



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 of the Company will be held at The Straits Room, Level Four, The Fullerton Hotel, 1 Fullerton Square, Singapore 049178 on 28 February 2013 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following Ordinary Resolutions.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders of the Company dated 8 February 2013 (the "Circular").

ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITION OF EIGHTY PER CENT. (80%) INTERESTS IN RESPECT OF THE LANDMARK DEVELOPMENT

THAT approval be and is hereby given:

- (a) for the Proposed Acquisition on the terms and subject to the conditions set out in the Sale and Purchase Agreement;
- (b) for the entry into a Deed of Indemnity with SPA, Mr. Serge Pun and MIHL pursuant to the Sale and Purchase Agreement, where each of SPA and Mr. Serge Pun will indemnify the Company and MIHL against, *inter alia*, any losses, liabilities and damages suffered by any of the Company or MIHL in connection with the Sale and Purchase Agreement;
- (c) for entry into a Deed of Assignment with SPA pursuant to the Sale of Purchase Agreement, where SPA shall assign to the Company the benefit of an existing loan (on a pro rata basis) owing from MIHL to SPA; and
- (d) for the Directors of the Company and each of them to be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purpose of completing the Proposed Acquisition and/or the transactions contemplated by this Resolution.

ORDINARY RESOLUTION 2 – THE PROPOSED WHITEWASH RESOLUTION

THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 1, the Proposed Whitewash Resolution for the waiver by Independent Shareholders of their right to receive a mandatory general offer in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers from Mr. Serge Pun and his concert parties for all the issued and paid-up Shares of the Company following the Proposed Rights Issue be and is hereby (on a poll taken) approved by the Independent Shareholders subject to the satisfaction of all the conditions set out in the SIC letter dated 5 February 2013.

By Order of the Board

ANDREW RICKARDS

Chief Executive Officer and Director

Yoma Strategic Holdings Ltd.

8 February 2013

Notes:

- (1) A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint no more than two (2) 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 appointer 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) The instrument appointing a 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 forty-eight (48) hours before the time appointed for the Extraordinary General Meeting or any postponement or adjournment thereof.