CO-CONFIDENTIAL

TELECHOICE INTERNATIONAL LIMITED

(Registration No.: 199802072R)
(Incorporated in the Republic of Singapore)

Minutes of Twenty-Sixth Annual General Meeting of TeleChoice International Limited (the "Company") held at Oslo Room, 6 Serangoon North Avenue 5 #03-16 Singapore 554910, on Wednesday, 24 April 2024, at 11.00 a.m.

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1. Opening

1.1 On behalf of the Board of Directors, the Chairman of the Board of Directors, Mr Ronald Seah Lim Siang ("**Chairman**"), welcomed all in attendance to the Company's Twenty-Sixth Annual General Meeting ("**Meeting**").

1.2 The Chairman introduced all other Board members, namely Ms Pauline Wong Mae Sum, Ms Cheah Sui Ling, Mr Yeo Siew Chye Stephen, Mr Shailesh Anand Ganu, Ms Ho Koon Lian Irene and Mr Lim Yong. The Chairman also introduced the Chief Financial Officer ("**CFO**"), Ms Wong Loke Mei, and representatives of the Company's auditors, KPMG LLP. The Chairman noted that Mr Stephen Geoffrey Miller sent his apologies for not being able to attend the Meeting.

2. Quorum

The Chairman noted that a quorum was present and called the Meeting to order.

3. Notice of Meeting

The Notice of the Meeting, a copy of which was published on the SGXNet's website and the Company's corporate website on 2 April 2024, was taken as read.

4. Sequence of Meeting and Poll Voting

4.1 The Chairman informed the Meeting of the sequence of how the business of the Meeting will be conducted. The Chairman informed the Meeting that all resolutions would be conducted by poll. The Chairman further informed the Meeting that Complete Corporate Services Pte Ltd was appointed as the polling agent and Kreston David Yeung PAC was appointed as the scrutineer. At the invitation of the Chairman, a representative of the polling agent explained to the Meeting the procedure for voting.

4.2 At this juncture, the Chairman informed the Meeting that the Company did not receive any questions from shareholders as at the cut-off date of 5.00 p.m. on 11 April 2024, or thereafter. The Chairman then proceeded with the following business of the Meeting.

5. Resolution 1: Adoption of Financial Statements, Directors' Statement and Auditors' Report for the Financial Year ended 31 December 2023

5.1 The Chairman informed the Meeting that Resolution 1 was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023 ("**FY2023**") together with the Auditors' Report thereon ("**Audited Financial Statements**").

5.2 The Chairman invited questions from the Shareholders on the Audited Financial Statements. There being no questions, Resolution 1 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

5.3 Based on the poll voting results, the number of votes "For" Resolution 1 was 89,773,756 (99.97%) and the number of votes "Against" Resolution 1 was 27,000 (0.03%). Accordingly, the Chairman declared Resolution 1 carried.

6. Resolution 2: Re-election of Mr Stephen Geoffrey Miller as Director

6.1 The Chairman informed the Meeting that Resolution 2 was to re-elect Mr Stephen Geoffrey Miller, who would be retiring in accordance with Regulation 99 of the Constitution of the Company, and had offered himself for re-election. The Chairman further informed the Meeting that Mr Stephen Geoffrey Miller had abstained from voting his own shares in respect of Resolution 2.

6.2 The Chairman invited questions from the Shareholders on Resolution 2. There being no questions, Resolution 2 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

6.3 Based on the poll voting results, the number of votes "For" Resolution 2 was 90,395,899 (99.97%) and the number of votes "Against" Resolution 3 was 27,000 (0.03%). Accordingly, the Chairman declared Resolution 2 carried.

7. Resolution 3: Re-election of Mr Ronald Seah Lim Siang as Director

7.1 The Chairman informed the Meeting that as Resolution 3 dealt with his re-election as a Director, he would be handing the proceedings over to Mr Yeo Siew Chye Stephen. Mr Yeo Siew Chye Stephen informed the Meeting that Resolution 3 was to re-elect Mr Ronald Seah Lim Siang, who would be retiring in accordance with Regulation 99 of the Constitution of the Company, and had offered himself for re-election. Mr Yeo Siew Chye Stephen informed the Meeting that upon his re-election, Mr Ronald Seah Lim Siang will be re-designated from a Non-Executive and Independent Director to a Non-Executive and Non-Independent Director as he has served on the Board for more than 9 years.

7.2 Mr Yeo Siew Chye Stephen also informed the Meeting that the Company has appointed 2 Non-Executive and Independent Directors, their appointments will take effect after conclusion of the Meeting and the changes to the Board have already been announced by the Company. Mr Yeo Siew Chye Stephen further informed the Meeting that Mr Ronald Seah Lim Siang had abstained from voting his own shares in respect of Resolution 3.

7.3 Mr Yeo Siew Chye Stephen invited questions from the Shareholders on Resolution 3. There being no questions, Resolution 3 was proposed by Mr Yeo Siew Chye Stephen and seconded by a Shareholder, and put to the vote.

