

CIRCULAR DATED 14 AUGUST 2013

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Circular is circulated to Shareholders (as defined in this Circular) of XMH Holdings Ltd. (the “**Company**”) together with the Company’s annual report for the financial year ended 30 April 2013 (the “**Annual Report**”).

The Notice of the Extraordinary General Meeting and a proxy form are enclosed with this Circular. If you have sold all your Shares (as defined in this Circular), you should immediately forward this Circular, together with the accompanying Notice of the Extraordinary General Meeting and proxy form to the purchaser or to the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

If you are in any doubt as to the contents herein or as to any action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.



XMH HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
Company Registration Number 201010562M

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- (1) THE RENEWAL OF THE SHARE BUYBACK MANDATE;**
- (2) THE PROPOSED PARTICIPATION OF A CONTROLLING SHAREHOLDER AND HIS ASSOCIATES IN THE XMH SHARE OPTION SCHEME; AND**
- (3) THE PROPOSED GRANT OF OPTIONS TO A CONTROLLING SHAREHOLDER AND HIS ASSOCIATES.**

IMPORTANT DATES AND TIMES:

Last date and time for deposit of Proxy Form	:	27 August 2013 at 11:00 a.m.
Date and time of Extraordinary General Meeting	:	29 August 2013 at 11.00 a.m., or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place
Place of Extraordinary General Meeting	:	Warren Golf & Country Club, 81 Choa Chu Kang Way, Singapore 688263

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DEFINITIONS

For the purpose of this Circular, the following definitions have, where appropriate, been used:

“2012 EGM”	:	The extraordinary general meeting of the Company held on 28 August 2012.
“2013 EGM” or “EGM”	:	The extraordinary general meeting of the Company to be convened on 29 August 2013, notice of which is given on page 39 of this Circular.
“AGM”	:	The annual general meeting of the Company.
“Approval Date”	:	Has the meaning ascribed to it in Section 2.3.1 of this Circular.
“Associate”	:	<p>(a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:</p> <ul style="list-style-type: none">(i) his immediate family;(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; <p>(b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.</p>
“Average Closing Price”	:	Has the meaning ascribed to it in Section 2.3.4 of this Circular.
“Board”	:	The Board of Directors of the Company.
“CDP”	:	The Central Depository (Pte) Limited.
“Circular”	:	This Circular to Shareholders dated 14 August 2013.
“Committee”	:	The Remuneration Committee established by the Company pursuant to the Code of Corporate Governance 2005, as from time to time amended, modified or supplemented.
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time.

DEFINITIONS

“Company”	:	XMH Holdings Ltd.
“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over the Company.
“Directors”	:	The directors of the Company for the time being.
“Employee”	:	An Executive Director or a full-time employee of any member of the Group who is selected by the Committee to participate in the Scheme.
“EPS”	:	Earnings per Share.
“Executive Director”	:	A director who is a full-time employee of the Company and who performs an executive function.
“Exercise Price”	:	The price at which a Participant shall subscribe for each Share upon the exercise of an Option, as determined in accordance with the Scheme Rules.
“Group”	:	The Company and its subsidiaries.
“Independent Shareholders”	:	Shareholders other than Shareholders who are Participants and Associates of such Participants.
“Latest Practicable Date”	:	The latest practicable date prior to the printing of this Circular, being 1 August 2013.
“Listing Manual”	:	The listing rules of the SGX-ST, as may be amended, varied or supplemented from time to time.
“Market Day”	:	A day on which the SGX-ST is open for trading of securities.
“Market Price”	:	A price equal to the average of the closing prices for a Share for the past five Market Days immediately preceding the date of grant of the Option.
“Market Purchase”	:	Has the meaning ascribed to it in Section 2.3.3 of this Circular.
“Maximum Price”	:	Has the meaning ascribed to it in Section 2.3.4 of this Circular.

DEFINITIONS

“Non-Executive Director”	:	A director (other than an Executive Director) from time to time of the Company.
“NTA”	:	Net tangible assets.
“Off-Market Purchase”	:	Has the meaning ascribed to it in Section 2.3.3 of this Circular.
“Option”	:	The right to subscribe for Shares granted or to be granted pursuant to the Scheme and for the time being subsisting.
“Participants”	:	Has the meaning ascribed to it in Section 4.2 of this Circular.
“Scheme Rules”	:	Rules of the XMH Share Option Scheme.
“Scheme Shares”	:	The new Shares which may be allotted and issued from time to time pursuant to the exercise of Option(s).
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.
“Share Buyback”	:	The buyback of Shares by the Company pursuant to the terms of the Share Buyback Mandate.
“Share Buyback Mandate”	:	The mandate to enable the Company to purchase or otherwise acquire its Shares, the terms of which are set out in Section 2.3 of this Circular.
“Shareholders”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register.
“Shares”	:	Ordinary shares in the capital of the Company.
“SIC”	:	Securities Industry Council.
“Substantial Shareholder”	:	A Shareholder who has an interest (directly or indirectly) of not less than 5% of the total voting shares of the Company.
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as the same may be amended or modified from time to time.
“XMH Share Option Scheme” or “the Scheme”	:	The XMH Share Option Scheme as may be modified or altered from time to time.
“S\$”, “\$” and “cents”	:	Singapore dollars and cents, respectively.
“%” or “per cent”	:	Per centum or percentage.

DEFINITIONS

The terms “**Depositor**”, “**Depository**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act. The term “**treasury shares**” shall have the meaning ascribed to it in Section 4 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or such statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding.

LETTER TO SHAREHOLDERS

XMH HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
Company Registration Number 201010562M

Directors:

Tan Tin Yeow	Chairman and CEO
Tan Seng Hee	Executive Director and Deputy CEO
Chua Tiong Wei	Executive Director
Tan Guat Lian	Executive Director
Hong Pian Tee	Lead Independent Director
Chan Heng Toong	Independent Director
Ng Sey Ming	Independent Director

Registered Office:

44 Sungei Kadut Avenue
Singapore 729667

14 August 2013

To: The Shareholders of XMH Holdings Ltd.

Dear Shareholder,

1. INTRODUCTION

1.1 EGM

The Board is convening an EGM to be held on 29 August 2013 to seek the approval of Shareholders for:

- (a) the renewal of the Share Buyback Mandate;
- (b) the proposed participation of a Controlling Shareholder and his Associates in the XMH Share Option Scheme; and
- (c) the proposed grant of Options to Mr. Tan Tin Yeow, a Controlling Shareholder, and his Associates, Mr. Tan Seng Hee and Ms. Tan Guat Lian.

1.2 Purpose of Circular

The purpose of this Circular is to provide Shareholders with the relevant information pertaining to the matters set out in Section 1.1 of this Circular, and to seek Shareholders' approval for the resolutions in respect thereof to be tabled at the EGM, as set out in the Notice of EGM on page 39 of this Circular.

1.3 Listing and quotation of Scheme Shares

An application will be made to SGX-ST for the listing and quotation of Scheme Shares, which may be issued from time to time pursuant to the exercise of Options under the Scheme. An appropriate announcement will be made upon receipt of the listing and quotation notice from the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

LETTER TO SHAREHOLDERS

2. THE RENEWAL OF THE SHARE BUYBACK MANDATE

2.1 Background

Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by the Companies Act, the Listing Manual, the Memorandum and Articles of Association of the Company and such other laws and regulations as may for the time being be applicable.

At the 2012 EGM, Shareholders had approved, *inter alia*, the adoption of a Share Buyback Mandate empowering the Directors to exercise all the powers of the Company to purchase or otherwise acquire its issued Shares.

The Share Buyback Mandate was expressed to take effect on the date of the 2012 EGM and will expire on the date of the forthcoming EGM, which is scheduled to be held on 29 August 2013.

Accordingly, the Company is seeking Shareholders' approval for a renewal of the Share Buyback Mandate at the EGM to be held immediately after the AGM on 29 August 2013. If the proposed renewal of the Share Buyback Mandate is approved, the Share Buyback Mandate will take effect from the date of the forthcoming EGM and continue in force until the date of the next EGM or such date as the next EGM is required by law to be held, unless prior thereto, Share Buybacks are carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Company in a general meeting. The Share Buyback Mandate will be put to Shareholders for renewal at each subsequent EGM of the Company.

The Company's share capital presently comprises only one (1) class of shares, namely, the Shares. As at the Latest Practicable Date, the Company has (i) an issued share capital of 400,000,003 Shares, of which 14,996,000 Shares are held as treasury shares of the Company, and (ii) a market capitalisation of S\$156,000,001.

2.2 Rationale for the renewal of the Share Buyback Mandate

The Share Buyback Mandate will give the Company the flexibility to undertake purchases of its issued Shares at any time, subject to market conditions, during the period in which the Share Buyback Mandate is in force.

The Share Buyback Mandate will accord the Company greater flexibility in managing its capital to achieve a more efficient capital structure, and would also allow the Company to enhance its EPS and return on equity on an ongoing basis. Shares purchased or acquired by the Company pursuant to the Share Buyback Mandate can be held as treasury shares and distributed for the purposes of the Scheme.

Furthermore, short-term speculation may at times cause the market price of the Company's Shares to be depressed below the true value of the Company and the Group. The Share Buyback Mandate will provide the Directors with the means to restore investors' confidence and to protect existing shareholders' investments in the Company in a depressed share-price situation through judicious purchases of Shares to enhance the EPS. Shares purchased or acquired by the Company will also enhance the net asset value per Share if the Shares purchases are made at a price below the net asset value per Share.

