

CONFIDENTIAL

**MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF  
SINGAPORE TELECOMMUNICATIONS LIMITED HELD ON  
24TH JULY 2018 AT 10.00 A.M. AT  
SUNTEC SINGAPORE CONVENTION AND EXHIBITION CENTRE, LEVEL 4, HALLS  
404-406, 1 RAFFLES BOULEVARD, SUNTEC CITY, SINGAPORE 039593**

**PRESENT**

Simon Israel	Chairman of the Board and Chairman of the Finance & Investment Committee
Chua Sock Koong	Director
Gautam Banerjee	Director
Bobby Chin	Director and Chairman of the Audit Committee
Low Check Kian	Lead Independent Director and Chairman of the Corporate Governance & Nominations Committee
Peter Mason	Director, Chairman of the Executive Resource & Compensation Committee and Chairman of the Optus Advisory Committee
Peter Ong	Director
Christina Ong	Director
Venky Ganesan	Director and Chairman of the Technology Advisory Panel
Teo Swee Lian	Director and Chairman of the Risk Committee

**IN ATTENDANCE**

Ang Hwee Huang	Vice President, Group Tax
Bill Chang	Chief Executive Officer, Group Enterprise / Country Chief Officer Singapore
Mark Chong	Group Chief Technology Officer
Arthur Lang	Chief Executive Officer, International
Lee Kai Hock	Vice President, Enterprise Mobility & Bid Management
Allen Lew	Chief Executive Officer, Consumer Australia / Chief Executive Officer, Optus
Lim Cheng Cheng	Group Chief Financial Officer
Andrew Lim	Managing Director, Business Group
Lo Tsu Chung Marc	Vice President, Strategy & Insights
Jeann Low	Group Chief Corporate Officer

Goyal Manish  
Samba Natarajan  
Angeline Oh Siok Lay

Quah Kung Yang  
Shantini Sanmuganathan  
Sin Yang Fong  
Soon Sze Meng  
Aileen Tan  
Tan Yong Choo  
Tee Meng Jir  
Kaustubh R. Wadekar  
Wong Soon Nam  
William Woo  
Yuen Kuan Moon  
Craig Young  
Lim Li Ching

Group Chief Strategy Officer  
Chief Executive Officer, Group Digital Life  
Vice President, Group Talent Management and  
Development  
Chief Financial Officer, Group Enterprise  
Group General Counsel  
Vice President, Group Investor Relations  
Vice President, Business  
Group Chief Human Resources Officer  
Vice President, Group Finance  
Chief Financial Officer, Consumer Singapore  
Group Chief Procurement Officer  
Vice President, Consumer Products  
Group Chief Information Officer  
Chief Executive Officer, Consumer Singapore  
Group Chief Internal Auditor  
Assistant Company Secretary

## BY INVITATION

Lee Kim Shin  
Philip Yuen

Ong Pang Thye

Managing Partner, Allen & Gledhill LLP  
Chief Executive Officer, Deloitte Southeast  
Asia, Deloitte & Touche LLP  
Managing Partner, KPMG LLP

The Chairman welcomed the shareholders.

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

The Chairman introduced himself and the members of the Singtel Board of Directors and Senior Management, as well as the representatives from Allen & Gledhill LLP and Deloitte & Touche LLP, who were at the Meeting.

The Chairman informed the Meeting that, in accordance with the SGX Listing Rules, voting would be conducted by poll. Accordingly, the Chairman exercised his right under Article 70(A) of the Constitution of the Company to call a poll in respect of each of the motions to be put to the vote at the AGM. The Chairman further informed the Meeting that an electronic voting system would be used to record the shareholders' votes. The scrutineers for the poll were representatives from Ernst & Young LLP.

The Notice of Annual General Meeting dated 22 June 2018 was taken as read.

The Chairman then invited Ms Chua Sock Koong, Group Chief Executive Officer ("GCEO"), to make a presentation on the Group's business and operations.

