YOMA
STRATEGIC HOLDINGS LTD.

ANNUAL REPORT 2010

REFINING STRATEGY

GEARING UP FOR NEW OPPORTUNITIES

YOMA STRATEGIC HOLDINGS LTD. ANNUAL REPORT 2010

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Concourse of Grand Central International Lifestyle Centre

CORPORATE PROFILE

Exterior of Grand Central Lifestyle International Centre

Listed on the Singapore Exchange ("SGX") on 24 August 2006, Singapore registered Yoma Strategic Holdings Ltd. ("YSH" or the "Group") is a leading business corporation with principal activities that include the development of land, sale of private residential properties, agricultural, construction, piling, as well as design and project management for real estate developments in Myanmar and the People's Republic of China (the "PRC"). The Group's long term vision is to be a multinational corporation with a diversified portfolio of businesses located in numerous countries across the Asia Pacific.

YSH has put in place a strategic platform for achieving this vision. The listing on the SGX has set high standards of corporate governance and a transparent system of reporting within YSH. Together with the stewardship of its experienced Board of Directors, the Group holds itself to demanding performance standards.

YSH's growth will be derived from organic business expansion as well as via new acquisitions. The Group sees itself as an ideal business partner for multinational corporations from beyond the Asia Pacific, as it has the requisite experience in developing and managing successful business ventures in emerging markets such as Myanmar.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of Yoma Strategic Holdings Ltd. ("Yoma" or collectively with its subsidiaries, the "Group"), I would like to present to you our Annual Report for the financial year ended 31 March 2010 ("FY2010").

As the world slowly recovers from the effects and aftershocks of the global financial crisis, I am pleased to report that the real estate markets where we operate in, i.e. China and Myanmar, continued to perform satisfactorily. In particular, the real estate market in Myanmar has shown a marked increase of activity and this was reflected in the better sales performance in FY2010.

For FY2010, the Group's overall revenue increased 11.9% to S$17.2 million compared to S$15.4 million in the financial year ended 31 March 2009 ("FY 2009"). Revenue from sales of houses and land development rights in Myanmar increased significantly from S$0.6 million in the previous financial year to S$3.19 million in FY2010. This led to a higher operating profit contribution from sales of houses and land development rights in Myanmar of S$0.8 million in FY2010 compared to S$0.4 million in the previous financial year.

Revenue from the Group's construction-related activities in FY2010 remained stable at S$13.97 million as compared to S$13.8 million in FY2009. The result is a slight increase in operating profit contribution for this segment to S$0.95 million.

On the whole, the Group recorded a lower net profit attributable to shareholders of S$0.52 million for FY2010, compared to a net profit of S$1.5 million for FY2009. The decrease was due mainly to a lower revaluation surplus in an associated company for FY2010.

As at 31 March 2010, the Group had lower net current liabilities of S$0.58 million as compared to S$1.12 million as at 31 March 2009 as a result of an increase in the sales of non-current assets such as the land development rights in Myanmar. The Group generated S$4.1 million of cash from operations and cash and cash equivalents amounted to S$2.8 million as at 31 March 2010. The net asset value per ordinary share stood at S$0.246 for FY2010 compared to S$0.266 recorded in the last financial year.

Outlook

Barring any unforeseen circumstances, sales of houses and land development rights in Myanmar are expected to continue at a healthy pace during the coming year.

Despite the global financial crisis, the real estate market in China is still experiencing buoyancy stemming from a steady increment in real demand especially in second and third tier cities. Although the Central Government in China has since implemented various measures to curb the overheating of the property market, these measures have not manifested its intended results in the second and third tier cities in which Yoma operates. Overall, the Group is actively pursuing business opportunities for its various business segments in China and Myanmar.

Our other main business, the plantation of Jatropha Curcas for biodiesel via our wholly-owned subsidiary, Plantation Resources Pte. Ltd., experienced a challenging year with the volatile oil prices last year. A more elaborate report regarding this sector can be found in the Business Review section.

New Business

On 8 June 2010, Yoma entered into a conditional tripartite strategic cooperation agreement (the "Tripartite Agreement") with Dongfeng Automobile Co., Ltd ("DFAC") and Guangdong Machinery Imp. & Exp. Co., Ltd. ("GMG"). Under this Agreement, the parties will co-operate to establish and develop the sales and distribution of Dongfeng light trucks in Myanmar but with the intention to ultimately progress to assembly and manufacturing. The cooperation is for a period of ten years, subject to certain conditions precedent being satisfied.

DFAC is a Chinese company listed on the Shanghai Stock Exchange and its business activities include the design, manufacture and sales of the Dongfeng series and Dongfeng Nissan series of light commercial vehicles. The other party, GMG, is a Chinese state-owned enterprise specialising in foreign trade and economic cooperation. Its businesses include the import and export of automobiles and spare parts.

Under the Tripartite Agreement, a wholly-owned subsidiary of DFAC will supply Dongfeng light trucks with a load capacity exceeding three tonnes ("Dongfeng light trucks") for sale in Myanmar in accordance with market demand and also provide the necessary product information and support. GMG will act as DFAC's export agent and facilitate the export and sales of the Dongfeng light trucks to and in Myanmar, including the provision of the necessary financing support. Yoma will have exclusive distribution rights for all Dongfeng light trucks in Myanmar and will procure the necessary import permits from the relevant Myanmar authorities, establish sales and post-sales service centres as well as promote the Dongfeng brand in the Myanmar automobile market.

In order to undertake its role and responsibilities under the Tripartite Agreement, Yoma intends to enter into a co-operative joint venture (the "Proposed Joint Venture") with Serge Pun & Associates (Myanmar) Limited ("SPAML") and/or its subsidiary company. SPAML is a company incorporated in Myanmar and together with its subsidiaries (collectively, the "SPA Group"), has been in the Myanmar automobile business for more than 10 years. It is the sole distributor and/or authourised agent of certain brands of auto vehicles and spare parts in Myanmar. With the Proposed Joint Venture, Yoma will be able to rely and/or leverage on the expertise and existing network and sales channels of the SPA Group in the Myanmar automobile market.

As the Proposed Joint Venture with the SPA Group is an "interested person transaction" and since I am also the Chairman and controlling shareholder of SPAML, we will be seeking shareholder approval in due course for the Proposed Joint Venture and a general mandate from shareholders for any recurrent transactions thereafter between the Group and SPAML, pursuant to the Proposed Joint Venture.

Your Board views our entering into the automobile business in Myanmar to be a significant step towards developing our businesses into strategic spheres of commerce at the eve of an important change in this developing economy. We are confident that the transport sector in Myanmar, and the automobile business in particular will see a promising surge of development in the immediate future.

New appointments

In addition, I would like to report that the Group made two new appointments on 11 June 2010. The first is the appointment of Mr Tin Htut Oo, as Chief Operating Officer of Plantation Resources Pte. Ltd. ("PRPL"), a wholly-owned subsidiary of the Company. Mr Tin will be in charge of the operation and management of the plantation estates of Myanmar Agri-Tech Co Ltd ("MAGT"), a company which PRPL has a Joint Planting and Operation Deed with. Mr Tin has extensive experience in the agriculture industry as the former Director General of the Department of Agricultural Planning, Ministry of Agriculture & Irrigation of Myanmar for the past 10 years.

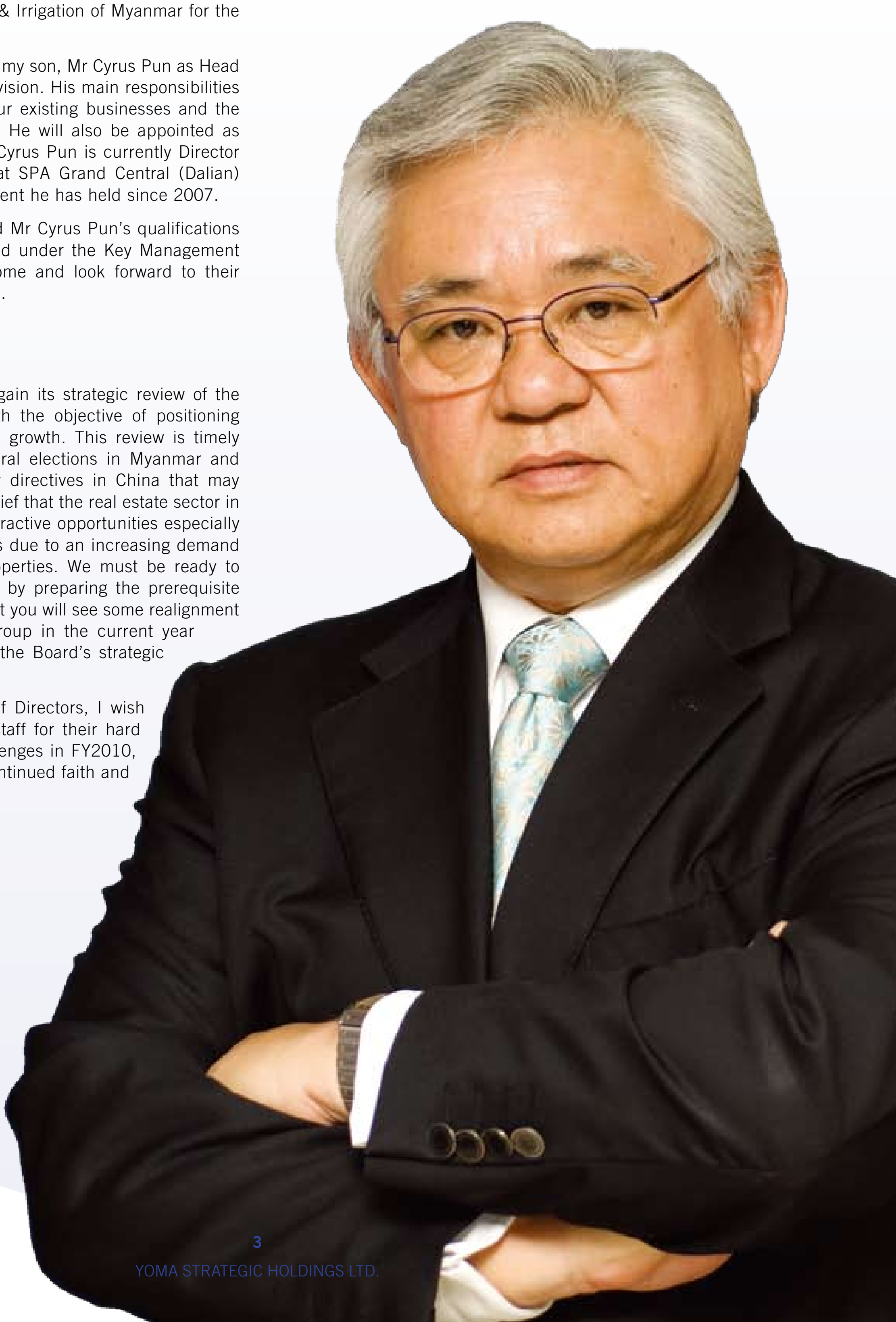
The second is the appointment of my son, Mr Cyrus Pun as Head of our Corporate Development Division. His main responsibilities will include the supervision of our existing businesses and the development of new businesses. He will also be appointed as an Alternate Director to me. Mr Cyrus Pun is currently Director and Assistant to the Chairman at SPA Grand Central (Dalian) Enterprise Co., Ltd., an appointment he has held since 2007.

Disclosure of Mr Tin Htut Oo and Mr Cyrus Pun's qualifications and past experiences are detailed under the Key Management section of this report. We welcome and look forward to their contributions in the coming years.

Strategic Review

The Board recently undertook again its strategic review of the Group's different businesses with the objective of positioning the Group for future sustainable growth. This review is timely in light of the forthcoming general elections in Myanmar and the emergence of various policy directives in China that may affect our businesses. It is my belief that the real estate sector in China will continue to present attractive opportunities especially in the second and third tier cities due to an increasing demand for housing and commercial properties. We must be ready to capitalise on these opportunities by preparing the prerequisite resources. It is therefore likely that you will see some realignment and reorganisation within the Group in the current year in order to smoothly implement the Board's strategic review.

Lastly, on behalf of the Board of Directors, I wish to thank the management and staff for their hard work amidst the continuing challenges in FY2010, and our shareholders for their continued faith and support.



Mr Serge Pun
Chairman & CEO

BUSINESS REVIEW

Real Estate in Myanmar

The Myanmar real estate market has taken a positive turn last year. A higher level of interest from home buyers and investors was seen and this has led to the considerable increase in sales of our land development rights in Myanmar. With the expected changes following the general elections later this year, the property market for Myanmar is anticipated to remain buoyant in the near term.

FMI City — Orchid Gardens Homes

A township within itself, FMI City has its own sports and recreation centre, supermarket and shopping arcade, bank, wet market and a bus ferry service to downtown. During the past ten years, FMI City has become a benchmark for mass housing development in Myanmar. Orchid Gardens is the last subdivision of FMI City and is now entering into Phase III of the development with 19 bungalows to be offered for sale in the next quarter.

Orchid Garden bungalow located within FMI City

Pun Hlaing Golf Estate

The Pun Hlaing Golf Estate offers an unparalleled private and secure living and recreational experience — an environment and quality of life second to none in Myanmar. The Pun Hlaing name has become a recognised brand synonymous with up market, international standard homes unique in Myanmar. The recent completion of the Pun Hlaing Country Club — fully equipped with a swimming pool, two grass tennis courts, a spa and foot massage parlour — has added a further dimension to the lifestyle of this estate. Furthermore, the construction of Yangon International School ("YIS") by the SPA Group and its joint venture partner, on the estate in December last year has brought new attention from families with children. The first stage of YIS comprising pre-school kindergarten classes will commence in August 2010, followed by Grades 1-3 in the following year. When completed in 2015, YIS will be a full fledge accredited international school offering education for Grades 1 to 12. These developments will no doubt bring greater values for our land development rights in Myanmar.

Ivory Court Residences

The Ivory Court Residences ("Ivory Court") is a development within the existing Pun Hlaing Golf Estate ("PHGE"). Located in the heart of PHGE, Ivory Court is set on a total land area of 8,726 square metres and will comprise a total of 13 units of modern, 3-bedroom townhouses. Each unit will have a built up area of 317.11 square metres (3,412.11 square feet) and eight of them will have prime views over the 18th fairway of the Pun Hlaing golf course. Construction of 5 units has been substantially completed and they are offered for sale.

Evergreen Condominiums

Evergreen Condominiums is a self-contained low rise condominium development that offers a comfortable, convenient and affordable lifestyle within the Pun Hlaing Golf Estate. Situated on a prime 9.34 acre plot of land in the North-East corner of the Pun Hlaing Golf Estate, Evergreen Condominiums overlooks the 11th fairway and green of the Pun Hlaing Golf Course. At present, two blocks of condominiums have been fully sold and the planned development for another block is underway as a result of the higher demand for such housing.

Real Estate in China

The Grand Central, located at the heart of Dalian's Development Area ("DDA") is YSH's first major real estate project in the PRC. When YSH took it over, it was an uncompleted building and it presented the Group with an opportunity to showcase its abilities. Today, some two years later, the classic twin towers and magnificent glass-vaulted atrium have become the iconic building in Dalian, setting a benchmark for Grade A quality real estate in the city.

Grand Central International Lifestyle Centre

The official opening of Grand Central Lifestyle Centre was held in January this year, featuring over 33,000 sq meters (approximately 350,000 sq ft) of retail space. Leasing for the Grand Central International Lifestyle Centre is well over 90% for the first two floors and the remaining third floor of the mall is now opened for lease following the positive take-up of the first two floors. Korea's largest bank — Woori Bank and Dalian DDA's largest supermarket chain An Sheng are our anchor tenants together with dozens of other retailers offering a wide range of goods and wares.

The Shama Luxe Serviced Apartments

The Shama Luxe, managed by the leading provider of boutique serviced apartments in Hong Kong, the Shama Group, offers discerning expatriates and business travellers tastefully decorated and luxuriously fitted out serviced apartments. Since occupation commenced last September, the property has received rave reviews from customers and industry players and have enjoyed a high occupancy rate. Shama Luxe's clientele include some of the city's largest foreign corporations such as Intel, Volkwagon, Toshiba, Applied Materials, Woori Bank and many others.

Yoma IFC

Tailored for the world's leading businesses, Yoma IFC is designed to be the premium, international standard Grade A office in Dalian and a first in DDA. Its tenants include Hines, Sumitomo Electric, Secom, property developer Dalian Gold Coast Enterprises, with recent additions of KLA-Tencor (a reputable US firm and a key supplier to Intel) and Dalian China Resources Chemicals Co. Ltd., a subsidiary of China Resources to name a few. The current occupancy rate of Yoma IFC is still low, around 30%, but it is anticipated that the take-up rate of the office space will improve in line with the recovery of the general economic climate.

Exquisite interior of the living area within the Shama Luxe serviced apartments

BUSINESS REVIEW

Agriculture in Myanmar

YSH's Singapore registered wholly-owned subsidiary Plantation Resources Pte. Ltd. ("PRPL"), which has the rights to manage and market the produce from a 100,000 acre Jatropha Curcas plantation (Maw Tin Estate) in the Ayerwaddy Division of Myanmar, has had a mixed year. While the Group firmly believes in the future of Jatropha Curcas as an ideal feedstock for biodiesel and the trend of using clean energy for the protection of our environment in the years to come, the precipitous fall in crude oil prices in the past year has inevitably affected the biofuel markets worldwide.

The sharp drop in crude oil prices last year suddenly made the cost of biodiesel become significantly higher than fossil fuels, causing a temporary curtailment of demand for JCO. However, as crude oil prices regained its upward movement, we are witnessing a marked improvement of demand for JCO and Jatropha seeds during the last few months.

