

## NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

### STARHUB LTD

(Incorporated in the Republic of Singapore)

Co. Reg. No. 199802208C

#### NO SERVICE OF FOOD

Please be informed that StarHub will not be serving food at the Annual General Meeting. Tea and coffee will be provided.

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of the Company will be held at NTUC Centre, One Marina Boulevard, Level 7, Stephen Riady Auditorium @ NTUC, Singapore 018989, on 30 April 2019 at 10.00 a.m. for the following purposes:

### Ordinary Business

- |   |   |                     |
|---|---|---------------------|
| 1 | To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2018 and the Auditors' Report therein.                                  | <b>Resolution 1</b> |
| 2 | To re-elect the following Directors who will retire pursuant to Article 99 of the Company's Constitution and who, being eligible, will offer themselves for re-election:                            |                     |
|   | (a) Ms Nayantara Bali;  | <b>Resolution 2</b> |
|   | (b) Ms Ng Shin Ein (independent Member of the Audit Committee); and   | <b>Resolution 3</b> |
|   | (c) Mr Lionel Yeo Hung Tong.  | <b>Resolution 4</b> |
|   | <i>The profiles of Ms Bali, Ms Ng and Mr Yeo can be found in the Board of Directors and Additional Information on Directors Seeking Re-Election sections of the StarHub Ltd Annual Report 2018.</i> |                     |
| 3 | To re-elect the following Directors who will retire and who, being eligible, will offer themselves for re-election:   |                     |
|   | (a) Mr Ma Kah Woh (independent Chairman of the Audit Committee); and  | <b>Resolution 5</b> |
|   | (b) Mr Lim Ming Seong.  | <b>Resolution 6</b> |
|   | <i>The profiles of Mr Ma and Mr Lim can be found in the Board of Directors and Additional Information on Directors Seeking Re-Election sections of the StarHub Ltd Annual Report 2018.</i>          |                     |
| 4 | To approve the sum of S\$1,610,405.00 (FY2017: S\$1,586,856.00) as Directors' Remuneration incurred in the financial year ended 31 December 2018 comprising:  | <b>Resolution 7</b> |
|   | (a) S\$1,144,199.00 to be paid in cash (FY2017: S\$1,226,311.90); and   |                     |
|   | (b) S\$466,206.00 to be paid in the form of restricted share awards (FY2017: S\$460,544.10).  |                     |
| 5 | To declare a final dividend of four cents per ordinary share for the financial year ended 31 December 2018.   | <b>Resolution 8</b> |
| 6 | To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.   | <b>Resolution 9</b> |

### Special Business

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

- |   |  |                      |
|---|--|----------------------|
| 7 | That authority be and is hereby given to the Directors to:   | <b>Resolution 10</b> |
|   | (a) (i) issue shares of the Company (" <b>shares</b> ") whether by way of rights, bonus or otherwise; and/or   |                      |
|   | (ii) make or grant offers, agreements or options (collectively, " <b>Instruments</b> ") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, |                      |
|   | at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and   |                      |
|   | (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,   |                      |

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with subparagraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with subparagraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of shares that may be issued under subparagraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings), at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

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

#### Resolution 11

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

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

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

By Order of the Board



**Veronica Lai**  
Company Secretary

Singapore, 11 April 2019

## NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

### Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50 of Singapore.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies (a form is enclosed) must be lodged at the office of the Share Registrar of the Company, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (Attn: The Share Registrar) not less than 72 hours before the time appointed for the Annual General Meeting. Completion and return of the instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the Annual General Meeting. In such event, the relevant instrument appointing a proxy or proxies will be deemed to be revoked.
4. In the case of an equality of votes under any one of the Resolutions set out above, the chairman will not exercise his entitlement to a casting vote at the Annual General Meeting of the Company notwithstanding Article 68 of the Constitution of the Company.

