ANNUAL REPORT 2023

INVESTING IN A SUSTAINABLE FUTURE

OVERVIEW

PERFORMANCE REVIEW

GOVERNANCE

FINANCIAL REPORT

OTHER INFORMATION

* Unless otherwise stated, the "Company" refers to Keppel Ltd., and "Keppel" or "Group" refers to Keppel Ltd. and its subsidiaries.

INVESTING IN A SUSTAINABLE FUTURE

As a global asset manager with deep operating capabilities, Keppel matches capital from investors with sustainability solutions to meet some of the world's most pressing needs across the energy transition, rapid urbanisation and increasing digitalisation. We are investing in a sustainable future, delivering quality solutions to customers and good returns to investors.

GLOBAL ASSET MANAGER & OPERATOR

With a robust asset management track record as well as deep operating capabilities spanning decades, Keppel provides an unrivalled value proposition to investors seeking opportunities in alternative real assets that meet some of the world's most pressing needs in Infrastructure, Real Estate and Connectivity.

MEGATRENDS

Resilient macrotrends are driving demand for Keppel's alternative assets and sustainability solutions. Our deep expertise in engineering, developing and operating specialised assets worldwide puts us at the forefront to seize the arising opportunities.

INVESTMENT PRODUCTS

Our ability to deploy capital across the capital stack, be they perpetual vehicles, private funds or bespoke mandates, allows Keppel to offer investors diverse fund products and multiple access points across the risk-return spectrum.

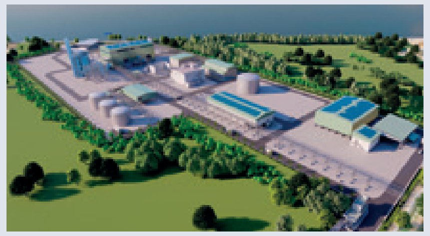
PROPRIETARY ASSETS

We are uniquely placed to give investors of our private funds and listed real estate and business trusts exclusive access to strategic real assets in Keppel's proprietary pipeline, many of which offer critical infrastructure and prime real estate solutions that produce strong inflation-protected cash flows.

Key Private Funds & Listed Vehicles

1 Energy Transition & Climate Change

- ▲ Keppel Asia Infrastructure Fund Series
- ▲ Keppel Core Infrastructure Fund
- ▲ Keppel Private Credit Fund
- ● Keppel Infrastructure Trust

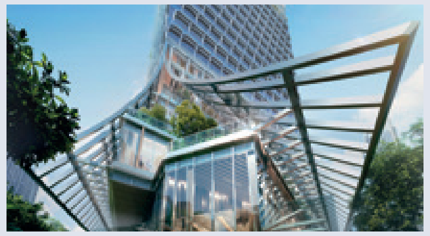


Keppel Sakra Cogen Plant
Singapore's first hydrogen-ready and most advanced power plant

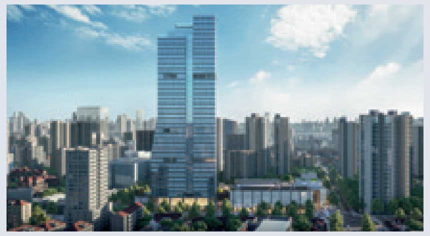
Keppel Marina East Desalination Plant
Singapore's first large-scale, dual-mode desalination plant that treats both rainwater and seawater

2 Rapid Urbanisation

- ▲ Keppel Sustainable Urban Renewal Fund
- ▲ Keppel Asia Macro Trends Fund Series
- ▲ Keppel Vietnam Fund
- ● Keppel REIT



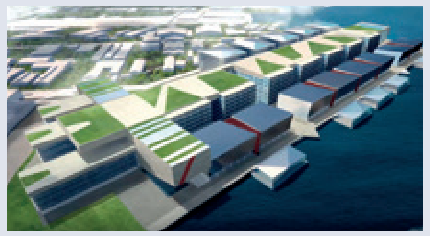
Keppel South Central
Next-generation smart, super low energy commercial building in Singapore's CBD



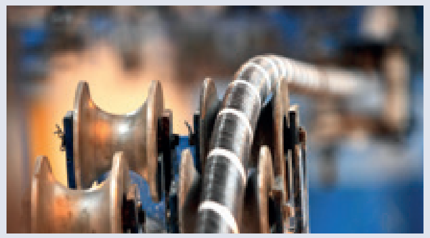
Park Avenue Central
Prime office and retail development in the heart of downtown Shanghai

3 Increasing Digitalisation

- ▲ Alpha Data Centre Fund
- ▲ Keppel DC Fund II
- ● Keppel DC REIT



Datapark+
Scalable and efficient modular data centre park



Bifrost Cable System
Largest capacity high-speed transmission cable across the Pacific Ocean

▲ Private Fund ● Listed Vehicle

DRIVING PERFORMANCE WITH STRONG CORE VALUES

AGILE
We are ever ready to innovate and change to be resilient and competitive in a rapidly evolving world.

CAN DO
We embrace a spirit of enterprise and passion for excellence, with the courage and tenacity to overcome the odds and deliver on our promises.

TRUSTED
We guard our fiduciary duty zealously, upholding high standards of governance as a steward of capital and a reliable partner to our investors, customers and stakeholders.

OVERVIEW

Key Figures

FINANCIAL HIGHLIGHTS

REVENUE[1]

$7.0b

Increased 5% from FY 2022's $6.6 billion.
Higher contributions from the Infrastructure and Connectivity segments were partly offset by lower revenue from the Real Estate segment.

NET PROFIT

$4.1b

Achieved highest profit on record.
More than quadruple that of FY 2022[2]. About $3.3 billion was from gains from the divestment of the offshore and marine (O&M) business.

RETURN ON EQUITY

37.9%

Increased significantly as compared to 8.1% for FY 2022.
Excluding discontinued operations, ROE improved to 8.2% in FY 2023 from 7.3% in FY 2022.

FUNDS UNDER MANAGEMENT[3]

$55b

Increased 10% yoy from $50 billion as at end-2022.
When Phase 1 of the Aermont acquisition is completed, Funds Under Management (FUM) would grow to about $79 billion.

EARNINGS PER SHARE

$2.28

Increased significantly from FY 2022's $0.52 per share.
Net profit of approximately $4.1 billion for FY 2023 translated to earnings per share of $2.28.

TOTAL DIVIDEND PER SHARE

$2.70

Higher than FY 2022's 33.0 cents per share.
Comprises total cash distribution of $0.34 per share and dividends *in specie* of Sembcorp Marine (now Seatrium) shares[4] and Keppel REIT units[5].

FEE-TO-FUM RATIO[6]

51 bps

Comparable to ratio of 53 bps in 2022.
Asset Management Fees[7] amounted to $283 million in FY 2023, compared to $267 million in FY 2022.

NET GEARING RATIO

0.90x

Higher than FY 2022's 0.78x ratio.
Mainly due to higher net debt as a result of net cash outflow from the divestment of the O&M business, and lower equity arising from the two dividends *in specie* and cash dividends paid in FY 2023.

TOTAL SHAREHOLDER RETURNS[8]

61.1%

Higher compared to 49.3% in 2022.
This is 13 times the Straits Times Index's Total Shareholder Return of 4.7% in 2023.

SUSTAINABILITY HIGHLIGHTS

ENVIRONMENTAL CONTRIBUTION

President's Award

Received the President's Award for the Environment, the highest environmental accolade for individuals, educational institutions and organisations in Singapore.

EMPLOYEE ENGAGEMENT

86%

Higher than Keppel's score of 84% in 2022 and above Mercer's global norm of 80% in 2023.

CONTRIBUTION TO WORTHY CAUSES

$4.3m

Contributed to social investment spending and industry advancement.

1 Revenue from continuing operations.
2 Excluding discontinued operations, net profit increased to $885 million from $839 million in FY 2022.
3 Gross asset value of investments and uninvested capital commitments on a leveraged basis to project fully-invested FUM.
4 Amounted to $2.19, rounded to the nearest two decimal places; calculated based on a division of (a) the cash equivalent amount of the dividend declared by the Company of $3,845 million, by (b) the Company's issued and paid-up share capital as at the Record Date of 1,751,959,918 Keppel Shares (excluding treasury shares).
5 Based on the closing market price of $0.835 per Keppel REIT unit on 6 November 2023, the cash equivalent amount of the dividend declared by the Company was $294 million, equivalent to $0.167 per share.
6 Fee-to-FUM ratio is on a run-rate basis and is computed based on average FUM for the year.
7 Includes 100% fees from subsidiary managers, joint ventures and associated entities, as well as share of fees based on a shareholding stake in an associate with which Keppel has a strategic alliance.
8 Source: Bloomberg

Financial Highlights

HALF-YEARLY RESULTS ($ million)

	2023			2022		
	1H	2H	Total	1H	2H	Total
Revenue – Continuing operations	**3,716**	**3,251**	**6,967**	3,356	3,264	6,620
Operating profit – Continuing operations	**572**	**504**	**1,076**	355	210	565
EBITDA – Continuing operations	**826**	**873**	**1,699**	684	672	1,356
Profit before tax – Continuing operations	**603**	**610**	**1,213**	551	544	1,095
Attributable profit – Continuing operations	**445**	**440**	**885**	434	405	839
Attributable profit – Discontinued operations	**3,182**	**–**	**3,182**	64	24	88
Attributable profit	**3,627**	**440**	**4,067**	498	429	927
Earnings per share (cents)	**203.0**	**24.6**	**227.6**	27.9	24.2	52.1

	2023	2022	% Change
For the year ($ million)			
Revenue – Continuing operations	**6,967**	6,620	5%
Profit			
Operating – Continuing operations	**1,076**	565	90%
EBITDA – Continuing operations	**1,699**	1,356	25%
Before tax – Continuing operations	**1,213**	1,095	11%
Net profit – Continuing operations	**885**	839	6%
Net profit – Discontinued operations	**3,182**	88	>500%
Net profit	**4,067**	927	339%
Operating cash flow	**58**	260	-78%
Free cash flow[1]	**(384)**	(408)	-6%
Per share ($)			
Earnings	**2.28**	0.52	337%
Net assets	**5.85**	6.38	-8%
Net tangible assets	**4.98**	5.49	-9%
At year end ($ million)			
Shareholders' funds	**10,307**	11,178	-8%
Perpetual securities	**402**	401	0%
Non-controlling interests	**308**	334	-8%
Total equity	**11,017**	11,913	-8%
Net debt	**9,873**	9,238	7%
Net gearing ratio (times)	**0.90**	0.78	15%
Adjusted net debt to EBITDA[2]	**4.6**	5.1	-10%
Return on shareholders' funds (%)			
Profit before tax	**40.3**	10.5	284%
Net profit	**37.9**	8.1	367%
Shareholders' value			
Distribution (cents per share)			
Interim cash dividend	**15.0**	15.0	0%
Final cash dividend	**19.0**	18.0	6%
Dividend *in specie*	**235.7**	–	n.m.f.
Total distribution	**269.7**	33.0	>500%
Share price ($)	**7.07**	7.26	-3%
Total shareholder returns (%)	**61.1**	49.3	24%

n.m.f. denotes no meaningful figure.

1 FY 2023's figure included a $500 million cash component realised as part of the divestment of discontinued operations, which is presented as cash inflow from financing activities in the financial statements. The inclusion herein is for better comparability and understanding of free cash flow.
2 Adjusted net debt is defined as net debt less carrying value of non-income producing undeveloped land and properties held for sale (completed and under development), while EBITDA refers to profit before depreciation, amortisation, net interest expense and tax.

INVESTING IN A SUSTAINABLE FUTURE

DANNY TEOH
Chairman

Keppel delivered strong performance in FY 2023. On the back of the disposal gain from the combination of Keppel Offshore & Marine and Sembcorp Marine, we achieved a record profit of $4.1 billion, with Return on Equity of 37.9%.

"Keppel shareholders would be receiving total dividends amounting to about $2.70 per Keppel share, comprising a total cash dividend of 34 cents per share and the DIS of Sembcorp Marine shares and Keppel REIT units."

DEAR SHAREHOLDERS,

2023 was one of the most transformational years in Keppel's history. We began the year with the divestment of Keppel Offshore & Marine. This was followed by the unveiling of the next phase of our Vision 2030 strategy, where we shed our conglomerate structure to become a horizontally integrated company – a global asset manager and operator, with deep capabilities in Infrastructure, Real Estate and Connectivity.

This is the culmination of a multi-year journey which saw Keppel privatising our separately listed business units, growing our asset management business, and simplifying our corporate structure and business. Our goal is to build an agile company that is more focused, leaner, flatter, better able to take quick decisions and unlock synergies to grow at speed and scale.

Despite a volatile external environment, with conflicts in Ukraine and the Middle East, tensions between major global powers, slow global growth, high interest rates, and extreme climate events, Keppel delivered strong performance in FY 2023.

On the back of the disposal gain of approximately $3.3 billion from the combination of Keppel Offshore & Marine and Sembcorp Marine, we achieved a record profit of $4.1 billion, with Return on Equity of 37.9%. Excluding the discontinued offshore and marine operations, net profit from continuing operations grew 6% year on year to $885 million.

As part of Vision 2030, we have focused on growing recurring income, which made up $773 million or 88% of Keppel's net profit from continuing operations in FY 2023. This is a marked increase of 54% from $503 million in the preceding year.

In 2023, Keppel delivered Total Shareholder Returns[1] (TSR) of 61.1%, 13 times the STI's TSR of 4.7%. This was following the TSR of 49.3% achieved in 2022, as we continued to focus on creating value for our shareholders.

Taking into account the Company's strong performance, the Board of Directors has proposed a final cash dividend of 19 cents per share. Together with the interim cash dividend of 15 cents per share, we will be paying out a total cash dividend of 34 cents per share for the whole of FY 2023, slightly higher than the total cash dividend of 33 cents paid for FY 2022.

