

CIRCULAR DATED 27 MARCH 2008

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold your ordinary shares in the capital of StarHub Ltd (the “**Company**”), please immediately forward this Circular and the attached Proxy Form to the purchaser or to the stockbroker or other agent through whom the sale was effected for onward transmission to the purchaser.



STARHUB LTD

(Incorporated in the Republic of Singapore)
Company Registration Number: 199802208C

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- (1) the proposed renewal of the Share Purchase Mandate; and**
- (2) the proposed modifications to and renewal of the Shareholders' Mandate for Interested Person Transactions.**

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	16 April 2008 at 10.30 a.m.
Date and time of Extraordinary General Meeting	:	18 April 2008 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Tenth Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place)
Place of Extraordinary General Meeting	:	Ballroom III, Level 3 Singapore Marriott Hotel 320 Orchard Road Singapore 238865

This page has been intentionally left blank.

CONTENTS

	Page
DEFINITIONS	2
LETTER TO SHAREHOLDERS	5
1. Introduction	5
2. The Proposed Renewal of the Share Purchase Mandate	5
3. The Proposed Modifications to and Renewal of the Shareholders' Mandate for Interested Person Transactions	19
4. Directors' and Substantial Shareholders' Interests	22
5. Directors' Recommendations	23
6. Extraordinary General Meeting	24
7. Action to be taken by Shareholders	24
8. Inspection of Documents	24
9. Directors' Responsibility Statement	25
APPENDIX 1	
The Shareholders' Mandate	26
APPENDIX 2	
The Independent Financial Adviser's Opinion	36
NOTICE OF EXTRAORDINARY GENERAL MEETING	42
PROXY FORM	

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

- “2007 EGM”** : The Extraordinary General Meeting of the Company held on 18 April 2007.
- “2007 Circular to Shareholders”** : The Company’s circular to Shareholders dated 27 March 2007.
- “Articles”** : The Articles of Association of the Company.
- “Broadcasting Act”** : The Broadcasting Act, Chapter 28.
- “CDP”** : The Central Depository (Pte) Limited.
- “Companies Act”** : The Companies Act, Chapter 50.
- “Companies (Amendment) Act”** : The Companies (Amendment) Act 2005.
- “Company” or “StarHub”** : StarHub Ltd.
- “Directors”** : The directors of the Company for the time being.
- “EGM”** : The extraordinary general meeting of the Company, notice of which is given on pages 42 to 44 of this Circular.
- “Foreign Shareholding”** : Shares held by, or in respect of which voting rights are controlled by, a foreign source.
- “Foreign Shareholding Limit”** : Subject to Article 10(G)(a) of the Articles, 49% of the issued share capital of the Company, provided always that, subject to the prior approval of any stock exchange upon which shares in the Company may be listed, the Directors may from time to time reduce the Foreign Shareholding Limit to below 49% of the issued share capital of the Company as the Directors may in their absolute discretion determine and may from time to time, following such reduction, increase the Foreign Shareholding Limit to up to 49% of the issued share capital of the Company.
- “Group” or “StarHub Group”** : The Company and its subsidiaries.
- “IDA”** : Info-communications Development Authority of Singapore.
- “Income Tax Act”** : The Income Tax Act, Chapter 134.
- “Latest Practicable Date”** : The latest practicable date prior to the printing of this Circular, being 29 February 2008.
- “Listing Manual”** : The listing manual of the SGX-ST, including any amendments made thereto up to the Latest Practicable Date.
- “Market Day”** : A day on which the SGX-ST is open for trading in securities.

DEFINITIONS

“Minister”	:	The Minister referred to in the Broadcasting Act and/or the Telecommunications Act, as the case may be.
“NTA”	:	Net tangible assets.
“Performance Share Plan”	:	The StarHub Performance Share Plan.
“Prescribed Limits”	:	Subject to Article 2 of the Articles, shareholding limits prescribed by the Broadcasting Act, the Telecommunications Act and/or any other legislation to which the Company is subject from time to time and/or any regulations, guidelines, notices and/or codes of conduct promulgated or issued thereunder from time to time and, unless and until approval shall have been obtained from the Minister under the Broadcasting Act, shall include the Foreign Shareholding Limit.
“Restricted Stock Plan”	:	The StarHub Restricted Stock Plan.
“Securities Account”	:	Securities accounts maintained by a Depositor with CDP, but not including securities sub-accounts maintained with a Depository Agent.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.
“Share Awards”	:	Awards granted pursuant to the Performance Share Plan and/or the Restricted Stock Plan.
“Share Option Plans”	:	The StarHub Pte Ltd Share Option Plan and the StarHub Share Option Plan 2004.
“Share Options”	:	Options to subscribe for new Shares granted pursuant to the Share Option Plans.
“Shareholders”	:	Persons (other than CDP) who are registered as holders of Shares in the Register of Members of the Company and Depositors who have Shares entered against their names in the Depository Register.
“Shares”	:	Ordinary shares in the capital of the Company.
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers.
“Telecom Competition Code”	:	Code of Practice for Competition in the Provision of Telecommunication Services 2005.
“Telecommunications Act”	:	The Telecommunications Act, Chapter 323.
“Temasek”	:	Temasek Holdings (Private) Limited.
“S\$”, “\$” and “cents”	:	Singapore dollars and cents, respectively.
“%” or “per cent”	:	Per centum or percentage.

DEFINITIONS

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

The term “foreign source” shall have the meaning ascribed to it in Section 43 of the Broadcasting Act.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or the Listing Manual, or any modification thereof and not otherwise defined in this Circular, shall have the same meaning assigned to it under the Companies Act or the Listing Manual or any modification thereof, as the case may be.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancy with the tables in this Circular between the listed amounts and the totals thereof is due to rounding.

LETTER TO SHAREHOLDERS

STARHUB LTD

(Incorporated in the Republic of Singapore)
Company Registration No. 199802208C

Directors:

Tan Guong Ching (Chairman)
Steven Terrell Clontz (Chief Executive Officer)
Kua Hong Pak
Peter Seah Lim Huat
Nihal Vijaya Devadas Kaviratne CBE
Lee Theng Kiat
Lim Ming Seong
Lim Chin Beng
Osamu Inoue
Teo Ek Tor
Liu Chee Ming
Robert J. Sachs
Nasser Marafih
Sio Tat Hiang (Alternate Director)
Stephen Geoffrey Miller (Alternate Director)
Tadashi Imachi (Alternate Director)

Registered Office:

51 Cuppage Road
#07-00 StarHub Centre
Singapore 229469

27 March 2008

To: The Shareholders of
StarHub Ltd

Dear Sir/Madam

1. INTRODUCTION

- 1.1 **EGM.** The Directors are convening an EGM to be held on 18 April 2008 to seek Shareholders' approval for the following proposals:
- (a) the proposed renewal of the Share Purchase Mandate; and
 - (b) the proposed modifications to and renewal of the Shareholders' Mandate for Interested Person Transactions.
- 1.2 **Circular.** The purpose of this Circular is to provide Shareholders with information relating to the proposals to be tabled at the EGM.
- 1.3 **SGX-ST.** The SGX-ST takes no responsibility for the accuracy of any statements or opinions made in this Circular.

2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

- 2.1 **Background.** At the 2007 EGM, Shareholders had approved, *inter alia*, a mandate (the "**Share Purchase Mandate**") to enable the Company to purchase or otherwise acquire Shares in accordance with, and in the manner prescribed by, the Companies Act and the rules of the Listing Manual and such other laws and regulations as may, for the time being, be applicable. The authority and limitations on the Share Purchase Mandate were set out in the 2007 Circular to Shareholders and Ordinary Resolution 2 set out in the Notice of the 2007 EGM.

LETTER TO SHAREHOLDERS

The Share Purchase Mandate was expressed to take effect on the date of the passing of Ordinary Resolution 2 at the 2007 EGM and will expire on the date of the forthcoming Tenth Annual General Meeting (the “**AGM**”) which will also be held on 18 April 2008 immediately preceding the EGM to be held on the same date. Accordingly, the Directors propose that the Share Purchase Mandate be renewed at the EGM immediately following the Tenth AGM.

2.2 Rationale for Share Purchase Mandate. The approval of the renewal of the Share Purchase Mandate authorising the Company to purchase or acquire the Shares would give the Company the flexibility to undertake share purchases or acquisitions up to the 10% limit described in paragraph 2.3.1 below at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

The rationale for the Company to undertake the purchase or acquisition of its Shares, as previously stated in the 2007 Circular to Shareholders, is as follows:

- (a) In managing the business of the Group, management will strive to increase Shareholders’ value by improving, *inter alia*, the return on equity of the Group. In addition to growth and expansion of the business, share purchases at the appropriate price levels may be considered as one of the ways through which the return on equity of the Group may be enhanced.
- (b) In line with international practice, the Share Purchase Mandate will provide the Company with greater flexibility in managing its capital and maximising returns to its Shareholders. To the extent that the Company has capital and surplus funds which are in excess of its possible financial needs, taking into account its growth and expansion plans, the Share Purchase Mandate will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-efficient manner. A share repurchase programme will also allow management to effectively manage and minimise the dilution impact (if any) associated with the Company’s share plans.
- (c) Share repurchase programmes help buffer short-term share price volatility and off-set the effects of short-term speculation by investors and, in turn, bolster shareholder confidence and employee morale.
- (d) The Share Purchase Mandate will provide the Company the flexibility to undertake share repurchases at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

The purchase or acquisition of Shares will only be undertaken if it can benefit the Company and Shareholders. While the Share Purchase Mandate would authorise a purchase or acquisition of Shares up to the 10% limit described in paragraph 2.3.1 below, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 10% limit as authorised and no purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position or financial position of the Company or the Group as a whole.

2.3 Authority and Limits of the Share Purchase Mandate. The authority relating to, and limitations placed on, the purchases or acquisitions of Shares by the Company under the Share Purchase Mandate, if renewed at the EGM, are substantially the same as previously approved by Shareholders at the 2007 EGM, and are summarised below:

2.3.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired by the

LETTER TO SHAREHOLDERS

Company is limited to that number of Shares representing not more than 10% of the issued Shares as at the date of the EGM. Any Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit.

2.3.2 *Duration of authority*

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the EGM, at which the Share Purchase Mandate is approved, up to:

- (a) the date on which the next Annual General Meeting of the Company is held or required by law to be held; or
- (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied,

whichever is the earlier.

