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 held at The Straits Room, Level Four, The Fullerton Hotel, 1 Fullerton Square, Singapore 049178 on 26 July 2017 at 10 a.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' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2017 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To approve a one-tier tax exempt interim dividend of 0.25 cents per share for the financial year ending 31 March 2018. *(See Explanatory Note 1)* **(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 2018. **(Resolution 3)**
4. To re-elect Mr. Serge Pun @ Theim Wai as a Director of the Company, who is retiring pursuant to Article 104 of the Constitution of the Company and who, being eligible, will offer himself for re-election.
   (See Explanatory Note 2) **(Resolution 4)**
5. To re-elect Mr. Pun Chi Yam Cyrus as a Director of the Company, who is retiring pursuant to Article 104 of the Constitution of the Company and who, being eligible, will offer himself for re-election.
   (See Explanatory Note 2) **(Resolution 5)**
6. To re-appoint Nexia TS Public Accounting Corporation as Independent Auditor of the Company for the financial year ending 31 March 2018 and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

7. 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 of the Company for the time being in force; 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 3)* **(Resolution 7)**

8. That pursuant to Section 161 of the Companies Act (Cap. 50), the Directors 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 share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time. *(See Explanatory Note 4)* **(Resolution 8)**
9. 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 a contingent award of shares granted under the Yoma PSP ("**Awards**") provided that the aggregate number of new shares to be issued pursuant to Awards issued under the Yoma PSP when aggregated with the aggregate number of shares which may be issued under the YSH ESOS 2012 shall not exceed ten per cent. (10%) of the issued share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time. *(See Explanatory Note 4)* **(Resolution 9)**
10. 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
4 July 2017

Explanatory Notes:

1. The Company has reclassified the proposed first and final one-tier tax exempt cash dividend of 0.25 cents per ordinary share declared in the Company's unaudited financial statements for FY2017 which was announced on 24 May 2017 to an interim one-tier tax-exempt cash dividend of 0.25 cents per ordinary share for the financial year ending 31 March 2018 ("**FY2018**").

   Even though the Group had retained profits of S$119.3 million as at 31 March 2017, the declaration and payment of dividends from the Company's subsidiaries to the Company were only made after FY2017. Since these dividends from the Company's subsidiaries were in relation to FY2017 but were paid after FY2017, the final dividend proposed by the Company for FY2017 should now be technically an interim dividend for FY2018. The Company is seeking shareholders' approval for the interim dividend as it is of the view that the dividend should be treated substantively as a final dividend in relation to FY2017. The Notice of Books Closure Date and Dividend Payment Date had been announced by the Company on 23 June 2017, and is reproduced below. The payment terms and date of the dividend remain unchanged.

2. (a) Mr Serge Pun @ Theim Wai, when re-elected, will be considered an Executive Director.

   (b) Mr Pun Chi Yam Cyrus, when re-elected, will be considered an Executive Director.

3. Ordinary Resolution 7 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 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.

4. Ordinary Resolutions 8 and 9 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 the 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.

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 (a) 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**"); (b) 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 (c) 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 interim one-tier tax-exempt cash dividend of 0.25 cents per ordinary share for the financial year ending 31 March 2018, the Share Transfer Books and Register of Members of the Company will be closed on 10 August 2017, 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 2017 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 2017, will be entitled to the proposed dividend.

The proposed dividend, if approved by shareholders at the forthcoming annual general meeting to be held on 26 July 2017, will be paid on 18 August 2017.

BY ORDER OF THE BOARD

Loo Hwee Fang
Lun Chee Leong
Joint Company Secretaries

Singapore
23 June 2017