This does not include the distribution *in specie* (DIS) on 1 March 2023 of approximately 19.1 Sembcorp Marine (now Seatrium) shares to our shareholders for every Keppel share held, with a value of $2.19 per Keppel share[2], or the DIS of Keppel REIT units with a value of $0.167 per Keppel share[3] on 6 November 2023. Including the DIS of Sembcorp Marine shares and Keppel REIT units, Keppel shareholders would be receiving total dividends amounting to about $2.70 per Keppel share for FY 2023.

GROWING AS AN ASSET MANAGER AND OPERATOR

Notwithstanding more cautious investor sentiments globally, we continued to grow our asset management business. In FY 2023, our private funds and listed trusts generated a total of $283 million[4] in asset management fees, a 6% increase year on year. We raised a total of about $2.3 billion in equity, and completed $2.5 billion worth of acquisitions and $500 million in divestments.

We also announced the proposed acquisition of Aermont Capital (Aermont), a leading European real estate asset manager. This is a significant step forward in our strategy to be a global asset manager. It brings together two like-minded asset managers with complementary capabilities, so that we can grow even faster together and also provide better value propositions to our investors or Limited Partners (LPs). When Phase 1 of the acquisition is completed this year, it would give Keppel an immediate and strong foothold in Europe, significantly expanding our presence beyond the Asia Pacific. The senior team at Aermont, with their extensive asset management track record and networks, will add considerable value to Keppel. We will also be able to leverage Aermont's longstanding relationships with its global clients to widen our network of blue-chip LPs.

As at end-2023, Keppel's Funds Under Management (FUM) had grown to $55 billion from $50 billion in the preceding year[5]. When Phase 1 of the Aermont acquisition is completed, our FUM would grow to about $79 billion, bringing us close to 80% of our interim target of $100 billion by end-2026[5].

1 Source: Bloomberg
2 Based on Sembcorp Marine's closing price of 11.5 cents per share on 1 March 2023, the first trading day following completion of the combination transaction.
3 Based on the closing price of $0.835 per Keppel REIT unit on 6 November 2023, the completion date of the DIS.
4 Includes 100% fees from subsidiary managers, joint ventures and associated entities, as well as share of fees based on a shareholding stake in an associate with which Keppel has strategic alliance.
5 Gross asset value of investments and uninvested capital commitments on a leveraged basis to project fully-invested FUM.

> "Investors in our private funds, REITs and business trust appreciate our operating capabilities, which distinguish us from pure financial investors, and find our active value adding approach to creating superior returns appealing."

We continued to execute our asset-light strategy, with $5.4 billion in asset monetisation announced by end-December 2023, since the start of the programme in October 2020. Of this amount, $947 million was announced in 2023. We exceeded the higher end of our $3-$5 billion asset monetisation target ahead of schedule and are now working towards our next cumulative target of $10-$12 billion by the end of 2026. The significant capital unlocked would allow us to invest in growth initiatives as well as reward shareholders.

SEIZING OPPORTUNITIES IN SUSTAINABLE DEVELOPMENT

At the United Nations Climate Change Conference (COP 28) last December, the international community agreed to transition away from fossil fuels, triple renewable energy capacity globally, and accelerate zero- and low-emission technologies. These developments are very much in line with Keppel's climate transition plans and bode well for many of the solutions that Keppel provides, including renewables; the development of the Keppel Sakra Cogen Plant, Singapore's first hydrogen-ready and most advanced power plant; the exploration of how carbon capture can be integrated into Waste-to-Energy Plants in Singapore; our sustainable urban renewal initiatives as well as innovative efforts to green data centres.

The global transition away from fossil fuels and towards zero- and low-emission technologies bodes well for many of the solutions that Keppel provides, including renewables and the development of the Keppel Sakra Cogen Plant, Singapore's first hydrogen-ready and most advanced power plant *(in picture)*.

With increasing digitalisation, accentuated by machine learning and Generative Artificial Intelligence, we also see increasing demand for digital connectivity, including data centres, subsea fibre cables and 5G-enabled digital telecommunication services. These are also areas where Keppel has strong capabilities.

The fact that Keppel has strong track records in both fund management as well as the development and operation of specialised assets is one of our key differentiators. Investors in our private funds, REITs and business trust appreciate our operating capabilities, which distinguish us from pure financial investors, and find our active value adding approach to creating superior returns appealing.

SUSTAINABILITY AT THE CORE OF OUR STRATEGY

Keppel has long been committed to sustainability. We are focused on running the Company responsibly and have set targets to reduce carbon emissions, increase renewable energy utilisation and reduce water usage and waste. For us, sustainability is not just a question of compliance or corporate social responsibility, but a key part of how we create value. We invest in and create solutions which help our customers and communities reduce or avoid carbon emissions and better manage their environmental impacts, as they progress on their net zero journeys.

In 2023, we were honoured to receive the President's Award for the Environment, the highest environmental accolade in Singapore. We also continued to receive strong endorsement from global environmental, social and governance (ESG) indices. We are included in the Dow Jones Sustainability World and Asia Pacific Indices, and continued to receive the highest MSCI AAA ESG rating.

We also continued to advance our safety journey, and achieved zero fatalities across our global operations during the year.

We believe that strong corporate governance and effective risk management are essential to the long-term sustainability of our business. As part of our efforts to achieve a good balance of skills, knowledge, experience as well as diversity among directors, we welcomed Ms Ang Wan Ching as an Independent Director on the Board with effect from July 2023. Wan Ching brings to the Board a wealth of experience in global investment, especially in private funds and alternative assets, which is particularly relevant as we grow as a global asset manager and operator.

We remain prudent in risk management, including keeping our cost of funds competitive amidst a high interest rate environment. As at end-2023, about 66% of our borrowings were on fixed rates, with interest cost of 3.75% and weighted tenor of about three years[1]. Given the current challenging market conditions in China, we are also carefully monitoring and progressively derisking our portfolio. Our Real Estate Division has monetised over $3 billion of assets in China since 2017, recognised total profits of more than $1 billion, and repatriated more than $5 billion of cash over the same period.

[1] Including perpetual securities.

In 2023, Keppel was conferred the President's Award for the Environment, the highest environmental accolade for individuals, educational institutions and organisations that have made outstanding contributions towards the environment and sustainability, as well as building a climate-resilient future for Singapore.

As the Company transformed, we remained focused on creating a supportive environment for work and career development. In our 2023 Employee Engagement Survey, we received an engagement score of 86%, 2 percentage points higher year on year and 6 percentage points higher than Mercer's global norm. 89% of respondents indicated that they are proud to work for Keppel and support Keppel's transformation to be a global asset manager and operator. We also continued to invest in training and development as well as succession planning, with our workforce achieving an average of more than 23 hours of training per person during the year, higher than our target of 20 hours.

Keppel has always believed that when our communities thrive, we thrive. In 2023, we contributed $4.3 million to worthy causes, including donations made through our philanthropic arm, Keppel Care Foundation. These include supporting a new Keppel Professorship in Sustainability Solutions at the National University of Singapore, providing bursaries for students from lower income families, and supporting persons with disabilities, among others. Overseas, we extended the very well-received Living Well programme, which provides vulnerable communities with access to clean water, in Vietnam and India, leveraging Keppel's capabilities in water solutions.

ACKNOWLEDGEMENTS

I would like to express my deep appreciation to fellow directors for their dedicated service and wise counsel, which helped Keppel to transform and deliver strong results amidst an uncertain environment. I would in particular like to thank Mr Till Vestring, Ms Veronica Eng and Professor Jean-François Manzoni, who will be stepping down from the Board immediately after the upcoming AGM. Till, Veronica and Jean-François contributed actively to the Board during a challenging and exciting period for the Company, including navigating the uncharted waters of the COVID-19 pandemic, as well as overseeing the formulation of our Vision 2030 strategy and transformation to be an asset manager and operator.

> "For us, sustainability is not just a question of compliance or corporate social responsibility, but a key part of how we create value."

I am also grateful to our shareholders, partners and other stakeholders for their confidence in and support of Keppel.

Lastly, I would like to express my appreciation to Keppelites around the world for their many contributions as we accelerated our transformation journey. We will continue to work closely with our different stakeholders to build a sustainable future together.

Yours sincerely,

DANNY TEOH
Chairman
1 March 2024

CREATING ENDURING VALUE

LOH CHIN HUA
Chief Executive Officer

Keppel's multi-dimensional transformation has seen us turn from a balance sheet player into an asset-light asset manager, from a conglomerate with vertical silos into a horizontally integrated company with end-to-end value chains.

"Keppel's shareholders have benefitted – and will continue to benefit – from our transformation. Keppel today is run more efficiently as one company. We are executing one business strategy, and exploiting synergies among our three segments to create greater value for our end customers, investors and shareholders."

Q How would you describe Keppel's transformation and progress over the past few years?

A We have made significant progress over the years to transform and adapt to the changing environment. A lot of what we see today is the result of many years of restructuring, from the privatisations of Keppel Land, followed by M1 and Keppel Telecommunications & Transportation, to the formation of Keppel Capital.

2023 was a major milestone in our journey. We successfully divested the offshore and marine business, achieved the highest net profit on record in Keppel's 55-year history, and delivered outstanding value to shareholders. All of these were achieved as we executed our ambitious plans to restructure and evolve the Company under what we call "Project Darwin".

Keppel's multi-dimensional transformation has seen us turn the Company from brown to green, from a balance sheet player into an asset-light asset manager and from a conglomerate with vertical silos into a horizontally integrated company with end-to-end value chains. Our earnings have also pivoted from lumpy orderbook and trading profits to what is now mostly recurring income.

We have successfully harnessed our industrial roots to transform the Company into a global asset manager and operator. Our strong investment track record, built up over 20 years, as well as our operating capabilities and domain knowledge in the key segments of Infrastructure, Real Estate and Connectivity, provide an unparalleled value proposition to the investors of our private funds, REITs and business trust. Investors also find our active value adding approach to creating superior returns appealing.

Keppel's shareholders have benefitted – and will continue to benefit – from our transformation. Keppel today is run more efficiently as one company. We are executing one business strategy, and exploiting synergies among our three segments to create greater value for our end customers, investors and shareholders.

Our earnings, now much more recurring, should attract growth multiples, rather than being valued based on price to book and discount to Revalued Net Asset Value with a further holding company discount. In fact, over 80% of the analysts who currently cover Keppel no longer apply a conglomerate discount to our stock.

Reflecting the significant changes in the Company, with effect from 1 January 2024, we have changed our name from Keppel Corporation Limited to Keppel Ltd., marking a new chapter in our corporate journey.

Keppel harnesses its competencies to build and manage assets, especially those in the alternative real asset space, to create unparalleled value for LPs.

But we are not done yet. The direction has been set. We will scale up our Funds Under Management (FUM), grow recurring income and monetise our assets, as we accelerate the execution of our Vision 2030 strategy. I am confident that Keppel is well positioned to ride the next S-curve of quality, sustainable growth.

Q How is Keppel different from other asset managers?

A Institutional investors are increasingly looking for General Partners who can provide more than just financial investment solutions. They are looking for partners with the competencies to build and manage assets, especially those in the alternative real asset space.

Keppel, with the DNA of an asset manager as well as strong operating capabilities, presents a very attractive proposition to our Limited Partners (LPs). We are able to draw on our deep domain expertise, whether it is in the energy transition, infrastructure, connectivity or real estate solutions, to create alphas for the funds that we manage.

Some large financial investors aspire to become operators but they do not have those competencies and need to acquire the necessary assets and platforms.

"LPs are expected to remain highly selective of investment strategies and asset classes, with a preference for sectors underpinned by resilient macrotrends, such as the energy transition, climate action and digitalisation, all of which are driving demand for Keppel's solutions."

In contrast, at Keppel, we have already been operators for a long time, with rich experience in engineering, developing and managing innovative solutions and providing essential services that help to address some of the world's most pressing challenges.

Conversely, there may also be operators out there who want to be asset managers, but they lack the DNA and the track record for investing third-party capital and running private funds.

Ultimately, LPs are entrusting us with significant investments which may be locked up for as long as 10 years. They would want to ensure that their interests are well taken care of by a trusted partner. At Keppel, we uphold our fiduciary duty zealously. We know what investors require, and we have built a strong track record and reputation on an LP-first mindset. Our competitive advantage as an asset manager and operator with deep expertise in sustainability solutions is a key differentiator that sets us apart from our peers.

Q Looking forward over the next few years, which opportunities excite you most in asset management?

A Private equity markets have experienced some headwinds in the past couple of years from fears of recession and elevated interest rates. With inflation starting to ease and interest rates stabilising, market liquidity should gradually improve in the latter part of 2024, availing more opportunities for fundraising and dealmaking.

However, LPs are expected to remain highly selective of investment strategies and asset classes, with a preference for sectors underpinned by resilient macrotrends, such as the energy transition, climate action and digitalisation, all of which are driving demand for Keppel's solutions.

Over the next few years, infrastructure is expected to be one of the fastest-growing asset classes, underpinned by the global push for cleaner energy, decarbonisation and digital connectivity solutions. A significant amount of capital will be required not only to replace ageing infrastructure but also to provide more advanced solutions needed for sustainable development.

With conditions in the capital markets improving, we will continue to pursue our quality deal flow pipeline of over $14 billion, the majority of which are in the Infrastructure and Connectivity segments. By leveraging Keppel's domain knowledge and operating expertise in multiple asset classes, we can provide more fund products with strong value propositions to our LPs.

Q As Keppel transforms its earnings stream with a focus on growing recurring income, how sustainable are Keppel's earnings, especially the contributions from Infrastructure?

A Our recurring income has been steadily rising over the past three years. In FY 2023, it rose 54% year on year to $773 million, bolstered by improved contributions from our Infrastructure Division, which has succeeded in becoming more asset-light and shifting away from lumpy engineering, procurement and construction profits towards steadier trading and fee-based income.

