



**TELECHOICE INTERNATIONAL LIMITED**  
(Registration No. 199802072R, Incorporated in the Republic of Singapore)

**NOTICE OF ELEVENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Eleventh Annual General Meeting of TeleChoice International Limited (the "Company") will be held at Violet Room @ The Chevrons, 48 Boon Lay Way, 3rd Storey, Singapore 609961 on 28 April 2009 at 10.30 a.m. to transact the following business:

**AS ORDINARY BUSINESS**

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| 1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2008 and the Directors' and Auditors' Report thereon.  | <b>Resolution 1</b> |
| 2. To declare a final tax exempt (one-tier) dividend of 2 cents per share, for the financial year ended 31 December 2008.  | <b>Resolution 2</b> |
| 3. That pursuant to Section 153(6) of the Companies Act (Cap. 50), Mr Bertie Cheng be and is hereby re-appointed as a Director to hold such office until the next Annual General Meeting of the Company.<br><i>See Explanatory Note (a)</i>        | <b>Resolution 3</b> |
| 4. To re-elect Mr Clive Lim Chai Hock, who is retiring in accordance with Article 91 of the Articles of Association of the Company.<br><i>See Explanatory Note (b)</i>   | <b>Resolution 4</b> |
| 5. To re-elect Mr Yap Boh Pin, who is retiring in accordance with Article 91 of the Articles of Association of the Company.<br><i>See Explanatory Note (c)</i>   | <b>Resolution 5</b> |
| 6. To approve Directors' Fees of \$386,000 for the financial year ended 31 December 2008.<br>(Directors' Fees for the financial year ended 31 December 2007: \$420,000. Directors' Fees for the financial year ended 31 December 2006: \$353,833). | <b>Resolution 6</b> |
| 7. To re-appoint KPMG as auditors of the Company and to authorise the Directors to fix their remuneration.   | <b>Resolution 7</b> |

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

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| 8. That authority be and is hereby given to the Directors to:<br>(a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or<br>(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and<br>(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:<br>(i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution), does not exceed 50% of the issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);<br>(ii) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued shares (excluding treasury shares) shall be based on the number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, and adjusting for: (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and (2) any subsequent bonus issue, consolidation or subdivision of shares;<br>(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of 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; and<br>(iv) (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.<br><i>See Explanatory Note (d)</i> | <b>Resolution 8</b>  |
| 9. That authority be and is hereby given to the Directors to allot and issue from time to time such number of shares in the Company as may be required to be allotted and issued pursuant to the exercise of options under the TeleChoice Pre-IPO Share Option Scheme ("Pre-IPO Scheme"), provided that (i) the aggregate number of shares to be issued pursuant to the Pre-IPO Scheme does not exceed 20,000,000 shares, and (ii) the aggregate number of shares to be issued under all of the share option plans and share incentive schemes of the Company in force, does not exceed 15% of the issued share capital of the Company from time to time.<br><i>See Explanatory Note (e)</i>   | <b>Resolution 9</b>  |
| 10. That authority be and is hereby given to the Directors to:<br>(a) offer and grant options in accordance with the rules and terms of the TeleChoice Post-IPO Employee Share Option Scheme ("Post-IPO Scheme") and/or to grant awards in accordance with the rules and terms of the TeleChoice Restricted Share Plan (the "Restricted Share Plan") and/or the TeleChoice Performance Share Plan (the "Performance Share Plan") (the Post-IPO Scheme, the Restricted Share Plan and the Performance Share Plan shall collectively be referred to as the "Share Plans"); and<br>(b) allot and issue from time to time such number of shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of options under the Post-IPO Scheme and/or such number of fully paid ordinary shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of the awards granted under the Restricted Share Plan and/or the Performance Share Plan,<br>provided that the aggregate number of shares to be issued under the Pre-IPO Scheme and the Share Plans shall not exceed 15% of the total number of issued shares in the capital of the Company from time to time.<br><i>See Explanatory Note (f)</i>  | <b>Resolution 10</b> |

**OTHER BUSINESS**

11. To transact any other business that may be transacted at an Annual General Meeting of the Company.

By Order Of The Board

Pek Siok Lan  
Company Secretary

Singapore, 13 April 2009

**Notes:**

- A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the Company's registered office at 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Attn: Company Secretary) not later than 48 hours before the time appointed for the Annual General Meeting.

