

## STARHUB LTD

(Incorporated in the Republic of Singapore)

Co. Reg. No. 199802208C

### NOTICE OF TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting of StarHub Ltd. (the “**Company**”) will be convened and held by way of electronic means on 30 April 2021 at 10.00 a.m. for the following purposes:

#### Ordinary Business

- 1 To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2020 and the Auditors’ Report therein. **Resolution 1**
- 2 To re-elect the following Directors who will retire and who, being eligible, will offer themselves for re-election:
  - (a) Mr Nihal Vijaya Devadas Kaviratne (independent member of the Audit Committee); **Resolution 2**
  - (b) Ms Michelle Lee Guthrie; and **Resolution 3**
  - (c) Mr Naoki Wakai. **Resolution 4**

*The profiles of Mr Kaviratne, Ms Guthrie and Mr Wakai can be found in the Board of Directors section of the StarHub Ltd Annual Report 2020 and the Additional Information on Directors Seeking Re-election attached hereto.*

*Dr Nasser Marafih is also retiring as a Director, but will not be offering himself for re-election.*
- 3 To approve the sum of S\$1,375,875.00 (FY2019: S\$1,524,707.00) as Directors’ Remuneration incurred in the financial year ended 31 December 2020 comprising:
  - (a) S\$977,760.00 to be paid in cash (FY2019: S\$1,083,832.40); and
  - (b) S\$398,115.00 to be paid in the form of restricted share awards (FY2019: S\$440,874.60). **Resolution 5**
- 4 To declare a final dividend of 2.5 cents per ordinary share for the financial year ended 31 December 2020. **Resolution 6**
- 5 To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

#### Special Business

To consider and if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:

- 6 That, subject to and contingent upon the passing of Resolution 2 and the passing of Resolution 9:
  - (a) the continued appointment of Mr Nihal Vijaya Devadas Kaviratne as an independent Director of the Company, for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (which will take effect from 1 January 2022), be and is hereby approved; and **Resolution 8**

- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Nihal Vijaya Devadas Kaviratne as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.

*All shareholders may vote on Resolution 8.*

7 That, subject to and contingent upon the passing of Resolution 2:

**Resolution 9**

- (a) the continued appointment of Mr Nihal Vijaya Devadas Kaviratne as an independent Director of the Company, for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Nihal Vijaya Devadas Kaviratne as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted upon if Resolution 8 is passed by shareholders of the Company.

*In compliance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the Directors and the chief executive officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST), shall abstain from voting on Resolution 9. The Company will disregard any votes cast by the Directors and the chief executive officer of the Company, and their respective associates, in respect of their holdings of shares (if any) on Resolution 9. The Chairman of the Meeting must not accept appointment as proxy unless specific instructions as to voting are given.*

8 That authority be and is hereby given to the Directors to:

**Resolution 10**

- (a)
  - (i) issue shares 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% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with subparagraph (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 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with subparagraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under subparagraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings), 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 were issued and are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares,and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;
- (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 Constitution 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.

9 That authority be and is hereby given to the Directors to:

**Resolution 11**

- (a) offer and grant awards in accordance with the provisions of the StarHub Performance Share Plan 2014 (the “**PSP 2014**”) and/or the StarHub Restricted Stock Plan 2014 (the “**RSP 2014**”) (the PSP 2014 and the RSP 2014, together the “**Share Plans**”); and
- (b) allot and issue from time to time such number of ordinary shares as may be required to be allotted and issued pursuant to the vesting of awards granted under the Share Plans,

provided that the aggregate number of ordinary shares allotted and issued under the Share Plans shall not exceed the limits specified in the rules of the Share Plans.

- 10 To transact such other business as may be transacted at an Annual General Meeting of the Company.

