



CONFIDENTIAL

**MINUTES OF THE 30TH ANNUAL GENERAL MEETING OF
SINGAPORE TELECOMMUNICATIONS LIMITED
HELD BY ELECTRONIC MEANS ON
29TH JULY 2022 AT 10.00 A.M.**

PRESENT

In person:

Lee Theng Kiat	Chairman of the Board and Chairman of the Finance & Investment Committee
Yuen Kuan Moon	Director and Group Chief Executive Officer
Gautam Banerjee	Lead Independent Director, Chairman of the Audit Committee and Chairman of the Corporate Governance & Nominations Committee
Lang Tao Yih, Arthur	Group Chief Financial Officer
Lim Li Ching	Assistant Company Secretary

Via live webcast:

John Arthur	Director
Venky Ganesan	Director and Chairman of the Technology Advisory Panel
Bradley Horowitz	Director
Gail Kelly	Director and Chairman of the Executive Resource and Compensation Committee and Chairman of the Optus Advisory Committee
Lim Swee Say	Director
Christina Ong	Director
Rajeev Suri	Director
Teo Swee Lian	Director and Chairman of the Risk Committee
Wee Siew Kim	Director
Yong Hsin Yue	Director
Kelly Bayer Rosmarin	Chief Executive Officer, Optus
Bill Chang	Chief Executive Officer, Group Enterprise and Chief Executive Officer, Regional Data Centre Business
Mark Chong	Group Chief Technology Officer
Lim Cheng Cheng	Group Chief Corporate Officer
Ng Kuo Pin	Chief Executive Officer, NCS



Aileen Tan
William Woo

Anna Yip

Group Chief People and Sustainability Officer
Group Chief Information Officer and Group
Chief Digital Officer
Chief Executive Officer, Consumer Singapore

BY INVITATION

Via live webcast:

Yap Lune Teng
Ong Pang Thye
Reinhard Klemmer

Partner, Allen & Gledhill LLP
Managing Partner, KPMG LLP
Partner, Head of Professional Practice, KPMG LLP

1. OPENING

The Chairman welcomed the shareholders to the Meeting. Due to the evolving COVID-19 situation in Singapore, the Meeting was conducted by electronic means pursuant to the provisions of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

2. QUORUM

The Chairman, being advised that a quorum was present in accordance with Article 65 of the Company's Constitution, commenced the Meeting at 10.00 a.m.

All shareholders and appointed proxies attending the Meeting through the webcast platform were treated as present at the Meeting.

The Chairman introduced himself, Mr Gautam Banerjee, Lead Independent Director and Chairman of the Audit Committee and Corporate Governance and Nominations Committee ("**Lead Independent Director**"), Mr Yuen Kuan Moon, Group Chief Executive Officer ("**GCEO**"), and Mr Arthur Lang, Group Chief Financial Officer ("**GCFO**"), who were present in person. The Chairman also introduced the other members of the Singtel Board of Directors and Senior Management, who attended the Meeting via live webcast.

3. NOTICE OF MEETING

The Notice of Annual General Meeting dated 30 June 2022 ("**AGM Notice**") convening the Meeting, which had been issued and published on the SGXNET as well as on the Company's website, was taken as read.



4. QUESTIONS AND ANSWERS

The Chairman informed the shareholders that they could submit their questions through the webcast platform. The key questions submitted by shareholders during the live webcast would be answered at the live question and answer session after the review of Singtel's business and operations.

The Chairman further informed the shareholders that the Company had published the responses to substantial and relevant pre-submitted questions on the resolutions to be proposed at the Meeting on SGXNET and the Company's website prior to the Meeting. The questions and responses are attached as Appendix A.

5. CONDUCT OF VOTING

The Chairman informed shareholders that voting on the Resolutions to be proposed during the Meeting would be conducted by live poll. This was in accordance with the SGX Listing Rules and Article 70(A) of the Company's Constitution. Shareholders and proxies accessing the Meeting would be able to vote through the webcast platform once the motions had been proposed.

The Chairman further highlighted that he would vote on behalf of shareholders who had appointed him as proxy and would do so in accordance with their voting instructions. Where no specific instructions had been given by these shareholders, the Chairman would vote for all Resolutions except for Resolution 8 on Directors' fees and Resolution 11 on the share plan mandate for the Singtel Performance Share Plan 2012, for which he would abstain from voting. All proxy forms that had been submitted at least 72 hours before the Meeting and the webcast polling system had been verified by the scrutineers of the Meeting, RHT Governance, Risk & Compliance.

