



YOMA STRATEGIC HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 196200185E)

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 The Straits Room, Level Four, The Fullerton Hotel, 1 Fullerton Square, Singapore 049178 on 25 July 2014 at 10 a.m. to transact the following business:-

AS ORDINARY BUSINESS

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

- To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 March 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of up to S\$285,000 payable by the Company for the financial year ending 31 March 2015. **(Resolution 2)**
- To re-elect Dato Dr. Mohd Amin Liew Abdullah as a Director of the Company, who is retiring pursuant to Article 104 of the Articles of Association of the Company and who, being eligible, will offer himself for re-election. *(See Explanatory Note 1)* **(Resolution 3)**
- To re-elect Mr. Adrian Chan Pengee as a Director of the Company, who is retiring pursuant to Article 104 of the Articles of Association of the Company and who, being eligible, will offer himself for re-election. *(See Explanatory Note 2)* **(Resolution 4)**
- To re-elect Mr. Cyrus Pun Chi Yam as a Director of the Company, who is retiring pursuant to Article 104 of the Articles of Association of the Company and who, being eligible, will offer himself for re-election. *(See Explanatory Note 3)* **(Resolution 5)**
- To re-appoint Mr. Kyi Aye as a 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 4)* **(Resolution 6)**
- To re-appoint Nexia TS Public Accounting Corporation as auditors of the Company for the financial year ending 31 March 2015 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

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

- That pursuant to Section 161 of the Companies Act (Cap. 50) 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 issue:
 - shares in the capital of the Company ("shares"); or
 - convertible securities; or
 - additional convertible securities issued pursuant to adjustments; or
 - shares arising from the conversion of the securities in (ii) and (iii) above,(whether by way of rights, bonus or otherwise or in pursuance of any offer, the percentage of Issued Shares made or granted by the Directors during the continuance of this authority or thereafter) 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 (notwithstanding the authority conferred by this Resolution may have ceased to be in force), provided that:
 - the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) 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 convertible securities made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of Issued Shares;
 - (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) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST (the "**Listing Manual**"); and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - 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 Articles of Association for the time being of the Company; and
 - (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 5)* **(Resolution 8)**
- That for the purposes of Chapter 9 of the Listing Manual:
 - 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 10 July 2014 (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**");
 - the Shareholders' 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;
 - 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 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
 - 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 6)* **(Resolution 9)**
- That pursuant to Section 161 of the Companies Act (Cap. 50), 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 approval 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 new shares to be issued pursuant to YSH ESOS 2012 shall not exceed fifteen per cent. (15%) of the issued ordinary share capital of the Company (excluding treasury shares) from time to time. *(See Explanatory Note 7)* **(Resolution 10)**
- To transact any other business which may be properly transacted at an Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Loo Hwee Fang & Lun Chee Leong
Joint Company Secretaries

Singapore
10 July 2014

Explanatory Notes:-

- Dato Dr. Mohd Amin Liew Abdullah, when re-elected, will be considered an Independent Director. He will remain as the Chairman of the Audit and Risk Management Committee.
- Mr. Adrian Chan Pengee, when re-elected, will be considered an Independent Director. He will remain as the Lead Independent Director, the Chairman of the Nominating and Governance Committee and a member of the Audit and Risk Management Committee.
- Mr. Cyrus Pun Chi Yam, when re-elected, will be considered an Executive Director.
- Mr. Kyi Aye, when re-appointed, will be considered an Independent Director. He will remain a member of the Audit and Risk Management Committee, the Nominating and Governance Committee and the Remuneration Committee.
- Ordinary Resolution 8 proposed above, if passed, will empower the Directors of the Company, from the date of the abovementioned Annual General Meeting until the next Annual General Meeting, to issue shares in the capital of the Company and to make or grant convertible securities, and to issue shares in pursuance of such convertible securities, 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.
- Ordinary Resolution 9 proposed above, if passed, will modify and renew the existing shareholders' mandate that was first approved by shareholders on 10 September 2007, expanded in scope on 3 December 2010 and modified on 30 July 2013. If passed, the Shareholders' 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 Shareholders' Mandate. The existing shareholders' mandate was last renewed at the Annual General Meeting of the Company held on 30 July 2013.
- Ordinary Resolution 10 proposed above, if passed, will authorise the Directors of the Company to offer and grant options and to issue and allot shares pursuant to the exercise of options under the YSH ESOS 2012 not exceeding fifteen per cent. (15%) of the issued ordinary share capital of the Company (excluding treasury shares) from time to time.

Notes:-

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- 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.
- The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 78 Shenton Way, #32-00, Singapore 079120, not less than forty-eight (48) hours before the time appointed for the Annual General Meeting.