

TELECHOICE INTERNATIONAL LIMITED

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

Minutes of Twenty-Fifth Annual General Meeting of TeleChoice International Limited (“Company”) held at Sunflower Room L1 @ The Chevrons, 48 Boon Lay Way, Singapore 609961 on Thursday, 27 April 2023, 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 (“**Chairman**”), welcomed all in attendance to the Company’s Twenty-Fifth Annual General Meeting (“**Meeting**”).
- 1.2 Chairman introduced all other Board members, namely Mr Stephen Geoffrey Miller, Mr Nicholas Tan Kok Peng, Ms Cheah Sui Ling, Mr Yeo Siew Chye Stephen, Ms Ho Koon Lian Irene and Mr Lim Chai Hock Clive. Chairman also introduced the President & Chief Executive Officer, Mr Vincent Lim, and the Chief Financial Officer, Ms Wong Loke Mei.

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 5 April 2023, was taken as read.

4. Sequence of Meeting and Poll Voting

- 4.1 Chairman informed the Meeting of the sequence of how the business of the Meeting would be conducted. Chairman informed the Meeting that all resolutions would be voted by way of poll, and that Complete Corporate Services Pte Ltd was appointed as the polling agent and Kreston David Yeung PAC was appointed as the scrutineer. At the invitation of Chairman, a representative of the polling agent explained to the Meeting the procedure for voting.
- 4.2 At this juncture, Chairman informed the Meeting that the Company did not receive any questions from shareholders of the Company (“**Shareholders**”) as at the cut-off date of 5.00 p.m. on 22 April 2023, or thereafter. Chairman then proceeded with the business of the Meeting.

5. Resolution 1: Adoption of Financial Statements, Directors’ Statement and Auditors’ Report for the Financial Year ended 31 December 2022

- 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 2022 (“**FY2022**”), the Directors’ Statement and the Auditors’ Report thereon.
- 5.2 Chairman invited questions from the Shareholders on Resolution 1. There being no questions, Resolution 1 was proposed by Chairman and seconded by a Shareholder, and put to the vote.

5.3 Based on the poll voting results, the number of votes “For” Resolution 1 was 326,678,467 (100.00%) and the number of votes “Against” Resolution 1 was 0 (0.00%). Accordingly, Chairman declared Resolution 1 carried.

6. Resolution 2: Re-election of Mr Ronald Seah Lim Siang as Director

6.1 Chairman informed the Meeting that as Resolution 2 dealt with his re-election as a Director, he would be handing the proceedings over to the Deputy Chairman of the Board of Directors, Mr Stephen Geoffrey Miller (“**Deputy Chairman**”).

6.2 Deputy Chairman informed the Meeting that Resolution 2 was to re-elect Mr Ronald Seah Lim Siang, 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. Deputy Chairman further informed the Meeting that Mr Ronald Seah Lim Siang would be abstaining from voting his own shares in respect of Resolution 2.

6.3 Deputy Chairman invited questions from the Shareholders on Resolution 2. There being no questions, Resolution 2 was proposed by Deputy Chairman and seconded by a Shareholder, and put to the vote.

6.4 Based on the poll voting results, the number of votes “For” Resolution 2 was 326,094,467 (100.00%) and the number of votes “Against” Resolution 2 was 0 (0.00%). Accordingly, Deputy Chairman declared Resolution 2 carried. Deputy Chairman then handed the proceedings over to Chairman.

7. Resolution 3: Re-election of Ms Cheah Sui Ling as Director

7.1 Chairman informed the Meeting that Resolution 3 was to re-elect Ms Cheah Sui Ling, 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 Cheah Sui Ling would be abstaining from voting her own shares in respect of Resolution 3.

7.2 Chairman invited questions from the Shareholders on Resolution 3. There being no questions, Resolution 3 was proposed by Chairman and seconded by a Shareholder, and put to the vote.

7.3 Based on the poll voting results, the number of votes “For” Resolution 3 was 326,617,467 (100.00%) and the number of votes “Against” Resolution 3 was 0 (0.00%). Accordingly, Chairman declared Resolution 3 carried.

8. Resolution 4: Re-Election of Mr Yeo Siew Chye Stephen as Director

8.1 Chairman informed the Meeting that Resolution 4 was to re-elect Mr Yeo Siew Chye Stephen, 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 Yeo Siew Chye Stephen would be abstaining from voting his own shares in respect of Resolution 4.

8.2 Chairman invited questions from the Shareholders on Resolution 4. There being no questions, Resolution 4 was proposed by Chairman and seconded by a Shareholder, and put to the vote.

8.3 Based on the poll voting results, the number of votes “For” Resolution 4 was 326,627,467 (100.00%) and the number of votes “Against” Resolution 4 was 0 (0.00%). Accordingly, Chairman declared Resolution 4 carried.

