
THE PROPOSED YOMA STRATEGIC HOLDINGS EMPLOYEE SHARE OPTION SCHEME 2012

THE PROPOSED ALLOTMENT AND ISSUE OF NEW ORDINARY SHARES TO MR. ANDREW RICKARDS, CHIEF EXECUTIVE OFFICER

1. THE PROPOSED YOMA STRATEGIC HOLDINGS EMPLOYEE SHARE OPTION SCHEME 2012

- 1.1 The Board of Directors of Yoma Strategic Holdings Ltd. (the “**Company**”) wishes to announce that the Company is proposing to implement an employees’ share option scheme to be known as the Yoma Strategic Holdings Employee Share Option Scheme 2012 (the “**Proposed ESOS 2012**”) for the Company and its subsidiaries (the “**Group**”).
- 1.2 The Proposed ESOS 2012 is proposed on the basis that it is important to retain and to give recognition to Group employees (including controlling shareholders and their associates) and Group Non-Executive Directors, who have contributed to the success and development of the Company and/or the Group. The ESOS 2012 will give such persons an opportunity to have a real and personal direct interest in the Company and to align the interests of such persons with those of the shareholders of the Company.
- 1.3 The implementation of the Proposed ESOS 2012 is subject to the following approvals being obtained:
 - (a) the approval of the shareholders of the Company (“**Shareholders**”) at an extraordinary general meeting to be convened (the “**EGM**”);
 - (b) the approval of the Shareholders at the EGM for participation by controlling shareholders and their associates in the Proposed ESOS 2012; and
 - (c) the approval in-principal of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the dealing in, listing of and quotation for new shares in the share capital of the Company to be issued pursuant to the exercise of share options granted under the Proposed ESOS 2012 on the Official List of the SGX-ST.

2. THE PROPOSED ALLOTMENT AND ISSUE OF NEW ORDINARY SHARES TO MR. ANDREW RICKARDS

- 2.1 The service agreement dated 21 November 2011 between the Company and the chief executive officer of the Company, Mr. Andrew Rickards (“**Mr. Rickards**”), provided for the issue and allotment of 14,500,000 new ordinary shares of the Company to Mr. Rickards, credited as fully paid up (the “**Sign-on Shares**”).
- 2.2 Mr. Rickards has agreed not to dispose of or transfer any interest in (a) 7,250,000 of the Sign-on Shares at any time before 1 November 2012; and (b) the remaining 7,250,000 of the Sign-on Shares at any time on or before 1 November 2013.
- 2.3 Pursuant to Rule 804 of the Listing Manual, the approval of Shareholders will be sought for the issue and allotment of the Sign-on Shares to Mr. Rickards at the EGM.
- 2.4 Pursuant to an announcement by the Company on 13 February 2012 (the “**Rights Issue Announcement**”) pertaining to, *inter alia*, a proposed renounceable non-underwritten rights issue by the Company, it is not intended for the Sign-on Shares to be entitled to the Rights Shares (as defined in the Rights Issue Announcement). As such, the Sign-on Shares will be allotted and issued after the Books Closure Date (as defined in the Rights Issue Announcement).



3. CIRCULAR AND NOTICE OF EGM

A circular containing, *inter alia*, the rationale and information relating to the Proposed ESOS 2012, information on the proposed allotment and issue of the Sign-on Shares, together with the notice of the EGM, will be despatched to the Shareholders by the Company in due course.

ON BEHALF OF THE BOARD

SERGE PUN
CHAIRMAN
13 February 2012

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