LETTER TO SHAREHOLDERS

The Directors will act judiciously and will only purchase or acquire Shares pursuant to the Share Buyback Mandate as and when the circumstances permit and only if the Directors are of the view that such purchases are in the best interests of the Company and the shareholders.

The Directors do not propose to carry out Share Buybacks to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group, taking into account the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

2.3 Terms of the Share Buyback Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate are summarised below:

2.3.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired by the Company is limited to that number of Shares representing not more than 10% of the issued ordinary share capital of the Company as at the date of the EGM at which the renewal of the Share Buyback Mandate is approved (the “**Approval Date**”) (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 that may be held by the Company from time to time).

For illustrative purposes only, on the basis of 385,004,003 issued and paid-up Shares (excluding treasury shares) as at the Latest Practicable Date, and assuming (a) no further Shares are issued on or prior to the EGM; (b) none of the 14,996,000 treasury shares of the Company held as at the Latest Practicable Date are transferred to fulfill the release of any awards or exercise of any options granted or to be granted under the Scheme; and (c) no further Shares are purchased or acquired by the Company on or prior to the EGM, exercise in full of the Share Buyback Mandate would result in the purchase or acquisition of 38,500,400 Shares.

2.3.2 Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to the earlier of:

- (a) the date on which the next EGM of the Company is held or required by law to be held;
- (b) the date on which the Share Buybacks are carried out to the full extent mandated; or
- (c) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Shareholders in general meeting.

LETTER TO SHAREHOLDERS

2.3.3 Manner of purchase of Shares

Purchases of Shares may be made by way of:

- (a) on-market purchases ("**Market Purchase**"), transacted on the SGX-ST through the SGX-ST's Central Limit Order Book (CLOB) trading system or, as the case may be, any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) off-market purchases ("**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual.

Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (a) offers for the purchase or acquisition of issued Shares shall be made to every person who holds issued Shares to purchase or acquire the same percentage of their issued Shares;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (c) the terms of all the offers are the same, except that there shall be disregarded:
 - (i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (ii) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share Buyback;
- (d) the consequences, if any, of Share Buybacks by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share Buyback, if made, would have any effect on the listing of the Shares on the SGX-ST;

LETTER TO SHAREHOLDERS

- (f) details of any Share Buyback made by the Company in the previous twelve (12) months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.4 Maximum Purchase Price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase.

For the above purposes “**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.

2.4 **Status of purchased Shares under the Share Buyback Mandate**

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

2.5 **Treasury shares**

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

2.5.1 Maximum holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

LETTER TO SHAREHOLDERS

2.5.2 Voting and other rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

2.5.3 Disposal and cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to an employee's share scheme;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Pursuant to Rule 704(28) of the Listing Manual, the Company will immediately announce any sale, transfer, cancellation and/or use of treasury shares, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) the number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

LETTER TO SHAREHOLDERS

2.6 Sources of funds for Share Buyback

The Companies Act permits the Company to purchase its own Shares out of capital, as well as from its distributable profits, provided that:

- (a) the Company is able to pay its debts in full at the time it purchases the Shares and will be able to pay its debts as they fall due in the normal course of business in the twelve (12) months immediately following the purchase; and
- (b) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not after the purchase of Shares become less than the value of its liabilities (including contingent liabilities).

Further, for the purposes of determining the value of a contingent liability, the Directors or managers of the Company may take into account the following:

- (a) the likelihood of the contingency occurring; and
- (b) any claim the Company is entitled to make and can reasonably expect to be met to reduce or extinguish the contingent liability.

The Company intends to use mainly internal resources and may from time to time utilise external borrowings and/or a combination of both to finance purchases of Shares pursuant to the Share Buyback Mandate.

2.7 Financial effects of the Share Buyback Mandate

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Buyback Mandate will depend on, *inter alia*, how the Shares are purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for the financial year ended 30 April 2013 are based on the following principal assumptions:

- (a) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 May 2012 for the purpose of computing the financial effects on the EPS of the Group and the Company;
- (b) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 May 2012 for the purpose of computing the financial effects on the Shareholders' equity, NTA per Share and gearing of the Group and the Company; and
- (c) transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buyback Mandate are assumed to be insignificant and have been ignored for the purpose of computing the financial effects.

LETTER TO SHAREHOLDERS

2.7.1 Purchase or acquisition out of capital or profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent.

Where the consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced but the issued share capital of the Company will be reduced by the value of the Shares purchased. Where the consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) paid by the Company for the purchase or acquisition of the Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

2.7.2 Information as at the Latest Practicable Date

As at the Latest Practicable Date, the issued and paid-up capital of the Company is S\$22,150,003 comprising 400,000,003 Shares.

2.7.3 Financial effects

For illustration purposes only, and on the basis of the assumptions set out below, the financial effects of the:

- (i) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and held as treasury shares; and
- (ii) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and cancelled;

on the audited financial statements of the Group and the Company for the financial year ended 30 April 2013 are set out in the sections below.

The financial effects of the acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of profits are similar to that of purchases made out of capital. Therefore, only the financial effects of the acquisition of the Shares pursuant to the Share Buyback Mandate by way of purchases made out of capital are set out in this Circular.

Scenario A: Purchases made entirely out of capital and held as treasury shares

Market Purchase

For illustrative purposes only, in a Market Purchase, assuming that

- (i) the Maximum Price is S\$0.41, which is 5% above the average of the closing market prices of a Share over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date; and

LETTER TO SHAREHOLDERS

- (ii) the Company has 385,004,003 Shares as at the date of the EGM (being the number of Shares at the Latest Practicable Date, assuming no change in the number of Shares on or prior to the date of the EGM and excluding treasury shares), such that not more than 38,500,400 Shares may be purchased or acquired by the Company pursuant to the Share Buyback Mandate,

the maximum amount of funds required for the purchase of up to 38,500,400 Shares under and during the duration of the Share Buyback Mandate, is approximately S\$15,785,000.

On these assumptions, the impact of the Share Buyback by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial statements for the financial year ended 30 April 2013 is as follows:

As at 30 April 2013	Group		Company	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Shareholders' equity	44,200	28,415	18,408	2,623
NTA	44,200	28,415	18,408	2,623
Treasury Shares	(2,554)	(18,339)	(2,554)	(18,339)
Current Assets	66,289	50,504	19,985	10,125
Current Liabilities	35,707	35,707	2,477	8,402
Working Capital	30,582	14,797	17,508	1,723
Cash and Cash Equivalents ⁽¹⁾	43,687	27,902	9,860	(5,925)
Net Profit	11,431	11,431	545	545
Number of Shares	385,004,003	346,503,603 ⁽²⁾	385,004,003	346,503,603 ⁽²⁾
Treasury Shares	14,996,000	53,496,400	14,996,000	53,496,400
		400,000,003		400,000,003
Financial Ratios				
NTA per Share (cents)	11.48	8.20	4.78	0.76
Basic EPS (cents) ⁽³⁾	2.96	3.30	0.14	0.16
Current ratio (times) ⁽⁴⁾	1.86	1.41	8.07	1.21

Notes:

- (1) Assuming that the Share Buybacks are fully funded by internal resources.
- (2) Number of Shares excludes Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the EGM.
- (3) EPS is computed based on FY2013 net profit attributable to Shareholders divided by the number of Shares.
- (4) Current Ratio equals current assets divided by current liabilities.

LETTER TO SHAREHOLDERS

Off-Market Purchase

For illustrative purposes only, in an Off-Market Purchase, assuming that:

- (i) the Maximum Price is S\$0.47, which is 20% above the average of the closing market prices of a Share over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date; and
- (ii) the Company has 385,004,003 Shares as at the date of the EGM (being the number of Shares at the Latest Practicable Date, assuming no change in the number of Shares on or prior to the date of the EGM and excluding treasury shares), such that not more than 38,500,400 Shares may be purchased or acquired by the Company pursuant to the Share Buyback Mandate,

the maximum amount of funds required for the purchase of up to 38,500,400 Shares under and during the duration of the Share Buyback Mandate, is approximately S\$18,095,000.

On these assumptions, the impact of the Share Buyback by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial statements for the financial year ended 30 April 2013 is as follows:

	Group		Company	
As at 30 April 2013	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Shareholders' equity	44,200	26,105	18,408	313
NTA	44,200	26,105	18,408	313
Treasury Shares	(2,554)	(20,649)	(2,554)	(20,649)
Current Assets	66,289	48,194	19,985	10,125
Current Liabilities	35,707	35,707	2,477	10,712
Working Capital	30,582	12,487	17,508	(587)
Cash and Cash Equivalents ⁽¹⁾	43,687	25,592	9,860	(8,235)
Net Profit	11,431	11,431	545	545
Number of Shares	385,004,003	346,503,603 ⁽²⁾	385,004,003	346,503,603 ⁽²⁾
Treasury Shares	14,996,000	53,496,400	14,996,000	53,496,400
		400,000,003		400,000,003
<u>Financial Ratios</u>				
NTA per Share (cents)	11.48	7.53	4.78	0.09
Basic EPS (cents) ⁽³⁾	2.96	3.30	0.14	0.16
Current ratio (times) ⁽⁴⁾	1.86	1.35	8.07	0.95

Notes:

- (1) Assuming that the Share Buybacks are fully funded by internal resources.
- (2) Number of Shares excludes Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the EGM.
- (3) EPS is computed based on FY2013 net profit attributable to Shareholders divided by the number of Shares.
- (4) Current Ratio equals current assets divided by current liabilities.

