



XMH Holdings Ltd.

Company No.: 201010562M

Incorporated in the Republic of Singapore

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULE 1014(2) OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED IN RESPECT OF THE PROPOSED DISPOSAL OF Z-POWER AUTOMATION PTE. LTD.

- UPDATE ON SATISFACTION OF WAIVER CONDITIONS

1. INTRODUCTION

The Board of Directors (the "**Board**") of XMH Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Company's announcements dated 29 September 2019 and 6 October 2019 (collectively the "**Announcements**") in respect of the proposed disposal of the Company's 80% stake in Z-Power Automation Pte. Ltd. (the "**Proposed Disposal**").

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

2. WAIVER CONDITIONS SATISFIED

The Board wishes to update Shareholders that the Company has satisfied the following outstanding conditions of the Waiver:

- (a) submission of a written undertaking from the Company that it will seek Shareholders' ratification of the Proposed Disposal at the Ratification EGM within three months from 4 October 2019 (being the date of approval of the Waiver);
- (b) submission of a written confirmation from the Company that the Waiver does not contravene any laws and regulations governing the Company and the Constitution of the Company;
- (c) written irrevocable undertakings from the Undertaking Shareholders to the Company to vote in favour of the Proposed Disposal at the Ratification EGM to be convened; and

- (d) written irrevocable undertakings from the Undertaking Shareholders that they will maintain their interests in the Company, such that they will continue to own more than 50% of the issued shares of the Company before and up to the date of the Ratification EGM.

Accordingly, all the Waiver conditions have been fulfilled.

3. GENERAL

Further announcements will be made in due course to provide Shareholders with an update on the Proposed Disposal as and when appropriate.

For and on behalf of the Board

Tan Tin Yeow

Chairman and Managing Director

7 October 2019