The Secretary informed the Meeting that the Chairman would propose each of the motions to be put to the vote at the Meeting, except for Resolution 7 on Directors' fees and Resolution 10 on the Singtel Performance Share Plan 2012, where a shareholder from the floor would be asked to propose the motions. She also informed the Meeting that the proceedings would be recorded to facilitate the taking of minutes, that shareholders and proxies may be identified by name in the minutes of the Meeting unless they indicated to the Company a preference to remain anonymous, and that the minutes of Meeting would be published on the Singtel website in due course.

The Chairman then proceeded to the items on the agenda for the Meeting.

## 1. AGENDA ITEM 1, RESOLUTION 1

### **TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENTS, FINANCIAL STATEMENTS AND AUDITOR'S REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2018**

The Chairman proposed the motion.

Upon the Chairman's invitation to the shareholders present to ask questions or to make comments, the following questions/comments were asked/made and replies given:

#### **Question/Comment 1-2**

In response to a query from Mr Tan See Peng on the Company's preparedness to deal with the challenges arising from changes in the industry, the Chairman said that the Board and Management put in a lot of time and effort to deal with such challenges, as demonstrated through its investments in the digital space, where a large part of the Group's future lies.

Mr Tan suggested that the Company should work with charities and other organisations to improve its engagement with the community and should provide data storage services given its increasing importance. GCEO thanked Mr Tan for his suggestions and said that Singtel supported various charitable causes and social enterprises.

#### **Question/Comment 3-5**

Mr Lim Hock Chuan inquired about the adoption rate of industrial IOT and the implication of the recent cyber-attack on the server of SingHealth on the adoption rate of the industrial IOT. CEO of Group Enterprise replied that Singtel had rolled out a nationwide IOT network and was also working with some government agencies in this area. IOT was an important part of the Singapore's smart nation vision and in line with that vision, some of Singtel's customers had deployed industrial IOT in their factory operations as part of their digitalisation plan. He added that, as a leader in cybersecurity, Singtel placed great emphasis on security in the IOT space and as such, security had been built in by design into the IOT network.

In response to Mr Lim's query as to when the Company would roll out its 5G network, GCEO explained that the standards for 5G were still being finalised and that its applications for enterprise use would likely be completed ahead of the applications for consumers. Singtel would have a trial network for enterprise use cases in 2019.

In response to Mr Lim's query as to how the Company addressed the shortage of cybersecurity professionals, which were vital to the growth of the Company's cyber security business, GCEO explained that the Company adopted a multi-pronged approach by focusing on retraining its existing IT staff through conversion programmes and by awarding scholarships and cadetships to deserving recipients as well as through acquisition.

#### **Question/Comment 6**

In response to queries from Mr Tan Choon Hui on the Company's presence in Africa and its main competitors in Africa and Asia, CEO International explained that the Company's interest in Africa comprised of stakes in telcos in 14 African countries and was held through Bharti Airtel. The key countries from a revenue perspective included Nigeria, Zambia, Kenya and the Democratic Republic of Congo and some of the competitors in Africa included Zentel and Orange Telecom. GCEO added that as the Company provided a wide range of services, the Company had different competitors for the different services that it provided in the local and global markets.

#### **Question/Comment 7-11**

Mr Yang Jia Xing asked about the Company's influence on the strategy and performance of its associates in the short to medium term. GCEO explained that the Company viewed itself as a strategic investor in its associates as opposed to a financial investor, and had entered into shareholders' agreements with the other shareholders of the associates that covered key issues that might arise. The Company also exerted its influence in these associates through appointment of its nominees to the board and key management positions of such associates.

In response to Mr Yang's query on the Company's projection for the revenue growth of the Company's Group Digital Life ("GDL") and cyber security businesses in the short to medium term, GCEO said that the Company had guided that the cybersecurity business would grow in the low-teens (in percentage terms) and the digital marketing business would grow in the mid-teens, which was significantly faster than the growth rate of the core telco business. This did not take into account any M&A activities that the Company might engage in during the year.

In response to Mr Yang's query on the rationale for the expansion of the Company's submarine cable networks, GCEO explained that this was to keep up with the demand from customers for bandwidth due to increased data transmission.