**Notice of Books Closure and Dividend Payment Dates**

Subject to shareholders' approval of the payment of the proposed final dividend at the Eleventh Annual General Meeting to be convened on 28 April 2009, the Share Transfer Books and Register of Members of the Company will be closed from 7 May 2009 to 8 May 2009 (both dates inclusive).

Duly completed transfers received by the Company's Registrar, M & C Services Private Limited, 138 Robinson Road #17-00 The Corporate Office Singapore 068906, up to 5.00 p.m. on 6 May 2009 (the "Entitlement Date") will be registered to determine members' entitlement to the proposed final dividend. Subject as aforesaid, persons whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on the Entitlement Date, will be entitled to the proposed final dividend.

The proposed final dividend, if approved by shareholders of the Company, will be paid on 20 May 2009.

**EXPLANATORY NOTES:**

- Ordinary Resolution No. 3 is to approve the re-appointment of Mr Bertie Cheng as a Director to hold such office until the next annual general meeting of the Company pursuant to Section 153(6) of the Companies Act (Cap. 50). Upon his re-appointment, Mr Cheng, who is considered independent, will remain as the Chairman of the Board of Directors of the Company and, as the Chairman of the Executive Committee and the Remuneration Committee of the Company.
- Ordinary Resolution No. 4 is to approve the re-election of Mr Clive Lim Chai Hock, who is retiring by rotation, in accordance with Article 91 of the Articles of Association of the Company.
- Ordinary Resolution No. 5 is to approve the re-election of Mr Yap Boh Pin, who is retiring by rotation, in accordance with Article 91 of the Articles of Association of the Company. Upon his re-election, Mr Yap, who is considered independent for purposes of Rule 704(8) of the Listing Manual, will remain as the Chairman of the Audit Committee of the Company and, as a member of the Nominating Committee of the Company.
- Ordinary Resolution No. 8 is to authorise the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued share capital shall be based on the issued share capital of the Company at the time that Ordinary Resolution No. 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Ordinary Resolution No. 8 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.
- Ordinary Resolution No. 9 is to authorise the Directors to allot and issue shares in the Company pursuant to the exercise of options granted under the TeleChoice Pre-IPO Share Option Scheme ("Pre-IPO Scheme"). The Pre-IPO Scheme was adopted at an Extraordinary General Meeting of the Company on 7 May 2004. On 12 May 2004, pursuant to the Pre-IPO Scheme, the Company granted share options to eligible participants, to subscribe for an aggregate of 20,000,000 shares. Details of the Pre-IPO Scheme are set out in the Company's prospectus dated 16 June 2004.
- Ordinary Resolution No. 10 is to authorise the Directors to offer and grant options and/or grant awards and to allot and issue shares in the capital of the Company in accordance with the rules and terms of the TeleChoice Post-IPO Employee Share Option Scheme ("Post-IPO Scheme"), the TeleChoice Restricted Share Plan (the "Restricted Share Plan") and/or the TeleChoice Performance Share Plan (the "Performance Share Plan") (the Post-IPO Scheme, the Restricted Share Plan and the Performance Share Plan shall collectively be referred to as the "Share Plans"), provided that the aggregate number of shares to be allotted and issued pursuant to the Pre-IPO Scheme and the Share Plans shall not exceed 15% of the total number of issued shares in the capital of the Company from time to time. The Post-IPO Scheme was adopted at the Extraordinary General Meeting of the Company held on 7 May 2004. Details of the Post-IPO Scheme are set out in the Company's prospectus dated 16 June 2004. The Restricted Share Plan and the Performance Share Plan were adopted by the shareholders of the Company at the Extraordinary General Meeting of the Company held on 27 April 2007. Details of the Restricted Share Plan and the Performance Share Plan are set out in the Company's circular to shareholders dated 11 April 2007. The grant of options and/or awards under the respective Share Plans will be made in accordance with their respective provisions.