



XMH HOLDINGS LTD.

(Incorporated in Singapore)

(Company Registration No.: 201010562M)

PROPOSED SHARE SPLIT OF EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF XMH HOLDINGS LTD. INTO FOUR (4) ORDINARY SHARES

1. INTRODUCTION

- 1.1 The Board of Directors (the "**Board**") of XMH Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company is proposing a share split of every one (1) existing ordinary share in the capital of the Company ("**Share**") into four (4) Shares, on a record date (the "**Record Date**") to be determined by the Directors in due course (the "**Proposed Share Split**").
- 1.2 Pursuant thereto, the Company will seek Shareholders' approval for the Proposed Share Split at the forthcoming annual general meeting of the Company (the "**AGM**") to be convened.
- 1.3 The Company will be issuing a circular in the form of an addendum to the annual report for the financial year ended 30 April 2026 to be issued to Shareholders (the "**Circular**") containing information pertaining to the Proposed Share Split, together with the notice of AGM in due course, via announcement on the Singapore Exchange Securities Trading Limited's (the "**SGX-ST**") website and the Company's website. Printed copies of the notice of AGM and the accompanying proxy form will also be despatched to Shareholders.

2. INFORMATION ON THE PROPOSED SHARE SPLIT

- 2.1 As at the date of this announcement, the Company has an issued and paid-up share capital of S\$39,881,883 comprising 114,973,771 Shares, of which 5,329,850 Shares are held as treasury shares. The Company also has no outstanding share options, share awards or convertible securities. Following the completion of the Proposed Share Split and assuming that no further new Shares are issued or acquired by the Company on or prior to the completion of the Proposed Share Split, an additional 344,921,313 Shares ("**Additional Shares**") will be allotted and issued, and the Company will have an issued and paid-up share capital of S\$39,881,883 comprising 459,895,084 Shares, of which 21,319,400 Shares are held as treasury shares.
- 2.2 Shareholders are not required to make any payment to the Company in respect of the Proposed Share Split. All Shares after the Proposed Share Split shall rank *pari passu* with one another, except that the Additional Shares will not be entitled to any dividends, rights, allotments or other distributions, the record date of which falls before the date of issue of the Additional Shares. For this purpose, "**record date**" means the date fixed by the Company in

relation to any dividends, rights, allotments or other distributions on which Shareholders must be registered with the Company or The Central Depository (Pte) Limited ("**CDP**") in order to participate in such dividends, rights, allotments or other distributions.

- 2.3 The Additional Shares will be issued to Shareholders whose names appear in the register of members of the Company or who have Shares entered against their names in the CDP on the Record Date to be determined in due course in accordance with Rule 837 of the SGX-ST Listing Manual, on the basis of the number of Shares registered in their names or standing to the credit of their securities accounts on the Record Date. The Company will make a further announcement regarding the Record Date after obtaining all the necessary approvals for the Proposed Share Split.
- 2.4 The Proposed Share Split will have no impact on the issued and paid-up share capital of the Company. The Proposed Share Split will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company and has no effect on the shareholders' funds (if any) of the Company and its subsidiaries. The Proposed Share Split will not cause any material changes to the percentage shareholding of each Shareholder, other than non-material changes due to rounding.

3. RATIONALE FOR THE PROPOSED SHARE SPLIT

The Directors believe that the Proposed Share Split will generally be beneficial to the Company and its Shareholders for the following reasons:

3.1 Reduced price of each Share and increased market liquidity of the Shares

The price of each Share has seen significant appreciation since December 2024 which the Company believes to be mainly attributable to the Group's continued strong financial performance since the first half year ended 31 October 2024.

The Proposed Share Split is intended to reduce the price of each Share which will make each Share and each board lot of Shares more affordable, thus encouraging greater participation by general investors and providing greater flexibility in terms of the size of the trades to investors with different investment profiles. The reduced price of each board lot of Shares may also make the Shares more accessible and attractive to both existing and potential investors and enhance the trading liquidity of the Shares over time.