2.3.3 *Manner of purchases or acquisitions of Shares*

Purchases or acquisitions of Shares may be made by way of:

- (a) on-market purchases ("**Market Purchases**"), transacted on the SGX-ST through the SGX-ST's trading system or on any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed dealers appointed by the Company for the purpose; and/or
- (b) off-market purchases ("**Off-Market Purchases**") effected, otherwise than on a securities exchange, in accordance with an equal access scheme.

The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes.

An Off-Market Purchase must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded (1) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements and (2) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

If the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it will issue an offer document containing at least the following information:

- (I) the terms and conditions of the offer;
- (II) the period and procedures for acceptances; and
- (III) the information required under Rules 883(2), (3), (4) and (5) of the Listing Manual.

LETTER TO SHAREHOLDERS

2.3.4 **Purchase price**

The purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for a Share will be determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors pursuant to the Share Purchase Mandate must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase, 110% of the Average Closing Price of the Shares,

in each case, excluding related expenses of the purchase or acquisition.

For the above purposes:

“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 or, as the case may be, such securities exchange on which the Shares are listed or quoted, 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 or, as the case may be, such securities exchange on which the Shares are listed or quoted, for any corporate action that occurs after the relevant five Market Day period; and

“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.

2.4 **Status of Purchased Shares.** A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

2.5 **Treasury Shares.** Under the Companies Act, as amended by the Companies (Amendment) Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act, as amended by the Companies (Amendment) Act, are summarised below:

2.5.1 **Maximum Holdings**

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares (excluding treasury shares).

2.5.2 **Voting and Other Rights**

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

LETTER TO SHAREHOLDERS

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share into treasury shares of a smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

2.5.3 ***Disposal and Cancellation***

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to an employees' share scheme;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

- 2.6 **Source of Funds.** In accordance with the current requirements of the Companies Act, any payment made by the Company in consideration of the purchase or acquisition of its own Shares may be made out of the Company's distributable profits as well as capital.

The Company may use internal sources of funds of the Group or external borrowings or a combination of both to fund the Company's purchases or acquisitions of Shares pursuant to the Share Purchase Mandate.

- 2.7 **Financial Effects.** The financial effects on the Company arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the number of Shares purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled. The financial effects on the Company, based on the audited financial statements of the Company for the financial year ended 31 December 2007, are based on the assumptions set out below:

2.7.1 ***Purchase or Acquisition out of Capital or Profits***

Under the Companies Act, as amended by the Companies (Amendment) Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

LETTER TO SHAREHOLDERS

2.7.2 ***Number of Shares Purchased or Acquired***

As at the Latest Practicable Date, the issued capital of the Company comprised approximately 1,706 million Shares (excluding treasury shares). Further, as at 31 December 2007, approximately 5.5 million Shares were held by the Company as treasury shares. On 27 February 2008, approximately 4.9 million treasury shares were transferred to certain employees pursuant to the vesting of awards in accordance with the Performance Share Plan. As at the Latest Practicable Date, approximately 0.6 million Shares were held by the Company as treasury shares and there was an aggregate of approximately 21 million Shares in respect of outstanding and unexercised Share options granted pursuant to the StarHub Option Plans, and unvested conditional awards granted pursuant to the Performance Share Plan and the Restricted Stock Plan. Except in respect of Shares which are issuable on exercise of the outstanding Share options or pursuant to the terms of the conditional awards of Shares under the Performance Share Plan and the Restricted Stock Plan, no Shares are reserved for issue by the Company as at the Latest Practicable Date.

Purely for illustrative purposes, on the basis of approximately 1,706 million Shares in issue (excluding treasury shares) as at the Latest Practicable Date and assuming no further Shares are issued and no further Shares are purchased or acquired and held by the Company as treasury shares on or prior to the EGM, the purchase by the Company of 10% of its issued Shares (excluding treasury shares) will result in the purchase or acquisition of approximately 170.6 million Shares.

2.7.3 ***Maximum Price Paid for Shares Acquired or Purchased***

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 170.6 million Shares at the maximum price of S\$3.13 for one Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 170.6 million Shares is S\$534 million.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 170.6 million Shares at the maximum price of S\$3.28 for one Share (being the price equivalent to 110% of the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 170.6 million Shares is S\$560 million.

2.7.4 ***Illustrative Financial Effects***

For illustrative purposes only and on the basis of the assumptions set out in paragraph 2.7.2 and paragraph 2.7.3 above, the financial effects of the:

- (a) purchase or acquisition of 165.1 million Shares by the Company pursuant to the Share Purchase Mandate by way of Market Purchases made wholly out of profits and held as treasury shares or cancelled; and
- (b) purchase or acquisition of 165.1 million Shares by the Company pursuant to the Share Purchase Mandate by way of Off-Market Purchases made wholly out of profits and held as treasury shares or cancelled,

on the audited financial statements of the Company for the financial year ended 31 December 2007 are set out below.

LETTER TO SHAREHOLDERS

Scenario 1(A)

Market Purchases made wholly out of profits and held as treasury shares.

	Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000
<u>As at 31 December 2007</u>		
Share Capital and Reserves	1,268,135	1,268,135
Treasury Shares	(16,223)	(532,924)
Shareholders' Funds	1,251,912	735,211
Net Tangible Assets	1,251,912	735,211
Current Assets	1,015,729	1,015,729
Current Liabilities	504,558	504,558
Total Borrowings	968,000	1,484,700
Cash and Cash Equivalents	115,024	115,024
Number of Shares ('000)	1,705,293 ⁽¹⁾	1,705,293 ⁽²⁾
<u>Financial Ratios</u>		
Net Tangible Assets per Share (cents)	73.6	47.9
Earnings per Share (cents)	22.5	23.6
Net Gearing ⁽³⁾ (%)	68%	186%
Current Ratio (times)	2.01	2.01

Notes:

- ⁽¹⁾ Includes approximately 5.5 million Shares held as treasury shares as at 31 December 2007.
- ⁽²⁾ Includes approximately 5.5 million Shares held as treasury shares as at 31 December 2007 and approximately 165.1 million Shares purchased and held as treasury shares, which together constitute 170.6 million Shares.
- ⁽³⁾ "Net Gearing" means the ratio of the total net borrowings to average shareholders' funds.

LETTER TO SHAREHOLDERS

Scenario 1(B)

Market Purchases made wholly out of profits and cancelled.

	Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000
<u>As at 31 December 2007</u>		
Share Capital and Reserves	1,268,135	751,434
Treasury Shares	(16,223)	(16,223)
Shareholders' Funds	1,251,912	735,211
Net Tangible Assets	1,251,912	735,211
Current Assets	1,015,729	1,015,729
Current Liabilities	504,558	504,558
Total Borrowings	968,000	1,484,700
Cash and Cash Equivalents	115,024	115,024
Number of Shares ('000)	1,705,293 ⁽¹⁾	1,540,281 ⁽²⁾
<u>Financial Ratios</u>		
Net Tangible Assets per Share (cents)	73.6	47.9
Earnings per Share (cents)	22.5	23.6
Net Gearing ⁽³⁾ (%)	68%	186%
Current Ratio (times)	2.01	2.01

Notes:

- ⁽¹⁾ Includes approximately 5.5 million Shares held as treasury shares as at 31 December 2007.
- ⁽²⁾ Includes approximately 5.5 million Shares held as treasury shares as at 31 December 2007 and denotes the resultant number of Shares after approximately 165.1 million Shares purchased are cancelled.
- ⁽³⁾ "Net Gearing" means the ratio of the total net borrowings to average shareholders' funds.

LETTER TO SHAREHOLDERS

Scenario 2(A)

Off-Market Purchases made wholly out of profits and held as treasury shares.

	Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000
<u>As at 31 December 2007</u>		
Share Capital and Reserves	1,268,135	1,268,135
Treasury Shares	(16,223)	(557,528)
Shareholders' Funds	1,251,912	710,607
Net Tangible Assets	1,251,912	710,607
Current Assets	1,015,729	1,015,729
Current Liabilities	504,558	504,558
Total Borrowings	968,000	1,509,305
Cash and Cash Equivalents	115,024	115,024
Number of Shares ('000)	1,705,293 ⁽¹⁾	1,705,293 ⁽²⁾
<u>Financial Ratios</u>		
Net Tangible Assets per Share (cents)	73.6	46.3
Earnings per Share (cents)	22.5	23.6
Net Gearing ⁽²⁾ (%)	68%	196%
Current Ratio (times)	2.01	2.01

Notes:

- ⁽¹⁾ Includes approximately 5.5 million Shares held as treasury shares as at 31 December 2007.
- ⁽²⁾ Includes approximately 5.5 million Shares held as treasury shares as at 31 December 2007 and approximately 165.1 million Shares purchased and held as treasury shares, which together constitute 170.6 million Shares.
- ⁽³⁾ "Net Gearing" means the ratio of the total net borrowings to average shareholders' funds.

LETTER TO SHAREHOLDERS

Scenario 2(B)

Off-Market Purchases made wholly out of profits and cancelled.

	Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000
<u>As at 31 December 2007</u>		
Share Capital and Reserves	1,268,135	726,830
Treasury Shares	(16,223)	(16,223)
Shareholders' Funds	1,251,912	710,607
Net Tangible Assets	1,251,912	710,607
Current Assets	1,015,729	1,015,729
Current Liabilities	504,558	504,558
Total Borrowings	968,000	1,509,305
Cash and Cash Equivalents	115,024	115,024
Number of Shares ('000)	1,705,293 ⁽¹⁾	1,540,281 ⁽²⁾
<u>Financial Ratios</u>		
Net Tangible Assets per Share (cents)	73.6	46.3
Earnings per Share (cents)	22.5	23.6
Net Gearing ⁽³⁾ (%)	68%	196%
Current Ratio (times)	2.01	2.01

Notes:

- (1) Includes approximately 5.5 million Shares held as treasury shares as at 31 December 2007.
- (2) Includes approximately 5.5 million Shares held as treasury shares as at 31 December 2007 and denotes the resultant number of Shares after approximately 165.1 million Shares purchased are cancelled.
- (3) "Net Gearing" means the ratio of the total net borrowings to average shareholders' funds.

SHAREHOLDERS SHOULD NOTE THAT THE FINANCIAL EFFECTS SET OUT ABOVE ARE PURELY FOR ILLUSTRATIVE PURPOSES ONLY.

Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares (excluding treasury shares), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the issued Shares (excluding treasury shares).

IN PARTICULAR, THE DIRECTORS DO NOT INTEND TO EXERCISE THE SHARE PURCHASE MANDATE UP TO THE MAXIMUM LIMIT AND TO SUCH AN EXTENT IF SUCH EXERCISE WOULD MATERIALLY AND ADVERSELY AFFECT THE FINANCIAL POSITION OF THE COMPANY.

LETTER TO SHAREHOLDERS

- 2.8 **Listing Rules.** The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement currently requires the inclusion of details of the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, the total number of issued shares (excluding treasury shares) after purchase and the total number of treasury shares held after purchase.

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In addition, in line with the best practices set out in the Listing Manual, the Company would not purchase or acquire any Shares through Market Purchases during the period of one month immediately preceding the announcement of the Company’s quarterly and full-year results.

The Listing Manual requires a listed company to ensure that at least 10% of any class of its listed securities must be held by public shareholders. As at the Latest Practicable Date, approximately 32.3% of the issued Shares (excluding treasury shares) are held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

- 2.9 **Shareholding Limits.** The Articles provide that no person shall, whether alone or together with his associates (as defined in the Broadcasting Act or otherwise as applicable), hold or control shares in the Company in excess of any of the Prescribed Limits without first obtaining the approval of the Minister or the applicable regulatory authority.

The Broadcasting Act provides that no person may become:

- (a) a substantial shareholder (as defined under the Companies Act);
- (b) a 12% controller (as defined under the Broadcasting Act); or
- (c) an indirect controller (as defined under the Broadcasting Act),

of the Company without first obtaining the approval of the Minister.

The Telecom Competition Code provides that upon completion of any purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate, the Company must calculate the Ownership Interest (both direct and indirect) for each Shareholder following such purchase or acquisition and, if as a result of such purchase or acquisition, a Shareholder’s Ownership Interest:

- (i) increases to 12% or more but remains less than 30%, the Company and that Shareholder must seek the approval of the IDA for the deemed purchase or acquisition by such Shareholder of an additional Ownership Interest equivalent to the percentage increase of that Shareholder’s Ownership Interest within 30 days of the completion of such purchase or acquisition;

LETTER TO SHAREHOLDERS

- (ii) increases to 12% or more but remains less than 30% and the Shareholder is able to exercise Effective Control (as defined in the Telecom Competition Code), the Company and that Shareholder must seek the approval of the IDA for the deemed purchase or acquisition by such Shareholder of an additional Ownership Interest equivalent to the percentage increase of that Shareholder's Ownership Interest within 30 days of the completion of such purchase or acquisition; or
- (iii) increases to 30% or more, the Company and that Shareholder must seek the approval of the IDA for the deemed purchase or acquisition by such Shareholder of an additional Ownership Interest equivalent to the percentage increase of that Shareholder's Ownership Interest within 30 days of the completion of such purchase or acquisition unless the Company can show that the acquiring party is unable to exercise Effective Control over the Company.

For the purposes of the Telecom Competition Code, "Ownership Interest" means Direct Ownership Interest or Indirect Ownership Interest where "Direct Ownership Interest" means the percentage of the Company's voting shares in which the Shareholder has a legal or equitable interest and "Indirect Ownership Interest" is determined using the "sum-the-percentages" methodology.

The Articles empower the Directors, if it shall come to their notice that, *inter alia*, (a) any person or, as the case may be, any person together with his associates hold or control shares of the Company in excess of any of the Prescribed Limits without first obtaining the approval of the Minister or the applicable regulatory authority or (b) any change in the nationality of an individual or in the constitution or the ownership of the share capital of a corporation has caused the Foreign Shareholding to exceed the Foreign Shareholding Limit, to take all steps and do all acts or things as they may in their absolute discretion deem necessary to ensure that the provisions of the Broadcasting Act (including the Foreign Shareholding Limit), the Telecommunications Act and/or any other legislation to which the Company is subject from time to time and/or any regulations, guidelines, notices and/or codes of conduct promulgated or issued thereunder are or will be complied with, and require the Directors to take such action as may be directed by the Minister or the applicable regulatory authority, including but not limited to requiring such person or persons or the holder or holders of the shares concerned (as the case may be) to dispose such number of his shares within such period of time as may be specified by the Minister. Article 10(C) of the Articles also provides that the Directors shall take such remedial action if directed to do so by the Minister or the applicable regulatory authority, including those provided for under the Telecom Competition Code and the Telecommunications Act.

As the number of issued Shares in the capital of the Company may be diminished by the number of Shares purchased or acquired by the Company, the shareholding percentage of a holder of Shares (whose Shares were not the subject of a share purchase or acquisition by the Company) in the issued Shares in the capital of the Company immediately following any purchase or acquisition of Shares by the Company will increase correspondingly.

StarHub wishes to draw the attention of Shareholders to the following consequences of a purchase or acquisition of Shares by StarHub pursuant to the Share Purchase Mandate, if the proposed Share Purchase Mandate is approved by Shareholders:

A PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY MAY INADVERTENTLY CAUSE THE INTEREST IN THE SHARES OF ANY PERSON TO REACH OR EXCEED THE PRESCRIBED LIMITS (IN PARTICULAR, A PERSON WHOSE INTEREST IN SHARES IS CURRENTLY CLOSE TO ANY PRESCRIBED LIMIT). SHAREHOLDERS WHOSE CURRENT

LETTER TO SHAREHOLDERS

SHAREHOLDINGS ARE CLOSE TO ANY OF THE PRESCRIBED LIMITS AND WHOSE SHAREHOLDINGS MAY EXCEED ANY SUCH LIMITS BY REASON OF A PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY ARE ADVISED TO CONSIDER SEEKING THE PRIOR APPROVAL OF THE MINISTER (OR, AS THE CASE MAY BE, THE APPLICABLE REGULATORY AUTHORITY) TO CONTINUE TO HOLD, ON SUCH TERMS AS MAY BE IMPOSED BY THE MINISTER (OR, AS THE CASE MAY BE, THE APPLICABLE REGULATORY AUTHORITY), THE SHARES WHICH THEY MAY HOLD IN EXCESS OF THE PRESCRIBED LIMITS AS A CONSEQUENCE OF ANY PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY.

2.10 **Take-over Implications.** Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

2.10.1 ***Obligation to make a Take-over Offer***

If, as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

2.10.2 ***Persons Acting in Concert***

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will be presumed to be acting in concert:

- (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); and
- (b) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforementioned for the purchase of voting rights, all with each other. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

The circumstances under which Shareholders of the Company (including Directors of the Company) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

LETTER TO SHAREHOLDERS

2.10.3 *Effect of Rule 14 and Appendix 2*

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds not less than 30% but not more than 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of Resolution 1 authorising the Share Purchase Mandate.

Based on substantial shareholder notifications received by the Company under Division 4, Part IV of the Companies Act as at the Latest Practicable Date as set out in paragraph 4.2 below, none of the substantial shareholders of the Company would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the purchase by the Company of the maximum limit of 10% of its issued Shares (excluding treasury shares) as at the Latest Practicable Date.

Shareholders are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any purchase or acquisition of Shares by the Company.

2.11 **Details of Previous Share Purchases.** The following are details of purchases or acquisitions of Shares made by the Company in the 12 months immediately preceding the Latest Practicable Date, pursuant to the Share Purchase Mandate approved by the Shareholders at the 2007 EGM:

Date of purchase or acquisition	Total number of Shares purchased or acquired	Highest price paid per Share	Lowest price paid per Share	Total consideration paid
16 August 2007	140,000	\$2.87	\$2.86	\$403,032.62
17 August 2007	888,000	\$2.90	\$2.78	\$2,526,776.85
20 August 2007	354,000	\$2.89	\$2.89	\$1,026,316.66
21 August 2007	677,000	\$2.90	\$2.86	\$1,959,310.98
22 August 2007	66,000	\$2.88	\$2.82	\$188,768.95
24 September 2007	600,000	\$3.00	\$2.96	\$1,801,793.00
25 September 2007	700,000	\$3.00	\$2.97	\$2,100,763.47
26 September 2007	600,000	\$2.98	\$2.95	\$1,782,558.14
27 September 2007	574,000	\$2.98	\$2.96	\$1,710,781.01
21 November 2007	45,000	\$2.99	\$2.98	\$134,878.10

LETTER TO SHAREHOLDERS

Date of purchase or acquisition	Total number of Shares purchased or acquired	Highest price paid per Share	Lowest price paid per Share	Total consideration paid
22 November 2007	135,000	\$2.99	\$2.98	\$404,081.70
23 November 2007	13,000	\$2.99	\$2.99	\$38,993.73
28 November 2007	135,000	\$2.99	\$2.99	\$404,934.93
10 December 2007	150,000	\$2.94	\$2.93	\$441,601.78
11 December 2007	145,000	\$2.94	\$2.93	\$427,255.54
12 December 2007	20,000	\$2.94	\$2.94	\$58,987.18
13 December 2007	140,000	\$2.98	\$2.95	\$416,622.21
14 December 2007	50,000	\$2.97	\$2.95	\$148,571.45
17 December 2007	85,000	\$2.95	\$2.92	\$250,545.43
TOTAL	5,517,000	—	—	\$16,226,573.73

All shares purchased or acquired by the Company during the above-stated period are kept as treasury shares.

3. THE PROPOSED MODIFICATIONS TO AND RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

3.1 **Shareholders' Mandate.** At the 2007 EGM, approval of the Shareholders was obtained for the renewal of a Shareholders' Mandate (the "**Shareholders' Mandate**") to enable the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Listing Manual) to enter into certain interested person transactions ("**Interested Person Transactions**") with the classes of interested persons as set out in the Shareholders' Mandate. Particulars of the Shareholders' Mandate were set out in Appendix 2 to the 2007 Circular to Shareholders.

3.2 Proposed Modifications to and Renewal of the Shareholders' Mandate.

3.2.1 *Modifications to the Shareholders' Mandate*

The Company had on 24 October 2007 made an application to the SGX-ST for its approval of, *inter alia*, the use of the market capitalisation of StarHub as at the end of the immediately preceding financial year, instead of the audited consolidated NTA of the Group, as the basis for computing the materiality percentage in respect of Rules 905 and 906 of the Listing Manual.

