

## CHANGE - ANNOUNCEMENT OF APPOINTMENT::APPOINTMENT OF NON-INDEPENDENT NON-EXECUTIVE DIRECTOR - MR. FERNANDO ZOBEL DE AYALA

Issuer & Securities

Issuer/ Manager

YOMA STRATEGIC HOLDINGS LTD.

Securities

YOMA STRATEGIC HOLDINGS LTD - SG1T74931364 - Z59

Stapled Security

No

Announcement Details

Announcement Title

Change - Announcement of Appointment

Date &Time of Broadcast

02-Dec-2019 18:30:31

Status

New

Announcement Sub Title

Appointment of Non-Independent Non-Executive Director - Mr. Fernando Zobel de Ayala

Announcement Reference

SG191202OTHRE80I

Submitted By (Co./ Ind. Name)

Melvyn Pun

Designation

Chief Executive Officer

Description (Please provide a detailed description of the event in the box below)

Appointment of Mr. Fernando Zobel de Ayala as a Non-Independent Non-Executive Director.

Additional Details

Date Of Appointment

02/12/2019

Name Of Person

Fernando Zobel de Ayala

Age

59

Country Of Principal Residence

Philippines

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)

Having reviewed and considered the qualifications, working experience, capabilities and other relevant factors relating to Mr. Fernando Zobel de Ayala, the Nominating & Governance Committee (the "NGC") is satisfied that the selection criteria in relation to the appointment of Mr. Fernando Zobel de Ayala has been met. Upon recommendation of the NGC, the Board of Directors approved the appointment of Mr. Fernando Zobel de Ayala as a Non-Independent Non-Executive Director of the Company.

Whether appointment is executive, and if so, the area of responsibility

Non-Independent Non-Executive

Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)

Non-Independent Non-Executive

Professional qualifications

Mr. Fernando Zobel de Ayala graduated with B.A. Liberal Arts at Harvard College in 1982 and holds a CIM from INSEAD, France.

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or any of its principal subsidiaries

None

Conflict of interests (including any competing business)

None

Working experience and occupation(s) during the past 10 years

Apart from being the President, Chief Operating Officer and Director of Ayala, Mr. Fernando Zobel de Ayala holds the following positions in Philippine-publicly listed companies: Chairman of Ayala Land, Inc., Manila Water Company, Inc., and AC Energy Philippines, Inc.; and Director of Bank of the Philippine Islands, Globe Telecom, Inc. and Integrated Micro-Electronics, Inc.; and Independent Director of Pilipinas Shell Petroleum Corporation. He is the Chairman of AC International Finance Limited, ALI Eton Property Development Corporation, Liontide Holdings, Inc., AC Energy, Inc., Ayala Healthcare Holdings, Inc., Automobile Central Enterprise, Inc., Alabang Commercial Corporation, Accendo Commercial Corp. and Hero Foundation, Inc.; Co-Chairman of Ayala Foundation, Inc. and Ayala Group Club, Inc.; Vice-Chairman of AC Industrial Technology Holdings, Inc., Aurora Properties Incorporated, Vesta Property Holdings, Inc., Ceci Realty Inc., Fort Bonifacio Development Corporation, Bonifacio Land Corporation, Emerging City Holdings, Inc., Columbus Holdings, Inc., Berkshires Holdings, Inc., AKL Properties, Inc., AC Ventures Holdings Corp., and Bonifacio Art Foundation, Inc.; Director of Livelt Investments, Ltd., AG Holdings Ltd., AC Infrastructure Holdings Corporation, Asiacom Philippines, Inc., Ayala Retirement Fund Holdings, Inc., Honda Cars Philippines, Inc., Isuzu Philippines Corporation, and Manila Peninsula; Member of the Board of INSEAD and Georgetown University; Member of the International Advisory Board of Tikehau Capital; Vice Chairman of the Philippine-Singapore Business Council, member of the World Presidents' Organization and Chief Executives Organization; Chairman of Habitat for Humanity International's Asia-Pacific Capital Campaign Steering Committee; and Member of the Board of Trustees of Caritas Manila, Pilipinas Shell Foundation, and the National Museum.

Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7)) Or Appendix 7H (Catalist Rule 704(6))

Yes

Shareholding interest in the listed issuer and its subsidiaries?

Yes

Shareholding Details

Deemed Interest - 332,500,000 shares representing 14.90% of the enlarged issued and paid up share capital of the Company

# These fields are not applicable for announcements of appointments pursuant to Listing Rule 704 (9) or Catalist Rule 704 (8).

Past (for the last 5 years)

Livelt Investments Ltd.

Present

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Principal Commitments: President, Chief Operating Officer and Director of Ayala

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?

No

(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?

No

(c) Whether there is any unsatisfied judgment against him?

No

(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?

No

(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?

No

(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?

No

(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?

No

(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?

No

(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?

No

(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-

(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or

No

(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or

No

(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or

No

(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?

No

(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?

No

Any prior experience as a director of an issuer listed on the Exchange?

No

If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange

No

Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable)

Mr. Fernando Zobel de Ayala has extensive directorship experience including being the Chairman of the following publicly-listed companies in the Philippines - Ayala Land, Inc. and Manila Water Company, Inc., AC Energy Philippines and a Board member of these other companies which are listed on the Philippine Stock Exchange, namely Ayala Corporation, Bank of the Philippine Islands, Globe Telecoms, Inc., Integrated Micro-electronics, Inc. and Pilipinas Shell Petroleum Corporation. He has served as director of some of these companies since the early 90s.

Some of these Ayala companies have been ranked by the Institute of Corporate Directors ("ICD")\* of the Philippines as among the Top Performing Companies in Corporate Governance under the ASEAN Corporate Governance Scorecard ("ACGS") in 2017. Ayala Land, Inc. and Globe Telecoms, Inc. were further recognised for its corporate governance practices as some of the top-performing Philippine publicly listed companies under the 2018 ACGS.

Furthermore, Mr. Fernando Zobel de Ayala serves on the boards of INSEAD, Georgetown University and Asia Society, and is a member of the World Presidents' Organization, the Chief Executives Organization Asia Philanthropy Circle and The Metropolitan Museum International Council. He also chairs the steering committee of Habitat for Humanity International's Asia Pacific Capital Campaign and co-chairs the TATE Museum Asia Pacific Acquisitions Committee. As part of the Company's new director induction program, Mr. Fernando Zobel de Ayala will also be briefed on the local legal, regulatory and governance requirements as well as the roles, duties and responsibilities of a director on an SGX-listed company.

Given the above, the NGC is of the view that the mandatory training prescribed by Listing Rule 210(5) (a) for Mr. Fernando Zobel de Ayala is not required because he has other relevant directorship experience.

Note\*:

ICD was appointed by the Philippine Securities and Exchange Commission to serve as the domestic ranking body of the ACGS, which is part of the ASEAN Corporate Governance Initiative to assess and rank publicly listed companies in six participating ASEAN countries (Philippines, Indonesia, Malaysia, Singapore, Thailand and Vietnam) based on international corporate governance best practices.