



## SINGAPORE TELECOMMUNICATIONS LIMITED

(Incorporated in the Republic of Singapore)

Company Registration Number: 199201624D

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING** of the Company will be held at Fairmont Ballroom, Fairmont Singapore, Raffles City Convention Centre Level 4, 80 Bras Basah Road, Singapore 189560 on Friday, 26 July 2013 at 3.00 p.m. to transact the following businesses:

### Ordinary Business

- |    |  |                     |
|----|--|---------------------|
| 1. | To receive and adopt the Financial Statements for the financial year ended 31 March 2013, the Directors' Report and the Auditors' Report thereon.  | <b>Resolution 1</b> |
| 2. | To declare a final dividend of 10.0 cents per share in respect of the financial year ended 31 March 2013.  | <b>Resolution 2</b> |
| 3. | To re-elect the following Directors who retire by rotation in accordance with Article 97 of the Company's Articles of Association and who, being eligible, offer themselves for re-election <sup>(1)</sup> : |                     |
|    | (a) Mr Simon Israel <sup>(2)</sup>   | <b>Resolution 3</b> |
|    | (b) Mr Peter Mason AM <sup>(2)(3)</sup>  | <b>Resolution 4</b> |
| 4. | To re-elect Mr David Gonski AC <sup>(2)(4)</sup> who ceases to hold office in accordance with Article 103 of the Company's Articles of Association and who, being eligible, offers himself for re-election.  | <b>Resolution 5</b> |
| 5. | To approve payment of Directors' fees by the Company of up to S\$2,710,000 for the financial year ending 31 March 2014 (2013: up to S\$2,710,000; increase: nil) <sup>(5)</sup> .                            | <b>Resolution 6</b> |
| 6. | To re-appoint Auditors and to authorise the Directors to fix their remuneration.   | <b>Resolution 7</b> |
| 7. | To transact any other business of an Annual General Meeting.   |                     |

### Notes:

<sup>(1)</sup> Mr Ong Peng Tsin has given notice to the Company that he wishes to step down as a Director of the Company at the conclusion of the 21st Annual General Meeting.

<sup>(2)</sup> Detailed information on these Directors can be found under 'Board of Directors' and 'Corporate Governance Report' in the Company's Annual Report 2013.

<sup>(3)</sup> Member of the Order of Australia.

<sup>(4)</sup> Companion of the Order of Australia.

<sup>(5)</sup> Voting Exclusion – Resolution 6

The Company will disregard any votes cast on this Resolution by:

- (a) a Director of the Company; and
- (b) an associate (as defined for the purposes of the Listing Rules of ASX Limited) of that person (or those persons).

However, the Company need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## Special Business

8. To consider and, if thought fit, to pass with or without amendments the following Resolutions as Ordinary Resolutions:
- (a) That authority be and is hereby given to the Directors to:
- (i) (1) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (2) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (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 Directors may in their absolute discretion deem fit; and
- (ii) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,
- provided 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) in the capital of the Company (as calculated in accordance with sub-paragraph (II) 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 5% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);
- (II) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (I) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
- (a) 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
- (b) any subsequent bonus issue or consolidation or sub-division of shares;
- (III) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST, the Listing Rules of ASX Limited ("ASX") and the rules of any other stock exchange on which the shares of the Company may for the time being be listed or quoted ("Other Exchange") for the time being in force (unless such compliance has been waived by the SGX-ST, ASX or, as the case may be, the Other Exchange) and the Articles of Association for the time being of the Company; and
- (IV) (unless revoked or varied by the Company in general meeting) the 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 of the Company is required by law to be held, whichever is the earlier.
- (b) That approval be and is hereby given to the Directors to grant awards in accordance with the provisions of the SingTel Performance Share Plan 2012 ("SingTel PSP 2012") and to allot and issue from time to time such number of fully paid-up shares as may be required to be delivered pursuant to the vesting of awards under the SingTel PSP 2012, provided that:

**Resolution 8**

- (i) the aggregate number of new shares to be issued pursuant to the vesting of awards granted or to be granted under the SingTel PSP 2012 shall not exceed 5% of the total number of issued shares (excluding treasury shares) from time to time; and
- (ii) the aggregate number of new shares under awards to be granted pursuant to the SingTel PSP 2012 during the period commencing from the date of this Annual General Meeting of the Company and ending on the date 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, shall not exceed 0.5% of the total number of issued shares (excluding treasury shares) from time to time.

## Resolution 9

By Order of the Board



**Chan Su Shan (Ms)**

Company Secretary  
Singapore, 26 June 2013

### Additional Information for Item under the Heading “Ordinary Business”

**Resolution 6** is to facilitate payment of Directors’ fees during the financial year in which the fees are incurred. The Directors’ fees are calculated based on, among other things, the number of expected Board and committee meetings for the financial year 2013/2014 and the number of Directors expected to hold office during the course of that year. Shareholders’ approval is required for the Directors’ fees pursuant to the Articles of Association of the Company and ASX Listing Rule 10.17. In order to align Directors’ interests with that of shareholders, for Directors who serve for the entire financial year 2013/2014, up to 30% of their fees may be used to acquire SingTel shares in their names from the open market. Directors who step down during the course of the financial year 2013/2014 will receive all of their fees (calculated on a *pro-rata* basis) in cash.