With respect to Mr Yang's query on the level of the Company's bank borrowings and the management of its interest rate risk, GCEO clarified that the Company's total borrowings

had actually declined during the financial year and that the Company actively hedged its interest rate risk and exchange rate exposure arising from such borrowings. The Chairman commented that the Board and Risk Committee were mindful of the risk of liquidity withdrawal during the financial crises and had conservative treasury policies to ensure that no large amount of refinancing would be required in any single year.

In response to Mr Yang's query on the Company's plan for the regional mobile wallets, GCEO said that each of its associates had its own mobile wallets in the respective markets and the Company planned to inter-connect the wallets by allowing cross border payment using these mobile wallets.

### **Question/Comment 12-13**

Mr Chun Huey Yei commented that while the Company's dividend pay-out had been stable over the years, the Company's net cash had decreased and the Company's net debt and goodwill had increased over the years. He asked how the Company would manage its level of debt and goodwill going forward. GCEO highlighted that the Company had one of the strongest credit ratings among global telecommunication companies and that the level of the Company's debt relative to the size of its business was healthy. She explained that a prudent level of debt would be appropriate to maximise the return on equity. She clarified that the Company had a higher cash balance when it was operating purely out of Singapore. The Company had since expanded its business overseas. With respect to goodwill, GCEO explained that goodwill was an accounting concept that was tested on a yearly basis for impairment and that the current size of the Company's goodwill was proportionate to the size of the Company's business.

Mr Chun also enquired about the Company's plan to instil customer loyalty and to attract younger generation customers in the face of increasing competition. CEO of Consumer Singapore explained that the Company focused on what was important to its customers to formulate its strategy, which included the following: (i) continue to invest in the network so that it would continue to have the best and most reliable network; (ii) look for new innovations to introduce to the market so as to differentiate the Company's services; and (iii) engage customers by providing the best customer experience across various touch points and across all segments of the market including younger customers. He added that the Company placed great emphasis on its digitalisation effort in order to compete with new players and would look at the entire value proposition of its product in determining the price point, and build loyalty through integrated offerings. CEO of Consumer Australia said that in Australia, the Company differentiated itself by ensuring the following: (i) a good mobile network that was fit for purpose; (ii) good customer care including through mobile apps; (iii) curated content such as sports related and factual content; and (iv) individualised customer experience through the use of new technologies such as artificial intelligence.

### **Question/Comment 14-16**

In response to Mr Vishal Kirit Gala's comment on Management's projection during the Singtel 2017 AGM for the EBITDA of the GDL group to break even in FY2018, CEO GDL

clarified that the projection made was in respect of the Amobee group and not the entire GDL group. He said that, in the long term, Singtel would continue to invest in the digital space since it was the innovation and growth engine for the Company. The Chairman added that any guidance issued related to current operations and did not include future investments, which could be dilutive in the short term.

Mr Gala enquired about the reason for the poor return on investment for Bharti compared to the other associates. The Chairman gave shareholders the background on Singtel's investment in Bharti and explained that the regulatory environment in India had gone through many changes since the time of acquisition, including significant increases in the cost of spectrum, which had put much stress on all the players in the industry and caused many smaller players to exit the market. Also, the effort by the Reliance group to penetrate the Indian market with over US\$30 billion worth of investment had created intense competition and disruption in the industry, and the industry was still going through a period of consolidation before it could return to equilibrium. The Board's view was that while the short term financial prospects of the investment in Bharti were challenging, the mid to long term prospects were positive on the belief that the market would return to equilibrium eventually, and the attractiveness the Indian market and digitalisation.

Mr Gala referred to Notes 4 and 5 of the Financial Statement in the 2018 annual report of the Company ("**2018 Annual Report**") and asked about the rationale for carrying on the loss-making business of selling equipment. GCFO clarified that the loss was mainly due to the cost of the handsets which were sold in a bundle with service plans, and handset and service revenues had to be looked at together.

### **Question/Comment 17-18**

In response to Mr Ng Kok Keong's query on whether the significant contingent liabilities of associates referred to in page 233 of the 2018 Annual Report should give rise to concerns by shareholders, GCEO said that the Risk Committee and Audit Committee monitored these contingent liabilities closely. She added that the Company would fully disclose ongoing disputes and possible legal actions faced by its associates as contingent liabilities and specific provisions would be made if any of these were expected to crystallise.

