



## **MOBILEONE LTD**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199206031W)

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 4th Annual General Meeting of the ordinary shareholders of the Company will be held at the Intercontinental Singapore, Ballroom 1 & 2 (Level 2), 80 Middle Road, Singapore 188966 on 28 March 2006 at 10.00 a.m. to transact the following business:

#### **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and Audited Accounts for the year ended 31 December 2005. Resolution 1
2. To declare a final tax exempt (one-tier) dividend of 8.1 cents and special tax exempt (one-tier) dividend of 12.2 cents per share for the year ended 31 December 2005. Resolution 2
3. To pass the following resolution separately under Section 153(6) of the Companies Act (Chapter 50):
  - 3.1 That pursuant to Section 153(6) of the Companies Act (Chapter 50), Mr. Hsuan Owyang be and is hereby re-appointed as Director of the Company to hold such office until the next Annual General Meeting of the Company (See Note 1). Resolution 3
4. To re-elect the following Directors who retire in accordance with Article 91 of the Company's Articles of Association and who, being eligible, offer themselves for re-election pursuant to Article 92:
  - (i) Mr. Reggie Thein (see Note 2) Resolution 4
  - (ii) Dr. Thio Su Mien (see Note 3) Resolution 5
  - (iii) Mr. Patrick Yeoh (see Note 4) Resolution 6
5. To re-elect the following Directors who, being appointed by the Board of Directors after the last Annual General Meeting, retire in accordance with Article 97 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
  - (i) Mr. Ganen Sarvananthan Resolution 7
  - (ii) Mr. Yusof Annuar Yaacob Resolution 8
6. To approve Directors' fees of S\$356,850 for the year ended 31 December 2005 (FY 2004: S\$339,178) (See Note 5). Resolution 9
7. To re-appoint Auditors and authorise the Directors to fix their remuneration. Resolution 10

## AS SPECIAL BUSINESS

8. To consider and if thought fit, approve, with or without modifications, the following resolutions, of which Resolutions 11, 12 and 14 will be proposed as Ordinary Resolutions and Resolution 13 as a Special Resolution:

8.1 That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the MobileOne Share Option Scheme ("the Scheme") and to allot and issue such shares as may be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 10 per cent of the issued ordinary share capital of the Company from time to time (see Note 6). Resolution 11

8.2 That authority be and is hereby given to the Directors of the Company to: Resolution 12

- (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) 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
- (b) (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:

- (1) 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 per cent of the issued share capital of the Company (as calculated in accordance with sub-paragraph(2) 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 20 per cent of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 (1) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this Resolution is passed, after adjusting for:
  - (i) 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
  - (ii) any subsequent consolidation or subdivision of shares;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (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. (see Note 7)

8.3 That:

Resolution 13

- (1) the Memorandum and Articles of Association of the Company be amended in the manner as set out in Appendix I on pages 19 to 43 of the Letter to Shareholders enclosed with this Notice; and
- (2) the Directors of the Company and/or any of them be and are hereby authorised to complete and to do all such act and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this Resolution. (see Note 8)

8.4 That:

Resolution 14

- (1) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares fully paid in the capital of the Company (the "Shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (a) market purchase(s) on the Singapore Exchange Securities Trading Limited (the "SGX-ST"); and/or
  - (b) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,
 

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
- (2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
  - (a) the date on which the next Annual General Meeting of the Company is held; and
  - (b) the date by which the next Annual General Meeting of the Company is required by law to be held;

(3) in this Resolution:

“Average Closing Price” means the average of the last dealt prices of a Share for the five consecutive trading days on which the Shares are transacted on the SGX-ST immediately preceding the date of market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs after the relevant five day period;

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

“Maximum Limit” means that number of issued Shares representing 10 per cent of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (a) in the case of a market purchase of a Share, 105 per cent of the Average Closing Price of the Shares; and
  - (b) in the case of an off-market purchase of a Share pursuant to an equal access scheme, 110 per cent of the Average Closing Price of the Shares; and
- (4) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution. (see Note 9)

9. To transact such other business which can be transacted at an Annual General Meeting of the Company.

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and the Register of Members of the Company will be closed from 6 April 2006 to 7 April 2006 (both dates inclusive), for the preparation of dividend warrants. Duly completed transfers received by the Company’s registrar, Lim Associates (Pte) Ltd, 10 Collyer Quay #19-08 Ocean Building, Singapore 049315 up to the close of business at 5.00 p.m. on 5 April 2006 will be registered to determine shareholders’ entitlement to the proposed dividends. The proposed dividends, if approved at the Annual General Meeting, will be paid on 26 April 2006.

BY ORDER OF THE BOARD

Eunice Phua/Ong Hwee Yen  
Company Secretaries

Singapore, 6 March 2006

**Notes:**

A member of the Company is entitled to appoint a proxy to attend the meeting and vote in his stead. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the registered office of the Company, 10 International Business Park, Singapore 609928, not less than 48 hours before the time appointed for holding the Annual General Meeting.

**Explanatory Notes on Resolutions to be passed:**

1. Ordinary Resolution 3 is to re-appoint a director who is over 70 years of age.
2. Mr. Reggie Thein will upon re-election continue to serve as Chairman of the Audit Committee. Mr. Thein is considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
3. Dr. Thio Su Mien will upon re-election continue to serve as Member on the Audit Committee. Dr. Thio is considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
4. Mr. Patrick Yeoh will upon re-election continue to serve as Member on the Audit Committee. Mr. Yeoh is considered an independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
5. Directors' fees payable to Messrs. Lim Chee Onn, Michael John Grant (until 27 October 2005), Low Huan Ping, Ganen Sarvananthan (from 16 November 2005), Arthur Seet Keong Hoe, Teo Soon Hoe and Yusof Annuar Yaacob (from 16 November 2005) will be paid to the relevant shareholder (namely, Great Eastern Telecommunications Ltd, Keppel Telecoms Pte Ltd, SPH Multimedia Private Limited or SunShare Investments Ltd, as appropriate) that nominated each of them.
6. Ordinary Resolution 11 is to authorise the Directors to offer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of such options under the Scheme up to an amount not exceeding 10 per cent of the issued share capital of the Company from time to time.
7. Ordinary Resolution 12 is to empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting to issue further Shares and Instruments in the Company, including a bonus or rights issue. The maximum number of Shares which the Directors may issue under this Resolution shall not exceed the quantum set out in the Resolution.
8. Special Resolution 13 is to approve the amendments to the memorandum and articles of association of the Company to reflect amendments to the Companies Act, Chapter 50 of Singapore, pursuant to the Companies (Amendment) Act 2004 of Singapore and Companies (Amendment) Act 2005 of Singapore. More details of the proposed amendments are set out in the letter to shareholders enclosed with this Notice.
9. Ordinary Resolution 14, if passed, will renew the Share Purchase Mandate, which was approved by the shareholders on 25 March 2004 and 31 March 2005 and will empower the Directors to purchase or acquire, from the date of the above meeting to the date of the next annual general meeting, an aggregate amount not exceeding 10 per cent of the issued share capital of the Company as at the date of this Resolution. The rationale for the authority and limitations on, and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the Company and the Group for the financial year ended 31 December 2005 are set out in the letter to shareholders enclosed with this Notice.

