

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of XMH HOLDINGS LTD. (the “**Company**”, and together with its subsidiaries, the “**Group**”) will be held at 55 Tuas Crescent, #07-01, Singapore 638743 on Monday, 28 August 2023 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESSES

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company and the Group for the financial year ended 30 April 2023 (“**FY2023**”), together with the Auditor’s Report thereon. **Resolution 1**
2. To declare a final one-tier tax exempt dividend of 0.25 Singapore cent per ordinary share and a special one-tier tax exempt dividend of 1.25 Singapore cent per ordinary share for FY2023. **Resolution 2**
3. To approve the payment of Directors’ fees of S\$179,130 for FY2023 (FY2022: S\$170,600). **Resolution 3**
4. To re-elect the following Directors of the Company, who are retiring pursuant to Regulation 89 of Constitution of the Company:
 - (a) Mr. Khoo Song Koon (Regulation 89)
[See Explanatory Note (i)] **Resolution 4**
 - (b) Mr. Raymond Lam Kuo Wei (Regulation 89)
[See Explanatory Note (ii)] **Resolution 5**
5. To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **Resolution 6**
6. To transact any other ordinary business which may be properly transacted at an AGM.

AS SPECIAL BUSINESSES

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

7. Authority to allot and issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited (“**SGX-ST**”)

“That pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be and are hereby authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided that:

- (1) the aggregate number of Shares (including Shares to be issued pursuant to the Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a *pro rata* basis to the existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued Shares and Instruments shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraphs (2)(a) and (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting) the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier; or (ii) in the case of shares to be issued in accordance with the terms of the Instruments.”

[See Explanatory Note (iii)]

Resolution 7

8. Proposed renewal of the Share Buyback Mandate

That:

- (a) for the purposes of the Companies 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 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 scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) 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 ("**Share Buyback Mandate**");

- (b) 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 by the Company in general meeting;

- (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 AGM 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 authorise 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.

[See Explanatory Note (iv)]

Resolution 8

By Order of the Board of Directors
of **XMH HOLDINGS LTD.**

Mr. Chua Kern
Company Secretary
Singapore, 8 August 2023

Explanatory Notes:

- (i) Mr. Khoo Song Koon (“**Mr. Khoo**”) will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Audit Committee (the “**AC**”) and a member of the Remuneration Committee (the “**RC**”) and Nominating Committee (the “**NC**”) of the Company. Mr. Khoo will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to Corporate Governance Report on page 53 to page 58 in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (ii) Mr. Raymond Lam Kuo Wei (“**Mr. Lam**”) will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the NC and a member of the AC and RC of the Company. Mr. Lam will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to Corporate Governance Report on page 53 to page 58 in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (iii) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a *pro rata* basis to existing shareholders of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution 7 is passed after adjusting for new shares arising from the conversion of exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution 7 is passed and any subsequent consolidation or subdivision of Shares.

- (iv) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, to buyback ordinary shares of the Company by way of On-Market Share Buyback or Off-Market Share Buyback of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in the Section 2.3.4 of the Addendum. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statement of the Group for the financial year ended 30 April 2023 are set out in greater detail in the Addendum on page 176 to page 199 in the Annual Report 2023.

Notes:

The Company's AGM will be held in a wholly physical format at 55 Tuas Crescent, #07-01, Singapore 638743 on Monday, 28 August 2023 at 10.00 a.m. (Singapore time) for considering and, if thought fit, passing the resolutions set out in the Notice of AGM. There will be no option for shareholders to participate virtually.

Copies of the Notice of AGM and the Proxy Form will be sent by post to members and published on the SGXNet and the Company's corporate website at the URL <http://www.xmh.com.sg/XMHH/investor-relations/>. For Shareholders who prefer to receive a printed copy of the Annual Report 2023, please email to the Company at xmh@xmh.com.sg.

Shareholders should take note of the following arrangements for the AGM:

(a) Participation in the AGM

Shareholders, including investors who hold the Company's shares (a) using their contribution pursuant to the Central Provident Fund Investment Scheme (“**CPF Investors**”); and (b) purchased under the Supplementary Retirement Scheme (“**SRS Investors**”) (CPF Investors and SRS Investors shall collectively be known as, the “**Investors**”), may participate in the AGM by:-

- (i) attending the AGM in person;
- (ii) submitting questions in relation to any agenda item in this notice of AGM in advance of, or at the AGM; and/or
- (iii) voting at the AGM by (1) themselves; or (2) through duly appointed proxy(ies).

Details of the steps for registration, asking of questions and voting at the AGM by Shareholders, are set out in items (b) to (e) below.

(b) Register in person to attend the AGM

Shareholders, including the Investors, and (where applicable) duly appointed proxies can attend the AGM in person.

To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Registration will commence one (1) hour before the AGM. Every attendee is required to bring along his/her NRIC/passport to enable the Company to verify his/her identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.