At present, the actual volume of jatropha seeds being traded in the international market is still small. PRPL's plan to carry out its Jatropha Curcas cultivation plans remains firm albeit at a slower pace. In order to fully utilise our land and human resources, as well as to augment operating income, we have embarked on the planting of cash crops such as pigeon pea, ginger, pepper and rice to generate cashflow to support operations at the plantation and will be looking at various opportunities to plant other revenue generating agricultural products while maintaining our Jatropha Curcas cultivation.

Automobile Distribution in Myanmar

On 8 June 2010, YSH entered into a conditional tripartite strategic cooperation agreement ("the Tripartite Agreement") with Dongfeng Automobile Co., Ltd and Guangdong Machinery Imp. & Exp. Co., Ltd to establish and develop the sales and distribution of Dongfeng light trucks in Myanmar. Under the Agreement, YSH acquires the exclusive rights to distribute and market the Dongfeng brand of light trucks in Myanmar, which also include procuring the necessary import permits from the relevant Myanmar authorities; establishing sales and post-sales service centres and the promotion of the Dongfeng brand in the country. In order to discharge our obligations efficiently and effectively, we plan to set up a joint venture with the SPA Group in Myanmar so as to tap on their expertise and existing network and sales channels in the Myanmar automobile market. The Tripartite Agreement also envisages a progression to set up an assembly plant in Myanmar at a later stage.

Construction Services in Myanmar

Myanmar V-Pile Co Ltd is a subsidiary of YSH that holds the franchise of the "V-Pile" technology in Myanmar. This unique method utilises hydraulic pressure to drive piles and is free from any noise pollution and vibrations, thus most suitable for urban foundation works where such factors pose challenges. Apart from the "V-Pile" technology of piling, the company provides other methods of piling services through its subsidiary — Myanmar Piling Co Ltd.. In addition, the company also manufactures pre-fabricated and pre-cast concrete products, such as concrete piles, columns, road-curves, bricks etc.

Construction Services in Singapore

V-Pile (Singapore) Pte Ltd ("V-Pile (Singapore)"), is a subsidiary of Myanmar V-Pile Co Ltd that provides specialist micro piling, jack-in pile, jet-grouting, ground anchor and soil investigation services in Singapore.

Cultivation at Maw Tin Estate

BOARD OF DIRECTORS





Top row (L to R)
Mr Serge Pun
Mr Kyi Aye
Mr Adrian Chan Pengee

Bottom row (L to R)
Mr Basil Chan
Mr Philip Ng Fook Leong

Mr Serge Pun (Alternate: Mr Cyrus Pun)

Chairman & CEO

Serge Pun is a Myanmar national and the Chairman of the SPA Group. He founded Serge Pun & Associates Limited in 1983 in Hong Kong and was then primarily active in real estate brokerage and development. Serge Pun has led many real estate investments as a general partner in real estate limited partnerships, including projects such as Stewart Terrace on the Peak in Hong Kong (1987 to 1988) and Village Gardens in Yau Yat Chuen, Kowloon (1988 to 1990). In these partnerships, he was involved in the organisation, promotion and management of all real estate projects. In 1988, Serge Pun & Associates Limited opened its first overseas branch in Bangkok. Branches and subsidiaries in Kuala Lumpur (1990), Shenzhen (1988), Chengdu (1992) and Taipei (1992) followed in the ensuing years. Some of Serge Pun's more notable projects overseas were the Sand River Golf Club in Shenzhen (1991-1997); the 1 million sq. ft. premier office building in Bangkok — Abdulrahim Place at 990 Rama IV (1989 to 2000) and the 1.2 million sq. ft. mixed use development in Dalian PRC known as The Grand Central — a project in which YSH has taken an interest.

In 1991, Serge Pun decided to return to his hometown in Myanmar and set up the SPA Group, which has today grown to include about 30 operating companies active in 6 key businesses including financial services, manufacturing, real estate development, trading and distribution, the service industry, automobile assembly and distribution and agriculture. In 1999, Serge Pun was conferred the title of honoris causa Doctorate in Philosophy (Ph.D) in Business Administration by the Southern California University for Professional Studies. Serge Pun was appointed an Honorary Business Representative of International Enterprise Singapore for Myanmar from 2004 to 2007. He has been invited to many international forums as guest speaker or panellist on subjects relating to China, Myanmar and ASEAN. He was appointed as a member of the Chinese People Political Consultative Conference (CPPCC) of Dalian, PRC since 2007.

Appointed to the board of YSH on 17 August 2006, Serge Pun is the Chairman and Chief Executive Officer of YSH.

Mr Kyi Aye

Non-Executive Director

Kyi Aye is a Myanmar national and a career banker. In his early days, after he has obtained his Bachelor of Commerce and Bachelor of Law degrees from the University of Rangoon, he went on to qualify as a Certified Public Accountant and underwent training at the Midland Bank of London and IMF Institute of Washington DC. He started his career in the banking industry in 1960, and was subsequently transferred to The Central Bank of Myanmar in 1965. He held many positions over 25 years in The Central Bank of Myanmar which included Chief Accountant (1987 to 1989) as well as Executive Director (1989 to 1991) of The Central Bank of Myanmar. In 1991, he was appointed as the Managing Director of Myanmar Economic Bank and, subsequently in 1992, as the Governor of The Central Bank of Myanmar. He retired from The Central Bank of Myanmar in 1998 and was invited to become Special

BOARD OF DIRECTORS

Adviser to the Chairman of Yoma Bank Ltd (a member of the SPA Group) in 2000, a position he has retired from since August 2005.

Re-appointed to the board of YSH on 24 July 2009, Kyi Aye is a Non-Executive Director of YSH.

Mr Adrian Chan Pengee

Lead Independent Director

Adrian Chan is Head of the Corporate Department and a Senior Partner at Lee & Lee. Adrian Chan has served more than 10 years on the Corporate Practice Committee of the Law Society of Singapore. He is also an independent director on the Boards of United Pulp & Paper Company Limited, Isetan (Singapore) Limited, Oniontech Limited, AEM Holdings Ltd and Global Investments Limited, which are public-listed companies on the Singapore Stock Exchange. Adrian Chan also serves on the Governing Council of the Singapore Institute of Directors as its Vice-Chairman (Designate) and sits on the Listed Companies Committee of the Singapore International Chamber of Commerce. He has been elected to and serves as the Honorary Secretary of the Executive Council of the Association of Small and Medium Enterprises and was appointed to the Audit Committee Guidance Committee, established by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange. In addition, he serves on the Pro-Enterprise Panel which is chaired by the Head of Civil Service and addresses feedback from the private sector on unnecessary or outdated government rules that hinder businesses and stifle entrepreneurship. He holds a law degree from the National University of Singapore and is a member of the Singapore Academy of Law.

Re-elected to the board of YSH on 24 July 2009, Adrian Chan is the Lead Independent Director of YSH and the Chairman of the Nominating Committee of YSH.

Mr Basil Chan

Independent Director and Chairman of Audit Committee

Basil Chan is the Founder and Managing Director of MBE Corporate Advisory Pte. Ltd. He also sits on the boards of several other public listed companies in Singapore, as their independent non-executive director. Basil Chan has more than 30 years of experience in audit, financial and general management, having held senior financial and management positions in both private and listed companies. Basil Chan is also a director and member of the Governing Council of the Singapore Institute of Directors. He was a member of the Corporate Governance Committee in 2001 that developed the Singapore Code of Corporate Governance and was a former member of the Accounting Standards Committee of the Institute of Certified Public Accountants of Singapore (ICPAS). Basil Chan holds a Bachelor of Science (Economics) Honours degree majoring in Business Administration from the University of Wales Institute of Science and Technology, Cardiff, Wales, UK. He is a Chartered Accountant by training and is a member of the Institute of Chartered Accountants in England and Wales as well as a member of ICPAS. He is a Fellow of the Singapore Institute of Directors.

Re-elected to the board of YSH on 24 July 2009, Basil Chan is an Independent Director of YSH and the Chairman of the Audit Committee of YSH.

Mr Philip Ng Fook Leong

Independent Director

Philip Ng is a 26-year veteran with IBM who has held various marketing and technical management as well as executive appointments at IBM Singapore Pte Ltd and the IBM Group, including Chairman and Managing Director of IBM Singapore Pte Ltd (1990 to 1994) and Director of IBM World Trade Corporation — Sri Lanka Branch (1990 to 1994) and IBM-Brunei Darussalam (1990 to 1994). Philip Ng has worked in IBM Americas Far East Headquarters in the United States, IBM offices in Taiwan (1985 to 1987) and IBM Regional Headquarters in Hong Kong (1987 to 1989). In 1994, Philip Ng left IBM to join Christie's as its Regional Managing Director, Asia and Australia, and was concurrently Chairman of the Asian Art Board, Chairman of the Asia Management Board and a member of Christie's International Management Board. Subsequently, he was appointed to the main Board of Christie's. In 2001, he left Christie's to pursue his own interest in Asian Art. Philip Ng graduated from the National University of Singapore with a Bachelor degree in Science. Philip Ng has chaired and served on various private companies in Singapore and other countries in Asia and Australia such as Christie's Hong Kong Ltd, Christie's Japan, Christie's Korea, Christie's Australia Pty Ltd, Christie's Auction (Thailand) Co. Ltd. He was also a member of the Governing Council of the Singapore Institute of Management, serving on various committees on information technology and the arts. Currently, he is the Chairman of Very Special Arts Singapore, a non-profit charitable organisation using arts to help the disabled.

Re-elected to the board of YSH on 21 July 2008, Philip Ng is an Independent Director of YSH and the Chairman of the Remuneration Committee of YSH.

KEY MANAGEMENT

Mr Steven Howard Nelson

Managing Director, Lion Century Properties Ltd and SPA Project Management Pte Ltd

Steven Nelson was born and educated in Australia where he obtained his TAFE (Technical And Further Education) building diploma. He has experience in construction, civil engineering, site management, quantity survey, value engineering, architectural design, infrastructure development and project management in various hotels, commercial and high-rise office buildings, residential and governmental developments and infrastructure development projects. In March 1995, he joined SPAPM as a Construction Manager for the Sand-River Golf Course development in Shenzhen, China. In August 1997, he was recruited to be the Project Manager for Pun Hlaing Golf Estate (PHGE). In February 2001, he was appointed Managing Director of SPAPM as well as Project Director of PHGE.

Since January 2007, he has been the Managing Director of Lion Century Properties Ltd and SPA Project Management Pte Ltd.

Mr Cyrus Pun

Head of Corporate Development
Yoma Strategic Holdings Ltd.

Cyrus Pun was educated in the UK and received a bachelor's degree in Economics from the London School of Economics in 2003. He gained his first work experience in China at the beginning of his career with an established manufacturer of building materials, where he headed a team to develop the export and trading market. Prior to joining the SPA Group — an affiliated company of the Group — in 2007, Cyrus worked for Hutchison Port Holdings in the South China Commercial Division based in Hong Kong. His major responsibilities involve revenue analysis, setting price strategy, contract negotiation, and he was responsible for account management for a substantial client portfolio.

In February 2007, Cyrus joined SPA Group and assumed a leading role in the development of Grand Central in Dalian, China — a real estate project undertaken by SPA Grand Central (Dalian) Enterprise Co., Ltd, an associated company of the Group. He was appointed as the Head of Corporate Development of the Company and an alternate director to Mr Serge Pun on 11 June 2010.

Ms Joycelyn Siow

Group Finance Manager, Yoma Strategic Holdings Ltd.

Joycelyn Siow was educated in Singapore Polytechnic and obtained her Diploma in Banking and Financial Services. She went on to pursue her studies in ACCA. Joycelyn has 10 years of audit experience in international audit firms. During her years of audit experience, she was involved in audit services for public listed companies, multinational corporations and small and medium-sized enterprises. Besides audit work, she was also involved in special assignments such as internal audit, preparation of accountants' report for IPO and RTO and due diligence review.

She left the international audit firm as Senior Audit Manager to join Yoma Strategic Holdings Ltd. as Group Finance Manager in June 2008.

Mr Tin Htut Oo

Chief Operating Officer, Plantation Resources Pte. Ltd.

Tin Htut Oo had an illustrious career that spanned 37 years with the Ministry of Agriculture and Irrigation of Myanmar, retiring as Director General, Department of Agriculture Planning. During his tenure with the Ministry of Agriculture, he has amassed vast experience in field work as well as participated in many international and regional fora for the cause of food security and eradication of hunger. Most notably, he has attended and actively participated in almost all the important international and regional summit and high level meetings as Myanmar delegation member, such as FAO 50 Years; World Food Summit; Asian Society of Agriculture Economist Meeting, and ASEAN High Level Executive Seminar on Climate Change Adaptation and Mitigation Strategy, to name a few.

Tin Htut Oo has been awarded Excellent Performance in Administrative Field (Second Class) in 2001, followed by Excellent Performance in Administrative Field (First Class) in 2002. He holds a bachelor's degree from the Institute of Agriculture, Mandalay, Myanmar and a master's degree from the Ohio State University, USA. He joined Plantation Resources Pte. Ltd. as COO effective 11 June 2010, after acting as a consultant to the company since February 2010.

Mr Than Oo

Project Director, Orchid Garden

Than Oo was educated in Yangon Institute of Economics and in 1971 obtained his Bachelor Degree in Commerce majoring in Accounting & Auditing. A Registered Accountant, Than Oo started his career as a civil servant in the Finance Department of Myanmar Oil and Gas Enterprise for 25 years. He left the company as a Senior Accountant (Internal and General) and worked for a logging company for 4 years. He joined SPAPM in October 2002 as Financial Administrator cum Contracts Manager.

In May 2005, he was promoted to the position of Project Director of FMI Garden Development Ltd, the developer of the Orchid Gardens Project.

Dr Sone Han

Managing Director of Myanmar V-Pile Co Ltd and V-Pile (Singapore) Pte Ltd

Sone Han, a Myanmar national, obtained his bachelor's and master's degree from Rangoon (Yangon) Arts and Science University. In 1981, he completed his doctorate program, Dr. rer. nat, in Geophysics from Bergakademie Freiberg, Germany. He started his career as an academic staff of the Geology department of the University of Yangon from 1970 until he retired as a Lecturer in 1989. Subsequently, he became the managing director of a geo-services company until he joined Myanmar V-Pile as a General Manager in 1997. Following SPA's acquisition of Myanmar V-Pile and its subsidiaries, he was appointed the Managing Director of the Myanmar V-Pile group in August 2000.

He was also appointed the Managing Director of V-Pile (Singapore) Pte Ltd in January 2008. Currently, he assumes a number of honorary positions, including Emeritus Lecturer in the University of Yangon, Honorary Lecturer in the Yangon Technological University and member of the World Seismic Safety Initiative, National Earthquake Committee and Myanmar Geosciences Society.

FINANCIAL HIGHLIGHTS AND REVIEWS

S$'000	FY2010	FY2009	FY2008
Revenue	**17,178**	15,356	10,861
Profit before taxation	**2,134**	2,167	17,358
Taxation	**(578)**	(216)	(160)
Total Profit	**1,556**	1,951	17,198
Attributable to:			
Equity holders of the company	**526**	1,533	18,262
Minority interest	**1,030**	418	(1,064)
	1,556	1,951	17,198
Weighted average number of ordinary shares ('000)	**516,382**	445,039	433,582
Earnings per share (cents)	**0.10**	0.34	4.21

S$'000	FY2010	FY2009	FY2008
Current assets	**8,361**	10,382	11,200
Current liabilities	**8,937**	11,500	6,434
Non-current assets	**135,617**	132,226	118,980
Non-current liabilities	**5,082**	1,771	338
Net assets	**129,959**	129,337	123,408
Shareholders' funds	**129,959**	129,337	123,408
Total number of ordinary shares ('000)	**527,647**	485,648	441,347
Net tangible assets per share (cents)	**24.6**	26.6	26.0

World-class bungalow at Pun Hlaing Golf Estate

Yoma IFC Tower

Worker planting at Maw Tin Estate

High quality interior finishing of an Evergreen Condominium unit

Group Financial Performance

For the financial year ended 31 March 2010 ("FY2010"), the Group achieved revenue of S$17.18 million, which was an increase of S$1.82 million or 11.9% compared to S$15.36 million recorded in the year ended 31 March 2009 ("FY2009"). In FY2010, the Group recorded a profit before tax of S$2.13 million and recorded net profit after tax and minority interest of S$0.52 million.

Segmental Financial Performance

The Group's business segments comprise sales of houses and land development rights, construction related activities, professional services and agricultural related activities.

Revenue from sales of houses and land development rights for FY2010 hit S$3.19 million while the revenue contribution for FY2009 was a mere S$0.6 million. Both the sales and the unit rate of the LDRs have shown an increase starting from 3QFY2010. The Group also witnessed a marked increase in the number of new homes being built during the latter half of the year.

Revenue from construction related activities held steady with an increase of S$0.08 million or 0.58% to S$13.97 million from S$13.89 million last year. This increase was led by the steady stream of income generated by contracts that were undertaken by the construction-related subsidiaries of both in Singapore and Myanmar for the year under review.

Balance Sheet Review

The costs of acquisition of shares in the associated company, Winner Sight Investments Ltd ("WSI"), comprises the cost of investments in the share capital of S$3.58 million and post acquisition reserve of S$7.29 million, which includes negative goodwill of S$2.60 million. Shareholders' loans to WSI increased to S$17.71 million, a net of exchange difference arising from revaluation.

