



YOMA STRATEGIC HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 196200185E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 10 a.m. on 20 February 2012 at Ballroom 1, Level 3, Amara Hotel, 165 Tanjong Pagar Road, Singapore 088539 for the purpose of considering and, if thought fit, passing with or without modifications the following Ordinary Resolutions.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders of the Company dated 3 February 2012 (the "Circular").

ORDINARY RESOLUTION 1:

THE ENTRY INTO AND PERFORMANCE OF THE GCREF SPA AND GCREF GUARANTEE

THAT approval be and is hereby given:

- (a) for the execution, delivery and performance of the GCREF SPA, pursuant to which the Company's 24.6% interest in WSI (held through Wyndale and Wayville Investments Limited) is to be disposed to GCREF in consideration for the grant of the Option for 100% of the equity interest of WOFE 3;
- (b) for the performance of the GCREF Guarantee by the Company; and
- (c) for the Directors of the Company and each of them to be authorised to enter into such further transactions with GCREF and do all such acts and things (including without limitation, negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any such documents including, but not limited to, the GCREF SPA and GCREF Guarantee) as they/he may consider necessary, desirable or expedient to give effect to the Proposed Restructuring.

ORDINARY RESOLUTION 2:

THE ENTRY INTO AND PERFORMANCE OF THE JPA SPA, SETTLEMENT AGREEMENT AND JPA GUARANTEE

THAT approval be and is hereby given:

- (a) for the execution, delivery and performance of the JPA SPA, pursuant to which the Company's 2.4% interest in WSI (held through Wyndale and Wayville Investments Limited) is to be disposed to JPA in consideration for the discharge on an aggregate of RMB16 million (approximately S\$3.25 million at the Exchange Rate) of the Wyndale Shareholder's Loan;
- (b) for the execution, delivery and performance of the Settlement Agreement, pursuant to which the remaining amount of the Wyndale Shareholder's Loan and the securities will be discharged upon the repayment of RMB6 million (approximately S\$1.22 million at the Exchange Rate);
- (c) for the performance of the JPA Guarantee by the Company; and
- (d) for the Directors of the Company and each of them to be authorised to enter into such further transactions with JPA and do all such acts and things (including without limitation, negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any such documents including, but not limited to, the JPA SPA, Settlement Agreement, JPA Guarantee and the right of first refusal to JPA relating to the disposal of WOFE 3 or its assets) as they/he may consider necessary, desirable or expedient to give effect to the Proposed Restructuring.

By Order of the Board

Lun Chee Leong

Loo Hwee Fang

Joint Company Secretaries

Yoma Strategic Holdings Ltd.

3 February 2012

Notes:

- (1) A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint no more than two (2) proxies to attend and vote on his behalf and such 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 appointer 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 must be deposited at the registered office of the Company at 80 Anson Road, Fuji Xerox Towers #25-05, Singapore 079907, not less than forty-eight (48) hours before the time appointed for the Extraordinary General Meeting or any postponement or adjournment thereof.