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Scenario B: Purchases made entirely out of capital and cancelled

Market Purchase

For illustrative purposes only, in a Market Purchase, assuming that:

- (i) the Maximum Price is S\$0.41, which is 5% above the average of the closing market prices of a Share over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date on which transactions in the Shares were recorded; and
- (ii) the Company has 385,004,003 Shares as at the date of the EGM (being the number of Shares at the Latest Practicable Date, assuming no change in the number of Shares on or prior to the date of the EGM and excluding treasury shares), such that not more than 38,500,400 Shares may be purchased or acquired by the Company pursuant to the Share Buyback Mandate,

the maximum amount of funds required for the purchase of up to 38,500,400 Shares under and during the duration of the Share Buyback Mandate, is approximately S\$15,785,000.

On these assumptions, the impact of the Share Buyback by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial statements for the financial year ended 30 April 2013 is as follows:

	Group		Company	
As at 30 April 2013	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Shareholders' equity	44,200	28,415	18,408	2,623
NTA	44,200	28,415	18,408	2,623
Current Assets	66,289	50,504	19,985	10,125
Current Liabilities	35,707	35,707	2,477	8,402
Working Capital	30,582	14,797	17,508	1,723
Cash and Cash Equivalents ⁽¹⁾	43,687	27,902	9,860	(5,925)
Net Profit	11,431	11,431	545	545
Number of Shares	385,004,003	346,503,603 ⁽²⁾	385,004,003	346,503,603 ⁽²⁾
Treasury Shares	14,996,000	53,496,400	14,996,000	53,496,400
		400,000,003		400,000,003
Financial Ratios				
NTA per Share (cents)	11.48	8.20	4.78	0.76
Basic EPS (cents) ⁽³⁾	2.96	3.30	0.14	0.16
Current ratio (times) ⁽⁴⁾	1.86	1.41	8.07	1.21

Notes:

- (1) Assuming that the Share Buybacks are fully funded by internal resources.
- (2) Number of Shares excludes Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the EGM.
- (3) EPS is computed based on FY2013 net profit attributable to Shareholders divided by the number of Shares.
- (4) Current Ratio equals current assets divided by current liabilities.

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Off-Market Purchase

For illustrative purposes only, in an Off-Market Purchase, assuming that:

- (i) the Maximum Price is S\$0.47, which is 20% above the average of the closing market prices of a Share over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date on which transactions in the Shares were recorded; and
- (ii) the Company has 385,004,003 Shares as at the date of the EGM (being the number of Shares at the Latest Practicable Date, assuming no change in the number of Shares on or prior to the date of the EGM and excluding treasury shares), such that not more than 38,500,400 Shares may be purchased or acquired by the Company pursuant to the Share Buyback Mandate,

the maximum amount of funds required for the purchase of up to 38,500,400 Shares under and during the duration of the Share Buyback Mandate, is approximately S\$18,095,000.

On these assumptions, the impact of the Share Buyback by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial statements for the financial year ended 30 April 2013 is as follows:

	Group		Company	
As at 30 April 2013	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Shareholders' equity	44,200	26,105	18,408	313
NTA	44,200	26,105	18,408	313
Current Assets	66,289	48,194	19,985	10,125
Current Liabilities	35,707	35,707	2,477	10,712
Working Capital	30,582	12,487	17,508	(587)
Cash and Cash Equivalents ⁽¹⁾	43,687	25,592	9,860	(8,325)
Net Profit	11,431	11,431	545	545
Number of Shares	385,004,003	346,503,603 ⁽²⁾	385,004,003	346,503,603 ⁽²⁾
Treasury Shares	14,996,000	53,496,400	14,996,000	53,496,400
		400,000,003		400,000,003
Financial Ratios				
NTA per Share (cents)	11.48	7.53	4.78	0.09
Basic EPS (cents) ⁽³⁾	2.96	3.30	0.14	0.16
Current ratio (times) ⁽⁴⁾	1.86	1.35	8.07	0.95

Notes:

- (1) Assuming that the Share Buybacks are fully funded by internal resources.
- (2) Number of Shares excludes Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the EGM.
- (3) EPS is computed based on FY2013 net profit attributable to Shareholders divided by the number of Shares.
- (4) Current Ratio equals current assets divided by current liabilities.

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Shareholders should note that the financial effects set out above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on historical audited financial statements for the financial year ended 30 April 2013 and is not necessarily representative of future financial performance.

Although the Share Buyback Mandate would authorize the Company to purchase or acquire up to 10% of the issued Shares (excluding treasury shares), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the issued Shares (excluding treasury shares). In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased as treasury shares. The Company may also issue new shares pursuant to the Scheme.

2.8 Listing Rules

2.8.1 The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m.:

- (i) in the case of a market purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and
- (ii) in the case of an off-market purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement currently requires the inclusion of details of, *inter alia*, the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable. Such announcement will be made in the form prescribed by the Listing Manual.

2.8.2 While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buyback Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in line with the best practices guide on securities dealings issued by the SGX-ST, the Company would not purchase or acquire any Shares through Market Purchases during the period of two weeks and one month immediately preceding the announcement of the Company’s quarterly results and the annual (full-year) results respectively.

2.8.3 The Listing Manual requires a listed company to ensure that at least 10% of its issued shares excluding treasury shares must be held by public shareholders. As at the Latest Practicable Date, approximately 22.31% of the issued Shares are held by public Shareholders.

As at the Latest Practicable Date and assuming the Company undertakes purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buyback Mandate, approximately 13.67% of the issued Shares will be held by public Shareholders.

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Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST. The Directors will use their best efforts to ensure that after a purchase or acquisition of Shares pursuant to the Share Buyback Mandate, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

2.9 Take-over obligations

Appendix 2 of the Take-over Code contains the Share Buyback Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

2.9.1 Obligation to make a take-over offer

If, as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code.

2.9.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

(a) the following companies:

- (i) a company;
- (ii) the parent company of (i);
- (iii) the subsidiaries of (i);
- (iv) the fellow subsidiaries of (i);
- (v) the associated companies of any of (i), (ii), (iii) or (iv);
- (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v);
and

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- (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

A company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company;

- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of (i) the adviser and persons controlling, controlled by or under the same control as the adviser, and (ii) all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to the instructions of that individual, companies controlled by any of the above, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

The circumstances under which Shareholders of the Company (including Directors of the Company) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

2.9.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

- (a) In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a takeover offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of 6 months.

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- (b) Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the renewal of the Share Buyback Mandate.

2.9.4 No obligation to make a general offer by the Parties

- (a) Our Chairman and CEO, Mr. Tan Tin Yeow, our Executive Director, and Deputy CEO, Mr. Tan Seng Hee, and our Executive Director, Ms. Tan Guat Lian, are siblings (hereinafter collectively referred to as the **"Tan Siblings"**).
- (b) The Tan Siblings are the children of Mr. Tan Tum Beng, the founder of the Group. As at the Latest Practicable Date, Mr. Tan Tum Beng is not employed by any Group company.
- (c) As at the Latest Practicable Date, Mr. Tan Tum Beng and the Tan Siblings (collectively, the **"Parties"**) hold an aggregate of 299,050,003 Shares, constituting 77.67% of the voting rights in the Company.
- (d) Assuming that:
- (i) the Company undertakes Share Buybacks under the Share Buyback Mandate up to the maximum of 10% of the issued share capital of the Company (excluding treasury shares) as permitted by the Share Buyback Mandate;
 - (ii) there is no change in the Parties' shareholdings in the Company between the Latest Practicable Date and the date of the EGM;
 - (iii) no new Shares are issued following the Shareholders' approval of the renewal of the Share Buyback Mandate at the EGM; and
 - (iv) the Parties do not sell or otherwise dispose of their shareholdings in the Company,

the voting rights of the Parties as at the date of the EGM and after share buybacks of 10% of the issued share capital of the Company (excluding treasury shares) pursuant to the Share Buyback Mandate, are as follows:

Party	Number of Shares	Voting rights in the Company (%)	
		Before Share Buybacks	After Share Buybacks
Tan Tin Yeow	179,430,001	46.60	51.78
Tan Seng Hee	38,876,001	10.10	11.22
Tan Guat Lian	35,886,001	9.32	10.36
Sub-total	254,192,003	66.02	73.36
Tan Tum Beng	44,858,000	11.65	12.95
Total	299,050,003	77.67	86.31

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As the Parties hold an aggregate of 299,050,003 Shares, constituting over 50% of the voting rights in the Company, purchases or acquisition of Shares by the Company pursuant to the Share Buyback Mandate will result in an increase in the aggregate voting rights of the Parties, but will not result in any of the Parties incurring an obligation to make a mandatory take-over offer under Rule 14 of the Take-over Code.

In the event the Company undertakes Share Buybacks within the Relevant Period of the maximum of 10% of the issued share capital of the Company as permitted by the Share Buyback Mandate, it is not expected that the shareholdings and/or voting rights of any of the Shareholders will be increased to 30% or more, thereby triggering a requirement for any Shareholder to make a general offer to the other Shareholders under Rule 14 of the Take-over Code.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the SIC and/or their professional advisers at the earliest opportunity.

