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**ELECTRONIC DESPATCH OF CIRCULAR AND  
ALTERNATIVE ARRANGEMENTS RELATING TO EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 9 DECEMBER 2021**

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1. **Background:** Keppel Corporation Limited (the "**Company**") refers to:
- (a) the joint announcement issued by Keppel Pegasus Pte. Ltd. (the "**Offeror**") and Singapore Press Holdings Limited ("**SPH**") on 2 August 2021 in relation to the proposed acquisition by the Offeror of all the issued and paid-up ordinary shares (excluding treasury shares) in the capital of SPH by way of a scheme of arrangement (the "**Scheme**") under Section 210 of the Companies Act (Chapter 50 of Singapore) ("**Companies Act**") and such acquisition, the "**Proposed Transaction**";
  - (b) the announcement issued by the Company on 2 August 2021 in relation to the Proposed Transaction;
  - (c) the joint announcement issued by the Offeror and SPH on 9 November 2021 in relation to, *inter alia*, the revision to the terms of the Scheme;
  - (d) the announcement issued by the Company on 9 November 2021 in relation to, *inter alia*, the revision to the terms of the Scheme;
  - (e) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for the conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
  - (f) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and

- (g) the joint statement by the Accounting and Corporate Regulatory Authority of Singapore, Monetary Authority of Singapore and Singapore Exchange Regulation released on 1 October 2020 on Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation.
2. **Electronic Despatch of the Circular:** The Company wishes to announce that it has today despatched to shareholders of the Company ("**Shareholders**") a circular dated 24 November 2021 (the "**Circular**"), by electronic means via publication on the Company's website at <https://www.kepcorp.com/en/investors/agm-egm/> and on the SGXNet. The Circular contains, *inter alia*, the following:
- (a) details of the Proposed Transaction, including the recommendation of the Relevant Directors (as defined in the Circular) in relation to the Proposed Transaction; and
- (b) the Notice of Extraordinary General Meeting dated 24 November 2021 (the "**Notice of EGM**") relating to the extraordinary general meeting of the Company (the "**EGM**") to be convened for the purpose of seeking Shareholders' approval for the Proposed Transaction, and the accompanying proxy form for the EGM (the "**Proxy Form**").
- In line with the provisions of the Order, no printed copies of the Circular will be despatched to Shareholders. For Shareholders' convenience, printed copies of the Notice of EGM and the Proxy Form will be despatched to Shareholders.
3. **Date, Time and Conduct of the EGM:** Pursuant to the Order, the EGM will be convened and held by way of electronic means on **9 December 2021 at 10.30 a.m.** (Singapore Time).
4. **Participation at the EGM:** The EGM will be conducted only by way of electronic means and there will be no personal attendance at the EGM. Shareholders may participate in the EGM by:
- (a) observing and/or listening to the EGM proceedings via the live audio-visual webcast or live audio-only stream;
- (b) submitting questions in advance of and/or live at the EGM; and/or
- (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM. In this regard, Shareholders are to note that they 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.

Details of the steps for pre-registration, submission of questions and voting at the EGM are set out in the **Appendix** to this Announcement.

5. **Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act):**

- (a) Persons holding shares in the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") (collectively, the "**CPF/SRS Investors**") who wish to participate in the EGM by (i) observing and/or listening to the EGM proceedings via the live audio-visual webcast or live audio-only stream and (ii) submitting questions in advance of and/or live at the EGM, should follow the steps for pre-registration and submission of questions set out in the Appendix. **However, CPF/SRS Investors who wish to appoint the Chairman as proxy to attend, speak and vote on their behalf at the EGM should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 30 November 2021.**
- (b) Investors holding shares in the Company through relevant intermediaries ("**Investors**") (other than CPF/SRS Investors) who wish to participate in the EGM by (i) observing and/or listening to the EGM proceedings via the live audio-visual webcast or live audio-only stream, (ii) submitting questions in advance of and/or live at the EGM, and/or (iii) appointing the Chairman as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

6. **Key Dates / Deadlines:** In summary, the key dates/deadlines which Shareholders should take note of are set out in the table below:

Key Dates and Times	Actions
<b>5.00 p.m. on 30 November 2021</b>	<p>Deadline for CPF/SRS Investors who wish to appoint the Chairman as proxy to attend, speak and vote on their behalf at the EGM to approach their respective CPF Agent Banks or SRS Operators to submit their votes.</p> <p>Investors (other than CPF/SRS Investors) who wish to participate in the live broadcast of the EGM should contact their relevant intermediary as soon as possible in order to make the necessary arrangements to participate.</p>

