



XPRESS HOLDINGS LTD

(Incorporated in the Republic of Singapore)

(Company Registration Number: 199902058Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of Xpress Holdings Ltd (the "**Company**") will be held at 25 Tai Seng Avenue, #01-01 KOP Building, Singapore 534104, on Tuesday, 14 June 2016 at 9.30 a.m., for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolution as set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 30 May 2016.

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF THE ENTIRE INTEREST OF THE COMPANY IN THE ISSUED SHARE CAPITAL OF XPRESS PRINT (SHENZHEN) CO. LTD, PRECISE MEDIA GROUP LIMITED, XPRESS PRINT (K.L.) SDN BHD, XPRESS PRINT (H.K.) LIMITED AND SHENZHEN JIAXINGDA PRINTING CO. LTD ("PROPOSED DISPOSAL")

That:-

- (a) approval be and is hereby given for the Proposed Disposal of the Company's entire interest in the issued share capital of Xpress Print (Shenzhen) Co. Ltd, Precise Media Group Limited, Xpress Print (K.L.) Sdn Bhd, Xpress Print (H.K.) Limited and Shenzhen Jiaxingda Printing Co. Ltd pursuant to the terms and conditions of the Sale and Purchase Agreement dated 4 March 2016 entered into between the Company, Xpress Print (Pte) Ltd and China Gateway (Greater China) Consultants Limited for an aggregate consideration of S\$1,000,000, as a major transaction for the purposes of Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited; and
- (b) the Directors and each of them be and is hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to this Ordinary Resolution and the Proposed Disposal and/or the matters contemplated herein.

BY ORDER OF THE BOARD

Shirley Tan Sey Liy

Company Secretary

XPRESS HOLDINGS LTD

30 May 2016

Notes:-

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting (the "**Meeting**") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A relevant intermediary* may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 61 Tai Seng Avenue, Crescendas Print Media Hub, #03-03, Singapore 534167, not less than forty-eight (48) hours before the time appointed for holding the Meeting.

*A relevant intermediary means:-

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under the Central Provident Fund Act, Chapter 36 of Singapore, providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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) 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.