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ALLOTMENT AND ISSUANCE OF SHARES IN KONNECTIVITY PTE. LTD.

1. INTRODUCTION

1.1 The board of directors ("**Board**") of Keppel Corporation Limited (the "**Company**") refers to:

1.1.1 the announcement released by Konnectivity Pte. Ltd. ("**Offeror**") on 27 September 2018 (the "**Pre-Conditional Offer Announcement**") where the Offeror has announced that, subject to the satisfaction of the Pre-Condition (as defined in the Pre-Conditional Offer Announcement), it intends to make a voluntary conditional general offer (the "**Offer**") for all the issued and paid up ordinary shares in the capital of M1 Limited ("**M1**") (excluding treasury shares) ("**Shares**"), other than those Shares already owned, controlled, or agreed to be acquired by the Offeror, its related corporations, and their respective nominees, in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the "**Code**");

1.1.2 the announcement released by the Offeror on 28 December 2018 (the "**Offer Announcement**") in relation to the satisfaction of the Pre-Condition and its firm intention to make the Offer;

1.1.3 the formal offer document (the "**Offer Document**") dated 7 January 2019 containing the terms and conditions of the Offer issued by the Offeror and which was despatched to the shareholders of M1 on 7 January 2019; and

1.1.4 the announcement released by the Offeror on 15 February 2019 announcing that the Offer has been declared unconditional in all respects and the extension of closing date of the Offer.

1.2 Capitalised terms that are not defined in this Announcement shall have the meanings set out in the Offer Document.

2. THE JOINT TRANSACTION AGREEMENT

2.1 In the Pre-Conditional Offer Announcement, Offer Announcement and the Offer Document, it was disclosed that:

2.1.1 SPH Multimedia Private Limited ("**SMPL**"), a wholly-owned subsidiary of Singapore Press Holdings Limited ("**SPH**"), has undertaken to tender all of its Shares in acceptance of the Offer, and has also agreed to waive its rights under Rule 30 of the Code to receive the cash consideration payable to it by the Offeror under the terms of the Offer in exchange for the issuance of new shares in the capital of the Offeror ("**Offeror Shares**") following the valid tender of all of the Shares held by SMPL in acceptance of the Offer; and

2.1.2 the Company and SPH have entered into a binding joint transaction agreement (the "**JTA**") dated 27 September 2018 to, *inter alia*, regulate the affairs of the Offeror in connection with the Offer.

2.2 The JTA provides, *inter alia*, that each of the Company and SPH shall procure that its respective subsidiary, Keppel Konnect Pte. Ltd. ("**KKPL**") and SMPL, shall subscribe for, and the Offeror shall effect the allotment and issue of, Offeror Shares on the date of settlement of SMPL's Shares tendered in acceptance of the Offer ("**Settlement Date**"). SMPL had previously tendered its Shares in acceptance of the Offer on 30 January 2019.

3. THE ALLOTMENT AND ISSUE OF SHARES IN THE OFFEROR

3.1 The Board is pleased to announce that as at the date of this Announcement, being the Settlement Date, the Offeror has allotted and issued 497,812,000 Offeror Shares and 124,453,000 Offeror Shares (collectively, the "**New Offeror Shares**" and each, a "**New Offeror Share**") to KKPL and SMPL respectively. The New Offeror Shares have been, in accordance with the JTA, issued at an issue price of S$2.06, which is a price equal to that of the Offer Price. The aggregate consideration paid by KKPL for the 497,812,000 New Offeror Shares to be allotted and issued to KKPL is S$1,025,492,720.00, which was satisfied by way of capitalisation of part of a shareholder's loan extended by KKPL to the Offeror. The book value and net tangible asset value of each New Offeror Share, as at the date of this Announcement, is S$2.06 based on the issue price of each New Offeror Share.

3.2 For ease of reference, we set out the breakdown of KKPL and SMPL's shareholding in the Offeror as follows:

	Number of Offeror Shares held prior to the allotment and issue of the New Offeror Shares	**Number of New Offeror Shares allotted and issued**	**Number of Offeror Shares held after the allotment and issue of the New Offeror Shares**
KKPL	8	497,812,000	497,812,008
SMPL	2	124,453,000	124,453,002
Total number of Offeror Shares in the share capital of the Offeror	10	-	622,265,010

3.3 As a result of the allotment and issue of the New Offeror Shares to KKPL, the Company has today increased its interest in the Offeror. For the avoidance of doubt, there is no change in the shareholding percentages of KKPL and SMPL in the Offeror before and after the allotment and issue of the New Offeror Shares.

3.4 For completeness, the Company also wishes to disclose that both the effective interest of the Company and KKPL in M1 (held through the Offeror) have not been finalised as the Offer is still on-going and remains open for acceptance.

4. RESPONSIBILITY STATEMENT

The directors of the Company (including any director who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement 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.

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.

The directors of the Company jointly and severally accept responsibility accordingly.

By Order of the Board

Caroline Chang/Leon Ng
Keppel Corporation Limited
26 February 2019