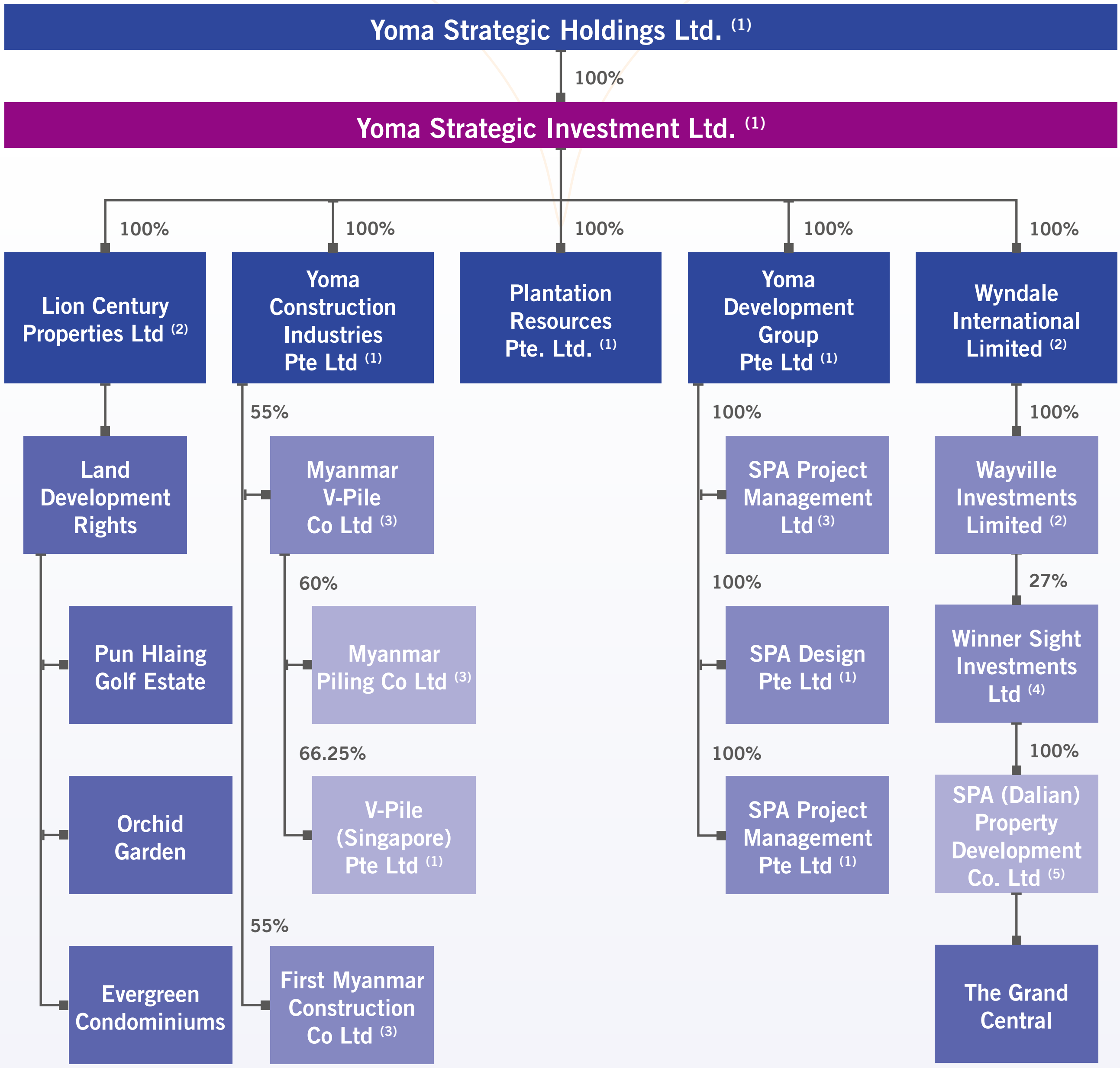
Land development rights decreased by S$1.28 million to S$79.22 million as at 31 March 2010 as compared to S$80.50 million as at 31 March 2009, due to sales during the year.

Total borrowings increased from S$5.21 million as at 31 March 2009 to S$7.61 million as at 31 March 2010, due to additional loan of RMB22 million (S$4.53 million) taken during the financial year for additional contribution to WSI.

During the financial year, the Group generated S$4.11 million from operating activities as compared to S$1.51 million used in operating activities during the financial year ended 31 March 2009. As at 31 March 2010, the Group has cash and cash equivalents of S$2.80 million.

As at 31 March 2010, the Group had lower net current liabilities of S$0.58 million as compared to S$1.12 million as at 31 March 2009, which resulted mainly from the increase in the sale of non-current assets, i.e. land development rights.

CORPORATE STRUCTURE



(1) INCORPORATED IN SINGAPORE
(2) INCORPORATED IN BRITISH VIRGIN ISLANDS
(3) INCORPORATED IN MYANMAR
(4) INCORPORATED IN HONG KONG
(5) INCORPORATED IN THE PRC

CORPORATE GOVERNANCE REPORT

The Board of Directors (the "Board') is committed to ensuring that the highest standards of corporate governance are practised throughout Yoma Strategic Holdings Ltd. (the "Company") and its subsidiaries (the "Group"), as a fundamental part of its responsibilities to protect and enhance shareholder value and the financial performance of the Group.

This report describes the Group's corporate governance practices and structures that were in place during the financial year ended 31 March 2010, with specific reference to the principles and guidelines of the Code of Corporate Governance (the "Code"), and where applicable, the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Singapore Companies Act and the Audit Committee Guidance Committee ("ACGC") Guidebook which was issued on 30 October 2008, focusing on areas such as internal controls, risk management, financial reporting, internal and external audit.

The Board has adhered to all principles and guidelines set out in the Code as set out below.

BOARD MATTERS

Principle 1 – Board's Conduct of its Affairs

The Company is managed by the Board which leads and controls, and is collectively responsible for the success of the Group. The Board works with the management to achieve this and the management remains accountable to the Board.

The role of the Board includes:

(a) providing entrepreneurial leadership;

(b) setting strategic aims;

(c) ensuring the sufficiency of financial and human resources and effective risk controls required for the Company to meet its objectives;

(d) reviewing management performance;

(e) setting the Company's values and standards; and

(f) ensuring that obligations to shareholders and others are understood and met.

To assist in the efficient discharge of its fiduciary duties, the Board had established three (3) Board Committees namely, the Audit Committee ("AC"), the Nominating Committee ("NC") and the Remuneration Committee ("RC"). Each Committee has its own terms of references to address their respective areas of focus.

All directors take decisions in the interests of the Company. The management provides the Board with regular financial and operational updates and decisions on all key matters such as material acquisition and disposal of assets or undertakings and the release of the Company's results are made by the Board.

During the financial year, the Board met on six (6) occasions to review and approve various matters relating to business strategies, activities and performance of the Group. Board meetings were scheduled to coincide with quarterly financial results reporting in order to facilitate a review of the financial statements and announcement of the unaudited quarterly results of the Group. Ad-hoc Board meetings to discuss and approve material acquisitions and disposals of assets and major undertakings of the Group were convened when the need arose.

The Company's Articles of Association provide for meetings to be held via telephone, electronic or other communication facilities which permits all persons participating in the meeting to communicate with each other simultaneously. Where the attendance of certain directors was not physically possible, the meeting was conducted with these directors communicating through teleconferencing. To further facilitate the efficient management of the Group, resolutions of the Board would be passed by way of circulating resolutions pursuant to the Articles of Association of the Company.

The approval of the Board is required for any matters which is likely to have a material impact on the Group's operating units and/or financial position as well as matters other than in the ordinary course of business.

The Company provides a formal letter to each director upon his appointment, setting out clearly the director's duties and obligations. For first-time directors, the Company also provides training appropriate to the level of their previous experience in areas such as accounting, legal and industry-specific knowledge.

The attendance of every member at Board meetings and various Committee meetings held during the reporting financial year is set out as follows:-

Name	Board Meeting Attendance	Audit Committee Meeting Attendance	Nominating Committee Meeting Attendance	Remuneration Committee Meeting Attendance
Total number of meetings held	6	4	1	1
Mr Serge Pun	6	NA	1	NA
Mr Kyi Aye	6	4	NA	1
Mr Adrian Chan Pengee	6	4	1	NA
Mr Basil Chan	6	4	NA	1
Mr Philip Ng Fook Leong	6	NA	1	1

Principle 2 – Board Composition and Balance

The Board presently comprises one (1) executive director and four (4) non-executive directors (three (3) of whom are independent). Profiles of the directors are set out in the Board of Directors section of this Annual Report.

The compositions of the Board and Board Committees are set out below.

Name	Date of First Appointment/Last Re-election	Board	Audit Committee	Remuneration Committee	Nominating Committee
Mr Serge Pun	17 August 2006	Chairman	–	–	Member
Mr Kyi Aye	24 July 2009	Member	Member	Member	–
Mr Adrian Chan Pengee	24 July 2009	Member	Member	–	Chairman
Mr Basil Chan	24 July 2009	Member	Chairman	Member	–
Mr Philip Ng Fook Leong	21 July 2008	Member	–	Chairman	Member

There is a strong and independent element on the Board. More than half of the Board comprises independent directors.

The Board adopts the Code's definition of what constitutes an independent director in its review. The Code defines an "independent director" as one who has no relationship with the Company, its related companies or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of the Company. The Board is of the view that no individual or small group of individuals dominates the Board's decision making process. The independence of each director is also reviewed annually by the NC.

Non-executive directors contribute to the Board process by monitoring and reviewing Management's performance. Their views and opinions provide alternative perspectives to the Group's business. When challenging management proposals or decisions, they bring independent judgment to bear on business activities and transactions involving conflicts of interests and other complexities.

The Board possesses the requisite experience and knowledge in various fields. As a group, the Board is skilled in core competencies such as law, accounting/finance, business/management, knowledge of the industry and strategic planning.

The Board is of the view that the current Board size is appropriate, taking into consideration the nature and scope of the Company's operations.

Principle 3 – Chairman and Chief Executive Officer

Mr. Serge Pun is the Chairman and the Chief Executive Officer of the Company.

The role of the Chairman includes:

(a) scheduling meetings that enable the Board to perform its duties in a responsible manner while, at the same time, not interfering with the flow of the Company's operations;

(b) being responsible for preparing meeting agendas; and

(c) exercising control over the quality, quantity and timeliness of the flow of information between the management and the Board.

As the Chairman and Chief Executive Officer are not separate roles, the Board has appointed Mr Adrian Chan Pengee as Lead Independent Director to lead and co-ordinate the activities of the non-executive directors of the Company.

Principle 4 – Board Membership

The existing NC comprises:-

(a) Mr Adrian Chan Pengee (Chairman);

(b) Mr Serge Pun; and

(c) Mr Philip Ng Fook Leong

The NC comprises one (1) executive director and two (2) non-executive directors whom are independent. The Chairman of the NC is not directly associated with a substantial shareholder of the Company within the meaning of the Code.

The NC has written terms of reference that describes the responsibilities of its members. The role of the NC includes:

(a) developing and maintaining a formal and transparent process for the appointment of new directors, including the nomination and selection process of the new director and how he/she will fit in the overall competency of the Board;

(b) reviewing all nominations for the re-appointment of members of the Board at the annual general meeting having regard to the director's contribution and performance (e.g. attendance, preparedness, participation, candour and any other salient factors);

(c) ensuring that all directors submit themselves for re-nomination and re-election at regular intervals and at least every three (3) years in accordance with the Articles of Association of the Company;

(d) determining annually whether a director is independent, bearing in mind the circumstances set forth in the Code;

(e) recommending to the Board as to whether the director is to be considered independent, based on the returns submitted by the directors upon appointment and subsequently on an annual basis in the form set out in the NC's terms of reference;

(f) reviewing the change in circumstances upon notification of an independent director to the Board that he no longer meets the criteria for independence as a result of a change in circumstances and making its recommendation to the Board;

(g) deciding whether a director is able to and has adequately carried out his duties as a director of the Company in particular where the director concerned has multiple board representations;

(h) developing and maintaining a formal assessment process for the evaluation of the effectiveness of the Board as a whole and the contributions of each individual director to the Board's effectiveness;

(i) deciding on how the Board's performance may be evaluated and proposing objective performance criteria for the Board's approval;

(j) retaining such professional consultancy firm as it may deem necessary to enable it to discharge its duties hereunder satisfactorily;

(k) considering the various disclosure requirements for the appointment of directors, particularly those required by regulatory bodies such as the SGX-ST; and

(l) undertaking such other duties as may be agreed to between itself and the Board.

In accordance with the Company's Articles of Association, every director is required to retire by rotation at least once in every three years and, may offer themselves for re-election. All newly appointed directors will have to retire at the next Annual General Meeting ("AGM") following their appointments.

At the forthcoming AGM, Mr Philip Ng Fook Leong will retire and seek re-election pursuant to Article 104 of the Company's Articles of Association. Mr Kyi Aye will retire and seek re-appointment pursuant to Section 153(6) of the Companies Act (Cap. 50), to hold office until the next Annual General Meeting of the Company.

Notwithstanding the multiple board representations of some directors, the NC is satisfied that sufficient time and attention have been accorded by the directors to the affairs of the Company.

The NC has fulfilled its duty of making the requisite recommendations to the Board on all Board appointments and has also carried out its duty of re-nomination and re-election.

Principle 5 – Board Performance

The Board acknowledges the importance of a formal assessment of the Board performance and the NC has adopted a formal system of evaluating Board performance as a whole which has been carried out for the year.

When it comes to evaluating individual directors' performance, the NC has made available a process that would enable the assessment of the contribution by each individual director to the effectiveness of the Board, taking into account numerous factors including the director's attendance, participation and contribution at main board and board committee meetings.

Principle 6 – Access to Information

Management regularly keeps the Board updated on the operational activities, future prospects, progress and development of the Company. Comprehensive quarterly financial reports are submitted to the Board for approval and release to the public including background or explanatory information.

The Board has separate and independent access to the Group's senior management and the Company Secretary. The responsibilities of the Company Secretary include:

(a) attending all Board meetings;

(b) preparing minutes of these meetings;

(c) ensuring compliance with applicable laws and regulations;

(d) ensuring compliance with internal procedures and guidelines of the Group;

(e) the maintenance and updating of all statutory books and records; and

(f) ensuring good information flows within the Board and its Committees and between senior management and non-executive directors.

The appointment and removal of the Company Secretary is a matter for the Board to decide as a whole.

The directors, in the furtherance of their duties, are allowed to take independent professional advice, if necessary, at the Company's expense.

REMUNERATION MATTERS

Principle 7 – Procedures for Developing Remuneration Policies
Principle 8 – Level and Mix of Remuneration
Principle 9 – Disclosure on Remuneration

The existing RC comprises:

(a) Mr Philip Ng Fook Leong (Chairman);

(b) Mr Kyi Aye; and

(c) Mr Basil Chan

The RC comprises three (3) non-executive directors, two (2) of whom are independent.

The RC has written terms of reference that describes the responsibilities of its members. The role of the RC includes:

(a) developing and maintaining a formal and transparent policy for the determination of directors' remuneration including but not limited to directors' fees, salaries, allowances, bonuses, options and benefits-in-kind;

(b) recommending to the Board a framework of remuneration for directors and specific remuneration packages for each executive director and the chief executive officer, if the chief executive officer is not an executive officer;

(c) reviewing the remuneration of senior management;

(d) considering what compensation commitments the directors' contracts of service, if any, would entail in the event of early termination;

(e) ensuring that the level of remuneration offered is appropriate to the level of contribution, taking into account factors such as effort and time spent, pay and employment conditions within the industry and in comparable companies and responsibilities undertaken;

(f) reviewing whether directors should be eligible for benefits under long-term incentive schemes and to evaluate the costs and benefits of long-term incentive schemes;

(g) making recommendations in consultation with the CEO and submitting its recommendations for endorsement by the entire Board;

(h) retaining such professional consultancy firm as it may deem necessary to enable it to discharge its duties hereunder satisfactorily;

(i) considering the various disclosure requirements for directors' remuneration, particularly those required by regulatory bodies such as the SGX-ST, and ensuring that there is adequate disclosure in the financial statements to ensure and enhance transparency between the Company and relevant interested parties; and

(j) undertaking such other duties as may be agreed to by itself and the Board.

During the year, the RC made recommendations regarding the framework of remuneration for directors and submitted them for endorsement by the entire Board. The RC's recommendations covered all aspects of remuneration, including but not limited to directors' fees, salaries and benefits in kind. The RC also reviewed the remuneration of senior management during the course of the year. No director is involved in deciding his own remuneration.

The Company has a service agreement with Mr. Serge Pun which commenced on 1 April 2010 and lasts for a period of three (3) years, unless otherwise terminated by not less than six (6) months' notice in writing by either party.

Independent and non-executive directors are paid directors' fees based on their contribution and responsibilities on the Board and Board committees. Directors' fees are subject to shareholders' approval at the forthcoming AGM.

The RC recommended to the Board the payment of directors' fees of S$141,667 and up to S$172,500 for the financial year ended 31 March 2010 and the financial year ending 31 March 2011 respectively. The recommendation for the financial year ended 31 March 2010 was approved by the shareholders in the last AGM and the recommendation for the financial year ending 31 March 2011 will be tabled for shareholders' approval at the forthcoming AGM.

The RC has taken into consideration the various disclosure requirements for directors' remuneration, particularly those required by regulatory bodies such as the SGX-ST, and to enable adequate disclosure in the financial statements to ensure and enhance transparency between the Company and relevant interested parties.