2.10 Reporting requirements under the Companies Act

- 2.10.1 Within 30 days of the passing of a Shareholders' resolution to approve the renewal of the Share Buyback Mandate, the Directors shall lodge a copy of the relevant Shareholders' resolution with the Registrar of Companies (the "**Registrar**").
- 2.10.2 The Directors shall lodge with the Registrar a notice of share purchase within 30 days of a share purchase. Such notification shall include the date of the purchases, the number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase, the amount of consideration paid by the Company for the purchase, whether the Shares were purchased out of the profits or the capital of the Company, and such other particulars as may be required in the prescribed form.
- 2.10.3 Within 30 days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with the Registrar the notice of cancellation or disposal of treasury shares in the prescribed form.

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3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

3.1 Directors' and Substantial Shareholders' Interests

As at the Latest Practicable Date, the interests of the Directors in the Shares, as extracted from the Register of Directors' shareholdings, and the interest of Substantial Shareholder(s), as extracted from the Register of Substantial Shareholders, are as follows:

Name	Direct Interest	Number of Shares		
		%	Deemed Interest	%
Directors				
Tan Tin Yeow ⁽¹⁾	179,430,001	46.60	—	—
Tan Seng Hee ⁽¹⁾	38,876,001	10.10	—	—
Tan Guat Lian ⁽¹⁾	35,886,001	9.32	90,000	0.02
Chua Tiong Wei	300,000	0.08	—	—
Hong Pian Tee	207,000	0.05	—	—
Chan Heng Toong	100,000	0.03	—	—
Ng Sey Ming	100,000	0.03	—	—
Other Substantial Shareholder(s)				
Tan Tum Beng	44,858,000	11.65	—	—
TOTAL	299,757,003	77.86	90,000	0.02

Note:

- (1) The Tan Siblings had on 29 June 2010 entered into a deed of undertaking ("**Deed of Undertaking**") whereby each of them agreed to first offer any Shares which he/she would like to sell (the "**Selling Party**") to the other parties in equal proportions (as nearly as possible). In the event the other parties decline or is deemed to decline the offer, the Selling Party shall be entitled to sell the Shares to any third party at a price which is not lower than the price offered to the other parties, subject to the terms and conditions set out in the Deed of Undertaking. The obligations of the parties to the Deed of Undertaking will continue to apply as long as they remain as shareholders of the Company, unless otherwise agreed to in writing by the parties thereto.

Save as disclosed above, none of the Directors and Substantial Shareholders or their respective Associates has any interest, direct or indirect, in the renewal of the Share Buyback Mandate.

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3.2 Shares purchased by the Company in the 12 months preceding the Latest Practicable Date

The Company has in the last twelve (12) months preceding the Latest Practicable Date, bought back 1,257,000 Shares by way of Market Purchase which are held as treasury shares. The following are details of purchases or acquisitions of Shares undertaken by the Company during such period:

Date of Purchase	Number of Shares Purchased	Highest Price Paid per Share (\$)	Lowest Price Paid per Share (\$)	Total Consideration Paid (\$)
13 Dec 12	100,000	0.188	0.188	18,852.36
13 Mar 13	204,000	0.255	0.250	51,318.34
15 Mar 13	100,000	0.265	0.265	26,556.27
19 Mar 13	46,000	0.265	0.265	12,238.99
22 Mar 13	80,000	0.265	0.265	21,253.57
27 Mar 13	80,000	0.275	0.275	22,053.99
28 Mar 13	200,000	0.280	0.280	56,148.30
1 Apr 13	150,000	0.285	0.285	42,840.35
2 Apr 13	210,000	0.285	0.285	59,976.48
3 Apr 13	87,000	0.285	0.285	24,850.39

3.3 Limits on shareholdings

The Company does not have any limits on the shareholding of any Shareholder.

3.4 Shareholders' approval

For the reasons set out above, the Company is proposing to seek the approval of Shareholders for the renewal of the Share Buyback Mandate, which will be proposed as an Ordinary Resolution ("**Resolution 1**") at the EGM.

4. SUMMARY OF THE XMH SHARE OPTION SCHEME

The Scheme was approved by Shareholders and adopted in 2010. The following is a summary of the principal rules of the Scheme. The detailed rules of the Scheme are set out in the prospectus of the Company.

4.1 Administration of the Scheme

The Scheme is administered by the Committee in its absolute discretion with such powers and duties as are conferred on it by the Board, provided that no member of the Committee shall participate in any deliberation or decision in respect of Options granted or to be granted to him.

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The Committee shall have the power, from time to time, to make and vary such regulations (not being inconsistent with the Scheme) for the implementation and administration of the Scheme as it thinks fit, including but not limited to imposing restrictions on the number of Options that may be exercised within the relevant Exercise Period (as defined below).

Any decision of the Committee made pursuant to any provision of the Scheme (other than a matter to be certified by the Auditors of the Company) shall be final and binding.

4.2 Eligibility

The following persons (provided that such persons are not undischarged bankrupts) who have attained the age of twenty-one (21) years shall be eligible to participate in the Scheme at the absolute discretion of the Committee:

(a) full-time employees of the Group; and

(b) Non-Executive Directors,

(collectively, the “**Participants**”).

For the avoidance of doubt, Controlling Shareholders of the Company and their Associates who are employees shall be eligible to participate in the Scheme at the absolute discretion of the Committee. Participation in the Scheme by such persons must be approved by the Independent Shareholders of the Company. A separate resolution must be passed for each of such Participants and to approve the actual number and terms of options to be granted to that Participant.

4.3 Size of the Scheme

The size of the Scheme shall comprise up to 15% of the issued share capital of the Company (excluding treasury shares) from time to time.

The aggregate number of Shares available to Controlling Shareholders and their Associates shall not exceed 25% of the aggregate of the total number of Shares in respect of Options which may be granted under the Scheme. Separately, the aggregate number of Shares available to each Controlling Shareholder or his Associates under the Scheme shall not exceed 10% of the aggregate of the total number of Shares in respect of Options which may be granted under the Scheme.

4.4 Exercise Price and Exercise Period

The price of each Option is S\$1.00 and the exercise price (“**Exercise Price**”) for each Share in respect of which an Option is exercisable shall be determined and fixed by the Committee and shall be equal to the average of the closing prices of the Share for the past five Market Days immediately preceding the relevant date of grant of the Option (the “**Market Price**”). The Committee may grant Options on a yearly basis and any such grants shall be made at least 60 days after the end of the financial year of the Company.

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The period for the exercise (“**Exercise Period**”) of an Option granted under the Scheme shall be:

- (a) in the case of an Option granted at Market Price, a period commencing after the first anniversary of the relevant date of the grant and expiring on the fifth anniversary of such grant date, or such other period which may from time to time be prescribed under any relevant law, regulation or rule of the SGX-ST; and
- (b) in the case of an Option granted at a discount of up to 20% of the Market Price (the “**Incentive Option**”), a period commencing after the second anniversary of the relevant date of the grant and expiring on the fifth anniversary of such grant date, or such other period which may from time to time be prescribed under any relevant law, regulation or rule of the SGX-ST for such Incentive Options.

4.5 Lapsing of Options

An Option shall, to the extent unexercised, immediately lapse without any claim against the Company:

- (a) upon a Participant, being an employee of the Group, ceasing to be in the full-time employment of the Group, for any reason whatsoever (save for reason of ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee), redundancy, retirement before the legal retirement age with the consent of the Committee, or any other reason approved in writing by the Committee); or
- (b) upon a Participant, being a Non-Executive Director, ceasing to be a Director of the Company and/or the relevant subsidiary of the Company, as the case may be, for any reason whatsoever;
- (c) upon the bankruptcy of the Participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of such Option;
- (d) in the event of any misconduct on the part of the Participant as determined in the Committee’s discretion; or
- (e) in the event that the Committee shall, at its discretion, deem it appropriate that such Option granted to a Participant shall so lapse on the grounds that any of the objectives of the Scheme have not been met.

4.6 Acceptance of Options

An Option shall be personal to the Participant to whom it is granted and shall not be transferred (other than to a Participant’s personal representative on the death of that Participant), charged, assigned, pledged or otherwise disposed of, in whole or in part, unless with the prior approval of the Committee.

The closing date for the acceptance for the grant of any Option shall be within 30 days from the date of grant of that Option, and not later than 5 p.m. on the 30th day of the date of grant of that Option (the “**Acceptance Period**”). The grant of an Option must be accepted by completing, signing and returning an acceptance form and accompanied by payment of S\$1.00 as consideration, subject to such modification as the Committee may from time to time determine.

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If a grant of an Option is not accepted in the manner provided above, such offer shall, upon the expiry of the Acceptance Period, automatically lapse and become null and void and of no effect.

4.7 Voting, dividend and other rights

Shares allotted and issued or treasury shares which are transferred, upon the exercise of an Option shall be subject to all provisions of the Memorandum and Articles of Association of the Company (including all provisions thereof relating to the voting, dividend, transfer and other rights attached to the Shares, including those rights which arise from a liquidation of the Company) and shall rank *pari passu* in all respects with the then existing issued Shares in the capital of the Company except for any dividends, rights, allotments or other distributions, the Record Date for which falls prior to the date of exercise of the Option.

5. THE PROPOSED PARTICIPATION OF A CONTROLLING SHAREHOLDER AND HIS ASSOCIATES IN THE XMH SHARE OPTION SCHEME

5.1 Rationale

The key objective of the Scheme is to motivate Employees and Directors to achieve and maintain a high level of performance and contribution and reward them for their significant contributions with participation in the equity of the Company. The Company believes that the Scheme may be effective in motivating Employees and Directors to put in their best efforts whilst at the same time allowing the Company to offer incentives and remuneration packages compatible with multinational companies.

