



# 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 Anson III, Level 2, M Hotel, 81 Anson Road, Singapore 079908 on 25 May 2012 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 10 May 2012 (the "Circular").

### ORDINARY RESOLUTION 1-THE PROPOSED ACQUISITION OF ECONOMIC INTERESTS IN LAND DEVELOPMENT RIGHTS IN RESPECT OF STAR CITY

THAT approval be and is hereby given:

- for the Proposed Acquisition on the terms and subject to the conditions set out in the Deed of Assignment and the Joint Development Deed;
- for the grant of a loan of up to an aggregate of S\$5 million from SPA PM to TED in accordance with the terms and subject to the conditions set out in the Deed of Assignment;
- for the appointment of LCP in accordance with the terms and subject to the conditions set out in the Joint Development Deed; and
- 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 giving effect to the Proposed Acquisition or the transactions contemplated by this Resolution.

### ORDINARY RESOLUTION 2 - THE PROPOSED RIGHTS ISSUE

THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 1, approval be and is hereby given:

- for the Company to undertake a renounceable non-underwritten Proposed Rights Issue and, in that connection, the Directors be and are hereby authorised to provisionally allot and issue up to 422,117,874 Rights Shares in the capital of the Company, or such other number of Rights Shares as the Directors may determine, at an issue price of S\$0.24 for each Rights Share, on the basis of four (4) Rights Shares for every five (5) existing Shares held by the Shareholders of the Company as at the Books Closure Date, on such terms and conditions as the Directors may think fit;
  - the provisional allotment of the Rights Shares shall be made on a renounceable basis to Entitled Shareholders;
  - no provisional allotment of the Rights Shares shall be made in favour of Foreign Shareholders, unless they have, at least three (3) Market Days prior to the Books Closure Date, provided the Company or CDP, as the case may be, with addresses in Singapore for the service of notices and documents;
  - the provisional allotments of the Rights Shares which would otherwise accrue to Foreign Shareholders may be disposed of or otherwise dealt with by the Company in such manner, at such price or prices and on such other terms and conditions as the Directors deem fit, including, for the purpose of renouncing the rights entitlements relating thereto to purchasers thereof, selling such provisional allotments "nil-paid" on the SGX-ST and pooling and thereafter distributing the proceeds thereof, in accordance with their respective shareholdings as at the Books Closure Date, provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, the Company shall be entitled to retain or deal with such amount as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
  - any provisional allotments of the Rights Shares not taken up or allotted for any reason shall be aggregated and allotted to satisfy excess applications (if any) for the Rights Shares or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
  - the Rights Shares when issued and fully paid-up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments, or other distributions, the record date for which falls before the date of issue of the Rights Shares; and
- the directors of the Company be and are hereby authorised to make such amendments to the above terms of the Proposed Rights Issue as the Directors may, in consultation with the SGX-ST, deem fit and be and are hereby authorized to take such steps, and exercise such discretion, as the Directors may, from time to time in their absolute discretion, deem fit, advisable, necessary or expedient in connection with any of the foregoing matters.

By Order of the Board

ANDREW RICKARDS

Chief Executive Officer and Director

Yoma Strategic Holdings Ltd.

10 May 2012

Notes:-

- A member entitled to attend and vote at the Extraordinary 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 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.
- The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 80 Anson Road, Fuji Xerox Towers #25-05, Singapore 079907, not less than forty-eight (48) hours before the time set for the Extraordinary General Meeting.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Anson III, Level 2, M Hotel, 81 Anson Road, Singapore 079908 on 25 May 2012 at 11 a.m. or at such time immediately following the extraordinary general meeting of the Company held on the same date 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 10 May 2012 (the "Circular").

### ORDINARY RESOLUTION 1 – PROPOSED ADOPTION OF THE YOMA STRATEGIC HOLDINGS EMPLOYEE SHARE OPTION SCHEME 2012

THAT approval be and is hereby given for the Directors of the Company to:

- to implement and establish the YSH ESOS 2012;
- to modify and/or amend the YSH ESOS 2012 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the YSH ESOS 2012 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the YSH ESOS 2012; and
- to offer and grant Options in accordance with the provisions of the YSH ESOS 2012 (including, subject to the passing of Resolution 2 below, Options over Shares at a Subscription Price per Share set at a discount to the Market Price of a Share) 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, 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 from time to time.