The level and mix of each of the directors' remuneration and that of the key executives, in bands of S$250,000, for the financial year ended 31 March 2010 are set out below:

Remuneration band & name of director	**Base/ Fixed Salary**	**Variable Component or Bonuses**	**Directors' Fees**	**Benefits-in-kind, Allowances and Other Incentives**	**Total**
	%	%	%	%	%
Above S$250,000 to S$500,000					
Mr Serge Pun	72	–	–	28	100
Below S$250,000					
Mr Kyi Aye	–	–	100	–	100
Mr Adrian Chan Pengee	–	–	100	–	100
Mr Basil Chan	–	–	100	–	100
Mr Philip Ng Fook Leong	–	–	100	–	100

Remuneration band & name of key executive	Base/ Fixed Salary	Variable Component or Bonuses	Directors' Fees	Benefits-in-kind, Allowances and Other Incentives	Total
	%	%	%	%	%
Below S$250,000					
Mr Steven Nelson	100	–	–	–	100
Mr Eric Pak	100	–	–	100	100
Mr Sone Han	93	–	–	7	100
Ms Joycelyn Siow	100	–	–	–	100
Mr Than Oo	100	–	–	–	100

There were no employees who are immediate family members of a director or CEO, and whose remuneration exceeds S$150,000 during the financial year.

Presently, the Company does not have any share option scheme.

ACCOUNTABILITY AND AUDIT

Principle 10 – Accountability

The Board undertakes the responsibility of overseeing the corporate performance of the Company and is accountable to shareholders for the processes and structure of directing and managing the Company's business and affairs. The management's role is to report to the Board the operational and financial performance of the Group by keeping the Board informed and updated with the provision of comprehensive financial and management reports.

Aside from adopting corporate governance practices in line with the spirit of the Code, the Company also observes obligations of continuing disclosure under the SGX-ST Listing Manual. The Company undertakes to circulate timely, adequate and non-selective disclosure of information. The Board has also issued quarterly financial statements as reviewed by the AC to provide shareholders with comprehensive information and a balanced view on the Group's performance, position and prospects.

Principle 11 – Audit Committee

The existing AC comprises:-

(a) Mr Basil Chan (Chairman);

(b) Mr Adrian Chan Pengee; and

(c) Mr Kyi Aye

The AC was established by the Board and comprises three (3) non-executive directors, the majority of whom, including the Chairman, are independent.

The AC has written terms of reference that describes the responsibilities of its members.

The role of the AC includes:

(a) appraising the effectiveness of the external auditors and reviewing the independence of the external auditors annually and making recommendations to the Board on the appointment and re-appointment of the external auditors and matters relating to resignation or dismissal of the auditors, including but not limited to approving remuneration and terms of engagement of the external auditors;

(b) ensuring that the internal audit function is adequately resourced, independent of the activities it audits and has appropriate standing within the Company;

(c) ensuring that a review of the effectiveness of the Company's material internal controls, including financial, operational and compliance controls, and risk management policies and systems, is conducted annually;

(d) reviewing the audit plans of the external auditors and the internal auditors, including the results of their review and evaluation of the adequacy and effectiveness of the system of internal audit controls;

(e) reviewing the annual consolidated financial statements and the external auditors' report on those financial statements, and discuss any significant adjustments, major risks areas, changes in accounting policies, compliance with Singapore Financial Reporting Standards, concerns and issues arising from their audits including any matters which the auditors may wish to discuss in the absence of management, where necessary, before submission to the Board for approval;

(f) reviewing the periodic consolidated financial statements comprising the profit and loss statements and the balance sheets and such other information required by the SGX-ST Listing Manual, before submission to the Board for approval;

(g) reviewing and discussing with the external auditors and the internal auditors any suspected fraud, irregularity or infringement of any relevant laws, rules and regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the management's response;

(h) meeting with the external auditors and the internal auditors without the presence of the management at least once a year and to review the co-operation given by the management to them;

(i) reviewing arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters;

(j) reviewing, approving and ratifying any interested person transactions falling within the scope of Chapter 9 of the SGX-ST Listing Manual as may be amended from time to time and such other rules and regulations under the listing rules of the SGX-ST that may be applicable in relation to such matters from time to time;

(k) reviewing any potential conflicts of interest;

(l) undertaking such other reviews and projects as may be requested by the Board, and reporting to the Board its findings from time to time on matters arising and requiring the attention of the AC; and

(m) undertaking generally such other functions and duties as may be required by law, the SGX-ST Listing Manual or the Securities and Futures Act, Cap 289 and by such amendments made thereto from time to time.

The Board is of the view that the present members of the AC have sufficient accounting or related financial management expertise and experience to discharge their responsibilities as set out in its terms of reference.

The AC has explicit authority to investigate any matter within its terms of reference, full access to and co-operation of the management and full discretion to invite any director or executive officer to any of its meetings, and it is in possession of reasonable resources to enable it to discharge its functions properly.

During the financial year, the AC met with the management and the external auditors on four (4) occasions. These meetings included, amongst other things, a review of the Group's financial statements, the internal control procedures and independence of the external auditors. The external auditors also met with the AC members without the presence of the management. The AC has reviewed the volume of non-audit services to the Group by the external auditors and is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors.

The AC had recommended the re-appointment of Nexia TS Public Accounting Corporation as external auditors at the forthcoming AGM.

The Company had put in place a whistle-blowing policy. In order to promote an environment conducive to employees, in confidence, to raise or report genuine concerns about possible improprieties in matters of business activities, financial reporting or other matters they may encounter without fear of retaliatory action, employees can forward their concerns directly to the independent directors. The contact details of the independent directors were made known to the employees to raise their concern.

Principle 12 – Internal Controls
Principle 13 – Internal Audit

The Board acknowledges that it is responsible for maintaining a sound system of internal controls to safeguard shareholders' interest and maintain accountability of its assets. The AC reviews the adequacy of the Company's internal financial controls, operational and compliance controls, and risk management policies and systems established by the management. The external auditors review the internal controls of the Group and report these findings to the AC during its meetings. This gives the AC the opportunity to comment on the adequacy of internal controls and to reassure the Board that sufficient checks were in place. The AC is satisfied that the independence of the external auditors is not compromised by any other material relationship with the Company. A framework of internal controls is in place and will be refined constantly, with reviews conducted at least annually.

The Group has implemented a set of standard operating procedures relating to sales and accounts receivables, purchases, human resources and payroll, cash management and capital expenditure and capital disposal.

The Group has set up an Internal Audit Department to assist the AC to ensure that the Company maintains a sound system of internal controls by regular monitoring of key controls and procedures and ensuring their effectiveness, undertaking investigations as directed by the AC, and conducting regular audits of high-risk areas.

The AC reviews and approves, on an annual basis, the internal audit plans and the resources required to adequately perform this function.

COMMUNICATIONS WITH SHAREHOLDERS

Principle 14 – Regular, Effective and Fair Communication with Shareholders
Principle 15 – Greater Shareholder Participation

The Company has in place a communication framework that disseminates timely and complete financial data, price-sensitive information and material developments to shareholders. Quarterly release of financial results and all other information are first announced on the website of the SGX-ST via SGXNET and then posted on the Company's website. The Company also issues press releases after the release of significant developments.

The Company also encourages active shareholder participation at its general meetings. Notices of meetings are published in the major newspapers. Reports or circulars of the general meetings are despatched to all shareholders by post. Shareholders who are unable to attend the general meetings may appoint up to two proxies each to attend and vote on their behalf.

Separate resolutions are passed at every general meeting on each distinct issue.

The Chairmen of the Board, Audit Committee, Nominating Committee, Remuneration Committee and the external auditors will be present at annual general meetings to address any relevant queries by shareholders.

INTERESTED PERSON TRANSACTIONS

The Company has adopted an internal policy governing procedures for the identification, approval and monitoring of interested person transactions. All interested person transactions are subject to review by the AC.

The details of interested person transactions for the financial year ended 31 March 2010 are set out below.

Name of Interested Person	Aggregate value of all interested person transactions during FY2010 (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions during FY2010 which are conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)*
	S$'000	S$'000
Associates of Mr Serge Pun:–		
(a) Purchases	–	80
(b) Sales	–	18
(c) Treasury transactions	5,312[(1)]	8
(d) Land development rights transactions	–	1,579
(e) Prepayments for supply of crops	–	654

* Shareholders' mandate was renewed and approved at the Annual General Meeting held on 24 July 2009. Accordingly, the aggregate value of all interested person transactions is presented for the twelve-month period from 1 April 2009 to 31 March 2010.

(1) On 29 August 2009, Wayville signed an agreement with Mr Serge Pun, for the provision of security by Wayville for a loan facility given by an unrelated third party to Mr Serge Pun. The value of the security provided by Wayville is S$5.25 million and loan fee payable as at 31 March 2010 is S$0.04 million.

SECURITIES TRANSACTIONS

The Company has adopted an internal code on dealings in securities by its officers who have access to "price sensitive" information. Directors and employees of the Company are required to observe this code and adhere to the following rules at all times:-

(a) to observe insider trading laws and avoid potential conflict of interests at all times when dealing in securities;

(b) not to deal in the Company's shares while in possession of unpublished material price sensitive information;

(c) not to deal in the Company's shares for short-term considerations; and

(d) not to deal in the Company's shares during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year, and one (1) month before the announcement of the Company's full year financial statements, and ending on the date of announcement of the relevant results.

DIRECTORS' REPORT

The directors present their report to the members together with the audited financial statements of the Group for the financial year ended 31 March 2010 and the balance sheet of the Company as at 31 March 2010.

Directors

The directors of the Company in office at the date of this report are as follows:

Mr Serge Pun
Mr Adrian Chan Pengee
Mr Basil Chan
Mr Kyi Aye
Mr Philip Ng Fook Leong
Mr Cyrus Pun Chi Yam (alternate to Mr Serge Pun) (appointed on 11 June 2010)

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' interests in shares or debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of director or nominee		Holdings in which director is deemed to have an interest	
	At 31.3.2010	At 31.3.2009	At 31.3.2010	At 31.3.2009
Company				
Number of ordinary shares				
Mr Serge Pun	247,687,409	242,464,215	16,248,108	14,024,198

By virtue of Section 7 of the Singapore Companies Act, Mr Serge Pun is deemed to have interest in all the ordinary shares of the Company's subsidiaries.

The directors' interest in the ordinary shares of the Company as at 21 April 2010 were the same as those as at 31 March 2010.

Directors' contractual benefits

Since the end of the previous financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest, except as disclosed in the accompanying financial statements and in this report.

Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

There were no unissued shares of the Company under option at the end of the financial year.

Audit Committee

The members of the Audit Committee at the end of the financial year were as follows:

Mr Basil Chan (Chairman)
Mr Adrian Chan Pengee
Mr Kyi Aye

All members of the Audit Committee were non-executive directors, the majority of whom, including the Chairman, are independent.

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act. In performing those functions, the Committee reviewed:

- the scope and the results of internal audit procedures with the internal auditor;
- the audit plan of the Company's independent auditor and its report on the weaknesses of internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor; and
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2010 before their submission to the Board of Directors, as well as the independent auditor's report on the balance sheet of the Company and the consolidated financial statements of the Group.

The Audit Committee has recommended to the Board that the independent auditor, Nexia TS Public Accounting Corporation, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

Independent Auditor

The independent auditor, Nexia TS Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the directors

SERGE PUN	BASIL CHAN
Director	Director

30 June 2010

STATEMENT BY DIRECTORS

In the opinion of the directors,

(a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 31 to 82 are drawn up so as to give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2010 and of the results of the business, changes in equity and cash flows of the Group for the financial year then ended; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

On behalf of the directors

SERGE PUN
Director

BASIL CHAN
Director

30 June 2010

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF YOMA STRATEGIC HOLDINGS LTD.

We have audited the accompanying financial statements of Yoma Strategic Holdings Ltd (the "Company") and its subsidiaries (the "Group") set out on pages 31 to 82, which comprise the balance sheets of the Company and of the Group as at 31 March 2010, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement of the Group for the financial year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the provisions of the Singapore Companies Act (Cap. 50) (the "Act") and Singapore Financial Reporting Standards. This responsibility includes:

(a) devising and maintaining a system of internal accounting control sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets;

(b) selecting and applying appropriate accounting policies; and

(c) making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF YOMA STRATEGIC HOLDINGS LTD.

Opinion

In our opinion,

(a) the balance sheet of the Company and the consolidated financial statements of the Group are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2010, and the results, changes in equity and cash flows of the Group for the financial year ended on that date; and

(b) the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditor, have been properly kept in accordance with the provisions of the Act.

Nexia TS Public Accounting Corporation
Public Accountants and Certified Public Accountants
Director-in-charge: Kristin YS Kim
Appointed since financial year ended 31 March 2009

Singapore

30 June 2010

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2010

	Note	2010 S$'000	2009 S$'000
Revenue	4	**17,178**	15,356
Cost of sales		**(11,913)**	(12,148)
Gross profit		**5,265**	3,208
Other income/(loss) – net	5	**760**	248
Expenses			
– Distribution and marketing		**(33)**	(32)
– Administrative and other operating expenses		**(4,063)**	(5,348)
– Finance	6	**(533)**	(44)
Share of profit of an associated company	17	**738**	4,135
Profit before income tax		**2,134**	2,167
Income tax expense	9	**(578)**	(216)
Net profit		**1,556**	1,951
Other comprehensive income:			
Currency translation differences arising from consolidation		**(934)**	1,683
Reclassification of currency translation reserves on disposal of a subsidiary		**–**	186
Other comprehensive income, net of tax		**(934)**	1,869
Total comprehensive income		**622**	3,820
Net profit attributable to:			
Equity holders of the company		**526**	1,533
Minority interests		**1,030**	418
		1,556	1,951
Total comprehensive income attributable to:			
Equity holders of the company		**(104)**	3,353
Minority interest		**726**	467
		622	3,820
Earnings per share attributable to equity holders of the Company (S$ per share)	10		
– Basic		**0.10**	0.34

The accompanying notes form an integral part of these financial statements.

BALANCE SHEETS

For the financial year ended 31 March 2010

	Note	Group 2010 S$'000	Group 2009 S$'000	Company 2010 S$'000	Company 2009 S$'000
ASSETS					
Current assets					
Cash and cash equivalents	11	**2,804**	2,718	**277**	1,148
Trade and other receivables	12	**1,692**	3,225	**22,752**	17,420
Inventories	14	**1,099**	1,591	**–**	–
Property under development	15	**2,145**	2,300	**–**	–
Other current assets	16	**641**	548	**101**	115
		8,381	10,382	**23,130**	18,683
Non-current assets					
Investment in an associated company	17	**29,867**	24,986	**–**	–
Investments in subsidiaries	18	**–**	–	**103,568**	103,568
Prepayments	19	**7,216**	8,121	**–**	–
Property, plant and equipment	20	**5,495**	4,291	**50**	74
Intangible assets	21	**13,798**	14,324	**–**	–
Land development rights	22	**79,221**	80,504	**–**	–
		135,597	132,226	**103,618**	103,642
Total assets		**143,978**	142,608	**126,748**	122,325
LIABILITIES					
Current liabilities					
Trade and other payables	23	**2,958**	4,949	**6,658**	5,169
Current income tax liabilities	9	**3,452**	3,112	**–**	–
Borrowings	24	**2,527**	3,439	**–**	–
		8,937	11,500	**6,658**	5,169
Non-current liability					
Borrowings	24	**5,082**	1,771	**–**	–
Total liabilities		**14,019**	13,271	**6,658**	5,169
NET ASSETS		**129,959**	129,337	**120,090**	117,156
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	26	**120,810**	116,610	**120,810**	116,610
Other reserves	27	**139**	769	**–**	–
Retained profits/(accumulated losses)	28	**6,008**	5,482	**(720)**	546
		126,957	122,861	**120,090**	117,156
Minority interests		**3,002**	6,476	**–**	–
Total equity		**129,959**	129,337	**120,090**	117,156

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 March 2010

	Note	← Attributable to equity holders of the Company				→	
		Share capital	Other Reserve	Retained earnings	Total	Minority interests	Total equity
		S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
2010							
Beginning of financial year		**116,610**	**769**	**5,482**	**122,861**	**6,476**	**129,337**
Total comprehensive income for the year		–	(630)	526	(104)	726	622
Issue of shares	26	4,200	–	–	4,200	–	4,200
Acquisition of interest from minority		–	–	–	–	(4,200)	(4,200)
End of financial year		**120,810**	**139**	**6,008**	**126,957**	**3,002**	**129,959**
2009							
Beginning of financial year		**110,229**	**900**	**6,167**	**117,296**	**6,112**	**123,408**
Total comprehensive income for the year		–	1,820	1,533	3,353	467	3,820
Disposal of a subsidiary		–	–	(12)	–	(103)	(115)
Transfer from share option reserves	27(b)(i)	1,951	(1,951)	–	–	–	–
Issue of shares	26	4,430	–	–	4,430	–	4,430
Dividend paid	29	–	–	(2,206)	(2,206)	–	(2,206)
End of financial year		**116,610**	**769**	**5,482**	**122,861**	**6,476**	**129,337**

The accompanying notes form an integral part of these financial statements

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 March 2010

	Note	2010 S$'000	2009 S$'000
Cash flows from operating activities			
Net profit		**1,556**	1,951
Adjustments for			
– Income tax expense		**578**	216
– Depreciation of property, plant and equipment		**752**	632
– Amortisation		**526**	680
– Gain on disposals of property, plant and equipment		**(105)**	(26)
– Loss on disposal of a subsidiary		**–**	157
– Interest income		**–**	(1)
– Finance expenses		**533**	44
– Share of profit from an associated company		**(738)**	(4,135)
– Unrealised translation gains		**(685)**	(64)
		2,417	(546)
Change in working capital, net of effects from acquisition and disposal of subsidiaries			
– Inventories		**774**	(572)
– Property under development		**154**	(884)
– Trade and other receivables		**2,076**	(1,910)
– Land development rights		**1,283**	261
– Trade and other payables		**(2,484)**	2,288
Cash (used in)/generated from operations		**4,220**	(1,363)
Interest income		**–**	1
Finance expenses		**(41)**	(44)
Income tax paid		**(66)**	(105)
Net cash provided by/(used in) operating activities		**4,113**	(1,511)
Cash flows from investing activities			
Proceeds from disposal of a subsidiary, net of cash disposed of	11	**–**	477
Purchases and construction of property, plant and equipment		**(2,116)**	(261)
Proceeds from disposal of property, plant and equipment		**237**	48
Loans to an associated company		**(4,702)**	–
Net cash (used in)/provided by investing activities		**(6,581)**	264
Cash flows from financing activities			
Proceeds from borrowings		**4,532**	–
Repayment of borrowings		**(1,908)**	(669)
Dividends paid		**–**	(2,207)
Net cash provided by/(used in) financing activities		**2,624**	(2,876)
Net increase/(decrease) in cash and cash equivalents		**156**	(4,123)
Cash and cash equivalents at beginning of financial year	11	**2,718**	6,308
Effects of currency translation on cash and cash equivalents		**(70)**	533
Cash and cash equivalents at end of financial year	11	**2,804**	2,718

The accompanying notes form an integral part of these financial statements

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Yoma Strategic Holdings Limited on 30 June 2010.