### Statement Pursuant to Article 58(C) of the Articles of Association of the Company

**Resolution 8** is to empower 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 a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 5% for issues other than on a *pro rata* basis to shareholders. The 5% sub-limit for *non-pro rata* issues is lower than the 20% sub-limit allowed under the Listing Manual of the SGX-ST and the Articles of Association of the Company. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution 8 is passed, after adjusting for (a) 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 that Resolution 8 is passed, and (b) any subsequent bonus issue or consolidation or sub-division of shares.

**Resolution 9** is to empower the Directors to offer and grant awards pursuant to the SingTel Performance Share Plan 2012 (“SingTel PSP 2012”) and to issue shares in the capital of the Company pursuant to the vesting of awards granted pursuant to the SingTel PSP 2012 provided that: (a) the aggregate number of new shares which may be issued under the SingTel PSP 2012 does not exceed 5% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and (b) the aggregate number of new shares under awards which may be granted pursuant to the SingTel PSP 2012 from this Annual General Meeting to the next Annual General Meeting shall not exceed 0.5% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

Shareholders approved, at the Extraordinary General Meeting held on 27 July 2012, the adoption of the SingTel PSP 2012 to replace the SingTel Performance Share Plan adopted in 2003 (“SingTel PSP 2003”). The SingTel PSP 2003 was terminated following the adoption of the SingTel PSP 2012, and no further awards have been granted thereunder. However, termination of the SingTel PSP 2003 is without prejudice to the rights of holders of awards accepted and outstanding under the SingTel PSP 2003 as at the date of such termination.

As at 30 April 2013, awards in respect of 55,451,019 and 225,001 shares remain outstanding under the SingTel PSP 2003 and the SingTel PSP 2012 respectively.

Notwithstanding Resolutions 8 and 9, as the Company is admitted to the official list of ASX Limited, the Company is bound to comply with the Listing Rules of ASX Limited that are in force from time to time, in particular Listing Rule 7.1 (which deals with new issues of equity securities exceeding 15% of capital) and Chapter 10 of the Listing Rules (which deals with transactions with persons in a position of influence).

**Notes:**

1. With the exception of the Central Provident Fund Board and CHESS Depository Nominees Pty Ltd ("CDN") (who may each appoint more than two proxies), a member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend, speak and vote instead of him, and such proxy need not be a member of the Company.
2. Every instrument of proxy, other than instruments of proxy from CDN, must be deposited at the registered office of the Company at 31 Exeter Road, Comcentre, Singapore 239732 (Attention: The Secretariat) not less than 48 hours before the time appointed for the Annual General Meeting. Every instrument of proxy from CDN must be lodged by the holders of CHESS Units of Foreign Securities ("CUFS") relating to ordinary shares in the Company at the office of the Company's Australian registry, Computershare Investor Services Pty Limited at Level 4, 60 Carrington Street, Sydney NSW 2000, Australia or GPO Box 242, Melbourne VIC 8060, Australia, not less than 48 hours before the time appointed for the Annual General Meeting.
3. To obtain a complimentary copy of CDN's Financial Services Guide ("FSG"), or any Supplementary FSG, a member or CUFS holder may visit [www.asx.com.au/documents/resources/chess\\_depository\\_interest.pdf](http://www.asx.com.au/documents/resources/chess_depository_interest.pdf) or phone 1300 300 2790 to have one sent to him.

## NOTICE OF BOOKS CLOSURE

(for Shares Quoted on the Singapore Exchange Securities Trading Limited)

**NOTICE IS ALSO HEREBY GIVEN THAT** the Transfer Book and Register of Members of the Company will be closed on 12 August 2013 for the preparation of dividend warrants. Duly completed registrable transfers of the ordinary shares in the capital of the Company ("Shares") received by the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, up to 5.00 p.m. on 7 August 2013 will be registered to determine members' entitlements to the proposed final dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares at 5.00 p.m. on 7 August 2013 will be entitled to the proposed final dividend. Payment of the final dividend, if approved by members at the 21st Annual General Meeting, will be made on 23 August 2013.

## NOTICE OF RECORD DATE

(for CHESS Units of Foreign Securities over the Shares Quoted on ASX)

**NOTICE IS ALSO HEREBY GIVEN THAT** the record date ("Record Date") to determine entitlements to the proposed final dividend is 7 August 2013. Holders of CHESS Units of Foreign Securities relating to ordinary shares ("Shares") in the Company ("CUFS") as at the Record Date will be entitled to receive the proposed final dividend. Payment of the final dividend, if approved by members at the 21st Annual General Meeting, will be made on 23 August 2013.

The rate of exchange applicable in determining the amount of currency of Australia that is to be paid to satisfy the obligation to pay such proposed final dividend in relation to the Shares, including Shares traded in the form of CUFS that are quoted on ASX, will be the average of the quoted rates, as selected by any Director, prevailing over the five market days immediately preceding the Record Date.

By Order of the Board



**Chan Su Shan (Ms)**

Company Secretary  
Singapore, 26 June 2013

**Notes:**

A member (other than CHESS Depository Nominees Pty Ltd) who wishes to have his SingTel dividends credited directly into his bank account should contact The Central Depository (Pte) Limited at Tel: +65 6535 7511, if he has not already signed/returned his Direct Crediting Authorisation Form.

A CUFS holder who wishes to have his SingTel dividends credited directly into his bank account should contact the Company's Australian registry, Computershare Investor Services Pty Limited at Tel: 1800 501 501 or +61 3 9415 4029, if he has not already signed/returned his Request for Direct Crediting of Dividends Form ("Form"). The Form can be downloaded from [www.computershare.com](http://www.computershare.com).