To this end, Employees and Directors, including the Controlling Shareholders and their Associates, shall be treated equally as they are important to the development and success of the Group. As such, regardless of whether they are Controlling Shareholders or Associates of Controlling Shareholders, the Company's view is that all deserving and eligible Participants should be similarly entitled to take part and benefit from the Company's fair and equitable system of remuneration.

Although the Controlling Shareholders and their Associates may already have shareholding interests in the Company, the extension of the Scheme to include them ensures that they are similarly entitled, with the other eligible employees of the Group who are not Controlling Shareholders or Associates of Controlling Shareholders, to take part and benefit from this system of remuneration. The Directors are of the view that the Company should have a fair and equitable system to reward the eligible persons who have made and continue to make important contributions to the long-term growth of the Group notwithstanding that they are Controlling Shareholders or their Associates.

The terms of the Scheme do not differentiate between the Controlling Shareholders and their Associates from other Participants in determining the eligibility of such persons to be granted Option(s). They should not unduly favour Controlling Shareholders and their Associates. Likewise, Controlling Shareholders and their Associates should not be excluded from participating in the Scheme solely for the reason that they are Controlling Shareholders or Associates of Controlling Shareholders. In addition, to deny participation by the Controlling Shareholders and their Associates may serve to de-motivate them and undermine the objectives of the Scheme.

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On 28 August 2012, the Shareholders had approved the participation and proposed grant of the Options under the Scheme to Mr. Tan Tin Yeow, Mr. Tan Seng Hee and Ms. Tan Guat Lian amount to 1,457,000 Shares for the financial year ended 30 April 2012.

5.2 Safeguards

As a safeguard against abuse, all members of the Committee who are independent of Controlling Shareholders or Associates of Controlling Shareholders will be involved in deliberations in respect of Option(s) to be granted to Controlling Shareholders and their Associates, as well as the terms and conditions attached to such Option(s). The limits on the aggregate number of Shares comprised in Option(s) that may be granted to Controlling Shareholders and/or their Associates are set out in Section 4.3 of this Circular.

Specific approval of Independent Shareholders is required for the grant of Option(s) to Controlling Shareholders and their Associates as well as the actual number of and terms of such Option(s). In seeking such Independent Shareholders' approval, clear justification as to their participation, the number of Option(s) and the terms of Option(s) to be granted to the Controlling Shareholders and their Associates will need to be provided.

The Company is of the view that there are sufficient safeguards against abuse resulting from the participation of Controlling Shareholders and their Associates in the Scheme.

5.3 Shareholders' approval

Under the Listing Manual, the specific grant of Option(s) to Controlling Shareholders and their Associates will have to be approved by the other Shareholders of the Company at a general meeting.

It is proposed that our Chairman and CEO, Mr. Tan Tin Yeow (a Controlling Shareholder), our Executive Director and Deputy CEO, Mr. Tan Seng Hee (an Associate of a Controlling Shareholder); and our Executive Director, Ms. Tan Guat Lian (an Associate of a Controlling Shareholder), be entitled to participate in the Scheme. Mr. Tan Tin Yeow, Mr. Tan Seng Hee, and Ms. Tan Guat Lian are siblings.

The proposed participation of Mr. Tan Tin Yeow, Mr. Tan Seng Hee and Ms. Tan Guat Lian in the Scheme will be proposed as Ordinary Resolutions ("**Resolution 2**", "**Resolution 3**" and "**Resolution 4**" respectively) at the EGM.

6. THE PROPOSED GRANT OF OPTIONS TO MR. TAN TIN YEOW, A CONTROLLING SHAREHOLDER

6.1 Rationale and justification for granting the Options to Mr. Tan Tin Yeow

Mr. Tan Tin Yeow, the Company's Chairman and CEO, has provided valuable insights in the management and Board decisions, drawing from his wealth of experience and business acumen. As Chairman and CEO, Mr. Tan Tin Yeow is responsible for the overall future planning and corporate direction of the Group and has been instrumental in the overall growth and business development of the Group.

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Mr. Tan Tin Yeow contributed significantly to the early stages of the Group's development and was responsible for, *inter alia*, establishing the distribution arm of the Group and securing the exclusive distributorship for a limited range of Mitsubishi brand of high-speed and medium-speed marine diesel engines and products. He has more than 25 years of experience in the marine and industrial diesel engines industry.

The Directors are of the view that the experience and contribution of Mr. Tan Tin Yeow, is invaluable to the growth of the Group, and his continuing contribution is required for the continued success of the Group. Participation in the Scheme will serve as a means to motivate Mr. Tan Tin Yeow to continue to achieve and maintain a high level of performance, which is vital to the success of the Group, as well as enhance his long-term commitment to the Group. As the Scheme serves to recognise past contributions as well as to encourage future contributions, the Directors consider it important that Mr. Tan Tin Yeow be allowed to participate in the Scheme by the grant of an Option to subscribe for 950,000 Shares.

6.2 Terms of grant of Options to Mr. Tan Tin Yeow

Main terms of the proposed grant of the Option to Mr. Tan Tin Yeow are as follows:

- (a) Date of Grant: Any time within two (2) weeks after the date of the EGM;
- (b) Number of Shares: 950,000 Shares (comprising approximately 0.24%⁽¹⁾ of the issued Shares and approximately 1.65%⁽²⁾ of the aggregate number of Shares under the Scheme as at the Latest Practicable Date);
- (c) Exercise Price per Share: The 950,000 Shares shall be offered at a discount of up to 20% of the Market Price of the Shares; and
- (d) Exercise Period: The Option will be exercisable at any time during the period commencing after the after the second anniversary of the date of grant of the option but expiring on the fifth anniversary of the date of grant of the option.

6.3 Limits on grant of Option(s) to Controlling Shareholder(s)

As at the Latest Practicable Date, the number of issued Shares of the Company is 400,000,003 Shares. Mr. Tan Tin Yeow holds 179,430,001 Shares, representing approximately 44.86%⁽¹⁾ of the Company's total number of issued Shares.

As at the Latest Practicable Date, an aggregate number of Options under the Scheme of 590,000 Shares have already been previously approved and granted to Mr. Tan Tin Yeow. Assuming that the proposed grant of Options(s) under the Scheme amount to 950,000 Shares to Mr. Tan Tin Yeow is approved, an aggregate number of Options amount to 1,540,000 Shares, representing approximately 3.85%⁽²⁾ of the aggregate number of Shares under the Scheme as at the Latest Practicable Date.

As at the Latest Practicable Date, an aggregate number of Options under the Scheme of 1,457,000 Shares have already been previously approved and granted to the Controlling Shareholder, Mr. Tan Tin Yeow, and his Associates, Mr. Tan Seng Hee and Ms. Tan Guat Lian. Assuming that the proposed grant of Options(s) under the Scheme amount to 2,400,000 Shares to the Controlling Shareholder, Mr. Tan Tin Yeow, and his Associates,

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Mr. Tan Seng Hee and Ms. Tan Guat Lian are approved, an aggregate number of Options amount to 3,857,000 Shares, representing approximately 6.68%⁽²⁾ of the aggregate number of Shares under the Scheme as at the Latest Practicable Date.

The grant of the Option(s) to Mr. Tan Tin Yeow is therefore within the limits of the Scheme.

Should the aggregate number of Options amount to 1,540,000 Shares under the Scheme exercised in full by Mr. Tan Tin Yeow subsequent thereto, based on the number of issued Shares as at Latest Practicable Date, Mr. Tan Tin Yeow's shareholding interest in the Company will be increased from 46.6% to 47%⁽³⁾. Based on the number of issued Shares as at the Latest Practicable Date and assuming there is no change in the share capital of the Company (excluding any treasury shares held by the Company) save for the 1,540,000 Shares to be issued pursuant to the exercise in full by Mr. Tan Tin Yeow of the Options, Tan Siblings' shareholding interest in the Company will be increased from 66.02% to 67.01%⁽⁴⁾.

Notes:

- (1) The total issued share capital of the Company as at the Latest Practicable Date is 385,004,003 Shares (excluding treasury shares of 14,996,000).
- (2) This percentage is calculated for illustration only and is based on the total number of Shares of 57,750,600 available under the Scheme and on the assumption that the Options are granted on the Latest Practicable Date.
- (3) The total issued share capital of the Company as at Latest Practicable Date is 385,004,003 Shares (excluding treasury shares of 14,996,000). As at the Latest Practicable Date, Mr. Tan Tin Yeow has an interest in 179,430,001 representing 46.6% of the total issued share capital (excluding any treasury shares held by the Company). Assuming that there is no change in the total issued share capital of the Company (excluding any treasury shares held by the Company) save for the 1,540,000 Shares to be issued pursuant to the exercise in full by Mr. Tan Tin Yeow of the Options, Mr. Tan Tin Yeow will have an interest, in 180,970,001 Shares representing 47% of the total issued share capital (excluding any treasury shares held by the Company).
- (4) The total issued share capital of the Company as at Latest Practicable Date is 385,004,003 Shares (excluding treasury shares of 14,996,000). As at the Latest Practicable Date, Tan Siblings have an interest in 254,192,003 representing 66.02% of the total issued share capital (excluding any treasury shares held by the Company). Assuming that there is no change in the total issued share capital of the Company (excluding any treasury shares held by the Company) save for the 1,540,000 Shares to be issued pursuant to the exercise in full by Mr. Tan Tin Yeow of the Options, Tan Siblings will have an interest in 258,049,003 Shares representing 67.01% of the total issued share capital (excluding any treasury shares held by the Company).