As we continue to pursue opportunities in renewables, clean energy and decarbonisation solutions, we are also expanding the pipeline of long-term contracts that provide stable income with good earnings visibility. One such example was the GlobalFoundries power purchase agreement inked in January 2024, which will see Keppel providing electricity to power the customer's Singapore operations for more than 15 years.

As at end-2023, about 60% of our contracted generation capacity was locked in for three years and above, up from 36% just six months prior in June 2023.

Concurrently, our growing base of infrastructure-related supply and service contracts stacked up to $4.3 billion at end-2023, with revenues to be earned over the next 10-15 years. New engines such as Energy-as-a-Service are also contributing to our growth, making up more than half of this substantial contract backlog. More recently in February 2024, we were appointed to design and build a large-scale solar photovoltaic system at Changi Airport, which we will own and operate for 25 years.

We are excited by the many opportunities in the infrastructure space. We are confident of not just sustaining our performance but also growing both profits and returns from this segment through our asset-light model.

Q China continues to be a difficult market. How has your strategy for the market changed?

A Keppel has been in China over three decades. While China is still an important market for us, we have de-risked our investments significantly over the last few years, in line with our asset-light strategy. Since 2017, our Real Estate Division has monetised over $3 billion of assets in China, including $94 million in 2023, and recognised total profits of more than $1 billion. We have also repatriated more than $5 billion of cash from China over the same period.

Today, we have a remaining landbank in China of about $1 billion held at historical costs in our books[1]. As we continue to seek monetisation opportunities, we will also be looking out for opportunities and attractive asset deals that may surface when markets undergo distress.

To be clear, we believe that China, with its sizeable market, still holds good potential over the medium to long term. However, it is important to recognise that China today is very different from what it was 10 years ago, and the country's needs have also evolved. With this in mind, we have developed a new China playbook that focuses on the energy transition, infrastructure, sustainable urban renewal and data centres – areas aligned to China's longer-term sustainable development goals, and where Keppel has strong differentiation and value add. With our deep know-how in sustainability solutions, and established presence in China, Keppel is well-placed to create value for investors and customers in this market in the long run.

Q Following the acquisition of Aermont Capital (Aermont), what are your plans for mergers & acquisitions (M&As) moving forward? What would you be looking out for in potential M&A targets?

A As we expand our business, we are looking out not just for good assets but also top talent and strong capabilities that can add value to Keppel as well as bolster our value proposition to global LPs. We do not have a standard playbook for M&A – the key is to find platforms run by good people who share the same values, and with whom we can grow.

For us, Aermont was a rare find, and the acquisition checks all of the boxes for both sides. Aermont was looking for a partner that could add strong value to its platform and was drawn to Keppel's expertise in the energy transition, infrastructure and connectivity. While real estate is an area that Keppel is very familiar with, we have not had a significant presence in this asset class outside of the Asia Pacific. So there was very little overlap between us, and Aermont can serve as our platform in Europe.

[1] Based on the carrying values of residential landbank and development projects held by subsidiaries.

Over the next few years, infrastructure is expected to be one of the fastest-growing asset classes, underpinned by the global push for cleaner energy, decarbonisation and digital connectivity solutions.

If you were to drill down into the way Aermont creates value for their LPs, you will find that it is not unlike Keppel's own approach. In fact, both our companies share very similar operating cultures and values. As asset managers, neither of us are pure financial investors. Aermont's emphasis on value adding and active management, as well as its operator-oriented approach are a strong fit with Keppel. Furthermore, we believe that the senior team at Aermont, with their extensive track record and networks in Europe, would add significant value to Keppel as we work together to co-create new fund products for global LPs.

Inorganic deals work like an accelerator, i.e. they allow us to reach our goals in a shorter time. But good ones are hard to come by. We cannot just rely on M&A alone to get to our $200 billion FUM target and will still have to drive organic growth. As we explore opportunities to acquire synergistic platforms in areas such as infrastructure and connectivity, we are also planning bigger flagship funds bearing Keppel's hallmark, such as the Keppel Sustainable Urban Renewal Fund and the Keppel Asia Infrastructure Fund series. We are also working towards the launch of our third data centre fund in 2024.

Q What are Keppel's asset monetisation plans moving forward, to get to $10 – $12 billion by end-2026?

A A big part of the $17.5 billion pool of monetisable assets that we identified on our balance sheet as at June 2020 was in real estate.

Since the launch of our asset monetisation programme in October 2020, we have announced the monetisation of about $5.4 billion in assets as at end-2023, well ahead of our $3-$5 billion target. A substantial part of this was from our residential landbank, which are low-returning assets that take up balance sheet space and incur holding costs. At the start of our monetisation programme, we had about $4 billion worth of residential landbank and development projects, and we have since brought that down by around half, to about $2.1 billion by the end of 2023[1].

Going forward, we will continue to accelerate the monetisation of our remaining landbank. In addition, we also have the Asset Co vendor notes worth about $4.3 billion that we are hopeful of monetising over the next few years, riding on improving market conditions in the offshore sector.

When we succeed in monetising the vendor notes and landbank, it will liberate an additional $6.3 billion from our balance sheet and allow us to achieve our $10-$12 billion cumulative monetisation target by end-2026. And as we continue to improve Keppel's performance, expanding both recurring income and margins, we will get much closer to a Return on Equity of 15% on a sustainable basis – this is a target that we are confident of achieving well before 2030.

Q As Keppel advances on its strategy to be an asset-light company, what are your priorities in terms of capital allocation?

A Capital management is a key part of our transformation, which focuses on driving capital-efficient growth. At the end of 2023, we had total assets of $26.8 billion on our balance sheet, a decrease of about 17% compared to $32.3 billion as at end-2021. Over the same period, our FUM expanded by more than 30% to about $55 billion from $42 billion at the end of 2021[2]. As we have been paying out 50-60% of our annual net profit as cash dividends over the past few years, in addition to the *in-specie* distributions of the then Sembcorp Marine shares and Keppel REIT units in 2023, our balance sheet has reduced while our FUM continued to grow.

The proposed strategic acquisition of leading European asset manager Aermont Capital will give Keppel a strong foothold in Europe and significantly expand its presence beyond Asia Pacific. From left: Ms Christina Tan, CEO, Fund Management and CIO of Keppel Ltd.; Mr Léon Bressler, Chairman of Aermont Capital; Mr Loh Chin Hua, CEO of Keppel Ltd.; and Mr Paul Golding, Managing Partner of Aermont Capital.

> "As we ink the next chapter of Keppel's growth story, we will continue to streamline the organisation and our processes to become fitter, more agile and more capital-efficient."

We have demonstrated both our commitment to work our assets harder, as well as our willingness to return capital to shareholders. Being an asset-light company means that we will be less reliant on our balance sheet for growth moving forward. As we scale up to reach our FUM targets of $100 billion in 2026, and $200 billion in 2030, our investments will be done mainly through, or together with, our private funds and listed real estate and infrastructure trusts. In addition, our strategies to grow recurring income and drive asset monetisation would collectively release more funds, and I expect that there will be more than enough for investments and to pay down debt, as well as reward our shareholders.

Q Almost every company is talking about sustainability. What is Keppel's approach and how is Keppel's sustainability approach different from other companies?

A Keppel takes our commitment to sustainability seriously. We have announced our target to halve Scope 1 and 2 emissions by 2030 compared to our 2020 baseline, and achieve net zero Scope 1 and 2 emissions by 2050. Given the good progress we are making, I am confident we would be able to get to our net zero target well ahead of 2050.

More than just running our operations responsibly, sustainability is a key part of our business. We are providing sustainability and decarbonisation solutions that help our customers and communities on their net zero journeys. These include the importation of renewable energy into Singapore, the development of the Keppel Sakra Cogen Plant, Singapore's most advanced and first hydrogen-ready power plant, our Sustainable Urban Renewal initiatives, and our efforts to green our data centres, among others.

At the United Nations Climate Change Conference (COP 28) in December 2023, the international community pledged to triple renewable energy capacity globally, transition away from fossil fuels, and accelerate zero- and low-emission technologies. These are sustainability solutions that Keppel is already focused on.

I have therefore often said that Keppel is at the right space, at the right time. Our ability to match third-party capital with sustainability expertise and real assets, will allow us to help the world progress towards a greener and brighter future, while delivering investment solutions with good returns to our LPs.

Q How are you preparing the organisation to drive the next phase of Keppel's growth?

A The bold multi-year transformation that we have undertaken builds on Keppel's unique strengths to make it an even better, and future-ready, company – one that is strongly positioned to harness the opportunities of today by investing in and creating solutions for a sustainable future.

Notwithstanding the restructuring and changes within the Company, I am heartened to see that our employee engagement score has improved year on year, supported by Keppelites who are proud to work for Keppel and be part of its transformation.

As we ink the next chapter of Keppel's growth story, we will continue to streamline the organisation and our processes to become fitter, more agile and more capital-efficient. We will further invest in our human capital, developing our people to remain relevant in a changing landscape, while bolstering the Company's capabilities in areas such as asset management and digitalisation. We will fully leverage technology, including artificial intelligence, to do our jobs better and faster.

In line with our sharpened focus, we have adopted a refreshed and shorter set of Core Values – Agile, Can Do, and Trusted – or ACT for short. Being Agile is to be ever ready to innovate and change in a rapidly evolving world. Can Do, which has long been a defining attribute of Keppel, encompasses courage, a spirit of enterprise and passion for excellence. Being Trusted by our stakeholders, is pivotal to the success of our business, whether it is our shareholders, LPs, regulators or customers who put their faith in us.

Guided by our Core Values, I am confident that Keppel will continue to create superior returns and enduring value for generations to come as an asset manager and operator.

1 Based on the carrying values of residential landbank and development projects held by subsidiaries.
2 Gross asset value of investments and uninvested capital commitments on a leveraged basis to project fully-invested FUM.

HIGHLIGHTS OF ACHIEVEMENTS IN 2023

In 2023, we divested our offshore and marine business and shed our conglomerate structure to become a global asset manager and operator.

1 Accelerate Business Transformation

Growing Fund Management and Investment Platforms

- Announced strategic acquisition of leading European asset manager Aermont Capital.
- Achieved Funds Under Management (FUM) of $55 billion by end-2023[1], with a pro-forma FUM of $79 billion including Aermont Capital's FUM[1,2].
- Raised about $2.3 billion in equity, completed $2.5 billion in acquisitions and divested $0.5 billion of assets.
- Continued to make good progress on fund initiatives, including closings for the Keppel Core Infrastructure Fund and the China-focused Sustainable Urban Renewal programme.

Scaling Up in Vision 2030 Growth Areas

- Expanded business in renewables, clean energy and environmental solutions, and secured $1.6 billion of Energy-as-a-Service contracts in 2023.
- Pioneering utility-scale power interconnection in ASEAN, and expected to contribute 1.3 GW out of Singapore's 4 GW low-carbon electricity importation target.
- Broke ground for Keppel Sakra Cogen Plant, Singapore's first hydrogen-ready power plant.
- Grew portfolio of renewable projects to 4 GW[3] from 2.6 GW at end-2022.
- Developed Real Estate-as-a-Service offerings, implementing sustainable urban renewal initiatives in eight projects across Asia Pacific and launched Sindora Living, Keppel's senior living brand and operating platform for Asia, as well as its first assisted living community in Nanjing, China.
- Driving development of energy-efficient data centres with proposed 1 GW Datapark+ and Floating Data Centre Module.
- Making good progress on the Bifrost Cable System, with cable laying operations about 50% completed as at end-2023.
- M1 transforming into a cloud native connectivity platform, with all mass consumers migrated onto new digital platform, and growing enterprise revenues.

Simplifying and Focusing Our Business

- Completed divestment of offshore and marine business.
- Shed conglomerate structure to become one integrated company, with a new governance model and harmonised processes, as well as centralised and optimised support functions.
- Renamed Keppel Corporation as Keppel Ltd. to signal the start of a new chapter with effect from 1 January 2024.

Outperforming Asset Monetisation Targets

- Announced asset monetisation of about $5.4 billion since 4Q 2020, including $947 million announced in 2023.
- Exceeded upper range of $3-$5 billion asset monetisation target ahead of schedule.
- $4.1 billion cash released as at end-2023.

Building a Tech-Enabled Company

- Accelerating Keppel-wide digitalisation initiatives, such as the establishment of a data lake providing reliable data to accelerate decision making.

[1] Gross asset value of investments and uninvested capital commitments on a leveraged basis to project fully-invested FUM.
[2] Assumes that the acquisition of the first 50% stake in Aermont Capital was completed on 31 December 2023.
[3] On a gross basis and includes projects under development.
[4] Excluding discontinued operations and loss from the dividend *in specie* of Keppel REIT units, ROE improved to 9.3% in FY 2023 from 7.3% in FY 2022.
[5] Amounted to $2.19, rounded to the nearest two decimal places; calculated based on a division of (a) the cash equivalent amount of the dividend declared by the Company of $3,845 million, by (b) the Company's issued and paid-up share capital as at the Record Date of 1,751,959,918 Keppel Shares (excluding treasury shares).
[6] Based on the closing market price of $0.835 per Keppel REIT unit on 6 November 2023, the cash equivalent amount of the dividend declared by the Company was $294 million, equivalent to $0.167 per share.