A video presentation on how to vote "live" at the Meeting was shown to the shareholders and appointed proxies present through webcast.

The Chairman proceeded to propose all Resolutions to be tabled for shareholders' approval at the Meeting, except for Resolution 8 (which was proposed by GCEO), and Resolution 11 (which was proposed by the Lead Independent Director). All motions were put to the vote by webcast poll. The Chairman informed shareholders and appointed proxies present that voting would close two (2) minutes after all the Resolutions tabled for shareholders' approval at the Meeting had been introduced and explained.

6. PRESENTATION BY GCEO

The Chairman then invited GCEO to make a presentation on the Group's business and operations.



(i) REVIEW OF THE FINANCIAL YEAR ENDED 31 MARCH 2022 (“FY22”)

GCEO began his presentation by covering the key highlights of FY22.

Continued disruption from COVID but green shoots emerging

COVID continued to restrict travel and cause supply chain disruptions which affected Singtel’s business. However, Singtel’s core business benefited from the resumption of travel and return of foreign workers and improvements in business activity.

Growth in NCS & data centre business

The pandemic had accelerated digitalisation and spurred strong demand for the services offered by NCS and Singtel’s data centres.

Positive price momentum in Australia & India

Singtel saw strong recovery in India and Australia with industry pricing adjustments taking root.

Unlocked over S\$2 billion of value

Singtel raised over S\$2 billion from the partial divestment of its telecommunications towers in Australia and Airtel Africa. The funds will be invested in Singtel’s growth initiatives and 5G buildout.

Continued investment to lead in 5G

Singtel’s 5G investment has made it the speed leader in Singapore and Australia, and this will serve as the backbone for Singtel’s core and digital offerings in the coming years.

Higher dividend for shareholders

Singtel proposed a final dividend of 4.8 cents per share, bringing total dividend to 9.3 cents. This was a 24% year-on-year increase and represented a pay-out ratio of 80% at the top end of Singtel’s dividend policy of between 60% to 80% of underlying net profit.

(ii) FINANCIAL PERFORMANCE

GCEO shared that Singtel had navigated a tough macro environment and intense market competition to deliver a strong set of financial results. Revenue slid 2% due to a drop in equipment sales caused by a global supply shortage and lower National Broadband Network migration revenue in Australia.



Net profit grew 2.5 times on exceptional gains, mainly from the partial divestment of Australian Tower Network, while underlying net profit increased 11% led by Airtel's earnings recovery, positive pricing trends in Australia and digitalisation-driven demand for data centre and IT services.

The easing of travel restrictions and flexi work arrangements was expected to have a positive impact on mobile business and broadband demand. Similarly, in the emerging markets, the re-opening of markets and rising digitalisation presented immense opportunities, which Singtel's associates were tapping with investments in 5G, fixed broadband infrastructure and creative application and solutions for customers.

GCEO highlighted that Singtel had generated S\$5 billion in cash, including S\$3.1 billion in free cash generated from ongoing operations and S\$2.1 billion from capital recycling.

GCEO introduced Singtel's capital management framework which focused on efficient capital use to drive returns, protect and grow dividends without sacrificing growth. Besides capex for regular network, spectrum and interest payments, the remainder of operating cash would be returned to shareholders. For growth investments like 5G, digibank or data centres, the primary source of funding would come from asset recycling or capital partnerships.

(iii) STRATEGIC RESET

GCEO updated shareholders on how Singtel had delivered strongly on the four pillars of Singtel's strategic reset:

A. Reinvigorate the Core

Executing on 5G

In Singapore, Singtel had achieved standalone 5G coverage nationwide; the first in the world to do so. In Australia, Singtel established speed leadership and demonstrated speeds of more than 4 Gbps using mmWave, thus enabling Singtel to build up a substantial 5G subscriber base.

Differentiated Products and Services

Singtel has created differentiated products and services like Paragon, the industry's first all-in-one orchestration platform for 5G which is designed to facilitate use cases like autonomous vehicles and robotics, which require secure, high bandwidth and low latency. Singtel has started to commercialise Paragon with key customer wins such as Micron and Hyundai.