6.4 Shareholders' approval

The proposed grant of Option(s) under the Scheme of 950,000 Shares to Mr. Tan Tin Yeow, a Controlling Shareholder of the Company, will be proposed as an Ordinary Resolution ("**Resolution 5**") at the EGM.

7. THE PROPOSED GRANT OF OPTIONS TO MR. TAN SENG HEE (AN ASSOCIATE OF A CONTROLLING SHAREHOLDER)

7.1 Rationale and justification for granting the Options to Mr. Tan Seng Hee

Mr. Tan Seng Hee, the Company's Executive Director and Deputy CEO, is the brother of the Company's Chairman and CEO, Mr. Tan Tin Yeow. As Executive Director and Deputy CEO, Mr. Tan Seng Hee is in charge of the business and operations of the trading of used engines and after sales support.

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Mr. Tan Seng Hee has over 25 years of experience in the marine and industrial diesel engines industry, mainly in the sale of used engines in the regional markets. Since joining the Group in 1996, Mr. Tan Seng Hee has contributed significantly to the growth of the Group.

The grant of the Option to Mr. Tan Seng Hee would serve as an apt means of recognising and acknowledging his services and contributions to the Group, and his dedication and commitment to the Group's business, thereby enhancing shareholders' value. As the Scheme serves to recognise past contributions as well as to encourage future contributions, the Directors consider it important that Mr. Tan Seng Hee be allowed to participate in the Scheme by the grant of an Option to subscribe for 800,000 Shares.

7.2 Terms of grant of Options to Mr. Tan Seng Hee

Main terms of the proposed grant of the Option to Mr. Tan Seng Hee are as follows:

- (a) Date of Grant: Any time within two (2) weeks after the date of the EGM;
- (b) Number of Shares: 800,000 Shares (comprising approximately 0.2%⁽¹⁾ of the total issued shares capital and approximately 1.39%⁽²⁾ of the aggregate number of Shares under the Scheme as at the Latest Practicable Date);
- (c) Exercise Price per Share: The 800,000 Shares shall be offered at a discount of up to 20% of the Market Price of the Shares; and
- (d) Exercise Period: The Option will be exercisable at any time during the period commencing after the after the second anniversary of the date of grant of the option but expiring on the fifth anniversary of the date of grant of the option.

7.3 Limits on grant of Option(s) to an Associate of a Controlling Shareholder

As at the Latest Practicable Date, the number of issued Shares of the Company is 400,000,003 Shares. Mr. Tan Seng Hee holds 38,876,001 Shares, representing approximately 10.1%⁽¹⁾ of the Company's total number of issued Shares.

As at the Latest Practicable Date, an aggregate number of Options under the Scheme of 474,000 Shares have already been previously approved and granted to Mr. Tan Seng Hee. Assuming that the proposed grant of Options(s) under the Scheme amount to 800,000 Shares to Mr. Tan Seng Hee is approved, an aggregate number of Options amount to 1,274,000 Shares, representing approximately 2.21%⁽²⁾ of the aggregate number of Shares under the Scheme as at the Latest Practicable Date.

As at the Latest Practicable Date, an aggregate number of Options under the Scheme of 1,457,000 Shares have already been previously approved and granted to the Controlling Shareholder, Mr. Tan Tin Yeow, and his Associates, Mr. Tan Seng Hee and Ms. Tan Guat Lian. Assuming that the proposed grant of Options(s) under the Scheme amount to 2,400,000 Shares to the Controlling Shareholder, Mr. Tan Tin Yeow, and his Associates, Mr. Tan Seng Hee and Ms. Tan Guat Lian are approved, an aggregate number of Options amount to 3,857,000 Shares, representing approximately 6.68%⁽²⁾ of the aggregate number of Shares under the Scheme as at the Latest Practicable Date.

The grant of the Option(s) to Mr. Tan Seng Hee is therefore within the limits of the Scheme.

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Should the aggregate number of Options amount to 1,274,000 Shares under the Scheme exercised in full by Mr. Tan Seng Hee subsequent thereto, based on the number of issued Shares as at Latest Practicable Date, Mr. Tan Seng Hee's shareholding interest in the Company will be increased from 10.1% to 10.42%⁽³⁾. Based on the number of issued Shares as at the Latest Practicable Date and assuming there is no change in the total issued share capital of the Company (excluding any treasury shares held by the Company) save for the 1,274,000 Shares to be issued pursuant to the exercise in full by Mr. Tan Seng Hee of the Options, Tan Siblings' shareholding interest in the Company will be increased from 66.02% to 67.01%⁽⁴⁾.

Notes:

- (1) The total issued share capital of the Company as at the Latest Practicable Date is 385,004,003 Shares (excluding treasury shares of 14,996,000).
- (2) This percentage is calculated for illustration only and is based on the total number of Shares of 57,750,600 available under the Scheme and on the assumption that the Options are granted on the Latest Practicable Date.
- (3) The total issued share capital of the Company as at Latest Practicable Date is 385,004,003 Shares (excluding treasury shares of 14,996,000). As at the Latest Practicable Date, Mr. Tan Seng Hee has an interest in 38,876,001 representing 10.1% of the total issued share capital (excluding any treasury shares held by the Company). Assuming that there is no change in the total issued share capital of the Company (excluding any treasury shares held by the Company) save for the 1,274,000 Shares to be issued pursuant to the exercise in full by Mr. Tan Seng Hee of the Options, Mr. Tan Seng Hee will have an interest, in 40,150,001 Shares representing 10.42% of the total issued share capital (excluding any treasury shares held by the Company).
- (4) The total issued share capital of the Company as at Latest Practicable Date is 385,004,003 Shares (excluding treasury shares of 14,996,000). As at the Latest Practicable Date, Tan Siblings have an interest in 254,192,003 representing 66.02% of the total issued share capital (excluding any treasury shares held by the Company). Assuming that there is no change in the total issued share capital of the Company (excluding any treasury shares held by the Company) save for the 1,274,000 Shares to be issued pursuant to the exercise in full by Mr. Tan Seng Hee of the Options, Tan Siblings will have an interest in 258,049,003 Shares representing 67.01% of the total issued share capital (excluding any treasury shares held by the Company).

7.4 Shareholders' approval

The proposed grant of Option(s) under the Scheme of 800,000 Shares to Mr. Tan Seng Hee, an Associate of a Controlling Shareholder of the Company, will be proposed as an Ordinary Resolution ("**Resolution 6**") at the EGM.

8. THE PROPOSED GRANT OF OPTIONS TO MS. TAN GUAT LIAN (AN ASSOCIATE OF A CONTROLLING SHAREHOLDER)

8.1 Rationale and justification for granting the Options to Ms. Tan Guat Lian

Ms. Tan Guat Lian, the Company's Executive Director, is the sister of the Company's Chairman and CEO, Mr. Tan Tin Yeow. As Executive Director, she is responsible for managing and overseeing the operations of various departments of the Group, including the administrative, logistics and human resource departments.

Ms. Tan Guat Lian is instrumental in setting up the various departments of the Group, including the administrative, logistics and human resource departments, having had more than 20 years of relevant working experience. The Company believes that Ms. Tan Guat Lian will continue to make vital contributions towards the future development and further success of the Group.

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The grant of the Option to Ms. Tan Guat Lian would serve as an apt means of recognising and acknowledging her services and contributions to the Group, as well as incentivise her to continue her dedication and commitment to the Group's business, thereby enhancing shareholders' value. As the Scheme serves to recognise past contributions as well as to encourage future contributions, the Directors consider it important that Ms. Tan Guat Lian be allowed to participate in the Scheme by the grant of an Option to subscribe for 650,000 Shares.

8.2 Terms of grant of Options to Ms. Tan Guat Lian

Main terms of the proposed grant of the Option to Ms. Tan Guat Lian are as follows:

- (a) Date of Grant: Any time within two (2) weeks after the date of the EGM;
- (b) Number of Shares: 650,000 Shares (comprising approximately 0.16%⁽¹⁾ of the total issued shares capital and approximately 1.13%⁽²⁾ of the aggregate number of Shares under the Scheme as at the Latest Practicable Date);
- (c) Exercise Price per Share: The 650,000 Shares shall be offered at a discount of up to 20% of the Market Price of the Shares; and
- (d) Exercise Period: The Option will be exercisable at any time during the period commencing after the after the second anniversary of the date of grant of the option but expiring on the fifth anniversary of the date of grant of the option.

8.3 Limits on grant of Option(s) to an Associate of a Controlling Shareholder

As at the Latest Practicable Date, the number of issued Shares of the Company is 400,000,003 Shares. Ms. Tan Guat Lian holds 35,886,001 Shares representing approximately 9.32%⁽¹⁾ of the Company's total number of issued Shares.

As at the Latest Practicable Date, an aggregate number of Options under the Scheme of 393,000 Shares have already been previously approved and granted to Ms. Tan Guat Lian. Assuming that the proposed grant of Options(s) under the Scheme amount to 650,000 Shares to Ms. Tan Guat Lian is approved, an aggregate number of Options amount to 1,043,000 Shares, representing approximately 1.80%⁽²⁾ of the aggregate number of Shares under the Scheme as at the Latest Practicable Date.