2 Drive Financial Performance

Net Profit

$4.1b

more than quadruple of $927 million in FY 2022

Recurring Income

$773m

comprising 88% of net profit from continuing operations; 54% higher compared to $503 million in FY 2022

Gearing

0.90x

at end-2023, compared to 0.78x at end-2022

ROE

37.9%[4]

compared to 8.1% for FY 2022

Total Dividend

$2.70

dividend per share, comprising 34 cents cash dividend and $2.36 dividends *in specie* of Sembcorp Marine shares[5] and Keppel REIT units[6], compared to 33 cents per share for FY 2022

3 Develop Human Capital

Continue Staff Engagement and Development

- Ranked one of the World's Best Employers 2023 by Forbes and World's Best Companies 2023 by TIME.
- Certified by Top Employers Institute as a Top Employer in Singapore and China for the fifth and second consecutive years, respectively. Ranked in the top 10% of companies assessed in Singapore.
- Recognised as one of Vietnam's Best Workplaces 2023 by the Great Place to Work Institute.
- Achieved strong engagement score of 86% amidst transformation, higher than 2022 (84%) and above Mercer's global norm (80%). Significantly improved Employee Net Promoter Score of 24, up from 3 in 2022.
- Achieved average of more than 23 training hours per employee, higher than the target of 20 hours.

Enhance Succession Planning

- Met succession planning targets for identified critical positions.

4 Enhance Governance, Compliance, Risk Management and Safety

Governance

- Augmented Board's skills, knowledge, experience and diversity with appointment of new independent director with global experience in alternative private fund investments.
- Passed ISO 37001 surveillance audits as well as maintained ISO 37001 certification across all in-scope entities.
- Conferred the Gold Award at the Singapore Corporate Awards for having the Best Managed Board among listed companies with a market capitalisation of $1 billion and above.

Compliance and Risk Management

- Enhanced risk assessments to include macro-economic and topical risks.
- Tracked risks related to Keppel's transformation and enhanced measures to manage key transformation-related risks.
- Established Suspicious Transaction Reporting Framework to strengthen Anti-Money Laundering controls across Keppel.
- Established Artificial Intelligence (AI) Governance and Data Governance frameworks to manage the rising risks associated with the use of AI within Keppel, and to promote standards for how data is used, managed and protected.
- Conducted financial impact assessment of climate-related physical risks for key assets across different climate scenarios.

Safety

- Achieved zero fatalities across global operations.
- Received two Workplace Safety and Health Performance Awards (Silver).

5 Champion Sustainability

Work Towards ESG Goals, Including Carbon Emissions Reduction Targets[1]

- Received the President's Award for the Environment, the highest environmental accolade for individuals, educational institutions and organisations that have made outstanding contributions towards the environment and sustainability, as well as building a climate-resilient future for Singapore.
- Named winners in the Singapore Corporate Sustainability Award (Big Cap) at the SIAS Investors' Choice Awards 2023 and the Sustainable Solutions category at the Singapore Apex Corporate Sustainability Awards 2023, organised by UN Global Compact Network Singapore.
- Continued to be included in the DJSI World and Asia Pacific Indices; maintained MSCI AAA ESG rating.
- Continued to work on reducing Scope 1 and 2 carbon emissions, as well as waste and water.
- Tracking all 15 relevant categories of Scope 3 emissions and working with value chain and portfolio of investments to enhance energy efficiency and reduce emissions where possible.
- Unveiled new Keppel-wide Diversity, Equity and Inclusion Policy.

Make a Positive Impact on the Community

Volunteers

- Completed more than 11,000 hours of community service, exceeding target of 8,000 hours.

Social Investments & Industry Advancement

- $4.3 million contributed to social investment spending and industry advancement.

[1] Further details will be provided in Keppel's Sustainability Report to be published in May 2024.

FOCUS AREAS IN 2024

Accelerate Vision 2030 Transformation and Growth as Global Asset Manager and Operator

- Work towards FUM targets of $100 billion by 2026 and $200 billion by 2030.
- Complete Phase 1 of proposed acquisition of Aermont Capital.
- Deliver strong performance across segments.
- Continue efforts to reach $10-$12 billion in cumulative asset monetisation by end-2026.
- Work towards attaining $60-$70 million in savings from synergy capture by end-2026.
- Continue digitalisation efforts to support business transformation.

Drive Financial Performance

- Achieve Vision 2030 financial targets, including mid- to long-term ROE target of 15%.
- Grow recurring income.
- Maintain net gearing below 1.0x.

Develop Human Capital

- Continue to deepen staff engagement.
- Develop talent pool and grow capabilities in line with Vision 2030 transformation.
- Enhance succession planning.

Enhance Discipline & Controls

- Ensure strong governance, risk management, compliance, controls and safety standards.
- Continue to execute Zero Fatality Strategy.

Champion Sustainability

- Work towards ESG goals, including long-term carbon emissions reduction targets.
- Make a positive impact on the community.

Our Business Model

Keppel's horizontally integrated business model enhances the resilience of our earnings.

Keppel's differentiated model as a horizontally integrated asset manager and operator distinguishes us from other companies which are pure financial investors or operators. It allows us to derive multiple earnings streams from the Fund Management, Investment and Operating platforms, across the life cycles of the real assets that we invest in, develop, operate or manage.

Leveraging our strong track record in real assets, Keppel is focused on scaling up our recurring asset management and operating income streams while progressively pivoting away from lumpy earnings, e.g., from property development, thus enhancing the resilience and visibility of our earnings.

Our horizontal reporting structure reflects Keppel's multiple earnings streams and highlights the growth and scalability of our recurring income.

RECURRING

88%

of net profit from continuing operations was from recurring income in FY 2023, vs 60% in FY 2022

54%

growth in recurring income year on year, from $503 million to $773 million

Asset Management Income

- Management fees
- Performance fees
- Transaction fees

Keppel earns recurring fees from managing listed real estate and infrastructure trusts and private funds.

Operating Income

- Sale of gas, electricity, utilities
- Leasing income
- Operations & maintenance
- Facility management
- Property management
- Investment income

Keppel earns recurring income from operations, including from the sale of gas, electricity and utilities; leasing and managing assets; as well as providing telecommunication services.

OTHERS

Valuation Items

- Property valuation
- Mark-to-market gains/losses

Keppel recognises gains/losses from revaluation of investment properties or from mark-to-market investments.

Development/EPC

- Engineering, procurement and construction (EPC)
- Development

Keppel earns from EPC contracts, property trading and asset development.

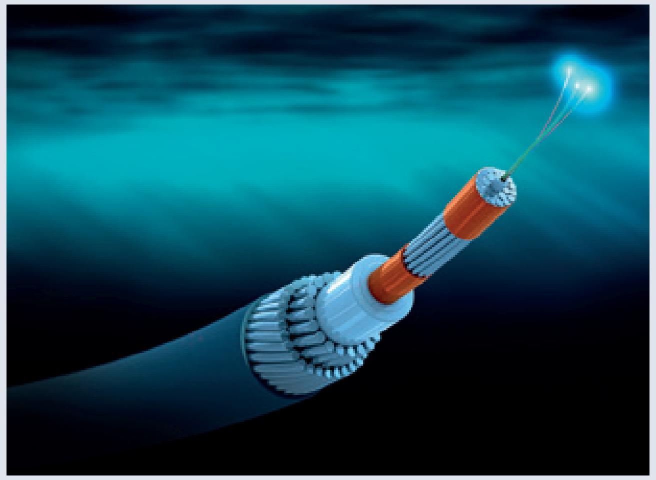
Capital Recycling

- Disposal gains/losses
- Gains from enbloc sales

Beyond gains from divestments or enbloc sales, capital recycling allows Keppel to allocate capital to investments with higher returns, leveraging our asset-light model.

Keppel applies its Sustainable Urban Renewal (SUR) solutions to enhance the efficiency, sustainability performance and valuation of its real estate assets under management. *(In picture: The Bank of Korea's Sogong Annex Facility in Seoul, which is undergoing SUR asset enhancements.)*

Keppel is a strong operator with a track record for engineering, developing and operating specialised assets, including Keppel Merlimau Cogen, a 1,300 MW Combined Cycle Gas Turbine power plant in Singapore.



Keppel is in a unique position to offer Limited Partners access to proprietary assets, such as the Bifrost Cable System, which it is developing together with Facebook (now Meta) and PT. Telekomunikasi Indonesia International.

Keppel integrates its capabilities in district heating and cooling, solar energy and electric vehicle charging to offer Energy-as-a-Service, a subscription-based solution to help businesses decarbonise their operations.

Technology & Innovation

Innovation has long served as a potent differentiator for Keppel.

Embracing innovation strengthens our unique value proposition as a global asset manager and operator focused not only on delivering enduring value to our Limited Partners (LPs) and our shareholders but also creating a sustainable future.

We leverage innovation to catalyse growth through our virtuous investment cycle, with the shared objective of delivering attractive risk-adjusted returns to our LPs. Our Fund Management and Investment platforms harness digitalisation and artificial intelligence (AI) to improve the way we deploy capital, engage investors and manage our portfolio. Our Operating Platform leverages innovation to design new commercialisable solutions and drive superior asset performance, applying our deep domain knowledge to value-add to the real assets in our listed vehicles and private funds.

While each of our three segments – Infrastructure, Real Estate and Connectivity – is exploring specific innovation themes relevant to their industries, they also share common themes such as accelerating the development of sustainability and energy transition solutions; adopting a full ecosystem and value chain approach to address complex problems; and embedding customer centricity and digitalisation.

ACCELERATING DIGITALISATION AND USAGE OF AI

Across our platforms and centralised functions, we are focused on accelerating digitalisation. Efforts include hallmark projects such as the set-up of our Keppel Data Exchange that allows for multiple streams of data to be integrated in a Keppel-wide data lake. It incorporates robust data policies and governance, as well as the development of an Extended Planning & Analysis platform across all three platforms to enable more efficient financial reporting, planning and forecasting. We are also on a journey to embed digitalisation into our integrated asset management activities to enhance data-driven decision making and promote greater agility. Those initiatives are jointly driven by our platform or division leaders and Keppel's Digital Office and coordinated through our Digital Transformation Steering Committee chaired by Keppel's Chief Digital Officer.

In addition, with the rapid growth of AI and in particular Generative AI (GenAI) technology, Keppel convened an internal AI Forum to actively support experimentation and adoption of AI and Machine Learning across our platforms. This is conducted through risk-managed and guardrail-protected sandboxes for early-stage prototyping, proof of concept and minimum viable product development, in close collaboration with external ecosystem partners.

INNOVATION ECOSYSTEM

Keppel also taps into external networks through ecosystem partnerships with industry stakeholders including institutes of higher learning, government agencies, global and local corporates, venture funds and start-ups.

Stakes in start-ups and venture capital funds (e.g., Fifth Wall) help to broaden our exposure to the start-up ecosystem and accelerate learning on ongoing market developments and technology trends.

We adopt a multi-pronged approach to innovation, looking at efforts across three categories:

1 INCREMENTAL INNOVATION

Enhance and defend current solutions

We focus on levers to defend and enhance our existing solutions, by improving customer experience, and reducing costs to develop and operate our assets.

2 NEW INNOVATIVE SOLUTIONS/DISRUPTIVE INNOVATION

Accelerate the commercialisation of new innovative solutions

We leverage innovation to design and develop unique customer solutions in our key areas of focus, looking at ways to enhance our value proposition and build on the strengths of our ecosystem of partners to future-proof our business and reduce the time to commercialisation.

3 TECHNOLOGY FORESIGHT

Scan technology trends to identify future growth engines and anticipate potential disruptions on the horizon

Further out in the horizon, we actively explore longer-term opportunities and potential disruptions, under our Technology Foresight umbrella. This aims to future-proof our business, both in terms of identifying future growth engines, and anticipating where we could face disruptions.

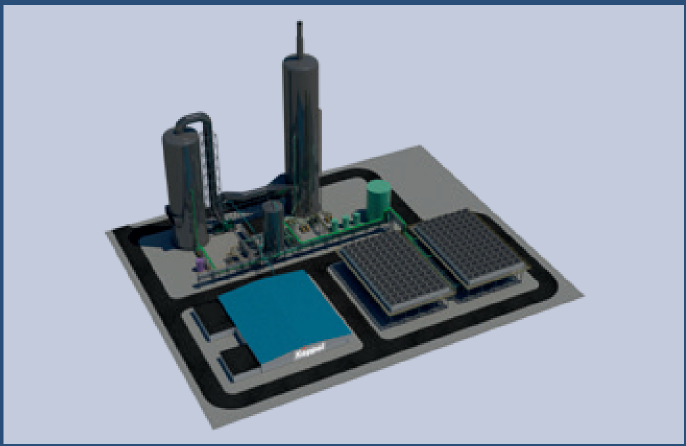
CARBON CAPTURE TECHNOLOGY FOR A SUSTAINABLE FUTURE

Our Infrastructure Division is focused on decarbonising flue gases emitted from waste-to-energy (WTE) plants through carbon capture technologies. Carbon Capture and Storage (CCS) is one of the few carbon dioxide reduction technologies capable of realising negative emissions by permanently storing the captured biogenic carbon fraction.

Many synergies exist between WTE and CCS technologies. Our Infrastructure Division has developed in-house knowledge on optimising the integration of the two technologies with regard to key parameters such as energy provision. This involved detailed engineering work for Feasibility and Pre-Front End Engineering Design Studies on full-scale CCS projects with WTE for Viridor in the UK (approximately 1 million tonnes of CO_2 per annum), and for the National Environment Agency in Singapore (over 3 million tonnes of CO_2 per annum). Proven current CCS technologies typically enable approximately 95% of the CO_2 present within WTE flue gases to be captured. The captured CO_2 can then be utilised in carbonation processes, mineralised or used in the production of sustainable fuels. Alternatively, the CO_2 can be transported and sequestered permanently in depleted gas or oil fields or aquifers.

As part of value chain development, the Infrastructure Division is able to advise on the transportation and storage of the captured CO_2, given its in-house knowledge on WTE and CCS.

These innovations serve to reduce the overall cost of treatment per tonne of CO_2 captured. In-house process and cost modelling have also enabled optimised design of “CCS-ready” WTE plants. This allows for smoother retrofitting of future CCS technologies, thus delivering both time and financial savings in the operation of these infrastructure assets.