### Explanatory Notes:

#### Resolution 7

Resolution 7 is to approve the payment of an aggregate sum of S\$1,610,405.00, as Directors' remuneration for the non-executive Directors of the Company for the financial year ended 31 December 2018. It includes (a) the aggregate sum of S\$148,595.00 being the Directors' remuneration for Mr Liu Chee Ming and Ms Rachel Eng Yaag Ngee who resigned as non-executive Directors of the Company on 19 April 2018 and 30 September 2018, respectively, and (b) the amount of S\$89,330.00 being the fees payable in arrears for the services rendered by the Board Executive Committee ("**Board ExCo**") for the period from its establishment on 5 December 2017 to its dissolution on 7 August 2018. The Board ExCo Terms of Reference provided that payment of the Board ExCo fees is to be made in arrears after the dissolution of the Board ExCo. Save for the arrears payment for the Board ExCo fees for the period from 5 December 2017 to 31 December 2017, the total Directors' remuneration for the non-executive Directors of the Company for the financial year ended 31 December 2018 takes into account the 10% voluntary fee reduction, which the non-executive Directors took to support StarHub's strategic transformation plan. If approved, each of the non-executive Directors will receive 70% of his/her Directors' remuneration in cash and (with the exception of Mr Naoki Wakai) 30% of his/her Directors' remuneration in the form of a restricted share award. Mr Naoki Wakai has declined the restricted share award grant and will only receive the cash component of his remuneration. See the section on "2. Remuneration Matters" in the Corporate Governance section of the Annual Report 2018 for the rationale in relation to the shares component of the non-executive Directors' remuneration. The number of shares to be awarded will be based on the volume weighted average price of a share in the Company listed on the SGX-ST over the 14 trading days commencing on the ex-dividend date that immediately follows the Annual General Meeting. The number of shares to be awarded will be rounded down to the nearest hundred, with cash to be paid in lieu of the remaining shares arising. The restricted share awards will consist of the grant of fully paid shares, without any performance or vesting conditions attached. However, in order to encourage alignment of the interests of the Directors with the interests of shareholders, non-executive Directors who received the aforesaid restricted share award are required to hold shares worth at least (a) the prevailing annual basic retainer fee, or (b) the aggregate of (i) the total number of shares awarded as part of their remuneration for the financial year ended 31 December 2011 and each subsequent financial year thereafter and (ii) 50% of the total number of shares awarded from the financial year ended 31 December 2007 to the financial year ended 31 December 2010, whichever is lower. Non-executive Directors can dispose of all their shares one year after ceasing to be a Director.

#### Resolution 10

Resolution 10 is to empower the Directors to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 15% for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Resolution 10 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 10 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.

#### Resolution 11

Resolution 11 is to empower the Directors to offer and grant awards and to allot and issue ordinary shares pursuant to the Share Plans provided that the aggregate number of ordinary shares allotted and issued under the Share Plans shall not exceed the limits specified in the rules of the Share Plans. Approval for the adoption of the Share Plans was given by shareholders at an Extraordinary General Meeting of the Company held on 14 April 2014. The grant of awards under the respective Share Plans will be made in accordance with their respective provisions.

## NOTICE OF BOOKS CLOSURE AND FINAL DIVIDEND PAYMENT DATE

Notice is hereby given that, subject to the approval of the shareholders to the final dividend at the Twenty-First Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed on 8 May 2019.

Duly completed registrable transfers received by the Company's share registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 up to the close of business at 5.00 p.m. on 7 May 2019 ("**Entitlement Date**") will be registered to determine members' entitlements to the final dividend. Subject as aforesaid, persons whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares as at 5.00 p.m. on the Entitlement Date will be entitled to the final dividend.

The final dividend, if so approved by shareholders, will be paid on 22 May 2019.

### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	NAYANTARA BALI	NG SHIN EIN	LIONEL YEO HUNG TONG	PAUL MA KAH WOH	LIM MING SEONG
<b>Date of appointment</b>	6 August 2018	17 September 2018	10 January 2019	23 September 2015	14 December 2000
<b>Date of last re-appointment (if applicable)</b>	-	-	-	19 April 2016	12 April 2017
<b>Age (in 2019)</b>	53	45	47	72	72
<b>Country of principal residence</b>	Singapore	Singapore	Singapore	Singapore	Singapore
<b>The Board's comments on this re-appointment (including rationale, selection criteria, and the search and nomination process)</b>	The Board of Directors has considered and accepted the recommendation of the Nominating and Governance Committee, which has reviewed Ms Bali's qualifications, experience and independence, and approved the re-appointment of Ms Bali as an independent Non-Executive Director of StarHub.	The Board of Directors has considered and accepted the recommendation of the Nominating and Governance Committee, which has reviewed Ms Ng's qualifications, experience and independence, and approved the re-appointment of Ms Ng as an independent Non-Executive Director of StarHub.	The Board of Directors has considered and accepted the recommendation of the Nominating and Governance Committee, which has reviewed Mr Yeo's qualifications, experience and independence, and approved the re-appointment of Mr Yeo as an independent Non-Executive Director of StarHub.	The Board of Directors has considered and accepted the recommendation of the Nominating and Governance Committee, which has reviewed Mr Ma's qualifications, experience and independence, and approved the re-appointment of Mr Ma as an independent Non-Executive Director of StarHub.	The Board of Directors has considered and accepted the recommendation of the Nominating and Governance Committee, which has reviewed Mr Lim's qualifications and experience, and approved the re-appointment of Mr Lim as a Non-Executive Director of StarHub.
<b>Whether appointment is executive and if so, the area of responsibility</b>	Non-Executive	Non-Executive	Non-Executive	Non-Executive	Non-Executive
<b>Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)</b>	Independent Non-Executive Director Strategy Committee Member Risk Committee Member	Independent Non-Executive Director Audit Committee Member Strategy Committee Member	Independent Non-Executive Director Executive Resource and Compensation Committee Member	Independent Non-Executive Director Audit Committee Chairman Risk Committee Member	Non-Executive Director Audit Committee Member Strategy Committee Member Executive Resource and Compensation Committee Member
<b>Professional qualifications</b>	-	Advocate & Solicitor, Supreme Court of Singapore	-	Fellow of the Institute of Chartered Accountants in England and Wales Member of the Singapore Institute of Chartered Accountants	-
<b>Working experience and occupation(s) during the past 10 years</b>	<ul style="list-style-type: none"> <li>Vice-President, Beauty Care Asia-Pacific, Procter &amp; Gamble Singapore September 2013 - March 2016</li> <li>Diversity &amp; Inclusion, Asia July 2011 - March 2016</li> <li>Vice-President, Global Skin Care, Procter &amp; Gamble Singapore/Cincinnati August 2012 - September 2013</li> <li>Vice-President, Gillette, Procter &amp; Gamble, Singapore July 2009 - August 2012</li> </ul>	<ul style="list-style-type: none"> <li>Managing Director, Blue Ocean Associates Pte Ltd 2006 to present</li> <li>Singapore's Non-Resident Ambassador to Hungary, Ministry of Foreign Affairs 2013 to present</li> </ul>	<ul style="list-style-type: none"> <li>CEO Advisor, GrabTaxi Holdings Pte Ltd September 2018 to present</li> <li>Chief Executive and Board Member, Singapore Tourism Board June 2012 - May 2018</li> <li>Dean &amp; CEO, Civil Service College December 2008 - May 2012</li> <li>Deputy Secretary (Development), Public Service Division December 2008 - May 2012</li> </ul>	<ul style="list-style-type: none"> <li>Senior Partner, KPMG Singapore Retired in 2003</li> </ul>	<ul style="list-style-type: none"> <li>Group Director, Singapore Technologies Group Retired in 2002</li> </ul>
<b>Shareholding interest in StarHub Ltd and its subsidiaries</b>	Nil	Nil	Nil	117,680 shares	277,736 shares (including deemed interest in 100,000 shares)