GCEO also introduced the Optus Living network, accessible through the MyOptus app, which has helped raise engagement with customers and set Singtel apart in a competitive market.



B. Capitalise on Growth Trends

NCS

GCEO described how NCS made significant progress in its transformation into a regional tech services powerhouse with a series of acquisitions in Australia, including The Dialog Group and ARQ, to provide an end-to-end value proposition. NCS also secured major deals in the financial, transport and commercial sector to sharpen its focus on the enterprise space. With half of its revenues derived from digital, NCS saw its efforts to bolster its digital services bear fruit and this trend was expected to accelerate as more corporates digitalised their operations.

Regional Data Centre Platform

GCEO highlighted Singtel's creation of a regional data centre ("DC") platform to position Singtel in the fast-growing digital infrastructure space. In Singapore, Singtel is a leading DC operator and is expanding its capacity with a new DC cum cable landing station that will be ready in a few years. GCEO also mentioned Singtel's DC partnerships in Thailand, with Gulf and AIS and in Indonesia, with Telkom. These markets represented the fastest growing markets in the region, with an addressable market of over US\$4 billion.

Digital Banking

Singtel will be launching commercial operations of its digibank venture later in the year and is in the process of conducting an internal pilot with employees. GCEO mentioned the acquisition of Bank Fama in Indonesia, and the successful digibank licence award in Malaysia - opportunities that would open doors to huge underbanked or unbanked populations. These digibank ventures involved established local partners like Emtek and the Kuok Group.

C. Reallocate Capital, Unlock Value

The Group raised S\$2.1 billion in proceeds from asset realisations in FY22, with another S\$3 billion of assets identified as targets for recycling in the mid-term, including Singtel Comcentre and the divestment of Amobee. This allowed Singtel to reshape its portfolio and allocate resources to new growth drivers.

D. Champion People and Sustainability

GCEO reaffirmed Singtel's commitment to do good and create a stronger and more sustainable business. Singtel had linked 20% of top management long-term incentives to ESG KPIs and continued to reduce absolute emissions and work towards Singtel's 2050 net-zero commitment. In terms of community impact, Singtel initiated digital inclusion programmes such as 'Donate Your Data & Devices', which gave customers the opportunity to make a positive impact on their communities.

(iv) **SINGTEL'S INVESTMENT PROPOSITION**

GCEO described how Singtel was positioned to benefit from a post-Covid world and concluded the presentation with Singtel's strong investment proposition:



- (A) the lifting of Covid restrictions would propel Singtel's roaming and prepaid business, while demand for broadband services continued to rise with the move to hybrid forms of working and studying;
- (B) the growth in demand for ICT and data centre services as enterprises accelerate their digital transformation. 5G would become a key driver of the digital economy;
- (C) several of the Group's markets have seen positive price momentum, led by easing competition and in-market consolidation;
- (D) Singtel offered a safe haven against an increasingly volatile market; and
- (E) Singtel's balance sheet remained robust, with 95% of debt being fixed and having measures in place to curb inflation.

With this, Singtel was confident of growing dividend in a sustainable manner.

7. QUESTION AND ANSWER SESSION

Chairman, together with GCEO, GCFO and Lead Independent Director, sought to address the questions which had been submitted by shareholders during the Meeting:

- (i) **Question 1: What is management's view on the timeline to restoring dividends back to 17.5 cents? When will the new growth initiatives bear fruit for investors?**

Answer (GCEO):

Singtel's strategic reset aims to reinvigorate our core business and drive new growth engines that leverage our 5G infrastructure and digital capabilities. By executing to this reset, Singtel's goal is to grow our business, so shareholders can look beyond regular dividends to share price appreciation. We recognise how important dividends are for our shareholders. As explained in the earlier presentation, we have introduced a capital management framework to ensure sustainable dividends that grow in tandem with earnings and financial flexibility for investments to drive growth.

Answer (GCFO):

Singtel's policy is to pay dividends at between 60% and 80% of underlying net profit, barring unforeseen circumstances. Reflecting the earnings turnaround in FY22, we have proposed a final ordinary dividend of 4.8 cents, bringing total dividend to 9.3 cents, an increase of 24% and a pay-out ratio of 80%. This policy ensures that we can grow our dividend in a sustainable manner in line with earnings and cash flow growth. Where appropriate, we may consider paying special dividends.