Rule 905 of the Listing Manual states that:

"(1) *An issuer must make an immediate announcement of any interested person transaction of a value equal to, or more than, 3% of the group's latest audited net tangible assets.*

(2) *If the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group's latest audited net tangible assets, the issuer must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.*

LETTER TO SHAREHOLDERS

(3) *Rule 905(1) and (2) does not apply to any transaction below \$100,000.*"

Rule 906 of the Listing Manual states that:

"(1) *An issuer must obtain shareholder approval for any interested person transaction of a value equal to, or more than:-*

(a) *5% of the group's latest audited net tangible assets; or*

(b) *5% of the group's latest audited net tangible assets, when aggregated with other transactions entered into with the same interested person during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.*

(2) *Rule 906(1) does not apply to any transaction below \$100,000.*"

3.2.2 **Rationale for the Use of an Alternative Reference Point**

The reasons for the application to the SGX-ST as described above are as follows:

- (i) based on the latest accounts of the StarHub Group for the financial year ended 31 December 2007, the audited consolidated NTA of the StarHub Group was negative S\$112.6 million. In applying Rules 905 and 906 of the Listing Manual, where the audited consolidated NTA of the StarHub Group is used as a basis to determine the threshold values for reporting of Interested Person Transactions and/or the seeking of shareholders' approval for Interested Person Transactions, all Interested Person Transactions would exceed the said thresholds and would have to be announced and approved by the Shareholders. This would be excessively burdensome on the Company as substantial time and expense would be incurred in convening general meetings to obtain Shareholders' approval of all such Interested Person Transactions.
- (ii) by using the market capitalisation of StarHub as a basis, there will be no concerns of negative value arising since the market value is computed by multiplying the market price of the Shares with the number of Shares in issue (excluding treasury shares).

The SGX-ST had on 16 January 2008 granted its approval to the Company for the use of the market capitalisation of StarHub as at the end of the immediately preceding financial year, instead of the audited consolidated NTA of the Group, as the basis for computing the materiality percentage in respect of Rules 905 and 906 of the Listing Manual, provided that this alternative reference point is to be used only until such time the audited consolidated NTA of the Group turns positive. For the avoidance of doubt, in the event the audited consolidated NTA of the StarHub Group turns positive, StarHub will revert to using the audited consolidated NTA of the StarHub Group as the basis for computing the materiality percentage in respect of Rules 905 and 906 of the Listing Manual.

3.2.3 **Renewal of the Modified Shareholders' Mandate**

The Shareholders' Mandate would be effective until the conclusion of the next Annual General Meeting of the Company, being the Tenth Annual General Meeting which is scheduled to be held on 18 April 2008.

LETTER TO SHAREHOLDERS

In view of the approval granted by the SGX-ST above, the Directors propose that (i) certain modifications be made to the Shareholders' Mandate as set out in Appendix 1 to this Circular and (ii) the modified Shareholders' Mandate be renewed at the EGM, to take effect until the Eleventh Annual General Meeting of the Company.

The particulars of the Interested Person Transactions in respect of which the modified Shareholders' Mandate is sought to be renewed remain unchanged.

- 3.3 **Opinion of the Independent Financial Adviser.** In view of the modifications to the Shareholders' Mandate, KPMG Corporate Finance Pte Ltd ("**KPMG Corporate Finance**") was appointed as the independent financial adviser pursuant to Rule 920(1)(b)(v) of the Listing Manual, to opine on whether the revised methods and procedures for determining transaction prices are sufficient to ensure that the StarHub Group's transactions with the Mandated Interested Persons (as defined in the modified Shareholders' Mandate) are on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

In arriving at its opinion as to whether the revised methods and procedures for determining transaction prices under the modified Shareholders' Mandate are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders, KPMG Corporate Finance has considered the rationale for and benefits of the modified Shareholders' Mandate, and the revised review procedures for transactions with the Interested Persons, and is of the opinion that the current methods and procedures for determining transaction prices under the modified Shareholders' Mandate, if adhered to, are sufficient to ensure that such transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

Please see Appendix 2 which sets out the letter dated 13 February 2008 from KPMG Corporate Finance, the independent financial adviser to the Independent Directors (as described in paragraph 5.2 below) of the Company.

- 3.4 **Appendix 1.** The modified Shareholders' Mandate, including the rationale for, and the benefits to, the Company, the revised review procedures for determining transaction prices and other general information relating to Chapter 9 of the Listing Manual, are set out in Appendix 1 to this Circular. The proposed modifications are marked for the Shareholders' ease of reference.
- 3.5 **Audit Committee Statement.** The Audit Committee of the Company, comprising Messrs Kua Hong Pak, Nihal Vijaya Devadas Kaviratne CBE, Lim Ming Seong and Teo Ek Tor, confirms that it does not take a different view from the opinion of the independent financial adviser with respect to the revised methods or procedures described in Appendix 1 of this Circular and is of the view that such methods and procedures are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

LETTER TO SHAREHOLDERS

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

4.1 **Directors' Interests.** As at the Latest Practicable Date, the Directors' interests in Shares as recorded in the Register of Directors' Shareholdings are as follows:

Director	Number of Shares				Number of Shares comprised in outstanding Share Options/Awards
	Direct Interest	%	Deemed Interest	%	
Tan Guong Ching	—	—	—	—	21,200 ⁽⁴⁾
Steven Terrell Clontz	7,618,010 ⁽⁶⁾	0.45	—	—	540,000 ⁽²⁾ 180,000 ⁽³⁾ 160,000 ⁽⁴⁾
Kua Hong Pak	—	—	—	—	—
Peter Seah Lim Huat	147,560	nm ⁽⁵⁾	—	—	14,750 ⁽¹⁾ 17,200 ⁽⁴⁾
Nihal Vijaya Devadas Kaviratne CBE	72,270	nm ⁽⁵⁾	—	—	14,750 ⁽¹⁾ 17,200 ⁽⁴⁾
Lee Theng Kiat	114,730	nm ⁽⁵⁾	—	—	42,000 ⁽¹⁾ 14,400 ⁽⁴⁾
Lim Ming Seong	99,000	nm ⁽⁵⁾	—	—	97,000 ⁽¹⁾ 18,700 ⁽⁴⁾
Lim Chin Beng	139,720 ⁽⁶⁾	nm ⁽⁵⁾	—	—	14,750 ⁽¹⁾ 11,500 ⁽⁴⁾
Osamu Inoue	—	—	—	—	—
Teo Ek Tor	—	—	—	—	44,250 ⁽¹⁾ 15,100 ⁽⁴⁾
Liu Chee Ming	74,200 ⁽⁶⁾	nm ⁽⁵⁾	—	—	14,750 ⁽¹⁾ 12,200 ⁽⁴⁾
Robert J. Sachs	—	—	—	—	25,500 ⁽¹⁾ 12,200 ⁽⁴⁾
Nasser Marafih	—	—	—	—	—
Sio Tat Hiang	—	—	—	—	—
Stephen Geoffrey Miller	—	—	—	—	—
Tadashi Imachi	—	—	—	—	—

Notes:

- (1) Shares which are issuable on exercise of the outstanding Share Options granted pursuant to the Share Option Plans.
- (2) Conditional Share Awards of an aggregate of 540,000 Shares under the Performance Share Plan were granted to Steven Terrell Clontz in 2006 and 2007. The actual number of Shares to be delivered under the Share Awards will depend on the level of achievement of set performance targets in the Company over a three-year period from each relevant date of grant. No Shares will be delivered if the threshold performance targets are not achieved while up to twice the number of Shares that are the subject of the Share Awards will be delivered if the stretched threshold performance targets are exceeded.
- (3) A conditional Share Award of 180,000 Shares under the Restricted Stock Plan was granted in 2006. The actual number of Shares to be delivered could range up to 1.3 times the Shares that are the subject of the Share Award, depending on the level of attainment of the performance targets over a two-year performance period. Shares will be delivered in phases according to the stipulated vesting periods.

LETTER TO SHAREHOLDERS

- (4) Conditional Share Awards of an aggregate of 299,700 Shares under the Restricted Stock Plan were granted to the relevant Directors in 2007. The actual number of Shares to be delivered could range up to 1.5 times the Shares that are the subject of the Share Awards, depending on the level of attainment of the performance targets over a two-year performance period. Shares will be delivered in phases according to the stipulated vesting periods.
- (5) Percentage not meaningful.
- (6) Held (partly or wholly) by a nominee on behalf of the relevant Director.

4.2 Substantial Shareholders' Interests. As at the Latest Practicable Date, the interests of the substantial Shareholders in Shares as recorded in the Register of Substantial Shareholders are as follows:

Substantial Shareholder	Number of Shares			
	Direct Interest	%	Deemed Interest	%
Asia Mobile Holdings Pte. Ltd. ⁽¹⁾	840,834,890	49.27	—	—
NTT Communications Corporation ⁽²⁾	171,490,520	10.05	—	—
MediaCorp Pte. Ltd. ⁽³⁾	127,867,100	7.49	—	—

Notes:

- (1) Asia Mobile Holdings Pte. Ltd. ("AMH") is a subsidiary of Asia Mobile Holding Company Pte. Ltd. ("AMHC"), whereby (a) AMHC holds approximately 75% of the total issued share capital of AMH; and (b) Qtel Investment Holdings BSC ("QIH") holds approximately 25% of the total issued share capital of AMH. AMHC is a wholly-owned subsidiary of STT Communications Ltd ("STTC"), a wholly-owned subsidiary of Singapore Technologies Telemedia Pte Ltd ("ST Telemedia"), which in turn is a wholly-owned subsidiary of Temasek Holdings (Private) Limited ("Temasek"). QIH is a wholly-owned subsidiary of Qatar Telecom (Qtel) Q.S.C. ("Qtel"). Accordingly, AMHC, STTC, ST Telemedia, Temasek, QIH and Qtel are deemed to be interested in the Shares held by AMH.
- (2) NTT Communications Corporation ("NTTCom") is a wholly-owned subsidiary of Nippon Telegraph and Telephone Corporation. Accordingly, Nippon Telegraph and Telephone Corporation is deemed to be interested in the Shares held by NTTCom.
- (3) MediaCorp Pte. Ltd. ("MediaCorp") is a wholly-owned subsidiary of Temasek. Accordingly, Temasek is deemed to be interested in the Shares held by MediaCorp.

