



# 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 Connection 1, Level 3, Amara Hotel, 165 Tanjong Pagar Road, Singapore 088539 on 3 December 2010 at 2 p.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 16 November 2010 (the "Circular").

### AS AN ORDINARY RESOLUTION:

#### RESOLUTION 1 – THE MANAGEMENT AGREEMENT WITH FIRST MYANMAR INVESTMENT COMPANY LIMITED AND SUCCESSFUL GOAL TRADING CO., LTD. AS A SPECIFIC INTERESTED PERSON TRANSACTION

THAT:-

- (a) subject to and pursuant to the approval of the Additional Scope in Resolution 2 below being obtained, approval be and is hereby given for the Management Agreement between Elite Matrix, FMI and Successful Goal, pursuant to which Elite Matrix will, *inter alia*, (i) manage Successful Goal and its Business and (ii) grant the interest-free Loan of US\$1 million to Successful Goal to be used towards working capital of the Business, on the terms and conditions set out in the Management Agreement; and
- (b) the Directors of the Company (other than Mr. Serge Pun, who is deemed to be interested in the Management Agreement) be and are hereby authorised to do any and all such acts, deeds and things (including the execution of all such documents as may be necessary), and generally to exercise all the powers of the Directors, as they may in their absolute discretion deem fit, expedient or necessary to give effect to the Management Agreement, the Strategic Co-operation Agreement and any transactions contemplated under the Management Agreement, the Strategic Co-Operation Agreement and this Resolution.

### AS AN ORDINARY RESOLUTION:

#### RESOLUTION 2 – THE ADDITIONAL SCOPE IN THE SHAREHOLDERS' MANDATE FOR RECURRING INTERESTED PERSON TRANSACTIONS

THAT:-

- (a) subject to and pursuant to the approval of the Management Agreement in Resolution 1 above being obtained, approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the inclusion of the Additional Scope (as set out in Section 3.4 of the Circular) in the existing Shareholders' Mandate approved by the Shareholders on 29 July 2010, provided that such transactions under the Additional Scope are made on normal commercial terms and in accordance with the review procedures for such Interested Person Transactions under the Additional Scope (as set out in Section 3.6 of the Circular);
- (b) the existing Shareholders' Mandate with the Additional Scope shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;
- (c) the Audit 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 the Audit Committee may in its absolute discretion deem necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the Singapore Exchange Securities Trading Limited from time to time; and
- (d) the Directors of the Company (other than Mr. Serge Pun, who is deemed to be interested in the Additional Scope) be and are hereby authorised to do and approve all such acts and things (including executing all such documents as may be necessary), and generally to exercise all the powers of the Directors, as the Directors may in their absolute discretion deem fit, expedient or necessary to give effect to the inclusion of the Additional Scope in the existing Shareholders' Mandate and/or this Resolution.

### AS AN ORDINARY RESOLUTION:

#### RESOLUTION 3 – THE PROPOSED DISPOSAL OF EQUITY INTERESTS IN FIRST MYANMAR CONSTRUCTION CO LTD, MYANMAR V-PILE CO LTD, MYANMAR PILING CO LTD AND V-PILE (SINGAPORE) PTE. LTD.

THAT:

- (a) approval be and is hereby given for the Proposed Disposal pursuant to which Yoma Construction Industries Pte. Ltd. shall sell the FMC Sale Shares and the MVP Sale Shares to the Purchaser for the Purchase Consideration, on the terms and conditions set out in the Disposal Agreement; and
- (b) the Directors of the Company be and are hereby authorised to do and approve all other acts and things (including executing all such documents as may be necessary), and generally to exercise all the powers of the Directors, as the Directors may in their absolute discretion deem fit, expedient or necessary to give effect to the Proposed Disposal and any transaction contemplated under the Disposal Agreement and this Resolution.

By Order of the Board

Serge Pun  
Chairman and Chief Executive Officer  
Yoma Strategic Holdings Ltd.

16 November 2010

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.