

MobileOne Ltd

(Incorporated in the Republic of Singapore)

(Company Registration No. 199206031W)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 7th Annual General Meeting of the ordinary shareholders of the Company will be held at Raffles City Convention Centre, Olivia Room, Level 4, 2 Stamford Road, Singapore 178882 on Tuesday, 7 April 2009 at 3.30 p.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 2008. Resolution 1
2. To declare a final tax exempt (one-tier) dividend of 7.2 cents per share for the year ended 31 December 2008. Resolution 2
3. To pass the following resolutions 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), the following Directors be and are hereby re-appointed as Directors of the Company to hold such office until the next Annual General Meeting of the Company (See Note 1):
 - (i) Mr Patrick Yeoh Khwai Hoh (See Note 2) Resolution 3
 - (ii) Dr Thio Su Mien (See Note 3) Resolution 4
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) Dato' Yusof Annuar Yaacob Resolution 5
 - (ii) Mr Roger Barlow Resolution 6
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) Dato' Sri Jamaludin Ibrahim (See Note 4) Resolution 7
 - (ii) Mr Chow Kok Kee (See Note 4) Resolution 8
 - (iii) Mr Alan Ow Soon Sian (See Note 4) Resolution 9
6. To approve Directors' fees of S\$388,156 for the year ended 31 December 2008 (FY 2007: S\$390,000) (See Note 5). Resolution 10
7. To re-appoint Auditors and authorise the Directors to fix their remuneration. Resolution 11

AS SPECIAL BUSINESS

8. To consider and if thought fit, approve, with or without modifications, the following resolutions, of which Resolutions 12 to 15 will be proposed as Ordinary Resolutions:
 - 8.1 Issue of shares pursuant to the exercise of options under the MobileOne Share Option Scheme Resolution 12
That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the MobileOne Share Option Scheme ("the Scheme") and to allot and issue such shares as may be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 10 per cent of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company from time to time (see Note 6).
 - 8.2 The Proposed Renewal of Share Issue Mandate Resolution 13
That authority be and is hereby given to the Directors of the Company to:
 - (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") as 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:
 - (1) 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 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) 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 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) 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
 - (ii) any subsequent consolidation or subdivision of shares;
 - (3) 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
 - (4) 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 Note 7)
 - 8.3 The Proposed Renewal of Share Purchase Mandate Resolution 14
That:
 - (1) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares fully paid in the capital of the Company (the "Shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (a) market purchase(s) on the Singapore Exchange Securities Trading Limited (the "SGX-ST"); and/or
 - (b) off-market purchase(s) (if effected otherwise than on the SGX-ST) 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,
and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
 - (2) unless revoked or varied 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:
 - (a) the date on which the next Annual General Meeting of the Company is held; and
 - (b) the date by which the next Annual General Meeting of the Company is required by law to be held;
 - (3) in this Resolution:
"Average Closing Price" means the average of the closing market prices of a Share for the five consecutive trading days on which the Shares are transacted on the SGX-ST immediately preceding the date of 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 for any corporate action which occurs after the relevant five day period;
"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the basis set out below) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;
"Maximum Limit" means that number of issued Shares representing 10 per cent of the total number of issued Shares 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:
 - (a) in the case of a market purchase of a Share, 105 per cent of the Average Closing Price of the Shares; and
 - (b) in the case of an off-market purchase of a Share pursuant to an equal access scheme, 110 per cent of the Average Closing Price of the Shares; and
 - (4) 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 all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution. (see Note 8)
 - 8.4 The Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions Resolution 15
That:
 - (a) approval be and is hereby given, for the purposes of Chapter 9 of the listing manual of the Singapore Exchange Securities Trading Limited (the "Listing Manual"), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Listing Manual), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the circular to shareholders dated 23 March 2009 (the "Circular") with any party who is of the class of interested persons described in the Circular, 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 paragraph (a) above (the "Shareholders' Mandate") shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
 - (c) the Directors of the Company and each of them 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 and/or he may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this Resolution. (see Note 9)
 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 15 April 2009 to 16 April 2009 (both dates inclusive), for the preparation of dividend warrants. Duly completed transfers received by the Company's registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 3 Church Street, #08-01 Samsung Hub, Singapore 049483 up to the close of business at 5.00 p.m. on 14 April 2009 will be registered to determine shareholders' entitlement to the proposed dividends. The proposed dividends, if approved at the Annual General Meeting, will be paid on 27 April 2009.

BY ORDER OF THE BOARD

Anil Sachdev
Company Secretary

Singapore, 23 March 2009

Notes: 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.

Explanatory Notes on Resolutions to be passed:

1. Ordinary Resolutions 3 and 4 are to re-appoint a director who is over 70 years of age.
2. Mr. Patrick Yeoh Khwai Hoh will upon re-appointment continue to serve as a member of the Audit Committee. Mr Yeoh is considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr Yeoh can be found under "Board of Directors" and "Corporate Governance Report" in the 2008 Annual Report.
3. Dr. Thio Su Mien will upon re-appointment continue to serve as a member of the Audit Committee. Dr Thio is considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Dr Thio can be found under "Board of Directors" and "Corporate Governance Report" in the 2008 Annual Report.
4. (a) Dato' Sri Jamaludin Ibrahim was appointed a Director on 21 August 2008.
(b) Mr Chow Kok Kee was appointed a Director of the Company on 16 February 2009. Mr Chow is considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
(c) Mr Alan Ow Soon Sian was appointed a Director of the Company on 16 February 2009. Mr Ow is considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST. Upon re-appointment, Mr Ow will continue to serve as a member of the Audit Committee. Detailed information on Mr Ow can be found under "Board of Directors" and "Corporate Governance Report" in the 2008 Annual Report.
5. Directors' fees payable to Messrs. Lim Chee Onn, Teo Soon Hoe, Low Huan Ping, Ganen Sarvananthan (until 24 July 2008), Dato' Sri Jamaludin Ibrahim (from 21 August 2008) and Dato' Yusof Annuar Yaacob will be paid to the relevant shareholder (namely, Keppel Corporation Ltd, SPH Multimedia Private Limited or SunShare Investments Ltd, as appropriate) that nominated each of them.
6. Ordinary Resolution 12 is to authorise the Directors to offer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of such options under the Scheme up to an amount not exceeding 10 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.
7. Ordinary Resolution 13 is to empower the Directors from 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 stock set out in the Resolution.
8. Ordinary Resolution 14, which renews the Share Purchase Mandate, which was first approved by the shareholders on 25 March 2004 and was last renewed at the AGM on 8 April 2008 and will empower the Directors to purchase or acquire, from the date of the Annual General Meeting to the date of the next Annual General Meeting, an aggregate amount not exceeding 10 per cent of the total number of issued Shares of the Company as at the date of this Resolution. The rationale for the authority and limitations on, and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the Company and the Group for the financial year ended 31 December 2008 are set out in the Circular to shareholders enclosed with this Notice.
9. Ordinary Resolution 15, if passed, will renew the Shareholders' Mandate, which was approved by the shareholders on 3 April 2007 and was renewed at the AGM on 8 April 2008. The Shareholders' Mandate will enable the Company and certain other entities at risk to enter into any transactions falling within the types of Interested Person Transactions described in the Circular to shareholders enclosed with this Notice, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for Interested Person Transactions as set out in the Circular enclosed with this Notice.