

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

YOMA STRATEGIC HOLDINGS LTD.

Security

YOMA STRATEGIC HOLDINGS LTD - SG1T74931364 - Z59

Announcement Details

Announcement Title

Annual General Meeting

Date &Time of Broadcast

16-Jul-2025 06:23:25

Status

New

Announcement Reference

SG250716MEET7JBJ

Submitted By (Co./ Ind. Name)

Melvyn Pun

Designation

Chairman and Chief Executive Officer

Financial Year End

31/03/2025

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the following attachments:-  1. Notice of Annual General Meeting; 2. Proxy Form; and 3. Request Form.

Event Dates

Meeting Date and Time

31/07/2025 10:00:00

Response Deadline Date

28/07/2025 10:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	Sophia Cooke Ballroom, Level 2, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494

Attachments

[YSH-Notice of AGM.pdf](#)

[YSH-Proxy Form.pdf](#)

[YSH-Request Form.pdf](#)

Total size = 131K MB



## YOMA STRATEGIC HOLDINGS LTD.

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

# 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 at Sophia Cooke Ballroom, Level 2, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Thursday, 31 July 2025 at 10.00 a.m. (Singapore time) ("**AGM**") 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 year ended 31 March 2025 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To approve the payment of additional Directors' fees of up to S\$4,000 payable by the Company for the financial year ended 31 March 2025. **(Resolution 2)**
3. To approve the payment of Directors' fees of up to S\$306,000 payable by the Company for the financial year ending 31 March 2026. **(Resolution 3)**
4. To re-elect the following Directors who are retiring pursuant to the Constitution of the Company (the "**Constitution**") and who, being eligible, will offer themselves for re-election:

Retiring by rotation under Regulation 105 of the Constitution

- (a) Mr. Thia Peng Heok George

(See Explanatory Note 1(a))  
**(Resolution 4)**

Note: Dato Timothy Ong Teck Mong is a Non-Executive Independent Director of the Company who will retire under Regulation 105 of the Constitution at the AGM and will not be standing for re-election.

Retiring at the first annual general meeting following appointment, under Regulation 115 of the Constitution

- (b) Mr. Alberto Macapinlac de Larrazabal

(See Explanatory Note 1(b))  
**(Resolution 5)**

- (c) Mr. Pun Chi Yam Cyrus ("**Mr. Cyrus Pun**")

(See Explanatory Note 1(c))  
**(Resolution 6)**

- (d) Mr. Ho Seng Chee

(See Explanatory Note 1(d))  
**(Resolution 7)**

5. To re-appoint CLA Global TS Public Accounting Corporation as Independent Auditor of the Company for the financial year ending 31 March 2026 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**

### B. SPECIAL BUSINESS

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

#### 6. Authority to allot and issue shares in the capital of the Company

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**") 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:

- (a) (i) issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares,

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; and

- (b) (i) issue additional Instruments pursuant to adjustments; and/or
  - (ii) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,
- 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 Instruments 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 Instruments 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) 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; 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;

- (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 2)*  
**(Resolution 9)**

## 7. **Renewal of the Shareholders’ Mandate for Interested Person Transactions**

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 that are entities at risk (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 16 July 2025 (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 “**IPT Mandate**”);
- (b) the IPT 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 the review procedures for the Interested Person Transactions 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 IPT Mandate and/or this Resolution.

(See Explanatory Note 3)

**(Resolution 10)**

## 8. The Proposed Adoption of the Share Purchase Mandate

That:

- (a) for the purposes of Sections 76C and 76E of 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, 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:-

- (1) on-market purchases ("**On-Market Purchase**") on the SGX-ST; and/or
- (2) off-market purchases pursuant to an equal access scheme in accordance with Section 76C of the Act ("**Off-Market Purchase**") effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

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**");

- (b) unless varied or revoked by the Company in 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:-

- (1) the date on which the next annual general meeting of the Company is held; or
- (2) the date by which the next annual general meeting of the Company is required by law to be held; or
- (3) 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;