- (ii) **Question 2: Does the Board have a strategic roadmap regarding realising shareholders' value and addressing the gap between Singtel's sum-of-the-parts value and its share price?**

Answer (Chairman):

Singtel has been executing to our strategic reset and are confident it will help to build a differentiated business, raise return on invested capital and drive value creation for shareholders. Our financial performance in FY22 is a strong validation of the progress



we have made. Underlying NPAT rose 11% on the back of strong results from Optus, Airtel and NCS, while ROIC increased to 5.4% from 5.0%. We are cautiously optimistic that this momentum can be sustained. The easing of travel restrictions and Singapore's foreign worker policy should bode well for our mobile business, while demand for ICT and data centre services will grow as enterprises accelerate their digital transformation.

Having set the foundation for our growth drivers in FY22, we will move faster and stronger in executing our strategy. NCS's investments give it the necessary scale, capabilities and credibility to transform into a regional tech services powerhouse. Our data centre business will add new capacity and tap high-growth markets in the region. Our digital bank venture is slated to be launched in Singapore this year, with Indonesia and Malaysia set to follow. To pursue these opportunities, we will continue to aggressively recycle capital. Last year, we unlocked more than S\$2 billion of capital. In the mid-term, another S\$3 billion of assets could be recycled, including the re-development of Comcentre and the divestment of Amobee, which was announced this week.

Our shares are trading at a significant discount to our sum-of-the parts valuation, and we are working hard to change investors' minds and address the valuation gap. As we continue to deliver on our strategy and improvements in ROIC, we expect the market to reflect the true value of Singtel.

(iii) Question 3: Why is there a need for the proposed Directors' remuneration when the current remuneration is quite competitive?

Answer (Lead Independent Director):

Singtel's Board fee structure has been unchanged since 2013 amid increasing competition for high-performing director talents. We engaged an external independent consultant to undertake a benchmarking review of the Directors' fee structure and compensation levels, given the increasing responsibilities of the Board in guiding the Group through its transformation. As a Group with interests abroad, our Board also comprises international members. As such, Director fees should be comparable with both Singapore and global benchmarks to attract and retain Directors with the right calibre and experience to navigate the Group's international operations.

(iv) Question 4: Is there any update on Trustwave?

Answer (GCEO):

Last year, Singtel announced that we would be conducting a strategic review of our Trustwave business in the US. We have since taken a few steps, the first was to divest part of the PCI business in Trustwave to unlock about US\$80 million in value. We moved part of Trustwave's Asia Pacific cyber business, representing about S\$200 million in revenue, back to Singtel, Optus and NCS. The remaining Trustwave business is primarily in the US and we are looking at how we can improve the



performance of Trustwave, including attracting better-fit partners for Trustwave's business.

- (v) **Question 5: Current liabilities are higher than current assets. Do you see this reversing, and if you do, when will this happen?**

Answer (GCFO):

Current liabilities exceed current assets because of short-term borrowings, which Singtel will progressively re-finance with long-term debt. Singtel has confidence in our liquidity, and the current financial situation is a question of timing. The average maturity of Singtel's debt is about 6 years.

8. ORDINARY BUSINESS

The Chairman proceeded to introduce and explain the Resolutions to be tabled for shareholders' approval at the Meeting.

- (i) **AGENDA ITEM 1, RESOLUTION 1
TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENTS,
FINANCIAL STATEMENTS AND AUDITORS' REPORT FOR THE
FINANCIAL YEAR ENDED 31 MARCH 2022**

Resolution 1 was to receive and adopt the Directors' Statement and audited Financial Statements for the financial year ended 31 March 2022 and the Auditors' Report thereon.

- (ii) **AGENDA ITEM 2, RESOLUTION 2
TO DECLARE A FINAL DIVIDEND OF 4.8 CENTS PER SHARE**

Resolution 2 was to declare a final dividend of 4.8 cents per share for the financial year ended 31 March 2022 as recommended by the Directors.

- (iii) **AGENDA ITEMS 3(a), (b) AND (c), RESOLUTIONS 3, 4 AND 5
RETIREMENT AND RE-ELECTION OF MRS CHRISTINA ONG, MR
BRADLEY HOROWITZ AND MRS GAIL KELLY AS DIRECTORS UNDER
ARTICLE 100**

Resolutions 3, 4 and 5 were to re-elect Directors who retired by rotation in accordance with Article 100 of the Company's Constitution and who, being eligible, offered themselves for re-election. The Directors who were to retire by rotation at the Meeting and who had offered themselves for re-election were Mrs Christina Ong, Mr Bradley Horowitz and Mrs Gail Kelly.