1. General information

Yoma Strategic Holdings Ltd (the "Company") is listed on the Singapore Exchange and incorporated and domiciled in Singapore. The address of its registered office is 80 Anson Road, #25-05 Fuji Xerox Towers, Singapore 079907.

The principal activity of the Company is that of an investment holding company. The principal activities of its subsidiaries are disclosed as per Note 18 to the financial statements.

2. Significant accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS"). The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with FRS requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. Areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

Interpretations and amendments to published standards effective in 2009

On 1 April 2009, the Group adopted the new or amended FRS and Interpretations to FRS ("INT FRS") that are mandatory for application from that date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The following are the new or amended FRS and INT FRS that are relevant to the Group:

FRS 1 (revised) *Presentation of financial statements* (effective from 1 January 2009). The revised standard prohibits the presentation of items of income and expenses (that is, 'non-owner changes in equity') in the statement of changes in equity. All non-owner changes in equity are shown in the performance statement, but entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income). The Group has chosen to adopt the former alternative. Where comparative information is restated or reclassified, a restated balance sheet is required to be presented as at the beginning comparative period. There is no restatement of the balance sheet as at 1 January 2008 in the current financial year.

FRS 108 Operating segments (effective from 1 January 2009), replaces FRS 14 Segment reporting, and requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. This has resulted in an increase in the number of reportable segments presented. Segment revenue, segment profits and segment assets are also measured on a basis that is consistent with internal reporting.

2. Significant accounting policies (continued)

2.1 Basis of preparation (continued)

Amendment to FRS 107 *Improving disclosures about financial statements* (effective from 1 January 2009). The amendment requires enhanced disclosures about fair value measurement and liquidity risk. In particular, the amendment requires disclosure of fair value measurements by level of a fair value measurement hierarchy. The adoption of the amendment results in additional disclosures but does not have an impact on the accounting policies and measurement bases adopted by the Group.

The adoption of the above INT FRS did not result in any substantial changes to the Group's accounting policies nor any significant impact on these financial statements.

2.2 Revenue recognition

Sales comprise the fair value of the consideration received or receivable for the sale of goods and rendering of services in the ordinary course of the Group's activities. Sales are presented, net of value-added tax, rebates and discounts, and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue and related cost can be reliably measured, when it is probable that the collectability of the related receivables is reasonably assured and when the specific criteria for each of the Group's activities are met as follows:

(a) Sale of goods and provision for professional services

Revenue from the sale of goods (including land development rights) and provision for professional services is recognised upon delivery of the goods or services to and/or transfers of possession or title to the customer.

(b) Rendering of service

Revenue from services is recognised in the period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be performed. Please refer to the paragraph "Construction Contracts" for the accounting policy for revenue from construction contracts (Note 2.8).

(c) Interest income

Interest income, including income arising from finance leases and other financial instruments, is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cashflow discounted at the original effective interest rate of the instrument, and continues amortising the discount as interest income on the recoverable amount.

(d) Dividend income

Dividend income is recognised when the right to receive payment is established.

2. Significant accounting policies (continued)

2.3 Group accounting

(a) Subsidiaries

Subsidiaries are entities over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the dates of exchanges, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values on the date of acquisition, irrespective of the extent of any minority interest. Please refer to Note 2.7 for the accounting policy on goodwill on acquisition of subsidiaries.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on which control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated but considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Minority interests are that part of the net results of operations and of net assets of a subsidiary attributable to interests which are not owned directly or indirectly by the Group. They are measured at the minorities' share of the fair value of the subsidiaries' identifiable assets and liabilities at the date of acquisition by the Group and the minorities' share of changes in equity since the date of acquisition, except when the minorities' share of losses in a subsidiary exceed the minority interests in the equity of that subsidiary. In such cases, the excess and further losses applicable to the minority interests are attributed to the equity holders of the Company, unless the minority interests have a binding obligation to, and are able to, make good the losses. When that subsidiary subsequently reports profits, the profits applicable to the minority interests are attributed to the equity holders of the Company until the minority interests' share of losses previously absorbed by the equity holders of the Company are fully recovered.

Please refer to Note 2.6 for the Company's accounting policy on investments in subsidiaries.

(b) Transactions with minority interests

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interests result in gains and losses for the Group that are recognised in profit or loss. Purchases from minority interests result in goodwill, being the difference between any consideration paid and the Group's incremental share of the carrying value of identifiable net assets of the subsidiary.

2. Significant accounting policies (continued)

2.3 Group accounting (continued)

(c) Associated companies

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to between and including 20% and 50% of the voting rights. Investments in associated companies are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses.

Investments in associated companies are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

In applying the equity method of accounting, the Group's share of its associated companies' post-acquisition profits or losses are recognised in the profit or loss and its share of post-acquisition movements in reserves is recognised in equity directly. These post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured non-current receivables, the Group does not recognise further losses, unless it has obligations or has made payments on behalf of the associated company.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associated companies have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

Dilution gains and losses arising from investments in associated companies are recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries and associated companies" for the accounting policy on investments in associated companies in the separate financial statements of the Company.

2.4 Property, plant and equipment

(a) Measurement

(i) Land and buildings

Land and buildings are initially recognised at cost. Buildings and leasehold land are subsequently carried at the revalued amounts less accumulated depreciation and accumulated impairment losses.

Land and buildings are revalued by independent professional valuers on a triennial basis and whenever their carrying amounts are likely to differ materially from their revalued amounts. When an asset is revalued, any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset. The net amount is then restated to the revalued amount of the asset.

2. Significant accounting policies (continued)

2.4 Property, plant and equipment (continued)

(a) Measurement (continued)

(i) Land and buildings (continued)

Increases in carrying amounts arising from revaluation including currency translation differences are recognised in an asset revaluation reserve, unless they offset previous decreases in the carrying amounts of the same asset, in which case, they are recognised in profit or loss. Decreases in carrying amounts that offset previous increases of the same asset are recognised against the asset revaluation reserve. All other decreases in carrying amounts are recognised as loss in the statement of comprehensive income.

(ii) Properties under development

Properties under development are properties being constructed or developed for future sale or rental. They are carried at cost less accumulated impairment losses until construction of development is completed, at which time they are transferred and accounted for as investment properties.

(iii) Other property, plant and equipment

All other items of property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated losses.

(iv) Components of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(b) Depreciation

Freehold land and property under development are not depreciated. Depreciation on other items of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Office building	20 years
Machinery and equipment	10 years
Leasehold improvements	10 years
Furniture and office equipment	3 – 5 years
Motor vehicles	5 years
Computers	3 – 4 years
Tools and equipment	3 years
Workshop	10 years

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in the profit or loss when the changes arise.

2. Significant accounting policies (continued)

2.4 Property, plant and equipment (continued)

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance expense is recognised in the profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in the profit or loss. Any amount in revaluation reserve relating to that asset is transferred to retained earnings directly.

2.5 Land development rights

Land development rights are stated at amount as valued by Jones Lang LaSalle on 22 March 2005. The inventory of land development rights unsold at the end of each financial year is carried forward in the balance sheet at the lower of cost (which is the amount per square ft. Valued by Jones Lang LaSalle on 22 March 2005) and net realisable value. Land development rights on plots sold are transferred at their carrying value to profit or loss.

2.6 Investments in subsidiaries and associated companies

Investments in subsidiaries and associated companies are stated at cost less accumulated impairment losses in the Company's balance sheet. On the disposal of investments in subsidiaries and associated companies, the difference between net disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2.7 Intangible assets

(a) Goodwill on acquisitions

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable net assets and contingent liabilities of the acquired subsidiaries and associated companies at the date of acquisition.

Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Goodwill on associated companies is included in the carrying amount of the investments.

Gain and losses on the disposal of subsidiaries and associated companies include the carrying amount of goodwill relating to the entity sold. Such goodwill was adjusted against retained earnings in the year of acquisition and not recognised in profit or loss on disposal.

2. Significant accounting policies (continued)

2.7 Intangible assets (continued)

(b) Operating rights

Operating rights are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of operating rights over their estimated useful lives of 30 years.

2.8 Construction contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs are recognised as revenue and expenses respectively by reference to the stage of completion of the contract activity at the balance sheet date ("percentage-of-completion method"). When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that are likely to be recoverable. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Contract revenue comprises the initial amount of revenue agreed in the contract and variations in the contract work and claims that can be measured reliably. A variation or a claim is recognised as contract revenue when it is probable that the customer will approve the variation or negotiations have reached an advanced stage such that it is probable that the customer will accept the claim.

The stage of completion is measured by reference to the contract costs incurred to date to the estimated total costs for the contract. Costs incurred during the financial year in connection with future activity on a contract are excluded from costs incurred to date when determining the stage of completion of a contract. Such costs are shown as construction contract work-in-progress on the balance sheet unless it is not probable that such contract costs are recoverable from the customers, in which case, such costs are recognised as an expense immediately.

At the balance sheet date, the aggregated costs incurred plus recognised profit (less recognised loss) on each contract is compared against the progress billings. Where costs incurred plus the recognised profits (less recognised losses) exceed progress billings, the balance is presented as due from customers on construction contracts within "trade and other receivables". Where progress billings exceed costs incurred plus recognised profits (less recognised losses), the balance is presented as due to customers on construction contracts within "trade and other payables".

Progress billings not yet paid by customers and retentions by customers are included within "trade and other receivables". Advances received are included within "trade and other payables".

2. Significant accounting policies (continued)

2.9 Impairment of non-financial assets

(a) Goodwill

Goodwill is tested for impairment annually and whenever there is indication that the goodwill may be impaired. Goodwill included in the carrying amount of an investment in associated company is tested for impairment as part of the investment, rather than separately.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating-units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

(b) Intangible assets
Property, plant and equipment
Investments in subsidiaries and associated companies

Intangible assets, property, plant and equipment and investments in subsidiaries and associated companies are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease. Please refer to the paragraph "Property, plant and equipment" for the treatment of revaluation decrease.

2. Significant accounting policies (continued)

2.9 Impairment of non-financial assets (continued)

(b) *Intangible assets*
Property, plant and equipment
Investments in subsidiaries and associated companies (continued)

An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense, a reversal of that impairment is also credited to profit or loss.

2.10 Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the balance sheet date which are presented as non-current assets. Loans and receivables are presented as "trade and other receivables" and "cash and cash equivalents" on the balance sheet.

Loans and receivables are initially recognised at fair value plus transaction costs and subsequently carried at amortised cost using the effective interest method.

The Group assessed at each balance sheet date whether there is objective evidence that loans and receivables are impaired and recognises an allowance for impairment when such evidence exists.

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy, and default or significant delay in payments are objective evidence that loans and receivables are impaired.

The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in the profit or loss.

The allowance for impairment loss account is reduced through profit or loss in a subsequent period when the amount of impairment loss decreases and the related decrease can be objectively measured. The carrying amount of the asset previously impaired is increased to the extent that the new carrying amount does not exceed the amortised cost, had no impairment been recognised in prior periods.

2. Significant accounting policies (continued)

2.11 Financial guarantees

The Company has issued corporate guarantees to third party for borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings.

Financial guarantees are initially recognised at their fair values plus transaction costs in the Company's balance sheet.

Financial guarantees are subsequently amortised to profit or loss over the period of the subsidiaries' borrowings, unless it is probable that the Company will reimburse the bank for an amount higher than the unamortised amount. In this case, the financial guarantees shall be carried at the expected amount payable to the bank in the Company's balance sheet.

Intragroup transactions are eliminated on consolidation.

2.12 Leases

When the Group is the lessee:

The Group leases motor vehicles and certain plant and machinery under finance leases and land, factories and warehouses under operating leases from non-related parties.

(a) Finance leases

Leases where the Group assumes substantially all risks and rewards incidental to ownership of the leased assets are classified as finance leases.

The leased assets and the corresponding lease liabilities (net of finance charges) under finance leases are recognised on the balance sheet as plant and equipment and borrowings respectively, at the inception of the leases based on the lower of the fair value of the leased assets and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance expense and the reduction of the outstanding lease liability. The finance expense is recognised in profit or loss on a basis that reflects a constant periodic rate of interest on the finance lease liability.

(b) Operating leases

Leases where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessors) are recognised in profit or loss on a straight-line basis over the period of the lease.

Contingent rents are recognised as an expense in profit or loss when incurred.

2. Significant accounting policies (continued)

2.13 Trade and other payables

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

2.14 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity) but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses. Allowance for obsolete, slow-moving or defective inventories is made when necessary.

2.15 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries and associated companies, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

2. Significant accounting policies (continued)

2.16 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

2.17 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollar.

(b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) Assets and liabilities are translated at the closing exchange rates at the date of the balance sheet;

(ii) Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

(iii) All resulting currency translation differences are recognised in the currency translation reserve.

2. **Significant accounting policies** (continued)

2.17 Currency translation (continued)

(c) Translation of Group entities' financial statements (continued)

The exchange rates used for translation are as follows:–

For financial years ended	Rates	Kyats to USD	USD to SGD
31 March 2010	Year end rate Average rate	996 1,059	1.3994 1.4275
31 March 2009	Year end rate Average rate	1,033 1,164	1.5230 1.4400

The exchange rates used to translate the accounts reported in Kyats into USD are the prevailing open market rates observed by all business organisations in Myanmar.

(d) Consolidation adjustments

On consolidation, currency translation differences arising from the net investment in foreign operations, borrowing in foreign currencies, and other currency instruments designated as hedges of such investments, are taken to the currency translation reserve. When a foreign operation is sold, such currency translation differences recorded in the currency translation reserve are recognised in profit or loss as part of the gain or loss on sale.

2.18 Employee compensation

Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

2.19 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the executive committee whose members are responsible for allocating resources and assessing performance of the operating segments.

2.20 Cash and cash equivalents

For the purpose of presentation in the consolidated cash flow statement, cash and cash equivalents include cash on hand, deposits with financial institutions and bank overdrafts. Bank overdrafts are presented as current borrowings on the balance sheet.

2. Significant accounting policies (continued)

2.21 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

2.22 Dividends to Company's shareholders

Dividends to Company's shareholders are recognised when the dividends are approved for payments.

2.23 Call option to buy a fixed number of the Company's shares

A contract that will be settled by the entity (receiving or) delivering a fixed number of its own equity instruments in exchange for a fixed amount of cash or another financial asset is an equity instrument.

Call option that gives the counterparty a right to buy a fixed number of the entity's shares for a fixed price or for a fixed stated principal amount of a bond is an equity instrument. Any consideration received (such as the premium received for a written option or warrant on the entity's own shares) is added directly to equity. Any consideration paid (such as the premium paid for a purchased option) is deducted directly from equity. Changes in the fair value of an equity instrument are not recognised in the financial statements.

2.24 Fair value estimation

The carrying amount of current financial assets and liabilities, carried at amortised cost, are assumed to approximate their fair values.

2.25 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are deducted against the carrying amount of the assets.

3. Critical accounting estimates, assumptions and judgements

Estimates, assumptions and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Estimated impairment of non-financial assets

Goodwill is tested for impairment annually and whenever there is indication that the goodwill may be impaired. Intangible assets, property, plant and equipment and investments in subsidiaries and associated companies are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

Besides goodwill, intangible assets amounting to S$13,818,000 were subjected to an impairment test in the financial year ended 31 March 2010. The recoverable amounts of these assets and where applicable, cash-generating units, have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 21(a)).

(b) Uncertain tax positions

The Group is subject to income taxes in Singapore and Myanmar jurisdictions. In determining the income tax liabilities, management is required to estimate the amount of capital allowances and the deductibility of certain expenses ("uncertain tax positions") at each tax jurisdiction.

There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made.

(c) Construction contract

The Group uses the percentage-of-completion method to account for its contract revenue. The stage of completion is measured by reference to the contract costs incurred to date compared to the estimated total costs (including costs to complete) of the projects.

Significant assumptions are required to estimate the total contract costs and the recoverable variation works that will affect the stage of completion and the contract revenue respectively. In making these estimates, management has relied on past experience and the work of specialists.