Artist impression of a carbon capture facility.

FLOATING DATA CENTRES

To enhance our sustainability efforts, the Data Centres and Networks Division is pursuing innovative ideas with industry partners and clients to design and build innovative new assets such as the Floating Data Centre (FDC). Leading hyperscalers prefer data centres to be close to the heart of major cities, which are often coastal cities that face unique demographic, environmental, and spatial challenges. After extensive brainstorming and innovation development, Keppel is pioneering nearshore FDCs to provide a sustainable solution for the growth of the modern digital economy.

FDCs can be moored permanently or temporarily in nearshore sites. They are mobile, scalable, and customisable. Given its mobility and modular design, a new FDC module can be readily developed and deployed, while the older FDC modules can be reassigned to other locations, contributing to a circular economy. FDCs also have an attractive value proposition for land-scarce regions, as they enable more efficient use of land and free up valuable space for other urban uses. Situated at nearshore locations, FDCs integrate the use of seawater for cooling to substantially reduce the consumption of treated water. FDC modules can be constructed at shipyards in a controlled environment, which expedites their time-to-market and at the same time minimises disruption to shoreside operations at the intended wharf locations.

Sustainability Framework

We are committed to environmental stewardship, responsible business practices, and investing in people and communities wherever we operate.

How we create value for our stakeholders

OUR STRATEGY

Keppel has a two-pronged sustainability strategy of running our business sustainably, and making sustainability our business by providing solutions that contribute to global sustainable development and decarbonisation efforts.

Our approach to sustainability is underpinned by the three pillars of (i) Environmental Stewardship, (ii) Responsible Business, and (iii) People and Community, which address the environmental, social and governance (ESG) aspects of sustainability.

ENVIRONMENTAL STEWARDSHIP

We are committed to combatting climate change, improving resource efficiency and reducing our environmental impact. We are refocusing Keppel's portfolio on solutions for a sustainable future, such as renewables, clean energy and decarbonisation solutions.

We have set quantitative targets to reduce our Scope 1 and 2 carbon emissions, water and waste as well as to increase renewable energy utilisation, and grow our portfolio of renewable energy assets. We are monitoring the latest developments in climate change and taking steps to manage climate-related risks and seize opportunities by providing solutions that contribute to climate action.

RESPONSIBLE BUSINESS

The long-term sustainability of our business is driven at the highest level of the organisation through a strong and effective board, good corporate governance and prudent risk management, including the evaluation of ESG risks.

We are driving innovation across the Company. We are leveraging technology and our asset-light model to invest in and create solutions that contribute to a sustainable future, while generating value for all our stakeholders.

We are also working closely with stakeholders in our value chain to enhance their sustainability performance.

PEOPLE AND COMMUNITY

People are the cornerstone of our business. We are committed to diversity, employee well-being, workplace health and safety, and investing in the training and development of our employees to help them reach their full potential.

We strive to create value and uplift communities wherever we operate. We support initiatives that contribute to protecting the environment, promoting education and caring for the underprivileged, with the goal of building a sustainable future together.

We have committed to contribute up to 1% of Keppel's recurring income to worthy causes.

Recognition

Dow Jones Sustainability World Index
Dow Jones Sustainability Asia Pacific Index

MSCI ACWI ESG Leaders Index and MSCI World ESG Leaders Index

iEdge SG ESG Leaders Index and iEdge SG ESG Transparency Index

FTSE4Good Index

Euronext Vigeo World 120 Index

For more information, view our Sustainability Report on our website at www.keppel.com

We publish sustainability reports annually, and the next report will be published in May 2024. Our sustainability reports draw on international standards of reporting, including the Global Reporting Initiative Standards, and are externally assured. The reports are also aligned with sustainability reporting requirements by the Singapore Exchange.

SUSTAINABILITY GOVERNANCE

The Board and management of Keppel are committed to sustainability, which is at the core of the Company's strategy.

The Board and management consider sustainability issues in the Company's business and strategy, determine the material ESG factors and oversee the management and monitoring of the material ESG factors.

Sustainability-related topics, including environmental and climate change issues, as well as social and governance aspects, are regularly discussed by the Board, which meets six times a year, and as warranted by circumstances. Since July 2022, sustainability has been included in the agenda of each Board meeting.

The Board Sustainability and Safety Committee (BSSC) was established in 2022 to provide even greater focus on sustainability matters, with the role of the former Board Safety Committee subsumed under the BSSC. The BSSC is chaired by non-independent and non-executive director Mr Teo Siong Seng, and its members comprise Chairman of Keppel Ltd. Mr Danny Teoh, CEO and Executive Director Mr Loh Chin Hua, as well as Independent Director Mr Olivier Blum, who has extensive experience in sustainability.

The BSSC meets at least four times a year. Its roles include monitoring international sustainability-related trends and developments, reviewing the Company's sustainability strategy, ensuring that Keppel has in place an effective sustainability governance structure, overseeing the adoption of and progress towards the Company's sustainability goals, reviewing the processes for identifying, assessing and managing climate-related risks and opportunities, and overseeing the Company's health, safety, and environmental performance, among others. The BSSC also makes regular visits to Keppel's projects and work sites, including interacting with our contractors and suppliers, to monitor and better understand Keppel's sustainability and safety performance.

Each quarter, the Chairman of the BSSC provides an update to the Board on key issues deliberated by the BSSC. The BSSC also considers management's proposals on sustainability-related policies and practices and makes recommendations to the Board where relevant.

While the BSSC maintains broad oversight over sustainability issues, other Board Committees, namely the Audit, Nominating, Remuneration and Board Risk Committees, also address specific aspects of sustainability relevant to their respective committees. At the management level, the Management Executive Committee (MExCo), which meets every month, oversees Keppel's strategy and performance, including sustainability issues. MExCo also determines Keppel's key sustainability policies and targets, before they are presented to the BSSC. MExCo is chaired by Keppel's CEO and its members include the Chief Financial Officer, the CEOs of Keppel's platforms and divisions, the Chief Sustainability Officer (CSO) and selected members of senior management.

The CSO, who reports to the CEO as well as the BSSC, coordinates and drives Keppel's sustainability efforts. The CSO chairs the Sustainability Working Committee, comprising heads of corporate functions and representatives from Keppel's platforms and divisions, which monitors and executes the Company's sustainability efforts. The CSO also heads Keppel's Sustainability department, which manages different aspects of the Company's sustainability efforts, including preparing Keppel's sustainability report.

To embed sustainability throughout the Company and ensure accountability, sustainability targets have been included in the performance appraisal of senior management across the Company, including both annual remuneration and long-term incentives. Environmental sustainability targets, including carbon emissions reduction, account for 7.5% of the Company's performance scorecard.

President's Award for the Environment 2023

Singapore Corporate Awards 2023 Best Managed Board Award – Gold (Market capitalisation of $1 billion and above)

Singapore Apex Corporate Sustainability Awards 2023 Winner in Sustainable Solutions category

Securities Investors Association (Singapore) Investors' Choice Awards 2023 Singapore Corporate Sustainability Award (Big Cap)

World's Best Companies 2023 by TIME

Sustainability Framework

CONTRIBUTING TO SUSTAINABLE DEVELOPMENT

The Board and management of Keppel review annually and determine the environmental, social and governance (ESG) factors material to Keppel's business, considering its business strategy, stakeholder concerns and how its interactions with the environment and society give rise to sustainability-related risks and opportunities. The materiality review helps Keppel to focus its sustainability strategy, management practices and reporting on the most significant impacts and factors to create sustainable value over the long term.

In 2023, Keppel conducted an internal review of the material ESG factors, taking reference from the SGX guidelines on Sustainability Reporting as well as guidance from the GRI[1]. We are also studying the new standards issued by ISSB[2] and considering how they can be incorporated, where relevant, in Keppel's sustainability disclosures. Recognising the overlaps and similarities in themes between the topics of Economic Contribution to Society and Community Development, the two topics were merged into a single material ESG factor, Contribution to Society. Keppel's revised set of six material ESG factors were grouped under the three sustainability pillars of Environmental Stewardship, Responsible Business as well as People and Community, which correspond with the environmental, governance and social aspects of sustainability respectively. Further details will be provided in Keppel's Sustainability Report to be published in May 2024.

As a company committed to sustainability, Keppel contributes, both directly and indirectly, towards the United Nations Sustainable Development Goals (SDGs). We have identified 10 SDGs which represent Keppel's most significant impacts on the sustainable development agenda. They include areas where Keppel is making the most positive impacts on the SDGs, as well as areas where we have a responsibility to prevent and mitigate potential negative impacts. The table below outlines how Keppel is contributing to the SDGs, organised based on our material ESG factors.

Environmental Stewardship	
Material Factor	**Impact on SDGs**
Climate Action & Environmental Management Keppel is committed to both running our business sustainably, and making sustainability our business through investing in and creating solutions that contribute to a greener world. This involves focusing our portfolio on sustainability-related solutions and innovations, building resilience against climate change risks, and seizing climate-related opportunities for growth. Keppel has committed to halve our Scope 1 and 2 carbon emissions by 2030, compared to 2020 levels, and achieve net zero by 2050. We have been tracking Scope 3 emissions since 2019 and have expanded our coverage to all categories relevant to Keppel. Since 2020, Keppel has adopted a shadow carbon pricing policy to evaluate major investment decisions in order to contribute to climate action, mitigate climate-related risks, prepare for tougher climate legislation and higher carbon prices, and avoid stranded assets. We are also committed to minimising our environmental impact. Keppel has set a target to grow our renewable energy portfolio to 7 GW by 2030, and has announced renewables projects with a total capacity of 4 GW as at end-2023, including projects under development. Within our operations, Keppel has set a target for 50% of our electricity use to be from renewable energy sources by 2025, with a view to reaching 100% by 2030. In 2023, we actively expanded our business in climate and environment-related areas, such as the import of renewable energy into Singapore, the development of Singapore's first hydrogen-ready and most advanced power plant, sustainable urban renewal and the development of greener data centres. Further details on Keppel's business initiatives can be found on pages 40 to 59.	3 GOOD HEALTH AND WELL-BEING 6 CLEAN WATER AND SANITATION 7 AFFORDABLE AND CLEAN ENERGY 11 SUSTAINABLE CITIES AND COMMUNITIES 12 RESPONSIBLE CONSUMPTION AND PRODUCTION 13 CLIMATE ACTION
Responsible Business	
Corporate Governance & Risk Management Keppel recognises that good corporate governance is essential to the sustainability of the Company's business, and that non-compliance with laws and regulations may pose financial and reputational risks. We are committed to ensuring strong corporate governance and regulatory compliance, robust risk management, including of sustainability-related risks, as well as high standards of ethical business conduct, including zero tolerance for fraud, bribery, and corruption. Keppel continued to adopt an effective and balanced approach to risk management to optimise returns, while taking into consideration business risks and corporate sustainability. We focused on managing the global macro risks and mitigating the impact on business where possible. Cybersecurity risk continues to be one of our significant risks and we continuously enhance our technology controls to prevent and detect cyber-attacks. We also focused on climate-related risks to monitor and assess the impact of climate change on business operations and assets, in line with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). Further details on Keppel's approach towards corporate governance and risk management can be found on pages 72 to 120.	13 CLIMATE ACTION 16 PEACE, JUSTICE AND STRONG INSTITUTIONS 17 PARTNERSHIPS FOR THE GOALS
Supply Chain Management Keppel believes in building a resilient, responsible, and diversified supply chain. We are committed to integrating sustainability criteria in the selection, monitoring and evaluation of suppliers and engaging with suppliers to adopt sustainable and responsible business practices, to minimise social and environmental impacts as well as manage risks across our supply chains. All our suppliers are selected in accordance with our requisition and purchasing policies and screened based on ESG criteria. Qualified suppliers are expected to sign and abide by Keppel's Supplier Code of Conduct, which is publicly available online[3]. As part of our efforts to enhance sustainability performance within our supply chain, Keppel also collaborated with UN Global Compact Network Singapore to provide carbon management training for our suppliers from Small and Medium Enterprises.	8 DECENT WORK AND ECONOMIC GROWTH 12 RESPONSIBLE CONSUMPTION AND PRODUCTION 16 PEACE, JUSTICE AND STRONG INSTITUTIONS

People and Community

Material Factor | **Impact on SDGs**

Human Capital Management

People are fundamental to the Company's performance. We seek to build a highly trained workforce led by people-centric leaders. We are committed to providing meaningful and purposeful work, building positive employee well-being, upholding fair employment practices, and empowering a diverse and engaged workforce.

We continued to conduct our annual Employee Engagement Survey, and received an engagement score of 86% in 2023, 2 percentage points higher year on year and 6 percentage points higher than Mercer's global norm. 89% of our staff indicated that they are proud to work for Keppel.

In recognition of how we develop and look after our people, Keppel was listed in 2023 as one of the World's Best Employers by Forbes, by The Straits Times as one of Singapore's Best Employers, and by the Great Place to Work Institute as one of Vietnam's Best Workplaces. Keppel was also named by TIME magazine in its inaugural list of the World's Best Companies. In 2024, Keppel was re-certified as a Top Employer in Singapore and China by the Top Employers Institute.

Health & Safety

Keppel is committed to providing a safe and healthy working environment. We believe in a proactive safety culture and advocate for continuous improvements in health and safety standards, both in our operations and in the broader community. The Company's leadership sets the tone and leads by example in strengthening our safety culture. We also engage and empower the workforce to speak up when they encounter any unsafe act or practice.

We ensure high safety standards for our products and services to safeguard customer health and safety.

In 2023, Keppel achieved our zero-fatality target across our global operations. We will continue to strive to further improve our safety performance through regular audits, feedback mechanisms and engagement with stakeholders.