The Chairman informed the Meeting that Mr Venky Ganesan would be stepping down as a Director at the conclusion of the Meeting. On behalf of the Singtel Board, Management and shareholders, the Chairman thanked Venky for his leadership in his



capacity as Chairman of the Technology Advisory Panel and for his very significant contributions to the Group during his tenure on the Board.

**(iv) AGENDA ITEMS 4(a) AND (b), RESOLUTIONS 6 AND 7
RE-ELECTION OF MR JOHN ARTHUR AND MS YONG HSIN YUE**

Resolutions 6 and 7 were to re-elect Directors who ceased to hold office in accordance with Article 106 of the Company's Constitution and who, being eligible, offered themselves for re-election. The Directors who would cease to hold office at the Meeting and who had offered themselves for re-election were Mr John Arthur and Ms Yong Hsin Yue.

**(v) AGENDA ITEM 5, RESOLUTION 8
DIRECTORS' FEES FOR THE YEAR ENDING 31 MARCH 2023**

Resolution 8 was to approve the payment by the Company of Directors' fees of up to S\$4.02 million for the financial year ending 31 March 2023. Revisions had been made to the Director's remuneration framework to bring the fees in line with market norms, and to ensure that Singtel was able to attract and retain the right calibre of Directors necessary to contribute effectively to the Board in an increasingly competitive market.

Shareholders were referred to the AGM Notice and the 'Corporate Governance' section of Singtel's Annual Report 2022 for more details on the Directors' fees.

As a matter of good corporate governance, all Board members who were entitled to Directors' fees were asked to abstain from voting on this motion.

**(vi) AGENDA ITEM 6, RESOLUTION 9
APPOINTMENT OF AUDITORS**

Resolution 9 was to approve the re-appointment of KPMG LLP as the Auditors of the Company to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration. KPMG LLP had expressed their willingness to accept re-appointment as Auditors.

9. SPECIAL BUSINESS

**(i) AGENDA ITEM 7(a), RESOLUTION 10
SHARE ISSUE MANDATE**

Resolution 10 on the agenda under special business was to seek the approval of the shareholders to authorise the Directors to issue shares in the Company in accordance with applicable laws and regulations.



**(ii) AGENDA ITEM 7(b), RESOLUTION 11
GRANT, ALLOTMENT AND ISSUE OF SHARES UNDER THE SINGTEL
PERFORMANCE SHARE PLAN 2012**

Resolution 11 on the agenda under special business was to seek the approval of shareholders to empower the Directors to grant awards and to allot and issue shares in the Company pursuant to the Singtel Performance Share Plan 2012.

As a matter of good corporate governance, all Board members and staff shareholders who were eligible to participate in the Singtel Performance Share Plan 2012 were asked to abstain from voting on this motion.

**(iii) AGENDA ITEM 7(c), RESOLUTION 12
SHARE PURCHASE MANDATE**

Resolution 12 on the agenda under special business was to seek the approval of shareholders for the renewal of the share purchase mandate, and to authorise the Directors to exercise the powers of the Company to purchase ordinary shares of the Company in accordance with applicable laws and regulations.

10. RESULTS OF POLL VOTING

The Chairman presented the Meeting with the results of the poll for Resolutions 1 to 12. The results are attached as Appendix B.

The Chairman declared Resolutions 1 to 12 carried.

11. CLOSURE

There being no further items of ordinary or special business arising, and as no notice had been received by the Company to this effect, the Chairman declared the Meeting closed at 10.42 a.m. and thanked all persons present for their attendance and support.

Confirmed by
Lee Theng Kiat
Chairman of the Board of Directors
Singapore Telecommunications Limited

SINGAPORE TELECOMMUNICATIONS LIMITED
(Company Registration No. 199201624D)

30th Annual General Meeting to be held on 29 July 2022
Responses to substantial and relevant questions

Singapore Telecommunications Limited (“Singtel”) would like to thank all shareholders who submitted their questions in advance of our Annual General Meeting (“AGM”) which will be convened and held by way of electronic means on Friday, 29 July 2022 at 10.00 a.m. (Singapore time).

