

# YOMA STRATEGIC HOLDINGS LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration No. 196200185E)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of **YOMA STRATEGIC HOLDINGS LTD.** (the “Company”) will be convened and held by way of electronic means on Monday, 6 March 2023 at 10.00 a.m. (Singapore time) to transact the following businesses:

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular issued by the Company to the Shareholders dated 19 February 2023 (the “Circular”).*

### AS ORDINARY RESOLUTION

#### **THE PROPOSED DISPOSAL OF THE SALE LAND BY SUBSIDIARIES OF THE COMPANY, THANLYN ESTATE DEVELOPMENT LIMITED AND STAR CITY INTERNATIONAL SCHOOL COMPANY LIMITED**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

That:

- (a) approval be and is hereby given to the Company to effect and complete the Proposed Disposal and all transactions in relation thereto, on the terms and subject to the conditions set out in the SPA; and
- (b) the Directors and any one of them be and is/are hereby authorised and empowered to approve, complete and do all such acts and things (including without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Proposed Disposal and this resolution, and the transactions contemplated by the Proposed Disposal and/or authorised by this resolution, or for all the foregoing purposes.

*(See Explanatory Note)*

BY ORDER OF THE BOARD

**Lun Chee Leong**  
Company Secretary

Singapore  
19 February 2023

#### **Explanatory Notes:-**

Mr. Serge Pun @ Theim Wai, who is an interested party in relation to the Proposed Disposal in the Ordinary Resolution, and his associates (as defined in the Listing Manual of the SGX-ST) will: (i) abstain from voting on the Ordinary Resolution; and (ii) decline to accept appointment as proxy for any shareholder to vote in respect of the Ordinary Resolution unless the shareholder concerned shall have given instructions in his/her proxy form as to the manner in which his/her votes are to be cast in respect of the Ordinary Resolution.

## Meeting Notes

### General

1. The EGM of the Company is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, and as amended by, amongst other regulations, the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment) Order 2021. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's corporate website at <https://www.yomastrategic.com/>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. The Notice will not be advertised in the national newspaper.
2. To minimise physical interactions and COVID-19 transmission risks, a member of the Company will not be able to attend the EGM in person. Alternative arrangements are instead put in place to allow shareholders to participate in the EGM by:
  - (a) participating in the EGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 3 below;
  - (b) submitting questions ahead of or during the EGM. Please refer to Notes 7 to 8 below for further details; and
  - (c) voting by proxy or "live" at the EGM. Please refer to Notes 9 to 15 below for further details.

### Participation in the EGM via live webcast or live audio feed

3. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) and/or their proxy(ies) will be able to participate in the proceedings of the EGM through a "live" audio-visual webcast via mobile phone, tablet or computer or through a "live" audio-only stream via mobile phone ("**Live Webcast**"). In order to do so, the member and/or their proxy(ies) must pre-register by 10.00 a.m. on 2 March 2023 ("**Registration Deadline**"), at the Company's pre-registration URL <https://conveneagm.sg/YomaEGM2023>.
4. Following authentication of his/her/its status as a shareholder of the Company and/or as a proxy(ies) of such shareholder, such shareholder and/or proxy(ies) will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
5. Shareholders and/or proxy(ies) who have registered by the Registration Deadline in accordance with Note 3 above but do not receive an email response by 5.00 p.m. on 3 March 2023 may contact the Company for assistance at the following email address: [info@yoma.com.mm](mailto:info@yoma.com.mm), with the following details included: (1) the member's and/or proxy(ies)'s full name; and (2) his/her/its identification/registration number.
6. Investors who hold shares through Relevant Intermediaries\* who wish to follow the proceedings of the EGM and/or submit questions prior to or during the EGM should request their Relevant Intermediary to make arrangements to pre-register on their behalf. In the case of CPF/SRS investors, they must do so at least 7 working days before the close of the pre-registration of the EGM (i.e. by 10.00 a.m. on 21 February 2023).

*\*Relevant Intermediary(ies) has the meaning ascribed to it in Section 181 of the Companies Act 1967.*

### Submission of questions prior to or during the EGM

7. A shareholder of the Company and/or their proxy(ies) may also submit questions relating to the resolutions to be tabled for approval at the EGM. The Company shall address relevant and substantial questions (as may be determined by the Company in its sole discretion) no later than 10.00 a.m. on 2 March 2023 (being no later than 48 hours prior to the closing date and time for the lodgement of the proxy forms) prior to the EGM. Shareholders and/or their proxy(ies) can also submit text-based questions during the EGM by typing in their questions through the "live" ask-a-question function via the webcast platform during the EGM. The Company will publish the minutes of the EGM on SGXNET and the Company's corporate website within one month after the date of the EGM.
8. To do so, all questions must be submitted no later than 10.00 a.m. on 26 February 2023 either (i) via electronic means to the Company, through the Company's pre-registration website at URL <https://conveneagm.sg/YomaEGM2023> or (ii) by post lodged with the Company's registered office, at 63 Mohamed Sultan Road #02-14 Singapore 239002 or (iii) by email to [info@yoma.com.mm](mailto:info@yoma.com.mm).

### Proxy Voting and "Live" Voting

9. Shareholders may exercise their voting rights at the EGM by appointing proxy(ies) or the Chairman of the EGM as proxy to vote on his/her/its behalf at the EGM, or by voting "live" at the EGM (further details as to "live" voting are provided in Note 15 below). In appointing the Chairman of the EGM as proxy, shareholders must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. The accompanying proxy form for the EGM may be accessed via (i) the pre-registration website at URL <https://conveneagm.sg/YomaEGM2023> or (ii) the Company's corporate website at <https://www.yomastrategic.com/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/companyannouncements>.

10. The instrument appointing the Chairman of the Meeting 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 (i) the Company's pre-registration website at URL <https://conveneagm.sg/YomaEGM2023> or (ii) by email to [main@zicoholdings.com](mailto:main@zicoholdings.com), in either case by no later than 10.00 a.m. on 4 March 2023, being 48 hours before the time appointed for the EGM. A member who wishes to submit an instrument of proxy must first download, 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. **In view of the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically.**
11. The instrument appointing the Chairman of the Meeting or such other person as proxy must be under the hand of the appointor or on his/her/its attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting or such other person as proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation, failing which the instrument of proxy may be treated as invalid.
12. Investors who hold shares through Relevant Intermediaries, including CPF and SRS Investors who wish to vote should approach their respective Relevant Intermediaries or CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 10.00 a.m. on 22 February 2023 in order to allow sufficient time for their respective Relevant Intermediaries or CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the Meeting or such other persons to vote on their behalf by the cut-off date.
13. The Chairman of the Meeting, as proxy, need not be a member of the Company.
14. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote at the EGM.
15. Live voting will be conducted during the EGM. It is important for attendees to ensure their own web-browser enabled devices are ready for voting during the EGM. Attendees will be required to log-in via the email address provided during pre-registration or as indicated in the proxy form. Attendees may cast their votes in real time for each resolution to be tabled via the Live Webcast through the login credentials created during pre-registration. Attendees will have the opportunity to cast their votes via the live voting feature.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (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.