Contribution to Society

Keppel creates value for all stakeholders through running a successful and resilient business, which provides good dividends for shareholders, jobs for communities, and tax revenue for governments. In 2023, Keppel achieved a net profit of $4.1 billion. Total cash dividend for FY 2023 was 34 cents per share. Including the distributions *in specie* of then Sembcorp Marine shares and Keppel REIT units, total dividends amount to about $2.70 per Keppel share for FY 2023.

By growing our business as a provider of sustainability-related solutions, Keppel contributes to the economic advancement of society, while also advancing environmental sustainability.

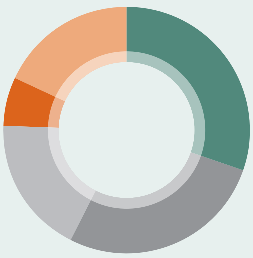
Keppel is committed to ensuring that its approach towards tax management is executed responsibly and with integrity. Keppel's Tax department monitors and maintains oversight of Keppel's tax matters by working closely with the relevant business and finance teams as well as other internal stakeholders on various tax planning initiatives and tax compliance matters.

Keppel aims to uplift and give back to communities wherever we operate, building lasting positive relationships and effective partnerships, including through staff volunteerism. We invest in worthy causes, focusing on supporting education, caring for the underprivileged, and protecting the environment.

In 2023, Keppel invested around $4.3 million in social investment spending and industry advancement, including more than $3.3 million disbursed through Keppel Care Foundation, Keppel's philanthropic arm.

Key projects undertaken by Keppel in the past year include collaborating with the National University of Singapore to establish a new Keppel Professorship in Sustainability Solutions at the NUS College of Design and Engineering (CDE) and enhance the Keppel Bursary for Engineering for CDE undergraduates; supporting SPD's new senior care centre, as well as SPD's Sheltered Workshop which provides vocational training and supported employment to persons with disabilities; contributing to the Garden City Fund to support the planting of trees in Singapore; supporting the Singapore Environment Council's School Green Awards; donating to Willing Hearts to enhance the sustainability of its operations through the replacement and electrification of its trucks and installation of electric vehicle charging points at its premises; as well as the extension of the Living Well programme to provide vulnerable communities in India and Vietnam with access to clean water.

Beyond financial support, Keppel staff also volunteer their time and services to the community. In 2023, Keppel Volunteers contributed more than 11,000 hours of community work, higher than the target of 8,000 hours.



SOCIAL INVESTMENT SPENDING AND INDUSTRY ADVANCEMENT BY PROJECT TYPE IN 2023 (%)

Healthcare/Care for the Underprivileged		30.4
Environment		27.3
The Arts/Sports/Community Development Projects		18.1
Industry Advancement		6.4
Education		17.8
Total	**$4.3 million**	**100.0**

1 Global Reporting Initiative
2 International Sustainability Standards Board
3 All new suppliers that provide Keppel with products and services valued at $200,000 or more per contract or over cumulative purchase orders in the prior calendar year are required to sign and abide by Keppel's Supplier Code of Conduct.

Sustainability Framework

KEPPEL'S CLIMATE TRANSITION PLAN

Keppel is committed to supporting the global ambition to reach net zero CO_2 emissions by 2050. We have identified Climate Action and Environmental Management as a material ESG factor for the Company and put in place a governance structure to manage sustainability-related topics, including climate change. We have conducted climate scenario analyses and developed plans to address the risks and opportunities posed by climate change.

Our climate transition plan includes the three pillars of **business transformation, running our business sustainably,** and **making sustainability our business** through providing solutions that contribute to sustainable development.

Business Transformation

As part of Keppel's Vision 2030, we have been progressively transforming our business. In early 2021, we announced that the then Keppel Offshore & Marine (KOM) would exit the newbuild rig business after completing the existing rigs under construction. In 2022, we further announced the proposed divestment of KOM, which was completed in February 2023. Today, Keppel is a global asset manager and operator, focused on investing in and creating solutions for a sustainable future across our Infrastructure, Real Estate and Connectivity segments.

Running our Business Sustainably

We have set targets to reduce carbon emissions in line with the goal of limiting global warming to 1.5°C above pre-industrial levels. We are committed to halving Keppel's Scope 1 and 2 emissions by 2030, compared to our 2020 baseline, and achieve net zero Scope 1 and 2 emissions by 2050. By the end of 2022, Keppel has achieved a reduction of 17.6%, compared to 2020. Details on Keppel's carbon emissions reduction in 2023 will be disclosed in our upcoming Sustainability Report, to be published in May 2024.

We are tracking all 15 relevant categories of our Scope 3 emissions and working with our value chain and portfolio of investments to enhance energy efficiency and reduce their emissions where possible. The vast majority of Keppel's current Scope 3 emissions relate to the sale and use of natural gas, which forms around 95% of the fuel mix for power generation in Singapore. As Singapore's power grid decarbonises, we expect these Scope 3 emissions to reduce accordingly. In the meantime, Keppel is contributing to decarbonising the grid through initiatives such as renewable energy importation and the development of Singapore's first hydrogen-ready power plant.

Since 2020, we have implemented shadow carbon pricing in the evaluation of major investment decisions. We also consider climate-related risks and opportunities in our investment decisions to seize opportunities and reduce the risks of stranded assets in the low-carbon transition.

Making Sustainability our Business

Keppel is also contributing to the climate transition with the solutions we invest in and create, such as renewables, clean energy, decarbonisation solutions, environmental solutions, sustainable urban renewal, and greener data centres. We have set a target to grow Keppel's portfolio of renewable energy assets to 7 GW by 2030. As at end-2023, we have announced a renewable energy portfolio of about 4 GW, including projects under development.

To highlight how Keppel's solutions such as waste-to-energy plants, district cooling and green buildings contribute to the climate transition, we have been disclosing the avoided/reduced emissions arising from our offerings.

In January 2024, Keppel launched our inaugural Sustainability-linked Financing Framework and also secured $1 billion of sustainability-linked revolving credit facilities, with preferential interest margins tied to Keppel's achievement of specific sustainability performance targets.

Keppel is contributing to the climate transition with the solutions we invest in and create, such as renewables, clean energy, decarbonisation solutions, environmental solutions, sustainable urban renewal and greener data centres.

CONTRIBUTING TO THE CLIMATE TRANSITION

Fund Management and Investment Platforms

Keppel, through its Fund Management and Investment platforms, is a signatory to the United Nations-supported Principles for Responsible Investment and is committed to incorporating ESG issues into our investment analysis and decision-making processes. These include considering climate-related risks and opportunities and contributing to global decarbonisation efforts.

All the listed REITs and business trust that Keppel manages have set carbon emission reduction targets and are actively monitoring their progress towards them.

The private funds that Keppel manages are progressively tracking their Scope 1 and 2 carbon emissions in line with their respective mandates and sector-specific considerations, and aim to reduce their emissions where possible. In 2022, we launched the Keppel Sustainable Urban Renewal Fund, which contributes to sustainable urbanisation by investing in the retrofitting and rejuvenation of older buildings, to contribute to urban renewal and circularity, while also enhancing asset performance and value.

As we continue our Vision 2030 journey, we expect an increasing quantum of Keppel's Funds Under Management to be focused on assets related to sustainable development. Keppel is also monitoring evolving best practices among global asset managers, and will explore setting targets for new private funds which are aligned with the global ambition of net zero by 2050.

Operating Platform

Keppel's Operating Platform contributes in different ways to sustainable development.

Infrastructure

Our **Infrastructure Division**, which operates essential services like power generation and waste treatment that are hard-to-abate sectors, has been proactively driving decarbonisation initiatives. In 2022, Keppel commenced the inaugural import of renewable energy into Singapore through the Lao PDR-Thailand-Malaysia-Singapore Power Integration Project (LTMS-PIP). This is intended to be a pathfinder towards realising the broader ASEAN Power Grid vision of multilateral electricity trading in the region. In 2023, Keppel further secured conditional approvals from Singapore's Energy Market Authority for renewable energy imports of 1 GW from Cambodia, and 300 MW from Indonesia.

We are developing the Keppel Sakra Cogen Plant, Singapore's first hydrogen-ready and most advanced power plant which is targeted to be operational by 2026. The emissions intensity of Keppel's Singapore power portfolio in 2023 is approximately 0.37 tCO_2/MWh. Keppel aims to lower this intensity to a target of 0.27 tCO_2/MWh by 2035, as Keppel phases out emissions-intensive energy generation and expands its renewables and low carbon energy portfolio including carbon capture and alternative new energy like green hydrogen and ammonia.

Keppel has also signed a Memorandum of Understanding with the Singapore National Environment Agency to study the feasibility of carbon capture at Singapore's waste-to-energy (WTE) plants, which would enable WTE plants to achieve net zero emissions, or potentially even net negative emissions, in their operations.

Real Estate

Our **Real Estate Division** has committed to reduce its absolute Scope 1 and 2 emissions by 100% by 2030, and to reduce its Scope 3 emissions from purchased goods and services by 20% per square metre by 2030. These targets were validated by the Science-Based Target Initiative (SBTi).

In addition, we are pivoting from traditional property development to sustainable urban renewal with a mission to acquire, retrofit, future-proof and extend the lifespan of older commercial buildings, to reduce energy use and avoid embodied carbon emissions.

Connectivity

Our **Data Centres and Networks Division** has been exploring innovative proposals to reduce the carbon footprint of data centres, including floating data centres and green data centre parks. It aims to achieve net zero Scope 1 and 2 emissions for all.

M1 has adopted the ICT sector guidance and committed to reduce its Scope 1 and 2 emissions by 46.2% and Scope 3 emissions from purchased goods and services, capital goods and upstream leased assets by 42% by 2030 from 2020 base year. These targets have also been validated by SBTi.

KI@Changi, Singapore's first Green Mark Platinum Positive Energy building under the new Green Mark scheme.

Board of Directors

DANNY TEOH, 68

Chairman
Non-Executive and
Non-Independent Director

N R SS

Date of first appointment as a director:
1 October 2010

Date of last re-election as a director:
21 April 2023

Length of service as a director (as at 31 December 2023):
13 years 3 months

Board Committee(s) served on:
Nominating Committee (Member); Remuneration Committee (Member); Board Sustainability and Safety Committee (Member)

Academic & Professional Qualification(s):
Associate member of the Institute of Chartered Accountants in England & Wales

Present Directorships (as at 1 January 2024):
Listed companies
Nil

Other principal directorships
Nil

Major Appointments (other than directorships):
Nil

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
Ascendas – Singbridge Pte. Ltd.; DBS Bank (China) Limited; Changi Airport Group (Singapore) Pte Ltd; DBS Group Holdings Ltd; DBS Bank Ltd; DBS Foundation Ltd; DBS Bank (Taiwan) Ltd; M1 Limited

Others:
Former Managing Partner, KPMG LLP, Singapore; Past member of KPMG's International Board and Council; Former Head of Audit and Risk Advisory Services and Head of Financial Services, KPMG LLP

LOH CHIN HUA, 62

Executive Director and
Chief Executive Officer

SS

Date of first appointment as a director:
1 January 2014

Date of last re-election as a director:
22 April 2022

Length of service as a director (as at 31 December 2023):
10 years

Board Committee(s) served on:
Board Sustainability and Safety Committee (Member)

Academic & Professional Qualification(s):
Bachelor in Property Administration, Auckland University; Presidential Key Executive MBA, Pepperdine University; CFA® charterholder

Present Directorships (as at 1 January 2024):
Listed companies
Nil

Other principal directorships
Keppel Management Ltd. (Chairman); Keppel Infrastructure Holdings Pte. Ltd. (Chairman); Keppel Capital Holdings Pte. Ltd. (Chairman); Keppel Telecommunications & Transportation Ltd (Chairman); Keppel Care Foundation Limited; M1 Limited (Chairman)

Major Appointments (other than directorships):
National University of Singapore (Member of Board of Trustees)

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
Various fund companies under management of Keppel Fund Management Limited; Various companies under Keppel; Singapore Economic Development Board (Board Member); EDB Investments Pte Ltd (Board Member)

Others:
Nil

TILL VESTRING, 60

Non-Executive and
Lead Independent Director

R N

Date of first appointment as a director:
16 February 2015

Date of last re-election as a director:
21 April 2023

Length of service as a director (as at 31 December 2023):
8 years 11 months

Board Committee(s) served on:
Remuneration Committee (Chairman); Nominating Committee (Member)

Academic & Professional Qualification(s):
Master of Economics, University of Bonn, Germany; Master of Business Administration, Haas School of Business, University of California, Berkeley

Present Directorships (as at 1 January 2024):
Listed companies
Nil

Other principal directorships
Leap Philanthrophy Ltd; Advanced Micro Foundry Pte. Ltd.; Delaware Consulting International CVBA; AP Technologies Group Pte. Ltd.

Major Appointments (other than directorships):
Advisory Partner, Bain & Company Southeast Asia

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
Inchcape plc; Keppel Telecommunications & Transportation Ltd

Others:
Nil

Board Committees

N Nominating Committee
A Audit Committee
R Remuneration Committee
BR Board Risk Committee
SS Board Sustainability and Safety Committee

VERONICA ENG, 70

Non-Executive and Independent Director

BR A

Date of first appointment as a director:
1 July 2015

Date of last re-election as a director:
21 April 2023

Length of service as a director (as at 31 December 2023):
8 years 6 months

Board Committee(s) served on:
Board Risk Committee (Chairman);
Audit Committee (Member)

Academic & Professional Qualification(s):
Bachelor of Business Administration (First Class Honours), University of Singapore

Present Directorships (as at 1 January 2024):
Listed companies
Nil

Other principal directorships
Eastspring Investments Group Pte. Ltd.

Major Appointments (other than directorships):
Professor (Practice), NUS Business School

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
Keppel Capital Holdings Pte. Ltd.