In response to Mr Ng's query on the reason for the non-inclusion of the case involving the demand of THB 31.5 billion by TOT Public Company Limited against AIS in the 2018 Annual Report since it was referred to in the Company's 2017 annual report, GCEO clarified that this was because the matter had been settled.

### **Question/Comment 19-20**

In response to Ms Kwek Serh Ling's request for information on the background of the loan to an associate as referred to in page 147 and note 26 of the 2018 Annual Report, GCEO explained that it was a loan from the Company to NetLink Trust in connection with the transfer of assets to NetLink Trust, which had been repaid prior to NetLink Trust's initial

public offering. She referred Ms Kwek to Note 26 and page 214 of the 2018 Annual Report for further details on the loan.

With respect to the Ms Kwek's query on the expected cost and revenue from the 5G pilot, GCEO explained that the finalisation of the 5G standard was still in its early days and as such, mass roll out for consumer applications would not happen till after 2020. As for the network that was to be built for enterprises, GCEO explained that the capital expenditure ("capex") must be justified based on the business cases generated for these specific applications.

### **Question/Comment 21-23**

Mr Tan Yong Nee asked about the reason for the lack of growth in the revenue and EBITDA of Group Enterprise over the last few years. CEO Group Enterprise said that Group Enterprise comprised two parts, namely the ICT business and the core carriage services. He explained that the core carriage business was capital intensive and was facing intense competition due to the national broadband network structure. He added that the Company continued to transform this business to defend its market position. As for the ICT business, he said that while it was lower a margin business, it also had lower capital intensity and hence the return on capital was similar to that of the core carriage business. The Company would focus on growing the ICT business to compensate for the erosion of revenue from the core carriage business. GCEO added that, with the growth of the ICT business, the traditional carriage business and the ICT business each now comprised roughly half of the overall enterprise business.

In response to Mr Tan's query on the contribution of HOOQ and Dataspark to the total revenue of GDL group, GCEO explained that the contributions of HOOQ and Dataspark were still relatively small with Amobee contributing the bulk of the total revenue for the GDL group.

In response to Mr Tan's queries on whether the acquisition of Trustwave brought any value to the Company and the impairment of goodwill for Trustwave, GCEO explained that the acquisition gave the Company access to valuable resources including over 1,500 cybersecurity personnel and global cyber monitoring capability through a network of ten security operation centres. She added that the cybersecurity business of the Company had been consolidated under one integrated organisation and the financial performance would be reported based on this new organisation. As for the impairment of goodwill for Trustwave, she explained that this was tested on a quarterly basis and that the performance would be assessed on a long term basis. There was no goodwill for HOOQ and Dataspark as they were grown organically and the annual losses would have been accounted for in the profit and loss account.

The Chairman said that investments in Amobee and Trustwave were investments in the digital space where the value should not be measured in the same way as traditional telecommunications businesses. He was of the view that with the passage of time, the value of the digital assets of the Company would be reflected in the share price of the Company

once the digital businesses were scaled. He added that the Board was confident that these businesses would do well in the long term.

#### **Question/Comment 24**

In response to a query from Mr Lim Shiang Liang, the Chairman said that the Company and its associates were not involved in the setting up or operation of the SingHealth database network.

#### **Question/Comment 25-28**

In response to Mr Yeo Sin Teck's query on when the Notice of Books Closure was sent to the shareholders of the Company, the Chairman responded that it was sent out on 22 June 2018 together with the Notice of AGM to the registered address of shareholders.

Mr Yeo also commented on the lack of flexibility in trading the shares of the Company, the enhancement of the technical expertise of the leadership team and the enhancement of the robustness of the Company's whistle blower policy. The Chairman replied that Mr Yeo should give his feedback on the trading of Singtel shares to SGX. He added that the Board was confident that the leadership team had the right technical expertise and that the current whistle blower policy of the Company was robust and efficient.

#### **Question/Comment 29**

In response to Ms Toh Geok Koon's query on the whether the Company had any plans to monetise its collaborations with Razer and Blizzard, CEO of International Group responded in the affirmative and explained that the Company would use e-sports to produce new content for its customers. He added that, in the digital payment space, the Company had plans to enable digital payments on a regional basis.

