



STRATEGIC HOLDINGS LTD.  
**YOMA STRATEGIC HOLDINGS LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 196200185E)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the Circular dated 10 July 2015 ("Circular") issued by Yoma Strategic Holdings Ltd.

NOTICE IS HEREBY GIVEN that an Extraordinary 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 3.30 p.m. (or at such time immediately following the conclusion of the annual general meeting of the Company to be held at 2.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any amendment the following resolutions:

**ORDINARY RESOLUTION 1: THE PROPOSED AMENDMENT TO THE YSH ESOS 2012**

THAT the amendment to the rules of the YSH ESOS 2012, details of which are set out in the Circular, be and are hereby approved and the Directors of the Company be and are hereby authorised to amend the YSH ESOS 2012 to give effect to this resolution.

**ORDINARY RESOLUTION 2: THE PROPOSED PARTICIPATION IN THE YSH ESOS 2012 BY MR. MELVYN PUN, AN ASSOCIATE OF THE CONTROLLING SHAREHOLDER**

THAT approval be and is hereby given for the participation of Mr. Melvyn Pun, an Associate of the Controlling Shareholder of the Company, in the YSH ESOS 2012.

**ORDINARY RESOLUTION 3: THE PROPOSED GRANT OF AN OPTION UNDER THE YSH ESOS 2012 TO MR. MELVYN PUN, AN ASSOCIATE OF THE CONTROLLING SHAREHOLDER**

THAT, subject to and contingent upon the passing of Ordinary Resolution 2, approval be and is hereby given for the proposed offer and grant to Mr. Melvyn Pun, an Associate of the Controlling Shareholder of the Company, of an option pursuant to and in accordance with the rules of the YSH ESOS 2012 on the following terms, and the Directors be and are hereby authorised to allot and issue such Shares upon the exercise of the option:

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|--|---|--|
| (a) Proposed Date of Grant                       | : | Within one (1) month from the date of the EGM  |
| (b) Number of New Shares comprised in the option | : | 4,000,000  |
| (c) Subscription Price per New Share             | : | At a 20% discount to Market Price on the Date of Grant   |
| (d) Exercise Period                              | : | The period from the day after the 2 <sup>nd</sup> anniversary of the Date of Grant to the day falling before the 10 <sup>th</sup> anniversary of the Date of Grant |

**ORDINARY RESOLUTION 4: THE PROPOSED YOMA PERFORMANCE SHARE PLAN**

THAT,

- (a) the performance share plan to be known as the "Yoma Performance Share Plan" (the "Yoma PSP") particulars of which are set out in the Circular, under which Awards will be granted, free of charge, to selected employees of the Group, be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the Yoma PSP;
  - (ii) to modify and/or amend the Yoma PSP from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Yoma PSP and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Yoma PSP;
  - (iii) to grant Awards in accordance with the provisions of the Yoma PSP and pursuant to the Companies Act;
  - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Yoma PSP; and
  - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution; and
- (c) the Directors be and are hereby authorised to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided always that the total number of New Shares which may be issued pursuant to Awards granted under the Yoma PSP when aggregated with the aggregate number of Shares which may be granted under the YSH ESOS 2012 and any other share-based incentive scheme shall not exceed 10% of the total issued shares of the Company (excluding any share held in treasury) from time to time.

**ORDINARY RESOLUTION 5: THE PROPOSED PARTICIPATION OF MR. SERGE PUN IN THE PROPOSED YOMA PERFORMANCE SHARE PLAN**

THAT, subject to and contingent upon the passing of Ordinary Resolution 4, approval and is hereby given for the participation by Mr. Serge Pun in the Yoma PSP.

**ORDINARY RESOLUTION 6: THE PROPOSED PARTICIPATION OF MR. MELVYN PUN IN THE PROPOSED YOMA PERFORMANCE SHARE PLAN**

THAT, subject to and contingent upon the passing of Ordinary Resolution 4, approval and is hereby given for the participation by Mr. Melvyn Pun in the Yoma PSP.

**ORDINARY RESOLUTION 7: THE PROPOSED PARTICIPATION OF MR. CYRUS PUN IN THE PROPOSED YOMA PERFORMANCE SHARE PLAN**

THAT, subject to and contingent upon the passing of Ordinary Resolution 4, approval and is hereby given for the participation by Mr. Cyrus Pun in the Yoma PSP.

**ORDINARY RESOLUTION 8: THE PROPOSED ALLOTMENT AND ISSUE OF 2,000,000 ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO MR. MELVYN PUN**

THAT approval is hereby given for the proposed allotment and issue of 2,000,000 Shares to Mr. Melvyn Pun, an Associate of the Controlling Shareholder, for a nominal consideration of S\$1.00 in accordance with the terms set out in the Circular and the Directors be and are hereby authorised to allot and issue such Shares to Mr. Melvyn Pun.

**BY ORDER OF THE BOARD**

Loo Hwee Fang & Lun Chee Leong  
Joint Company Secretaries

Singapore  
10 July 2015

**Notes:-**

1. A member entitled to attend and vote at the Extraordinary 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 Extraordinary General Meeting.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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.