Others:
Founding Partner of Permira (1985 to 2015);
Former Member of the Board and Executive Committee of Permira

JEAN-FRANÇOIS MANZONI, 62

Non-Executive and Independent Director

N R

Date of first appointment as a director:
1 October 2018

Date of last re-election as a director:
23 April 2021

Length of service as a director (as at 31 December 2023):
5 years 3 months

Board Committee(s) served on:
Nominating Committee (Chairman);
Remuneration Committee (Member)

Academic & Professional Qualification(s):
DBA, Harvard Business School, Boston;
MBA, McGill University, Montreal; Bachelor, Business Administration, l'Ecole des Hautes Etudes Commerciales de Montréal;
Fellow of the Singapore Institute of Directors

Present Directorships (as at 1 January 2024):
Listed companies
Nil

Other principal directorships
IMD Foundation Board; IMD Scholarship Foundation

Major Appointments (other than directorships):
President and Nestlé Professor, International Institute for Management Development (IMD), Switzerland; Member of several International Advisory panels, including Digital Switzerland

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
Association to Advance Collegiate Schools of Business (AACSB) International

Others:
Nil

TEO SIONG SENG, 69

Non-Executive and Non-Independent Director

SS

Date of first appointment as a director:
1 November 2019

Date of last re-election as a director:
22 April 2022

Length of service as a director (as at 31 December 2023):
4 years 2 months

Board Committee(s) served on:
Board Sustainability and Safety Committee (Chairman)

Academic & Professional Qualification(s):
Degree in Naval Architecture and Ocean Engineering, University of Glasgow, United Kingdom

Present Directorships (as at 1 January 2024):
Listed companies
Singamas Container Holdings Ltd.;
Wilmar International Limited

Other principal directorships
Pacific International Lines (Pte) Ltd;
PIL Pte. Ltd.

Major Appointments (other than directorships):
The United Republic of Tanzania in Singapore (Honorary Consul)

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
Enterprise Singapore (Board Member);
COSCO Shipping Energy Transportation Co., Ltd.; Business China; COSCO Shipping Holding Co., Ltd.

Others:
National University of Singapore (Pro-Chancellor); Singapore Chinese Chamber of Commerce & Industry (Honorary President);
Immediate Past Chairman of Singapore Business Federation

Board of Directors

THAM SAI CHOY, 64

Non-Executive and Independent Director

A N BR

Date of first appointment as a director:
1 November 2019

Date of last re-election as a director:
22 April 2022

Length of service as a director (as at 31 December 2023):
4 years 2 months

Board Committee(s) served on:
Audit Committee (Chairman);
Nominating Committee (Member);
Board Risk Committee (Member)

Academic & Professional Qualification(s):
Bachelor of Arts (Honours) in Economics, University of Leeds, United Kingdom;
Fellow of the Institute of Singapore Chartered Accountants and the Institute of Chartered Accountants in England and Wales

Present Directorships (as at 1 January 2024):
Listed companies
DBS Group Holdings Limited

Other principal directorships
DBS Bank Ltd.; DBS Bank (China) Limited; DBS Foundation Ltd; EM Services Pte Ltd (Chairman); Singapore International Arbitration Centre

Major Appointments (other than directorships):
Nanyang Polytechnic (Board member);
Mount Alvernia Hospital (Board Member)

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
Singapore Institute of Directors (Chairman);
Housing & Development Board;
Accounting and Corporate Regulatory Authority;
Keppel Offshore & Marine Ltd

Others:
Nil

PENNY GOH, 71

Non-Executive and Independent Director

A BR R

Date of first appointment as a director:
2 January 2020

Date of last re-election as a director:
2 June 2020

Length of service as a director (as at 31 December 2023):
4 years

Board Committee(s) served on:
Audit Committee (Member);
Board Risk Committee (Member);
Remuneration Committee (Member)

Academic & Professional Qualification(s):
Bachelor of Law (Honours), University of Singapore

Present Directorships (as at 1 January 2024):
Listed companies
Nil

Other principal directorships
HSBC Bank (Singapore) Limited;
Singapore Totalisator Board

Major Appointments (other than directorships):
Allen & Gledhill LLP (Senior Adviser)

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
Keppel REIT Management Limited (the Manager of Keppel REIT);
Mapletree Logistics Trust Management Ltd (the Manager of Mapletree Logistics Trust);
Eastern Development Private Limited;
Eastern Development Holdings Pte Ltd;
Allen & Gledhill Regulatory & Compliance Pte. Ltd.; Keppel Land Limited (now known as Keppel Management Ltd.)

Others:
Former Co-Chairman and Senior Partner of Allen & Gledhill LLP

SHIRISH APTE, 71

Non-Executive and Independent Director

N R BR

Date of first appointment as a director:
1 July 2021

Date of last re-election as a director:
22 April 2022

Length of service as a director (as at 31 December 2023):
2 years 6 months

Board Committee(s) served on:
Nominating Committee (Member);
Remuneration Committee (Member);
Board Risk Committee (Member)

Academic & Professional Qualification(s):
Qualified as a Member of the Institute of Chartered Accountants in England and Wales;
Member of the Institute of Chartered Accountants, India

Present Directorships (as at 1 January 2024):
Listed companies
Standard Chartered PLC, London

Other principal directorships
Singapore Life Holdings Pte. Ltd.;
Singlife Financial Advisers Pte. Ltd. (Chairman)

Major Appointments (other than directorships):
Nil

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
IHH Healthcare Berhad, Malaysia; Acibadem Healthcare, Turkey; Integrated Hospitals and Healthcare Bhd; Citi Bank Handlowy, Poland; CG Power & Industrial Solutions; Clifford Capital Holdings Pte Ltd; Clifford Capital Pte Ltd; Fortis Healthcare Limited, India; Pierfront Capital Mezzanine Fund Pte Ltd; Pierfront Capital Fund Management Pte. Ltd.; KP Management (GL) Pte. Ltd.; KPCF Investments Pte. Ltd.; Commonwealth Bank of Australia;
Fullerton India Credit Company Limited, India;
Keppel Infrastructure Holdings Pte. Ltd.

Others:
Nil

OLIVIER BLUM, 53

Non-Executive and Independent Director

SS

Date of first appointment as a director:
1 May 2022

Date of last re-election as a director:
21 April 2023

Length of service as a director (as at 31 December 2023):
1 year 8 months

Board Committee(s) served on:
Board Sustainability and Safety Committee (Member)

Academic & Professional Qualification(s):
Master Business Administration and General Management, Grenoble Business School (GEM), France

Present Directorships (as at 1 January 2024):
Listed companies
Nil

Other principal directorships
Delta Dore, France; Aveva Group PLC, United Kingdom; Luminous Power Technologies (P) Ltd, India (Chairman)

Major Appointments (other than directorships):
Nil

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
Nil

Others:
Nil

JIMMY NG, 59

Non-Executive and Independent Director

A BR

Date of first appointment as a director:
1 May 2022

Date of last re-election as a director:
21 April 2023

Length of service as a director (as at 31 December 2023):
1 year 8 months

Board Committee(s) served on:
Audit Committee (Member);
Board Risk Committee (Member)

Academic & Professional Qualification(s):
Bachelor of Science Degree in Information Systems, National University of Singapore
Masters in Business Administration, Nanyang Technological University

Present Directorships (as at 1 January 2024):
Listed companies
Nil

Other principal directorships
Singapore Clearing House Pte Ltd;
Evolve Digitech Pte Ltd

Major Appointments (other than directorships):
Steering Committee of Asian Institute of Digital Finance (Committee Member)

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
Nil

Others:
Nil

ANG WAN CHING, 57

Non-Executive and Independent Director

A BR

Date of first appointment as a director:
1 July 2023

Date of last re-election as a director:
N.A.

Length of service as a director (as at 31 December 2023):
6 months

Board Committee(s) served on:
Audit Committee (Member);
Board Risk Committee (Member)

Academic & Professional Qualification(s):
Bachelor of Arts (First Class Honours) in Philosophy, Politics and Economics, University of Oxford; Masters of Business Administration (Dean's List), INSEAD (France)

Present Directorships (as at 1 January 2024):
Listed companies
Bavaria Industries Group AG (Germany)

Other principal directorships
AS Beteiligungen und Vermögensverwaltungs GmbH (Germany); HQ Capital GmbH & Co KG (Germany)

Major Appointments (other than directorships):
Montana Capital Partners AG (Switzerland) (Member of Investment Committee)

Past Directorships held over the preceding 5 years (from 1 January 2019 to 31 December 2023):
HQ Holding GmbH & Co KG (Germany)

Others:
Nil

Boards of Directors of Listed REITs & Business Trust

KEPPEL REIT MANAGEMENT (MANAGER OF KEPPEL REIT)

Tan Swee Yiow
Chairman

Ian Roderick Mackie
Lead Independent Director

Alan Rupert Nisbet
Independent Director

Christina Tan
Chief Executive Officer,
Fund Management and
Chief Investment Officer, Keppel

Mervyn Fong
Independent Director

Yoichiro Hamaoka
Independent Director

Carol Anne Tan
Independent Director

KEPPEL DC REIT MANAGEMENT (MANAGER OF KEPPEL DC REIT)

Christina Tan
Chairman
Chief Executive Officer,
Fund Management and
Chief Investment Officer, Keppel

Kenny Kwan
Lead Independent Director

Yeo Siew Eng
Independent Director

Low Huan Ping
Independent Director

Chua Soon Ghee
Independent Director

Andrew Tan
Independent Director

Thomas Pang Thieng Hwi
Chief Executive Officer,
Data Centres and Networks, Keppel

KEPPEL INFRASTRUCTURE FUND MANAGEMENT (TRUSTEE-MANAGER OF KEPPEL INFRASTRUCTURE TRUST)

Daniel Cuthbert Ee Hock Huat
Chairman

Mark Andrew Yeo Kah Chong
Independent Director

Susan Chong Suk Shien
Founder & President,
Greenpac (S) Pte Ltd

Adrian Chan
Independent Director

Ng Kin Sze
Independent Director

Christina Tan
Chief Executive Officer,
Fund Management and
Chief Investment Officer, Keppel

KEPPEL PACIFIC OAK US REIT MANAGEMENT (MANAGER OF KEPPEL PACIFIC OAK US REIT)

Peter McMillan III
Chairman
Co-founder,
Pacific Oak Capital Advisors LLC

Soong Hee Sang
Lead Independent Director

Kenneth Tan Jhu Hwa
Chief Executive Officer,
Southern Capital Group Private Limited

Sharon Wortmann
Independent Director

Lawrence Sperling
Independent Director

Bridget Lee
Chief Executive Officer,
Keppel Capital Alternative Asset and
Chief Investment Officer, Real Estate, Keppel

Keppel Technology Advisory Panel

Established in 2004, the Keppel Technology Advisory Panel (KTAP) brings together a global team of thought leaders and business veterans from key industries relevant to Keppel. Through the networks and worldview of the member advisors, KTAP supports Keppel's transformation initiatives and efforts to stay up to date with the changing global technology landscape. Supported by Keppel's internal innovation ecosystem, KTAP guides technology foresight and future thinking across the platforms and operating divisions, providing input for innovation priorities. Advisors are also heavily involved in nurturing Keppel's collaboration with external innovation ecosystems globally.

In addition, KTAP convenes Keppel's annual technology foresight conference, which brings together thought leaders across academia, startups and industries to share their perspectives on emerging technology and megatrends with our senior management, board members and guests from our valued partners.

This year, we introduced an exhibition zone where our external ecosystem technology partners came together to showcase curated solutions around Machine Learning, Robotics and Generative Artificial Intelligence (GenAI). This was in line with the topical focus for the day themed "The Year of AI", where a mix of 11 distinguished speakers and internal Keppel teams engaged the audience with exciting demonstrations, showcasing where the business is innovating in the AI space and sharing their views on the impact of GenAI on industries relevant to Keppel. The event also featured a second topical stream themed "Demographics & assets in a new era" which examined emerging trends and the interplay between tech and society, as a means of understanding our future customers and their environment. In this stream, five speakers shared their views around the new society and the future of living and assets.

Moving forward, KTAP will continue to stay close to important technology trends and market developments and continue to drive Keppel's exploration of future frontiers of innovation.

First row from left: Professor Cheong Koon Hean, Mr Danny Teoh (Chairman of Keppel Ltd.), Dr Ng Wun Jern (Chairman of KTAP), Mr Loh Chin Hua (CEO of Keppel Ltd.) and Mr Ed Ansett. Second row from left: Mr Chua Kee Lock and Dr Romain Debarre.

KTAP MEMBERS

DR NG WUN JERN (CHAIRMAN)

Dr Ng founded the Nanyang Environment & Water Research Institute (NEWRI) in 2007 and led it for 10 years. He was President's Chair Professor and is Emeritus Professor at the School of Civil & Environmental Engineering, Nanyang Technological University. He has some 400 publications on water, wastewater and waste management and soil remediation, which include commercialised IPs. Dr Ng serves as scientific/technical advisor to government agencies, established environmental companies, incubators and private equity funds, and guides start-up companies in ASEAN, China, South Asia, and the Middle East.

ED ANSETT

Mr Ansett is the founder and chairman of i3 Solutions Group, a consulting engineering firm, specialising in data centres and mission-critical facilities. He is a specialist and pioneer in the field of high reliability critical facilities.

PROFESSOR CHEONG KOON HEAN

Professor Cheong is concurrently chairman of Ministry of National Development's Centre for Livable Cities Advisory Panel and Singapore University of Technology and Design's Lee Kuan Yew Centre for Innovative Cities. She was formerly CEO of the Housing & Development Board and the Urban Redevelopment Authority and currently sits on the boards of National University of Singapore and CapitaLand Group. She continues to advise on planning and sustainability issues to public and private organisations both locally and internationally.

