

**YOMA STRATEGIC HOLDINGS LTD.**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number 196200185E)  
(the “**Company**”)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“**EGM**” or the “**Meeting**”) OF THE COMPANY HELD BY WAY OF ELECTRONIC MEANS ON MONDAY, 6 MARCH 2023 AT 10.00 A.M. (SGT)

PRESENT : As per the Attendance List maintained by the Company

CHAIRPERSON : Ms. Wong Su Yen, the Lead Independent Director

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1. QUORUM

The Chairperson informed the Meeting that this Extraordinary General Meeting was being held by electronic means, and thanked the shareholders attending the Meeting by observing and/or listening to the EGM proceedings via the “live” audio-and-visual webcast and “live” audio-only stream. The Chairperson acknowledged these shareholders as present at the Meeting by electronic means.

The Chairperson informed the Meeting that the Company Secretary had verified that the number of shareholders of the Company (the “**Shareholders**”) present was sufficient to form a quorum.

The Chairperson introduced the Board of Directors who were participating in the proceedings via live webcast. They were:

- Mr. Serge Pun (Executive Chairman)
- Mr. Melvyn Pun (Chief Executive Officer)
- Mr. George Thia (Independent Director)
- Professor Annie Koh (Independent Director)
- Dato Timothy Ong (Independent Director)
- Mr. Jaime Alfonso (Non-Executive Director)

The Chairperson also introduced the following persons attending through webcast:

- Mr. JR Ching (Chief Financial Officer)
- Mr. Loh Ji Kin (Auditors)
- Agile 8 Advisory Pte. Ltd. (Scrutineer)

2. GENERAL MATTERS

The Chairperson informed the Shareholders that to minimise physical interactions and COVID-19 transmission risks, the Company had adopted the alternative arrangements in respect of general meetings of companies, which are pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

The Chairperson informed the Shareholders that, in her capacity as Chairperson of the Meeting, she had been appointed as proxy by shareholders who had directed her to vote on the resolution to be tabled at the Meeting, and that she had voted in accordance with their instructions.

Pursuant to Regulation 79 of the Constitution of the Company, the Chairperson directed that the resolution proposed at the Meeting be put to vote by way of poll. The Company had appointed Agile 8 Advisory Pte. Ltd. as the scrutineer in respect of the voting process.

3. NOTICE OF EGM

Notice of the EGM to the Shareholders dated 19 February 2023 was taken as read.

4. AGENDA ITEM

The Chairperson explained to the Shareholders that the sole item on the agenda of the Notice of EGM was to approve the proposed disposal of the sale land and buildings by subsidiaries of the Company, Thanlyin Estate Development Limited and Star City International School Company Limited.

5. QUESTIONS AND RESPONSES

The Chairperson informed the Shareholders that they could submit text-based questions during the Meeting by typing in their questions through the “live” ask-a-question function via the webcast platform.

The Chairperson informed the Shareholders that the Company had addressed the substantial and relevant questions received relating to the business of the Meeting through publications made on the SGXNET and the Company’s website on 2 March 2023.

The Chairperson informed the Shareholders that the Company did not receive questions from Shareholders through the “live” ask-a-question function via the webcast platform.

For the conduct of “live” voting on the resolution, the Chairperson informed the Shareholders that ConveneAGM will play a video for the procedures for “live” voting. The Chairperson handed over conduct of the Meeting to ConveneAGM and the scrutineers.

6. ORDINARY RESOLUTION: TO APPROVE THE PROPOSED DISPOSAL OF THE SALE LAND BY SUBSIDIARIES OF THE COMPANY, THANLYIN ESTATE DEVELOPMENT LIMITED AND STAR CITY INTERNATIONAL SCHOOL COMPANY LIMITED

The Ordinary Resolution was:

“To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

That:

- (a) approval be and is hereby given to the Company to effect and complete the Proposed Disposal and all transactions in relation thereto, on the terms and subject to the conditions set out in the SPA; and
- (b) the Directors and any one of them be and is/are hereby authorised and empowered to approve, complete and do all such acts and things (including without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Proposed Disposal and this resolution, and the transactions contemplated by the Proposed Disposal and/ or authorised by this resolution, or for all the foregoing purposes.”

The breakdown of the results of the poll is as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution:  To approve the proposed disposal of the sale land by subsidiaries of the Company, Thanlyin Estate Development Limited and Star City International School Company Limited	705,671,786	705,639,986	99.995%	31,800	0.005%

The Chairperson declared the Ordinary Resolution carried by a majority vote.

7. CONCLUSION

As no notice of any other business had been received by the Company Secretary, the Chairperson declared the Meeting closed at 10.20 a.m.. The Chairperson thanked the Shareholders for their attendance and for their patience and co-operation in respect of the holding of the Meeting amidst the current COVID-19 situation.

CONFIRMED AS A CORRECT RECORD BY

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 WONG SU YEN  
 CHAIRPERSON OF THE MEETING