



8TELECOM INTERNATIONAL HOLDINGS CO. LTD.

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(Company Registration Number: 34713)
(Incorporated in Bermuda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Gallery Hotel, 1 Nanson Road, Kenzo Room, Level 2, Singapore 238909 on Monday, 21 April 2014 at 10 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2013 and the Reports of the Directors' and Auditors' thereon. **Resolution 1**
2. To approve the Final Dividend of SGD0.0012 per ordinary share (tax not applicable) for the financial year ended 31 December 2013. **Resolution 2**
3. To re-elect Mr Yu Chunxiang who is retiring pursuant to Bye-Law 104 of the Company's Bye-Laws. **Resolution 3**
4. To re-elect Mr Chen Jin who is retiring pursuant to Bye-Law 104 of the Company's Bye-Laws. **Resolution 4**
Mr Chen Jin will, upon re-election as a Director of the Company, remain as the Chairman of Nominating Committee and member of Audit Committee and Remuneration Committee. He is considered as independent for the purpose of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited ("Listing Manual").
5. To re-elect Mr Cartel Yeo See Meng who is retiring pursuant to Bye-Law 104 of the Company's Bye-Laws. **Resolution 5**
Mr Cartel Yeo See Meng will, upon re-election as a Director of the Company, remain as the member of Audit Committee, Remuneration Committee and Nominating Committee. He is considered as independent for the purpose of Rule 704(8) of the Listing Manual.
6. To approve the payment of Directors' fees of SGD120,599.64 for the financial year ended 31 December 2013. **Resolution 6**
7. To re-appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

8. **Renewal of the Share Purchase Mandate** **Resolution 8**
"That:
(a) for the purposes of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and pursuant to Bye-Laws 7(B) and 7(C), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the ordinary shares in the capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price, whether by way of:
(i) market purchases (each a "Market Purchase") on the SGX-ST; and/or
(ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Bermuda Companies Act 1981 of Bermuda as amended from time to time (the "Bermuda Companies Act"), and otherwise in accordance with all other provisions of the Bermuda Companies Act and listing 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");
(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 passing of this Resolution and expiring on the earlier of:
(i) the date on which the next annual general meeting is held or required by law to be held;
(ii) the date on which the share purchases are carried out to the full extent mandated; or
(iii) the date on which the Share Purchase Mandate is varied or revoked by an ordinary resolution of the Shareholders;
(c) in this Resolution:
"Prescribed Limit" means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Bermuda Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any Treasury Shares that may be held by the Company from time to time);
"Relevant Period" means the period commencing from the date on which this annual general meeting is to be held and expiring on the earliest of (i) the date on which the next annual general meeting of the Company is held or is required to be held; (ii) the date on which the share purchases are carried out to the full extent mandated; or (iii) the date the said mandate is revoked or varied by an ordinary resolution of the Shareholders; and
"Maximum Price" in relation to a fully-paid ordinary share in the share capital of the Company (a "Share") to be purchased, means an amount (excluding brokerage, commission, applicable goods and services tax and other related expenses) not exceeding:
(i) in the case of a Market Purchase: 105% of the Average Closing Price;
(ii) in the case of an Off-Market Purchase: 120% of the Highest Last Dealt Price, where:
"Average Closing Price" means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period;
"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and
"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
(d) Shares bought by the Company may be held and dealt with as treasury shares; and
(e) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient, necessary or desirable to give effect to the transactions contemplated by this Resolution." [See Explanatory Note 1]
9. **Authority to allot and issue shares** **Resolution 9**
(a) "That pursuant to the Bye-Laws and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
(i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise;
(ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
(b) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while the authority was in force, provided always 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 to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:
(a) new shares arising from the conversion or exercise of convertible securities; or
(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
(c) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
and, unless revoked or varied by the Company in general meeting, such authority 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 earlier." [See Explanatory Note 2]
10. **Authority to grant awards and allot and issue Shares pursuant to the 8Telecom Performance Share Plan (the "Plan")** **Resolution 10**
"That the Directors be and are hereby authorised to grant awards in accordance with the provisions of the Plan ("Awards") and to allot and issue or deliver from time to time such number of new Shares or treasury shares required pursuant to the vesting of the Awards under the Plan, provided always that the aggregate number of Shares to be issued pursuant to the Plan shall not exceed 15% of the Company's total number of issued Shares (excluding treasury shares) from time to time." [See Explanatory Note 3]
11. To transact any other business that may be properly transacted at Annual General Meeting.

NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 5 May 2014, for the purpose of determining members' entitlements to the final dividend of SGD0.0012 per ordinary share (tax not applicable) for the financial year ended 31 December 2013, to be proposed at the Annual General Meeting of the Company to be held on 21 April 2014.

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5.00p.m. on 2 May 2014 by the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services, 80 Robinson Road, #02-00, Singapore 068898 will be registered to determine members' entitlements to such proposed final dividend. Members whose securities accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5.00 p.m. on 2 May 2014 will be entitled to such proposed final dividend.

The proposed final dividend, if approved at the Annual General Meeting, will be paid on 20 May 2014.

By Order of the Board

Teo Meng Keong
Company Secretary
4 April 2014

Explanatory Notes:-

1. The Ordinary Resolution 8 proposed in item 8, if passed, will empower the Directors of the Company, effective 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, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued shares in the capital of the Company at the Maximum Price as defined in the Appendix to the Notice of Annual General Meeting dated 4 April 2014.
2. The Ordinary Resolution 9 proposed in item 9, if passed, will authorise the Directors of the Company to allot and issue shares and convertible securities in the Company in aggregate not more than 50% of the Company's total issued shares excluding treasury shares. The total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the Company's total issued shares excluding treasury shares at the time the resolution is passed. The authority, unless varied or revoked by the Company in a general meeting, shall continue in force from the date of above Meeting to the date of the next annual general meeting, or the date by which the next annual general meeting is required by law to be held, whichever is earlier.
3. The Ordinary Resolution 10 proposed in item 10, if passed, will empower the Directors to grant Awards and to issue New Shares pursuant to the Plan.

Notes:

1. If a Member being a Depositor whose name appears in the Depository Register (as defined in Bye-Laws of the Company) wishes to attend and vote at the Annual General Meeting (the "Meeting"), please complete the Proxy Form and deposit it at the office of the Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898, at least forty-eight (48) hours before the time appointed for the holding of Annual General Meeting.
2. If a Depositor wishes to appoint a proxy/proxies, the Proxy Form must be signed and deposited at the office of the Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898, at least forty-eight (48) hours before the time appointed for the holding of Annual General Meeting.