- (c) 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 this Resolution relating to the Share Purchase Mandate is passed 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 brokerage, commission, applicable goods and services tax and other related expenses) to be paid for the shares which must not exceed, for both an On-Market Purchase and an Off-Market Purchase pursuant to an equal access scheme, 105% of the Average Closing Price of the shares, excluding related expenses of the purchase or acquisition;

where:-

"**Average Closing Price**" means the average of the closing market prices of a share over the last five (5) Market Days (being a day on which the SGX-ST is open for securities trading), on which transactions in the shares were recorded, before the day on which the On-Market Purchase was made or, as the case may be, before the date of the making of an announcement by the Company of an offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days and the date of the On-Market Purchase or, as the case may be, the date of the making of an announcement by the Company of the offer for the Off-Market Purchase; and

**“date of the making of the offer”** means the date on which the Company makes an offer for the purchase or acquisition of shares from shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) 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.

(See Explanatory Note 4)

**(Resolution 11)**

9. **Authority to allot and issue shares under the Yoma Performance Share Plan 2015**

That pursuant to Section 161 of the Act, the Directors of the Company be and are hereby authorised to allot and issue from time to time such number of shares as may be required to be issued pursuant to the vesting of awards or adjustment of awards under the Yoma Performance Share Plan 2015 (the **“Yoma PSP 2015”**), notwithstanding that the authority conferred by this Resolution has ceased to be in force if the shares are issued pursuant to the vesting of an award granted while the approval to offer and grant the award was in force, provided always that the aggregate number of shares which may be allotted and issued pursuant to the Yoma PSP 2015 and any other share-based incentive scheme of the Company shall not exceed ten per cent. (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

(See Explanatory Note 5)

**(Resolution 12)**

10. **The Proposed Adoption of the Yoma Performance Share Plan 2025**

THAT,

- (a) the new performance share plan to be known as the **“Yoma Performance Share Plan 2025”** (the **“Yoma PSP 2025”**) particulars of which are set out in the Addendum, under which awards (**“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 2025;
- (ii) to modify and/or amend the Yoma PSP 2025 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Yoma PSP 2025 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 2025;
- (iii) to grant Awards in accordance with the provisions of the Yoma PSP 2025 and pursuant to the 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 2025; 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 shares available pursuant to Awards granted under the Yoma PSP 2025 when aggregated with the total number of shares which may be allotted and issued under any other share-based incentive scheme shall not exceed ten per cent. (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

(See Explanatory Note 6)

**(Resolution 13)**

11. **The Proposed Participation of Mr. Pun Chi Tung Melvyn in the Yoma Performance Share Plan 2025**

THAT, subject to and contingent upon the passing of Ordinary Resolution 13, approval be and is hereby given for the participation by Mr. Pun Chi Tung Melvyn (**“Mr. Melvyn Pun”**) in the Yoma PSP 2025.

**(Resolution 14)**

12. **The Proposed Participation of Mr. Cyrus Pun in the Yoma Performance Share Plan 2025**

THAT, subject to and contingent upon the passing of Ordinary Resolution 13, approval be and is hereby given for the participation by Mr. Cyrus Pun in the Yoma PSP 2025. **(Resolution 15)**

13. **Grant of Award of 8,000,000 Shares to Mr. Melvyn Pun under the Yoma Performance Share Plan 2025**

THAT, subject to and contingent upon the passing of Ordinary Resolutions 13 and 14:

- (a) the grant of an Award to Mr. Melvyn Pun, an associate of a controlling shareholder of the Company, under the Yoma PSP 2025 on the following terms, the particulars of which are set out in the Addendum, be and is hereby approved:
  - (i) date of grant of Award: Within 6 months from the date of the AGM;
  - (ii) date of vesting of Award: August 2030;
  - (iii) number of shares comprised in the Award: 8,000,000 shares; and
- (b) the Directors be and are hereby authorised to:
  - (i) allot and issue the relevant shares, or transfer existing shares to Mr. Melvyn Pun upon the vesting of the Award, in whole or in parts; and
  - (ii) 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/or this Resolution.

