

TELECHOICE INTERNATIONAL LIMITED

(Registration No.: 199802072R)
(Incorporated in the Republic of Singapore)

**Minutes of Twenty-Fourth Annual General Meeting of
TeleChoice International Limited (“Company”)
held by way of electronic means on Thursday, 28 April 2022, at 10.30 a.m.**

1. Opening

- 1.1 On behalf of the Board of Directors, the Chairman of the Board of Directors, Mr Ronald Seah Lim Siang, welcomed all in attendance to the live video and audio webcast of the Company’s Twenty-Fourth Annual General Meeting (“**Meeting**”).
- 1.2 In adherence to the various advisories and guidance issued by the Singapore authorities amid the COVID-19 situation, the Company had made arrangements for a live video and audio webcast of the proceedings of the Meeting.
- 1.3 Chairman introduced all other Board members, namely Mr Stephen Geoffrey Miller, Mr Tang Yew Kay Jackson, Ms Cheah Sui Ling, Mr Yeo Siew Chye Stephen, Ms Ho Koon Lian Irene and Mr Lim Chai Hock Clive, and the President & Chief Executive Officer (“**President & CEO**”), Mr Vincent Lim, who were all in attendance via video conference.

2. Quorum

Chairman noted that a quorum was present and called the Meeting to order.

3. Notice of Meeting

The Notice of the Meeting, a copy of which was published on the SGXNet’s website and the Company’s corporate website on 6 April 2022, was taken as read.

4. Poll Voting

- 4.1 Chairman informed the Meeting that, as mentioned in the Notice of Meeting, there will be no “live” voting at the Meeting and the only way for shareholders to exercise their voting rights is to appoint the Chairman as proxy.
- 4.2 Chairman further informed the Meeting that he had been appointed as a proxy of 8 shareholders in respect of 240,942,887 shares to vote on the resolutions of the Notice of Meeting. Hence, he had voted for and against the resolutions, pursuant to the proxy instructions.
- 4.3 Chairman informed the Meeting that all resolutions have been voted on by way of poll. Intertrust Singapore Corporate Services Pte Ltd (“**Intertrust**”) was appointed as the Scrutineers, and that all votes had been voted based on proxy votes received as at the cut-off date at 10.30 a.m. on 25 April 2022 and Intertrust had verified the results of the proxy voting.
- 4.4 At this juncture, Chairman informed the Meeting that the Company did not receive any questions from shareholders as at the cut-off date of 5.00 p.m. on 14 April 2022, or thereafter.

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5. Audited Financial Statements for the Financial Year ended 31 December 2021, the Directors' Statement and the Auditors' Report

5.1 Chairman informed the Meeting that Resolution 1 was to receive and adopt the Audited Financial Statements for the financial year ended 31 December 2021 ("FY2021"), the Directors' Statement and the Auditors' Report thereon.

5.2 Based on the poll voting results as verified by Intertrust, the number of votes "For" Resolution 1 was 240,915,887 shares (99.99%) and the number of votes "Against" Resolution 1 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 1 carried.

6. Declaration of Final Tax Exempt (One-Tier) Dividend

6.1 Chairman informed the Meeting that Resolution 2 was to declare a final tax exempt (one-tier) dividend of 0.125 cents per share for FY2021.

6.2 Based on the poll voting results as verified by Intertrust, the number of votes "For" Resolution 2 was 240,915,887 shares (99.99%) and the number of votes "Against" Resolution 2 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 2 carried.

7. Re-Election of Mr Stephen Geoffrey Miller as Director

7.1 Chairman informed the Meeting that Resolution 3 was to re-elect Mr Stephen Geoffrey Miller who would be retiring as a Director in accordance with Regulation 99 of the Constitution of the Company, and had offered himself for re-election. Chairman further informed the Meeting that Mr Stephen Geoffrey Miller had abstained from voting his own shares in respect of Resolution 3.

7.2 Based on the poll voting results as verified by Intertrust, the number of votes "For" Resolution 3 was 240,915,887 shares (99.99%) and the number of votes "Against" Resolution 3 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 3 carried.

8. Re-Election of Ms Ho Koon Lian Irene as Director

8.1 Chairman informed the Meeting that Resolution 4 was to re-elect Ms Ho Koon Lian Irene who would be retiring as a Director in accordance with Regulation 99 of the Constitution of the Company, and had offered herself for re-election. Chairman further informed the Meeting that Ms Ho Koon Lian Irene had abstained from voting her own shares in respect of Resolution 4.

8.2 Based on the poll voting results as verified by Intertrust, the number of votes "For" Resolution 4 was 240,915,887 shares (99.99%) and the number of votes "Against" Resolution 4 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 4 carried.

9. Re-Election of Mr Lim Chai Hock Clive as Director

9.1 Chairman informed the Meeting that Resolution 5 was to re-elect Mr Lim Chai Hock Clive who would be retiring as a Director in accordance with Regulation 99 of the Constitution of the Company, and had offered himself for re-election. Chairman further informed the Meeting that Mr Lim Chai Hock Clive had abstained from voting his own shares in respect of Resolution 5.

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9.2 Based on the poll voting results as verified by Intertrust, the number of votes “For” Resolution 5 was 240,915,887 shares (99.99%) and the number of votes “Against” Resolution 5 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 5 carried.