#### **Question/Comment 30-31**

In response to Mr Denis Walter Distant's query on the rationale for charging customers S\$5 for the caller ID service and whether the Company made a profit from the provision of this service, GCEO explained that the caller ID service was offered as part of a wide range of value-added services to its customers and that this was a profitable service for the Company. The profitability of the value added services varied and the Company had to look at the overall profitability of all the services rather than the profitability of each individual service. She added that services were priced based on the value that they brought to the customers, and customers had a choice as to whether or not to subscribe to such value added services.

#### **Question/Comment 32-35**

In response to Mr Wong Kang Joo's query on whether investment proposals were properly evaluated and challenged from a risk management perspective, the Chairman assured him that the Board carefully examined the risks associated with each proposed investment and



all investment decisions were made based on very robust processes. The Chairman added that the Risk Committee carefully considered all of the Group's business risks as well as the risk mitigation plans.

In response to Mr Wong's queries on whether it was possible for the Company to leapfrog from 4G to 6G, GCEO explained that it would not be possible to provide 6G yet as there were currently no standards or services designed for the 6G network. She added that the Company would however continue to invest in networks, in respect of which the in-year capex would be approximately 10% to 15% of the Company's revenue.

In response to Mr Wong's query on whether the Company had insurance coverage for cyber-attacks, GCEO explained that the Company had such insurance coverage for its own network and IT systems.

With respect to Mr Wong's suggestion for the Company to give bonus shares in addition to the current cash dividends due to its large cash flow, the Chairman said that the Board sought to ensure a sustainable and stable dividend policy and would need to take into account the future investment needs of the Company in making any decision on matters relating to return to shareholders.

#### **Question/Comment 36-37**

In response to Mr Tan Jie Lun's queries on how Amobee would be able to compete against large players such as Google and Facebook in the digital marketing space and whether the positive EBITDA could be continued going forward, CEO of GDL explained that some enterprises may prefer independent digital marketing entities such as Amobee for its ability to provide independent marketing insights and for its superior technologies. He added that the digital marketing space was expected to grow at a rate of between 10% and 15% annually in the mid-term.

In response to Mr Tan's query on whether the Company had plans to hold its investment in Amobee for the long term and whether there was any plan to spin-off Amobee in the future, the Chairman responded that the Company's investment in Amobee would be for the long term and that there was a value in Amobee which needed to be crystallised for the shareholders in the future, although the mode of such crystallisation would only be determined at that point in time.

#### **Question/Comment 38**

In response to Mr Chong Ah Pok's query on whether the large current liabilities of the Company were beneficial to the Company, GCEO replied in the affirmative. She explained that this reflected the strong financial position of the Company, which enabled it to raise money from the banks and bond markets as working capital and provide cash flow for the Company's business.

**Question/Comment 39**

In response to Ms Isabel Ling Ngung Choo's request for background on the staff restructuring costs that were referred to in Note 8 of the 2018 Annual Report, GCEO explained that these were costs incurred by the Company due to redundancies arising from changes in the business. She added that the Company would strive to minimise the impact on the affected staff by offering opportunities for re-training and would work closely with the unions on these initiatives.

**Question/Comment 40-41**

In response to Mr Saw Boo Guan's request for the Board's views on areas that had not yet been touched on in the Meeting, the Chairman said that as the world shifted towards digitalisation and the Company's core business of providing connectivity became more commoditised, the Company would need to create and provide value added services, as well as build new businesses by leveraging on the Company's customer base and digital expertise. He said that it would be easier for the Company to diversify its business in the digital realm and that the Company was already building a global cybersecurity business, as well as a global digital marketing business. He added that the Company was also digitising its operations through the use of the cloud, data analytics and automation of processes, and this was important as it drove customer service, efficiency, productivity and responsiveness.