As at the Latest Practicable Date, an aggregate number of Options under the Scheme of 1,457,000 Shares have already been previously approved and granted to the Controlling Shareholder, Mr. Tan Tin Yeow, and his Associates, Mr. Tan Seng Hee and Ms. Tan Guat Lian. Assuming that the proposed grant of Options(s) under the Scheme amount to 2,400,000 Shares to the Controlling Shareholder, Mr. Tan Tin Yeow, and his Associates, Mr. Tan Seng Hee and Ms. Tan Guat Lian are approved, an aggregate number of Options amount to 3,857,000 Shares, representing approximately 6.68%⁽²⁾ of the aggregate number of Shares under the Scheme as at the Latest Practicable Date.

The grant of the Option(s) to Ms. Tan Guat Lian is therefore within the limits of the Scheme.

Should the aggregate number of Options amount to 1,043,000 Shares under the Scheme exercised in full by Ms. Tan Guat Lian subsequent thereto, based on the number of issued Shares as at Latest Practicable Date, Ms. Tan Guat Lian's shareholding interest in the

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Company will be increased from 9.32% to 9.59%⁽³⁾. Based on the number of issued Shares as at the Latest Practicable Date and assuming there is no change in the total issued share capital of the Company (excluding any treasury shares held by the Company) save for the 1,043,000 Shares to be issued pursuant to the exercise in full by Ms. Tan Guat Lian of the Options, Tan Siblings' shareholding interest in the Company will be increased from 66.02% to 67.01%⁽⁴⁾.

Notes:

- (1) The total issued share capital of the Company as at the Latest Practicable Date is 385,004,003 Shares (excluding treasury shares of 14,996,000).
- (2) This percentage is calculated for illustration only and is based on the total number of Shares of 57,750,600 available under the Scheme and on the assumption that the Options are granted on the Latest Practicable Date.
- (3) The total issued share capital of the Company as at Latest Practicable Date is 385,004,003 Shares (excluding treasury shares of 14,996,000). As at the Latest Practicable Date, Ms. Tan Guat Lian has an interest in 35,886,001 representing 9.32% of the total issued share capital (excluding any treasury shares held by the Company). Assuming that there is no change in the total issued share capital of the Company (excluding any treasury shares held by the Company) save for the 1,043,000 Shares to be issued pursuant to the exercise in full by Ms. Tan Guat Lian of the Options, Ms. Tan Guat Lian will have an interest, in 36,929,001 Shares representing 9.59% of the total issued share capital (excluding any treasury shares held by the Company).
- (4) The total issued share capital of the Company as at Latest Practicable Date is 385,004,003 Shares (excluding treasury shares of 14,996,000). As at the Latest Practicable Date, Tan Siblings have an interest in 254,192,003 representing 66.02% of the total issued share capital (excluding any treasury shares held by the Company). Assuming that there is no change in the total issued share capital of the Company (excluding any treasury shares held by the Company) save for the 1,043,000 Shares to be issued pursuant to the exercise in full by Ms. Tan Guat Lian of the Options, Tan Siblings will have an interest in 258,049,003 Shares representing 67.01% of the total issued share capital (excluding any treasury shares held by the Company).

8.4 Shareholders' approval

The proposed grant of Option(s) under the Scheme of 650,000 Shares to Ms. Tan Guat Lian, an Associate of a Controlling Shareholder of the Company, will be proposed as an Ordinary Resolution ("**Resolution 7**") at the EGM.

9. THE COMMITTEE'S VIEWS ON THE PROPOSED GRANT OF OPTIONS TO MR. TAN TIN YEOW, MR. TAN SENG HEE AND MS. TAN GUAT LIAN

The Committee has considered, amongst other things, the financial performance of the Group, the grantees' performance, responsibilities and contributions, the years of service, capital requirements, appropriate forms of incentives and other factors which the Committee may deem relevant in determining the number of Shares under the Options that grantees are entitled to.

The Group's financial performance and the relevant employee's personal performance are the major considerations taken into account by the Committee before granting an Option under the Scheme.

10. POTENTIAL COSTS OF GRANTING THE OPTION(S)

Under FRS 102, Share-based Payment is effective for financial statements covering periods beginning on or after 1 January 2005 for listed companies. Based on FRS 102, the fair value of employee services received in exchange for the grant of the options would be recognised as an expense in the income statement. For equity-settled share-based

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payment transactions, the total expense to be recognised in the income statement over the vesting period is determined by reference to the fair value of each Option granted on the date of the grant. As at each financial year end, the Company will estimate the number of Shares that are expected to be exercisable on the vesting date and recognise the effect of the estimation in the income statement with a corresponding adjustment to the share option reserve over the remaining vesting period. The proceeds received net of any directly attributable transaction costs are credited to share capital when the Options are exercised.

During the vesting period, the consolidated EPS would be reduced by both the expense recognised and the potential Shares to be issued under the Scheme. When the Options are exercised, the consolidated NTA will be increased by the amount of cash received in subscription for the new Shares. On a per Share basis, the effect is accretive if the Exercise Price is above the net tangible assets per Share but dilutive otherwise.

Illustrative financial effects

For illustration purposes only, based on the audited financial statements of the Company and the Group for the financial year ended 30 April 2013 and on the basis of the assumptions set out below:

- (a) Options to subscribe for 2,400,000 Shares are granted;
- (b) the share option value is S\$80,000 as at 2 July 2013; and
- (c) the entire cost of the Options will be expensed to the profit and loss statement over the vesting period of one year.

The financial effects which the offer and grant of such Options by the Company have on the audited financial statements of the Group for the financial year ended 30 April 2013 are as follows:

(S\$'000)	Group	
	As at 30 April 2013 (audited)	
	Before grant of Options	After grant of Options
Shareholders' funds	44,200	44,200
Current assets	66,289	66,289
Current liabilities	35,707	35,707
Cash and cash equivalents	43,687	43,687
NTA	44,200	44,200
Profit after tax	11,431	11,351
Number of Shares ('000)	385,004	385,004
Treasury shares ('000)	14,996	14,996
	400,000	400,000
Basic EPS (cents)	2.96	2.94
NTA per Share (cents)	11.48	11.48
Return on equity (%)	25.86	25.68

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11. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 39 of this Circular, will be held at Warren Golf & Country Club, 81 Choa Chu Kang Way, Singapore 688263 on 29 August 2013 at 11.00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolutions set out in the Notice of EGM.

12. DIRECTORS' RECOMMENDATIONS

12.1 Proposed renewal of the Share Buyback Mandate

Save that the Tan Siblings have abstained from making any recommendation in respect of the proposed renewal of the Share Buyback Mandate, the Directors are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company. Accordingly, they recommend that the Shareholders vote in favour of Resolution 1.

12.2 Proposed resolutions relating to the Scheme

The Directors are all eligible to participate in, and are therefore interested in the Scheme. They have, accordingly, abstained from making any recommendations in favour of Resolutions 2 to 7.

Each Director shall also decline to accept appointment as proxy for Shareholders to vote in respect of each of Resolutions 2 to 7, unless the Shareholder concerned has given specific instructions in the relevant proxy forms on the manner in which his votes are to be cast in respect of the Ordinary Resolutions set out in the Notice of EGM.

13. ACTION TO BE TAKEN BY SHAREHOLDERS

13.1 Appointment of Proxies

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the registered office of Company at 44 Sungei Kadut Avenue Singapore 729667, not later than 48 hours before the time fixed for the EGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes in place of the proxy if he finds that he is able to do so.

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13.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP pursuant to Division 7A of Part IV of the Companies Act at least 48 hours before the EGM.

13.3 Abstention from Voting

Shareholders who are eligible to participate in the Scheme shall abstain from voting at the EGM in respect of the Ordinary Resolutions relating to the Scheme set out in the Notice of EGM.

The Controlling Shareholder and his Associates who are proposed to participate in, and receive Option(s) under, the Scheme will abstain from voting at the EGM in respect of the Ordinary Resolutions relating to the Scheme. Accordingly, the Company shall procure that the Controlling Shareholder, Mr. Tan Tin Yeow, and his Associates, Mr. Tan Seng Hee and Ms. Tan Guat Lian, abstain from voting in respect of the Ordinary Resolutions relating to the Scheme at the EGM. Tan Siblings have also undertaken to ensure that their Associates will abstain, from voting in respect of the Ordinary Resolutions relating to the Scheme at the EGM.

The Directors are all eligible to participate in, and are therefore interested in the Scheme. As such, the Directors shall abstain from voting at the EGM in respect of the Ordinary Resolutions relating to the Scheme set out in the Notice of EGM.

The persons who are eligible to participate in the Scheme as set out in this Section 13.3 shall decline to accept appointment as proxy for Shareholders to vote on the Ordinary Resolutions set out in the Notice of EGM unless the Shareholder concerned has given specific instructions in the relevant proxy forms on the manner in which his votes are to be cast in respect of the Ordinary Resolutions set out in the Notice of EGM.

14. INSPECTION OF DOCUMENTS

A copy of the following documents may be inspected at the registered office of the Company at 44 Sungei Kadut Avenue Singapore 729667, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Annual Report of the Company for the financial year ended 30 April 2013;
- (b) the Memorandum and Articles of Association of the Company; and
- (c) the Scheme Rules.

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15. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of the preparation of this Circular) collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about (i) the renewal of the Share Buyback Mandate; (ii) the proposed participation of a Controlling Shareholder and his Associates in the Scheme; (iii) the proposed grant of Options to a Controlling Shareholder and his Associates; and (iv) the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading in any material respect.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

Yours faithfully

For and on behalf of the Board of Directors of
XMH HOLDINGS LTD.

