ Fees of S\$169,610.40 for FY2021.

As a proxy for Shareholders, the Chairman had voted on Resolution 2 in accordance with the instructions of Shareholders.

Mr. Chua announced the results of the poll for Resolution 2 as follows:

Those in favour:	91,509,281 votes (99.98%)
Those against:	22,725 votes (0.02%)
Total number of valid votes casted:	<hr/> 91,532,006 votes (100%) <hr/>

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Accordingly, on behalf of the Chairman, Mr. Chua declared that Resolution 2 was duly carried, on a poll vote.

RESOLUTION 3 – RE-ELECTION OF MR. KHOO SONG KOON AS A DIRECTOR OF THE COMPANY

The Meeting noted that Mr. Khoo Song Koon (“Mr. Khoo”) will, upon re-election as a Director, remain as an Independent Non-Executive Director of the Company and the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. The Board considers Mr. Khoo to be independent pursuant to Rule 704(8) of the Listing Manual.

As a proxy for Shareholders, the Chairman had voted on Resolution 3 in accordance with the instructions of Shareholders.

Mr. Chua announced the results of the poll for Resolution 3 as follows:

Those in favour:	91,519,281 votes (100%)
Those against:	0 votes (0%)
Total number of valid votes casted:	<u>91,519,281 votes (100%)</u>

Accordingly, on behalf of the Chairman, Mr. Chua declared that Resolution 3 was duly carried unanimously, on a poll vote.

RESOLUTION 4 – RE-ELECTION OF MR. RAYMOND LAM KUO WEI AS A DIRECTOR OF THE COMPANY

The Meeting noted that Mr. Raymond Lam Kuo Wei (“Mr. Lam”) will, upon re-election as a Director, remain as an Independent Non-Executive Director, Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee of the Company. The Board considers Mr. Lam to be independent pursuant to Rule 704(8) of the Listing Manual.

As a proxy for Shareholders, the Chairman had voted on Resolution 4 in accordance with the instructions of Shareholders.

Mr. Chua announced the results of the poll for Resolution 4 as follows:

Those in favour:	90,736,981 votes (100%)
Those against:	0 votes (0%)
Total number of valid votes casted:	<u>90,736,981 votes (100%)</u>

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Accordingly, on behalf of the Chairman, Mr. Chua declared that Resolution 4 was duly carried unanimously, on a poll vote.

RESOLUTION 5 – RE-APPOINTMENT OF MESSRS ERNST & YOUNG LLP AS THE AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Messrs Ernst & Young LLP, who are the Auditors of the Company, have expressed their willingness to continue in office.

As a proxy for Shareholders, the Chairman had voted on Resolution 5 in accordance with the instructions of Shareholders.

Mr. Chua announced the results of the poll for Resolution 5 as follows:

Those in favour:	91,532,006 votes (100%)
Those against:	0 votes (0%)
Total number of valid votes casted:	<u>91,532,006 votes (100%)</u>

Accordingly, on behalf of the Chairman, Mr. Chua declared that Resolution 5 was duly carried unanimously, on a poll vote.

ANY OTHER ORDINARY BUSINESS

As there were no further items of ordinary business arising, the Meeting proceeded to deal with the items of special business.

SPECIAL BUSINESS

RESOLUTION 6 – ORDINARY RESOLUTION – AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the Ordinary Resolution 6 as set out in the Notice of AGM dated 10 August 2021.

As a proxy for Shareholders, the Chairman had voted on Resolution 6 in accordance with the instructions of Shareholders.

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Mr. Chua announced the results of the poll for Resolution 6 as follows:

Those in favour:	90,078,731 votes (99.27%)
Those against:	658,250 votes (0.73%)
Total number of valid votes casted:	<u>90,736,981 votes (100%)</u>

Accordingly, on behalf of the Chairman, Mr. Chua declared that Resolution 6 was duly carried, on a poll vote.

RESOLUTION 7 – ORDINARY RESOLUTION – PROPOSED RENEWAL OF SHARE BUYBACK MANDATE

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the Ordinary Resolution 7 as set out in the Notice of AGM dated 10 August 2021.