By Order of the Board

**Veronica Lai**  
Company Secretary

Singapore, 8 April 2021

**Notes:**

1. The Annual General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on SGXNet and the Company's Investor Relations ("IR") website at the URL <http://ir.starhub.com/AGM-EGM>.
2. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (in particular, arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at or before the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying announcement by the Company dated 8 April 2021. This announcement may be accessed at the Company's IR website at the URL <http://ir.starhub.com/AGM-EGM>, and will also be made available on SGXNet.
3. **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** The accompanying proxy form for the Annual General Meeting may be accessed at the Company's IR website at the URL <http://ir.starhub.com/AGM-EGM>, and will also be made available on SGXNet.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a Resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as a proxy for that Resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 20 April 2021.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be deposited at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [gpd@mncsingapore.com](mailto:gpd@mncsingapore.com),in either case, not less than 72 hours before the time appointed for the Annual General Meeting.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.**

6. The Annual Report 2020 may be accessed at the Company's IR website at the URL <http://ir.starhub.com/AGM-EGM> by clicking on the link for 'Annual Report 2020'.
7. In the case of an equality of votes under any one of the Resolutions set out above, the Chairman of the Meeting will not exercise his entitlement to a casting vote at the Annual General Meeting of the Company notwithstanding Article 68 of the Constitution of the Company.

## **Explanatory Notes:**

### **Resolution 5**

Resolution 5 is to approve the payment of an aggregate sum of S\$1,375,875.00, as Directors' remuneration for the non-executive Directors of the Company for the financial year ended 31 December 2020. The total Directors' remuneration for the non-executive Directors of the Company for the financial year ended 31 December 2020 takes into account the 10% voluntary fee reduction, which the non-executive Directors took as a gesture of the Board's resolve to navigate an unprecedented year with the Company and its stakeholders. If approved, each of the non-executive Directors will receive 70% of his/her Directors' remuneration in cash and (with the exception of Mr Naoki Wakai) 30% of his/her Directors' remuneration in the form of a restricted share award. Mr Naoki Wakai has declined the restricted share award grant and will only receive the cash component of his remuneration. See the section on "3. Remuneration Matters" in the Corporate Governance section of the Annual Report 2020 for the rationale in relation to the share component of the non-executive Directors' remuneration. The number of shares to be awarded will be based on the volume weighted average price of a share in the Company listed on the SGX-ST over the 14 trading days commencing on the ex-dividend date that immediately follows the Annual General Meeting. The number of shares to be awarded will be rounded down to the nearest hundred, with cash to be paid in lieu of the remaining shares arising. The restricted share awards will consist of the grant of fully paid shares, without any performance or vesting conditions attached. However, in order to encourage alignment of the interests of the Directors with the interests of shareholders, non-executive Directors who received the aforesaid restricted share award are required to hold shares worth at least (a) the prevailing annual basic retainer fee, or (b) the aggregate of (i) the total number of shares awarded as part of their remuneration for the financial year ended 31 December 2011 and each subsequent financial year thereafter and (ii) 50% of the total number of shares awarded from the financial year ended 31 December 2007 to the financial year ended 31 December 2010, whichever is lower. Non-executive Directors can dispose of all their shares one year after ceasing to be a Director.

### **Resolutions 8 and 9**

Resolutions 8 and 9 are proposed in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022.

With effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST will provide that a Director will not be independent if he has been a Director for an aggregate period of more than nine years and his continued appointment as an independent Director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the Directors and the Chief Executive Officer of the Company, and their respective associates.

Mr Nihal Vijaya Devadas Kaviratne is an independent Director who has served for an aggregate of more than nine years.

Since Mr Nihal Vijaya Devadas Kaviratne is seeking re-election as a Director at the Annual General Meeting, the Company is proposing to seek, at the same time, the requisite approval for his continued appointment as an independent Director. If such requisite approval is not obtained prior to 1 January 2022, Mr Nihal Vijaya Devadas Kaviratne (if he continues to hold office as of 1 January 2022) will be regarded as non-independent as of 1 January 2022 and will be re-designated as a non-independent Director. The current Board composition is 6 independent directors and 6 non-independent directors. If Resolutions 8 and 9 are not passed, and taking into account that Dr Nasser Marafih is retiring as a Director, but will not be offering himself for re-election, there will be 5 independent directors and 6 non-independent directors, and independent directors will continue to comprise at least one-third of the Board for the purposes of Rule 210(5)(c) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022.

