

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of **YOMA STRATEGIC HOLDINGS LTD.** (the “**Company**”) will be convened and held at Sophia Cooke Ballroom, Level 2, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Thursday, 27 July 2023 at 10.00 a.m. (Singapore time) (“**AGM**”) to transact the following businesses:

A. ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial period ended 31 March 2023 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of up to S\$88,500 payable by the Company for the 6-month period from 1 October 2022 to 31 March 2023. **(Resolution 2)**
3. To approve the payment of Directors’ fees of up to S\$354,000 payable by the Company for the financial year ending 31 March 2024. **(Resolution 3)**
4. To re-elect Mr. Pun Chi Tung Melvyn as a Director of the Company, who is retiring pursuant to Regulation 105 of the Constitution of the Company and who, being eligible, will offer himself for re-election.
(See Explanatory Note 1)
(Resolution 4)
5. To re-elect Ms. Wong Su Yen as a Director of the Company, who is retiring pursuant to Regulation 105 of the Constitution of the Company and who, being eligible, will offer herself for re-election.
(See Explanatory Note 2)
(Resolution 5)
6. To re-elect Mr. Jaime Alfonso Antonio Eder Zobel de Ayala as a Director of the Company, who is retiring pursuant to Regulation 115 of the Constitution of the Company and who, being eligible, will offer himself for re-election.
(See Explanatory Note 3)
(Resolution 6)
7. To re-appoint CLA Global TS Public Accounting Corporation as Independent Auditor of the Company for the financial year ending 31 March 2024 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**

B. SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without any modifications:

8. Authority to issue and allot shares in the capital of the Company

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Directors of the Company be and are hereby authorised and empowered to:

- (a) (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares,

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at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (i) issue additional Instruments pursuant to adjustments; and/or
- (ii) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

notwithstanding the authority conferred by this Resolution may have ceased to be in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) ("**Issued Shares**"), provided that the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of Issued Shares;
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares,

provided that in respect of (i) and (ii) above, adjustments are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

(See Explanatory Note 4)

(Resolution 8)

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9. Authority to offer and grant options and issue and allot shares under the Yoma Strategic Holdings Employee Share Option Scheme 2012

That pursuant to Section 161 of the Act, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the Yoma Strategic Holdings Employee Share Option Scheme 2012 (the "YSH ESOS 2012") and to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the YSH ESOS 2012, notwithstanding that the authority conferred by this Resolution has ceased to be in force if the shares are issued pursuant to the exercise of an option granted while the approval to offer and grant the option was in force, provided that the aggregate number of shares which may be issued pursuant to YSH ESOS 2012 when aggregated with the aggregate number of shares which may be issued under the Yoma PSP shall not exceed ten per cent. (10%) of the issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time.

(See Explanatory Note 5)

(Resolution 9)

10. Authority to issue and allot shares under the Yoma Performance Share Plan

That pursuant to Section 161 of the Act, the Directors of the Company be and are hereby authorised to grant awards in accordance with the provisions of the Yoma Performance Share Plan (the "Yoma PSP") and to issue and allot from time to time such number of shares as may be required to be issued pursuant to the vesting of awards under the Yoma PSP, notwithstanding that the authority conferred by this Resolution has ceased to be in force if the shares are issued pursuant to the vesting of an award granted while the approval to offer and grant the award was in force, provided that the aggregate number of shares which may be issued and allotted pursuant to the Yoma PSP and other share based schemes (including the YSH ESOS 2012) of the Company shall not exceed ten per cent. (10%) of issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time.

(See Explanatory Note 5)

(Resolution 10)

11. Grant of awards of 4,300,000 shares in aggregate to Non-Executive Independent Directors under the Yoma Performance Share Plan

That,

- (a) the grant of awards to the following Non-Executive Independent Directors under the Yoma PSP on the following terms, be and is hereby approved:
 - (i) date of grant of awards: 28 May 2023;
 - (ii) date of vesting of awards: 33% of shares on 26 May 2024, 33% of shares on 26 May 2025, and 34% of shares on 26 May 2026; and
 - (iii) number of shares comprised in the awards:
 - (1) Ms. Wong Su Yen in respect of 1,200,000 shares;
 - (2) Dato Timothy Ong Teck Mong in respect of 1,200,000 shares;
 - (3) Mr. Thia Peng Heok George in respect of 1,200,000 shares; and
 - (4) Professor Koh Annie in respect of 700,000 shares; and

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(b) the Directors be and are hereby authorised to:

- (i) issue and allot the relevant shares, or transfer existing shares to the relevant Non-Executive Independent Directors upon the vesting of the awards, in whole or in parts; and
- (ii) do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or this Resolution.

