

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of StarHub Ltd (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 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Sixteenth Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications the following Resolutions, which will be proposed as Ordinary Resolutions:

Resolution 1: Ordinary Resolution**The Proposed Renewal of the Share Purchase Mandate**

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 in the capital 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 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.

Resolution 2: Ordinary Resolution**The Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions**

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 21 March 2014 (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.

Resolution 3: Ordinary Resolution**The Proposed Adoption of the PSP 2014**

That:

(1) the StarHub Share Option Plan 2004, the StarHub Performance Share Plan and the StarHub Restricted Stock Plan (together, the "Existing Share Plans") be and are hereby terminated, provided that such termination shall be without prejudice to the rights of holders of options and awards accepted and outstanding under the Existing Share Plans as at the date of such termination;

(2) a new performance share plan to be known as the "StarHub Performance Share Plan 2014" (the "PSP 2014"), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which awards ("PSP 2014 Awards") or fully paid-up Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees (including executive directors) of the Company, its subsidiaries and associated companies, details of which are set out in the Circular, be and is hereby approved;

(3) the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the PSP 2014; and
- (b) to modify and/or alter the PSP 2014 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the PSP 2014, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the PSP 2014; and

(4) the Directors of the Company be and are hereby authorised to grant PSP 2014 Awards in accordance with the provisions of the PSP 2014 and to allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of PSP 2014 Awards under the PSP 2014, provided that:

- (a) the aggregate number of (A) (i) New Shares allotted and issued and/or to be allotted and issued, (ii) issued Shares (including Shares held in treasury) delivered and/or to be delivered, and (iii) Shares released and/or to be released in the form of cash in lieu of Shares, pursuant to the PSP 2014 and the RSP 2014 (as defined in Resolution 4), (B) (i) New Shares to be allotted and issued, (ii) issued Shares (including Shares held in treasury) to be delivered, and (iii) Shares to be released in the form of cash in lieu of Shares, pursuant to outstanding options or awards granted under the StarHub Pte Ltd Share Option Plan 2000, the StarHub Share Option Plan 2004, the StarHub Performance Share Plan and the StarHub Restricted Stock Plan, and (C) New Shares which may be delivered pursuant to options and/or awards granted under any other share scheme adopted by the Company after the adoption date of the PSP 2014 and for the time being in force, shall not exceed 8% of the total number of issued Shares of the Company (excluding treasury shares) from time to time;
- (b) the aggregate number of Shares to be delivered pursuant to PSP 2014 Awards and RSP 2014 Awards (as defined in Resolution 4 below) under the PSP 2014 and the RSP 2014 respectively in any one financial year shall not exceed 0.8% of the total number of issued Shares (excluding treasury shares) from time to time; and
- (c) the aggregate number of Shares which may be delivered pursuant to Awards granted to Parent Group Executives or Non-Executive Directors of the Parent Group (each as defined in the Circular) (whose services have been seconded to a company within the Group and who shall be regarded as Group Employees (as defined in the Circular) for the purposes of the PSP 2014) shall not exceed 20% of the Shares available under the PSP 2014.

Resolution 4: Ordinary Resolution**The Proposed Adoption of the RSP 2014**

That:

(1) a new restricted stock plan to be known as the "StarHub Restricted Stock Plan 2014" (the "RSP 2014"), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which awards ("RSP 2014 Awards") or fully paid-up Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees (including executive directors) of the Company, its subsidiaries and associated companies, details of which are set out in the Circular, be and is hereby approved;

(2) the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the RSP 2014; and
- (b) to modify and/or alter the RSP 2014 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the RSP 2014, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the RSP 2014; and

(3) the Directors of the Company be and are hereby authorised to grant RSP 2014 Awards in accordance with the provisions of the RSP 2014 and to allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of RSP 2014 Awards under the RSP 2014, provided that:

- (a) the aggregate number of (A) (i) New Shares allotted and issued and/or to be allotted and issued, (ii) issued Shares (including Shares held in treasury) delivered and/or to be delivered, and (iii) Shares released and/or to be released in the form of cash in lieu of Shares, pursuant to the RSP 2014 and the PSP 2014, (B) (i) New Shares to be allotted and issued, (ii) issued Shares (including Shares held in treasury) to be delivered, and (iii) Shares to be released in the form of cash in lieu of Shares, pursuant to outstanding options or awards granted under the StarHub Pte Ltd Share Option Plan 2000, the StarHub Share Option Plan 2004, the StarHub Performance Share Plan and the StarHub Restricted Stock Plan, and (C) New Shares which may be delivered pursuant to options and/or awards granted under any other share scheme adopted by the Company after the adoption date of the RSP 2014 and for the time being in force, shall not exceed 8% of the total number of issued Shares of the Company (excluding treasury shares) from time to time;
- (b) the aggregate number of Shares to be delivered pursuant to RSP 2014 Awards and PSP 2014 Awards under the RSP 2014 and the PSP 2014 respectively in any one financial year shall not exceed 0.8% of the total number of issued Shares (excluding treasury shares) from time to time; and
- (c) the aggregate number of Shares which may be delivered pursuant to Awards granted to Parent Group Executives or Non-Executive Directors of the Parent Group (whose services have been seconded to a company within the Group and who shall be regarded as Group Employees for the purposes of the RSP 2014) shall not exceed 20% of the Shares available under the RSP 2014.

By Order of the Board

Veronica LaiCompany Secretary
Singapore, 21 March 2014**Notes:**

(1) A member of the Company entitled to attend and vote at the Extraordinary 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 deposited at the office of the Share Registrar of the Company, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, not less than 48 hours before the time of the Extraordinary General Meeting.

(3) The Company may use its internal sources of funds of the Group or external borrowings or a combination of both to finance the purchase or acquisition of its Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired and the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

Based on the existing issued Shares (excluding treasury shares) as at 24 February 2014 (the "Latest Practicable Date"), the purchase by the Company of 10% of its issued Shares (excluding treasury shares) will result in the purchase or acquisition of 172.3 million Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires the 172.2 million Shares at the Maximum Price of S\$4.349 for one Share (being the price equivalent to 105% of the average of the closing market prices of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 172.2 million Shares is S\$748.9 million.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires the 172.2 million Shares at the Maximum Price of S\$4.556 for one Share (being the price equivalent to 110% of the average of the closing market prices of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 172.2 million Shares is S\$784.5 million.

The illustrative financial effects of the purchase or acquisition of Shares by the Company pursuant to the proposed renewal of the Share Purchase Mandate on the audited financial statements of the Company for the financial year ended 31 December 2013 are set out in paragraph 2.7.4 of the Circular.