



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 30 July 2013 at 4 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 3 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications the following Ordinary Resolutions.

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to Shareholders of the Company dated 15 July 2013 (the "Circular").

ORDINARY RESOLUTION 1 – THE PROPOSED RIGHTS ISSUE

THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 2, approval be and is hereby given:-

- (a) 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 289,279,553 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\$0.38 for each Rights Share, on the basis of one (1) Rights Share for every four (4) 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;
 - (i) the provisional allotment of the Rights Shares shall be made on a renounceable basis to Entitled Shareholders;
 - (ii) 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;
 - (iii) 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;
 - (iv) 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;
 - (v) 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
- (b) 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 authorised 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.

ORDINARY RESOLUTION 2 – THE PROPOSED WHITEWASH RESOLUTION

THAT 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 2 July 2013.

By Order of the Board

ANDREW RICKARDS

Chief Executive Officer and Director

Yoma Strategic Holdings Ltd.

15 July 2013

Notes:-

- (1) 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.
- (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) 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.