

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 26 July 2016 at 10.00 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' Statement and audited Financial Statements of the Company for the financial year ended 31 March 2016 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To declare a final one-tier tax exempt dividend of 0.25 cents per ordinary share for the financial year ended 31 March 2016. **(Resolution 2)**
- To approve the remuneration of the Non-Executive Directors for the financial year ending 31 March 2017 as follows:
(a) Directors' fees of up to an aggregate of S\$380,000 payable by the Company; and **(Resolution 3(a))**
(b) An aggregate of 600,000 ordinary shares of the Company (the "**Remuneration Shares**") to be awarded to eligible Non-Executive Independent Directors under the Yoma Performance Share Plan (the "**Yoma PSP**"), and for this purpose to pass the following Resolution with or without amendments as an Ordinary Resolution:
that:
(i) the Directors be and are hereby authorised to issue and allot the Remuneration Shares to the account of:
a. Mr. Adrian Chan Pengee in respect of 150,000 Remuneration Shares;
b. Mr. Basil Chan in respect of 150,000 Remuneration Shares;
c. Ms. Wong Su Yen in respect of 150,000 Remuneration Shares; and
d. Dato Timothy Ong Teck Mong in respect of 150,000 Remuneration Shares.
(ii) any Director and/or the Company Secretary be authorised to do all things necessary or desirable to give effect to the above. **(Resolution 3(b))**
(See Explanatory Note 1)
- To re-elect Mr. Adrian Chan Pengee as a Director of the Company, who is retiring pursuant to Article 104 of the Constitution of the Company and who, being eligible, will offer himself for re-election. **(Resolution 4)**
(See Explanatory Note 2)
- To re-elect Ms. Wong Su Yen as a Director of the Company, who is retiring pursuant to Article 114 of the Constitution of the Company and who, being eligible, will offer herself for re-election. **(Resolution 5)**
(See Explanatory Note 2)
- To re-elect Dato Timothy Ong Teck Mong as a Director of the Company, who is retiring pursuant to Article 114 of the Constitution of the Company and who, being eligible, will offer himself for re-election. **(Resolution 6)**
(See Explanatory Note 2)
- To re-appoint Nexia TS Public Accounting Corporation as auditors of the Company for the financial year ending 31 March 2017 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:
(i) shares in the capital of the Company ("**shares**"); or
(ii) convertible securities; or
(iii) additional convertible securities issued pursuant to adjustments; or
(iv) 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, agreement or option 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:
(1) 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;
(2) (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:
(i) new shares arising from the conversion or exercise of any convertible securities;
(ii) (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
(iii) any subsequent bonus issue, consolidation or subdivision of shares;
(3) 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 Constitution of the Company for the time being in force; and
(4) (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 3) **(Resolution 8)**
- 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 11 July 2016 detailing the proposed modifications to, and renewal of, the shareholders mandate (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 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;
(c) 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
(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 4) **(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 ten per cent. (10%) of the issued share capital of the Company (excluding treasury shares) from time to time. **(Resolution 10)**
(See Explanatory Note 5)
- That pursuant to Section 161 of the Companies Act (Cap. 50), the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of shares as may be required to be issued pursuant to the vesting of a contingent award of shares granted under the Yoma PSP ("**Awards**"), provided always that the total number of new shares which may be issued pursuant to Awards granted under the Yoma PSP when aggregated with the aggregate number of shares which may be granted under the YSH ESOS 2012 and any other share-based incentive scheme shall not exceed ten per cent. (10%) of the total issued share capital of the Company (excluding treasury shares) from time to time. **(Resolution 11)**
(See Explanatory Note 5)
- 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
11 July 2016