7.4 Based on the poll voting results, the number of votes "For" Resolution 3 was 319,059,965 (99.99%) and the number of votes "Against" Resolution 3 was 27,000 (0.01%). Accordingly, Mr Yeo Siew Chye declared Resolution 3 carried. Mr Yeo Siew Chye Stephen then handed the proceedings over to the Chairman.

8. Resolution 4: Re-election of Ms Pauline Wong Mae Sum as Director

8.1 The Chairman informed the Meeting that Resolution 4 was to re-elect Ms Pauline Wong Mae Sum, who would be retiring in accordance with Regulation 105 of the Constitution of the Company, and had offered herself for re-election. The Chairman further informed the Meeting that Ms Pauline Wong Mae Sum had abstained from voting her own shares in respect of Resolution 4.

8.2 The Chairman invited questions from the Shareholders on Resolution 4. There being no questions, Resolution 4 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

8.3 Based on the poll voting results, the number of votes "For" Resolution 4 was 90,994,465 (99.97%) and the number of votes "Against" Resolution 4 was 27,000 (0.03%). Accordingly, the Chairman declared Resolution 4 carried.

9. Resolution 5: Re-Election of Mr Shailesh Anand Ganu as Director

9.1 The Chairman informed the Meeting that Resolution 5 was to re-elect Mr Shailesh Anand Ganu, who would be retiring in accordance with Regulation 105 of the Constitution of the Company, and had offered himself for re-election.

9.2 The Chairman invited questions from the Shareholders on Resolution 5. There being no questions, Resolution 5 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

9.3 Based on the poll voting results, the number of votes "For" Resolution 5 was 319,931,965 (99.99%) and the number of votes "Against" Resolution 5 was 27,000 (0.01%). Accordingly, the Chairman declared Resolution 5 carried.

10. Resolution 6: Re-Election of Mr Lim Yong as Director

10.1 The Chairman informed the Meeting that Resolution 6 was to re-elect Mr Lim Yong, who would be retiring in accordance with Regulation 105 of the Constitution of the Company, and had offered himself for re-election.

10.2 The Chairman invited questions from the Shareholders on Resolution 6. There being no questions, Resolution 6 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

10.3 Based on the poll voting results, the number of votes "For" Resolution 6 was 7,113,930 (99.62%) and the number of votes "Against" Resolution 6 was 27,000 (0.38%). Accordingly, the Chairman declared Resolution 6 carried.

11. Resolution 7: Approval of Directors' Remuneration to be paid to all of the Directors (other than Mr Lim Chai Hock Clive and Mr Lim Yong) for the Financial Year ended 31 December 2023

11.1 The Chairman informed the Meeting that Resolution 7 was to approve the Directors' Remuneration to be paid to all of the Directors (other than Mr Lim Chai Hock Clive and Mr Lim Yong) of S$435,526 for FY2023, comprising (a) S$304,868 to be paid in cash; and (b) S$130,658 to be paid in the form of restricted share awards pursuant to the TeleChoice Restricted Share Plan (as amended).

11.2 The Chairman invited questions from the Shareholders on Resolution 7. There being no questions, Resolution 7 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

11.3 Based on the poll voting results, the number of votes "For" Resolution 7 was 5,217,930 (99.49%) and the number of votes "Against" Resolution 7 was 27,000 (0.51%). Accordingly, the Chairman declared Resolution 7 carried.

12. Resolution 8: Approval of Director's Remuneration to be paid to Mr Lim Chai Hock Clive for the Financial Year ended 31 December 2023

12.1 The Chairman informed the Meeting that Resolution 8 was to approve the sum of S$21,518 to be paid as Director's Remuneration to Mr Lim Chai Hock Clive for FY2023 in cash.

12.2 The Chairman invited questions from the Shareholders on Resolution 8. There being no questions, Resolution 8 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

12.3 Based on the poll voting results, the number of votes "For" Resolution 8 was 5,217,930 (99.49%) and the number of votes "Against" Resolution 8 was 27,000 (0.51%). Accordingly, the Chairman declared Resolution 8 carried.

13. Resolution 9: Approval of Director's Remuneration to be paid to Mr Lim Yong for the Financial Year ended 31 December 2023

13.1 The Chairman informed the Meeting that Resolution 9 was to approve the sum of S$27,797 to be paid as Director's Remuneration to Mr Lim Yong for FY2023 in cash.

13.2 The Chairman invited questions from the Shareholders on Resolution 9. There being no questions, Resolution 9 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

13.3 Based on the poll voting results, the number of votes "For" Resolution 9 was 5,217,930 (99.49%) and the number of votes "Against" Resolution 8 was 27,000 (0.51%). Accordingly, the Chairman declared Resolution 9 carried.