3.2 Broaden the base of Shareholders

Given the increased number of Shares after the Proposed Share Split, there will be an increased number of Shares available for trading purposes which may result in a broadening of the Shareholder base of the Company.

- 3.3 For illustration purposes only and assuming that the Proposed Share Split had been completed on the date of this announcement, the theoretical price for the Shares traded after the completion of the Proposed Share Split would be S\$0.5677 per Share ("**Theoretical Price**") (calculated based on the lowest daily weighted average price per Share of S\$2.2709 for trades done on the SGX-ST from 26 May 2026 to 25 June 2026, being one (1) month preceding the date of this announcement).

3.4 **Shareholders should, however, note that there can be no assurance that the Proposed Share Split will achieve the desired results described above or benefit all Shareholders, nor is there any assurance that such results (if achieved) can be sustained in the longer term. Shareholders should also note that there can be no assurance that the market price of the Shares after the completion of the Proposed Share Split would be equal to or higher than the Theoretical Price following the completion of the Proposed Share Split.**

4. APPROVALS AND CONDITIONS FOR THE PROPOSED SHARE SPLIT

4.1 The Proposed Share Split is subject to, amongst others:

- (a) the receipt of the approval in-principle from the SGX-ST for the listing and quotation of the Additional Shares arising from the Proposed Share Split on the Mainboard of the SGX-ST and compliance with such conditions (if any) as the SGX-ST may impose in connection therewith; and
- (b) the approval of Shareholders for the Proposed Share Split by way of an ordinary resolution at the AGM to be convened.

4.2 An application will be made to the SGX-ST to obtain in-principle approval for the listing and quotation of the Additional Shares arising from the Proposed Share Split. An announcement on the outcome of the application will be made in due course. Any in-principle approval which may be granted by the SGX-ST for the listing and quotation of the Additional Shares is not to be taken as an indication of the merits of the Proposed Share Split, the Company, its subsidiaries, the Shares and/or the Additional Shares.

5. IMPACT ON FINAL DIVIDEND FOR FY2026

5.1 The Board refers to the Company's unaudited full year results announcement for the financial year ended 30 April 2026 ("**FY2026**") released on 26 June 2026, where the Board recommended a final tax exempt (one-tier) ordinary dividend of 0.25 Singapore cents per Share (the "**Final Dividend**"), a special tax exempt (one-tier) dividend of 7.75 Singapore cents per Share (the "**Special Dividend**") and the Company's announcement declaring an interim tax exempt (one-tier) ordinary dividend of 3.00 Singapore cents per Share in respect of the second half of FY2026 (the "**Interim Dividend**").

5.2 For the avoidance of doubt, it is the intention of the Board to fix the record dates of the Final Dividend, the Special Dividend and the Interim Dividend prior to the date of issue of the Additional Shares and effective date of the Proposed Share Split. Accordingly, there will be no adjustment to the Final Dividend, the Special Dividend and the Interim Dividend which will remain as is on a pre-split basis and the Additional Shares will not be entitled to the Final Dividend, the Special Dividend and the Interim Dividend.

6. CIRCULAR TO SHAREHOLDERS

As mentioned in paragraph 1.3 above, a Circular containing further information on the Proposed Share Split, together with the notice of AGM will be issued to Shareholders in due course.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial Shareholders and their respective associates have any interest, direct or indirect, in the Proposed Share Split (other than through their respective shareholdings in the Company).

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Share Split, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

9. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution in trading their Shares. The Proposed Share Split is subject to several conditions and there is no certainty or assurance as at the date of this announcement that the Proposed Share Split will be completed or that no changes will be made to the terms thereof. Shareholders are advised to read this announcement and any further announcements by the Company carefully.

Shareholders who are in any doubt as to the course of action they should take should consult their stock brokers, bank managers, solicitors, accountants or other professional advisors.

BY ORDER OF THE BOARD

Tan Tin Yeow
Chairman and Managing Director
26 June 2026