9. Resolution 5: Re-Election of Mr Nicholas Tan Kok Peng as Director

9.1 Chairman informed the Meeting that Resolution 5 was to re-elect Mr Nicholas Tan Kok Peng, who would be retiring in accordance with Regulation 105 of the Constitution of the Company, and had offered himself for re-election.

9.2 Chairman invited questions from the Shareholders on Resolution 5. There being no questions, Resolution 5 was proposed by Chairman and seconded by a Shareholder, and put to the vote.

9.3 Based on the poll voting results, the number of votes "For" Resolution 5 was 326,635,467 (100.00%) and the number of votes "Against" Resolution 5 was 0 (0.00%). Accordingly, Chairman declared Resolution 5 carried.

10. Resolution 6: Approval of Directors' Remuneration to be paid to all of the Directors (other than Mr Lim Chai Hock Clive) for the Financial Year ended 31 December 2022

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 FY2022, 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 Chairman invited questions from the Shareholders on Resolution 6. There being no questions, Resolution 6 was proposed by Chairman and seconded by a Shareholder, and put to the vote.

10.3 Based on the poll voting results, the number of votes "For" Resolution 6 was 324,961,467 (100.00%) and the number of votes "Against" Resolution 6 was 0 (0.00%). Accordingly, Chairman declared Resolution 6 carried.

11. Resolution 7: Approval of Director's Remuneration to be paid to Mr Lim Chai Hock Clive for the Financial Year ended 31 December 2022

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 FY2022 in cash.

11.2 Chairman invited questions from the Shareholders on Resolution 7. There being no questions, Resolution 7 was proposed by Chairman and seconded by a Shareholder, and put to the vote.

11.3 Based on the poll voting results, the number of votes "For" Resolution 7 was 241,157,267 (100.00%) and the number of votes "Against" Resolution 7 was 0 (0.00%). Accordingly, Chairman declared Resolution 7 carried.

12. Resolution 8: Re-appointment of KPMG LLP as Auditors and authorisation to fix their remuneration

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 Chairman invited questions from the Shareholders on Resolution 8. There being no questions, Resolution 8 was proposed by Chairman and seconded by a Shareholder, and put to the vote.

12.3 Based on the poll voting results, the number of votes "For" Resolution 8 was 326,574,187 (100.00%) and the number of votes "Against" Resolution 8 was 0 (0.00%). Accordingly, Chairman declared Resolution 8 carried.

13. Resolution 9: Authority for Directors to allot and 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 the Meeting. Chairman highlighted that this resolution was a routine resolution similar to the one passed at the last Annual General Meeting held on 28 April 2022.
- 13.2 Chairman invited questions from the Shareholders on Resolution 9. There being no questions, the text of Resolution 9 was taken as read, and Resolution 9 was proposed by Chairman and seconded by a Shareholder and put to the vote.
- 13.3 Based on the poll voting results, the number of votes “For” Resolution 9 was 326,678,467 (100.00%) and the number of votes “Against” Resolution 9 was 0 (0.00%). Accordingly, Chairman declared Resolution 9 carried.

14. Resolution 10: 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. Chairman highlighted that this resolution was a routine resolution similar to the one passed at the last Annual General Meeting held on 28 April 2022.
- 14.2 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 would be abstaining from voting on this Resolution.
- 14.3 Chairman invited questions from the Shareholders on Resolution 10. There being no questions, the text of Resolution 10 was taken as read, and Resolution 10 was proposed by Chairman and seconded by a Shareholder and put to the vote.
- 14.4 Based on the poll voting results, the number of votes “For” Resolution 10 was 313,035,800 (100.00%) and the number of votes “Against” Resolution 10 was 0 (0.00%). Accordingly, Chairman declared Resolution 10 carried.

15. Resolution 11: 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 the Meeting.
- 15.2 Chairman highlighted that:

- (a) the particulars of the Shareholders' Mandate that was 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 2022; and
 - (b) 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, STT Communications Ltd, Leap International Pte Ltd, Mr Stephen Geoffrey Miller and Mr Lim Chai Hock Clive have abstained from voting on Resolution 11.
- 15.4 Chairman invited questions from the Shareholders on Resolution 11. There being no questions, the text of Resolution 11 was taken as read, and Resolution 11 was proposed by Chairman and seconded by a Shareholder and put to the vote.
- 15.5 Based on the poll voting results, the number of votes "For" Resolution 11 was 13,298,487 (100.00%) and the number of votes "Against" Resolution 11 was 0 (0.00%). Accordingly, Chairman declared Resolution 11 carried.
- 16. Resolution 12: 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 Chairman invited questions from the Shareholders on Resolution 12. There being no questions, the text of Resolution 12 was taken as read, and Resolution 12 was proposed by Chairman and seconded by a Shareholder and put to the vote.
- 16.3 Based on the poll voting results, the number of votes "For" Resolution 12 was 326,678,467 (100.00%) and the number of votes "Against" Resolution 12 was 0 (0.00%). 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