

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Company will be held at StarHub Auditorium, 67 Ubi Avenue 1, #03-01 (South Wing) StarHub Green, Singapore 408942 on 14 April 2014 at 10.00 a.m. for the following purposes:

Ordinary Business

- 1 To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 December 2013 and the Auditors' Report therein. **Resolution 1**
- 2 To re-appoint the following Directors, each of whom will retire under Section 153(6) of the Companies Act, Cap. 50 of Singapore, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company:
 - (a) Mr Kua Hong Pak (Independent Chairman of Audit Committee); and **Resolution 2**
 - (b) Mr Nihal Vijaya Devadas Kaviratne (Independent Member of Audit Committee). **Resolution 3**

The profile of Mr Kua and Mr Kaviratne can be found in the Board of Directors section of the StarHub Ltd Annual Report 2013.

- 3 To re-elect the following Directors, each of whom will retire by rotation pursuant to Article 93 of the Company's Articles of Association and who, being eligible, will offer themselves for re-election:
 - (a) Mr Tan Guong Ching; **Resolution 4**
 - (b) Mr Peter Seah Lim Huat; **Resolution 5**
 - (c) Mr Steven Terrell Clontz; and **Resolution 6**
 - (d) Dr Nasser Marafih. **Resolution 7**

The profile of Mr Tan, Mr Seah, Mr Clontz and Dr Marafih can be found in the Board of Directors section of the StarHub Ltd Annual Report 2013.

- 4 To approve the sum of S\$1,701,500 (FY2012: S\$1,696,420) as Directors' Remuneration for the financial year ended 31 December 2013 comprising: **Resolution 8**
 - (a) S\$1,238,300 to be paid in cash (2012: S\$1,237,684); and
 - (b) S\$463,200 to be paid in the form of restricted share awards (2012: S\$458,736).
- 5 To declare a final dividend of five cents per ordinary share for the financial year ended 31 December 2013. **Resolution 9**
- 6 To re-appoint KPMG LLP as Auditors of the Company and authorise the Directors to fix their remuneration. **Resolution 10**

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: **Resolution 11**
 - (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "Instruments") 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) in the capital of the Company (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) in the capital of the Company (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) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company, 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;
- (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 Articles of Association 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 allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the StarHub Pte Ltd Share Option Plan. **Resolution 12**

- 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, 21 March 2014

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy 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 48 hours before the time appointed for the Annual General Meeting.

(Incorporated in the Republic of Singapore)

Explanatory Notes:

Co. Reg. No. 199802208C

Resolution 8

Resolution 8 is to approve the payment of an aggregate sum of S\$1,701,500 as Directors' remuneration for the non-executive Directors of the Company for the financial year ended 31 December 2013. If approved, each of the non-executive Directors will receive 70% of his Directors' remuneration in cash and (with the exception of Mr Kua Hong Pak and Mr Takeshi Kazami) 30% of his Directors' remuneration in the form of a restricted share award. See the section on "2. Remuneration Matters" in the Corporate Governance section of the Annual Report 2013 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 in the Company 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. Each of Mr Kua Hong Pak and Mr Takeshi Kazami has declined the restricted share award grant, and will only receive the cash component of their remuneration.

Resolution 11

Resolution 11 is to empower the Directors to issue shares in the capital of the Company 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) in the capital of the Company, 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) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution 11 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 11 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.

Resolution 12

Resolution 12 is to empower the Directors to issue shares in the capital of the Company pursuant to the exercise of options granted under the StarHub Pte Ltd Share Option Plan.

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 Sixteenth Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed on 22 April 2014.

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 21 April 2014 ("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 in the capital of the Company 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 30 April 2014.