

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of **YOMA STRATEGIC HOLDINGS LTD.** (the "**Company**") will be convened and held by way of electronic means on Friday, 29 January 2021 at 10.00 a.m. (Singapore time) to transact the following businesses:

A. ORDINARY BUSINESS

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

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial period ended 30 September 2020 together with the Independent Auditor's Report thereon.
(Resolution 1)
2. To approve the payment of Directors' fees of up to S\$160,000 payable by the Company for the 6-month period from 1 April 2020 to 30 September 2020.
(Resolution 2)
3. To approve the payment of Directors' fees of up to S\$400,000 payable by the Company for the financial year ending 30 September 2021.
(Resolution 3)
4. To approve the award of ordinary shares of the Company (the "**PSP Shares**") under the Yoma Performance Share Plan (the "**Yoma PSP**") to the following Non-Executive Independent Directors, and the Directors be and are hereby authorised to issue and allot the PSP Shares, to the account of:-
 - (a) Mr. Chan Pengee Adrian in respect of 250,000 PSP Shares;
 - (b) Ms. Wong Su Yen in respect of 250,000 PSP Shares;
 - (c) Dato Timothy Ong Teck Mong in respect of 250,000 PSP Shares;
 - (d) Mr. Thia Peng Heok George in respect of 250,000 PSP Shares; and
 - (e) Professor Annie Koh in respect of 250,000 PSP Shares, andany Director and/or the Company Secretary be authorised to do all things necessary or desirable to give effect to the above.
(See Explanatory Note 1) **(Resolution 4)**
5. To re-elect Mr. Serge Pun @ Theim Wai as a Director of the Company, who is retiring pursuant to Regulation 105 of the Constitution of the Company and who, being eligible, will offer himself for re-election.
(See Explanatory Note 2) **(Resolution 5)**
6. To re-elect Mr. Pun Chi Yam Cyrus as a Director of the Company, who is retiring pursuant to Regulation 105 of the Constitution of the Company and who, being eligible, will offer himself for re-election.
(See Explanatory Note 3) **(Resolution 6)**
7. To re-elect Ms. Wong Su Yen as a Director of the Company, who is retiring pursuant to Regulation 105 of the Constitution of the Company and who, being eligible, will offer herself for re-election.
(See Explanatory Note 4) **(Resolution 7)**
8. To re-elect Mr. Fernando Miranda Zobel de Ayala as a Director of the Company, who is retiring pursuant to Regulation 115 of the Constitution of the Company and who, being eligible, will offer himself for re-election.
(See Explanatory Note 5) **(Resolution 8)**
9. To re-elect Professor Annie Koh as a Director of the Company, who is retiring pursuant to Regulation 115 of the Constitution of the Company and who, being eligible, will offer herself for re-election.
(See Explanatory Note 6) **(Resolution 9)**

Notice of Annual General Meeting

10. To re-appoint Nexia TS Public Accounting Corporation as Independent Auditor of the Company for the financial year ending 30 September 2021 and to authorise the Directors to fix their remuneration.

(Resolution 10)

B. SPECIAL BUSINESS

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

11. 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 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 and subsidiary holdings) 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 and subsidiary holdings) 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, 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,

provided that in respect of (i) and (ii) above, adjustments are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

Notice of Annual General Meeting

(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 for the time being of the Company; 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 7)

(Resolution 11)

12. 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 when aggregated with the aggregate number of shares which may be awarded under the Yoma PSP shall not exceed ten per cent. (10%) of the issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time.

(See Explanatory Note 8)

(Resolution 12)

13. 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 awards under the Yoma PSP provided that the aggregate number of shares to be allotted and issued pursuant to the Yoma PSP and other share based schemes (including the YSH ESOS 2012) of the Company shall not exceed ten per cent. (10%) of issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time.

(See Explanatory Note 8)

(Resolution 13)

14. That for the purposes of Chapter 9 of the Listing Manual:

(i) 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 13 January 2021 (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**");

(ii) 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;

(iii) 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

(iv) the Directors 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 9)

(Resolution 14)

To transact such other business which can be transacted at the Annual General Meeting of the Company.

Notice of Annual General Meeting

BY ORDER OF THE BOARD

Loo Hwee Fang
Lun Chee Leong
Joint Company Secretaries

Singapore
13 January 2021

EXPLANATORY NOTES:-

1. Ordinary Resolution 4 proposed above will authorise the Directors to issue ordinary shares of the Company to the Non-Executive Independent Directors 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 and will be released in three (3) tranches. The awards will only be granted upon approval by the shareholders at the Annual General Meeting.
2. Mr. Serge Pun @ Them Wai, the Executive Chairman, when re-elected, will be considered an Executive Director.
3. Mr. Pun Chi Yam Cyrus, when re-elected, will be considered a Non-Executive Non-Independent Director.
4. Ms. Wong Su Yen, when re-elected, will be considered a Non-Executive Independent Director for the purpose of Rule 704 (8) of Listing Manual. She will remain as a member of the Audit and Risk Management Committee and the Chairman of the Remuneration Committee.
5. Mr. Fernando Miranda Zobel de Ayala, when re-elected, will be considered a Non-Executive Non-Independent Director. The appointment of Mr. Paolo Maximo Francisco Borromeo as the Alternate Director to Mr. Fernando Miranda Zobel de Ayala shall continue upon re-election of Mr. Fernando Miranda Zobel de Ayala as a Director of the Company.
6. Professor Annie Koh, when re-elected, will be considered a Non-Executive Independent Director.
7. Ordinary Resolution 11 proposed above, if passed, will empower the Directors, from the date of the above 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.
8. Ordinary Resolutions 12 and 13 proposed above, if passed, will authorise the Directors 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 release 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 YSH ESOS 2012 and Yoma PSP shall not exceed ten per cent. (10%) of the issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