Tan Tin Yeow
Chairman & CEO

NOTICE OF EXTRAORDINARY GENERAL MEETING



XMH HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
Company Registration Number 201010562M

All capitalised terms in the Ordinary Resolution below and defined in the Circular shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of XMH Holdings Ltd. (the “**Company**”) will be convened at Warren Golf & Country Club, 81 Choa Chu Kang Way, Singapore 688263 on 29 August 2013 at 11:00 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting (“AGM”) of the Company to be held at 10:00 a.m. on the same day and at the same venue), for the purpose of considering and, if thought fit, passing with or without any modifications the following Resolutions:

ORDINARY RESOLUTIONS

RESOLUTION 1: THE RENEWAL OF THE SHARE BUYBACK MANDATE

That:

- (a) for the purposes of the Companies Act (Cap. 50) of Singapore (the “**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 Singapore Exchange Securities Trading Limited (“**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 schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the 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 (the “**Share Buyback Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, 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 EGM of the Company is held or required by law to be held;
 - (ii) the date on which the share buybacks are carried out to the full extent mandated; or

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- (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;

- (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 that may be held by the Company from time to time);

“Relevant Period” means the period commencing from the date on which the last EGM was held and required by law to be held and expiring on the date the next EGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; 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 (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 authorised 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.

RESOLUTION 2: TO APPROVE THE PARTICIPATION BY MR. TAN TIN YEOW, A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE XMH SHARE OPTION SCHEME

That the participation of Mr. Tan Tin Yeow, a Controlling Shareholder of the Company, in the XMH Share Option (the **“Scheme”**) be and is hereby approved.

RESOLUTION 3: TO APPROVE THE PARTICIPATION OF MR. TAN SENG HEE, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE XMH SHARE OPTION SCHEME

That the participation of Mr. Tan Seng Hee, an Associate of a Controlling Shareholder of the Company, in the Scheme be and is hereby approved.

RESOLUTION 4: TO APPROVE THE PARTICIPATION OF MS. TAN GUAT LIAN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE XMH SHARE OPTION SCHEME

That the participation of Ms. Tan Guat Lian, an Associate of a Controlling Shareholder of the Company, in the Scheme be and is hereby approved.

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RESOLUTION 5: TO APPROVE THE PROPOSED GRANT OF OPTION(S) UNDER THE XMH SHARE OPTION SCHEME OF 950,000 SHARES TO MR. TAN TIN YEOW, A CONTROLLING SHAREHOLDER OF THE COMPANY

That subject to and contingent upon the passing of Ordinary Resolution 2, the proposed grant to Mr. Tan Tin Yeow, a Controlling Shareholder of the Company, of option(s) ("**Option(s)**") pursuant to and in accordance with the rules of the Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue ordinary shares in the capital of the Company ("**Shares**") upon the exercise of such Option(s):

- (a) Date of Grant: Any time within two (2) weeks after the date of the Extraordinary General Meeting ("**EGM**");
- (b) Number of Shares: 950,000 Shares (comprising approximately 0.24% of the issued Shares as at the Latest Practicable Date);
- (c) Exercise Price per Share: The 950,000 Shares shall be offered at a discount of up to 20% of the Market Price of the Shares; and
- (d) Exercise Period: The Option will be exercisable at any time during the period commencing after the after the second anniversary of the date of grant of the option but expiring on the fifth anniversary of the date of grant of the option.

be and is hereby approved.

In this notice, "**Market Price**" means a price equal to the average of the closing prices for a Share for the past five (5) consecutive days on which the SGX-ST is open for securities trading immediately preceding the date of grant of the Option.

RESOLUTION 6: TO APPROVE THE PROPOSED GRANT OF OPTION(S) UNDER THE XMH SHARE OPTION SCHEME OF 800,000 SHARES TO MR. TAN SENG HEE, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY

That subject to and contingent upon the passing of Ordinary Resolution 3, the proposed grant to Mr. Tan Seng Hee, an Associate of a Controlling Shareholder of the Company, of Option(s) pursuant to and in accordance with the rules of the Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue ordinary shares in the capital of the Company ("**Shares**") upon the exercise of such Option(s):

- (a) Date of Grant: Any time within two (2) weeks after the date of the EGM;
- (b) Number of Shares: 800,000 Shares (comprising approximately 0.20% of the issued Shares as at the Latest Practicable Date);
- (c) Exercise Price per Share: The 800,000 Shares shall be offered at a discount of up to 20% of the Market Price of the Shares; and
- (d) Exercise Period: The Option will be exercisable at any time during the period commencing after the after the second anniversary of the date of grant of the option but expiring on the fifth anniversary of the date of grant of the option.

be and is hereby approved.

NOTICE OF EXTRAORDINARY GENERAL MEETING

RESOLUTION 7: TO APPROVE THE PROPOSED GRANT OF OPTION(S) UNDER THE XMH SHARE OPTION SCHEME OF 650,000 SHARES TO MS. TAN GUAT LIAN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY

That subject to and contingent upon the passing of Ordinary Resolution 4, the proposed grant to Ms. Tan Guat Lian, an Associate of a Controlling Shareholder of the Company, of Option(s) pursuant to and in accordance with the rules of the Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue ordinary shares in the capital of the Company ("**Shares**") upon the exercise of such Option(s):

- (a) Date of Grant: Any time within two (2) weeks after the date of the EGM;
- (b) Number of Shares: 650,000 Shares (comprising approximately 0.16% of the issued Shares as at the Latest Practicable Date);
- (c) Exercise Price per Share: The 650,000 Shares shall be offered at a discount of up to 20% of the Market Price of the Shares; and
- (d) Exercise Period: The Option will be exercisable at any time during the period commencing after the after the second anniversary of the date of grant of the option but expiring on the fifth anniversary of the date of grant of the option.

be and is hereby approved.

BY ORDER OF THE BOARD
XMH HOLDINGS LTD.

TAN TIN YEOW
Chairman and CEO
14 August 2013

Notes:

- (1) A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (3) The instrument appointing a proxy must be deposited at the registered office of the Company at 44 Sungei Kadut Avenue, Singapore 729667, not less than forty-eight (48) hours before the time for holding the EGM.



XMH HOLDINGS LTD

(Incorporated in the Republic of Singapore)
Company Registration Number 201010562M

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. For investors who have used their CPF monies to buy the Company's ordinary shares, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This proxy form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors who wish to attend the Extraordinary General Meeting as OBSERVERS have to submit their requests through their CPF Approved Nominees so that their Agent Banks may register with the Company Secretary of XMH Holdings Ltd. within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

I/We, _____

of _____ (address)

being a member/members of **XMH HOLDINGS LTD.** (the "Company"), hereby appoint:

Name	NRIC/Passport No	Proportion of Shareholdings	
		Number of Shares	(%)
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No	Proportion of Shareholdings	
		Number of Shares	(%)
Address			

or failing whom, the Chairman of the Meeting, as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Warren Golf & Country Club, 81 Choa Chu Kang Way, Singapore 688263 on 29 August 2013 at 11:00 a.m. (or immediately after the Annual General Meeting to be held on the same day at 10:00 a.m.) and at any adjournment thereof. I/We direct my/our proxy to vote for or against the Resolutions to be proposed at the Meeting as hereunder indicated. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

No.	Ordinary Resolution	For	Against
1.	To approve the renewal of the Share Buyback Mandate		
2.	To approve the participation of Mr. Tan Tin Yeow, a Controlling Shareholder of the Company, in the Scheme		
3.	To approve the participation of Mr. Tan Seng Hee, an Associate of a Controlling Shareholder of the Company, in the Scheme		
4.	To approve the participation of Ms. Tan Guat Lian, an Associate of a Controlling Shareholder of the Company, in the Scheme		
5.	To approve the proposed grant of Option(s) under the Scheme of 950,000 Shares to Mr. Tan Tin Yeow, a Controlling Shareholder of the Company		
6.	To approve the proposed grant of Option(s) under the Scheme of 800,000 Shares to Mr. Tan Seng Hee, an Associate of a Controlling Shareholder of the Company		
7.	To approve the proposed grant of Option(s) under the Scheme of 650,000 Shares to Ms. Tan Guat Lian, an Associate of a Controlling Shareholder of the Company		

Dated this _____ day of _____ 2013.

Total Number of Shares Held in:	
(a) CDP Register	
(b) Register of Members	

Signature(s) of Members/Corporation's Common Seal

IMPORTANT: PLEASE READ NOTES FOR PROXY FORM

NOTES:

- a. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument of proxy will be deemed to relate to all the Shares held by you.
- b. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint no more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company. Where a member appoints two proxies, the appointment shall be deemed to be alternative unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- c. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy by resolution of its directors or other governing body such person as it thinks fit to vote on its behalf.
- d. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 44 Sungei Kadut Avenue Singapore 729667 not later than forty-eight (48) hours before the time appointed for the Extraordinary General Meeting.
- e. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
- f. In the case of members whose Shares are deposited with The Central Depository (Pte) Limited ("CDP"), the Company shall be entitled to reject any instrument appointing a proxy or proxies lodged if such members are not shown to have Shares entered against their names in the Depository Register as at forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting as certified by the Central Depository (Pte) Limited to the Company.
- g. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- h. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by CDP to the Company.

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