4.3 Abstention from voting. Messrs Tan Guong Ching, Steven Terrell Clontz, Kua Hong Pak, Peter Seah Lim Huat, Nihal Vijaya Devadas Kaviratne CBE, Lee Theng Kiat, Lim Ming Seong, Robert J. Sachs, Nasser Marafih, Sio Tat Hiang and Stephen Geoffrey Miller, who hold directorships and/or executive positions in the Temasek Group of companies, will abstain from voting their shareholdings, if any, in respect of Resolution 2, being the Ordinary Resolution relating to the proposed modifications to and renewal of the Shareholders' Mandate at the EGM. Temasek and Asia Mobile Holdings Pte. Ltd., being Mandated Interested Persons (as described in paragraph 3 of Appendix 1 to this Circular), will also abstain from voting, whether in person or by representative or proxy, and will procure that their respective associates will abstain from voting, their respective shareholdings, if any, in respect of Resolution 2.

5. DIRECTORS' RECOMMENDATIONS

5.1 Proposed Renewal of the Share Purchase Mandate. The Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Resolution 1, being the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate, at the EGM.

LETTER TO SHAREHOLDERS

- 5.2 **Proposed Modifications to and Renewal of the Shareholders' Mandate for Interested Person Transactions.** The Directors who are considered independent for the purposes of the proposed modifications to and renewal of the Shareholders' Mandate for Interested Person Transactions are Messrs Lim Chin Beng, Teo Ek Tor and Liu Chee Ming (the "**Independent Directors**"). The Independent Directors are of the opinion that the entry into of the Interested Person Transactions between the EAR Group (as described in paragraph 2 of Appendix 1 to this Circular) and the Mandated Interested Persons (as described in paragraph 3 of Appendix 1 to this Circular) in the ordinary course of its business will enhance the efficiency of the EAR Group and is in the best interests of the Company.

For the reasons set out in paragraphs 4 and 5 of Appendix 1 to this Circular, the Independent Directors recommend that Shareholders vote in favour of Resolution 2, being the Ordinary Resolution relating to the proposed modifications to and renewal of the Shareholders' Mandate, at the EGM.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 42 to 44 of this Circular, will be held at Ballroom III, Level 3, Singapore Marriott Hotel, 320 Orchard Road, Singapore 238865 on 18 April 2008 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Tenth AGM of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications the Ordinary Resolutions set out in the Notice of EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

- 7.1 **Appointment of Proxies.** Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf will find attached to this Circular a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 51 Cuppage Road, #07-00 StarHub Centre, Singapore 229469 (Attn: Company Secretary), not less than 48 hours before the time fixed for the EGM. The sending of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.

- 7.2 **When Depositor regarded as Shareholder.** A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 48 hours before the time fixed for the EGM, as certified by CDP to the Company.

8. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the registered office of the Company at 51 Cuppage Road, #07-00 StarHub Centre, Singapore 229469 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Annual Report of the Company for the financial year ended 31 December 2007;
- (b) the 2007 Circular to Shareholders; and
- (c) the Memorandum and Articles of Association of the Company.

LETTER TO SHAREHOLDERS

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept responsibility for the accuracy of the information given in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and the opinions expressed in this Circular are fair and accurate and that there are no material facts the omission of which would make any statement in this Circular misleading.

Yours faithfully
for and on behalf of
the Board of Directors of StarHub Ltd

Tan Guong Ching
Chairman

APPENDIX 1

THE SHAREHOLDERS' MANDATE

1. Chapter 9 of the Listing Manual

1.1 Chapter 9 of the listing manual (the "**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be at risk, with the listed company's interested persons. When this Chapter applies to a transaction and the value of that transaction alone or on aggregation with other transactions conducted with the interested person during the financial year reaches, or exceeds, certain materiality thresholds, the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders' approval for that transaction.

1.2 Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested persons and therefore are excluded from the ambit of Chapter 9, immediate announcement and shareholders' approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company's latest audited consolidated net tangible assets ("**NTA**") are reached or exceeded. In particular, shareholders' approval is required for an interested person transaction of a value equal to, or which exceeds:

- (i) 5% of the listed company's latest audited consolidated NTA; or
- (ii) 5% of the listed company's latest audited consolidated NTA, when aggregated with other transactions entered into with the same interested person (as such term is construed under Chapter 9 of the Listing Manual) during the same financial year.

1.3 ~~Based on the latest audited consolidated accounts of Starhub Ltd ("**Starhub**") and its subsidiaries (the "**Starhub Group**") for the financial year ended 31 December 2006, the consolidated NTA of the Starhub Group was S\$267,193,000. In relation to Starhub, for the purposes of Chapter 9, in the current financial year and until such time that the consolidated audited accounts of the Starhub Group for the year ending 31 December 2007 are published, 5% of the latest audited consolidated NTA of the Starhub Group would be S\$13,360,000.~~

The SGX-ST had on 16 January 2008, granted its approval to StarHub Ltd ("**StarHub**") for the use of the market capitalisation of StarHub as at the end of the immediately preceding financial year, instead of the audited consolidated NTA of StarHub and its subsidiaries (the "**StarHub Group**"), as the basis for computing the materiality percentage in respect of Rules 905 and 906 of the Listing Manual, provided that this alternative reference point is to be used only until such time as the audited consolidated NTA of the StarHub Group turns positive.

1.4 For the avoidance of doubt, in the event the audited consolidated NTA of the StarHub Group turns positive, StarHub will revert to using the audited consolidated NTA of the StarHub Group as the basis for computing the materiality percentage in respect of Rules 905 and 906 of the Listing Manual unless otherwise permitted by SGX-ST.

1.5 As at 31 December 2007, StarHub had an issued and paid-up capital of 1,699,776,237 ordinary shares (excluding treasury shares) in the capital of StarHub ("**Shares**"). Based on the last trading price of the Shares at the close of trading on the SGX-ST on 31 December 2007, the market capitalisation of StarHub was S\$4,776 million. In relation to StarHub, for the purposes of Chapter 9 of the Listing Manual, in the current financial year i.e. until 31 December 2008, 5% of the market capitalisation of StarHub would be S\$239 million.

APPENDIX 1

4.41.6 Chapter 9 of the Listing Manual permits a listed company (for example, StarHub), however, to seek a mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses which are not part of its day-to-day operations) which may be carried out with the listed company's interested persons.

4.51.7 Under the Listing Manual:

- (i) an “**entity at risk**” means:
 - (a) the listed company;
 - (b) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
 - (c) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the “**listed group**”), or the listed group and its interested person(s), has control over the associated company;
- (ii) an “**interested person**” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder;
- (iii) an “**associate**” in relation to an interested person who is a director, chief executive officer or controlling shareholder includes an immediate family member (that is, the spouse, child, adopted-child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family has or have an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;
- (iv) an “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9; and
- (v) an “**interested person transaction**” means a transaction between an entity at risk and an interested person.

2. Entities At Risk

For the purposes of the Shareholders' Mandate, an “entity at risk” means:

- StarHub;
- a subsidiary of StarHub that is not listed on the SGX-ST or an approved exchange; or
- an associated company of StarHub that is not listed on the SGX-ST or an approved exchange, provided that the StarHub Group and its interested person(s), have control over the associated company. (Currently, StarHub does not have any such associated companies),

(together, the “**EAR Group**”).

APPENDIX 1

3. Classes of Mandated Interested Persons

The Shareholders' Mandate will apply to the EAR Group's transactions with Temasek Holdings (Private) Limited ("**Temasek**") and its associates (the "**Mandated Interested Persons**" or the "**Temasek Group**" and each, a "**Mandated Interested Person**").

Transactions with Mandated Interested Persons which do not fall within the ambit of the Shareholders' Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.

4. Categories of Interested Person Transactions

The transactions with the Mandated Interested Persons which will be covered by the Shareholders' Mandate and the benefits to be derived therefrom are as follows:

(a) General Transactions

This category relates to general transactions ("**General Transactions**") by the EAR Group relating to the provision to, or obtaining from, Mandated Interested Persons of products and services in the normal course of business of the EAR Group or which are necessary for the day-to-day operations of the EAR Group (but not in respect of the purchase or sale of assets, undertakings or businesses which are not part of the EAR Group's day-to-day operations) comprising the following:

- (1) provision and obtaining of info-communications, broadcasting and fixed network services (including mobile, cable TV and broadband Internet), equipment, infrastructure, network, applications, products and content;
- (2) sale and procurement of info-communications and broadcasting devices, accessories and pre-paid cards for distribution and trade;
- (3) provision and obtaining of professional, consultancy, sub-contracting or outsourcing services;
- (4) provision and obtaining of after-sales services;
- (5) provision and obtaining of warehousing, logistics, packing, handling, transportation and freight services;
- (6) obtaining licences to provide or resell info-communications and broadcasting services;
- (7) provision, obtaining, repair, maintenance and operation of info-communications and broadcasting equipment, infrastructure, network and applications;
- (8) provision and obtaining of bill collection services;
- (9) engaging dealers to sell info-communications and broadcasting products (including pre-paid cards, SIM cards, calling cards and mobile handsets) and services;
- (10) provision and obtaining of printing, advertisement and marketing related services;
- (11) provision and obtaining of lease and/or rental of properties and equipment;
- (12) obtaining of utilities services;
- (13) obtaining of insurance and insurance related services;
- (14) obtaining of professional, administrative and support services including finance and treasury, business development, management information systems, human

APPENDIX 1

resource, corporate communications (including investor relations), taxation, internal audit, legal, corporate secretarial services and any other professional services; and

- (15) provision or the obtaining of such other products and/or services which are incidental to or in connection with the provision or obtaining of products and/or services in sub-paragraphs (1) to (14) above.

The transactions set out in sub-paragraphs (1) to (14) arise in the normal course of business of the EAR Group, while the transactions set out in sub-paragraph (15) will be those which are necessary for the day-to-day operations of the EAR Group.

The EAR Group will benefit from having access to competitive quotes from the different companies in the different industries within the Temasek Group in addition to obtaining quotes from, or transacting with, non-interested persons.

(b) Treasury Transactions

Treasury transactions (“**Treasury Transactions**”) comprise:

- (1) the placement of funds with any Mandated Interested Person;
- (2) the borrowing of funds from any Mandated Interested Person;
- (3) the entry into with any Mandated Interested Person of forex, swaps and options transactions for hedging purpose; and
- (4) the subscription of debt securities and/or preference shares issued by any Mandated Interested Person and the issue of debt securities and/or preference shares to any Mandated Interested Person and the buying from, or the selling to, any Mandated Interested Person of debt securities and/or preference shares.