As a proxy for Shareholders, the Chairman has voted on Resolution 7 in accordance with the instructions of Shareholders.

Mr. Chua announced the results of the poll for Resolution 7 as follows:

Those in favour:	90,513,956 votes (99.74%)
Those against:	235,750 votes (0.26%)
Total number of valid votes casted:	<u>90,749,706 votes (100%)</u>

Accordingly, on behalf of the Chairman, Mr. Chua declared that Resolution 7 was duly carried, on a poll vote.

RESOLUTION 8 – ORDINARY RESOLUTION – APPROVAL FOR THE CONTINUED APPOINTMENT OF MR. HONG PIAN TEE AS AN INDEPENDENT DIRECTOR, PURSUANT TO RULE 210(5)(D)(III)(A) OF THE LISTING MANUAL OF THE SGX-ST (COMING INTO EFFECT FROM 1 JANUARY 2022)

Resolution 8 was to approve the continued appointment of Mr. Hong Pian Tee (“**Mr. Hong**”) as an Independent Non-Executive Director, pursuant to Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST, coming into effect from 1 January 2022.

Mr. Hong will, contingent to the passing of Resolution 9, upon re-election as a Director, remain as an Independent Non-Executive Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee of the Company until the earlier of his

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retirement/resignation or the conclusion of the third AGM following the passing of Resolutions 8 and 9. The Board considers Mr. Hong to be independent pursuant to Rule 704(8) of the Listing Manual.

As a proxy for Shareholders, the Chairman had voted on Resolution 8 in accordance with the instructions of Shareholders.

Mr. Chua announced the results of the poll for Resolution 8 as follows:

Those in favour:	90,509,506 votes (99.54%)
Those against:	422,500 votes (0.46%)
Total number of valid votes casted:	<u>90,932,006 votes (100%)</u>

Accordingly, on behalf of the Chairman, Mr. Chua declared that Resolution 8 was duly carried, on a poll vote.

RESOLUTION 9 – ORDINARY RESOLUTION – APPROVAL FOR THE CONTINUED APPOINTMENT OF MR. HONG PIAN TEE AS AN INDEPENDENT DIRECTOR, FOR PURPOSES OF RULE 210(5)(D)(III)(B) OF THE LISTING MANUAL OF THE SGX-ST (COMING INTO EFFECT FROM 1 JANUARY 2022)

Resolution 9 was to approve the continued appointment of Mr. Hong Pian Tee (“**Mr. Hong**”) as an Independent Non-Executive Director, pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST, coming into effect from 1 January 2022.

Mr. Hong will, contingent to the passing of Resolution 8 above, upon re-election as a Director, remain as a Lead Independent Non-Executive Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee of the Company until the earlier of his retirement/resignation or the conclusion of the third AGM following the passing of Resolutions 8 and 9. The Board considers Mr. Hong to be independent pursuant to Rule 704(8) of the Listing Manual.

As a proxy for Shareholders, the Chairman has voted on Resolution 9 in accordance with the instructions of Shareholders. All Directors, the Managing Director and their associates have abstained from voting on the Resolution 9.

Mr. Chua announced the results of the poll for Resolution 9 as follows:

Those in favour:	27,088,243 votes (98.46%)
Those against:	422,500 votes (1.54%)
Total number of valid votes casted:	<u>27,510,743 votes (100%)</u>

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Accordingly, on behalf of the Chairman, Mr. Chua declared that Resolution 9 was duly carried, on a poll vote.

CONCLUSION OF MEETING

There being no other business, the Meeting concluded at 10:15 a.m. with a vote of thanks to the Chairman.

Mr. Chua also informed Shareholders that the Company will release the announcement on the results of the AGM on SGXNet and the Company’s corporate website after trading hours on the same day and the minutes of the Meeting proceedings will be released on SGXNet and the Company’s corporate website within one (1) month from the date of Meeting.

CONFIRMED AS A TRUE AND ACCURATE RECORD OF THE PROCEEDINGS

[SIGNED]

MR. TAN TIN YEOW
CHAIRMAN AND MANAGING DIRECTOR
CHAIRMAN OF THE MEETING