

YOMA STRATEGIC HOLDINGS LTD.

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Yoma Strategic Holdings Ltd. (the "Company") will be held at Connection 3 & 4, Level 3, Amara Hotel, 165 Tanjong Pagar Road, Singapore 088539 on 21 July 2008 at 10.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial results of the Company for the financial year ended 31 March 2008 and the Directors' Report and the Auditors' Report thereon. (Resolution 1)
2. To approve the Directors' fees of S\$165,000 for the financial year ended 31 March 2008. (Resolution 2)
3. To re-elect Mr. John Estmond Strickland as Director of the Company who is retiring pursuant to Article 104 of the Articles of Association of the Company. (See Explanatory Note 1)
(Resolution 3)
4. To re-elect Mr. Ng Fook Leong, Philip as Director of the Company who is retiring pursuant to Article 104 of the Articles of Association of the Company. (See Explanatory Note 2)
(Resolution 4)
5. To re-appoint Mr. Kyi Aye as Director of the Company pursuant to Section 153(6) of the Companies Act (Cap. 50) to hold office until the next Annual General Meeting of the Company. (See Explanatory Note 3)
(Resolution 5)
6. To re-appoint PKF-CAP LLP as auditors of the Company for the financial year ending 31 March 2009 and to authorise the Directors to fix their remuneration. (Resolution 6)
7. To declare a final dividend of Singapore 0.5 cent per ordinary share for the financial year ended 31 March 2008. (Resolution 7)

AS SPECIAL BUSINESS

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

8. Authority to allot and issue shares

"That pursuant to Section 161 of the Companies Act (Cap. 50) and the Listing Manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time and from time to time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or collectives, that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares, of which the aggregate number of shares (including shares to be issued in pursuance to Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares of the Company excluding treasury shares, and for the purpose of this Resolution, the total number of issued shares of the Company excluding treasury shares is based on the total number of issued shares of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force.

Provided always that 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 50% of the total number of issued shares of the Company excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance to Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares of the Company excluding treasury shares, and for the purpose of this Resolution, the total number of issued shares of the Company excluding treasury shares is based on the total number of issued shares of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:

- (a) new shares arising from the conversion or exercise of convertible securities;
- (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with the Listing Manual; and
- (c) any subsequent consolidation or subdivision of the Company's shares,

and such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting 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)

9. Renewal of Shareholders' Mandate for Interested Person Transactions

"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 (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 Company's addendum to shareholders dated 4 July 2008 (the "Addendum"), 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 "Shareholders' Mandate");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures 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 Shareholders' Mandate and/or this Resolution."

(See Explanatory Note 5)
(Resolution 9)

10. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

Explanatory Notes:

1. Mr. John Estmond Strickland, when re-elected, will be considered an Independent Director, and will remain as the chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee.
2. Mr. Ng Fook Leong, Philip, when re-elected, will be considered an Independent Director, and will remain as the chairman of the Remuneration Committee and a member of the Nominating Committee.
3. Mr. Kyi Aye, when re-appointed, will be considered a Non-Executive Director and will remain as a member of the Audit Committee.
4. The Ordinary Resolution 8 above, if passed, gives authority to the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to a number not exceeding in aggregate 50% of the total number of issued shares of the Company excluding treasury shares, of which the total number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed 20% of total number of issued shares of the Company excluding treasury shares at the time the Resolution is passed, for such purposes as they consider would be in the best interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
5. The Ordinary Resolution 9 above, if passed, renews the Shareholders' Mandate to allow the Group to enter into Interested Person Transactions with those classes of Interested Persons as described in the Addendum. As Serge Pun is an interested person in relation to the Shareholders' Mandate, he will abstain, and has undertaken to ensure that his associates will abstain, from voting at the AGM in respect of this Resolution. An independent financial advisor's opinion is not required for the renewal of the Shareholders' Mandate as the Audit Committee of the Company has confirmed that the methods or procedures for determining the transaction prices of Interested Person Transactions have not changed since the approval of the Shareholders' Mandate by shareholders on 10 September 2007 and that such methods or procedures are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. 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.
4. An instrument of proxy must be deposited at the registered office of the Company at 80 Anson Road, Fuji Xerox Towers #25-05, Singapore 079907 not less than 48 hours before the time for holding the Annual General Meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS ALSO HEREBY GIVEN THAT the Share Transfer Books and Register of Members of the Company will be closed on 6 August 2008 for the purpose of determining the entitlements of shareholders to the proposed final dividend of Singapore 0.5 cent per ordinary share for the financial year ended 31 March 2008.

Duly completed transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, 63 Cantonment Road Singapore 089758, up to 5.00 p.m. on 5 August 2008 will be registered to determine entitlements to the proposed final dividend of Singapore 0.5 cent per ordinary share for the financial year ended 31 March 2008. Payment of the final dividend, if approved by shareholders at the Annual General Meeting of the Company on 21 July 2008, will be made on 15 August 2008.

BY ORDER OF THE BOARD

LEE KAM SENG
Company Secretary
4 July 2008
Singapore