The EAR Group can benefit from obtaining competitive rates or quotes from Mandated Interested Persons in an expedient manner in addition to third party financial institutions. By transacting directly with a Mandated Interested Person, the EAR Group may also eliminate margins which third party intermediaries might ordinarily be expected to earn.

5. Rationale for and Benefits of the Shareholders’ Mandate

- 5.1 The transactions with Mandated Interested Persons are entered into or to be entered into by the EAR Group in its ordinary course of business. They are recurring transactions which are likely to occur with some degree of frequency and arise at any time and from time to time. The Directors of the Company (“**Directors**”) are of the view that it will be beneficial to the EAR Group to transact or continue to transact with the Mandated Interested Persons.
- 5.2 The Directors believe that the EAR Group will be able to benefit from its transactions with the Temasek Group. The Shareholders’ Mandate and the renewal of the Shareholders’ Mandate on an annual basis will eliminate the need to convene separate general meetings from time to time to seek shareholders’ approval as and when potential interested person transactions with the Mandated Interested Persons arise, thereby reducing substantially the administrative time and expenses incurred in convening such meetings, without compromising the corporate objectives or adversely affecting the business opportunities available to the EAR Group.
- 5.3 The Shareholders’ Mandate is intended to facilitate transactions in the EAR Group’s normal course of business which are transacted from time to time with the Mandated Interested

APPENDIX 1

Persons, provided that they are carried out on normal commercial terms and are not prejudicial to the interests of StarHub and its minority shareholders.

- 5.4 Disclosure will be made, in the format required by the Listing Manual, of the aggregate value of interested person transactions conducted pursuant to the Shareholders' Mandate during the current financial year, and in the annual reports for the subsequent financial years during which a Shareholders' Mandate is in force.

6. Review Procedures for Transactions with the Mandated Interested Persons

The EAR Group has established the following procedures to ensure that the interested person transactions are undertaken on an arm's length basis and on normal commercial terms.

General Transactions

Review Procedures

In general, there are procedures established by the EAR Group to ensure that the General Transactions with Mandated Interested Persons are undertaken on an arm's length basis and on normal commercial terms consistent with the EAR Group's usual business practices and policies, which are generally no more favourable to the Mandated Interested Persons than those extended to unrelated third parties.

In particular, the following review procedures have been implemented.

(i) *Provision of services or the sale of products*

The review procedures are:

- (1) all contracts entered into or transactions with Mandated Interested Persons are to be carried out at the prevailing market rates or prices of the services or products to be provided, on terms which are no more favourable to the Mandated Interested Person than the usual commercial terms extended to unrelated third parties (including, where applicable, preferential rates/process/discounts accorded to corporate customers or for bulk purchases) or otherwise in accordance with applicable industry norms; and
- (2) where the prevailing market rates or prices are not available due to the nature of services to be provided or the products to be sold, the EAR Group's pricing for such services to be provided or products to be sold to Mandated Interested Persons will be determined in accordance with the EAR Group's usual business practices and pricing policies, consistent with the usual margin to be obtained by the EAR Group for the same or substantially similar type of contract or transaction with unrelated third parties. In determining the transaction price payable by Mandated Interested Persons for such services or products, factors such as, but not limited to, quantity, volume, consumption, customer requirements, specifications, duration of contract and strategic purposes of the transaction will be taken into account. A senior officer authorised by the EAR Group's management who does not have any conflict of interests, whether direct or indirect, in relation to the transaction, will determine whether the price and terms offered by the Mandated Interested Person are fair and reasonable.

APPENDIX 1

(ii) *Obtaining of services or purchasing of products*

The review procedures are:

- (1) all purchases made by the EAR Group, including purchases from Mandated Interested Persons, will be governed by internal control procedures which detail matters such as the constitution of internal approving authorities, their approval limits, the number of vendors from whom bids are to be obtained and the review procedures. The guiding principle is to objectively obtain the best goods and/or services on the best terms through competitive quotations, if appropriate. In determining whether the price and terms offered by the Mandated Interested Persons are fair and reasonable, factors such as, but not limited to, delivery schedules, specification compliance, track record, experience and expertise, and where applicable, preferential rates, rebates or discounts accorded for bulk purchases, will also be taken into account. A senior officer authorised by the EAR Group's management who does not have any conflict of interests, whether direct or indirect, in relation to the transaction, will determine whether the price and terms offered by the Mandated Interested Person are fair and reasonable; and
- (2) in the event that such competitive quotations cannot be obtained (for instance, if there are no unrelated third party vendors of similar products or services, or if the product is a proprietary item), a senior officer authorised by the EAR Group's management who does not have any conflict of interests, whether direct or indirect, in relation to the transaction, will determine whether the price and terms offered by the Mandated Interested Person are fair and reasonable.

Threshold limits

In addition to the review procedures, General Transactions entered into by the EAR Group are monitored, as individual transactions equal to or exceeding S\$100,000 in value will require the prior approval of the relevant approving authority in the EAR Group who does not have any conflict of interests, whether direct or indirect, in relation to the transaction to be approved. In particular:

- (i) in the event StarHub Group's consolidated NTA is positive:
 - (a) individual transactions equal to or exceeding 3% but less than 5% of the StarHub Group's consolidated NTA in value (based on the latest audited consolidated accounts of the StarHub Group) will be reviewed and approved by any two of the Directors; and
 - (b) individual transactions equal to or exceeding 5% of the StarHub Group's consolidated NTA in value (based on the latest audited consolidated accounts of the StarHub Group) will be reviewed and approved by StarHub's audit committee (the "**Audit Committee**"), or
- (ii) in the event StarHub Group's consolidated NTA is negative:
 - (a) individual transactions equal to, or exceeding S\$100,000 but less than S\$300,000 in value will be reviewed and approved by a Head of Department and a Senior Finance Officer of StarHub;
 - (b) individual transactions equal to, or exceeding S\$300,000 but less than S\$1 million in value will be reviewed and approved by a Head of Division and a Senior Finance Officer of StarHub;

APPENDIX 1

- (c) individual transactions equal to or exceeding S\$1 million but less than S\$5 million in value will be reviewed and approved by either of the Chief Executive Officer, the President or the Chief Financial Officer of StarHub;
- (d) individual transactions equal to or exceeding S\$5 million but less than S\$10 million in value will be reviewed and approved by any two of the Chief Executive Officer, the President or the Chief Financial Officer of StarHub;
- (e) individual transactions equal to or exceeding S\$10 million but less than 1% of the market capitalisation of StarHub in value (based on the total number of issued shares (excluding treasury shares) in the capital of StarHub as at the last day of the immediately preceding financial year and using the last trading price of the Shares on the close of trading on that same day), will be reviewed and approved by any two Directors; and
- (f) individual transactions equal to or exceeding 1% of the market capitalisation of StarHub in value (based on the total number of issued shares (excluding treasury shares) in the capital of StarHub as at the last day of the immediately preceding financial year and using the last trading price of the Shares on the close of trading on that same day), will be reviewed and approved by the Audit Committee.

Treasury Transactions

Review Procedures

Placements. Prior to the placement with any Mandated Interested Person by the EAR Group of its funds, StarHub will require that quotations be obtained from such Mandated Interested Person company and at least two of the principal bankers of the EAR Group for rates for deposits with such bankers of an equivalent amount, and for the equivalent period, of the funds to be placed by the EAR Group. The EAR Group will only place its funds with such Mandated Interested Person company, provided that the interest rate quoted is not less than the highest of the rates quoted by such principal bankers.

Borrowings. Prior to borrowing funds from any Mandated Interested Person by the EAR Group, StarHub will require that quotations be obtained from such Mandated Interested Person company and at least two of the principal bankers of the EAR Group for rates of loans from such bankers of an equivalent amount, and for the equivalent period, of the funds to be borrowed. The EAR Group will borrow funds from such Mandated Interested Person company, provided that the interest rate quoted is not more than the lowest of the rates quoted by such principal bankers.

Forex, Swaps and Options. Prior to entering into forex, swaps and options transactions with any Mandated Interested Person by the EAR Group, StarHub will require that rate quotations be obtained from such Mandated Interested Person company and at least two of the principal bankers of the EAR Group. The EAR Group will only enter into such forex, swaps and options transactions with such Mandated Interested Person company, provided that such rates quoted are no less favourable than the rates quoted by such bankers.

Debt Securities and Preference Shares. Prior to the subscription of debt securities and preference shares issued by, or purchase of debt securities or preference shares from, Mandated Interested Persons, the EAR Group will only enter into the subscription or purchase of such debt securities or preference shares, provided that the price(s) at which the EAR Group

APPENDIX 1

subscribes for or purchases such debt securities or preference shares will not be higher than the price(s) at which such debt securities or preference shares are subscribed for or purchased by third parties.

Prior to the issue or sale to Mandated Interested Persons of debt securities or preference shares, the EAR Group will only issue or sell such debt securities or preference shares to Mandated Interested Persons provided that the price(s) at which the EAR Group issues or sells such debt securities or preference shares will not be lower than the price(s) at which such debt securities or preference shares are issued or sold to third parties. The EAR Group will also comply with all applicable laws and regulations in connection with the issue or sale of such debt securities or preference shares to Mandated Interested Persons.

For the purpose of the Shareholders' Mandate, any preference shares to be subscribed or purchased from Mandated Interested Persons, or to be issued or sold to Mandated Interested Persons, will not carry any voting rights, except in the circumstances set out in Sections 180(2)(a), (b) and (c) of the Companies Act, Chapter 50 of Singapore.

Threshold limits

In addition to the review procedures, the EAR Group will monitor the Treasury Transactions entered into by the EAR Group as follows:

Placement and Debt Securities and Preference Shares. Where the aggregate value of funds placed with, and debt securities or preference shares subscribed which are issued by, or purchased from, the same Mandated Interested Person shall at any time exceed an amount equivalent to 25% of the consolidated shareholders' funds of the StarHub Group (based on the StarHub Group's latest audited accounts), each subsequent placement of funds with, or subscription or purchase of debt securities or preference shares issued by, the same Mandated Interested Person shall require the prior approval of the Audit Committee.

