

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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF STARHUB LTD HELD BY ELECTRONIC MEANS ON FRIDAY, 22 MAY 2020 AT 10.54 A.M.

Present (via video conference):

Steven Terrell Clontz	- Chairman of the Meeting/ Board Chairman/ Strategy Committee Chairman/ Member/ Proxy
Ma Kah Woh	- Independent Director/ Audit Committee Chairman/ Member
Nihal Vijaya Devadas Kaviratne	- Lead Independent Director/ Nominating and Governance Committee Chairman/ Member
Teo Ek Tor	- Independent Director/ Executive Resource & Compensation Committee Chairman/ Member
Stephen Geoffrey Miller	- Non-Executive Director/ Risk Committee Chairman/ Member
Michelle Lee Guthrie	- Independent Director/ Member
Nayantara Bali	- Independent Director/ Member
Ng Shin Ein	- Independent Director/ Member
Lionel Yeo Hung Tong	- Independent Director
Lim Ming Seong	- Non-Executive Director/ Member
Nasser Marafih	- Non-Executive Director/ Member
Naoki Wakai	- Non-Executive Director
Peter Kaliaropoulos	- Chief Executive Officer/ Member
Dennis Chia	- Chief Financial Officer/ Member
Veronica Lai	- Chief Corporate Officer and Company Secretary/ Member
Ong Chai Yan	- Audit Partner In-charge, KPMG LLP

Shareholders (*who attended via live webcast/audio means*) - As per attendance records maintained by the Company

1. CHAIRMAN

Following the conclusion of the Twenty-Second Annual General Meeting of the Company at 10.54 a.m., the Chairman called the Meeting to order. The Meeting was convened and held by electronic means in accordance with the COVID-19 (Temporary Measures) Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, with shareholders participating by webcast and/or audio means.

The Chairman informed that he had been advised by the Company Secretary that a quorum was present and that 17 proxy forms in respect of 1,272,207,990 shares had been received by the Company. The proxy forms received had been verified by T S Tay Public Accounting Corporation as the Scrutineer of the Meeting.

It was noted all the Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Corporate Officer and Company Secretary of the Company and Ms Ong Chai Yan, the Audit Partner-in-charge from KPMG LLP, were in attendance via video conference.

2. NOTICE

The Notice of the Meeting issued on 30 April 2020 ("EGM Notice") on SGXNet and made available on the Company's Investor Relations website for the statutory period was taken as read. As provided in the EGM Notice, voting would be by way of shareholders appointing the Chairman of the Meeting as proxy to vote on their behalf, in respect of the Resolutions to be

tabled for approval at the Meeting. All Resolutions proposed at the Meeting would be voted by poll in accordance with the proxy voting instructions received by the Company.

The Company had published its responses to the substantial and relevant questions on the Resolutions to be proposed at the Meeting on SGXNet and the Company's Investor Relations website prior to the Meeting.

**3. ORDINARY RESOLUTION 1:
The Proposed Renewal of the Share Purchase Mandate**

The Chairman informed that the Chairman of the Meeting had been appointed as the proxy for 17 shareholders in respect of 1,272,207,990 to vote on the Ordinary Resolutions to be put to a vote by poll at the Meeting and he would accordingly, vote for and against the Resolutions in accordance with the proxy voting instructions received by the Company.

Ordinary Resolution 1 dealt with the approval of the Share Purchase Mandate. The Chairman informed that the Share Purchase Mandate was a routine mandate, which allowed the Company to undertake share buy-back exercises based on the parameters set out in Paragraph 2 of the Circular dated 30 April 2020 ("Circular"). It was a renewal of a similar mandate approved by shareholders in 2019.

The Circular had been uploaded on the SGXNet and made available to the shareholders on the Company's Investor Relations website on 30 April 2020. The full text of Resolution 1 and the explanatory notes relating thereto as set out in the EGM Notice were taken as read.

The Chairman proposed Ordinary Resolution 1 and put it to a vote by poll. He cast his votes for and against Resolution 1 in accordance with the proxy voting instructions received by the Company.

It was resolved with 99.784% of votes by poll 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 (the "**Directors**") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares 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) *on-market purchase(s) ("**Market Purchase**"), transacted on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") through the SGX-ST's trading system, through one or more duly licensed dealers appointed by the Company for such purpose; and/or*
- (b) *off-market purchase(s) ("**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) 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, 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 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;*

(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, 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 for any corporate action which occurs after the relevant five-Market Day period and 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;*

“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 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 and subsidiary holdings 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, 105% of the Average Closing Price; and*

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

(4) *the Directors 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.*

4. ORDINARY RESOLUTION 2:

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

The Chairman informed that Resolution 2 was an Ordinary Resolution on the proposed renewal of the Shareholders’ Mandate for Interested Person Transactions (“Shareholders’ Mandate”).

The details of the Shareholders’ Mandate were set out in Paragraph 3 of the Circular. The full text of Resolution 2 as set out in the EGM Notice was taken as read.

The Chairman further informed that Mr Ma Kah Woh, Mr Nihal Vijaya Devadas Kaviratne, Mr Stephen Geoffrey Miller, Mr Lim Ming Seong, Dr Nasser Marafih and himself had abstained from voting their shares in respect of Resolution 2 in view of the directorships and/or executive positions that they hold in the Temasek Group of companies. However, as the Chairman of the Meeting, he had been appointed as proxy to vote on behalf of the shareholders who had submitted their proxy forms to the Company, and he would accordingly, vote on Resolution 2 in accordance with the proxy voting instructions received by the Company.

The corporate representatives from Temasek Holdings (Private) Limited, and Asia Mobile Holdings Pte. Ltd. and their respective associates had also abstained from voting their shares

in respect of Resolution 2 in view of their positions as Mandated Interested Persons under the Shareholders' Mandate.

The Chairman proposed Ordinary Resolution 2 and put it to a vote by poll. He cast his votes for and against Resolution 2, in accordance with the proxy voting instructions received by the Company.

It was resolved with 99.72% of votes by poll 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 to the shareholders of the Company dated 30 April 2020 (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*
- (3) the Directors 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.*

5. Conclusion of Meeting

There being no other business, the Meeting ended at 11.00 a.m. and was declared closed by the Chairman.

Date: 22 May 2020