(See Explanatory Note 5)
(Resolution 11)

12. Grant of an award of 5,000,000 shares to Mr. Pun Chi Tung Melvyn under the Yoma Performance Share Plan

That,

(a) the grant of an award to Mr. Pun Chi Tung Melvyn, an associate of a controlling shareholder of the Company, under the Yoma PSP on the following terms, the particulars of which are set out in the Company's addendum to shareholders dated 11 July 2023 (the "**Addendum**"), be and is hereby approved:

- (i) date of grant of award: 4 April 2022;
- (ii) date of vesting of award: 33% of shares on 31 March 2023¹, 33% of shares on 31 March 2024, and 34% of shares on 31 March 2025; and
- (iii) number of shares comprised in the award: 5,000,000 shares; and

(b) the Directors be and are hereby authorised to:

- (i) issue and allot the relevant shares, or transfer existing shares to Mr. Pun Chi Tung Melvyn upon the vesting of the award, in whole or in parts; and
- (ii) do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or this Resolution.

(See Explanatory Note 5)
(Resolution 12)

13. Grant of an award of 2,000,000 shares to Mr. Pun Chi Tung Melvyn under the Yoma Performance Share Plan

That,

(a) the grant of an award to Mr. Pun Chi Tung Melvyn, an associate of a controlling shareholder of the Company, under the Yoma PSP on the following terms, the particulars of which are set out in the Addendum, be and is hereby approved:

- (i) date of grant of award: 28 May 2023;

¹ Vesting to occur only upon the approval by the Shareholders at the AGM.

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- (ii) date of vesting of award: 33% of shares on 26 May 2024, 33% of shares on 26 May 2025, and 34% of shares on 26 May 2026; and
 - (iii) number of shares comprised in the award: 2,000,000 shares; and
- (b) the Directors be and are hereby authorised to:
- (i) issue and allot the relevant shares, or transfer existing shares to Mr. Pun Chi Tung Melvyn upon the vesting of the award, in whole or in parts; and
 - (ii) do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or this Resolution.

(See Explanatory Note 5)
(Resolution 13)

14. Modification to, and renewal of, the Interested Person Transactions Mandate

That for the purposes of Chapter 9 of the Listing Manual:

- (a) approval be and is hereby given for the Company and its subsidiary companies that are entities at risk (the “**Group**”) or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions, particulars of which are set out in the Addendum detailing the proposed modifications to, and renewal of, the shareholders’ mandate, with any party who is of the class or classes of Interested Persons described in the Addendum, provided that such transactions are made on normal commercial terms in accordance with the review procedures for Interested Person Transactions as described in the Addendum (the “**IPT Mandate**”);
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier;
- (c) the Audit and Risk Management Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the review procedures for the interested person transactions and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider necessary, desirable, expedient or in the interest of the Company to give effect to the IPT Mandate and/or this Resolution.

(See Explanatory Note 6)
(Resolution 14)

