



8TELECOM INTERNATIONAL HOLDINGS CO. LTD.

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(Incorporated in Bermuda)
(Company Registration No: 34713)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (“SGM”) of 8Telecom International Holdings Co. Ltd. (“Company”) will be held at 10.00 a.m. on 15 March 2016 at SGX Centre 2, #17-01, 4 Shenton Way, Singapore 068807, for the purpose of considering and, if thought fit, passing (a) (with or without modifications) the following ordinary resolutions and (b) the special resolution:

RESOLUTION 1 (ORDINARY RESOLUTION)

APPROVAL OF THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF EAST JADE INTERNATIONAL LIMITED AND AIM TECH NETWORK INVESTMENT LIMITED

“THAT:

Subject to and contingent upon (i) the passing of Resolution 2 and Resolution 3, (ii) the Capital Reduction and the Share Premium Cancellation taking effect:

- (a) approval be and is hereby given for the Proposed Disposal as an interested person transaction, on or substantially on the terms and conditions of the Agreement as set out in the Circular; and
- (b) the Directors (or any one of them) be and are hereby authorised to take such steps, make such arrangements, do all such acts and things (including executing all such documents as may be required) and exercise such discretion in connection with, relating to or arising from the Proposed Disposal and/or the matters contemplated herein as they or he may from time to time deem fit, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Disposal.

(All capitalised terms used in this Ordinary Resolution and defined in the Circular dated 19 February 2016 to the shareholders of the Company (“Circular”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.)

RESOLUTION 2 (SPECIAL RESOLUTION)

APPROVAL OF THE PROPOSED CAPITAL REORGANISATION

“THAT:

Subject to and contingent upon the passing of Resolution 1 and Resolution 3, and with effect from such date as may be determined by the Board (the “Effective Date”):

- (a) in accordance with section 46 of the Companies Act 1981 of Bermuda (the “Act”), the issued share capital of the Company be reduced (the “Capital Reduction”) in the following manner:
 - (i) by cancelling the paid-up capital of the Company to the extent of US\$0.099 on each of the shares (excluding Treasury Shares) of US\$0.10 par value in issue as at the Effective Date so that the issued and paid up capital of the Company be reduced from US\$9,263,084.90 to US\$92,630.849 and each issued share of US\$0.10 par value shall be treated as a fully paid-up share of US\$0.001 par value and any liability of the holder of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied; and
 - (ii) by cancelling the issued capital of the Company to the extent of US\$0.099 on each Treasury Share of US\$0.10 par value as at the Effective Date so that each treasury share of US\$0.10 par value shall be treated as a treasury share of US\$0.001 par value;
- (b) subject to and forthwith upon the Capital Reduction taking effect, each unissued share of US\$0.10 in the authorised but unissued share capital of the Company (which shall include, without limitation, those unissued shares resulting from the Capital Reduction referred to in paragraph (a) above) be and is hereby sub-divided into 100 shares of US\$0.001 par value each (the “Sub-division”);
- (c) subject to and forthwith upon the Capital Reduction and the Sub-division taking effect, the authorised capital of the Company be increased to US\$100,000,000 by the creation of such number of shares of US\$0.001 each as shall be sufficient to increase the authorised share capital of the Company to US\$100,000,000 (the “Increase of Authorised Capital”);
- (d) in accordance with section 46 of the Act, the share premium account of the Company be reduced by cancelling the entire sum standing to the credit of the share premium account (being US\$16,552,583.28) as at the Effective Date (the “Share Premium Cancellation”);
- (e) subject to and forthwith upon the Capital Reduction and the Share Premium Cancellation taking effect, the aggregate credit amount of US\$25,723,037.331 arising from the Capital Reduction and the Share Premium Cancellation be credited to the contributed surplus account of the Company to be utilised for such purposes (including, for distribution to Shareholders pursuant to the Proposed Dividend) and in such manner as may be determined by the Board of Directors of the Company in accordance with the Bye-laws of the Company and all applicable laws (the “Application of Credit”, and together with the Capital Reduction, the Sub-division, the Increase of Authorised Capital and the Share Premium Cancellation, are herein collectively referred to as the “Proposed Capital Reorganisation”); and
- (f) the directors of the Company be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve sign and execute any documents which they in their absolute discretion consider to be necessary, desirable or expedient to implement and carry into effect this Special Resolution and to exercise such discretion in connection with, relating to or arising from the Proposed Capital Reorganisation and/or the matters contemplated herein, with such modifications thereto (if any) as they may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Capital Reorganisation.

(All capitalised terms used in this Special Resolution and defined in the Circular dated 19 February 2016 to the shareholders of the Company (“Circular”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.)

RESOLUTION 3 (ORDINARY RESOLUTION)

APPROVAL OF THE PROPOSED DIVIDEND

“THAT:

“Subject to and contingent upon (i) the passing of Resolution 1 and Resolution 2, (ii) the Capital Reduction and the Share Premium Cancellation taking effect, and (iii) the completion of the Proposed Disposal:

- (a) a special one-tier tax-exempt dividend be and is hereby approved and declared in the amount of approximately RMB415.56 million (approximately S\$90.16 million based on the Exchange Rate) as elaborated in the Circular (the “Proposed Dividend”) for distribution to the Shareholders whose names appear on the register of members of the Company as at the close of business (being 5.00 p.m., Singapore time) on the record date to be fixed by the Directors on the record date to be fixed by the Directors and that the Proposed Dividend be paid in cash on such date as may be determined by the Directors and further that any fractions of a cent in relation to the amount of cash dividend payable to each entitled Shareholder be rounded down to the nearest cent, where applicable; and
- (b) the Directors be and are hereby authorised to complete and do all such acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Ordinary Resolution as they may deem fit.

(All capitalised terms used in this Ordinary Resolution and defined in the Circular dated 19 February 2016 to the shareholders of the Company (“Circular”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.)

BY ORDER OF THE BOARD

Lien Kait Long

Lead Independent Director and Audit Committee Chairman
19 February 2016

Notes:

- (1) With the exception of CDP (which may appoint more than two proxies), a member of the Company who is entitled to attend and vote at the SGM is entitled to appoint not more than two proxies to attend and vote in his stead. A member who wishes to appoint a proxy to attend and vote on his behalf thereat, should complete, sign and return the attached Shareholder Proxy Form in accordance with the instructions printed thereon. A proxy need not be a member of the Company.
- (2) A Depositor whose name appears in the Depository Register 48 hours as maintained by CDP but is unable to attend the SGM personally and wishes to appoint a nominee to attend and vote on his behalf thereat as CDP's proxy, should complete, sign and return the attached Depositor Proxy Form in accordance with the instructions printed thereon. A Depositor that has appointed a nominee to attend and vote at the SGM on his behalf as CDP's proxy may attend and vote in person as CDP's proxy at the SGM if he so wishes.
- (3) All proxy forms must be lodged at the office of the Company's Share Transfer Agent, Tricor Barbinder Share Registration Services either by hand at 80 Robinson Road, #11-02, Singapore 068898 or by post at 80 Robinson Road, #02-00, Singapore 068898, not less than 48 hours before the time appointed for holding the SGM in order for the proxy (or the nominee, as the case may be) to be entitled to attend and vote at the SGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.