

**Keppel Corporation**  
**KEPPEL CORPORATION LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 196800351N)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of Keppel Corporation Limited (the “**Company**”) will be convened and held by way of electronic means on Thursday, 9 December 2021 at 10.30 a.m., for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an Ordinary Resolution:

**ORDINARY RESOLUTION: PROPOSED ACQUISITION BY KEPPEL PEGASUS PTE. LTD., A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, OF ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF SINGAPORE PRESS HOLDINGS LIMITED (EXCLUDING TREASURY SHARES) BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 210 OF THE COMPANIES ACT (CHAPTER 50 OF SINGAPORE) (THE “SCHEME”)**

That subject to the Scheme becoming effective in accordance with its terms:

- (a) approval be and is hereby given for the proposed acquisition (the “**Proposed Transaction**”) by Keppel Pegasus Pte. Ltd. (the “**Offeror**”), a wholly-owned subsidiary of the Company, of all the issued and paid-up ordinary shares in the capital of Singapore Press Holdings Limited (“**SPH**”) (excluding the treasury shares) by way of a scheme of arrangement under Section 210 of the Companies Act (Chapter 50 of Singapore) (the “**Companies Act**”) and in compliance with the Singapore Code on Take-overs and Mergers, on the terms and conditions set out in the implementation agreement (the “**Implementation Agreement**”) dated 2 August 2021 (as may be supplemented or amended from time to time, including by the supplemental letter dated 9 November 2021) entered into between the Offeror and SPH, as described in the circular to the shareholders of the Company (“**Shareholders**”) dated 24 November 2021 (the “**Circular**”), and the entry into the Implementation Agreement be and is hereby approved and ratified;
- (b) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Transaction; and
- (c) the directors of the Company (the “**Directors**”) or any one of them be authorised and directed to do all things necessary or expedient or in the interests of the Company and the Shareholders (including executing any document) as the Directors or any one of them may deem fit, to give effect to the Proposed Transaction as contemplated in this resolution.

**By Order of the Board**



**Caroline Chang/Kenny Lee**  
Company Secretaries  
24 November 2021

#### Notes:

- (1) The Company will be conducting the EGM by way of 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.
- (2) Shareholders should take note of the following alternative arrangements that have been put in place to allow Shareholders to participate in the EGM:

- (a) **Live Audio-visual Webcast / Live Audio-only Stream:** The EGM will be conducted by way of electronic means and there will be no personal attendance at the EGM. The proceedings of the EGM will be broadcast via a live audio-visual webcast or live audio-only stream.
- (b) **Online Pre-registration:** Shareholders as well as investors who hold shares of the Company through the Central Provident Fund ("CPF") or the Supplementary Retirement Scheme ("SRS" and such investors, "CPF/SRS Investors") who wish to follow the proceedings of the EGM through the live audio-visual webcast or live audio-only stream **must pre-register online at <https://www.kepcorp.com/en/egm-dec2021> (the "Pre-registration Page") from now until 10.30 a.m. on 6 December 2021** (being 72 hours before the time appointed for the holding of the EGM) to enable the Company to verify their status as shareholders.

Following successful verification, an email containing instructions on how to join the live broadcast of the EGM proceedings, including user ID and password details, as well as the link to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the EGM proceedings will be sent to authenticated persons before the EGM (the "Confirmation Email"). **Shareholders who do not receive the Confirmation Email by 10.30 a.m. on 8 December 2021 but have pre-registered for the EGM proceedings by the deadline of 10.30 a.m. on 6 December 2021, should contact the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte Ltd (the "Share Registrar"), at +65 6536 5355 (Mondays to Fridays, excluding public holidays, from 9.00 a.m. to 5.00 p.m.) or at [keppel@boardroomlimited.com](mailto:keppel@boardroomlimited.com) immediately.**

Investors holding shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act and such investors, "Investors") (other than CPF/SRS Investors) will not be able to pre-register at the Pre-registration Page for the live broadcast of the EGM. Investors (other than CPF/SRS Investors) who wish to participate in the live broadcast of the EGM should instead contact their relevant intermediary as soon as possible in order to make the necessary arrangements to participate. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Share Registrar, via email to [keppel@boardroomlimited.com](mailto:keppel@boardroomlimited.com) no later than **10.30 a.m. on 6 December 2021**.

- (c) **Submission of Questions:** All Shareholders (including CPF/SRS Investors) may submit questions relating to the business of the EGM in advance of, or live at, the EGM.