Due to some overlaps in the questions received, we have grouped related and similar questions together and provided answers. Please refer to our responses in Appendix 1.

Mr Yuen Kuan Moon, Group CEO, will also be covering some of these questions/topics in greater depth in his presentation during the AGM. The presentation slides will be made available on Singtel’s website at the URL <https://www.singtel.com/about-us/investor-relations/stock-exchange-announcements> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements> on 29 July 2022.

Dated: 28 July 2022

Question 1:

- a) **What is management's view and thought process on the timeline (and the path) to underlying net profit restoring to levels where Singtel is able to pay 17.5 cents of dividends (or more) annually, i.e. with the strategic reset into 5G, NCS, datacentres, and other new growth initiatives, when will these bear fruit for investors?**
- b) **When can I expect Singtel's dividends to recover to pre-Covid levels?**

We introduced a strategic reset in May 2021, which is built on four pillars:

- Reinvigorating our core business
- Developing new growth engines that capitalise on growth trends
- Unlocking the value of existing assets to reallocate funds to businesses with higher growth opportunities
- And championing people and sustainability

By executing to this reset, our goal is to grow our business, so shareholders can look beyond regular dividends to share price appreciation.

We recognise how important dividends are for our shareholders. We have introduced a capital management framework to ensure sustainable dividends that grow in tandem with earnings and financial flexibility for investments to drive growth.

Our policy is to pay dividends at between 60% and 80% of underlying net profit, barring unforeseen circumstances. Reflecting the earnings turnaround in FY22, we have proposed a final ordinary dividend of 4.8 cents, bringing total dividend to 9.3 cents, an increase of 24% and a payout ratio of 80%. This policy ensures that we can grow our dividend in a sustainable manner in line with earnings and cash flow growth. Where appropriate, we may consider paying special dividends.

Question 2:**Can the board update on the future plan of divestment of assets for the next FY?**

We constantly review our portfolio of assets and look to monetise those that do not align or may be less important to our vision. In FY22, we raised about S\$2b primarily from the partial divestment of towers in Australia and Airtel Africa.

We have identified around S\$3b of assets as targets for recycling in the mid-term, including the re-development of Comcentre and the divestment of Amobee and we will share more in due course. This will allow us to reshape our portfolio and allocate resources to new growth drivers.

Question 3:**Is 5G adoption for both consumers & enterprise meets internal goals? What more can be done to drive the adoption of 5G?**

With its blazing fast speeds, low latency and hyperconnectivity, 5G has the potential to transform business models and deliver enhanced services on a scale like never before. To tap into this opportunity, we have invested ahead of the curve to establish leadership in the 5G space including nationwide 5G coverage in Singapore more than 3 years ahead of schedule and speed leadership in Australia.

This has helped us secure more than 480,000 5G customers in Singapore and connect over 2.3m 5G devices in Australia. Applications for the consumer space are still in its infancy, with only fixed wireless access seeing traction in Australia. In the near term, we are focused on developing offerings that will enable more immersive and transformative digital experiences for consumers.

We believe there are more opportunities for 5G applications in the enterprise space. With the world relying increasingly on digital connections, 5G will be a key driver of the digital economy post-COVID. To that end, we have developed additional business opportunities through industry-first platforms, such as Paragon which offers an all-in-one solution for 5G edge computing and cloud services. We are actively testing out these use cases through collaborations with the government and enterprises and are on track to have at least 30 trials running by the first half of 2023.

Commercialisation of these platforms has begun. We won contracts with Micron and Hyundai Motor Group to enhance their manufacturing process, as well as AETOS to power its Integrated Command Centre. The possibilities are endless, and we are actively looking at use cases across industries from smart logistics and transportation to public safety and tourism. We are also exporting Paragon to Optus and our regional associate, AIS, who hope to leverage the solution to differentiate their enterprise offerings.

Question 4:

a) Does the Board have a strategic roadmap regarding realizing shareholders' value, as typically Singtel has gotten high valuation going by the method of SOTP but its valuation has rarely gotten reflected in its share price?

b) When can I expect the share price to recover to pre-Covid levels?

We have been executing to our strategic reset and are confident it will help to build a differentiated business, raise return on invested capital and drive value creation for shareholders. Our financial performance in FY22 is a strong validation of the progress we have made. Underlying NPAT rose 11% on the back of strong results from Optus, Airtel and NCS, while ROIC increased to 5.4% from 5.0%.

