

STARHUB LTD

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

NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of StarHub Ltd (the “**Company**”) will be held at Level 3, Nicoll 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 25 April 2025 at 9.00 a.m. for the following purposes:

Ordinary Business

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| 1 | To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2024 (“ FY2024 ”) and the Auditors’ Report therein. | Resolution 1 |
| 2 | To re-elect the following Directors who will retire pursuant to Article 99 of the Company’s Constitution and who, being eligible, will offer themselves for re-election:

(a) Ms Deborah Tan Yang Sock (Mrs Deborah Ong) (Independent Chairman of the Audit Committee); and

(b) Mr Han Kwee Juan. | Resolution 2

Resolution 3 |
| | <i>The profiles of Mrs Ong and Mr Han can be found in the ‘Board of Directors’, the ‘Directors’ Profile’ and the ‘Additional Information on Directors Seeking Re-election’ sections of the StarHub Annual Report 2024.</i> | |
| 3 | To re-elect the following Directors who will retire and who, being eligible, will offer themselves for re-election:

(a) Mr Olivier Lim Tse Ghow; and

(a) Ms Nayantara Bali (Independent Member of the Audit Committee). | Resolution 4

Resolution 5 |
| | <i>The profiles of Mr Lim and Ms Bali can be found in the ‘Board of Directors’, the ‘Directors’ Profile’ and the ‘Additional Information on Directors Seeking Re-election’ sections of the StarHub Annual Report 2024.</i> | |
| 4 | To approve the sum of up to S\$1,739,601.96, as Directors’ remuneration incurred in FY2024 (FY2023: S\$1,559,892.84), and as part of the Directors’ remuneration for certain benefits-in-kind to be incurred in the period commencing 26 April 2025 to the date of the next Annual General Meeting of the Company to be held in 2026. | Resolution 6 |
| 5 | To declare a final dividend of 3.2 cents per ordinary share of the Company (“ Share ”) for FY2024. | Resolution 7 |
| 6 | To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 8 |

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 9

- (a) (i) issue 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 and subsidiary holdings) (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 and subsidiary holdings) (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 and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings), 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 were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (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 Constitution 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: **Resolution 10**
- (a) grant awards in accordance with the provisions of the StarHub Performance Share Plan 2024 (the “**PSP 2024**”) and/or the StarHub Restricted Stock Plan 2024 (the “**RSP 2024**”) (the PSP 2024 and the RSP 2024, together the “**Share Plans 2024**”); and
- (b) allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of awards granted under the Share Plans 2024 (“**Awards**”),
- provided that the aggregate number of Shares allotted and issued under the Share Plans 2024 shall not exceed the limits specified in the rules of the Share Plans 2024.
- 9 To transact such other business as may be transacted at an Annual General Meeting of the Company.

By Order of the Board

Audra Balasingam
Company Secretary

Singapore, 3 April 2025

Notes:

1. The Annual General Meeting (“**AGM**”) will be held, in a wholly physical format, at Level 3, Nicoll 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 25 April 2025 at 9.00 a.m. **There will be no option for shareholders to participate virtually.** Copies of this Notice and the accompanying proxy form will be sent by post to members. The Annual Report for FY2024 (“**AR2024**”) may be accessed at the Company’s Investor Relations (“**IR**”) website at the URL <https://ir.starhub.com/AGM-EGM> and thereafter by clicking on the link for ‘Annual Report 2024’ under ‘AGM-EGM 2025 Materials’ and will be made available on SGXNet.
2. Arrangements relating to:
 - (a) attendance at the AGM by shareholders, including CPF and SRS investors;
 - (b) submission of questions to the Chairman of the Meeting by shareholders, including CPF and SRS investors, in advance of, or at, the AGM, and addressing of substantial and relevant questions in advance of, or at, the AGM; and
 - (c) voting at the AGM by shareholders, including CPF and SRS investors, or (where applicable) their duly appointed proxy/proxies,are set out in the accompanying announcement by the Company dated 3 April 2025. This announcement may be accessed at the Company’s IR website at the URL <https://ir.starhub.com/AGM-EGM>, and will also be made available on SGXNet.
3. CPF or SRS investors may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 15 April 2025.

4. A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a member of the Company. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
6. The instrument appointing a proxy/proxies must be submitted to the Company in the following manner:
- (a) if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at StarHub-AEGM2025@boardroomlimited.com,

in either case not less than **72 hours** before the time appointed for the AGM.

A member who wishes to submit an instrument appointing a proxy/proxies by post or via email must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

7. In the case of an equality of votes under any one of the Resolutions set out above, the Chairman of the Meeting will not exercise his entitlement to a casting vote at the AGM of the Company notwithstanding Article 68 of the Constitution of the Company.