“**subsidiary holdings**” has the meaning ascribed to it in the Listing Manual.
9. Ordinary Resolution 14 proposed above, if passed, will renew the existing Shareholders’ Mandate (as defined in the Addendum) that was approved by shareholders on 24 July 2019. 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 to do all acts necessary to give effect to the Shareholders’ Mandate.

Notice of Annual General Meeting

MEETING NOTES

General

1. The annual general meeting of the Company (the “AGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company’s corporate website at URL <https://www.yomastrategic.com/>. This Notice will also be made available on the SGX website at URL <https://www.sgx.com/securities/company-announcements>. The Notice will not be advertised in the national newspaper.
2. To minimise physical interactions and COVID-19 transmission risks, a member of the Company will not be able to attend the AGM in person. Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:
 - (a) watching and/or listening to the AGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 3 below;
 - (b) submitting questions ahead of the AGM. Please refer to Notes 7 to 8 below for further details; and
 - (c) voting by proxy at the AGM. Please refer to Notes 9 to 16 below for further details.

Participation in the AGM via live webcast or live audio feed

3. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch and/or listen to the proceedings of the AGM through a “live” audio-visual webcast via mobile phone, tablet or computer or through a “live” audio-only stream via mobile phone (“Live Webcast”). In order to do so, the member must pre-register by 10.00 a.m. on 26 January 2021 (“Registration Deadline”), at the Company’s pre-registration website at URL <https://online.meetings.vision/yoma-agm-registration>.
4. Following authentication of his/her/its status as a shareholder of the Company, such shareholder will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
5. Shareholders who have registered by the Registration Deadline in accordance with Note 3 above but do not receive an email response by 5.00 p.m. on 27 January 2021 may contact the Company for assistance at the following email address: info@yoma.com.mm, with the following details included: (1) the member’s full name; and (2) his/her/its identification/ registration number.
6. Non-SRS holders whose shares are registered under Depository Agents (“DAs”) must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast of the AGM proceeding.

Submission of questions prior to the AGM

7. A shareholder of the Company may also submit questions relating to the resolutions to be tabled for approval at the AGM. Please note that shareholders will not be able to ask questions at the AGM “live” during the Live Webcast. The Company shall address relevant and substantial questions (as may be determined by the Company in its sole discretion) prior to, or at, the AGM. The Company will publish the minutes of the AGM on SGXNET and the Company’s corporate website within one month after the date of AGM.
8. To do so, all questions must be submitted no later than the Registration Deadline either (i) via electronic means to the Company, through the Company’s pre-registration website at URL <https://online.meetings.vision/yoma-agm-registration>; or (ii) by post lodged with the Company’s Registered Office, at 63 Mohamed Sultan Road, #02-14 Sultan-Link, Singapore 239002; or (iii) by email to info@yoma.com.mm.

Notice of Annual General Meeting

Proxy Voting

9. Shareholders may only exercise their voting rights at the AGM via proxy voting. The accompanying proxy form for the AGM may be accessed via (i) the pre-registration website at URL <https://online.meetings.vision/yoma-agm-registration>; or (ii) the Company's corporate website at URL <https://www.yomastrategic.com/>, and will also be made available on the SGX website at URL <https://www.sgx.com/securities/companyannouncements>.

10. Shareholders (including Relevant Intermediaries*) who wish to vote on any or all of the resolutions at the AGM must submit a proxy form to appoint the Chairman of the Meeting as their proxy to do so on their behalf.

* *Relevant Intermediary(ies) has the meaning ascribed to it in Section 181 of the Companies Act, (Cap 50).*

11. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner: (a) if submitted by post, be lodged at the office of the Company at 63 Mohamed Sultan Road, #02-14 Sultan-Link, Singapore 239002; or (b) if submitted electronically, be submitted via (i) the Company's pre-registration website at URL <https://online.meetings.vision/yoma-agm-registration>; or (ii) by email to the Company at info@yoma.com.mm, in either case by no later than 10.00 a.m. on 27 January 2021, being 48 hours before the time appointed for the AGM. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **In view of the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically.**

12. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation, failing which the instrument of proxy may be treated as invalid.

13. CPF and SRS Investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on 19 January 2021) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date.

14. The Chairman of the Meeting, as proxy, need not be a member of the Company.

15. A Depositor's name must appear on the Depository Register maintained by The Central Depositor (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote at the AGM.

16. Please note that shareholders will not be able to vote through the Live Webcast and can only vote via their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) 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), 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) of the personal data of such 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.