*(See Explanatory Note 7)*  
**(Resolution 16)**

14. **Grant of Award of 2,000,000 Shares to Mr. Cyrus Pun under the Yoma Performance Share Plan 2025**

THAT, subject to and contingent upon the passing of Ordinary Resolutions 13 and 15:

- (a) the grant of an Award to Mr. Cyrus Pun, an associate of a controlling shareholder of the Company, under the Yoma PSP 2025 on the following terms, the particulars of which are set out in the Addendum, be and is hereby approved:
  - (i) date of grant of Award: Within 6 months from the date of the AGM;
  - (ii) date of vesting of Award: August 2030;
  - (iii) number of shares comprised in the Award: 2,000,000 shares; and
- (b) the Directors be and are hereby authorised to:
  - (i) allot and issue the relevant shares, or transfer existing shares to Mr. Cyrus Pun upon the vesting of the Award, in whole or in parts; and
  - (ii) 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/or this Resolution.

*(See Explanatory Note 7)*  
**(Resolution 17)**

BY ORDER OF THE BOARD

Lun Chee Leong  
Company Secretary  
Singapore  
16 July 2025

## Explanatory Notes:-

1. Ordinary Resolutions 4 to 7 are to approve the re-election of Directors:
  - (a) in relation to Ordinary Resolution 4, Mr. Thia Peng Heok George, when re-elected, will be considered a Non-Executive Independent Director. He will continue to serve as the Chairman of the Audit and Risk Management Committee and a member of the Remuneration Committee.
  - (b) in relation to Ordinary Resolution 5, Mr. Alberto Macapinlac de Larrazabal, when re-elected, will be considered a Non-Executive Non-Independent Director.
  - (c) in relation to Ordinary Resolution 6, Mr. Cyrus Pun, when re-elected, will be considered an Executive Director.
  - (d) in relation to Ordinary Resolution 7, Mr. Ho Seng Chee, when re-elected, will be considered a Non-Executive Independent Director.

Note: Ms. Wong Su Yen will cease to be a Non-Executive Lead Independent Director at the conclusion of the AGM, taking into consideration Rule 210(5)(d)(iv) of the Listing Manual. Ms. Wong Su Yen will retire as a Director of the Company with effect from the conclusion of the AGM.

2. Ordinary Resolution 9 proposed above, if passed, will empower the Directors of the Company, from the date of the AGM until the next annual general meeting, to issue shares and to make or grant Instruments, and to issue shares in pursuance of such Instruments, 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.
3. Ordinary Resolution 10 proposed above, if passed, will renew the existing IPT Mandate that was approved by shareholders on 30 July 2024. If passed, the IPT 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 IPT Mandate.
4. Ordinary Resolution 11 proposed above, if passed, will empower 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 2025 are set out in greater detail in the Addendum.
5. Ordinary Resolution 12 proposed above, if passed, will authorise the Directors of the Company to allot and issue shares pursuant to the vesting of awards or adjustments of awards granted under the Yoma PSP 2015 provided that the aggregate number of the shares to be allotted and issued when aggregated with the number of shares which may be allotted and issued pursuant to the Yoma PSP 2025 and any other share-based incentive scheme of the Company shall not exceed ten per cent. (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings<sup>#</sup>) from time to time. The expiration of the Yoma PSP 2015 on 27 July 2025 will not affect any awards or adjustments of awards granted under the scheme prior to its expiration.
6. Ordinary Resolution 13 proposed above, if passed, will authorise the Directors of the Company to grant Awards under the Yoma PSP 2025 and to allot and issue shares pursuant to the vesting of such Awards provided that the aggregate number of the shares available pursuant to Awards granted under the Yoma PSP 2025 when aggregated with the number of shares which may be allotted and issued pursuant to awards granted under the Yoma PSP 2015 and any other share-based incentive scheme of the Company shall not exceed ten per cent. (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings<sup>#</sup>) from time to time.
7. Ordinary Resolutions 16 and 17 proposed above, if passed, will authorise the Directors of the Company to (a) allot and issue shares pursuant to the vesting of an Award of 8,000,000 shares to Mr. Melvyn Pun under the Yoma PSP 2025 and (b) allot and issue shares pursuant to the vesting of an Award of 2,000,000 shares to Mr. Cyrus Pun under the Yoma PSP 2025 respectively, provided that (a) the aggregate number of the shares to be allotted and issued, when aggregated with the number of shares which may be allotted and issued pursuant to awards granted under the Yoma PSP 2015 and any other share-based incentive scheme of the Company shall not exceed ten per cent. (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings<sup>#</sup>) from time to time; (b) the number of shares to be allotted and issued to each of Mr. Melvyn Pun and Mr. Cyrus Pun does not exceed ten per cent. (10%) of the shares available under the Yoma PSP 2025; and (c) the aggregate number of shares to be allotted and issued to Mr. Melvyn Pun and Mr. Cyrus Pun when aggregated with the number of shares which may be allotted and issued pursuant to any Awards to controlling shareholders of the Company and their associates does not exceed twenty-five per cent. (25%) of the shares available under the Yoma PSP 2025.