#### **Submission of Questions in Advance**

All Shareholders (including CPF/SRS Investors) can submit questions relating to the business of the EGM up till **10.30 a.m. on 6 December 2021** (being 72 hours before the time appointed for the holding of the EGM) in the following manner:

- (i) via the Pre-registration Page;
- (ii) via email to [investor.relations@kepcorp.com](mailto:investor.relations@kepcorp.com); or
- (iii) by post addressed to the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623.

When sending in questions, the following details should be provided for verification purposes: the Shareholder's full name, address, telephone number and email address, and the manner in which such Shareholder holds shares in the Company (e.g. if you hold shares of the Company directly, please provide your CDP account number; otherwise, please state if you hold shares of the Company through CPF or SRS).

Shareholders (including CPF/SRS Investors) are strongly encouraged to submit questions electronically by the Pre-registration Page or email.

#### **Submission of Questions live at the EGM**

All Shareholders (including CPF/SRS Investors) who have pre-registered for the EGM may also ask questions relating to the business of the EGM live at the EGM, by typing in and submitting their questions through the live chat function via the audio-and-visual webcast platform. Shareholders (including CPF/SRS Investors) will not be able to ask questions live at the EGM via the audio-only stream of the EGM proceedings.

Investors (other than CPF/SRS Investors) who wish to submit questions relating to the business of the EGM in advance of, or live at, the EGM should contact the relevant intermediary through which they hold shares in the Company as soon as possible in order for the necessary arrangements to be made.

The Company will endeavour to address all substantial and relevant questions relating to the business of the EGM received from Shareholders prior to the EGM through publication on the SGXNet and the Company's website at <https://www.kepcorp.com/en/investors/agg-egm/>, or during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

- (d) **Voting Solely via Appointing Chairman as Proxy (Submit a Proxy Form):** Shareholders (including CPF/SRS Investors) will not be able to vote online at the EGM, and will only be able to vote at the EGM by appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf. The Chairman of the EGM, as proxy, need not be a Shareholder.

Where a Shareholder (whether an individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the Ordinary Resolution in the accompanying proxy form for the EGM (the “**Proxy Form**”), failing which the appointment of the Chairman as proxy for such resolution will be treated as invalid.

The Proxy Form is **not** valid for use by Investors (including CPF/SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS Investors who wish to vote on the Ordinary Resolution should approach their respective CPF Agent Banks/SRS Operators as soon as possible and in any case, by **5.00 p.m. on 30 November 2021**, being seven working days before the date of the EGM to submit his/her voting instructions. An Investor (other than a CPF/SRS Investor) who wishes to vote on the Ordinary Resolution should instead approach his/her/its relevant intermediary as soon as possible to specify his/her/its voting instructions.

The Proxy Form must be submitted to the Company in the following manner:

- (i) via post to the office of the Share Registrar at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or
- (ii) via email to [keppel@boardroomlimited.com](mailto:keppel@boardroomlimited.com) (e.g. enclosing a clear scanned completed and signed Proxy Form in PDF),

in either case to be received no later than **10.30 a.m. on 6 December 2021** (being 72 hours before the time appointed for the holding of the EGM).

A Shareholder who wishes to submit a Proxy Form must first 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. Proxy Forms can be downloaded from the Company's website at <https://www.kepcorp.com/en/investors/agm-egm/> or the SGXNet.

In the case of Shareholders whose shares in the Company are entered against their names in the Depository Register, the Company may reject any Proxy Form submitted if such Shareholders are not shown to have shares in the Company entered against their names in the Depository Register (as defined in Part IIIA of the Securities and Futures Act, Chapter 289 of Singapore) as at 72 hours before the time appointed for holding the EGM, as certified by the CDP to the Company.

**Shareholders are strongly encouraged to submit completed Proxy Forms electronically by email. Please refer to the Proxy Form for further information.**

Documents and information relating to the EGM (including this Notice of EGM, the Circular and the Proxy Form) are available on the Company's website at <https://www.kepcorp.com/en/investors/agm-egm/>, and on the SGXNet. Printed copies of the Circular will **not** be despatched to Shareholders. For Shareholders' convenience, printed copies of this Notice of EGM and the Proxy Form will be despatched to Shareholders.

Shareholders should note that the manner of conduct of the EGM may be subject to further changes at short notice. Shareholders are advised to check the Company's website at <https://www.kepcorp.com/en/investors/agm-egm/> and the SGXNet regularly for updates.

Any reference to a time of day in this Notice of EGM is made by reference to Singapore time.

#### **Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder'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 the appointment of the Chairman as proxy for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

In the case of a Shareholder who is a relevant intermediary, by submitting the consolidated list of participants set out in Note (2)(b) of this Notice of EGM, such Shareholder represents and warrants that it has obtained the prior consent of the individuals for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such individuals 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 the participation of such individuals in the broadcast and proceedings of the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and record of questions asked, and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.