Explanatory Notes:

Resolution 6

Resolution 6 is to approve the payment of an aggregate sum of up to **S\$1,739,601.96** to the non-executive Directors of the Company ("**NED**"), which consists of: (a) S\$1,676,805.36 as Directors' remuneration incurred in FY2024 ("**FY2024 Directors' Remuneration**"); and (b) up to S\$62,796.60 as part of the Directors' remuneration for certain benefits-in-kind expected to be incurred in the period commencing 26 April 2025 to the date of the next Annual General Meeting of the Company to be held in 2026 ("**2026 AGM**").

The sum of S\$1,676,805.36 to be paid as FY2024 Directors' Remuneration consists of: (a) S\$1,616,320.00 of Directors' fees; and (b) S\$60,485.36 of benefits-in-kind incurred in FY2024. The FY2024 Directors' Remuneration also includes the sum of S\$23,660.00, being the pro-rated Directors' remuneration for FY2024 for Mr Naoki Wakai, who retired as NED at the close of the Company's AGM held on 25 April 2024.

If approved, it is currently intended that each of the NEDs (with the exception of Mr Naoki Wakai) will receive 70% of his/her Directors' fees in cash and 30% of his/her Directors' fees in the form of a restricted share award, pursuant to the RSP 2024. Mr Naoki Wakai has declined the restricted share award and will only receive the cash component of his remuneration. For the share component of the Directors' fees, 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.

In order to encourage alignment of the interests of the NEDs with the interests of shareholders, NEDs who received the aforesaid restricted share award are required to hold Shares worth at least (a) the prevailing annual 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. NEDs can dispose of all their Shares one year after ceasing to be a Director.

The sum of up to S\$62,796.60 is the estimated sum to be paid to the NEDs as part of their Directors' remuneration for the benefits-in-kind they are expected to receive in connection with their service for the period commencing 26 April 2025 to the date of the 2026 AGM. This includes estimates of benefits-in-kind such as mobile data and data roaming allowances, discounts for StarHub services and a driver for the Chairman. As certain benefits-in-kind are provided on an ongoing basis for the duration of the Directors' continued service and therefore will continue to be provided after the end of the current financial year up to the date of the 2026 AGM, the foregoing sum includes the expected value of such benefits-in-kind up to the date of the 2026 AGM. The exact amount of Directors' fees for the NEDs for the financial year ending 31 December 2025 will be tabled for shareholders' approval at the 2026 AGM and disclosed in the Company's Annual Report 2025.

The foregoing sum of up to S\$62,796.60 is computed based on the anticipated number of NEDs for the period commencing 26 April 2025 to the date of the 2026 AGM. The amount also includes a buffer to cater for contingencies such as, but are not limited to, the appointment of additional NEDs during the period. In the event that the amount proposed is insufficient, approval will be sought at the 2026 AGM for the shortfall before payments are made to the Directors.

For further details on the above, please see the section on “3. Remuneration Matters” in the Corporate Governance section of the AR2024.

Resolution 9

Resolution 9 is to empower the Directors to issue Shares 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 and subsidiary holdings), with a sub-limit of 15% (instead of 20% as permitted under the Listing Manual of the SGX-ST) 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 and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time that Resolution 9 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 were issued and are outstanding or subsisting at the time that Resolution 9 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares.

Resolution 10

Resolution 10 is to empower the Directors to grant Awards and to allot and issue Shares pursuant to the vesting of Awards provided that the limits as set out in the rules of the Share Plans 2024 are complied with. The rules of the Share Plans 2024 limit the aggregate number of Shares that may be allotted and issued and/or delivered pursuant to Awards to 8% (instead of 15% as permitted under the Listing Manual of the SGX-ST) of the total number of issued Shares (excluding treasury shares and subsidiary holdings). Approval for the adoption of each of the Share Plans 2024 was given by shareholders at an Extraordinary General Meeting of the Company held on 25 April 2024. The grant of Awards will be made in accordance with their respective provisions.

NOTICE OF RECORD DATE AND FINAL DIVIDEND PAYMENT DATE

Notice is hereby given that, subject to the approval of the shareholders to the final dividend at the Twenty-Seventh Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed on 2 May 2025.

Duly completed registrable transfers received by the Company’s share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 up to the close of business at 5.00 p.m. on 30 April 2025 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 Shares as at 5.00 p.m. on 30 April 2025 will be entitled to the final dividend.

The final dividend, if so approved by shareholders, will be paid on 16 May 2025.

Personal data privacy:

By submitting an instrument appointing a proxy/proxies and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy/proxies and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy/proxies and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy/proxies and/or representative(s) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.