<sup>#</sup> “subsidiary holdings” has the meaning ascribed to it in the Listing Manual.

## Important Notes to Shareholders

1. The AGM will be held, in a wholly physical format at Sophia Cooke Ballroom, Level 2, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Thursday, 31 July 2025 at 10.00 a.m. (Singapore time). **There will be no option for shareholders to participate virtually.**



2. The Annual Report 2025, Notice of AGM, proxy form and Addendum will be disseminated by electronic means via publication on the Company's website <https://yomastrategic.com> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of AGM and proxy form will be sent to shareholders via post.

#### **Submission of questions in advance of the AGM**

3. A shareholder of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM, in advance of the AGM. To do so, all questions must be submitted no later than 10.00 a.m. on 24 July 2025 either (i) by post lodged with the Company's registered office, at 63 Mohamed Sultan Road #02-14 Sultan-Link Singapore 239002; or (ii) by email to [info@yoma.com.mm](mailto:info@yoma.com.mm).

When sending the questions via email or by post, please also provide (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholders holds shares in the Company (e.g. via The Central Depository (Pte) Limited, scrip, CPF or SRS).

The Company will publish the responses to the substantial and relevant questions on or before 25 July 2025 on SGXNet and the Company's corporate website. After the cut-off time for the submission of questions, if there are subsequent clarifications sought, or follow-up questions, these will be addressed at the AGM. The Company will only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received.

#### **Appointment of proxy(ies) and voting by proxy(ies)**

4. A shareholder who is not a relevant intermediary\* is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. Where a shareholder's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. A proxy need not be a shareholder of the Company.

A shareholder who is a relevant intermediary\* is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder's form of proxy appoints two (2) or more proxies, the number and class 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 Act.

Central Provident Fund Investment Scheme investors and/or Supplementary Retirement Scheme investors:

- (a) may attend and cast his/her vote(s) at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 22 July 2025, being seven (7) working days before the date of the AGM.
5. A shareholder can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.
- If a shareholder wishes to appoint the Chairman of the AGM as proxy, such shareholder (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. In the absence of specific directions, the Chairman of the AGM will vote or abstain on each resolution as he/she may think fit, as he/she will on any other matter arising at the meeting.
6. A proxy need not be a shareholder of the Company.
7. The instrument appointing the Chairman of the AGM or such other person as proxy must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged at the office of the Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) if submitted electronically, be submitted via email to [main@zicoholdings.com](mailto:main@zicoholdings.com).

**in either case by no later than 10.00 a.m. on 28 July 2025, being seventy-two (72) hours before the time appointed for the AGM.**

A shareholder who wishes to submit an instrument of proxy must first 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. The proxy form is available for download at the SGXNet and the Company's website at <https://yomastrategic.com>.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email to [main@zicoholdings.com](mailto:main@zicoholdings.com).