Placements of funds with, and subscription of debt securities issued by, or purchased from, the same Mandated Interested Person which do not in the aggregate exceed the respective limits set out above will not require the prior approval of the Audit Committee and shall be reviewed on a quarterly basis by the Audit Committee.

Borrowings and Debt Securities and Preference Shares. Where the aggregate value of funds borrowed from, and debt securities or preference shares issued or sold to, the same Mandated Interested Person shall at any time exceed an amount equivalent to 25% of the consolidated shareholders' funds of the StarHub Group (based on the StarHub Group's latest audited accounts), each subsequent borrowing of funds from and debt securities or preference shares issued or sold to, the same Mandated Interested Person shall require the prior approval of the Audit Committee.

Borrowing of funds from and debt securities or preference shares issued or sold to, the same Mandated Interested Person which do not in the aggregate exceed the respective limits set out above will not require the prior approval of the Audit Committee and shall be reviewed on a quarterly basis by the Audit Committee.

Forex, Swaps and Options. Where the aggregate of the principal amount of all forex, swaps and options transactions entered into with the same Mandated Interested Person exceeds at any one time the equivalent of 25% of the consolidated shareholders' funds of the StarHub Group (based on the StarHub Group's latest audited accounts), each subsequent forex, swap

APPENDIX 1

and options transaction entered into with the same Mandated Interested Person shall require the prior approval of the Audit Committee.

Entry into of forex, swaps and options transactions with the same Mandated Interested Person where the principal amounts thereof do not in the aggregate exceed the limit set out above will not require the prior approval of the Audit Committee and shall be reviewed on a quarterly basis by the Audit Committee.

Transactions falling within the above categories, if any, will be reviewed at least quarterly by the Audit Committee to ensure that they are carried out on normal commercial terms and in accordance with the procedures outlined above. All relevant non-quantitative factors will also be taken into account.

Other Review Procedures

The EAR Group has also implemented the following procedures for the identification of Mandated Interested Persons and the recording of all the EAR Group's interested person transactions:

- (i) StarHub will maintain a register of all transactions carried out with Mandated Interested Persons, whether mandated or non-mandated. StarHub's internal audit plan will incorporate a review of all interested person transactions whether mandated or non-mandated; and
- (ii) on a quarterly basis, StarHub's internal auditors will submit a report to the Audit Committee of all recorded interested person transactions, and the basis of such transactions, entered into by the EAR Group.

In addition, the Audit Committee will include the review of the EAR Group's interested person transactions as part of its standard procedures while examining the adequacy of the EAR Group's internal controls.

In the event that a member of StarHub's Board of Directors, a member of the Audit Committee or an authorised reviewing officer (where applicable) has a conflict of interests in relation to any interested person transaction, he will abstain from reviewing that particular transaction. In such instances, an alternative approving authority will be responsible for reviewing the transaction. StarHub's Board of Directors will also ensure that all disclosure requirements on interested person transactions, including those required by prevailing legislation, the Listing Manual and accounting standards, are complied with. The annual internal audit plan shall incorporate a review of all interested person transactions entered into pursuant to the Shareholders' Mandate.

The Audit Committee shall review the internal audit reports to ascertain whether the guidelines and procedures established to monitor interested person transactions have been complied with. In addition, the Audit Committee shall also review from time to time such guidelines and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the EAR Group and the Mandated Interested Persons are conducted on normal commercial terms. Further, if during these periodic reviews by the Audit Committee, the Audit Committee is of the view that the guidelines and procedures as stated above are not sufficient to ensure that these interested person transactions will be on normal commercial terms and will not be prejudicial to StarHub and its minority shareholders, StarHub will

APPENDIX 1

(pursuant to Rule 920(1)(b)(iv) and (vii) of the Listing Manual) revert to shareholders for a fresh mandate based on new guidelines and procedures for transactions with Mandated Interested Persons.

StarHub's Board of Directors shall have overall responsibility for the determination of the review procedures with the authority to sub-delegate to individuals or committees within StarHub as they deem appropriate.

7. Audit Committee's Statements

The Audit Committee (currently comprising Messrs Kua Hong Pak, Nihal Vijaya Devadas Kaviratne CBE, Lim Ming Seong and Teo Ek Tor) has reviewed the terms of the Shareholders' Mandate and is satisfied that the review procedures for interested person transactions with the EAR Group, as well as the reviews to be made periodically by the Audit Committee (with internal audit assistance) in relation thereto, are sufficient to ensure that such interested person transactions will be made with the relevant class of Mandated Interested Persons in accordance with normal commercial terms, and are hence not prejudicial to StarHub and its minority shareholders.

APPENDIX 2

KPMG Corporate Finance Pte Ltd

16 Raffles Quay #22-00
Hong Leong Building
Singapore 048581

Telephone +65 6213 3388

Fax +65 6225 0984

Internet kpmg.com.sg

The Independent Directors
StarHub Ltd
51 Cuppage Road
#07-00 StarHub Centre
Singapore 229469

Our ref VS/MRR

Contact Vishal Sharma

Telephone +65 6213 2845

13 February 2008

Dear Sirs

Proposed Modifications to and Renewal of Shareholders' Mandate for Interested Person Transactions

1. INTRODUCTION

StarHub Ltd (the "**Company**" or "**StarHub**") is proposing modifications to and the renewal of the general mandate ("**Shareholders' Mandate**") for interested person transactions ("**Interested Person Transactions**"). The details of the Shareholders' Mandate are set out in Appendix 1 of the Circular to Shareholders dated 27 March 2008 (the "**Circular**"). This letter has been prepared for the use of the Directors of the Company ("**Directors**") who are considered independent for the purposes of the Shareholders' Mandate comprising Messrs Lim Chin Beng, Teo Ek Tor and Liu Chee Ming (the "**Independent Directors**") to be incorporated into the Circular to be issued for the purposes of their consideration of the proposed modifications to and the renewal of the Shareholders' Mandate. Unless otherwise defined, all terms in the Circular shall have the same meaning in this letter.

To comply with requirements of Chapter 9 of the Listing Manual, KPMG Corporate Finance Pte Ltd ("**KPMG Corporate Finance**") has been appointed as the independent financial adviser to provide an opinion on whether the proposed modifications to and renewal of the Shareholders' Mandate, taken as a whole and if applied consistently, are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

2. TERMS OF REFERENCE

The objective of this letter is to provide an independent opinion, for the purposes of Chapter 9 of the Listing Manual, on whether the revised methods and procedures set out in the Shareholders' Mandate for determining the transacting prices of the Interested Person Transactions are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

The views of KPMG Corporate Finance as set forth in this letter are based on prevailing market and economic conditions, and our analysis of the information provided in Appendix 1 of the Circular, as well as information provided to us by the Company, as at the Latest Practicable Date as defined in the Circular. Accordingly, this opinion does not take into account any events or conditions which occurred after this date.

APPENDIX 2

It is not within our terms of reference to evaluate or comment on the merits and/or associated risk, whether commercial, financial or otherwise of any Interested Person Transactions entered into or about to be entered into, and as such, we do not express an opinion thereon. Such evaluations or comments are and remain the sole responsibility of the Directors although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion.

In the course of our evaluation of the methods or procedures adopted for determining transaction prices in connection with the Shareholders' Mandate, we have held discussions with the senior management team of the Company (the "**Senior Management**"). We have also relied on the information contained in Appendix 1 of the Circular. We have not independently verified such information furnished by the Senior Management or any representation or assurance made by them, whether written or verbal, and accordingly cannot and do not warrant or accept responsibility for the accuracy or completeness of such information, representation or assurance. Nevertheless, the Senior Management have confirmed to us that, to the best of their knowledge and belief, the information provided to us (whether written or verbal) as well as the information contained in Appendix 1 of the Circular constitutes a full and true disclosure, in all material respects, of all material facts relating to the Shareholders' Mandate and there is no material information the omission of which would make any of the information contained herein or in Appendix 1 of the Circular inaccurate, incomplete or misleading in any material respect.

We have also made reasonable enquiries and used our judgement in assessing such information and have found no reason to doubt the reliability of such information. We have further assumed that all statements of fact, belief, opinion and intention made by the Directors in Appendix 1 of the Circular have been reasonably made after due and careful enquiry. We have not conducted a comprehensive review of the business, operations or financial condition of the Company or the transactions described in Section 4 in Appendix 1 of the Circular.

Our opinion is delivered solely for the use and benefit of the Independent Directors for its deliberation on the Shareholders' Mandate, and recommendations made by the Independent Directors shall remain the responsibility of the Independent Directors. Our opinion should not be relied on as a recommendation to any shareholder of the Company (the "**Shareholder**") as to how such Shareholder should vote on the Shareholders' Mandate or any matter related thereto. Each Shareholder may have different investment objectives and considerations and should seek professional advice.

We are not required to conduct and have not conducted any review of the historical or current Interested Person Transactions carried out by the Company. Accordingly, we do not express any opinion on whether such Interested Person Transactions were or are in compliance with the review procedures set out under the Shareholders' Mandate. The implementation of such review procedures is the responsibility of the Directors.

We are not required or authorised to obtain, and we have not obtained, any quotations or transaction prices from third parties for products or services similar to those which are to be covered by the Shareholders' Mandate, and therefore are not able to, and did not, compare the Interested Person Transactions with similar transactions with third parties.

The Directors have collectively and individually accepted responsibility for the accuracy of the information contained in Appendix 1 of the Circular, and have confirmed, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated in Appendix 1 of the Circular are fair and accurate as at the date of the Circular and there are no material facts the omission of which would make any statement in Appendix 1 of the Circular misleading.

APPENDIX 2

Our opinion in relation to the Shareholders' Mandate should be considered in the context of the entirety of this letter and the Circular.

3. SHAREHOLDERS' MANDATE

(a) Background

The recurrent transactions likely to be entered into by StarHub and its subsidiaries (the "**StarHub Group**") with the interested persons are intended to meet business needs at the best possible terms and to explore beneficial business opportunities.

Based on the latest accounts of the StarHub Group for the financial year ended 31 December 2007, the audited consolidated net tangible assets ("**NTA**") of the StarHub Group was negative S\$112.6 million. In applying Rules 905 and 906 of the Listing Manual, where the audited consolidated NTA of the StarHub Group is used as a basis to determine the threshold values for reporting of Interested Person Transactions and/or seeking of shareholders' approval for Interested Person Transactions, this would mean that all Interested Person Transactions would exceed the said thresholds and would have to be announced and approved by the Shareholders of the Company. In this regard, the Company sought the approval of Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the use of an alternative reference point.

