



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

## RESULTS OF ANNUAL GENERAL MEETING

The Board of Directors (the “**Board**”) of XMH Holdings Ltd (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that at the Annual General Meeting (the “**AGM**”) of the Company held on 29 August 2016, all resolutions set forth in the Notice of AGM dated 11 August 2016 were voted by way of a poll.

The results of the poll each resolution are set out below as confirmed by RHT Corporate Advisory Pte. Ltd., who acted as scrutineer for the poll as the AGM:

Ordinary Resolution	For		Against		Total No. of Valid Votes Cast
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	
<b><u>AS ORDINARY BUSINESS</u></b>					
<u>Resolution 1</u>  Directors Statement, Audited Financial Statements and Auditors’ Report for the financial year ended 30 April 2016	84,912,621	100.00%	0	0.00%	84,912,621
<u>Resolution 2</u>  Declaration of a first and final dividend (tax exempt one-tier)	84,254,871	100.00%	0	0.00%	84,254,871
<u>Resolution 3</u>  Approval of Directors’ fees amounting to S\$170,600 for the financial year ended 30 April 2016	84,252,271	99.72%	235,750	0.28%	84,488,021

Ordinary Resolution	For		Against		Total No. of Valid Votes Cast
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	
<u>Resolution 4</u> Re-election of Ms. Tan Guat Lian as a Director <sup>(1)</sup>	77,920,627	100.00%	0	0.00%	77,920,627
<u>Resolution 5</u> Re-election of Mr. Chan Heng Toong as a Director <sup>(2)</sup>	84,912,371	100.00%	0	0.00%	84,912,371
<u>Resolution 6</u> Re-appointment of Mr. Hong Pian Tee as a Director pursuant to Section 153(6) of the Companies Act, Chapter 50 <sup>(3)</sup>	84,914,871	100.00%	0	0.00%	84,914,871
<u>Resolution 7</u> Re-appointment of Messrs Ernst & Young LLP as Auditors and to authorise the Directors of the Company to fix their remuneration	84,490,371	100.00%	0	0.00%	84,490,371
<b><u>AS SPECIAL BUSINESS</u></b>					
<u>Resolution 8</u> Authority to allot and issue new shares	84,252,021	99.72%	235,750	0.28%	84,487,771
<u>Resolution 9</u> Authority to allot and issue shares under the XMH Share Option Scheme <sup>(4)</sup>	32,743,877	100.00%	250	0.00%	32,744,127

- (1) Ms. Tan Guat Lian had abstained from voting on the resolution in respect of her own re-election as a Director as she holds 6,569,744 ordinary shares.
- (2) Mr. Chan Heng Toong will, upon re-election as a Director of the Company, remain as the Chairman of Nominating Committee, a member of the Audit Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).
- (3) Mr. Hong Pian Tee, who was re-appointed as a Director of the Company, pursuant to Section 153(6) of the Companies Act, Chapter 50 (the “**Act**”) remain as the Chairman of Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Section 153(6) of the Act was repealed when the Companies (Amendment) Act 2014 came into effect on 3 January 2016. With his re-appointment of this AGM, Mr. Hong Pian Tee will no longer subject to re-appointment under the Act but will be subject to retirement by rotation under the Company’s Constitution.
- (4) The following persons had abstained from voting on the resolution 9 in respect of the authority to issue Shares pursuant to the exercise of options under XMH Share Option Scheme:

<b>Name of Person</b>	<b>Number of Shares held</b>
Tan Tin Yeow (Chairman)	44,857,500
Chua Siew Meng	12,500
Kong Ah Guan	40,750
Lee Sel Huai	15,000
Lim Pei Furn	2,500
Shia Leng Ling	3,750
Tan Fuyuan (Chen Fuyuan)	76,000
Tan Guat Lian	6,569,744

**By Order of the Board**

**Tan Tin Yeow**

Chairman and Chief Executive Officer

29 August 2016