<b>10.30 a.m. on 6 December 2021</b>	<p>Deadline for Shareholders to:</p> <ul style="list-style-type: none"> <li>(a) pre-register at <a href="https://www.kepcorp.com/en/egm-dec2021">https://www.kepcorp.com/en/egm-dec2021</a> for the live audio-visual webcast or live audio-only stream of the EGM proceedings;</li> <li>(b) submit questions in advance of the EGM; and</li> <li>(c) lodge Proxy Forms.</li> </ul>
<b>10.30 a.m. on 8 December 2021</b>	<p>Authenticated Shareholders who pre-registered for the live audio-visual webcast or live audio-only stream of the EGM proceedings at <a href="https://www.kepcorp.com/en/egm-dec2021">https://www.kepcorp.com/en/egm-dec2021</a> will receive 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 before the EGM (the "<b>Confirmation Email</b>").</p> <p>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 &amp; Advisory Services Pte Ltd, at +65 6536 5355 (Mondays to Fridays, excluding public holidays, from 9.00 a.m. to 5.00 p.m.) or at <a href="mailto:keppel@boardroomlimited.com">keppel@boardroomlimited.com</a> immediately.</p>
<b>Date and Time of the EGM (10.30 a.m. on 9 December 2021)</b>	<p>Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the EGM proceedings or call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the EGM proceedings.</p>

7. **Important:** 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.

8. **Responsibility Statement:** The directors of the Company (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement which relate to the Company are fair and accurate and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading. The directors of the Company jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Company has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

By order of the Board  
Caroline Chang / Kenny Lee  
Company Secretaries

24 November 2021

## APPENDIX

### **Steps for pre-registration, submission of questions and voting at the EGM:**

Shareholders will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or the live audio-only stream by pre-registering. Shareholders can also submit questions in advance of and/or live at the EGM and vote at the EGM by appointing the Chairman of the EGM ("**Chairman**") as proxy to attend, speak and vote on their behalf at the EGM.

To do so, they will need to complete the steps below.

No.	Steps	Details
1.	<b>Online Pre-registration</b>	<p>Shareholders as well as 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 <a href="https://www.kepcorp.com/en/egm-dec2021">https://www.kepcorp.com/en/egm-dec2021</a> (the "<b><u>Pre-registration Page</u></b>") from now until <b>10.30 a.m. on 6 December 2021</b> (being 72 hours before the time appointed for the holding of the EGM) to enable the Company to verify their status as shareholders.</p> <p>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 "<b><u>Confirmation Email</u></b>").</p> <p><b>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 &amp; Advisory Services Pte Ltd (the "<b><u>Share Registrar</u></b>") at +65 6536 5355 (Mondays to Fridays, excluding Public Holidays, from 9.00 a.m. to 5.00 p.m.) or at <a href="mailto:keppel@boardroomlimited.com">keppel@boardroomlimited.com</a> immediately.</b></p> <p>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.</p> <p>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.</p>

2.	<b>Submission of Questions</b>	<p>All Shareholders (including CPF/SRS Investors) may submit questions relating to the business of the EGM in advance of, or live at, the EGM.</p> <p><b>Submission of Questions in Advance:</b> All Shareholders (including CPF/SRS Investors) can submit questions relating to the business of the EGM up till <b>10.30 a.m. on 6 December 2021</b> (being 72 hours before the time appointed for the holding of the EGM) in the following manner:</p> <ul style="list-style-type: none"> <li>(a) via the Pre-registration Page;</li> <li>(b) via email to investor.relations@kepcorp.com; or</li> <li>(c) by post addressed to the Share Registrar, Boardroom Corporate &amp; Advisory Services Pte Ltd, at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623.</li> </ul> <p>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).</p> <p><b>Shareholders (including CPF/SRS Investors) are strongly encouraged to submit questions electronically by the Pre-registration Page or email.</b></p> <p><b>Submission of Questions live at the EGM:</b> 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-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.</p> <p>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.</p> <p><b>Addressing Questions:</b> The Company will endeavour to address all</p>
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		substantial and relevant questions relating to the business of the EGM prior to the EGM through publication on the SGXNet and the Company's website at <a href="https://www.kepcorp.com/en/investors/agm-egm/">https://www.kepcorp.com/en/investors/agm-egm/</a> , 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.
3.	<b>Submission of Proxy Form to Vote</b>	<p><b>Appointment of Chairman as proxy:</b> 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.</p> <p><b>Specific voting instructions to be given:</b> 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 Proxy Form, failing which the appointment of the Chairman as proxy for such resolution will be treated as invalid.</p> <p><b>Submission of Proxy Forms:</b> The Proxy Form must be submitted to the Company in the following manner:</p> <ul style="list-style-type: none"> <li>(a) via post to the office of the Share Registrar at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or</li> <li>(b) via email to <a href="mailto:keppel@boardroomlimited.com">keppel@boardroomlimited.com</a> (e.g. enclosing a clear scanned completed and signed Proxy Form in PDF),</li> </ul> <p>in either case to be received no later than <b>10.30 a.m. on 6 December 2021</b> (being 72 hours before the time appointed for the holding of the EGM).</p> <p>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.</p> <p><b>Shareholders are strongly encouraged to submit completed Proxy Forms electronically by email.</b></p> <p>The Proxy Form is <b>not</b> 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 at the EGM should approach their respective CPF Agent Banks/SRS</p>



		Operators as soon as possible and in any case, by <b>5.00 p.m. on 30 November 2021</b> to submit their voting instructions. An Investor (other than a CPF/SRS Investor) who wishes to vote at the EGM should approach his/her/its relevant intermediary as soon as possible to specify his/her/its voting instructions.
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