On 16 January 2008, the Company has received approval from the SGX-ST for the use of an alternative reference point for the basis of computing the materiality percentage for the purpose of complying with Rules 905 and 906 of the Listing Manual. SGX-ST concurs with the Company's proposal to use the Company's market capitalisation as at the end of the immediately preceding financial year as an alternative reference point instead of the audited consolidated NTA of the StarHub Group for the purposes of determining whether the Interested Person Transactions of the StarHub Group are disclosable or require shareholders' approval under Rule 905 and 906 of the Listing Manual. The use of market capitalisation as a reference point is to be used only until such time the audited consolidated NTA of the StarHub Group turns positive.

In view of the aforesaid SGX-ST's approval, the Company is proposing to modify the Shareholders' Mandate to refer to the use of market capitalisation as a reference point, instead of the audited consolidated NTA of the StarHub Group, for consistency.

The obtaining of the modified Shareholders' Mandate and the renewal of the same on an annual basis would eliminate the need for the Company to announce, or to announce and convene separate general meetings, from time to time to seek Shareholders' prior approval as and when potential Interested Person Transactions with the Company's interested persons arise, thereby reducing substantially administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objective of the Company and/or adversely affecting the business opportunities available to the StarHub Group. In addition, this will considerably improve administrative efficiency.

The modified Shareholders' Mandate is intended to facilitate transactions in the normal course of business of the StarHub Group which are transacted from time to time with the interested persons, provided that they are carried out at arm's length and on the StarHub Group's normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

APPENDIX 2

The modified Shareholders' Mandate does not cover any Interested Person Transactions which has a value of less than S\$100,000 as the threshold and aggregation requirements of Chapter 9 of the Listing Manual do not apply to such transactions.

(b) Interested Person Transactions

Salient information on the Interested Person Transactions including:

- (i) rationale for modifications to the Shareholders' Mandate;
- (ii) benefits of the modifications to the Shareholder's Mandate;
- (iii) review of proposed changes to the procedures for transactions with the Mandated Interested Persons; and
- (iv) review of the new financial thresholds as approved by SGX-ST in cases of Non-Mandated IPTs;

is set out in Section 3 of the Circular and Sections 3 to 6 in Appendix 1 of the Circular.

(c) Validity Period of the Shareholders' Mandate

The modified Shareholders' Mandate, if approved by the Shareholders at the EGM (as defined in the Circular), will be effective until the next annual general meeting ("**AGM**") of the Company. It is subject to annual renewal. In accordance with Rule 920(1)(b)(viii) of the Listing Manual, interested persons and their associates shall abstain from voting on resolutions approving interested person transactions involving themselves and the StarHub Group. Furthermore, such interested persons shall not act as proxies in relation to such resolutions unless voting instructions have been given by the Shareholder.

(d) Disclosure

In accordance with the requirements of Chapter 9 of the Listing Manual, disclosure is required to be made in the Company's annual report ("**Annual Report**") of the aggregate value of all Interested Person Transactions conducted with interested persons pursuant to the Shareholders' Mandate during the current financial year, and in the Annual Reports for subsequent financial years that the Shareholders' Mandate continues in force. The Company will also announce the aggregate value of all Interested Person Transactions conducted with interested persons pursuant to the Shareholders' Mandate for the financial periods that it is required to report on pursuant to Rule 705 of the Listing Manual within the time required for the announcement of such report.

(e) Other Transactions with Interested Persons

The Independent Directors should note that any transaction with interested persons which does not fall within the ambit of the Shareholders' Mandate (as set out in Appendix 1 of the Circular and in respect of which approval is sought from the Shareholders at the AGM) shall be subject to the relevant provisions of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual. Such transactions will, unless specifically excluded from the ambit of Chapter 9 of the Listing Manual, require an immediate announcement where in the event the StarHub Group's consolidated NTA is positive:

- (i) the transaction is of a value equal to, or more than, 3% of the StarHub Group's latest audited consolidated NTA; or

APPENDIX 2

- (ii) the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the StarHub Group's latest audited consolidated NTA.

Shareholders' approval (in addition to an immediate announcement) is required where:

- (iii) the transaction is of a value equal to, or more than, 5% of the StarHub Group's latest audited consolidated NTA; or
- (iv) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, 5% of the StarHub Group's latest audited consolidated NTA.

In the event the StarHub Group's consolidated NTA is negative, the following thresholds shall apply:

- (i) the transaction is of a value equal to, or more than, 3% of the market capitalisation of StarHub as at the end of the immediately preceding financial year; or
- (ii) the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of market capitalisation of StarHub as at the end of the immediately preceding financial year.

Shareholders' approval (in addition to an immediate announcement) is required where:

- (iii) the transaction is of a value equal to, or more than, 5% of the market capitalisation of StarHub as at the end of the immediately preceding financial year; or
- (iv) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, 5% market capitalisation of StarHub as at the end of the immediately preceding financial year.

4. CONCLUSION

In arriving at our opinion on whether the proposed modifications to and renewal of the Shareholders' Mandate when taken as a whole and if applied consistently, are sufficient to ensure that the Interested Person Transactions as set out in Section 6 in Appendix 1 of the Circular will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders, we have considered the following:

- (i) rationale for modifications to the Shareholders' Mandate;
- (ii) benefits of the modifications to the Shareholder's Mandate;
- (iii) review of proposed changes to the procedures for transactions with the Mandated Interested Persons; and
- (iv) review of the new financial thresholds as approved by the SGX-ST in cases of Non-Mandated IPTs.

Based on the analysis undertaken and subject to the qualifications and assumptions made herein, KPMG Corporate Finance is of the opinion that the proposed modifications to and renewal of the Shareholders' Mandate when taken as a whole and if applied consistently, are sufficient to ensure that the Interested Person Transactions as set out in Section 6 in Appendix 1 of the Circular will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

APPENDIX 2

We have prepared this letter solely for the use of the Independent Directors in connection with and for the purpose of its consideration of the Shareholders' Mandate and for inclusion in the Circular. No other person may reproduce, disseminate or quote this letter (or any part thereof) for any other purpose at any time and in any manner except with the prior written consent of KPMG Corporate Finance in each specific case.

The opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
KPMG Corporate Finance Pte Ltd

Vishal Sharma
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

STARHUB LTD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of StarHub Ltd (the “**Company**”) will be held at Ballroom III, Level 3, Singapore Marriott Hotel, 320 Orchard Road, Singapore 238865 on 18 April 2008 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Tenth Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions which will be proposed as Ordinary Resolutions:

Resolution 1: Ordinary Resolution

The Proposed Renewal of the Share Purchase Mandate

That:

- (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 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**”) transacted through the SGX-ST’s trading system and/or any other securities exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”); and/or
 - (b) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) 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 or, as the case may be, Other Exchange 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;

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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 or, as the case may be, Other Exchange 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 or, as the case may be, Other Exchange for any corporate action which occurs after the relevant five Market Day period;

“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 or, as the case may be, Other Exchange 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 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 of a Share, 105% 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% 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.

Resolution 2: Ordinary Resolution

The Proposed Modifications to and Renewal of the Shareholders’ Mandate for Interested Person Transactions

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 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (3) the Directors of the Company 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.

By Order Of The Board

Veronica Lai
Company Secretary

Singapore
27 March 2008

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy must be deposited at the registered office of the Company at 51 Cuppage Road, #07-00 StarHub Centre, Singapore 229469 (Attn: Company Secretary), not less than 48 hours before the time of the Extraordinary General Meeting.
- (3) The Company may use its internal sources of funds of the Group or external borrowings or a combination of both to finance the purchase or acquisition of its Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired and the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

Based on the existing issued Shares (excluding treasury shares) as at 29 February 2008 (the "**Latest Practicable Date**"), the purchase by the Company of 10% of its issued Shares (excluding treasury shares) will result in the purchase or acquisition of 170.6 million Shares.

In the case of market purchases by the Company and assuming that the Company purchases or acquires the 170.6 million Shares at the Maximum Price of S\$3.13 for one Share (being the price equivalent to 105% of the average of the closing market prices of the Shares for the five consecutive market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 170.6 million Shares is S\$534 million.

In the case of off-market purchases by the Company and assuming that the Company purchases or acquires the 170.6 million Shares at the Maximum Price of S\$3.28 for one Share (being the price equivalent to 110% of the average of the closing market prices of the Shares for the five consecutive market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 170.6 million Shares is S\$560 million.

The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed renewal of the Share Purchase Mandate on the audited financial statements of the Company for the financial year ended 31 December 2007 are based on the assumptions set out in paragraph 2.7.4 of the Circular.

STARHUB LTD

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

PROXY FORM

IMPORTANT:

1. For investors who have used their CPF monies to buy shares in the capital of StarHub Ltd, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
2. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, _____ NRIC/Passport/Co. Reg. No. _____

of _____

(Address) being a member/members of StarHub Ltd (the “**Company**”) hereby appoint

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings (%)
and/or (delete as appropriate)			

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll, at the Extraordinary General Meeting of the Company to be held at Ballroom III, Level 3, Singapore Marriott Hotel, 320 Orchard Road, Singapore 238865 on 18 April 2008 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Tenth Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) and at any adjournment thereof.

(Please indicate with an “X” in the spaces provided whether you wish your vote(s) to be cast for or against the Ordinary Resolutions as set out in the Notice of Extraordinary General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Extraordinary General Meeting.)

	For	Against
<u>Resolution 1: Ordinary Resolution</u> To approve the proposed renewal of the Share Purchase Mandate.		
<u>Resolution 2: Ordinary Resolution</u> To approve the proposed modifications to and renewal of the Shareholders’ Mandate for Interested Person Transactions.		

Dated this _____ day of _____ 2008

Total Number of Shares held

Signature(s) of Member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

1st fold here

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 51 Cuppage Road, #07-00 StarHub Centre, Singapore 229469 (Attn: Company Secretary), not less than 48 hours before the time appointed for the Extraordinary General Meeting.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
5. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
6. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

2nd fold here

Affix
Postage
Stamp

STARHUB LTD
51 Cuppage Road
#07-00 StarHub Centre
Singapore 229469
Attn: Company Secretary

Seal here