**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 shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

# YOMA STRATEGIC HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 196200185E)

## IMPORTANT

- The Annual General Meeting ("AGM") will be held, in a wholly physical format at Sophia Cooke Ballroom, Level 2, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Thursday, 31 July 2025 at 10.00 a.m. (Singapore time). **There will be no option for shareholders to participate virtually.** Printed copies of the Notice of AGM dated 16 July 2025 ("Notice of AGM") and this proxy form will be sent by post to members. These documents will also be published on the Company's website <https://yomastrategic.com> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- Please read the notes overleaf and the Notice of AGM which contain instructions on, inter alia, the appointment by a member of a proxy to attend, speak and vote on his/her/its behalf at the AGM.
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by Central Provident Fund Investment Scheme ("CPF")/Supplementary Retirement Scheme ("SRS") investors. CPF and SRS investors:
  - may attend and cast his/her vote(s) at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 22 July 2025, being 7 working days before the date of the AGM.
- By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.

## PROXY FORM ANNUAL GENERAL MEETING

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Co. Reg. Number)

of \_\_\_\_\_ (Address)

being a member/members of YOMA STRATEGIC HOLDINGS LTD. (the "Company"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	(%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	(%)

or failing him/her/them, the Chairman of the AGM as my/our proxy(ies) to attend, speak and vote on my/our behalf at the AGM of the Company to be held at the Sophia Cooke Ballroom, Level 2, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Thursday, 31 July 2025 at 10.00 a.m. (Singapore time), and at any adjournment thereof in the manner as specified below. If no specific direction as to voting is given, the proxy(ies) may vote or abstain from voting at their discretion.

**NOTE:** Voting on all resolutions will be conducted by poll. If you wish to exercise 100% of your votes **For** or **Against** a resolution, please tick with "✓" in the corresponding box against that resolution. If you wish to **Abstain** from voting on a resolution in respect of 100% of your votes, please tick with "✓" in the corresponding box against that resolution. If you wish to split your votes, please indicate the number of votes **For** and/or **Against** and/or **Abstain** in the corresponding box against that resolution.

Ordinary Resolutions		For	Against	Abstain
1	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2025 and the Independent Auditor's Report thereon			
2	Approval of additional Directors' fees for the financial year ended 31 March 2025			
3	Approval of Directors' fees for the financial year ending 31 March 2026			
4	Re-election of Mr. Thia Peng Heok George as a Director			
5	Re-election of Mr. Alberto Macapinlac de Larrazabal as a Director			
6	Re-election of Mr. Pun Chi Yam Cyrus as a Director			
7	Re-election of Mr. Ho Seng Chee as a Director			
8	Re-appointment of CLA Global TS Public Accounting Corporation as Independent Auditor and to authorise the Directors to fix their remuneration			
9	Authority to allot and issue shares pursuant to the share issue mandate			
10	Renewal of the Shareholders' Mandate for Interested Person Transactions			
11	The proposed adoption of the Share Purchase Mandate			
12	Authority to allot and issue shares under the Yoma Performance Share Plan 2015			
13	The proposed adoption of the Yoma Performance Share Plan 2025			
14	The proposed participation of Mr. Pun Chi Tung Melvyn in the Yoma Performance Share Plan 2025			
15	The proposed participation of Mr. Pun Chi Yam Cyrus in the Yoma Performance Share Plan 2025			
16	Grant of an award of 8,000,000 shares to Mr. Pun Chi Tung Melvyn under the Yoma Performance Share Plan 2025			
17	Grant of an award of 2,000,000 shares to Mr. Pun Chi Yam Cyrus under the Yoma Performance Share Plan 2025			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Total Number of Shares held in:	Number of Shares
CDP Register	
Register of Members	
Total	

Signature(s) of Member(s)/Common Seal  
**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**NOTES:**

- 1 Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of shares. If you have shares registered in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all shares held by you.
- 2 A member who is not a relevant intermediary\* is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. Where a member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. A proxy need not be a member of the Company.  
  
A member who is a relevant intermediary\* is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, 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 two (2) or more proxies, the number and class 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 1967.  
  
