NEXT-GENERATION SATELLITE COMMUNICATIONS LIMITED

(Registration No.: 196400100R)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Next-Generation Satellite Communications Limited (the "Company") will be held at SAFRA Toa Payoh, Lor 6 Toa Payoh, Singapore 319387 on Friday, 12 August 2016 at 1.00 p.m., to transact the following businesses:-

(A) ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and financial statements for the financial year ended 31 March 2014 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring under the Company's Constitution:
   (i) Mr Edward Fu Shu Sheen (Article 91) [See Explanatory Note (i)] **(Resolution 2)**
   (ii) Mr Li Man Wai (Article 97) [See Explanatory Note (ii)] **(Resolution 3)**
3. To record the retirement of Mr Fong Yew Meng, a Director retiring under Article 91 of the Company's Constitution. Mr Fong Yew Meng has decided not to seek re-election and will retire at the conclusion of the forthcoming AGM. [See Explanatory Note (iii)]
4. To approve the appointment of Mr Ng Hsian Pin as Independent Director of the Company under Article 97 of the Company's Constitution. [See Explanatory Note (iv)] **(Resolution 4)**
5. To re-appoint Messrs RT LLP as Auditors of the Company and to authorise the Directors to fix their remuneration **(Resolution 5)**

(B) SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without amendments:

   General Share Issue Mandate

   "That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:

   (a) (i) allot and issue 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 during the continuance of such authority or thereafter, including but not limited to the creation and issue (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 Board may, in their absolute discretion, deem fit; and

   (b) issue Shares in pursuance of any Instrument made or granted by the Board while such authority was in force (notwithstanding that such issue of the Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution);

   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 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 shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the 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 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 number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

   (aa) 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

   (bb) 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 Constitution for the time being of the Company;

   (4) unless revoked or varied by the Company in general meeting, such 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 ("AGM") of the Company is required by law to be held, whichever is the earlier." [See Explanatory Note (v)] **(Resolution 6)**

7. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without modification:

   Authority to grant awards and to allot and issue shares under Next-Generation Satellite Communications Performance Share Scheme

   "That approval be and is hereby given to the Directors to grant awards from time to time in accordance with the provisions of Next-Generation Satellite Communications Performance Share Scheme (the "Scheme"), and, pursuant to Section 161 of the Act, to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of the awards under the Scheme, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Scheme, when aggregated together with Shares to be allotted and issued pursuant to any other existing employee share schemes of the Company shall not exceed 15 per cent. of the total number of issued Shares excluding treasury shares from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier." [See Explanatory Note (vi)] **(Resolution 7)**

8. To transact any other business that may be properly transacted at an Annual General Meeting.

Explanatory Notes:

(i) Mr Edward Fu Shu Sheen will, upon re-election as a Director of the Company, remain as Lead Independent Director of the Company and Chairman of the Nominating Committee and Remuneration Committee and member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Mr Edward Fu Shu Sheen does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders. Further information on Mr Edward Fu Shu Sheen can be found in the Annual Report 2014.

(ii) Mr Li Man Wai will, upon re-election as a Director of the Company, remain as Independent Director of the Company and member of the Audit Committee, Nominating Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Mr Li Man Wai does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders. Further information on Mr Li Man Wai can be found in the Annual Report 2014.

(iii) Mr Fong Yew Meng will retire as Independent Director of the Company at the conclusion of the forthcoming AGM. Upon Mr Fong Yew Meng's retirement, he will cease to be the Chairman of the Audit Committee and member of the Nominating Committee and Remuneration Committees. His replacement for each committee will be announced in due course.

(iv) The Board recommended the appointment of Mr Ng Hsian Pin as Independent Director of the Company under Article 97 of the Company's Constitution at the forthcoming AGM for shareholders' approval. Mr Ng Hsian Pin, if appointed, will be an Independent Director of the Company. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Mr Ng Hsian Pin does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders. Further information on Mr Ng Hsian Pin can be found in the Annual Report 2014.

(v) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company to issue shares up to 50% of the Company's issued share capital, with an aggregate sub-limit of 20% of the Company's share capital for any issue of shares not made on a pro-rata basis to shareholders of the Company.

(vi) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors to allot and issue Shares pursuant to the vesting of the awards in accordance with the Scheme.

BY ORDER OF THE BOARD

Andrew Coulton
Non-Executive Non-Independent Chairman
Date: 27 July 2016

Notes:

(i) A member of the Company entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend and vote instead of him.

(ii) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.

(iii) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

(iv) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

(v) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 30 Raffles Place, #19-04 Chevron House, Singapore 048622, not less than 48 hours before the time appointed for holding the AGM.

(vi) A Depositor's name must appear on the Depositor Register maintained by The Central Depositor (Pte) Limited as at 72 hours before the time fixed for holding the above Meeting in order for the Depositor to be entitled to attend and vote at the above Annual General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 express 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.