The requisite approvals of Resolutions 8 and 9, if obtained, would remain in force until the earlier of the following: (i) the retirement or resignation of Mr Nihal Vijaya Devadas Kaviratne; or (ii) the conclusion of the third Annual General Meeting following the passing of the Resolutions 8 and 9.

Mr Nihal Vijaya Devadas Kaviratne will, upon the passing of Resolutions 8 and 9 and the re-election as an independent Director of the Company, remain as a member of the Audit Committee, the Strategy Committee and the Nominating and Governance Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

The Board has observed that since the start of his tenure, Mr Nihal Vijaya Devadas Kaviratne has shown strong independence of character and judgment in the discharge of his duties as director. The Board is of the opinion that his length of service has not affected his independence, and his institutional knowledge is advantageous for the Company.

### **Resolution 10**

Resolution 10 is to empower the Directors to issue shares 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 and subsidiary holdings), with a sub-limit of 15% (instead of 20% as permitted under the Listing Manual of the SGX-ST) for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Resolution 10 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 were issued and are outstanding or subsisting at the time that Resolution 10 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.

**Resolution 11**

Resolution 11 is to empower the Directors to offer and grant awards and to allot and issue ordinary shares pursuant to the Share Plans provided that the aggregate number of ordinary shares allotted and issued under the Share Plans shall not exceed the limits specified in the rules of the Share Plans. The rules of the Share Plans limit the aggregate number of ordinary shares that may be allotted and issued under the Share Plans to 8% (instead of 15% as permitted under the Listing Manual of the SGX-ST) of the total number of issued shares (excluding treasury shares and subsidiary holdings). Approval for the adoption of the Share Plans was given by shareholders at an Extraordinary General Meeting of the Company held on 14 April 2014. The grant of awards under the respective Share Plans will be made in accordance with their respective provisions.

**NOTICE OF RECORD DATE AND FINAL DIVIDEND PAYMENT DATE**

Notice is hereby given that, subject to the approval of the shareholders to the final dividend at the Twenty-Third Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed on 6 May 2021.

Duly completed registrable transfers received by the Company's share registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 up to the close of business at 5.00 p.m. on 5 May 2021 will be registered to determine members' entitlements to the final dividend. Subject as aforesaid, persons whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares as at 5.00 p.m. on the 5 May 2021 will be entitled to the final dividend.

The final dividend, if so approved by shareholders, will be paid on 21 May 2021.

**Personal data privacy:**

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

<b>Name of Director</b>	<b>NIHAL VIJAYA DEVADAS KAVIRATNE</b>
<b>Date of appointment</b>	16 August 2004
<b>Date of last re-appointment (if applicable)</b>	19 April 2018
<b>Age (in 2021)</b>	77
<b>Country of principal residence</b>	India
<b>The Board's comments on this re-appointment (including rationale, selection criteria, and the search and nomination process)</b>	<p>The Board of Directors has considered and accepted the recommendation of the Nominating and Governance Committee, which has reviewed Mr Kaviratne's qualifications, experience and independence, and approved the re-appointment of Mr Kaviratne as the Lead Independent Non-Executive Director of StarHub.</p> <p>Mr Kaviratne abstained from voting on the Nominating and Governance Committee and the Board resolutions relating to his re-appointment.</p>
<b>Whether appointment is executive and if so, the area of responsibility</b>	Non-Executive
<b>Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)</b>	Lead Independent Director Nominating and Governance Committee Chairman Audit Committee Member Strategy Committee Member
<b>Professional qualifications</b>	-
<b>Any relationship (including immediate family relationships) with any existing director, existing executive officer, StarHub Ltd and/or substantial shareholder of StarHub Ltd or of any of its principal subsidiaries</b>	No (except for the positions and/or directorships held in Olam International Limited (Director, Audit and Compliance Committee Member, Corporate Responsibility & Sustainability Chairman) and Caraway Pte. Ltd. (Chairman), both being related corporations of StarHub's substantial shareholder, Temasek Holdings (Private) Limited.)
<b>Conflict of interest (including any competing business)</b>	No
<b>Working experience and occupation(s) during the past 10 years</b>	Non-Executive Independent Chairman and Board Member of various companies in India, Singapore, Indonesia and The Netherlands.



# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

<b>Name of Director</b>	<b>NIHAL VIJAYA DEVADAS KAVIRATNE</b>
<b>Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to StarHub Ltd</b>	Yes
<b>Shareholding interest in StarHub Ltd and its subsidiaries</b>	87,500 shares in StarHub Ltd
<b>Other Principal Commitments, including Directorships</b>	
<b>Past (for the last 5 years)</b>	<ul style="list-style-type: none"><li>• PT TVS Motor Company, Indonesia (President Commissioner)</li><li>• TVS Motor (Singapore) Pte. Ltd. (Independent Non-Executive Director)</li><li>• SATS Ltd. (Independent Non-Executive Director, Audit Committee Member, Board Risk Committee Member)</li><li>• Akzo Nobel India Limited (Chairman, Board Remuneration &amp; Nomination Committee Member)</li><li>• DBS Group Holdings Ltd (Independent Non-Executive Director, Audit Committee Member, Board Risk Management Committee Member, Compensation and Management Development Committee Member)</li><li>• DBS Bank Limited (Independent Non-Executive Director, Audit Committee Member, Board Risk Management Committee Member, Compensation and Management Development Committee Member)</li><li>• DBS Foundation Ltd. (Director)</li><li>• Bain &amp; Company, Indonesia (Advisory Board Member)</li></ul>
<b>Present</b> <b>* Listed Companies</b>	<ul style="list-style-type: none"><li>• GlaxoSmithKline Pharmaceuticals Ltd., India* (Director)</li><li>• Olam International Limited* (Director)</li><li>• Bain &amp; Company (Senior Advisor for South East Asia)</li><li>• Caraway Pte. Ltd. (Chairman)</li><li>• UK Government's Department for International Development Private Sector Portfolio Advisory Committee (Member)</li><li>• McKinsey &amp; Company, Inc. (Resilience Advisory Council Member)</li><li>• SATS Ltd., Singapore (Chairman of the Advisory Panel for Indonesia)</li></ul>



# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	NIHAL VIJAYA DEVADAS KAVIRATNE
Other Information	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	NIHAL VIJAYA DEVADAS KAVIRATNE
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No

# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	NIHAL VIJAYA DEVADAS KAVIRATNE
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No

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# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

<b>Name of Director</b>	<b>MICHELLE LEE GUTHRIE</b>
<b>Date of appointment</b>	25 August 2017
<b>Date of last re-appointment (if applicable)</b>	19 April 2018
<b>Age (in 2021)</b>	56
<b>Country of principal residence</b>	Australia
<b>The Board's comments on this re-appointment (including rationale, selection criteria, and the search and nomination process)</b>	<p>The Board of Directors has considered and accepted the recommendation of the Nominating and Governance Committee, which has reviewed Ms Guthrie's qualifications, experience and independence, and approved the re-appointment of Ms Guthrie as an Independent Non-Executive Director of StarHub.</p> <p>Ms Guthrie abstained from voting on the Board resolution relating to her re-appointment.</p>
<b>Whether appointment is executive and if so, the area of responsibility</b>	Non-Executive
<b>Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)</b>	<p>Independent Non-Executive Director</p> <p>Executive Resource and Compensation Committee Chairman</p> <p>Strategy Committee Member</p>
<b>Professional qualifications</b>	-
<b>Any relationship (including immediate family relationships) with any existing director, existing executive officer, StarHub Ltd and/or substantial shareholder of StarHub Ltd or of any of its principal subsidiaries</b>	No
<b>Conflict of interest (including any competing business)</b>	No
<b>Working experience and occupation(s) during the past 10 years</b>	<p>Independent Non-Executive Chairman, Mighty Kingdom Limited November 2020 to present</p> <p>Independent Non-Executive Director, Catapult Group International Limited December 2019 to present</p> <p>Non-Executive Director, Hoppr Limited November 2019 to present</p> <p>Managing Director, Australian Broadcasting Corporation April 2016 to September 2018</p> <p>Managing Director, Google Asia Pacific January 2011 to March 2016</p>

# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

<b>Name of Director</b>	<b>MICHELLE LEE GUTHRIE</b>
<b>Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to StarHub Ltd</b>	Yes
<b>Shareholding interest in StarHub Ltd and its subsidiaries</b>	58,800 shares in StarHub Ltd
<b>Other Principal Commitments, including Directorships</b>	
<b>Past (for the last 5 years)</b>	<ul style="list-style-type: none"><li>• Australian Broadcasting Corporation (Managing Director)</li><li>• Auckland International Airport Limited (Non-Executive Director)</li></ul>
<b>Present</b> <b>* Listed Companies</b>	<ul style="list-style-type: none"><li>• Mighty Kingdom Limited (Independent Non-Executive Chairman)</li><li>• Catapult Group International Limited* (Independent Non-Executive Director)</li><li>• Hopr Limited (Non-Executive Director)</li></ul>

# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	MICHELLE LEE GUTHRIE
Other Information	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	MICHELLE LEE GUTHRIE
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No



# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	MICHELLE LEE GUTHRIE
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No

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# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

<b>Name of Director</b>	<b>NAOKI WAKAI</b>
<b>Date of appointment</b>	30 August 2017
<b>Date of last re-appointment (if applicable)</b>	19 April 2018
<b>Age (in 2021)</b>	56
<b>Country of principal residence</b>	Singapore
<b>The Board's comments on this re-appointment (including rationale, selection criteria, and the search and nomination process)</b>	<p>The Board of Directors has considered and accepted the recommendation of the Nominating and Governance Committee, which has reviewed Mr Wakai's qualifications and experience, and approved the re-appointment of Mr Wakai as a Non-Executive Director of StarHub.</p> <p>Mr Wakai abstained from voting on the Board resolution relating to his re-appointment.</p>
<b>Whether appointment is executive and if so, the area of responsibility</b>	Non-Executive
<b>Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)</b>	Non-Executive Director
<b>Professional qualifications</b>	-
<b>Any relationship (including immediate family relationships) with any existing director, existing executive officer, StarHub Ltd and/or substantial shareholder of StarHub Ltd or of any of its principal subsidiaries</b>	No (except for the positions held in NTT Singapore Pte Ltd (President & CEO) and NTT Singapore Solutions Pte. Ltd. (Head), both being related corporations of StarHub's substantial shareholders, NTT Communications Corporation and Nippon Telegraph and Telephone Corporation.)
<b>Conflict of interest (including any competing business)</b>	No
<b>Working experience and occupation(s) during the past 10 years</b>	<p>President &amp; CEO, NTT Singapore Pte Ltd July 2017 to present</p> <p>Head, NTT Singapore Solutions Pte. Ltd. July 2017 to present</p> <p>Deputy Managing Director and COO, NTT Europe Limited August 2012 to June 2017</p>

# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

<b>Name of Director</b>	<b>NAOKI WAKAI</b>
<b>Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to StarHub Ltd</b>	Yes
<b>Shareholding interest in StarHub Ltd and its subsidiaries</b>	-
<b>Other Principal Commitments, including Directorships</b>	
<b>Past (for the last 5 years)</b>	-
<b>Present</b> <b>* Listed Companies</b>	<ul style="list-style-type: none"><li>• NTT Singapore Pte Ltd (President &amp; CEO)</li><li>• NTT Singapore Solutions Pte. Ltd. (Head)</li></ul>

# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	NAOKI WAKAI
Other Information	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No

# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	NAOKI WAKAI
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No

# STARHUB LTD

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	NAOKI WAKAI
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No

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