Central Provident Fund Investment Scheme investors and/or Supplementary Retirement Scheme investors:
  - (a) may attend and cast his/her vote(s) at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 22 July 2025, being seven (7) working days before the date of the AGM.
- 3 A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.  
  
If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. In the absence of specific directions, the Chairman of the AGM will vote or abstain on each resolution as he/she may think fit, as he/she will on any other matter arising at the meeting.

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Affix  
Postage  
Stamp

YOMA STRATEGIC HOLDINGS LTD.  
c/o B.A.C.S. Private Limited  
77 Robinson Road  
#06-03 Robinson 77  
Singapore 068896

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- 4 A proxy need not be a member of the Company
- 5 This proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the form of proxy 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. The power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be lodged with the form of proxy, failing which, the person so named shall not be entitled to vote in respect thereof.
- 6 A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM in accordance with its Constitution and Section 179 of the Companies Act 1967.
- 7 The instrument appointing the Chairman of the AGM or such other person as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the office of the Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) if submitted electronically, be submitted via email to [main@zicoholdings.com](mailto:main@zicoholdings.com).

**in either case by no later than 10.00 a.m. on 28 July 2025, being seventy-two (72) hours before the time appointed for the AGM.**

A member who wishes to submit an instrument of proxy must first 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. The proxy form is available for download at the SGXNet and the Company's website at <https://yomastrategic.com>.

Members are strongly encouraged to submit completed proxy forms electronically via email to [main@zicoholdings.com](mailto:main@zicoholdings.com).
- 8 The Company shall be entitled to reject the form of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the form of proxy (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any form of proxy lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time set for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

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Dear Shareholder,

In line with the Company's drive towards sustainable development, we have discontinued the practice of sending printed copies of the Company's Annual Reports and accompanying appendices to shareholders. Our annual report for the financial year ended 31 March 2025 (the "**Annual Report 2025**") and the accompanying addendum to the Notice of AGM dated 16 July 2025 (the "**Addendum**"), will be available for viewing and download from our website at <https://yomastrategic.com/announcements> and will also be made available on SGXNET at <https://www.sgx.com/securities/company-announcements> from the date of this letter.

You will need an internet browser and PDF reader to view these documents.

We sincerely hope that you will join our sustainability efforts and embrace e-communications.

If you wish to receive printed copies of the Annual Report 2025 and the Addendum for this year, please complete the Request Form below and return it to us, no later than 23 July 2025.

We look forward to seeing you at our AGM. The AGM will commence at 10.00 a.m. (Singapore time), you are encouraged to arrive at least half an hour prior to the meeting commencement time for registration.

Yours faithfully,  
For and on behalf of  
Yoma Strategic Holdings Ltd.

**Melvyn Pun**  
Chairman and Chief Executive Officer

# Request Form

**TO: YOMA STRATEGIC HOLDINGS LTD.**

☐ Please send me/us a printed copy of the Annual Report 2025 and the Addendum

Name(s) of Shareholder(s): \_\_\_\_\_

NRIC/Passport/UEN number: \_\_\_\_\_

The shares are held by me/us under or through:-

☐ CDP Securities Account No. 

				-				-				
--	--	--	--	---	--	--	--	---	--	--	--	--

☐ CPFIS Account

☐ Physical Scrips

Address: \_\_\_\_\_

Email: \_\_\_\_\_

Signature(s): \_\_\_\_\_ Date: \_\_\_\_\_

**Important:**

This request is valid for Annual Report 2025 and Addendum only. Incomplete or improperly completed forms will not be processed.

Personal Data Privacy: By submitting a request form for a copy of the Annual Report 2025 and the Addendum, you consent 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 delivery of the requested documents by the Company (or its agents or service providers), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.



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Affix  
Postage  
Stamp

**YOMA STRATEGIC HOLDINGS LTD.**  
c/o B.A.C.S. Private Limited  
77 Robinson Road  
#06-03 Robinson 77  
Singapore 068896

*Please glue and seal along this edge*

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*Please glue and seal along this edge*