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# NOTICE OF EXTRAORDINARY GENERAL MEETING

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## SINGAPORE TELECOMMUNICATIONS LIMITED

(Incorporated in the Republic of Singapore)  
Company Registration Number: 199201624D  
Australian Registered Body Number: 096 701 567

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Singapore Telecommunications Limited (the "**Company**") will be held at Suntec Singapore Convention and Exhibition Centre, Level 4, Hall 404, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 25 July 2014 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the 22nd Annual General Meeting of the Company to be held at 3.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions, all of which will be proposed as Ordinary Resolutions:

### **Resolution 1: Ordinary Resolution** **The Proposed Renewal of the Share Purchase Mandate**

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (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 in the capital of the Company ("**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:
- (i) market purchase(s) on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and/or any other stock exchange on which the Shares may for the time being be listed and quoted ("**Other Exchange**"); 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,

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 earliest of:
- (i) the date on which the next Annual General Meeting of the Company is held;
  - (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and
  - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

"**Average Closing Price**" means the average of the last dealt prices (excluding any transaction that the SGX-ST or Other Exchange (as the case may be) requires to be excluded for this purpose) of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange 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 makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

"**Maximum Limit**" means that number of issued Shares representing 5% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

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“**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.

### **Resolution 2: Ordinary Resolution** **The Proposed Alterations to the SingTel Performance Share Plan 2012**

THAT:

- (a) the Rules of the SingTel Performance Share Plan 2012 (the “**SingTel PSP 2012**”) be altered in the manner as set out in the Appendix to the Circular to Shareholders and CUFS Holders dated 26 June 2014 (the “**Circular**”); and
- (b) approval be and is hereby given to the Directors to grant awards in accordance with the provisions of the SingTel PSP 2012 (as altered) and to allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of awards under the SingTel PSP 2012 (as altered), provided that:
  - (i) the aggregate number of new Shares to be issued pursuant to the vesting of awards granted or to be granted under the SingTel PSP 2012 (as altered) shall not exceed 5% of the total number of issued shares (excluding treasury shares) from time to time; and
  - (ii) the aggregate number of new Shares under awards to be granted pursuant to the SingTel PSP 2012 (as altered) during the period commencing from the date of this Extraordinary General Meeting and ending on the date 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, shall not exceed 0.5% of the total number of issued Shares (excluding treasury shares) from time to time.

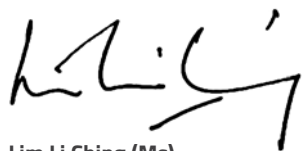
### **Resolution 3: Ordinary Resolution** **The Proposed Approval for Participation by the Relevant Executive Director in the SingTel Performance Share Plan 2012 for the purposes of the Listing Rules of ASX Limited**

THAT, for the purposes of Rule 10.14 of the ASX Listing Rules, the participation by the Relevant Executive Director in the Relevant Period specified in paragraph 4.2 of the Circular in the SingTel Performance Share Plan 2012, on the terms as set out in that paragraph, be and is hereby approved.

### **Resolution 4: Ordinary Resolution** **The Proposed Approval for Participation by the Relevant Non-Executive Director in the SingTel Performance Share Plan 2012 for the purposes of the Listing Rules of ASX Limited**

THAT, subject to and contingent upon the passing of Resolution 2 above, for the purposes of Rule 10.14 of the ASX Listing Rules, the participation by the Relevant Non-Executive Director in the Relevant Period specified in paragraph 4.3 of the Circular in the SingTel Performance Share Plan 2012, on the terms as set out in that paragraph, be and is hereby approved.

By Order of the Board



**Lim Li Ching (Ms)**  
Assistant Company Secretary  
Singapore, 26 June 2014

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### **Notes:**

1. With the exception of the Central Provident Fund Board and CHESS Depository Nominees Pty Ltd (who may each appoint more than two proxies), a member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. The instrument appointing the proxy that has been executed by a member must be lodged at the office of the Company's Singapore registry, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, not less than 48 hours before the time appointed for the Extraordinary General Meeting.

The instrument appointing the proxy that has been executed by or on behalf of CHESS Depository Nominees Pty Ltd and, where relevant, by a holder of CHESS Units of Foreign Securities relating to Shares, must be lodged at the office of the Company's Australian registry, Computershare Investor Services Pty Limited at Level 4, 60 Carrington Street, Sydney NSW 2000, Australia or GPO Box 242, Melbourne VIC 8060, Australia, not less than 48 hours before the time appointed for the Extraordinary General Meeting.

3. The Company intends to use internal and external sources of funds to finance its purchase or acquisition of Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired, whether the purchase or acquisition is made out of profits or capital, the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

Based on the existing issued shares of the Company as at 30 April 2014 (the "**Latest Practicable Date**") and disregarding the 401,522 shares held in treasury as at that date, and assuming no further Shares are issued, and no further Shares are purchased or acquired by the Company, or held as treasury shares, on or prior to the Extraordinary General Meeting, the purchase by the Company of 5% of its issued Shares will result in the purchase or acquisition of 797,158,771 Shares. In the case of market purchases by the Company and assuming that the Company purchases or acquires the 797,158,771 Shares at the Maximum Price of S\$3.9396 for one Share (being the price equivalent to 5% above the average of the last dealt prices of the Shares for the five consecutive market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 797,158,771 Shares is S\$3,140,486,694.23. In the case of off-market purchases by the Company and assuming that the Company purchases or acquires the 797,158,771 Shares at the Maximum Price of S\$4.1272 for one Share (being the price equivalent to 10% above the average of the last dealt prices of the Shares for the five consecutive market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 797,158,771 Shares is S\$3,290,033,679.67.

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 Group and the Company for the financial year ended 31 March 2014 based on these assumptions are set out in paragraph 2.7 of the Company's Circular to Shareholders and CUFH Holders dated 26 June 2014.

### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.