BY ORDER OF THE BOARD

Lun Chee Leong
Company Secretary
Singapore
11 July 2023

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Explanatory Notes:-

1. Mr. Pun Chi Tung Melvyn, the Chief Executive Officer, when re-elected, will be considered an Executive Director. He will remain as a member of the Nominating and Governance Committee.
2. Ms. Wong Su Yen, when re-elected, will be considered a Non-Executive Independent Director. She will continue to serve as Non-Executive Lead Independent Director, a member of the Nominating and Governance Committee and the Chairman of the Remuneration Committee.
3. Mr. Jaime Alfonso Antonio Eder Zobel de Ayala, when re-elected, will be considered a Non-Executive Non-Independent Director. The appointment of Mr. Alberto Macapinlac de Larrazabal as his alternate director shall continue upon his re-election.
4. Ordinary Resolution 8 proposed above, if passed, will empower the Directors of the Company, from the date of the AGM until the next annual general meeting, to issue shares in the capital of the Company and to make or grant Instruments, and to issue shares in pursuance of such Instruments, without seeking any further approval from shareholders in a general meeting, up to a number not exceeding fifty per cent. (50%) of the total number of Issued Shares of which up to twenty per cent. (20%) of the total number of Issued Shares may be issued other than on a pro-rata basis to shareholders.
5. Ordinary Resolutions 9, 10, 11, 12 and 13 proposed above, if passed, will authorise the Directors of the Company to (a) offer and grant options and issue and allot shares pursuant to the exercise of options under the YSH ESOS 2012; (b) grant awards under the Yoma PSP and issue and allot shares pursuant to the vesting of such awards; (c) issue and allot shares pursuant to the vesting of awards of 4,300,000 shares in aggregate to the Non-Executive Independent Directors under the Yoma PSP; (d) issue and allot shares pursuant to the vesting of an award of 5,000,000 shares to Mr. Pun Chi Tung Melvyn under the Yoma PSP; and (e) issue and allot shares pursuant to the vesting of an award of 2,000,000 shares to Mr. Pun Chi Tung Melvyn under the Yoma PSP, provided that the aggregate number of the shares to be issued when aggregated with the existing shares delivered and/or to be delivered pursuant to YSH ESOS 2012 and Yoma PSP shall not exceed ten per cent. (10%) of the issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

"subsidiary holdings" has the meaning ascribed to it in the Listing Manual.

6. Ordinary Resolution 14 proposed above, if passed, will modify and renew the existing IPT Mandate that was approved by shareholders on 28 January 2022. If passed, the IPT Mandate will allow the Group to enter into Interested Person Transactions with those classes of Interested Persons as described in the Addendum and will empower the Directors of the Company to do all acts necessary to give effect to the IPT Mandate.

Notes:-

1. The AGM will be held, in a wholly physical format at Sophia Cooke Ballroom, Level 2, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Thursday, 27 July 2023 at 10.00 a.m. (Singapore time). **There will be no option for shareholders to participate virtually.**
2. The Annual Report 2023, Notice of AGM, proxy form and Addendum will be disseminated by electronic means via publication on the Company's website <https://yomastrategic.com> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of AGM and proxy form will be sent to members via post.
3. A shareholder of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM, in advance of the AGM. To do so, all questions must be submitted no later than 10.00 a.m. on 19 July 2023 either (i) by post lodged with the Company's registered office, at 63 Mohamed Sultan Road #02-14 Singapore 239002; or (ii) by email to info@yoma.com.mm. The Company shall address relevant and substantial questions (as may be determined by the Company in its sole discretion) during the AGM.

A shareholder of the Company and (where applicable) duly appointed proxies who attend the AGM in person may also pose questions at the AGM.

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4. A member who is not a relevant intermediary* is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/ its behalf at the AGM. Where a member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. A proxy need not be a member of the Company.

A member who is a relevant intermediary* is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints two (2) or more proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

*"relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.

Central Provident Fund Investment Scheme investors ("CPF Investors") and/or Supplementary Retirement Scheme investors ("SRS Investors"):

- (a) may attend and cast his/her vote(s) at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 18 July 2023, being seven (7) working days before the date of the AGM.
5. A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. In the absence of specific directions, the Chairman of the AGM will vote or abstain on each resolution as he/she may think fit, as he/she will on any other matter arising at the meeting.

6. A proxy need not be a member of the Company.
7. The instrument appointing the Chairman of the AGM or such other person as proxy must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged at the office of the Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- (b) if submitted electronically, be submitted via email to main@zicoholdings.com.

in either case by no later than 10.00 a.m. on 24 July 2023, being seventy-two (72) hours before the time appointed for the AGM.

A member who wishes to submit an instrument of proxy must first complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. The proxy form is available for download at the SGXNet and the Company's website at <https://yomastrategic.com>.

Members are strongly encouraged to submit completed proxy forms electronically via email to main@zicoholdings.com.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.