

NERA TELECOMMUNICATIONS LTD

(the “Company”)

Company Registration No.: 197802690R
(Incorporated in the Republic of Singapore)

Minutes of the Extraordinary General Meeting (the “EGM”) of the Company held at Temasek Club, 131 Rifle Range Road Singapore 588406 on Tuesday, 23 April 2019 at 11.59 am

PRESENT

As per Attendance List.

CHAIRMAN

The Chairman of the Board of Directors, Ms. Wong Su Yen, chaired the EGM. The Chairman welcomed all shareholders present at the EGM and introduced the Directors and Management to the shareholders.

QUORUM

The Secretary confirmed that the quorum was present and the Chairman called the meeting to order at 11.59 am.

NOTICE

The notice convening the meeting, having been in the hands of the shareholders for the requisite statutory period, was taken as read.

The Chairman informed the shareholders that the resolution to be passed at the meeting would be voted on by poll. Polling shall be conducted electronically via a wireless handheld device.

The Chairman informed that in her capacity as the Chairman of the EGM, she had been appointed as the proxy for some shareholders and would be voting in accordance with their instructions for the resolution by way of a poll.

SPECIAL RESOLUTION:

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

The Meeting noted that the Company proposed to adopt a new constitution (the “**New Constitution**”) which will consist of the Existing Constitution, and will incorporate amendments to take into account the changes to the Companies Act introduced pursuant to the 2014 Amendment Act and the 2017 Amendment Act. At the same time, the objects clauses in the Existing Constitution will be deleted and replaced by a general provision in the New Constitution giving the Company full capacity to carry on or undertake any business or activity, and do any act or enter into any transaction. The New Constitution also contains updated provisions which are consistent with the listing rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual. In addition, the Company took the opportunity to streamline and rationalise certain other provisions through the adoption of the New Constitution.

The principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution were set out in the Circular dated 29 March 2019, presented as a backlines version against the Company's Existing Constitution.

The proposed New Constitution was drafted by Allen & Gledhill LLP and had been reviewed and approved by the SGX-ST.

Mr. Tan Eng Chuan, a shareholder of the Company proposed and Ms. Loy Boon Lan Diana, a shareholder of the Company seconded the following motion:

"That:

- (a) the regulations contained in the new Constitution submitted to this Meeting and, for the purpose of identification, subscribed to by the Chairman thereof or a Director of the Company, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution; and
- (b) the Directors 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 this Special Resolution."

As there was no question, the Chairman put the resolution to the vote. The results on the vote by way of poll were as follows:

	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		No. of Shares	As a percentage of total number of votes for and against the resolution (%)	No. of Shares	As a percentage of total number of votes for and against the resolution (%)
<u>Special Resolution</u> Proposed Adoption of a New Constitution	197,877,339	197,877,339	100.00%	0	0.00%

The Chairman declared the Resolution carried.

CONCLUSION

There being no other business, the Chairman thanked all present for their attendance and declared the meeting closed at 12:01 pm. She thanked all who attended the meeting and invited them for light refreshment at the foyer.

Confirmed as a correct record of
The proceeding of the meeting

Ms. Wong Su-Yen
Chairman