

**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 27 July 2015 at 2 p.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:

1. To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 March 2015 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of up to S\$285,000 payable by the Company for the financial year ending 31 March 2016. **(Resolution 2)**
3. To re-elect Mr. Serge Pun @ Them Wai as a Director of the Company, who is retiring pursuant to Article 104 of the Articles of Association of the Company and who, being eligible, will offer himself for re-election. **(Resolution 3)**  
*(See Explanatory Note 1)*
4. To re-elect Mr. Basil Chan as a Director of the Company, who is retiring pursuant to Article 104 of the Articles of Association of the Company and who, being eligible, will offer himself for re-election. **(Resolution 4)**  
*(See Explanatory Note 2)*
5. To re-elect Mr. Pun Chi Yam Cyrus as a Director of the Company, who is retiring pursuant to Article 104 of the Articles of Association of the Company and who, being eligible, will offer himself for re-election. **(Resolution 5)**  
*(See Explanatory Note 3)*
6. To re-appoint Mr. Kyi Aye as a Director of the Company pursuant to Section 153(6) of the Companies Act (Cap. 50) to hold office until the next Annual General Meeting of the Company. **(Resolution 6)**  
*(See Explanatory Note 4)*
7. To re-appoint Nexia TS Public Accounting Corporation as Independent Auditor of the Company for the financial year ending 31 March 2016 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:

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) 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 Articles of Association 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)**
9. 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 10 July 2015 (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. **(Resolution 9)**  
*(See Explanatory Note 6)*
10. 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 fifteen per cent. (15%) of the issued ordinary share capital of the Company (excluding treasury shares) from time to time. **(Resolution 10)**  
*(See Explanatory Note 7)*
11. 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  
10 July 2015

**Explanatory Notes:-**

1. Mr. Serge Pun @ Them Wai, when re-elected, will be considered an Executive Director.
2. Mr. Basil Chan, when re-elected, will be considered an Independent and Non-Executive Director. He will remain as the Independent Director, the Chairman of the Audit and Risk Management Committee and a member of the Nominating and Governance Committee and the Remuneration Committee.
3. Mr. Pun Chi Yam Cyrus, when re-elected, will be considered an Executive Director.
4. Mr. Kyi Aye, when re-appointed, will be considered an Independent and Non-Executive Director. He will remain a member of the Audit and Risk Management Committee, the Nominating and Governance Committee and the Remuneration Committee.
5. 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 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.
6. 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, expanded in scope on 3 December 2010 and modified on 30 July 2013. 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 25 July 2014.
7. Ordinary Resolution 10 proposed above, if passed, will authorise the Directors of the Company to offer and grant options and to issue and allot shares pursuant to the exercise of options under the YSH ESOS 2012 not exceeding fifteen per cent. (15%) of the issued ordinary share capital of the Company (excluding treasury shares) from time to time.

**Notes:-**

1. A member entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her 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 78 Shenton Way, #32-00, Singapore 079120, not less than forty-eight (48) hours before the time appointed 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.