

TERMS OF REFERENCE
NOMINATING AND GOVERNANCE COMMITTEE
STARHUB LTD

1. General Scope and Authority

- 1.1 The Nominating and Governance Committee (the “NGC”) is a Committee of the Board of StarHub Ltd (“the Company” or “StarHub”) established by a resolution of the Board of Directors of the Company (the “Board”).
- 1.2 The NGC shall be guided by the Company’s Corporate Governance Policy.
- 1.3 The primary purpose of NGC is:
- (a) to support and advise the Company, its unlisted subsidiaries and, where applicable, unlisted associated companies (the “StarHub Group” and each company in the StarHub Group shall be referred to as a “StarHub Group Company”) in fulfilling their responsibilities to shareholders in ensuring that the boards of the StarHub Group Companies (the “Group Company Boards”) are comprised of individuals who are best able to discharge their responsibilities as directors having regard to the law and the highest standards of governance, by identifying suitable candidates for appointment to the Group Company Boards, in particular, candidates who can value add to the management through their contributions in the relevant strategic business areas and which appointments will result in the constitution of strong and diverse boards; and
 - (b) to review the adequacy of the StarHub Group’s corporate governance policies and as may be appropriate, recommend to the Board, any proposed changes to such policies from time to time.

2. Composition

- 2.1 The NGC shall consist of not less than 3 members, the majority of whom, including the NGC Chairman, shall be independent directors.
- 2.2 In the event that a member of NGC who is a member of the Board retires, is removed or resigns from the Board, that member shall cease to be a member of the NGC.
- 2.3 The Board, may as it so decides, remove any member from the NGC.

3. Meetings

- 3.1 The NGC shall meet as frequently as required.

- 3.2 Any NGC member or the Secretary of the NGC (the “Secretary”) may call a meeting of the NGC.
- 3.3 A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the NGC.
- 3.4 The NGC shall have access to professional advice from employees within the StarHub Group and from appropriate external advisers. The NGC may meet with these external advisers without management being present.
- 3.5 Minutes of proceedings and resolutions of NGC meetings shall be kept by the Secretary. Minutes should be distributed to all NGC members.

4. Quorum and Voting

- 4.1 A quorum will comprise any two NGC members. In the absence of the Chairman of the NGC or his appointed delegate, the members shall elect one of their members as Chairman for that meeting. All decisions at any meeting of the NGC shall be decided by a majority of votes of the NGC members present and voting (the decision of the NGC shall at all times exclude the vote, approval or recommendation of any member who has a conflict of interests in the subject matter under consideration).
- 4.2 Each member shall have one vote.
- 4.3 The Chairman of the NGC shall have a second or casting vote in case of an equality of votes.
- 4.4 A resolution in writing, signed by the requisite majority of the NGC members for the time being entitled to receive notice of a meeting to the NGC and vote, shall be as valid and effectual as if it had been passed at a meeting of the NGC duly convened and held (the decision of the NGC shall at all times exclude the vote, approval or recommendation of any member who has a conflict of interests in the subject matter under consideration). Any such resolution may consist of several documents in like form, each signed by one or more members of the NGC. The expressions ‘in writing’ and ‘signed’ include approval of any such NGC member by electronic mail or any form of electronic communication approved by the NGC members for such purpose from time to time incorporating, if the NGC members deem necessary, the use of security and/or identification procedures and devices approved by the NGC members.

5. Duties and Responsibilities

5.1 Nomination and Evaluation of Directors

- (a) To identify, assess and nominate suitable and qualified candidates for Board membership;
- (b) In consultation with the respective Chief Executive Officers of the relevant StarHub Group Companies, make recommendations to the relevant Group

Company Boards on candidates it considers appropriate for appointment on the relevant Group Boards;

- (c) To regularly review the size, structure and composition (including the skills, qualification, experience and diversity) of the Board and Board Committees, and recommend changes, if any, to the Board;
- (d) To review the independent status of individual directors annually, or when necessary; and
- (e) To implement and oversee the annual evaluation of the performance and effectiveness of the Board and Board Committees, including the communication of the results of such evaluations to the Board.

5.2 **Corporate Governance**

To periodically review and assess the adequacy of the StarHub Group's corporate governance policies, taking into account relevant corporate governance developments (including best practices and changes in applicable law, regulations and listing rules), and if appropriate, recommend to the Board for approval any proposed changes thereto

These terms of reference will be subject to review by the Board from time to time.

Adopted on 16 August 2004
Revised and updated on 7 August 2018