For Shareholders who hold shares through relevant intermediaries (as defined under Section 181 of the Companies Act 1967 of Singapore) ("**Relevant Intermediary Investors**"), please refer to item (e) for the procedures to attend and vote at the AGM.

Shareholders are advised not to attend the AGM if they are feeling unwell.

(c) Submitting questions in relation to the AGM agenda

Shareholders and Investors who have questions in relation to any agenda item in this Notice of AGM can ask questions at the AGM or submit their questions to the Company in advance, by Tuesday, 15 August 2023, 10.00 a.m., through any of the following means:

- (i) if sent by post, be lodged at the Registered Office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743; or
- (ii) if submitted by email, be received by the Company at xmh@xmh.com.sg;

Shareholders and Investors (including the Relevant Intermediary Investors) must identify themselves when posting questions through email or mail by providing the following details:

- (i) Full Name;
- (ii) Contact Telephone Number (optional);
- (iii) Email Address; and
- (iv) The manner in which you hold shares (if you hold shares directly, please provide your Central Depository (Pte) Limited account number; otherwise, please state if you hold your shares through CPF or SRS, or are a Relevant Intermediary Investors).

Shareholders and Investors (including the Relevant Intermediary Investors) are encouraged to submit their questions by email. The Company will address all substantial and relevant questions through an announcement on SGXNet and the Company's website at the URL <http://www.xmh.com.sg/XMHH/investor-relations/> by Thursday, 24 August 2023, 10.00 a.m.. Where substantially similar questions are received, such questions will be consolidated and consequently not all questions may be individually addressed.

The Company will publish the minutes of the AGM, which will include the responses from the Board and management of the Company on the substantial and relevant questions received from Shareholders and Investors (including the Relevant Intermediary Investors) via an announcement on SGXNet and the Company's website within one (1) month after the AGM.

(d) Voting at the AGM

For Relevant Intermediary Investors, please refer to item (e) for the procedures to vote at the AGM.

For CPF Investors or SRS Investors, please refer to item (f) for the procedures to vote at the AGM.

Shareholders will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf.

Duly completed Proxy Forms must be submitted through any of the following:

- (i) if sent by post, be lodged at the Registered Office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743; or
- (ii) if submitted by email, be received by the Company at xmh@xmh.com.sg;

in either case, by 10.00 a.m. on 26 August 2023 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument appointing proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from the SGXNet and the Company's corporate website, which may be accessed at <http://www.xmh.com.sg/XMHH/investor-relations/>, and subsequently, to complete and sign the Proxy Form before submitting it by (a) post to the address provided above, or (b) scanning and sending it to the email address provided above.

Completion and submission of the instrument appointing a proxy(ies) by a shareholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the AGM.

Please refer to the detailed instructions set out in the Proxy Form.

(e) Voting at the AGM by Relevant Intermediary Investors

Relevant Intermediary Investors who wish to appoint the proxy(ies) to vote at the AGM should not make use of the Proxy Form and should instead approach their respective relevant intermediaries as soon as possible for the proxy(ies) appointment or by 10.00 a.m. on 16 August 2023, being at least seven (7) working days before the AGM.

(f) Voting at the AGM by CPF Investors or SRS Investors

CPF Investors or SRS Investors who wish to vote may:

- (i) vote at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
- (ii) appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 10.00 a.m. on 16 August 2023, being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman to vote on their behalf.

Personal Data Privacy

“Personal data” in this notice of AGM has the same meaning as “personal data” in the Personal Data Protection Act 2012 of Singapore, which includes his/her name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 proxy(ies) and representative(s) appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

NOTICE OF RECORD DATE AND PAYMENT DATE

NOTICE IS HEREBY GIVEN that, the Share Transfer Book and Register of Members of XMH Holdings Ltd. (the “**Company**”) will be closed at 5.00 p.m. (Singapore time) on 12 September 2023 (the “**Record Date**”) for the purpose of determining the entitlements of the Company’s shareholders (“**Shareholders**”) to a final one-tier tax exempt dividend of 0.25 Singapore cent per ordinary share and a special one-tier tax exempt dividend of 1.25 Singapore cent per ordinary share in the capital of the Company in respect of the financial year ended 30 April 2023 (the “**Dividends**”).

Duly completed and stamped registrable transfers in respect of the Shares received by the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898 up to 5.00 p.m. on the Record Date will be registered to determine Shareholders’ entitlements to the Dividends.

Shareholders whose securities accounts with The Central Depository (Pte) Limited (“**CDP**”) are credited with Shares or whose names appear in the Register of Members of the Company, as at 5.00 p.m. on the Record Date will be entitled to the Dividends on the basis of the number of Shares standing to the credit of their securities accounts with CDP or the number of Shares held by them as stated in the Register of Members of the Company, as the case may be.

The Dividends, if approved by the Shareholders at the Annual General Meeting of the Company to be held on 28 August 2023, will be paid on or about 22 September 2023.

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