



TELEDATA (SINGAPORE) LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197600922M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Teledata (Singapore) Limited the "**Company**") will be held at SAFRA Jurong Club, Evergreen Room 2, Level 3, 333 Boon Lay Way, Singapore 649848 on 30 June 2014 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

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| 1. To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 December 2013 together with the Auditors' Report thereon. | Resolution 1 |
| 2. To re-elect Mr. Husni Heron, a Director retiring pursuant to Article 101 of the Articles of Association of the Company. | Resolution 2 |
| 3. To re-elect Mr. Kek Sin Shen, Steve, a Director retiring pursuant to Article 104 of the Articles of Association of the Company. | Resolution 3 |
| 4. To approve the payment of Directors' fees of up to \$130,000 for the financial year ending 31 December 2014. | Resolution 4 |
| 5. To appoint Messrs Mazars LLP as Independent Auditor of the Company subject to the clearance of their internal acceptance procedures and to authorise the Directors to fix their remuneration. | Resolution 5 |

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

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| 6. Authority to issue and allot shares
That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (" SGX-ST "), authority be and is hereby given to the Directors to:
(i) issue shares in the Company (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 (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares; and/or
(iii) issue additional Instruments convertible into shares from adjustments made to the number of Instruments,
at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit; and
(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% of the total number of issued shares in the capital of the Company, excluding treasury shares (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 existing shareholders of the Company shall not exceed 20% of the total number of issued 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 SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares, excluding treasury shares, shall be based on the total number of issued shares in the capital of the Company, excluding treasury shares, 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 bonus issue, consolidation or subdivision of shares;
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions, rules, guidelines and measures issued by 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. | Resolution 6 |
| 7. The Directors of the Company be and are hereby authorized to (a) offer and grant option(s) in accordance with the rules of the Teledata Share Option Scheme 2012 (" Scheme 2012 ") and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the option(s) under the Scheme 2012, and (b) to offer and grant option(s) in accordance with the rules of the Scheme 2012 with exercise prices set at a discount to the market price, provided that such discount does not exceed the relevant limits set by SGX-ST. | Resolution 7 |
| 8. The Directors of the Company be and are hereby authorized to offer and grant award(s) in accordance with the rules of the Teledata Performance Share Plan (" Plan ") and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the award(s) under the Plan. | Resolution 8 |
| 9. To transact any other ordinary business which may be properly transacted at an Annual General Meeting. | |

By Order of the Board

Adrian Chan Pengee
Secretary
Singapore, 16 June 2014

Explanatory Notes on Resolutions to be Transacted:

Resolution 2

Mr. Husni Heron, if re-elected, will remain as a non-executive Independent Director of the Company and a member of the Audit Committee, Remuneration Committee and the Nominating Committee. Mr. Husni Heron will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. The profile of Mr. Husni Heron is set out in the Board of Directors section of the Annual Report.

Resolution 3

Mr. Kek Sin Shen, Steve, if re-elected, will remain as a non-executive Independent Director and a member of the Audit Committee, Remuneration Committee and the Nominating Committee. Mr. Kek will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. The profile of Mr. Kek is set out in the Board of Directors section of the Annual Report.

Resolution 4

The payment of Directors' fees for the financial year ended 31 December 2013 was approved at the annual general meeting of the Company held on 30 April 2013.

Resolution 6

Resolution 6 is to authorise the Directors of the Company to issue shares and/or shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 6 in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares of which the total number of shares and shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 6 issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company at the time the resolution is passed, for such purposes as the Directors consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

For the purpose of Resolution 6, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time this proposed ordinary resolution is passed after adjusting for new shares arising from the conversion or exercise of Instruments or the vesting of share awards outstanding or subsisting at the time when this proposed ordinary resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- A corporation which is a member of the Company may authorize by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 31 Ubi Road 1, #04-06, Singapore 408694 not less than forty-eight (48) hours before the time for holding the Annual General Meeting.