3. Critical accounting estimates, assumptions and judgements (continued)

(d) Impairment of investment in subsidiaries and associated company

The Company follows the guidance of FRS 36 in determining the recoverability of its investment in subsidiaries and associated company. This requires assessment as to whether the carrying amount of its investment in subsidiaries and associated company can be supported by the net present value of future cash flows derived from such investments using cash flow projections which have been discounted at an appropriate rate. This determination requires significant judgement. The Company determines forecasts of future cash flows based on its estimates of future revenues and operating expenses using historical and industry trends, general market conditions, forecasts and other available information.

(e) Land development rights

The Group tests periodically (minimum once a year at year end) the fair value of unsold land development rights in accordance with FRS 2, Inventories (revised 2004) to ensure that the value carried in the balance sheet is lower of cost (as revalued by Jones Lang Lasalle in March 2005) and net realisable value. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution of the item sold.

4. Revenue

	Group	
	2010	2009
	S$'000	S$'000
Construction related services	**13,969**	14,681
Land and buildings	**3,195**	617
Agricultural	**14**	58
	17,178	15,356

5. Other income

	Group	
	2010	2009
	S$'000	S$'000
Interest income	**–**	2
Other payable written back	**195**	–
Gain on disposal of property, plant and equipment	**105**	26
Government grant – job credit scheme	**17**	4
Exchange gain/(loss)–net	**7**	(136)
Sundry income	**436**	509
Loss on disposal of subsidiary (Note 11)	**–**	(157)
	760	248

The job credit scheme is a cash grant introduced in the Singapore Budget 2009 to help businesses preserve jobs in the economic downturn. The Jobs Credit will be paid to eligible employers in 2009 in four payments and the amount an employer can receive would depend on the fulfilment of the conditions as stated in the scheme.

6. Finance expenses

	Group	
	2010	2009
Interest expenses	**S$'000**	S$'000
– Finance lease liabilities	**51**	44
– Loan from third party	**482**	–
	533	44

7. Expenses by nature

	Group	
	2010	2009
	S$'000	S$'000
Amortisation of operating rights and V-Pile Technology [Note 22(b) and (c)]	**526**	680
Depreciation of property, plant and equipment (Note 21)	**752**	632
Total amortisation and depreciation	**1,278**	1,312
Allowance for impairment of trade receivables [Note 32 (b)(ii)]	**71**	343
Direct material costs	**5,837**	5,511
Other direct costs	**3,032**	4,237
Rental expense on operating leases	**333**	375
Employee compensation (Note 9)	**3,953**	5,272
Donation	**–**	114
Insurance	**90**	114
Professional fees	**383**	497
Travelling expenses	**108**	119
Other expenses	**150**	206
Changes in inventories and construction work-in-progress	**774**	(572)
	16,009	17,528

8. Employee compensation

	Group	
	2010	2009
	S$'000	S$'000
Wages and salaries	**3,656**	4,889
Employer's contribution to defined contribution plans including Central Provident Fund ("CPF")	**60**	51
Other staff benefits	**237**	332
	3,953	5,272

9. Income taxes

(a) Income tax expense

	Group 2010 S$'000	Group 2009 S$'000
Tax expense attributable to profit is made up of:		
– Profit from current financial year:		
– Current income tax – Foreign	**945**	607
– Over provision of current income tax in prior financial years – Foreign	**(367)**	(391)
	578	216

The income tax expense on profit before tax differs from the amount that would arise using the Singapore standard rate of income tax due to the following:

	2010 S$'000	2009 S$'000
Profit before income tax	**2,134**	2,167
Tax calculated at a tax rate of 17%	**363**	368
Effects of		
– Different tax rates in other countries	**326**	260
– Expenses not deductible for tax purposes	**108**	2,209
– Income not subject to tax	**(131)**	(2,677)
– Deferred tax assets not recognised	**258**	441
– Other	**21**	6
Tax charge	**945**	607

(b) Movement in current income tax liabilities

	Group 2010 S$'000	Group 2009 S$'000	Company 2010 S$'000	Company 2009 S$'000
Beginning of financial year	**3,112**	2,683	**–**	–
Currency translation differences	**(172)**	544	**–**	–
Income tax paid	**(66)**	(105)	**–**	–
Tax expense	**945**	607	**–**	–
Over provision in prior financial years	**(367)**	(391)	**–**	–
Disposal of subsidiary (Note 11)	**–**	(226)	**–**	
End of financial year	**3,452**	3,112	**–**	–

10. Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year. The following reflects the income statement and share data used in the basic earnings per share computations for the financial years ended 31 March:

	Group and Company	
	2010	2009
Net profit attributable to equity holders of the Company (S$'000)	**526**	1,533
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	**516,382**	445,039
Basic earnings per share (S$ per share)	**0.10**	0.34

There is no dilutive potential ordinary shares during the financial years.

11. Cash and cash equivalents

	Group		Company	
	2010	2009	**2010**	2009
	S$'000	S$'000	**S$'000**	S$'000
Cash at bank and on hand	**2,804**	2,718	**277**	1,148

For the financial year ended 31 March 2009, the Group's wholly-owned subsidiary, Yoma Construction Industries Pte Ltd, disposed of its entire 55% interest in Chinthe Concrete Co. Ltd for a cash consideration of S$482,000.

11. Cash and cash equivalents (continued)

The aggregate effects of the disposal of subsidiary on the cashflows of the Group are as follows:

	Disposal carrying amount on disposal S$'000
Identifiable assets and liabilities	
Cash and cash equivalents	5
Trade and other receivables	261
Inventories	28
Property, plant and equipment	572
Other current assets	74
Total assets	940
Trade and other payables	428
Amount due to related parties	57
Current income tax liabilities [Note 9(b)]	226
Total liabilities	711
Identifiable net assets	229
Less: Minority interests	(103)
Identifiable net assets disposed	126
Goodwill [Note 21(a)]	339
Post acquisition reserves	(12)
Currency translation differences	186
	639
Loss on disposal (Note 5)	(157)
Cash proceeds from disposal	482
Less: Cash and cash equivalents in subsidiary disposed	(5)
Net cash inflow on disposal	477

12. Trade and other receivables

	Group		Company	
	2010	2009	**2010**	2009
	S$'000	S$'000	**S$'000**	S$'000
Trade receivable				
– non-related parties	**1,524**	2,324	**–**	–
			–	–
Less: Allowance for impairment				
of receivables	**(275)**	(374)	**–**	–
Trade receivables – net	**1,249**	1,950	**–**	–
Construction contracts				
– Due from customers (Note 13)	**147**	397	**–**	–
Non-trade amounts due from:				
– Entities related by common shareholders	**3**	24	**–**	4
– Associated company	**208**	264	**–**	10
– Subsidiaries	**–**	–	**22,745**	17,396
	211	288	**22,745**	17,410
Other receivables	**85**	590	**7**	10
	1,692	3,225	**22,752**	17,420

The non-trade amounts due from entities related by common shareholders, associated company and subsidiaries are unsecured, interest-free and are repayable on demand.

13. Construction contract

	Group	
	2010	2009
	S$'000	S$'000
Construction costs incurred and profits recognised (less loss recognised) to date on uncompleted construction contracts	**6,520**	8,392
Less: Progress billings	**(6,616)**	(8,327)
	(96)	65
Presented as:		
Due from customers on construction contracts (Note 12)	**147**	397
Due to customers on construction contracts (Note 23)	**(243)**	(332)
	(96)	65

14. Inventories

	Group	
	2010	2009
	S$'000	S$'000
Raw materials	**201**	212
Work-in-progress	**293**	629
Finished goods	**605**	750
	1,099	1,591

The cost of inventories recognised as an expense and included in "cost of sales" amounts to S$5,837,000 (2009: S$5,511,000).

15. Property under development

	Group	
	2010	2009
	S$'000	S$'000
Beginning of financial year	**2,300**	1,416
Currency translation differences	**(109)**	–
Additions	**375**	884
Disposals	**(421)**	–
End of financial year	**2,145**	2,300

16. Other current assets

	Group		Company	
	2010	2009	**2010**	2009
	S$'000	S$'000	**S$'000**	S$'000
Deposits	**149**	164	**55**	69
Prepayments	**492**	344	**46**	46
Others	**–**	40	**–**	–
	641	548	**101**	115

17. Investment in an associated company

	Group	
	2010	2009
	S$'000	S$'000
Beginning of financial year	**10,732**	6,766
Share of profit	**738**	4,135
Share of other reserves	**690**	(169)
End of financial year	**12,160**	10,732
Add: Loan to associated company (Note b)	**17,707**	14,254
	29,867	24,986

(a) Details of the associated company are as follows:–

Name of company	Principal activities	Country of incorporation	Equity holding at 31.3.2010	Equity holding at 31.3.2009
Held by Wyndale International Ltd				
Winner Sight Investments Limited ("WSI")	Investment holding	Hong Kong	27%	27%

The associated company has a financial year end of 31 December and its auditors are PricewaterhouseCoopers, Hong Kong (2009: PricewaterhouseCoopers, Hong Kong). The summarised unaudited financial position of associated company as at 31 March 2010 are unaudited financial results of the associated company for the period from 1 April 2009 to 31 March 2010 are as follows:

	2010	2009
	S$'000	S$'000
– Assets	**254,401**	220,599
– Liabilities	**211,538**	175,738
– Revenue	**2,800**	843
– Net profit	**1,758**	16,293

(b) The loan to associated company is unsecured, interest-free and is repayable upon demand. However, it is the intention of both parties that this loan will not be repayable within the foreseeable future. In addition, there is no certainty on the definite date of repayment as Wyndale International Ltd intends to provide this loan as financing for WSI's operations for the long term. Accordingly, it is not possible for the management to calculate the fair value of this loan at 31 March 2010.

	Group	
	2010	2009
	S$'000	S$'000
Beginning of financial year	**14,254**	13,527
Addition during the year	**4,745**	–
Currency translation difference	**(1,292)**	727
End of financial year	**17,707**	14,254

18. Investments in subsidiaries

	Company 2010 S$'000	Company 2009 S$'000
Equity investment at cost		
Beginning of financial year	**103,568**	103,239
Acquisition	**–**	329
End of financial year	**103,568**	103,568

	Name of subsidiaries	Principal activities	Country of incorporation	Effective equity holdings at 31.3.2010	Effective equity holdings at 31.3.2009
	Held by the Company				
(1)	Yoma Strategic Investment Ltd	Investment holding	Singapore	100%	100%
	Subsidiaries of Yoma Strategic Investments Ltd				
(1)	Lion Century Properties Ltd	Property development rights holding	British Virgin Islands	100%	100%
(1)	Yoma Construction Industries	Investment holding	Singapore	100%	100%
(1)	Yoma Development Group Pte Ltd	Investment holding	Singapore	100%	100%
(1)	Plantation Resources Pte Ltd	Agricultural activities	Singapore	100%	80%
(1)	Wyndale International Ltd	Investment holding	British Virgin Islands	–	100%
(1)	Wayville Investments Ltd	Investment holding	British Virgin Islands	100%	–
	Subsidiary of Wayville Investments Ltd				
(1)	Wyndale International Ltd	Investment holding	British Virgin Islands	100%	–
	Subsidiaries of Yoma Construction Industries Pte Ltd				
(2)	Myanmar V-Pile Co Ltd	Piling and construction services	Myanmar	55%	55%
(2)	First Myanmar Construction Co Ltd	Super-structure construction works	Myanmar	55%	55%

18. Investments in subsidiaries (continued)

	Name of subsidiaries	Principal activities	Country of incorporation	Effective equity holdings at 31.3.2010	Effective equity holdings at 31.3.2009
	Subsidiaries of Yoma Development Group Pte Ltd				
(2)	SPA Project Management Ltd	Property development, management, architectural and design services	Myanmar	100%	100%
(1)	SPA Project Management Pte Ltd	Project management services	Singapore	100%	100%
(1)	SPA Design Pte Ltd	Design services	Singapore	100%	100%
	Subsidiaries of Myanmar V-Pile Co Ltd				
(2)	Myanmar Piling Co. Ltd	Piling and construction services	Myanmar	33%	33%
(2)	V-Pile Singapore Pte Ltd	Piling and construction services	Singapore	36.4%	33%

(1) Audited by Nexia TS Public Accounting Corporation.

(2) Audited by Daw Myint Myint Toe Certified Public Accountants for local statutory purposes. For the purpose of preparing the consolidated financial statements, these financial statements have been audited by Nexia TS Public Accounting Corporation, Singapore.

19. Prepayments

	Group 2010 S$'000	Group 2009 S$'000
Prepayments, at cost	**10,817**	11,722
Fair value adjustments at date of acquisition of subsidiary	**(1,178)**	(1,178)
Impairment loss	**(2,423)**	(2,423)
	7,216	8,121

Pursuant to a Crop and Produce Supply Agreement which a subsidiary entered into with a company which is controlled by a director who is also the majority shareholder of the Company, the subsidiary agrees to make a prepayment to the related party for a minimum quantity of crops produced by the plantation owned by the related party. Such prepayments shall be offset against the price of the crops purchased by the subsidiary.

The Group reviews the necessity and adequacy of the provision for impairment loss at each reporting date and make necessary adjustments accordingly when necessary.

20. Property, plant and equipment

	Building	Machinery and equipment	Leasehold improvements	Furniture and office equipment	Motor vehicles	Computers	Tools and equipment	Workshop	Total
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Group									
2010									
Cost									
As at 1 April 2009	100	4,672	19	352	695	289	261	123	6,511
Currency translation	(5)	(220)	(1)	(11)	(28)	(9)	(12)	(6)	(292)
Additions	–	1,853	–	30	252	22	29	–	2,186
Disposals	–	(10)	–	(92)	(27)	(57)	–	–	(186)
As at 31 March 2010	95	6,295	18	279	892	245	278	117	8,219
Accumulated depreciation									
As at 1 April 2009	98	1,025	7	230	425	231	181	23	2,220
Currency translation	(5)	(48)	–	(6)	(18)	(8)	(8)	(1)	(94)
Charge for the financial year	1	519	2	45	109	29	42	5	752
Disposals	–	(3)	–	(67)	(27)	(57)	–	–	(154)
As at 31 March 2010	94	1,493	9	202	489	195	215	27	2,724
Net book value									
As at 31 March 2010	**1**	**4,802**	**9**	**77**	**403**	**50**	**63**	**90**	**5,495**

20. Property, plant and equipment (continued)

	Building	Machinery and equipment	Leasehold improvements	Furniture and office equipment	Motor vehicles	Computers	Tools and equipment	Workshop	Total
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Group									
2009									
Cost									
As at 1 April 2008	101	2,647	29	429	549	239	92	102	4,188
Currency translation	17	722	(10)	(4)	12	27	38	21	823
Additions	1	1,506	–	15	134	64	132	–	1,852
Disposals	(19)	(203)	–	(88)	–	(41)	(1)	–	(352)
As at 31 March 2009	100	4,672	19	352	695	289	261	123	6,511
Accumulated depreciation									
As at 1 April 2008	94	937	6	231	361	179	58	13	1,879
Currency translation	16	(228)	(1)	(11)	4	24	27	5	(164)
Charge for the financial year	5	334	2	65	60	65	96	5	632
Disposals	(17)	(18)	–	(55)	–	(37)	–	–	(127)
As at 31 March 2009	98	1,025	7	230	425	231	181	23	2,220
Net book value									
As at 31 March 2009	**2**	**3,647**	**12**	**122**	**270**	**58**	**80**	**100**	**4,291**

Included in additions in the consolidated financial statements are motor vehicles and machinery and equipment acquired under finance lease amounting to S$28,000 (2009: S$1,591,000). The carrying amount of the motor vehicle, machinery and equipment held under finance lease is S$1,539,000 (2009: S$873,000) at the balance sheet date.

20. Property, plant and equipment (continued)

	Motor vehicles	Computer	Furniture and office equipment	Total
	S$'000	S$'000	S$'000	S$'000
Company				
2010				
Cost				
As at 1 April 2009	109	21	6	136
Additions	–	3	3	6
As at 31 March 2010	109	24	9	142
Accumulated depreciation				
As at 1 April 2009	48	9	5	62
Depreciation charge	22	7	1	30
As at 31 March 2010	70	16	6	92
Net book value				
As at 31 March 2010	**39**	**8**	**3**	**50**
2009				
Cost				
As at 1 April 2008	109	9	6	124
Additions	–	12	–	12
As at 31 March 2009	109	21	6	136
Accumulated depreciation				
As at 1 April 2008	26	3	3	32
Depreciation charge	22	6	2	30
As at 31 March 2009	48	9	5	62
Net book value				
As at 31 March 2009	**61**	**12**	**1**	**74**

21. Intangible assets

Composition:	Group 2010 S$'000	Group 2009 S$'000
Goodwill arising on consolidation [Note (a)]	**835**	835
Operating rights [Note (b)]	**12,963**	13,481
V-Pile Technology [Note (c)]	**–**	8
	13,798	14,324

(a) Goodwill arising on consolidation

	Group 2010 S$'000	Group 2009 S$'000
Cost		
Beginning of financial year	**835**	2,613
Disposal of subsidiary (Note 11)	**–**	(339)
Arising from fair value adjustment for acquisition of subsidiary [Note 21(b)]	**–**	(1,575)
Currency translation differences	**–**	136
End of financial year	**835**	835

Impairment tests for goodwill

Goodwill is allocated to the Group's cash-generating units ("CGUs") identified according to business segments. A segment-level summary of the goodwill allocation is as follows:–

	Group 2010 S$'000	Group 2009 S$'000
Construction	**835**	835

The recoverable amount of a CGU was determined based on value-in-use. Cash flow projections used in these calculations were based on financial budgets approved by management covering a five-year period. Assumptions for the budgets were based on past performance and expectations of the market development.