Explanatory Notes:-

- Ordinary Resolution 3(b) is to authorise the Directors to issue ordinary shares of the Company to eligible Non-Executive Independent Directors as part of their remuneration for the financial year ending 31 March 2017 ("**FY 2017**").
The Non-Executive Independent Directors who are eligible for, and will receive the award of ordinary shares as part of their remuneration for FY 2017 are Mr. Adrian Chan Pengee, Mr. Basil Chan, Ms. Wong Su Yen and Dato Timothy Ong Teck Mong.
The issue of ordinary shares under Resolution 3(b) will be made pursuant to the Yoma PSP which was approved by shareholders on 27 July 2015. The awards will consist of the grant of fully-paid shares with no performance conditions attached but with vesting periods imposed. The remuneration to Directors will only be paid upon approval by the shareholders at the annual general meeting.
The Non-Executive Independent Directors will abstain from voting in respect of, and will procure their associates to abstain from voting in respect of Resolution 3(b).
- (a) Mr. Kyi Aye (a Non-Executive Director) who was re-appointed as a Director at the last annual general meeting to hold office until this annual general meeting pursuant to Section 153(6) of the Companies Act (Cap. 50) which was in force immediately before 3 January 2016, has notified the Company that he will not be seeking re-election as a Director of the Company at the annual general meeting. Upon the retirement of Mr. Kyi Aye, he will cease to be a member of the Nominating and Governance Committee, Remuneration Committee and the Audit and Risk Management Committee.
(b) Mr. Adrian Chan Pengee, when re-elected, will be considered a Non-Executive Independent Director. He will remain as the Lead Independent Director, the Chairman of the Nominating and Governance Committee, the Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee.
(c) Ms. Wong Su Yen, when re-elected, will be considered a Non-Executive Independent Director. She will remain as a member of the Remuneration Committee and the Audit and Risk Management Committee.
(d) Dato Timothy Ong Teck Mong, when re-elected, will be considered a Non-Executive Independent Director. He will remain as a member of the Audit and Risk Management Committee.
Key information on Mr. Adrian Chan Pengee, Ms. Wong Su Yen and Dato Timothy Ong Teck Mong are found on pages 31 to 32 of the Annual Report. All of them have no relationship with the Company's ten per cent. (10%) shareholders or Directors and are considered as Independent Directors.
- Ordinary Resolution 8 proposed above, if passed, will empower the Directors of the Company, from the date of the above annual general meeting until the next annual general meeting, to issue shares 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. 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 on 27 July 2015.
- Ordinary Resolutions 10 and 11 proposed above, if passed, will authorise the Directors of the Company to (a) offer and grant options and to issue and allot shares pursuant to the exercise of options under the YSH ESOS 2012; and (b) to grant awards under the Yoma PSP and to issue and allot shares pursuant to the vesting of such awards Provided That the aggregate number of the shares to be issued when aggregated with the existing shares delivered and/or to be delivered pursuant to the YSH ESOS 2012 and Yoma PSP and any other share-based incentive scheme shall not exceed ten per cent. (10%) of the total number of issued shares of the Company (excluding treasury shares) from time to time.

Notes:-

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member who is relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act (Cap. 50).
- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) 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 set for the Annual General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the annual general meeting and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of its proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that Subject to Shareholders' approval for the proposed final one-tier tax exempt dividend of 0.25 cents per share for the financial year ended 31 March 2016, the Share Transfer Books and Register of Members of Yoma Strategic Holdings Ltd. (the "**Company**") will be closed on 10 August 2016 for the purpose of determining shareholders' entitlements to the proposed dividend.

Duly completed registrable transfer of shares in the Company (the "**Shares**") received up to the close of business at 5.00 p.m. on 10 August 2016 by the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, will be registered to determine shareholders' entitlements to the proposed dividend. Subject to the aforesaid, members whose Securities Accounts with The Central Depository (Pte) Limited are credited with the Shares as at 10 August 2016 will be entitled to such proposed dividend.

The proposed dividend, if approved by shareholders at the annual general meeting to be held on 26 July 2016, will be paid on 18 August 2016.

BY ORDER OF THE BOARD

Loo Hwee Fang & Lun Chee Leong
Joint Company Secretaries

Singapore
11 July 2016