

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 1st Annual General Meeting of the ordinary shareholders of the Company will be held at Sheraton Towers, Level 2, Ballroom 2, 39 Scotts Road, Singapore 228230 on 14 April 2003 at 10a.m. to transact the following business:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts for the year ended 31 December 2002. Resolution 1
2. To declare a final tax exempt dividend of 7.30 cents per share comprising normal tax exempt dividend of 5.85 cents per share and tax exempt (1-tier) dividend of 1.45 cents per share for the year ended 31 December 2002. Resolution 2
3. To pass the following resolution separately under Section 153(6) of the Companies Act (Chapter 50):
  - 3.1 That pursuant to Section 153(6) of the Companies Act (Chapter 50), Mr. Hsuan Owyang be and is hereby re-appointed as Director of the Company to hold such office until the next Annual General Meeting of the Company. Resolution 3
4. To re-elect the following Directors who retire in accordance with Article 91 of the Company's Articles of Association and who, being eligible, offer themselves for re-election pursuant to Article 92:
  - (i) Mr. Lim Chee Onn Resolution 4
  - (ii) Mr. Low Huan Ping Resolution 5
  - (iii) Mr. Arthur Seet Keong Hoe (see Note 2) Resolution 6
  - (iv) Mr. Teo Soon Hoe Resolution 7
5. To re-elect the following Directors who, being appointed by the Board of Directors after the last Annual General Meeting, retire in accordance with Article 97 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
  - (i) Mr. Neil Montefiore Resolution 8
  - (ii) Mr. Reggie Thein (see Note 3) Resolution 9
  - (iii) Dr. Thio Su Mien (see Note 4) Resolution 10
  - (iv) Mr. Patrick Yeoh Khwai Hoh (see Note 5) Resolution 11
6. To approve Directors' fees of S\$187,170 for the year ended 31 December 2002 (See Note 6). Resolution 12
7. To re-appoint Auditors and authorise the Directors to fix their remuneration. Resolution 13

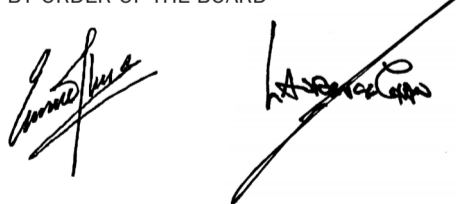
### AS SPECIAL BUSINESS

8. To consider and if thought fit, approving, with or without modifications, Resolution 14, which will be proposed as an Ordinary Resolution:
- 8.1 That pursuant to Section 161 of the Companies Act (Chapter 50) and Article 8B of the Company's Articles of Association, authority be and is hereby given to the Directors of the Company to:- Resolution 14
  - (a) (i) issue shares in the capital of the Company ("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 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 that the authority so 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 the Authority 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 thereto and any adjustments effected under any relevant Instrument), does not exceed 50 per cent of the issued share capital of the Company (as calculated in accordance with 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 any adjustments effected under any relevant Instrument) does not exceed 20 per cent of the issued share capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
    - (ii) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital shall be calculated based on the maximum potential issued share capital of the Company as at the date of the passing of this Resolution after adjusting for:-
      - (1) new Shares arising from the conversion or exercise of convertible securities or employee share options issued pursuant to any previous shareholder approval, and which are outstanding as at the date of the passing of this Resolution; and
      - (2) any subsequent consolidation or sub-division of shares;
    - (iii) in exercising the power to make or grant Instruments (including the making of any adjustments under any relevant Instrument), the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited ("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 is required by law to be held, whichever is the earlier (see Note 7).
9. To transact such other business which can be transacted at an Annual General Meeting of the Company.

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and the Register of Members of the Company will be closed from 24 April 2003 to 25 April 2003 (both dates inclusive), for the preparation of dividend warrants. Duly completed transfers received by the Company's registrar, Lim Associates (Pte) Ltd, 10 Collyer Quay #19-08 Ocean Building, Singapore, 049315 up to the close of business at 5.00 p.m. on 23 April 2003 will be registered to determine shareholders' entitlement to the proposed final dividend. The proposed final dividend, if approved at the Annual General Meeting, will be paid on 12 May 2003.

BY ORDER OF THE BOARD



**Eunice Phua/Lawrence Chan**  
Company Secretaries

Singapore, 28 March 2003

Notes:

1. A member of the Company is entitled to appoint a proxy to attend the meeting 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 registered office of the Company, 10 International Business Park, Singapore 609928, not less than 48 hours before the time appointed for holding the Annual General Meeting.
2. Mr. Arthur Seet will upon re-election continue to serve as Member on the Audit Committee. Mr. Seet is not considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
3. Mr. Reggie Thein will upon re-election continue to serve as Chairman of the Audit Committee. Mr. Thein is considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
4. Dr. Thio Su Mien will upon re-election continue to serve as Member on the Audit Committee. Dr Thio is considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
5. Mr. Patrick Yeoh will upon re-election continue to serve as Member on the Audit Committee. Mr Yeoh is considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
6. Directors' fees payable to Messrs. Lim Chee Onn, Roger Barlow, Low Huan Ping, Arthur Seet Keong Hoe, Rolf-Kristian Soderstrom and Teo Soon Hoe will be paid to the relevant shareholder (namely Great Eastern Telecommunications Ltd, Keppel Telecoms Pte Ltd or SPH Multimedia Private Limited, as appropriate) that nominated each of them.
7. Ordinary Resolution 14 is to empower the Directors in the date of the Annual General Meeting until the date of the next Annual General Meeting to issue further Shares and Instruments in the Company, including a bonus or rights issue. The maximum number of Shares which the Directors may issue under this Resolution shall not exceed the quantum set out in the Resolution.