14. Resolution 10: Re-Appointment of KPMG LLP as Auditors and authorisation to fix their remuneration

14.1 The Chairman informed the Meeting that Resolution 10 was to re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

14.2 The Chairman invited questions from the Shareholders on Resolution 10. There being no questions, Resolution 10 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

14.3 Based on the poll voting results, the number of votes "For" Resolution 10 was 89,098,855 (99.97%) and the number of votes "Against" Resolution 10 was 27,000 (0.03%). Accordingly, the Chairman declared Resolution 10 carried.

15. Resolution 11: Authority for Directors to allot and issue Shares

15.1 The Chairman informed the Meeting that Resolution 11 was to authorise the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to such number not exceeding in total 50% of the issued shares (excluding treasury shares and

subsidiary holdings) in the capital of the Company, with a sub-limit of 20% for issues other than on a *pro rata* basis to shareholders, on the terms as set out in Resolution 11 of the Notice of AGM. The Chairman highlighted that this resolution was a routine resolution similar to the one passed at the last AGM held on 27 April 2023.

15.2 The Chairman invited questions from the Shareholders on Resolution 11. There being no questions, Resolution 11 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

15.3 Based on the poll voting results, the number of votes "For" Resolution 11 was 319,855,630 (99.99%) and the number of votes "Against" Resolution 11 was 27,000 (0.01%). Accordingly, the Chairman declared Resolution 11 carried.

16. Resolution 12: Authority for Directors to offer and grant Awards, and allot and issue Shares, pursuant to the TeleChoice Restricted Share Plan (as amended) and the TeleChoice Performance Share Plan (as amended)

16.1 The Chairman informed the Meeting that Resolution 12 was to authorise the Directors to offer and grant awards and allot and issue shares pursuant to the TeleChoice Restricted Share Plan (as amended) and/or the TeleChoice Performance Share Plan (as amended) (collectively "**Share Plans**"), provided that the aggregate number of shares to be allotted and issued pursuant to the Share Plans shall not exceed 15% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) from time to time. The Chairman highlighted that this resolution was a routine resolution similar to the one passed at the last AGM held on 27 April 2023.

16.2 It was noted that in accordance with the rules of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the Rules of the Share Plans, Directors who were shareholders and all other persons who were eligible to participate in the Share Plans had abstained from voting on this Resolution.

16.3 The Chairman invited questions from the Shareholders on Resolution 12. There being no questions, Resolution 12 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

16.4 Based on the poll voting results, the number of votes "For" Resolution 12 was 87,021,385 (99.97%) and the number of votes "Against" Resolution 12 was 27,000 (0.03%). Accordingly, the Chairman declared Resolution 12 carried.

17. Resolution 13: Approval of Renewal of the Shareholders' Mandate for Interested Person Transactions

17.1 The Chairman informed the Meeting that Resolution 13 was to approve the renewal of the Shareholders' Mandate for Interested Person Transactions ("**Shareholders' Mandate**"), on the terms as set out in Resolution 13 of the Notice of AGM.

17.2 The Chairman highlighted that:

(i) the particulars of the Shareholders' Mandate that was sought to be renewed at this Meeting were set out in the Appendix to the Annual Report, which had been uploaded onto the Company's corporate website and they remained unchanged from the previous Shareholders' Mandate that was renewed at the last Annual General Meeting held on 27 April 2023; and

(ii) if the Shareholders' Mandate was renewed at this Meeting, the Shareholders' Mandate shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, unless revoked or varied by the Company in a general meeting.

17.3 At this juncture, the Chairman informed the Meeting that in accordance with the rules of the SGX-ST Listing Manual, STT Communications Ltd, Leap International Pte Ltd, Mr Stephen Geoffrey Miller and Mr Lim Chai Hock Clive have abstained from voting on Resolution 13.

17.4 The Chairman invited questions from the Shareholders on Resolution 13. There being no questions, Resolution 13 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

17.5 Based on the poll voting results, the number of votes "For" Resolution 13 was 7,190,265 (99.63%) and the number of votes "Against" Resolution 13 was 27,000 (0.37%). Accordingly, the Chairman declared Resolution 13 carried.

18. Resolution 14: Approval of Renewal of the Share Purchase Mandate

18.1 The Chairman informed the Meeting that Resolution 14 was to approve the renewal of the Share Purchase Mandate to allow the Company to purchase issued ordinary shares in the capital of the Company on the terms and subject to the conditions set out in the Appendix to the Annual Report.

18.2 The Chairman invited questions from the Shareholders on Resolution 14. There being no questions, Resolution 14 was proposed by the Chairman and seconded by a Shareholder, and put to the vote.

18.3 Based on the poll voting results, the number of votes "For" Resolution 14 was 319,931,965 (99.99%) and the number of votes "Against" Resolution 14 was 27,000 (0.01%). Accordingly, the Chairman declared Resolution 14 carried.

19. Conclusion

There being no other business, Chairman thanked the Shareholders for their participation and declared the Meeting closed at 11.30 a.m.

Approved By:

Ronald Seah Lim
Siang Chairman