

STARHUB LTD

STRATEGY COMMITTEE TERMS OF REFERENCE

1. General Scope and Authority

- 1.1 The Strategy Committee (the "SC") 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 SC shall be guided by the Company's Corporate Governance Policy.
- 1.3 The primary purpose of SC is to support, advise and provide direction to 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 the development, review and execution of the StarHub Group's strategies for achieving growth in shareholder value, and to evolve the Company into a 'telco of the future'. This includes but shall not be limited to the following:-
- Review and consider strategies, strengths, weaknesses, opportunities (in terms of new frontiers of organic and inorganic growth) and risks in areas such as technology, competition, regulatory, financial, and any other area that may present either a significant intermediate or long term opportunity or risk; and
 - Provide to the Board the SC's views and recommendations on any strategic matter reviewed by the SC, and requiring the Board's approval.

2. Composition

- 2.1 The SC shall consist of not less than three (3) members.
- 2.2 The SC may include persons other than Directors, co-opted to the SC by the Board, provided that the number of such co-opted members shall be less than the number of non-executive Directors on the SC.
- 2.3 The members of the SC shall elect a Chairman from among their number, who shall be a non-executive Director of the Company.
- 2.4 The lead independent director, if any, shall be a member of the SC.
- 2.5 In the event that a member of SC 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 SC.
- 2.6 The Board may, as it so decides, remove any member from the SC.

3. Meetings

- 3.1 The SC shall meet as frequently as required.

- 3.2 The Company Secretary, failing whom any person appointed by the SC to act as secretary shall be the secretary (the "Secretary") for all meetings of the SC.
- 3.3 Any SC member or the Secretary may call a meeting of the SC.
- 3.4 A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the SC.
- 3.5 The SC may, in its discretion, invite the Board members, Management, officers or other persons to attend any SC meetings.
- 3.6 The SC shall have access to professional advice from employees within the StarHub Group and from appropriate external advisers. The SC may meet with these external advisers without Management being present.
- 3.7 Minutes of proceedings and resolutions of SC meetings shall be kept by the Secretary. Minutes should be distributed to all SC members.

4. Quorum and Voting

- 4.1 A quorum will comprise any two (2) SC members. In the absence of the Chairman of the SC or his appointed delegate, the members shall elect one of their number as Chairman for that meeting.
- 4.2 All decisions at any meeting of the SC shall be decided by a majority of votes of the SC members present and voting (the decision of the SC shall at all times exclude the vote, approval or recommendation of any member who has a conflict of interests in respect of the subject matter under consideration).
- 4.3 The SC members may participate in a meeting of the SC by means of a conference telephone or a video conference telephone or other methods of simultaneous communications by electronic means, and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 4.4 Each member shall have one vote.
- 4.5 The Chairman of the SC shall have a second or casting vote in case of an equality of votes.
- 4.6 A resolution in writing, signed by the requisite majority of the SC members for the time being entitled to receive notice of a meeting to the SC and vote, shall be as valid and effectual as if it had been passed at a meeting of the SC duly convened and held (the decision of the SC shall at all times exclude the vote, approval or recommendation of any member who has a conflict of interest 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 SC. The expressions 'in writing' and 'signed' include approval of any such SC member by electronic mail or any form of electronic communication approved by the SC members for such purpose from time to time incorporating, if the SC members deem necessary, the use of security and/or identification procedures and devices approved by the SC members.

5. Duties and Responsibilities

The SC shall perform the following duties and responsibilities:

- Provide overall strategic guidance and input to the StarHub Group on strategic investments and initiatives, in light of changes in technology, competition, regulatory framework, financial or any other area that may present either a significant intermediate or long term opportunity or risk;
- Review significant investments recommended by the StarHub Group other than operational expenditures that are required in the normal course of business and investments which have been provided for in the capital expenditure budget approved by the Board;
- Review and approve inorganic investments of an individual value of less than S\$20 million recommended by the StarHub Group;
- Formulate and propose the key metrics to monitor the strategies of growth, and recommend to the Board for adoption and implementation; and
- Provide to the Board the SC's views and recommendations on any strategic matter reviewed by the SC and requiring the Board's approval.

6. Other Duties and Activities

The SC shall perform other duties and activities that it or the Board considers appropriate in the context of these terms of reference.

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