In response to Mr Saw's query on the independence of Mr Chin given that he also served as a director of Temasek Holdings (Private) Limited ("**Temasek**"), the Chairman explained that Mr Chin was an independent director of the Company before he was appointed as a director of Temasek and that, after due consideration, Mr Chin continued to be regarded as independent as he was not accustomed or under any obligation to act in accordance with the directions or instructions of Temasek in respect of the Company.

**Question/Comment 42-43**

Ms Emilia Jeow Ah Eng enquired about the reason for the decline in the underlying net profit and the earnings per share of the Company over the past five years and whether the underlying profit of the Company would be reduced further due to the competition from the fourth operator in Singapore. The Chairman explained that the reasons for the decline were as follows: (i) currency movements had a significant impact on the underlying net profit of the Company due to the fact that 75% of the Company's underlying profits originate from outside Singapore; and (ii) the Company had invested in building new businesses as engines for growth, which in the short term created operating losses. He added that the price war in India had also adversely affected the underlying profit of the Company, although there had been no significant impact on its cash flow. The near term future for the India business was expected to be difficult but the Company was committed to the long term future of the business. He said that the Company was steadily working to improve and grow its core business profitably in the face of intensifying competition. In respect of the new investments made by the Company, the Company expected these to contribute to profitability and the Company's share price in time.

In response to Ms Jeow's comment on the Company's cash flow and the decline in the cash and cash equivalents compared to FY2017, GCFO drew her attention to page 116 of the 2018 Annual Report which showed that the Group's free cash flow remained strong. She highlighted that investment in spectrum and investment in new business were big components of the cash flow and that, in the previous financial year, there was a one-off contribution to the cash flow for financing activities arising from issuance of shares worth S\$1.6 billion.

As no further questions were asked or comments made by shareholders, and upon the Chairman's invitation, the motion was put to vote by poll.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 12,156,064,677 votes or 99.85 per cent.  
Votes AGAINST the resolution: 18,710,332 votes or 0.15 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 1 and declared the resolution carried.

**2. AGENDA ITEM 2, RESOLUTION 2  
TO APPROVE A FINAL DIVIDEND OF 10.7 CENTS PER SHARE**

The Chairman proposed the motion.

As no questions were asked or comments made by shareholders, and upon the Chairman's invitation, the motion was put to vote by poll.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 12,176,016,491 votes or 100 per cent.  
Votes AGAINST the resolution: 406,709 votes or 0 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 2 and declared the resolution carried.

**3. AGENDA ITEM 3(a), RESOLUTION 3  
RETIREMENT AND RE-ELECTION OF MR BOBBY CHIN YOKE CHOONG AS  
DIRECTOR UNDER ARTICLE 100**

The Chairman informed the Meeting that Resolutions 3 to 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 Mr Bobby Chin, Mr Venky Ganesan and Ms Teo Swee Lian.

The Chairman also informed the Meeting that Mr Peter Ong would be stepping down as a Singtel Director at the conclusion of this Meeting. On behalf of the Board, the Chairman thanked Mr Ong for his invaluable contributions to the Singtel Group over the years and wished him the best for the future.

Resolution 3 on the retirement and re-election of Mr Bobby Chin Yoke Choong as a Director of the Company was duly proposed by the Chairman.

As no questions were asked or comments made by shareholders, and upon the Chairman's invitation, the motion was put to vote by poll.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 12,092,988,799 votes or 99.34 per cent.  
Votes AGAINST the resolution: 80,128,050 votes or 0.66 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 3 and declared the resolution carried.

**4. AGENDA ITEM 3(b), RESOLUTION 4  
RETIREMENT AND RE-ELECTION OF MR VENKATARAMAN VISHNAMPET  
GANESAN AS DIRECTOR UNDER ARTICLE 100**

Resolution 4 on the retirement and re-election of Mr Venkataraman Vishnampet Ganesan as a Director of the Company was duly proposed by the Chairman.

As no questions were asked or comments made by shareholders, and upon the Chairman's invitation, the motion was put to vote by poll.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 12,144,810,748 votes or 99.74 per cent.  
Votes AGAINST the resolution: 31,193,485 votes or 0.26 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 4 and declared the resolution carried.