Key assumptions used for value-in-use calculations:

	Construction
Growth rate[1]	10%
Discount rate[2]	20%

[1] Growth rate used in the cash flow projections of the CGU
[2] Pre-tax discount rate applied to the pre-tax cash flow projections

21. Intangible assets (continued)

(b) Operating rights

	Group	
	2010	2009
	S$'000	S$'000
Cost		
Beginning of financial year	**14,662**	8,727
Fair value adjustment	**–**	5,935
End of financial year	**14,662**	14,662
Accumulated amortisation		
Beginning of financial year	**1,181**	509
Amortisation charge	**518**	672
End of financial year	**1,699**	1,181
Net book value	**12,963**	13,481

The recoverable amount of a CGU was determined based on value-in-use. Cash flow projections used in these calculations were based on financial budgets approved by management covering a thirty-year period. Assumptions for the budgets were based on past performance and expectations of the market development.

Key assumptions used for value-in-use calculations:

Crowth rate[1]	40%
Discount rate[2]	26%

1 Growth rate used in the cash flow projections of the CGU
2 Pre-tax discount rate applied to the pre-tax cash flow projections

(c) V-Pile Technology

	Group	
	2010	2009
	S$'000	S$'000
Cost		
Beginning of financial year	**81**	68
Currency translation	**(4)**	13
End of financial year	**77**	81
Accumulated amortisation		
Beginning of financial year	**73**	54
Currency translation	**(4)**	11
Amortisation charge	**8**	8
End of financial year	**77**	73
Net book value	**–**	8

21. Intangible assets (continued)

(d) Amortisation expense included in profit or loss is analysed as follows:

	Group	
	2010	2009
	S$'000	S$'000
Cost of sales	**8**	8
Administrative expenses	**518**	672
Total	**526**	680

22. Land development rights

	Group	
	2010	2009
	S$'000	S$'000
Beginning balance	**80,765**	80,765
Allocated to profit or loss for the financial year	**(1,544)**	(261)
Ending balance	**79,221**	80,504
Represented by:–		
Pun Hlaing Golf Estate (PHGE)	**62,151**	63,108
FMI City (Orchid Garden)	**6,542**	6,868
Evergreen Condominium	**10,528**	10,528
	79,221	80,504

23. Trade and other payables

	Group		Company	
	2010	2009	**2010**	2009
	S$'000	S$'000	**S$'000**	S$'000
Trade payables – Non-related parties	**541**	1,048	**–**	–
Construction contracts				
– Due to customers (Note 13)	**243**	332	**–**	–
Non-trade amounts due to:				
– Entities related by common shareholders	**59**	231	**2**	20
– A substantial shareholder	**63**	710	**63**	710
– A director	**–**	1	**–**	1
– Subsidiaries	**–**	–	**5,831**	3,333
	122	942	**5,896**	4,064
Provision for directors' fees	**142**	182	**142**	182
Financial guarantee contract	**–**	–	**74**	164
Accrued operating expenses	**1,261**	1,480	**102**	82
Other payables	**649**	965	**444**	677
	2,958	4,949	**6,658**	5,169

The non-trade amounts due to entities related by common shareholders, a substantial shareholder, a director and subsidiaries are unsecured, interest-free and are repayable on demand.

24. Borrowings

	Group	
	2010	2009
	S$'000	S$'000
Current		
Bank borrowings	**2,113**	3,030
Finance lease liabilities (Note 25)	**414**	409
	2,527	3,439
Non-current		
Bank borrowings	**–**	838
Finance lease liabilities (Note 25)	**550**	933
Loan from third party	**4,532**	–
	5,082	1,771
Total borrowings	**7,609**	5,210

The exposure of the borrowings of the Group and of the Company to interest rate changes and the contractual repricing dates at the balance sheet dates are as follows:

	Group	
	2010	2009
	S$'000	S$'000
6 months or less	**858**	1,719
6 – 12 months	**1,669**	1,720
1 – 5 years	**5,082**	1,771
	7,609	5,210

(a) Security granted

Bank borrowings of the Group are secured by the financial guarantee provided by the Company in the event of default by the subsidiaries of the Group. Finance lease liabilities of the Group are secured by the rights to the leased motor vehicles, machinery and equipment (Note 20), which will revert to the lessor in the event of default by the Group. Finance liabilities are also secured by the financial guarantee provided by the Company and separate corporate guarantee given by the shareholders in the event of default by the subsidiaries of the Group.

(b) Loan from third party

This relates to a loan facility granted by Gifted Champion Limited to Wyndale International Limited ("Wyndale"), an indirect wholly-owned subsidiary of the Company held through its other wholly-owned subsidiaries, Wayville Investments Ltd ("Wayville") and Yoma Strategic Investments Ltd. The loan is secured by a charge over Wayville's 16.3% of shares in Wyndale and a 100% floating charge over the assets of Wyndale.

24. Borrowings (continued)

(c) Fair value of non-current borrowings

	Group	
	2010	2009
	S$'000	S$'000
Bank borrowings	**–**	778
Finance lease liabilities	**490**	833
Loan from third party	**3,873**	–

The fair value above are determined from the cash flow analyses, discounted at market borrowing rates of an equivalent instrument at the balance sheet date which the directors expect to be available to the Group as follows:

	Group	
	2010	2009
Bank borrowings	**7.8%**	7.8%
Finance lease liabilities	**5.5%**	5.5%
Loan from third party	**17.0%**	–

25. Finance lease liabilities

The Group leases certain motor vehicles and machinery and equipment from non-related parties under finance leases.

	Group	
	2010	2009
	S$'000	S$'000
Minimum lease payments due		
– Not later than one year	**467**	460
– Between one and five years	**636**	1,053
	1,103	1,513
Less: Future finance charges	**(139)**	(171)
Present value of finance lease liabilities	**964**	1,342

The present values of finance lease liabilities are analysed as follows:

	Group	
	2010	2009
	S$'000	S$'000
Not later than one year (Note 24)	**414**	409
Between one and five years (Note 24)	**550**	933
	964	1,342

26. Share capital

	Issued Share Capital	
	No. of ordinary shares	Amount
	'000	S$'000
Group and Company		
2010		
Beginning of financial year	**485,648**	**116,610**
Share issue	**41,999**	**4,200**
End of financial year	**527,647**	**120,810**
2009		
Beginning of financial year	441,347	110,229
Share issue	44,301	4,430
Transfer from share option reserves	–	1,951
End of financial year	485,648	116,610

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

During the financial year, the Company issued 41,999,040 ordinary shares at the issue price of S$0.10 for the acquisition of additional interest in PRPL. The newly issued shares rank pari passu in all respects with the previously issued shares.

27. Other reserves

	Group 2010 S$'000	Group 2009 S$'000	Company 2010 S$'000	Company 2009 S$'000
(a) Composition				
Currency translation reserve	**139**	769	**–**	–
(b) Movement				
(i) Share option reserve				
Beginning of financial year	**–**	1,951	**–**	1,951
Call option fee	**–**	–	**–**	–
Transfer to share capital	**–**	(1,951)	**–**	(1,951)
End of financial year	**–**	–	**–**	–

On 22 October 2007, the Company granted a call option ("Call Option") to GCREF Acquisitions VII Limited ("GCREF") to subscribe for an aggregate of 60 million ordinary shares in the Company ("Option shares") at an exercise price of S$0.322 per Option share. GCREF shall be entitled to exercise the Call Option, in whole or in part, at any time prior to 31 December 2008 provided that the Call Option may not be exercised in respect of more than 20 million Option Shares prior to 31 March 2008.

In return for granting the above Call Option to GCREF, GCREF paid a call option fee of RMB10 million (equivalent to S$1,952,000) to the Company. This call option fee is not refundable and not to be offset against exercise price.

The Call Option has not been exercised in whole or in part and has expired as at 31 December 2008.

	Group 2010 S$'000	Group 2009 S$'000	Company 2010 S$'000	Company 2009 S$'000
(ii) Currency translation reserve				
Beginning of financial year	**769**	(1,051)	**–**	–
Release on disposal of a subsidiary (Note 11)	**–**	186	**–**	–
Net currency translation differences of financial statements of foreign subsidiaries and associated company	**(938)**	1,683	**–**	–
Add/(Less): Minority interests	**308**	(49)	**–**	–
	(630)	1,634	**–**	–
End of financial year	**139**	769	**–**	–

28. Retained profits/(Accumulated losses)

(a) Retained earnings of the Group are distributable except share of profits of the associated company amounted to S$7,362,000 (2009: S$6,624,000).

(b) Movement in retained profits/(accumulated losses) for the Company is as follows:

	Company	
	2010	2009
	S$'000	S$'000
Beginning of financial year	**546**	(3,160)
Net (loss)/profit	**(1,266)**	5,912
Dividends paid (Note 29)	**–**	(2,206)
End of financial year	**(720)**	546

29. Dividends

	Group and Company	
	2010	2009
	S$'000	S$'000
Ordinary dividends paid		
Final exempt (one-tier) dividend paid in respect of the previous financial year of S$0.5 cents per share	**–**	2,206

30. Operating lease commitments

The Group leases offices from non-related parties under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights.

The future minimum lease payables under non-cancellable operating leases contracted for at the balance sheet date but not recognised as liabilities, are as follows:

	Group	
	2010	2009
	S$'000	S$'000
Not later than one year	**236**	322
Between one and five years	**401**	98
	637	420

31. Financial risk management

Financial risk factors

The Group's activities expose it to market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance. The Directors of the Company reviewed and adopted the policies for managing each of these risks and they are summarised below.

(a) Market risk

(i) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

(ii) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group manages currency risks, when it is considered significant, by entering into appropriate currency forward contracts. At balance sheet date, the Group had not entered into any currency forward contracts.

The Group operates mainly in Myanmar and People's Republic of China. Entities in the Group regularly transact in currencies other than their respective functional currencies ("foreign currencies") such as Singapore Dollar ("SGD"), Myanmar Kyats ("Kyats"), United States Dollars ("USD") and Chinese Renminbi ("RMB"). In addition, the Group is exposed to currency translation risk on the net assets of the Group's foreign operations in Myanmar and People's Republic of China.

31. Financial risk management (continued)

(a) Market risk (continued)

(ii) Currency risk (continued)

The Group's currency exposure based on the information provided to key management is as follows:

	SGD	USD	Kyats	RMB	HKD	Total
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Group						
2010						
Financial assets						
Cash and cash equivalents	220	262	2,322	–	–	2,804
Trade and other receivables	323	9	1,099	241	–	1,672
Other current assets	102	–	47	–	–	149
	645	271	3,468	241	–	4,625
Financial liabilities						
Borrowings	964	6,645	–	–	–	7,609
Trade and other payables	1,000	193	1,590	110	65	2,958
	1,964	6,838	1,590	110	65	10,567
Net financial assets/(liabilities)	(1,319)	(6,567)	1,878	131	(65)	(5,942)
Less: Net financial liabilities/ (assets) denominated in the respective entities' functional currencies	1,319	4,600	(2,334)	–	–	
Net currency exposure	**–**	**(1,967)**	**(456)**	**131**	**(65)**	

	SGD	USD	Kyats	RMB	HKD	Total
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Group						
2009						
Financial assets						
Cash and cash equivalents	487	118	2,110	3	–	2,718
Trade and other receivables	1,418	11	1,758	35	3	3,225
Other current assets	69	–	95	–	–	164
	1,974	129	3,963	38	3	6,107
Financial liabilities						
Borrowings	1,341	3,869	–	–	–	5,210
Trade and other payables	2,176	313	2,385	55	20	4,949
	3,517	4,182	2,385	55	20	10,159
Net financial assets/(liabilities)	(1,543)	(4,053)	1,578	(17)	(17)	(4,052)
Less: Net financial liabilities/ (assets) denominated in the respective entities' functional currencies	1,543	–	(537)		–	
Net currency exposure	**–**	**(4,053)**	**1,041**	**(17)**	**(17)**	

31. Financial risk management (continued)

(a) Market risk (continued)

(ii) *Currency risk* (continued)

The Company's currency exposure based on the information provided to key management is as follows:

	SGD	Kyats	Total
	S$'000	**S$'000**	**S$'000**
Company			
2010			
Financial assets			
Cash and cash equivalents	119	158	277
Trade and other receivables	22,752	–	22,752
Other current assets	55	–	55
	22,926	158	23,084
Financial liabilities			
Trade and other payables	826	–	826
Currency exposure	22,100	158	22,258

	SGD	Kyats	Total
	S$'000	**S$'000**	**S$'000**
2009			
Financial assets			
Cash and cash equivalents	189	959	1,148
Trade and other receivables	17,420	–	17,420
Other current assets	69	–	69
	17,678	959	18,637
Financial liabilities			
Trade and other payables	5,169	–	5,169
Currency exposure	12,509	959	13,468

31. Financial risk management (continued)

(a) **Market risk** (continued)

(ii) Currency risk (continued)

If the Kyats, USD and RMB change against SGD by 10%, 10% and 3% (2009: 10%, 10% and 3%) respectively, with all other variables, including tax rate being held constant, the effects arising from the net financial liability/asset position will be as follows:

	2010		2009	
	Increase/(Decrease)			
	Net profit	**Equity**	Net profit	Equity
	S$'000	**S$'000**	S$'000	S$'000
Group				
Kyats against SGD				
– strengthened	**5**	**5**	104	104
– weakened	**(5)**	**(5)**	(104)	(104)
RMB against SGD				
– strengthened	**4**	**4**	(1)	(1)
– weakened	**(4)**	**(4)**	1	1
USD against SGD				
– strengthened	**(197)**	**(197)**	(405)	(405)
– weakened	**197**	**197**	405	405

(b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history, and obtaining sufficient security where appropriate to mitigate credit risk.

As the Group and Company does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet, except that the Company had provided corporate guarantee amounting to approximately S$6,200,000 (2009: S$6,200,000) to financial institutions on subsidiaries' borrowings.

The Group's and the Company's major classes of financial assets are bank deposits and receivables. The Group does not have concentration on credit risk as the Group has numerous trade receivables.

31. Financial risk management (continued)

(b) Credit risk (continued)

The credit risk for trade receivables based on the information provided to key management is as follows:

	Group	
	2010	2009
	S$'000	S$'000
By geographical areas		
Singapore	**310**	784
Myanmar	**939**	1,166
	1,249	1,950
By types of customers		
Non-related parties – Other companies	**1,249**	1,950

(i) Financial assets that are neither past due nor impaired

Bank deposits that are neither past due nor impaired are mainly deposits with banks with high credit-ratings. Trade receivables that are neither past due nor impaired are substantially companies with a good collection track record with the Group.

(ii) Financial assets that are past due and/or impaired

There is no other class of financial assets that is past due and/or impaired except for trade receivables.

The age analysis of trade receivables past due but not impaired is as follows:

	Group	
	2010	2009
	S$'000	S$'000
Past due 0 to 3 months	**724**	838
Past due 3 to 6 months	**48**	10
	772	848

31. Financial risk management (continued)

(b) Credit risk (continued)

(ii) *Financial assets that are past due and/or impaired* (continued)

The carrying amount of trade receivables individually determined to be impaired and the movement in the related allowance for impairment are as follows:

	Group	
	2010	2009
	S$'000	S$'000
Gross amount	**341**	385
Less: Allowance for impairment	**(275)**	(374)
	66	11
Beginning of financial year	**374**	306
Currency translation	**(2)**	(21)
Disposal of subsidiary during the financial year	**–**	(19)
Allowance made	**71**	343
Allowance utilised	**(78)**	(146)
Write back of allowance	**(90)**	(89)
End of financial year	**275**	374

(c) Liquidity risk

Liquidity risk is the risk that the company will encounter difficulty in meeting obligations associated with financial liabilities. The Group manages liquidity risks by monitoring its liquidity position through periodic preparation of cash flows and cash balances forecasts and periodic evaluation of the ability of the Group to meet its financial obligations, measured by the debt-to-equity ratio.

The table below analyses the maturity profile of the Group's and Company's financial liabilities based on contractual undiscounted cash flows.

	Group		Company	
	2010	2009	**2010**	2009
	S$'000	S$'000	**S$'000**	S$'000
Trade and other payables	**2,958**	4,949	**6,658**	5,169
Borrowings	**7,748**	5,381	**–**	–
	10,706	10,330	**6,658**	5,169
Due for payment:				
– Not later than one year	**5,538**	8,439	**6,658**	5,169
– Between one to five years	**5,168**	1,891	**–**	–
	10,706	10,330	**6,658**	5,169

31. Financial risk management (continued)

(d) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

As at balance sheet date, the Group does not have investments in quoted instruments or property, and does not have exposure to commodity price risk

(e) Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a gearing ratio. The Group and the Company are not required by the banks to maintain certain gearing ratio. The Group's and the Company's strategies which remain unchanged during the financial years ended 31 March 2010 and 31 March 2009, are to maintain a gearing ratio not exceeding 40%.

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus trade and other payables less cash and cash equivalents. Total capital is calculated as equity plus net debt.

	Group		**Company**	
	2010	2009	**2010**	2009
	S$'000	S$'000	**S$'000**	S$'000
Net debt	**7,763**	7,441	**6,381**	4,021
Total equity	**126,957**	122,861	**120,090**	117,157
Total capital	**134,720**	130,302	**126,471**	121,178
Gearing ratio	**5.8%**	5.7%	**5.1%**	3.3%

32. Related party transactions

(a) Other than disclosed elsewhere in the financial statements, the following significant transactions took place between the Group and related parties on terms agreed between the parties during the financial year:

	Group	
	2010	2009
	S$'000	S$'000
Sales to related parties	**18**	14
Purchases from related parties	**80**	102
Treasury transactions*	**8**	351
Prepayments for supply of crops (Note 20)	**654**	3,530
Land development rights transactions	**1,579**	484

* Treasury transactions refers to cash deposits placed with a related party which is an entity controlled by a director who is also the majority shareholder.