### ORDINARY RESOLUTION 2 - THE DISCOUNT OF UP TO TWENTY PER CENT. (20%) TO THE MARKET PRICE OF A SHARE UNDER THE YSH ESOS 2012

THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 1, approval be and is hereby given for:

- the maximum discount that may be given under the YSH ESOS 2012 to be up to twenty per cent. (20%) of the Market Price for the Shares at the time of the grant of the Option; and
- the Directors to be authorised to offer Options at a maximum discount of up to twenty per cent. (20%) of the Market Price for the Shares at the time of the grant of the Option.

### ORDINARY RESOLUTION 3 – PARTICIPATION BY MR. SERGE PUN, THE CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE YSH ESOS 2012

THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 1, approval be and is hereby given for the participation by Mr. Serge Pun, the Controlling Shareholder of the Company, in the YSH ESOS 2012 in accordance with the rules of the YSH ESOS 2012.

### ORDINARY RESOLUTION 4 – PROPOSED PARTICIPATION BY MR. CYRUS PUN, AN ASSOCIATE OF THE CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE YSH ESOS 2012

THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 1, approval be and is hereby given for the participation by Mr. Cyrus Pun, an Associate of the Controlling Shareholder of the Company, in the YSH ESOS 2012 in accordance with the rules of the YSH ESOS 2012.

### ORDINARY RESOLUTION 5 – OFFER AND GRANT OF AN OPTION UNDER THE YSH ESOS 2012 TO MR. SERGE PUN, THE CONTROLLING SHAREHOLDER OF THE COMPANY

THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTIONS 1, 2 and 3, approval be and is hereby given for the proposed offer and grant to Mr. Serge Pun, a Controlling Shareholder of the Company, of an Option pursuant to and in accordance with the rules of the YSH ESOS 2012 on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares upon the exercise of the Option:

- |                                                       |   |                                                                                                                                                                     |
|-------------------------------------------------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a) Proposed Date of Grant                            | : | Within 12 months from the date of the EGM                                                                                                                           |
| (b) Number of Shares comprised in the proposed Option | : | 2,000,000                                                                                                                                                           |
| (c) Subscription Price per Share                      | : | At a 20% discount to Market Price on the Date of Grant                                                                                                              |
| (d) Exercise Period                                   | : | The period from the day after the 2 <sup>nd</sup> anniversary of the Date of Grant to the day falling before the 10 <sup>th</sup> anniversary of the Date of Grant. |

### ORDINARY RESOLUTION 6 – OFFER AND GRANT OF AN OPTION UNDER THE YSH ESOS 2012 TO MR. CYRUS PUN, AN ASSOCIATE OF THE CONTROLLING SHAREHOLDER OF THE COMPANY

THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTIONS 1, 2 and 4, approval be and is hereby given for the proposed offer and grant to Mr. Cyrus Pun, an Associate of the Controlling Shareholder of the Company, of an Option pursuant to and in accordance with the rules of the YSH ESOS 2012 on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares upon the exercise of the Option:

- |                                                       |   |                                                                                                                                                                     |
|-------------------------------------------------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a) Proposed Date of Grant                            | : | Within 12 months from the date of the EGM                                                                                                                           |
| (b) Number of Shares comprised in the proposed Option | : | 2,000,000                                                                                                                                                           |
| (c) Subscription Price per Share                      | : | At a 20% discount to Market Price on the Date of Grant                                                                                                              |
| (d) Exercise Period                                   | : | The period from the day after the 2 <sup>nd</sup> anniversary of the Date of Grant to the day falling before the 10 <sup>th</sup> anniversary of the Date of Grant. |

### ORDINARY RESOLUTION 7 - THE PROPOSED ISSUE AND ALLOTMENT OF 14,500,000 ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO MR. ANDREW RICKARDS

THAT approval be and is hereby given for the proposed issue and allotment of 14,500,000 Shares in the capital of the Company to Mr. Andrew Rickards, a Director of the Company in accordance with the terms set out in the Circular and the Directors be and are hereby authorised to issue and allot such Shares to Mr. Andrew Rickards.

By Order of the Board

SERGE PUN

Executive Chairman

Yoma Strategic Holdings Ltd.

10 May 2012

Notes:-

- A member entitled to attend and vote at the Extraordinary 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 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.
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