**5. AGENDA ITEM 3(c), RESOLUTION 5  
RETIREMENT AND RE-ELECTION OF MS TEO SWEE LIAN AS DIRECTOR  
UNDER ARTICLE 100**

Resolution 5 on the retirement and re-election of Ms Teo Swee Lian as a Director of the Company was duly proposed by the Chairman.

As no questions were asked or comments made by shareholders, and upon the Chairman's invitation, the motion was put to vote by poll.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 12,153,599,432 votes or 99.81 per cent.  
Votes AGAINST the resolution: 22,611,504 votes or 0.19 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 5 and declared the resolution carried.

**6. AGENDA ITEM 4, RESOLUTION 6  
RE-ELECTION OF MR GAUTAM BANERJEE AS DIRECTOR**

The Chairman informed the Meeting that Resolution 6 was to re-elect Mr Gautam Banerjee who ceased to hold office in accordance with article 106 of the Company's Constitution and who, being eligible, offered himself for re-election as a Director of the Company.

Resolution 6 on the cessation and re-election of Mr Gautam Banerjee as a Director of the Company was duly proposed by the Chairman.

As no questions were asked or comments made by shareholders, and upon the Chairman's invitation, the resolution was put to vote by poll.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 12,100,129,431 votes or 99.39 per cent.  
Votes AGAINST the resolution: 74,766,465 votes or 0.61 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 6 and declared the resolution carried.

**7. AGENDA ITEM 5, RESOLUTION 7  
DIRECTORS' FEES FOR THE YEAR ENDING 31 MARCH 2019**

The Chairman explained that Resolution 7 was to approve the payment by the Company of Directors' fees of up to S\$2,950,000 for the financial year ending 31 March 2019. The proposed maximum fees for this financial year were the same as the fees approved by shareholders for the last financial year. The proposed Directors' remuneration framework for this financial year was also the same as that for the last financial year.

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

In response to the Chairman's request for a proposer for the motion, the motion was duly proposed by a shareholder.

Upon the Chairman's invitation to the shareholders present to ask questions or to make comments, the following questions/comments were asked/made and replies given:

### Question/Comment 1

In response to Mr Toh Chew Yak's comment that the Company should provide meals to the shareholders after the AGM, the Chairman reminded shareholders that the purpose of the AGM was to conduct a meeting of shareholders and for shareholders to raise queries on matters relating to the Company.

### Question/Comment 2

A shareholder expressed her disagreement with Mr Toh's view. She was of the view that the purpose of the AGM was for shareholders to ask the Board and Management meaningful questions without the expectation of being provided with meals.

### Question/Comment 3

In response to a request for clarification from Mr Yang Jia Xing on reason for the difference between the actual amount of Directors' fees for the financial year ended 2018 (S\$2.31 million) and the amount which was approved at the 2017 AGM of the Company (S\$2.95 million), the Chairman explained that the amount of S\$2.95 million approved at the 2017 AGM was the maximum amount, which included provision for additional payments for any ad hoc meetings held and additional appointments that might be made during the year (i.e. the maximum amount had not been fully utilised as there were fewer ad hoc meetings and appointments than budgeted for).

As no further questions were asked or comments made by shareholders, and upon the Chairman's invitation, the motion was put to vote by poll.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 12,147,859,730 votes or 99.85 per cent.

Votes AGAINST the resolution: 18,841,810 votes or 0.15 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 7 and declared the resolution carried.

## **8. AGENDA ITEM 6, RESOLUTION 8 APPOINTMENT OF AUDITORS**

The Chairman informed the Meeting that Resolution 8 on the agenda was to approve the appointment of KPMG LLP as the Auditors of the Company in place of the retiring Auditor, Deloitte & Touche LLP, and to authorise the Directors to fix their remuneration. It was noted that, as part of the Company's ongoing corporate governance initiatives, the Directors were of the view that it would be timely to effect a change of external Auditor from the financial

year ending 31 March 2019. Deloitte & Touche LLP would not be seeking re-appointment as Auditor of the Company at this AGM. On behalf of the Directors, the Chairman expressed appreciation for the services rendered by Deloitte & Touche LLP.

The Chairman proposed the motion.