(b) Key management personnel compensation

Key management personnel compensation is as follows:

	Group	
	2010	2009
	S$'000	S$'000
Wages and salaries	**634**	984
Employer's contribution to defined contribution plans, including CPF	**9**	13
	643	997

Included in the above is total compensation to directors of the Company amounting to S$205,000 (2009: S$387,000).

Number of directors of the Group during the financial year in remuneration bands are as follows:

	Group	
	2010	2009
	S$'000	S$'000
Below S$250,000:		
– Resigned during the financial year	**1**	1
– Holding office as at end of the financial year	**3**	4
Above S$500,000:		
– Holding office as at end of the financial year	**1**	1

33. Segment information

Management has determined the operating segments based on the reports reviewed by the Chief Executive Officer ("CEO") and the department heads of each business within each geographical segment that are used to make strategic decisions.

They consider the business from both a geographic and business segment respective. Geographically, management manages and monitors the business in the three primary geographic areas: Singapore, Myanmar and People's Republic of China.

The segment information provided to the CEO and various department heads for the reportable segments for the year ended 31 March 2010 is as follows:

	Myanmar			China	Singapore	
	Land and Buildings	**Agricultural Activities**	**Construction related services**	**Construction related services**	**Construction related services**	**Group**
Group	**S$'000**	**S$'000**	**S$'000**	**S$'000**	**S$'000**	**S$'000**
Revenue						
– external parties	3,195	14	8,813	1,383	3,773	17,178
Segment results	697	(238)	2,156	472	237	3,324
Other income/(loss) – net						760
Expenses						
Administrative and other operating expenses						(2,637)
Finance expenses						(51)
Share of profit of an associated company						738
Profit before income tax						2,134
Income tax expense						(578)
Net profit						1,556
Net profit includes:						
Depreciation	30	1	280	9	369	689
Amortisation	–	291	7	–	–	298
Segment assets	83,030	15,665	7,052	317	3,074	109,138
Segment assets includes:						
Capital expenditure	113	–	1,637	–	649	2,399
Segment liabilities	1,033	2,321	3,761	53	1,466	8,634

33. Segment information (continued)

For the financial year ended 31 March 2009

	Myanmar			China	Singapore	
	Land and Buildings	Agricultural Activities	Construction related services	Construction related services	Construction related services	Group
Group	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
– external parties	616	58	9,469	1,598	3,615	15,356
Segment results	84	(638)	1,561	(334)	(106)	567
Other income/(loss) – net						248
Expenses						
Administrative expenses						(2,739)
Finance expenses						(44)
Share of profit of an associated company						4,135
Profit before income tax						2,167
Income tax expense						(216)
Net profit						1,951
Net profit includes:						
Depreciation	6	1	263	66	262	598
Amortisation	–	291	7	–	–	298
Segment assets	84,071	16,891	6,161	350	3,523	110,996
Segment assets includes:						
Capital expenditure	–	2	563	16	1,632	2,213
Segment liabilities	1,087	4,130	4,014	206	2,131	11,568

The CEO assessed the performance of the operating segments based on segment results which represent the profit earned by each segment including allocation of distribution and marketing expenses, administrative and other operating expenses and finance expenses. Other income and share of profit of an associated company are not allocated to segments.

33. Segment information (continued)

A reconciliation of segment results to profit before income tax is provided as follows:

	2010	2009
	S$'000	S$'000
Segment results	**3,324**	567
Administrative and other operating expenses	**(2,637)**	(2,739)
Finance expenses	**(51)**	(44)
Other income/(loss) – net	**760**	248
Share of profit of an associated company	**738**	4,135
	2,134	2,167

Reportable segments' assets are reconciled to total assets as follows:

The amounts provided to the CEO with respect to total assets are measured in a manner consistent with that of the financial statements. For the purposes of monitoring segment performance and allocating resources between segments, the CEO monitors the property, plant and equipment, inventories, work-in-progress, intangible assets, trade receivables and operating cash attributable to each segment. All assets are allocated to reportable segments other than cash and cash equivalents, trade and other receivables, property, plant and equipment, associated company, assets associated with disposal group and other unallocated assets.

	Group	
	2010	2009
	S$'000	S$'000
Segment assets for reportable segments	**109,138**	110,996
Unallocated:		
– Cash and cash equivalents	**279**	1,179
– Trade and other receivables	**124**	144
– Property, plant and equipment	**50**	75
– Associated company	**29,867**	24,986
– Assets associated with disposal group	**–**	481
– Other unallocated assets	**4,520**	4,747
	143,978	142,608

Reportable segments' liabilities are reconciled to total liabilities as follows:

The amounts provided to the CEO with respect to total liabilities are measured in a manner consistent with that of the financial statements. These liabilities are allocated based on the operations of the segments. All liabilities are allocated to reportable segments other than trade and other payables and borrowings.

	Group	
	2010	2009
	S$'000	S$'000
Segment liabilities for reportable segments	**8,634**	11,568
Unallocated:		
– Trade and other payables	**853**	1,703
– Borrowings	**4,532**	–
	14,019	13,271

33. Segment information (continued)

Geographical information

The Group's three business segments operate in three main geographical areas: Singapore, Myanmar and People's Republic of China.

- Singapore – the operations in this area are principally construction services.
- Myanmar – the operations in this area are principally the sale of land development rights and houses, construction services, the provision of project management, design and architectural services and agricultural activities.
- People's Republic of China – the operations in this area is principally the provision of project management, design and architectural services.

	Total consolidated sales	
	2010	2009
	S$'000	S$'000
Singapore	**3,773**	3,615
Myanmar	**12,022**	10,143
People's Republic of China	**1,383**	1,598
	17,178	15,356

34. New accounting standards and interpretation

Certain new standards, amendments and interpretations to existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2010 or later periods and which the Group has not early adopted. The Group's assessment of the impact of adopting those standards, amendments and interpretations that are relevant to the Group is set out below:

(a) FRS 27 (revised) Consolidated and Separate Financial Statements (effective for annual periods beginning on or after 1 July 2009)

FRS 27 (revised) requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in profit or loss. The Group will apply FRS 27 (revised) prospectively to transactions with minority interest from 1 January 2010.

(b) FRS 103 (revised) Business Combinations (effective for annual periods beginning on or after 1 July 2009)

FRS 103 (revised) continues to apply the acquisition method to business combinations, with some significant changes. For example, all payments to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through profit or loss. There is a choice on an acquisition-by-acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs should be expensed. The Group will apply FRS 103 (revised) prospectively to all business combinations from 1 January 2010.

STATISTICS OF SHAREHOLDINGS

AS AT 17 JUNE 2010

NO. OF ISSUED AND FULLY PAID-UP SHARES	:	527,647,342
CLASS OF SHARES	:	Ordinary Shares
VOTING RIGHTS	:	1 Vote Per Share

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 999	312	15.98	103,051	0.02
1,000 – 10,000	756	38.73	3,633,635	0.69
10,001 – 1,000,000	852	43.65	78,257,243	14.83
1,000,000 & ABOVE	32	1.64	445,653,413	84.46
TOTAL	1,952	100.00	527,647,342	100.00

LIST OF TOP TWENTY SHAREHOLDERS AS AT 17 JUNE 2010	NO. OF SHARES	%
SERGE PUN	247,687,409	46.94
NOBLE GRAND INVESTMENTS LIMITED	26,000,000	4.93
CITIBANK NOMINEES SINGAPORE PTE LTD	22,222,572	4.21
LIM KOK GIN & NEPHEWS PTE LTD	17,177,172	3.26
PUN HOLDINGS PTE LTD	16,200,910	3.07
KONG HOA PTE LTD	15,453,876	2.93
SIT PAN JIT MICHAEL	10,788,753	2.04
SUPERLIGHT INVESTMENT LTD	9,677,012	1.83
LAU KIM HIOK	8,600,000	1.63
DBS VICKERS SECURITIES (S) PTE LTD	8,039,368	1.52
WANG, CHIEN SHENG AMBROSE	5,976,819	1.13
LIM & TAN SECURITIES PTE LTD	5,262,702	1.00
OCBC SECURITIES PRIVATE LTD	5,076,000	0.96
DBS NOMINEES PTE LTD	4,747,400	0.90
PANDAW INVESTMENT HOLDINGS LTD	3,931,770	0.75
UOB KAY HIAN PTE LTD	3,297,420	0.63
CHOO CHEE KIONG	3,000,000	0.57
TJOA THIAN SONG @ SONDEWALA ISKANDAR	2,822,000	0.53
CIMB SECURITIES (SINGAPORE) PTE LTD	2,725,400	0.52
FAT SUAN YAP HENRY	2,649,864	0.50
	421,336,447	79.85

SUBSTANTIAL SHAREHOLDER	DIRECT INTEREST		DEEMED INTEREST*	
	NO. OF SHARES	%	NO. OF SHARES	%
SERGE PUN	247,687,409	46.94	16,248,108	3.08

* Shares held by spouse, Pun Holdings Pte Ltd and Serge Pun & Associates (Myanmar) Limited

Based on information available to the Company as at 17 June 2010, approximately 45.12% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited is complied with.

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 Connection 1, Level 3, Amara Hotel, 165 Tanjong Pagar Road, Singapore 088539 on 29 July 2010 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' Report and Audited Financial Statements of the Company for the financial year ended 31 March 2010 together with the Auditors' Report thereon.

   (Resolution 1)

2. To approve the payment of Directors' fees of up to S$172,500 payable by the Company for the financial year ending 31 March 2011 (2010: S$141,667).

   (Resolution 2)

3. To re-elect Mr Philip Ng Fook Leong as Director of the Company, who is retiring pursuant to Article 104 of the Articles of Association of the Company and who, being eligible, will offer himself for re-election.

   (See Explanatory Note 1)
   (Resolution 3)

4. To re-appoint Mr Kyi Aye as Director of the Company pursuant to Section 153(6) of the Companies Act (Cap. 50) to hold office until the next Annual General Meeting of the Company.

   (See Explanatory Note 2)
   (Resolution 4)

5. To re-appoint Nexia TS Public Accounting Corporation as auditors of the Company for the financial year ending 31 March 2011 and to authorise the Directors of the Company to fix their remuneration.

   (Resolution 5)

AS SPECIAL BUSINESS

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

<u>As an Ordinary Resolution</u>

6. That pursuant to Section 161 of the Companies Act, Cap. 50 (the "CA") 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) 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) 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; 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 Articles of Association for the time being of the Company;

(4) the fifty per cent. (50%) limit in sub-paragraph (1) above may be increased to one hundred per cent. (100%) for the Company to undertake renounceable pro rata rights issues at any time up to 31 December 2010 or such other date as may be determined by the SGX-ST; and

(5) (unless revoked or varied by the Company in 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 6)

As an Ordinary Resolution

7. That subject to and pursuant to the share issue mandate in Resolution 6 above being obtained, authority be and is hereby given to the Directors of the Company to issue new shares in the capital of the Company other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion in accordance with the requirements of the SGX-ST, and during the period up to 31 December 2010 or such other date as may be determined by the SGX-ST, such price may represent up to twenty per cent. (20%) discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST.

(See Explanatory Note 4)
(Resolution 7)

As an Ordinary Resolution

8. 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 (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 7 July 2010 (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 "**Shareholders' Mandate**");

(b) the Shareholders' Mandate shall, unless revoked or varied by the Company in 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 Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures 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 Shareholders' Mandate and/or this Resolution.

(See Explanatory Note 5)
(Resolution 8)

As a Special Resolution

9. That Article 74 of the Articles of Association of the Company be amended in the manner and to the extent as set out in Section 3 of the Company's Addendum to shareholders dated 7 July 2010.

(See Explanatory Note 6)
(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
7 July 2010

Explanatory Notes:

1. Mr Philip Ng Fook Leong, when re-elected, will be considered an Independent Director, and will remain as the chairman of the Remuneration Committee and a member of the Nominating Committee.

2. Mr Kyi Aye, when re-appointed, will be considered a Non-Executive Director and will remain as a member of both the Audit Committee and the Remuneration Committee.

3. The Ordinary Resolution 6 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 in the capital 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 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. Contingent on the passing of Ordinary Resolution 6 above, the Ordinary Resolution 7 proposed above, if passed, will authorise the Directors of the Company, from time to time, to determine up to twenty per cent. (20%) discount to the price per new share issued pursuant to the share issue mandate and in accordance with the requirements of the SGX-ST.

5. The Ordinary Resolution 8 above, if passed, renews the Shareholders' Mandate to allow the Group to enter into Interested Person Transactions with those classes of Interested Persons as described in the Company's Addendum to shareholders dated 7 July 2010 and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate.

6. The Special Resolution 9 above relates to the proposed amendment of Article 74 of the Articles of Association of the Company and if passed, will reduce the quorum required for meetings of shareholders from twenty (20) shareholders to five (5) shareholders. Details of the proposed amendment are set out in the Company's Addendum to shareholders dated 7 July 2010.

Notes:

1. Any member entitled to attend and vote at the above Annual General Meeting is entitled to appoint not more than two 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 appointor 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. An instrument of 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 48 hours before the time appointed for holding the Annual General Meeting.

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YOMA STRATEGIC HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Co. Reg. No: 196200185E)

PROXY FORM

ANNUAL GENERAL MEETING

IMPORTANT
i. For Investors who have used their CPF monies to buy Yoma Strategic Holdings Ltd.'s shares, this Report is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
ii. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, ______________________________ (Name)

of ______________________________ (Address)

being a member/members of YOMA STRATEGIC HOLDINGS LTD. hereby appoint:

NAME	ADDRESS	NRIC/PASSPORT NUMBER	PROPORTION OF SHAREHOLDINGS (%)

and/or (delete as appropriate)

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Annual General Meting of the Company to be held at Connection 1, Level 3, Amara Hotel, 165 Tanjong Pagar Road, Singapore 088535 on 29 July 2010 at 10 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the Annual General Meeting. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

NO.	RESOLUTION	FOR*	AGAINST*
1	Adoption of Directors' Report and Audited Financial Statements		
2	Approval of Directors' fees for financial year ending 31 March 2011		
3	Re-election of Mr Philip Ng Fook Leong as Director		
4	Re-appointment of Mr Kyi Aye as Director		
5	Re-appointment of Nexia TS Public Accounting Corporation as Auditors		
6	Authority to issue shares pursuant to share issue mandate		
7	Authority to issue new shares pursuant to share issue mandate at discount of up to 20% (contingent on the passing of Resolution 6)		
8	Renewal of Shareholders' Mandate for Interested Person Transactions		
9	Amendment of the Articles of Association		

*If you wish to exercise all your votes "For" or "Against", please tick (√) within the box provided

Dated this ________ day of ________________ 2010

Total number of shares held

____
Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES

1 A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.

2 Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.

3 Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Annual General Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Annual General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Annual General Meeting.

4 A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act, Cap.50 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.

5 The Instrument appointing a proxy or proxies must be deposited at the Company's registered office at 80 Anson Road, Fuji Xerox Towers #25-05, Singapore 079907, not less than 48 hours before the time appointed for the Annual General Meeting.

Fold along dotted line

AFFIX STAMP

The Company Secretary
YOMA STRATEGIC HOLDINGS LTD.
80 Anson Road
Fuji Xerox Towers #25-05
Singapore 079907

Fold along dotted line

6 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.

7 Where an Instrument appointing a proxy is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof must (falling previous registration with the Company) be lodged with the instrument of proxy, falling which the Instrument may be treated as invalid.

8 The Company shall be entitled to reject the instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified on the Instrument. In addition, in the case of shares entered in the Depository Register, the Company may reject the instrument appointing a proxy or proxies if the member, being the appointer, is not shown to have shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr Serge Pun (Chairman & CEO)
Mr Kyi Aye (Non-Executive Director)
Mr Adrian Chan Pengee (Lead Independent Director)
Mr Philip Ng Fook Leong (Independent Director)
Mr Basil Chan (Independent Director)

AUDIT COMMITTEE

Mr Basil Chan (Chairman)
Mr Kyi Aye
Mr Adrian Chan Pengee

NOMINATING COMMITTEE

Mr Adrian Chan Pengee (Chairman)
Mr Philip Ng Fook Leong
Mr Serge Pun

REMUNERATION COMMITTEE

Mr Philip Ng Fook Leong (Chairman)
Mr Basil Chan
Mr Kyi Aye

JOINT COMPANY SECRETARIES

Ms Loo Hwee Fang
Mr Lun Chee Leong

COMPANY REGISTRATION NUMBER

196299185E

REGISTERED OFFICE

80 Anson Road #25-05
Fuji Xerox Towers
Singapore 079907
Tel: (65) 6223 2262
Fax: (65) 6220 7939

REGISTRAR AND SHARE TRANSFER OFFICE

B.A.C.S. Pte Ltd
63 Cantonment Road
Singapore 089758
Tel: (65) 6323 6200

AUDITORS

Nexia TS Public Accounting Corporation
Certified Public Accountants
5 Shenton Way #23-03
UIC Building
Singapore 068808
Ms Kristin KimAudit Partner-in-charge
(Appointed with effect from financial year 2009)

PRINCIPAL BANKERS OF THE GROUP

DBS Bank Ltd
6 Shenton Way
DBS Building
Singapore 068809

Oversea-Chinese Banking Corporation Limited
65 Chulia Street
OCBC Centre
Singapore 049513

Yoma Strategic Holdings Ltd.
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