

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**” or the “**Meeting**”) of XMH Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) will be convened and held at 55 Tuas Crescent, #07-01, Singapore 638743 on Wednesday, 28 August 2024 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 of the Group for the financial year ended 30 April 2024 (“**FY2024**”), together with the Independent Auditor’s Report thereon. **Resolution 1**
2. To declare and approve the payment of a final one-tier tax exempt dividend of 0.25 Singapore cents per ordinary share and a special one-tier tax exempt dividend of 3.25 Singapore cents per ordinary share for FY2024. **Resolution 2**
3. To note the retirement of Mr. Hong Pian Tee, who is retiring pursuant to Regulation 89 of the Constitution of the Company and has decided not to offer himself for re-election.  
[See Explanatory Note (i)]
4. To approve the payment of Directors’ fees of S\$179,130 for FY2024 (FY2023: S\$179,130). **Resolution 3**
5. To re-elect the following Directors of the Company, who are retiring pursuant to Regulation 89 of the Constitution of the Company:
  - (a) Mr. Tan Tin Yeow (Regulation 89)  
[See Explanatory Note (ii)] **Resolution 4**
  - (b) Mr. Khoo Song Koon (Regulation 89)  
[See Explanatory Note (iii)] **Resolution 5**
6. To re-appoint Messrs Ernst & Young LLP as the Independent Auditors of the Company to hold office until the next AGM and to authorise the Directors of the Company to fix their remuneration. **Resolution 6**
7. 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 as Ordinary Resolutions, with or without modifications:

8. Authority to allot and issue shares in the capital of the Company  
  
“That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”), the Constitution of the Company, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Rules**”), authority be and is hereby given to the Directors 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 that 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 is 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 Company's 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 (including Shares to be issued pursuant to the Instruments made or granted pursuant to this Resolution) and Instruments to be issued other than on a *pro-rata* basis to the existing shareholders of the Company (the "**Shareholders**") 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 manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) and Instruments that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) and Instruments shall 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 of the passing of this Resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities which are outstanding or subsisting at the time this Resolution is passed;
  - (ii) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided that such share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Rules; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

the adjustments in accordance with sub-paragraph (2)(i) or sub-paragraph (2)(ii) above are only to be made in respect of new Shares arising from the Instruments, 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 Rules (including supplemental measures hereto) for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act for the time being in force and the Constitution of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting) the Share Issue Mandate conferred by this Resolution 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 the earlier, or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments."

[See Explanatory Note (iv)]

**Resolution 7**

#### 9. Proposed renewal of the Share Buyback Mandate

"That:

- (a) for the purposes of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire 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) on-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 Act, and otherwise in accordance with all other provisions of the Act and the Listing Rules of the SGX-ST as may for the time being be applicable,

and is hereby authorised and approved generally and unconditionally (the "**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 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; and
- (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 (5) 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 (v)]

**Resolution 8**

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

Mr. Chua Kern  
Company Secretary  
Singapore, 8 August 2024

**Explanatory Notes:**

- (i) Following the retirement of Mr. Hong Pian Tee, the Board of Directors (the “**Board**”) and the relevant Board Committees will review the respective composition of the Board to ensure compliance with the Listing Rules and the Code of Corporate Governance 2018 (the “**Code**”), including but not limited to complying with (i) Principle 6 (Provision 6.2) of the Code which provides that the Remuneration Committee (the “**RC**”) should comprise at least three (3) directors, the majority of whom, including the Chairman of the RC, are independent; (ii) Principle 10 (Provision 10.2) of the Code which provides that the Audit Committee (the “**AC**”) should comprise at least three (3) directors, the majority of whom are independent; and (iii) Rule 704(8) of the Listing Rules to fill the vacancy in the AC to meet the minimum number of not less than three (3) members within two (2) months, but in any case not later than three (3) months.
- (ii) Mr. Tan Tin Yeow will, upon re-election as a Director of the Company, remain as the Chairman and Managing Director of the Company. Please refer to the Corporate Governance Report on pages 56 to 58 in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Rules.
- (iii) Mr. Khoo Song Koon (“**Mr. Khoo**”) will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the AC and a member of the Nominating Committee (the “**NC**”) and the RC of the Company. Mr. Khoo is considered independent for the purposes of Rule 704(8) of the Listing Rules. Please refer to the Corporate Governance Report on pages 56 to 58 in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Rules.
- (iv) The Ordinary Resolution 7 proposed in item 8 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%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) may be issued other than on a *pro-rata* basis to existing Shareholders.

For the purpose of 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 is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (v) The Ordinary Resolution 8 proposed in item 9 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 2024 are set out in greater detail in the Addendum on pages 186 to 204 in the Annual Report 2024.

**Notes:**

The Company’s AGM will be held in a wholly physical format at 55 Tuas Crescent, #07-01, Singapore 638743 on **Wednesday, 28 August 2024** 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.

