

NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

STARHUB LTD

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

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting of StarHub Ltd. (the “Company”) will be convened and held by way of electronic means on 26 April 2022 at 10.00 a.m. for the following purposes:

Ordinary Business

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| 1 | To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2021 and the Auditors’ Report therein. | Resolution 1 |
| 2 | To re-elect the following Directors who will retire pursuant to Article 99 of the Company’s Constitution and who, being eligible, will offer themselves for re-election: | |
| | (a) Mr Nikhil Oommen Jacob Eapen; | Resolution 2 |
| | (b) Mr Ahmad Abdulaziz A A Al-Neama; and | Resolution 3 |
| | (c) Mr Lim Tse Ghow Olivier. | Resolution 4 |
| | <i>The profiles of Mr Eapen, Mr Al-Neama and Mr Lim can be found in the Board of Directors section of the StarHub Ltd Annual Report 2021 and the Additional Information on Directors Seeking Re-election attached hereto.</i> | |
| 3 | To re-elect the following Directors who will retire and who, being eligible, will offer themselves for re-election: | |
| | (a) Mr Ma Kah Woh (independent Chairman of the Audit Committee); | Resolution 5 |
| | (b) Ms Nayantara Bali; | Resolution 6 |
| | (c) Ms Ng Shin Ein (independent Member of the Audit Committee); and | Resolution 7 |
| | (d) Mr Lionel Yeo Hung Tong. | Resolution 8 |
| | <i>The profiles of Mr Ma, Ms Bali, Ms Ng and Mr Yeo can be found in the Board of Directors section of the StarHub Ltd Annual Report 2021 and the Additional Information on Directors Seeking Re-election attached hereto.</i> | |
| 4 | To approve the sum of S\$1,802,540 (FY2020: S\$1,375,875) as Directors’ Remuneration incurred in the financial year ended 31 December 2021 comprising: | Resolution 9 |
| | (a) S\$1,280,678 to be paid in cash (FY2020: S\$977,760); and | |
| | (b) S\$521,862 to be paid in the form of restricted share awards (FY2020: S\$398,115). | |
| 5 | To declare a final dividend of 3.9 cents per ordinary share for the financial year ended 31 December 2021. | Resolution 10 |
| 6 | To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 11 |

Special Business

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

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

Resolution 12

- (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 Singapore Exchange Securities Trading Limited (“**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.

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(continued)

- 8 That authority be and is hereby given to the Directors to: **Resolution 13**
- (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.
- 9 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, 4 April 2022

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 <https://ir.starhub.com/AGM-EGM>.
2. Alternative arrangements relating to:
 - (a) 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);
 - (b) submission of questions to the Chairman of the Meeting in advance of, or live at, the Annual General Meeting, and addressing of substantial and relevant questions in advance of, or live at, the Annual General Meeting; and
 - (c) voting at the Annual General Meeting (i) live by the member or his/her/its duly appointed proxy/proxies (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the member’s behalf at the Annual General Meeting,

are set out in the accompanying announcement by the Company dated 4 April 2022. This announcement may be accessed at the Company’s IR website at the URL <https://ir.starhub.com/AGM-EGM>, and will also be made available on SGXNet.

3. As a precautionary measure 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 who wishes to exercise his/her/its voting rights at the Annual General Meeting may:

- (a) (where the member is an individual) vote live via electronic means at the Annual General Meeting, or (whether the member is an individual or a corporate) appoint a proxy/proxies (other than the Chairman of the Meeting) to vote live via electronic means at the Annual General Meeting on his/her/its behalf; or
- (b) (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting.

A member who wishes to submit an instrument appointing a proxy by post or via email can access the accompanying proxy form for the Annual General Meeting at the Company's IR website at the URL <https://ir.starhub.com/AGM-EGM>, and on SGXNet. A member may also appoint a proxy/proxies via the online process through the pre-registration website which is accessible from the URL <https://conveneagm.com/sg/StarHubAEGM2022>.

4. CPF or SRS investors:

- (a) may vote live via electronic voting means at the Annual General Meeting if they are appointed as proxies by their respective Agent Banks or SRS Operators, and should contact their respective Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 13 April 2022.

5. A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

6. A proxy need not be a member of the Company.

7. The instrument appointing a 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: (i) via email to the Company's Share Registrar at gpd@mncsingapore.com; or (ii) via the online process through the pre-registration website which is accessible from the URL <https://conveneagm.com/sg/StarHubAEGM2022>,

in either case, not less than **72 hours** before the time appointed for the Annual General Meeting.

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A member who wishes to submit an instrument appointing a proxy/proxies by post or via email 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. A member may also appoint a proxy/proxies via the online process through the pre-registration website which is accessible from the URL <https://conveneagm.com/sg/StarHubAEGM2022>.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email or appoint a proxy/proxies via the online process through the pre-registration website which is accessible from the URL <https://conveneagm.com/sg/StarHubAEGM2022>.

8. The Annual Report 2021 may be accessed at the Company's IR website at the URL <https://ir.starhub.com/AGM-EGM> and thereafter by clicking on the link for 'Annual Report 2021' and will be made available on SGXNet.
9. 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 9

Resolution 9 is to approve the payment of an aggregate sum of S\$1,802,540, as Directors' remuneration for the non-executive Directors of the Company for the financial year ended 31 December 2021. It includes (a) the aggregate sum of S\$123,700 being the Directors' Remuneration for Dr Nasser Marafih and Mr Lim Ming Seong who retired as non-executive Directors of the Company on 30 April 2021 and 13 August 2021 respectively and (b) the amount of S\$70,950 being the fees payable in arrears for the services rendered by the Board Executive Committee ("Board ExCo") for the period from 27 July 2020 to 31 December 2020. 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 2021 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 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.

Resolution 12

Resolution 12 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 12 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 12 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.

Resolution 13

Resolution 13 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-Fourth Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed on 4 May 2022.

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 29 April 2022 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 29 April 2022 will be entitled to the final dividend.

The final dividend, if so approved by shareholders, will be paid on 19 May 2022.

Personal data privacy:

By submitting an instrument appointing a proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) 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 proxies 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 (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.