

**STARHUB LTD**  
(Co. Reg. No. 199802208C)  
(Incorporated in the Republic of Singapore)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF STARHUB LTD HELD AT STARHUB AUDITORIUM, 67 UBI AVENUE 1, #03-01 (SOUTH WING) STARHUB GREEN, SINGAPORE 408942, ON FRIDAY, 21 APRIL 2023 AT 11.38 A.M.

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Present:

Olivier Lim Tse Ghow	- Chairman of the Meeting/ Independent Board Chairman/ Proxy
Nikhil Oommen Jacob Eapen	- Executive Director and Chief Executive/ Member
Ma Kah Woh	- Independent Director/ Audit Committee Chairman/ Member
Nayantara Bali	- Independent Director/ Risk and Sustainability Committee Chairman/ Member
Michelle Lee Guthrie	- Independent Director/ Executive Resource & Compensation Committee Chairman/ Member
Ng Shin Ein	- Independent Director/ Member
Lionel Yeo Hung Tong	- Independent Director/ Member
Teo Ek Tor	- Non-Executive Director/ Member
Stephen Geoffrey Miller	- Non-Executive Director/ Member
Naoki Wakai	- Non-Executive Director
Dennis Chia	- Chief Financial Officer/ Member
Veronica Lai	- Chief Corporate and Sustainability Officer and Company Secretary/ Member
Siew Yilin	- Audit Partner In-charge, KPMG LLP
Shareholders	- As per attendance records maintained by the Company

**1. QUORUM**

Following the conclusion of the Twenty-Fifth Annual General Meeting of the Company at 11.38 a.m., the Chairman called the Extraordinary General Meeting (“**EGM**”) to order.

**2. NOTICE**

The Notice of the EGM issued on 30 March 2023 (“**EGM Notice**”) on SGXNet and made available on the Company’s Investor Relations website for the statutory period was taken as read.

The Chairman informed that he had been advised by the Company Secretary that a quorum was present and that 22 proxy forms in respect of 1,220,282,009 shares had been received by the Company. The proxy forms received had been verified by T S Tay Public Accounting Corporation (“**Scrutineer**”) as the Scrutineer of the EGM.

**3. QUESTION-AND-ANSWER (“Q&A”) SESSION**

Prior to proceeding with the business of the EGM, the Chairman invited comments or questions from the shareholders and/or their duly appointed proxies and corporate representative present. As there were no questions raised, the Chairman ended the Q&A session and proceeded to deal with the business of the EGM

**4. ORDINARY BUSINESS**

The Chairman informed that as Chairman of the Meeting, he had been appointed as the proxy for 11 shareholders in respect of 254,386,719 shares to vote on the Ordinary Resolutions to be put to vote by poll at the EGM and he would accordingly vote for and against the Resolutions pursuant to the proxy voting instructions received by the Company.

The Chairman briefed the shareholders on all the Ordinary Resolutions to be put to vote at the EGM as follows:

- (a) Resolution 1 was for the proposed renewal of the Share Purchase Mandate; and
- (b) Resolution 2 was for the renewal of the Shareholders' Mandate for Interested Person Transactions.

The Chairman informed that Mr Nihal Kaviratne, Mr Teo Ek Tor, Mr Stephen Miller, Mr Ahmad Al-Neama and himself would abstain from voting their shares in respect of Resolution 2 in view of the directorships and/or executive positions that they hold in the Temasek Group of companies. However, since as the Chairman of the EGM he had been appointed as proxy by shareholders to vote on the resolutions to be tabled at the EGM, he would accordingly vote on the Resolutions in accordance with the proxy voting instructions received by the Company.

The Chairman further informed that the corporate representatives from Temasek Holdings (Private) Limited and Asia Mobile Holdings Pte. Ltd. and their respective associates had also abstained from voting their shares in respect of Resolution 2 in view of their positions as Mandated Interested Persons under the Shareholders' Mandate for Interested Person Transactions.

The Chairman proposed the Resolutions as set out in the EGM Notice and put them to vote by poll. The Ordinary Resolutions were passed as follows:

## **ORDINARY RESOLUTIONS**

### **4.1 RESOLUTION 1**

#### **The Proposed Renewal of the Share Purchase Mandate**

*It was resolved with 99.80% of votes by poll that:*

- (1) *for the purposes of Sections 76C and 76E of the Companies Act 1967 (the "**Companies Act**"), the exercise by the directors of the Company (the "**Directors**") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares 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) *on-market purchase(s) ("**Market Purchase**"), transacted on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") through the SGX-ST's trading system, through one or more duly licensed dealers appointed by the Company for such purpose; and/or*
- (b) *off-market purchase(s) ("**Off-Market Purchase**") (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, 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 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;*
  - (b) *the date by which the next Annual General Meeting of the Company is required by law to be held; and*

- (c) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase mandate are carried out to the full extent mandated;
- (3) in this Resolution:
- “Average Closing Price”** means the average of the closing market prices of a Share over the last five Market Days, on which the Shares are transacted on the SGX-ST, immediately preceding the date of the 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 rules of the SGX-ST for any corporate action which occurs during the relevant five-Market Day period and the date of the 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;
- “date of the making of the offer”** means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
- “Market Day”** means a day on which the SGX-ST is open for trading in securities;
- “Maximum Limit”** means that number of issued Shares representing 10% of the issued ordinary shares of the Company as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and
- “Maximum Price”**, in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:
- (a) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (b) in the case of an Off-Market Purchase, 110% of the Average Closing Price; and
- (4) 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 or she may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

## 4.2 RESOLUTION 2

### The Proposed Renewal of the Shareholders’ Mandate for Interested Person Transactions

It was resolved with 99.11% of votes by poll that:

- (1) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (**“Chapter 9”**) of the SGX-ST, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Appendix 1 to the Circular to the shareholders of the Company dated 30 March 2023 (the **“Circular”**) with any party who is of the class of interested persons described in Appendix 1 to the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (2) the approval given in paragraph (1) above (the **“Shareholders’ Mandate”**) shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and

- (3) *the Directors be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this Resolution.*

**5. CONCLUSION OF MEETING**

There being no other business, the Meeting ended at 11.42 a.m. and was declared closed by the Chairman.

Date: 21 April 2023