Upon the Chairman's invitation to the shareholders present to ask questions or to make comments, the following question/comment was asked/made and replies given:

### **Question/Comment 1**

Ms Goh Cecilia commended the Board for doing a good job in the previous year and agreed that the proposed Directors' fees for FY 2019 should remain the same as the previous year.

### **Question/Comment 2**

In response to queries from Mr Wong Kang Joo on the internal processes which had been undertaken by the Company in deciding on KPMG LLP as the new auditors of the Company and the tenure of appointment, Mr Bobby Chin, chairman of the Audit Committee, explained that the Audit Committee had invited the big four audit firms to submit their quotes through a robust tender process. The Audit Committee had thoroughly interviewed the shortlisted firms and considered numerous factors including their ability to service companies such as Singtel which had a large number of foreign subsidiaries, prior to recommending the appointment of KPMG LLP to the Board.

### **Question/Comment 3**

In response to a suggestion from Mr Phang Chan Chun for the Company to appoint more than one auditor to audit the Company, Mr Chin was of the view that it would be more effective for the Company to have only one auditor. He highlighted that there were regulatory requirements for the listed holding companies to appoint the same auditor for its subsidiaries.

As no further questions were asked or comments made by shareholders, and upon the Chairman's invitation, the motion was put to vote by poll.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 12,151,090,610 votes or 99.82 per cent.  
Votes AGAINST the resolution: 21,693,803 votes or 0.18 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 8 and declared the resolution carried.

## 9. OTHER ORDINARY BUSINESS

There being no other ordinary business to be transacted at the Meeting, The Chairman proceeded to the items of special business on the agenda.

## 10. SPECIAL BUSINESS

### (i) AGENDA ITEM 7(a), RESOLUTION 9 SHARE ISSUE MANDATE

The Chairman proposed the motion.

As no questions were asked or comments made by shareholders, and upon the Chairman's invitation, the motion was put to vote by poll.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 11,629,904,054 votes or 95.53 per cent.

Votes AGAINST the resolution: 544,248,958 votes or 4.47 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 9 and declared the resolution carried.

### (ii) AGENDA ITEM 7(b), RESOLUTION 10 GRANT, ALLOTMENT AND ISSUE OF SHARES UNDER THE SINGTEL PERFORMANCE SHARE PLAN 2012

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

In response to the Chairman's request for a proposer for the motion, the motion was duly proposed by a shareholder.

Upon the Chairman's invitation to the shareholders present to ask questions or to make comments, the following question/comment was asked/made and replies given:

#### **Question/Comment 1-2**

Mr Vishal Kirit Gala commented that the objective of aligning the interest of the awardees under the Singtel Performance Share Plan 2012 ("**Plan**") with the interest of the Company's shareholders may not have been met because the total shares awarded under the Plan remained the same despite the total shareholder return being less than the MCSI Asia Pacific Telecommunications Index. He also suggested that the Company grants share options to management instead of performance shares to better align the interest of the awardees with the interest of the shareholders.



The Chairman explained that the number of shares that would actually vest might be different from the number of shares that were awarded as some of the awarded shares might lapse due to failure to meet certain performance targets. He added that the Plan was a robust one which had gone through the scrutiny of the Executive Resource and Compensation Committee and external independent consultants.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 11,976,549,347 votes or 98.54 per cent.  
Votes AGAINST the resolution: 177,385,164 votes or 1.46 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 10 and declared the resolution carried.

**(iii) AGENDA ITEM 7(c), RESOLUTION 11  
SHARE PURCHASE MANDATE**

The Chairman proposed the motion.

As no questions were asked or comments made by shareholders, and upon the Chairman's invitation, the motion was put to vote by poll.

The Chairman **NOTED** the results of the poll votes as follows:

Votes FOR the resolution: 12,119,590,884 votes or 99.57 per cent.  
Votes AGAINST the resolution: 52,730,279 votes or 0.43 per cent.

The Chairman **FURTHER NOTED** that the majority of the members present and voting had voted in favour of Resolution 11 and declared the resolution 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 Annual General Meeting closed at 12.45 p.m. and thanked all persons present for their attendance and support.



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Simon Israel  
Chairman of the Meeting  
Singapore Telecommunications Limited