10. Approval of Directors’ Remuneration to be paid to all of the Directors (other than Mr Lim Chai Hock Clive)

10.1 Chairman informed the Meeting that Resolution 6 was to approve the Directors’ Remuneration to be paid to all of the Directors (other than Mr Lim Chai Hock Clive) of S\$429,000 for FY2021, comprising (a) S\$300,300 to be paid in cash; and (b) S\$128,700 to be paid in the form of restricted share awards pursuant to the TeleChoice Restricted Share Plan (as amended).

10.2 Based on the poll voting results as verified by Intertrust, the number of votes “For” Resolution 6 was 240,915,887 shares (99.99%) and the number of votes “Against” Resolution 6 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 6 carried.

11. Approval of Director’s Remuneration to be paid to Mr Lim Chai Hock Clive

11.1 Chairman informed the Meeting that Resolution 7 was to approve the sum of S\$42,000 to be paid as Director’s Remuneration to Mr Lim Chai Hock Clive for FY2021 in cash.

11.2 Based on the poll voting results as verified by Intertrust, the number of votes “For” Resolution 7 was 240,915,887 shares (99.99%) and the number of votes “Against” Resolution 7 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 7 carried.

12. Re-Appointment of Auditors

12.1 Chairman informed the Meeting that Resolution 8 was to re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

12.2 Based on the poll voting results as verified by Intertrust, the number of votes “For” Resolution 8 was 240,915,887 shares (99.99%) and the number of votes “Against” Resolution 8 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 8 carried.

13. Special Business: Authority for Directors to Issue Shares

13.1 Chairman informed the Meeting that Resolution 9 was 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 such number not exceeding in total 50% of the issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, with a sub-limit of 20% for issues other than on a *pro rata* basis to shareholders, on the terms as set out in Resolution 9 of the Notice of AGM.

13.2 Chairman highlighted that this resolution was a routine resolution similar to the one passed at the last AGM held on 28 April 2021.

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- 13.3 Based on the poll voting results as verified by Intertrust, the number of votes “For” Resolution 9 was 240,915,887 shares (99.99%) and the number of votes “Against” Resolution 9 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 9 carried.
- 14. Special Business: Authority for Directors to Offer and Grant Awards, and Allot and Issue Shares, pursuant to the TeleChoice Restricted Share Plan (as amended) and the TeleChoice Performance Share Plan (as amended)**
- 14.1 Chairman informed the Meeting that Resolution 10 was to authorise the Directors to offer and grant awards and allot and issue shares pursuant to the TeleChoice Restricted Share Plan (as amended) and/or the TeleChoice Performance Share Plan (as amended) (collectively “**Share Plans**”), provided that the aggregate number of shares to be allotted and issued pursuant to the Share Plans shall not exceed 15% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) from time to time.
- 14.2 Chairman highlighted that this resolution was a routine resolution similar to the one passed at the last AGM held on 28 April 2021.
- 14.3 It was noted that in accordance with the rules of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the Rules of the Share Plans, Directors who were shareholders and all other persons who were eligible to participate in the Share Plans had abstained from voting on this Resolution.
- 14.4 Based on the poll voting results as verified by Intertrust, the number of votes “For” Resolution 10 was 228,941,500 shares (99.99%) and the number of votes “Against” Resolution 10 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 10 carried.
- 15. Special Business: Approval of Renewal of the Shareholders’ Mandate for Interested Person Transactions**
- 15.1 Chairman informed the Meeting that Resolution 11 was to approve the renewal of the Shareholders’ Mandate for Interested Person Transactions (“**Shareholders’ Mandate**”), on the terms as set out in Resolution 11 of the Notice of AGM.
- 15.2 Chairman highlighted that:
- (i) the particulars of the Shareholders’ Mandate that were sought to be renewed at this Meeting were set out in the Appendix to the Annual Report, which had been uploaded onto the Company’s corporate website and they remained unchanged from the previous Shareholders’ Mandate that was renewed at the last Annual General Meeting held on 28 April 2021; and
 - (ii) if the Shareholders’ Mandate was renewed at this Meeting, the Shareholders’ Mandate shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, unless revoked or varied by the Company in a general meeting.
- 15.3 At this juncture, Chairman informed the Meeting that in accordance with the rules of the SGX-ST Listing Manual, the following parties had abstained from voting on Resolution 11:
- (a) STT Communications Ltd;
 - (b) Leap International Pte Ltd;

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- (c) Mr Stephen Geoffrey Miller; and
- (d) Mr Lim Chai Hock Clive.

15.4 Based on the poll voting results as verified by Intertrust, the number of votes "For" Resolution 11 was 11,978,387 shares (99.78%) and the number of votes "Against" Resolution 11 was 27,000 shares (0.22%). Accordingly, Chairman declared Resolution 11 carried.

16. Special Business: Approval of Renewal of the Share Purchase Mandate

16.1 Chairman informed the Meeting that Resolution 12 was to approve the renewal of the Share Purchase Mandate to allow the Company to purchase issued ordinary shares in the capital of the Company on the terms and subject to the conditions set out in the Appendix to the Annual Report.

16.2 Based on the poll voting results as verified by Intertrust, the number of votes "For" Resolution 12 was 240,915,887 shares (99.99%) and the number of votes "Against" Resolution 12 was 27,000 shares (0.01%). Accordingly, Chairman declared Resolution 12 carried.

17. Conclusion

17.1 There being no other business, Chairman thanked the Shareholders for their participation and declared the Meeting closed at 11.00 a.m.

Approved By:

Ronald Seah Lim Siang
Chairman