Printed copies of the Notice of AGM and the accompanying Proxy Form will be sent by post to shareholders and published on the SGXNet and the Company’s corporate website at <http://www.xmh.com.sg/XMHH/investor-relations/>.

The Annual Report 2024 has been published on the SGXNet and may be accessed at the Company’s corporate website at <http://www.xmh.com.sg/XMHH/investor-relations/>. Printed copies of the Annual Report 2024 will not be sent to shareholders unless requested for by shareholders submitting a request via email to [xmh@xmh.com.sg](mailto:xmh@xmh.com.sg) by 16 August 2024. The following information must be provided:

- (i) the shareholder’s full name;
- (ii) the shareholder’s address; and
- (iii) the manner in which the shares are held.

A printed copy of the Annual Report 2024 will then be sent to the address specified by the shareholder.

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

**(a) Physical Participation in the AGM**

Shareholders of the Company (including Central Provident Fund Investment Scheme investors (“**CPF Investors**”) and Supplementary Retirement Scheme investors (“**SRS 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 personally; or (2) through duly appointed proxy(ies).

CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **10.00 a.m. on Friday, 16 August 2024**, being at least seven (7) working days before the AGM. Please refer to Proxy Voting under item (c) below for details.

Shareholders, including CPF Investors and SRS Investors, or, where applicable, their appointed proxy(ies) who are attending the AGM in person should bring along their NRIC/passport to enable the Company to verify their identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Shareholders who are unwell are strongly encouraged to exercise social responsibility to rest at home and to consider appointing a proxy(ies) to attend the Meeting. We encourage shareholders to mask up when attending the AGM.

**(b) Submission of Questions**

Shareholders may raise questions at the AGM or submit questions in advance of the AGM via the following means by **10.00 a.m. on Friday, 16 August 2024**, in the following manner:

- (i) by email, to [xmh@xmh.com.sg](mailto:xmh@xmh.com.sg); or
- (ii) by post, to be deposited at the Registered Office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743.

For verification purposes, when submitting any questions by post or via email, shareholders **MUST** provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the Company shall be entitled to regard the submission as invalid.

Shareholders are strongly encouraged to submit their questions by email in advance of the AGM. The Company will publish its responses to the substantial and relevant questions submitted by shareholders prior to the abovementioned deadline, by **Saturday, 24 August 2024**, which is at least forty-eight (48) hours before the proxy form deadline.

For questions received after 16 August 2024, the Company will endeavour to address all substantial and relevant questions submitted by shareholders prior to or during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. For questions addressed during the AGM, the Company will publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company's website within one (1) month after the date of the AGM.

**(c) Proxy Voting**

Shareholders will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf. A shareholder can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory. A proxy need not be a shareholder of the Company.

Duly completed Proxy Forms must be submitted in the following manner:

- (i) by email, to [xmh@xmh.com.sg](mailto:xmh@xmh.com.sg); or
- (ii) by post, to be deposited at the Registered Office of the Company at 55 Tuas Crescent, #07-01, Singapore 638743,

in either case, by **10.00 a.m. on Monday, 26 August 2024** (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 shareholder 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 or from the Company's corporate website 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.

If a shareholder wishes to appoint the Chairman of the AGM as proxy, such shareholder (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Where a shareholder appoints proxy(ies), he/she/it may give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/its discretion, as he/she/it may on any other matter arising at the AGM.

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 shareholder 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.



Persons who hold Shares through relevant intermediaries, other than CPF Investors and SRS Investors, and who wish to participate in the AGM should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than CPF Investors and SRS Investors, may (a) vote at the AGM if they are appointed as proxies by their respective relevant intermediaries; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.

In addition, CPF Investors and SRS Investors may (a) vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators, and should contact their respective CPF Agent Banks and SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective CPF Agent Banks and SRS Operators, and should approach their respective CPF Agent Banks and SRS Operators by **10.00 a.m. on Friday, 16 August 2024**, being at least seven (7) working days before the date of the AGM, to ensure their votes are submitted.

**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 or her name, address and NRIC/Passport number.

By attending the AGM and/or any adjournment thereof or 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:

- (a) 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**”);
- (b) 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;
- (c) 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; and
- (d) agrees and consents to such photographic, sound and/or video recordings of the AGM as may be made by the Company (or its respective agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of the member (such as his/her/its name, his/her/its presence at the AGM and any questions he/she/it may raise or motions he/she/it may propose and/or second) may be recorded by the Company (or its respective agents or service providers) for such purpose.

**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 10 September 2024 (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 cents per ordinary share and a special one-tier tax exempt dividend of 3.25 Singapore cents per ordinary share in the capital of the Company in respect of the financial year ended 30 April 2024 (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 9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619 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 2024, will be paid on or about 18 September 2024.