

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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF STARHUB LTD HELD AT NTUC CENTRE, ONE MARINA BOULEVARD, LEVEL 7, STEPHEN RIADY AUDITORIUM @ NTUC, SINGAPORE 018989, ON TUESDAY, 30 APRIL 2019 AT 11.54 A.M.

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Present:

Steven Terrell Clontz	- Chairman/ Strategy Committee Chairman/ Member
Ma Kah Woh	- Independent Director/ Chairman of Audit Committee/ Member
Nihal Vijaya Devadas Kaviratne	- Lead Independent Director/ Chairman of Nominating and Governance Committee/ Member
Teo Ek Tor	- Independent Director/ Chairman of Executive Resource & Compensation Committee/ Member
Stephen Geoffrey Miller	- Non-Executive Director/ Chairman of Risk Committee
Michelle Lee Guthrie	- Independent Director
Nayantara Bali	- Independent Director
Ng Shin Ein	- Independent Director
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
Chia Choon Hwee Dennis	- Chief Financial Officer/ Member
Veronica Lai	- Chief Corporate Officer and Company Secretary/ Member

Shareholders/Proxies/  
Corporate Representatives - As per Attendance Lists

In Attendance:

Chong Yoke Sin	- Chief Enterprise Business Group/ Member
Johan Hendrik Martinus Buse	- Chief Consumer Business Group/ Member
Chong Siew Loong	- Chief Technology Officer/ Member
Kee Yaw Yee	- Chief Information Officer/ Member
Catherine Chia	- SVP, Human Resource
Christopher David Lipman	- Head, Customer Experience
Anubhav Kela	- Head, Transformation
Kong Pooi Foong	- Joint Company Secretary/ Member

By Invitation:

Tan Tze-Gay	- Partner, Allen & Gledhill LLP
Bernie Lee	- Partner, Allen & Gledhill LLP
Ong Chai Yan	- Partner, KPMG LLP
Iskander Namazie	- Director, M & C Services Private Limited
Andrew Teoh	- Partner, T S Tay Public Accounting Corporation
Lee Voon Keong	- Principal, Talent Rewards & Performance, Aon Hewitt Singapore Pte Ltd

**1. CHAIRMAN**

At the close of the Twenty-First Annual General Meeting of the Company at 11.54 a.m., the Chairman called the Extraordinary General Meeting ("Meeting") to order.

The Chairman informed that he had been advised by the Company Secretary that a quorum was present and that 51 proxies in respect of 1,244,285,679 shares had been received.

The Chairman then declared the Meeting open.

## 2. NOTICE

The Notice of the Meeting dated 11 April 2019 as circulated to all members, was taken as read. The Chairman informed that he had been appointed as proxy for 9 shareholders in respect of 106,524,897 shares in aggregate, to vote on the Resolutions and he would vote on the Resolutions pursuant to the proxy instructions accordingly.

## 3. ORDINARY RESOLUTION 1: The Proposed Renewal 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 Section 2 of the Circular dated 11 April 2019 ("EGM Circular"). It was a renewal of a similar mandate approved by shareholders in 2018.

There being no questions or comments by shareholders, the Chairman proceeded to invite a shareholder to propose and another shareholder to second Resolution 1 as an Ordinary Resolution.

Hoe Ee Wu proposed the resolution.  
Tee Hong Sheng Nicholas seconded the resolution.

*It was resolved with 97.34% 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;

**“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. He added that he had been appointed as proxy by shareholders to vote on the resolution and would vote on the resolution accordingly.

The Chairman further informed that as stated in the EGM Circular, he would abstain from voting his own shares on Resolution 2. He requested Mr Ma Kah Woh, Mr Nihal Vijaya Devadas Kaviratne, Mr Stephen Geoffrey Miller, Mr Lim Ming Seong, and Dr Nasser Marafih to abstain from voting their shares in respect of Resolution 2 in view of their holding of directorships and/or executive positions in the Temasek Group of companies.

The Chairman also requested the corporate representatives from Temasek Holdings (Private) Limited, and Asia Mobile Holdings Pte. Ltd. and their respective associates to abstain from voting their shares in respect of Resolution 2 in view of their positions as Mandated Interested Persons under the Shareholders’ Mandate.

There being no questions or comments by shareholders, the Chairman proceeded to invite a shareholder to propose and another shareholder to second Resolution 2 as an Ordinary Resolution.

Chang Ban Heng Nancy Mrs Neoh Kean Chye proposed the resolution.  
Tan Siew Seng seconded the resolution.

*It was resolved with 99.61% 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 11 April 2019 (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 11.58 a.m. and was declared closed by the Chairman.

Date: 30 April 2019