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

(Cont'd)

Name of Director	NAYANTARA BALI	NG SHIN EIN	LIONEL YEO HUNG TONG	PAUL MA KAH WOH	LIM MING SEONG
<b>Any relationship (including immediate family relationships) with any existing director, existing executive officer, StarHub Ltd and/or substantial shareholder of StarHub Ltd or of any of its principal subsidiaries</b>	No	No	No	No (except for the directorships held in Mapletree Investments Pte Ltd and Mapletree North Asia Commercial Trust Management Ltd.)	No (except for the directorships held in Singapore Technologies Telemedia Pte Ltd, STT Communications Ltd, STT GDC Pte. Ltd. and U Mobile Sdn. Bhd.)
<b>Conflict of interest (including any competing business)</b>	No	No	No	No	No
<b>Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to StarHub Ltd</b>	Yes	Yes	Yes	Yes	Yes
<b>Other Principal Commitments, including Directorships</b>					
<b>Past (for the last 5 years)</b>	<ul style="list-style-type: none"> <li>SingX Pte Ltd (Advisor)</li> <li>Procter &amp; Gamble (Vice-President Beauty Care Asia-Pacific)</li> </ul>	<ul style="list-style-type: none"> <li>NTUC Fairprice Cooperative Limited (Director)</li> <li>Sabana Real Estate Investment Management Ltd (Director)</li> <li>Eu Yan Sang International Ltd* (delisted) (Director)</li> </ul>	<ul style="list-style-type: none"> <li>Singapore Tourism Board (Chief Executive and Board Member)</li> <li>Mandai Park Holdings Pte. Ltd. (Director)</li> <li>Sentosa Development Corporation (Director)</li> <li>National Healthcare Group Pte Ltd (Director)</li> <li>Urban Redevelopment Authority of Singapore (Board Member)</li> </ul>	<ul style="list-style-type: none"> <li>Mapletree Logistics Trust Management Ltd (the manager of Mapletree Logistics Trust)(Director)</li> </ul>	<ul style="list-style-type: none"> <li>Singapore Technologies Kinetics Pte Ltd (Director)</li> </ul>
<b>Present * Listed Companies</b>	<ul style="list-style-type: none"> <li>ANV Consulting Pte Ltd (Director)</li> </ul>	<ul style="list-style-type: none"> <li>Yanlord Land Group Limited* (Director)</li> <li>First Resources Limited* (Director)</li> <li>Avarga Limited* (Director)</li> <li>Dreamscape Networks Ltd* (Director)</li> <li>Blue Ocean Associates Pte Ltd (Managing Director)</li> </ul>	<ul style="list-style-type: none"> <li>GrabTaxi Holdings Pte Ltd (CEO Advisor)</li> <li>Raffles Institution (Member, Board of Governors)</li> </ul>	<ul style="list-style-type: none"> <li>PACC Offshore Services Holdings Ltd* (Director)</li> <li>Mapletree North Asia Commercial Trust Management Ltd (Director)</li> <li>Mapletree Investments Pte Ltd (Director)</li> </ul>	<ul style="list-style-type: none"> <li>CSE Global Limited* (Chairman)</li> <li>First Resources Limited* (Chairman)</li> <li>Singapore Technologies Telemedia Pte Ltd (Director)</li> <li>Amplus Communications Pte Ltd (Director)</li> <li>STT GDC Pte. Ltd. (Director)</li> <li>U Mobile Sdn. Bhd. (Director)</li> </ul>

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

(Cont'd)

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

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

(Cont'd)

Name of Director	NAYANTARA BALI	NG SHIN EIN	LIONEL YEO HUNG TONG	PAUL MA KAH WOY	LIM MING SEONG
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:					
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No	No	No



## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

(Cont'd)

Name of Director	NAYANTARA BALI	NG SHIN EIN	LIONEL YEO HUNG TONG	PAUL MA KAH WOY	LIM MING SEONG
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No	No
Any prior experience as a director of an issuer listed on the Exchange?	No	Yes	No	Yes	Yes
If yes, please provide details of prior experience.	N.A.	<ul style="list-style-type: none"> <li>• Yanlord Land Group Limited* (Director)</li> <li>• First Resources Limited* (Director)</li> <li>• Avarga Limited* (Director)</li> </ul>	N.A.	<ul style="list-style-type: none"> <li>• PACC Offshore Services Holdings Ltd* (Director)</li> </ul>	<ul style="list-style-type: none"> <li>• CSE Global Limited* (Chairman)</li> <li>• First Resources Limited* (Chairman)</li> </ul>
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	N.A.	N.A.	Mr Yeo has enrolled for the 2019 Listed Entity Directors Programme conducted by the Singapore Institute of Directors.	N.A.	N.A.
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	No requirement when Ms Bali was first appointed on 6 August 2018.	N.A.	N.A.	N.A.	N.A.

# PROXY FORM

## Twenty-First Annual General Meeting STARHUB LTD

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

### IMPORTANT

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Cap. 50 of Singapore, may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For CPF/SRS investors who have used their CPF/SRS moneys to buy StarHub Ltd shares, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/ SRS Operators if they have any queries regarding their appointment as proxies.
3. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of the Twenty-First Annual General Meeting dated 11 April 2019.
4. **Please be informed that StarHub Ltd will not be serving food at the Annual General Meeting. Tea and coffee will be provided.**

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, speak and vote for me/us and on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held at NTUC Centre, One Marina Boulevard, Level 7, Stephen Riady Auditorium @ NTUC, Singapore 018989 on 30 April 2019 at 10.00 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. 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 AGM and at any adjournment thereof.

No.	Resolutions	For*	Against*
	<b>Ordinary Business</b>		
1	To receive and adopt the Directors' Statement and the Audited Financial Statements and the Auditors' Report therein		
2	To re-elect Ms Nayantara Bali as Director		
3	To re-elect Ms Ng Shin Ein as Director		
4	To re-elect Mr Lionel Yeo Hung Tong as Director		
5	To re-elect Mr Ma Kah Woh as Director		
6	To re-elect Mr Lim Ming Seong as Director		
7	To approve the Directors' Remuneration		
8	To declare the Final Dividend		
9	To re-appoint KPMG LLP as Auditors and to authorise the Directors to fix their remuneration		
	<b>Special Business</b>		
10	To authorise Directors to allot and issue shares		
11	To authorise Directors to offer and grant awards and to allot and issue shares pursuant to, and subject to the limits specified in, the StarHub Performance Share Plan 2014 and/or the StarHub Restricted Stock Plan 2014		

- \* If you wish to exercise all your votes "For" or "Against" the relevant Resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the relevant Resolution, please indicate the number of Shares in the boxes provided.
- \* Voting will be conducted by poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

\_\_\_\_\_  
Signature(s) or Common Seal of members

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

Total Number of Shares Held

Affix  
Postage  
Stamp

**STARHUB LTD**

112 Robinson Road #05-01

Singapore 068902

Attn: The Share Registrar

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**Notes:**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you only have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), 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. 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) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.  
**"Relevant intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50 of Singapore.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the office of the Share Registrar of the Company, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, not less than 72 hours before the time appointed for the Annual General Meeting. Completion and return of the instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the meeting. In such event, the relevant instrument appointing a proxy or proxies will be deemed to be revoked.
5. 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. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
6. 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 Annual General Meeting, in accordance with Section 179 of the Companies Act, Cap. 50 of Singapore.
7. 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 (including any related attachment) appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his name 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 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

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