



## TELECHOICE INTERNATIONAL LIMITED

(Registration No. 199802072R)

(Incorporated in the Republic of Singapore)

### NOTICE OF TWELFTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twelfth 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 2010 at 10.30 a.m. to transact the following business:

#### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2009 and the Directors’ and Auditors’ Report thereon. **Resolution 1**
2. To declare a final tax exempt (one-tier) dividend of 1.75 cents per ordinary share in the capital of the Company (“**Share**”), for the financial year ended 31 December 2009. **Resolution 2**
3. That pursuant to Section 153(6) of the Companies Act (Cap. 50) (the “**Companies Act**”), 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. **Resolution 3**  
*See Explanatory Note (a)*
4. To re-elect Mr Yen Se-Hua Stewart, who is retiring in accordance with Article 91 of the Articles of Association of the Company. **Resolution 4**  
*See Explanatory Note (b)*
5. To re-elect Mr Tang Yew Kay Jackson, who is retiring in accordance with Article 91 of the Articles of Association of the Company. **Resolution 5**  
*See Explanatory Note (c)*
6. To approve Directors’ Fees of \$383,000 for the financial year ended 31 December 2009. **Resolution 6**  
(Directors’ Fees for the financial year ended 31 December 2008: \$386,000. Directors’ Fees for the financial year ended 31 December 2007: \$420,000).
7. To re-appoint KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

#### AS SPECIAL BUSINESS

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

8. That authority be and is hereby given to the Directors to: **Resolution 8**
  - (a) (i) issue Shares whether by way of rights, bonus or otherwise; and/or
  - (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
  - (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:
  - (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 8(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 8(ii) below);

- (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 8(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;
- (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
- (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.

*See Explanatory Note (d)*

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 total number of issued Shares in the capital of the Company (excluding treasury shares) from time to time.

**Resolution 9**

*See Explanatory Note (e)*

10. That authority be and is hereby given to the Directors to:

**Resolution 10**

- (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
- (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 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,

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 (excluding treasury shares) from time to time.

*See Explanatory Note (f)*

11. That:

**Resolution 11**

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“**Chapter 9**”) of SGX-ST, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Annexure to the Appendix to the Annual Report dated 13 April 2010 (the “**Appendix**”) with any party who is of the class of interested persons described in the Annexure to the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in sub-paragraph 11(a) above (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; and

- (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this Resolution.

12. That:

**Resolution 12**

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued Shares in the capital of the Company not exceeding in aggregate the Maximum Limit (as defined in sub-paragraph 12(c) below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined in sub-paragraph 12(c) below), whether by way of:

- (i) market purchase(s) on the SGX-ST through the SGX-ST's trading system and/or any other securities exchange ("**Other Exchange**") on which the Shares may for the time being be listed and quoted ("**Market Purchases**"); and/or
- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act ("**Off-Market Purchases**"),

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held; or
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;

- (c) in this Resolution:

**"Average Closing Price"** means the average of the last dealt prices of a Share for the last five consecutive Market Days (as defined in sub-paragraph 12(c) below) on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST, or as the case may be, Other Exchange, for any corporate action which occurs after the relevant five Market Day period;

**"date of the making of the offer"** means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating the purchase price (which shall not be more than 110% of the Average Closing Price of the Shares (excluding related expenses of the purchase or acquisition)) for each Share, and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

**"Market Day"** means a day on which the SGX-ST, or as the case may be, Other Exchange is open for trading in securities;

**"Maximum Limit"** means that number of issued Shares representing 10% of the issued ordinary Share in the capital of the Company as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

**"Maximum Price"**, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an off-market purchase of a Share pursuant to an equal access scheme, 110% of the Average Closing Price of the Shares; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

## OTHER BUSINESS

13. 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 2010

### Notes:

1. 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.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be deposited at the Company's registered office at 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Attention: The 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 Twelfth Annual General Meeting to be convened on 28 April 2010, the Share Transfer Books and Register of Members of the Company will be closed from 6 May 2010 to 7 May 2010 (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 5 May 2010 (the "**Entitlement Date**") will be registered to determine shareholders' 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 2010.

### EXPLANATORY NOTES:

- (a) 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.
- (b) Ordinary Resolution No. 4 is to approve the re-election of Mr Yen Se-Hua Stewart, who is retiring by rotation, in accordance with Article 91 of the Articles of Association of the Company. Upon his re-election, Mr Yen, who is considered independent, will remain as the Chairman of the Nominating Committee of the Company and, as a member of the Remuneration Committee and the Executive Committee of the Company.
- (c) Ordinary Resolution No. 5 is to approve the re-election of Mr Tang Yew Kay Jackson, who is retiring by rotation, in accordance with Article 91 of the Articles of Association of the Company. Upon his re-election, Mr Tang, who is considered independent for purposes of Rule 704(8) of the Listing Manual, will remain as a member of the Audit Committee of the Company.
- (d) 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.
- (e) 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.
- (f) 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 (excluding treasury shares) 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.
- (g) Ordinary Resolution No. 11 is to renew the mandate to allow the Company, its subsidiaries and its associated companies that are entities at risk or any of them to enter into certain interested person transactions with certain classes of interested persons as described in the Annexure to the Appendix to the Annual Report dated 13 April 2010 (the "**Appendix**"). The authority will, 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.
- (h) Ordinary Resolution No. 12 is to renew the mandate to allow the Company to purchase or acquire issued ordinary Shares in the capital of the Company on the terms and subject to the conditions of the Resolution.

The Company may use internal resources or external borrowings or a combination of both to fund the purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the financial position of the Company, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired and the price at which such Shares were purchased or acquired.

The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Company and the Company and its subsidiaries for the financial year ended 31 December 2009, based on certain assumptions, are set out in paragraph 3.7.3 of the Letter to Shareholders in the Appendix.