We are cautiously optimistic that this momentum can be sustained. The easing of travel restrictions, and Singapore's foreign worker policy should bode well for our mobile business, while demand for ICT and data centre services will grow as enterprises accelerate their digital transformation.

Having set the foundation for our growth drivers in FY22, we will move faster and stronger in executing our strategy. NCS' investments give it the necessary scale, capabilities and credibility to transform into a regional tech services powerhouse. Our data centre business will add new capacity and tap high-growth markets in the region. Our digibank is slated to launch in Singapore this year, with Indonesia and Malaysia set to follow.

To pursue these opportunities, we will continue to aggressively recycle capital. Last year, we unlocked more than S\$2b of capital. In the mid-term, another S\$3b of assets could be recycled, including the re-development of Comcentre and the divestment of Amobee just this week.

Our shares are trading at a significant discount to our sum-of-the parts (SOTP) valuation, and we are working hard to change investors' minds and address the valuation gap. As we continue to deliver on our strategy and improvements in ROIC, we expect the market to reflect the true value of Singtel.

Question 5:

Why is there a need for the proposed Remuneration when the current remuneration is quite competitive?

Our board fee structure has been unchanged since 2013 amid increasing competition for high-performing director talents. We engaged an external independent consultant to undertake a benchmarking review of the directors' fee structure and compensation levels, given the increasing responsibilities of the Board in guiding the Group's through its transformation.

As a Group with interests abroad, our board also comprises of international members. As such, director fees should be comparable with both Singapore and global benchmarks to attract and retain directors with the right calibre and experience to navigate the Group's international operations.

Appendix B

A. Breakdown of valid votes cast

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Business					
Resolution 1 Adoption of Directors' Statement and audited Financial Statements and Auditors' Report	12,035,504,906	12,031,280,123	99.96%	4,224,783	0.04%
Resolution 2 Declaration of a final dividend	12,072,671,157	12,071,508,727	99.99%	1,162,430	0.01%
Resolution 3 Re-election of Ms Christina Hon Kwee Fong (Mrs Christina Ong) as Director	12,000,450,352	11,240,733,465	93.67%	759,716,887	6.33%
Resolution 4 Re-election of Mr Bradley Joseph Horowitz as Director	12,070,201,061	12,066,909,545	99.97%	3,291,516	0.03%
Resolution 5 Re-election of Mrs Gail Patricia Kelly as Director	12,070,201,061	12,034,902,421	99.71%	35,298,640	0.29%
Resolution 6 Re-election of Mr John Lindsay Arthur as Director	12,070,201,061	12,067,331,831	99.98%	2,869,230	0.02%
Resolution 7 Re-election of Ms Yong Hsin Yue as Director	12,070,201,061	12,067,331,831	99.98%	2,869,230	0.02%

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 8 Directors' fees for the financial year ending 31 March 2023	12,072,611,024	12,041,768,635	99.74%	30,842,389	0.26%
Resolution 9 Re-appointment of Auditors and authorising the Directors to fix their remuneration	12,072,630,457	12,064,270,825	99.93%	8,359,632	0.07%
Special Business					
Resolution 10 Share issue mandate	12,073,870,565	11,293,890,250	93.54%	779,980,315	6.46%
Resolution 11 Grant of awards and allotment/issue of shares pursuant to the Singtel Performance Share Plan 2012	12,072,022,616	11,749,981,338	97.33%	322,041,278	2.67%
Resolution 12 Share purchase mandate	12,072,513,346	12,058,566,303	99.88%	13,947,043	0.12%

B. Details of parties who are required to abstain from voting on any resolution(s):

- (1) Ms Yong Hsin Yue abstained from voting on Resolution 7 in respect of her own re-election as Director of the Company.

To demonstrate good corporate governance practices:

- (2) All Directors of the Company, who are shareholders and entitled to Directors' fees, were requested to abstain from voting on Ordinary Resolution 8 in respect of the payment of Directors' fees for the financial year ending 31 March 2023.
- (3) All Directors and employees of the Company who are also shareholders and are eligible to participate in the Singtel Performance Share Plan 2012 were requested to abstain from voting on Ordinary Resolution 11 in respect of the share plan mandate for the Directors to grant awards and allot and issue shares pursuant to the Singtel Performance Share Plan 2012.