

**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 24 July 2018 at 10 a.m. to transact the following business:-

**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 year ended 31 March 2018 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To approve a one-tier tax exempt final dividend of 0.25 Singapore cents per share for the financial year ended 31 March 2018. **(Resolution 2)**
3. To approve the payment of Directors' fees of up to S\$380,000 payable by the Company for the financial year ending 31 March 2019. **(Resolution 3)**
4. To re-elect Mr. Adrian Chan Pengee 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. **(Resolution 4)**  
*(See Explanatory Note 1)*
5. 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. **(Resolution 5)**  
*(See Explanatory Note 2)*
6. To re-elect Mr. George Thia Peng Heok 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. **(Resolution 6)**  
*(See Explanatory Note 3)*
7. To re-appoint Nexia TS Public Accounting Corporation as Independent Auditor of the Company for the financial year ending 31 March 2019 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**

**B. SPECIAL BUSINESS**

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

8. 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 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 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 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. **(Resolution 8)**  
*(See Explanatory Note 4)*

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 when aggregated with the aggregate number of shares which may be awarded under the Yoma Performance Share Plan ("**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. **(Resolution 9)**  
*(See Explanatory Note 5)*

10. That pursuant to Section 161 of the Companies Act (Cap. 50), the Directors 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 ("**Awards**") provided that the aggregate number of new 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 share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time. **(Resolution 10)**  
*(See Explanatory Note 5)*

11. That:
  - (i) for the purposes of Sections 76C and 76E of the Companies Act, (Cap. 50) (the "**Act**"), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company (the "**Shares**"), not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:-
    - (i) on-market purchases, transacted through the Singapore Exchange Securities Trading Limited's ("**SGX-ST**") trading system, through one or more duly licensed stock brokers appointed by the Company for that purpose ("**On-Market Purchase**"); and/or
    - (ii) off-market purchases pursuant to an equal access scheme in accordance with Section 76C of the Act ("**Off-Market Purchase**"),
 and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");
  - (ii) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution, and expiring on the earlier of:-
    - (i) the date on which the next annual general meeting of the Company is held; or
    - (ii) the date by which the next annual general meeting of the Company is required by law to be held; or
    - (iii) the date on which the purchases of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
  - (iii) in this Resolution:-
 

"**Prescribed Limit**" means ten per cent. (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding treasury shares and subsidiary holdings). Any Shares which are held as treasury shares and subsidiary holdings will be disregarded for the purpose of computing the ten per cent. (10%) limit;

"**Relevant Period**" means the period commencing from the date on which the last annual general meeting was held and expiring on the date the next annual general meeting is held or required by law to be held, whichever is the earlier, after the date of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding related brokerage, clearance fees, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:-
 
    - (i) in the case of a On-Market Purchase, 105% of the Average Closing Price; and
    - (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,
 where:-
 

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) ("**Market Day**" being a day on which the SGX-ST is open for securities trading), on which the transactions in the Shares were recorded, immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five (5) Market Days; and
  - (iv) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things as they and/or he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution. **(Resolution 11)**  
*(See Explanatory Note 6)*

12. 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 9 July 2018 (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. **(Resolution 12)**  
*(See Explanatory Note 7)*

To transact such other business which can be transacted at the annual general meeting of the Company.

BY ORDER OF THE BOARD

**Loo Hwee Fang**  
**Lun Chee Leong**  
Joint Company Secretaries

Singapore  
9 July 2018

**Explanatory Notes:-**

1. Mr. Adrian Chan Pengee, when re-elected, will be considered by the Board of Directors to be a non-executive independent Director. He will remain as the Lead Independent Director of the Company, Chairman of the Nominating and Governance Committee and a member of the Remuneration Committee.
2. Ms. Wong Su Yen, when re-elected, will be considered by the Board of Directors to be a non-executive independent Director. She will remain as Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee.
3. Mr. George Thia Peng Heok, when re-elected, will be considered by the Board of Directors to be a non-executive independent Director. He will remain as the Chairman of the Audit and Risk Management Committee and a member of the Remuneration Committee.
4. Ordinary Resolution 8 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.
5. Ordinary Resolutions 9 and 10 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.
6. Ordinary Resolution 11 proposed above, if passed, will renew the Share Purchase Mandate and will authorise the Directors to purchase or otherwise acquire Shares on the terms and subject to the conditions of the resolution. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 March 2018 are set out in greater detail in the Addendum enclosed together with the Annual Report.
7. Ordinary Resolution 12 proposed above, if passed, will renew the Existing Shareholders' Mandate that was approved by shareholders on 26 July 2017. 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.

Proxies:

1. (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).
2. A proxy need not be a member of the Company.
3. This form of proxy 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 (i) 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**"), (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 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 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.

**NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE**

NOTICE IS HEREBY GIVEN that, subject to shareholders' approval for the proposed one-tier tax-exempt final dividend of 0.25 Singapore cents per ordinary share for the financial year ended 31 March 2018, the Share Transfer Books and Register of Members of the Company will be closed on 10 August 2018, being the Books Closure Date. Duly completed transfers received by the Company's Registrar, B.A.C.S Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, up to the close of business at 5.00 p.m. on 10 August 2018 will be registered to determine shareholders' entitlement to the proposed dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited (CDP) are credited with shares in the capital of the Company at 5.00 p.m. on 10 August 2018, will be entitled to the proposed dividend.

The proposed dividend, if approved by shareholders at the forthcoming annual general meeting to be held on 24 July 2018, will be paid on 30 August 2018.

BY ORDER OF THE BOARD

**Loo Hwee Fang**  
**Lun Chee Leong**  
Joint Company Secretaries

Singapore  
9 July 2018