CHUA KEE LOCK

Mr Chua is the Group President & CEO of Vertex Holdings, a Singapore-headquartered venture capital investment holding company. Vertex Group is a global venture capital network comprising four early-stage technology-focused funds (Vertex Ventures China, Vertex Ventures Israel, Vertex Ventures US, Vertex Ventures SEA & India), an early-stage healthcare-focused fund (Vertex Ventures HC) and a growth stage fund (Vertex Growth). He is concurrently Managing Partner of Vertex Ventures SEA & India, and Chairman of Vertex Growth Fund.

DR ROMAIN DEBARRE

Dr Debarre is the Managing Director of the Kearney Energy Transition Institute and a Partner in Kearney's Energy & Process Industries Practice. He possesses diverse experience in energy, business strategy and scientific research. He is a recognised energy expert who forges close ties between governments, companies and academics to leverage technological opportunities and reduce carbon emissions.

Senior Management

KEPPEL

Loh Chin Hua
Chief Executive Officer

Christina Tan
Chief Executive Officer, Fund Management

Chief Investment Officer

Kevin Chng
Chief Financial Officer

Louis Lim
Chief Executive Officer, Real Estate

Cindy Lim
Chief Executive Officer, Infrastructure

Thomas Pang
Chief Executive Officer,
Data Centres and Networks

Manjot Singh Mann
Chief Executive Officer, M1

Chief Digital Officer

CORPORATE SERVICES

Francois van Raemdonck
Managing Director &
Head, Transformation & Innovation

Chua Hsien Yang
Managing Director &
Head, Mergers & Acquisitions

Yeo Meng Hin
Chief Human Resource Officer

Ho Tong Yen
Chief Sustainability Officer

Managing Director &
Head, Corporate Communications

Tok Soo Hwa
Deputy Chief Financial Officer

Tay Guan Chew
Managing Director &
Head, Tax

Jason Chin
Managing Director &
Head, Information Technology

Martin Ling
Managing Director &
Head, Cyber Security

Aw Boon Tiong
Managing Director &
Head, Treasury

Loh Kee Huat
Managing Director &
Head, Health, Safety & Environment

Managing Director &
Head, Risk & Compliance

Jason Chua
Managing Director &
Head, Legal
(appointment till 29 February 2024)

Karen Teo
Company Secretary

Managing Director &
Head, Legal & Corporate Secretariat
(effective 1 March 2024)

Eric Goh
Chief Representative, China

Chief Executive Officer, China
Fund Management

Linson Lim
Chief Representative, Vietnam

Ho Kiam Kheong
Chief Representative, India

President, India
Real Estate

Robert Sung
Chief Representative, Korea

Chief Executive Officer, Korea
Keppel Investment Management

Teo Eng Cheong
Chief Executive Officer
Sino-Singapore Tianjin Eco-City
Investment and Development

FUND MANAGEMENT AND INVESTMENT

Bridget Lee
Chief Investment Officer, Real Estate

Chief Executive Officer
Keppel Capital Alternative Asset

Jopy Chiang
Chief Investment Officer, Infrastructure

Lee Hui Fang
Deputy Chief Investment Officer, Data Centres

Ang Sock Cheng
Chief Operating Officer

Koh Wee Lih
Chief Executive Officer
Keppel REIT Management

Loh Hwee Long
Chief Executive Officer
Keppel DC REIT Management

Kevin Neo
Chief Executive Officer
Keppel Infrastructure Fund Management

David Snyder
Chief Executive Officer
Keppel Pacific Oak US REIT Management

Galen Lee
Chief Executive Officer,
Real Estate and Data Centre Funds
Keppel Fund Management

Sharon Tay
Chief Executive Officer,
Keppel Asia Infrastructure Fund
Keppel Capital Alternative Asset

Jee Kim
Chief Executive Officer,
Keppel Core Infrastructure Fund
Keppel Capital Alternative Asset

Carina Lim
Chief Executive Officer,
Keppel Education Asset Fund
Keppel Capital Alternative Asset

Karsten Simpson
Head, Australia

Ken Negishi
Head, Japan

INFRASTRUCTURE

Tan Boon Leng
Managing Director, Projects

Janice Bong
Managing Director, Power & Renewables

Jackson Goh
Managing Director, Environment

Chua Yong Hwee
Managing Director, New Energy

REAL ESTATE

Samuel Henry Ng
President, Singapore

Managing Director,
Sustainable Urban Renewal &
Nearshore Development

Wong Liang Kit
President, China

Managing Director, Keppel Urban Solutions

Joseph Low
President, Vietnam

Managing Director, Retail
(effective 1 March 2024)

Allen Tan
President, Indonesia & Regional Investments

Managing Director, Urban Living

Keith Low
Managing Director, Retail
(appointment till 29 February 2024)

Nathanial Farouz
Managing Director, Senior Living

CONNECTIVITY

Wong Wai Meng
Chief Executive Officer, Data Centres

Jonathan Sim
Managing Director (North Asia), Data Centres

Jimmy Tan
Managing Director (Operations), Data Centres

Loo Tong Mun
President, Networks

Lee Kok Chew
Chief Financial Officer, M1

Mustafa Kapasi
Chief Commercial Officer, M1

Denis Seek
Chief Technical Officer, M1

Mark Tan
Chief Enterprise Strategy &
Business Officer, M1

Jan Morgenthal
Chief Digital Officer, M1

UNIONS

Mohamed Nasir Ahmad
President
Keppel Employees Union

Atan Enjah
General Secretary
Keppel Employees Union

Muhammad Shariffudin
President
Singapore Industrial &
Services Employees' Union

Richard Sim
General Secretary
Singapore Industrial &
Services Employees' Union

Desmond Tan
Executive Secretary
Singapore Industrial &
Services Employees' Union

Tay Seng Chye
President
Union of Power & Gas Employees

Abdul Samad Bin Abdul Wahab
General Secretary
Union of Power & Gas Employees

Felix Ong
Executive Secretary
Union of Power & Gas Employees

Investor Relations

We build trust and create value through active and transparent communication with shareholders and the investment community.

In 2023, we achieved pivotal milestones in Keppel's transformation as a global asset manager and operator. As we executed our strategy, we also intensified our interactions with shareholders and the investment community, using varied platforms to communicate our plans and progress.

Strong perfomance, together with stakeholder engagement, enabled Keppel to outperform the market and deliver sterling returns to shareholders in 2023.

STAKEHOLDER ENGAGEMENT

Keppel employs various platforms to provide current and prospective investors with the necessary information to make well-informed investment decisions, with an emphasis on timely, accurate and transparent disclosure of information.

During the year, we had about 280 meetings with institutional investors from Singapore and overseas. These meetings included various site visits and roadshows in Singapore and abroad, as well as Keppel's inaugural Investor Day, which was organised in collaboration with Citigroup and attended by over 40 local and international investors.

In addition to semi-annual results briefings and voluntary business updates, we held briefings for media and analysts, and meetings with investors on key initiatives, namely the unveiling of Keppel's transformation plans to be a global asset manager and operator, as well as the proposed acquisition of leading European asset manager, Aermont Capital.

In 2023, we convened our Annual General Meeting (AGM) as well as an Extraordinary General Meeting (EGM) to seek shareholders' approval for the dividend *in specie* (DIS) of Keppel REIT (KREIT) units and change of our company name from Keppel Corporation Limited to Keppel Ltd..

At both the AGM and EGM, shareholders were provided opportunities to submit questions prior to the meetings. The responses to substantial and relevant pre-submitted questions were addressed in writing, released on SGXNet and made available on our website prior to the meetings. The Board further addressed all questions raised by shareholders during the AGM and EGM. The presentation materials, voting results and meeting minutes were also released on SGXNet and our website.

Keppel values regular and constructive dialogue with retail shareholders. At an annual briefing hosted by Securities Investors Association (Singapore) (SIAS), our Chief Executive Officer and Chief Financial Officer updated more than 140 retail shareholders on Keppel's developments and transformation plans. We have been a long-term sponsor of the SIAS Investor Education Programme. Through our regular contributions, more than 2,200 retail shareholders benefit from complimentary SIAS memberships each year.

RECOGNITION FOR CORPORATE GOVERNANCE PRACTICES

In 2023, Keppel received awards in recognition of our corporate governance practices, which include open and transparent shareholder communications.

At the Singapore Corporate Awards (SCA) 2023, Keppel received the Gold Award for having the Best Managed Board among listed companies with a market capitalisation of $1 billion and above. The SCA recognises exemplary corporate governance practices, and the Best Managed Board Award seeks to raise the benchmark for best board practices, with a focus on areas such as transparency and accountability.

At the SIAS Investors' Choice Awards 2023, Keppel was conferred the new Singapore Corporate Sustainability Award (Big Cap). The award aims to recognise companies that have achieved high levels of corporate sustainability performance while achieving good business and financial results.

INVESTOR RELATIONS RESOURCES

All announcements are made available on our website immediately after they are released to SGXNet to ensure fair, equal, and timely dissemination of information.

In 2023, Keppel conducted live webcasts of our half-yearly results briefings which are publicly accessible online, as well as media and analyst teleconferences for our 1Q and 3Q voluntary business updates. Archives of the webcasts,

SHAREHOLDING BY INVESTORS (%)
as at 15 February 2024

Institutions	50.0
Retail	50.0
Total	**100.0**

SHAREHOLDING BY GEOGRAPHY (%)
as at 15 February 2024

Singapore	33.6
Asia (excluding Singapore)	2.5
Europe	8.8
North America	12.7
Others*	42.4
Total	**100.0**

* Others comprise the rest of the world, as well as unidentified holdings and holdings below the analysis threshold.

Our Total Shareholder Return of 61.1% significantly outperformed the Straits Times Index's total return of 4.7% in 2023.[1]

management speeches and presentation materials were made available at our website on the same day the results and business updates are released on SGXNet. Transcripts of the question-and-answer sessions were released on SGXNet and posted on our website prior to the start of the next trading day.

Our mobile-responsive website (www.keppel.com) serves as an accessible repository of company information, such as announcements, results and voluntary business updates, annual reports, stock and dividend information, and presentations. Shareholders and investors can subscribe to email alerts or reach out to our Investor Relations personnel via the dedicated email address (investor.relations@keppel.com) or the contact number found at our website.

[1] Source: Bloomberg

Spotlight

SHOWCASING TRANSFORMATION AND GROWTH AT KEPPEL'S INAUGURAL INVESTOR DAY

On 14 August 2023, Keppel held its inaugural Investor Day which drew over 40 institutional investors from Singapore, Hong Kong, the United States and the United Kingdom to the live event at the Ritz-Carlton, Millenia Singapore. Hosted by Citigroup, Keppel's senior mangement presented and took questions from investors on the Company's transformation and strategy as a global asset manager and operator.

The Investor Day culminated in an asset tour where participants were introduced to *KI@Changi*, Singapore's first Green Mark Platinum Positive Energy building under the new Green Mark scheme, which houses Keppel's leading-edge, smart operations nerve centre and is annexed to Keppel's Changi District Cooling Systems Plant.

INVESTOR RELATIONS CALENDAR

The following key events were held in 2023 to engage shareholders, investors and analysts:

Q1

- 2H & FY 2022 results conference and live webcast
- Post-results group investor meeting hosted by CGS-CIMB
- Citigroup's Vietnam C-Suite Forum investor tour of real estate assets in Vietnam

Q2

- 1Q 2023 business update teleconference for media and analysts
- Post-business update group investor meeting hosted by UOB
- Non-deal roadshow to Hong Kong, hosted by DBS
- 55th AGM
- Media and analyst briefing on Keppel's transformation
- Group investor meeting hosted by DBS

Q3

- 2Q & 1H 2023 results conference and live webcast
- Post-results group investor meeting hosted by Macquarie
- Investor Day hosted by Citigroup
- Non-deal roadshow to Kuala Lumpur, hosted by Citigroup
- Annual briefing for retail shareholders, hosted by SIAS

Q4

- 3Q & 9M 2023 business update teleconference for media and analysts
- Post-business update group investor meeting hosted by CGS-CIMB
- EGM on the DIS of KREIT units and the company name change
- Media and analyst briefing on the proposed acquisition of Aermont Capital
- Group investor meeting hosted by Citigroup

FUND MANAGEMENT AND INVESTMENT PLATFORMS

Keppel connects investors with sustainability solutions and real assets through diverse fund products across the risk-return spectrum.

PROGRESS IN 2023

- Raised about $2.3 billion in equity, completed $2.5 billion in acquisitions, and divested $0.5 billion of assets.
- Grew FUM to $55 billion in 2023, from $50 billion in 2022[1].
- Expanding asset management capabilities beyond Asia Pacific through proposed acquisition of leading European real estate manager Aermont Capital.
- Achieved US$575 million first close for Keppel Core Infrastructure Fund and launched Fund II of Keppel Asia Infrastructure Fund.
- Secured initial equity commitments of $300 million for China-focused sustainable urban renewal programme.
- Secured private investors to invest in Keppel's share of the Bifrost Cable System.
- Consolidated 100% ownership of Keppel Credit Fund Management (formerly Pierfront Capital Fund Management).

FOCUS FOR 2024/2025

- Drive organic growth through new funds for infrastructure, sustainable urban renewal, education, data centres and private credit.
- Continue to evolve and grow deal pipeline of more than $14 billion as at end-2023.
- Complete acquisition of initial 50% stake in Aermont Capital and co-create new fund products.
- Explore opportunities to acquire other platforms to bolster asset management capabilities including in Infrastructure and Connectivity.

[1] Gross asset value of investments and uninvested capital commitments on a leveraged basis to project fully-invested FUM.

The Fund Management and Investment platforms focus on raising capital, creating fund products, managing asset portfolios and driving capital deployment decisions across asset classes, to achieve quality investment returns for our clients.

The global economy continued to face turbulence in 2023. The confluence of high inflation and interest rates, restrictive monetary policies, geopolitical conflicts in Ukraine and the Middle East, and volatile financial markets precipitated a challenging environment for fundraising and dealmaking activities.

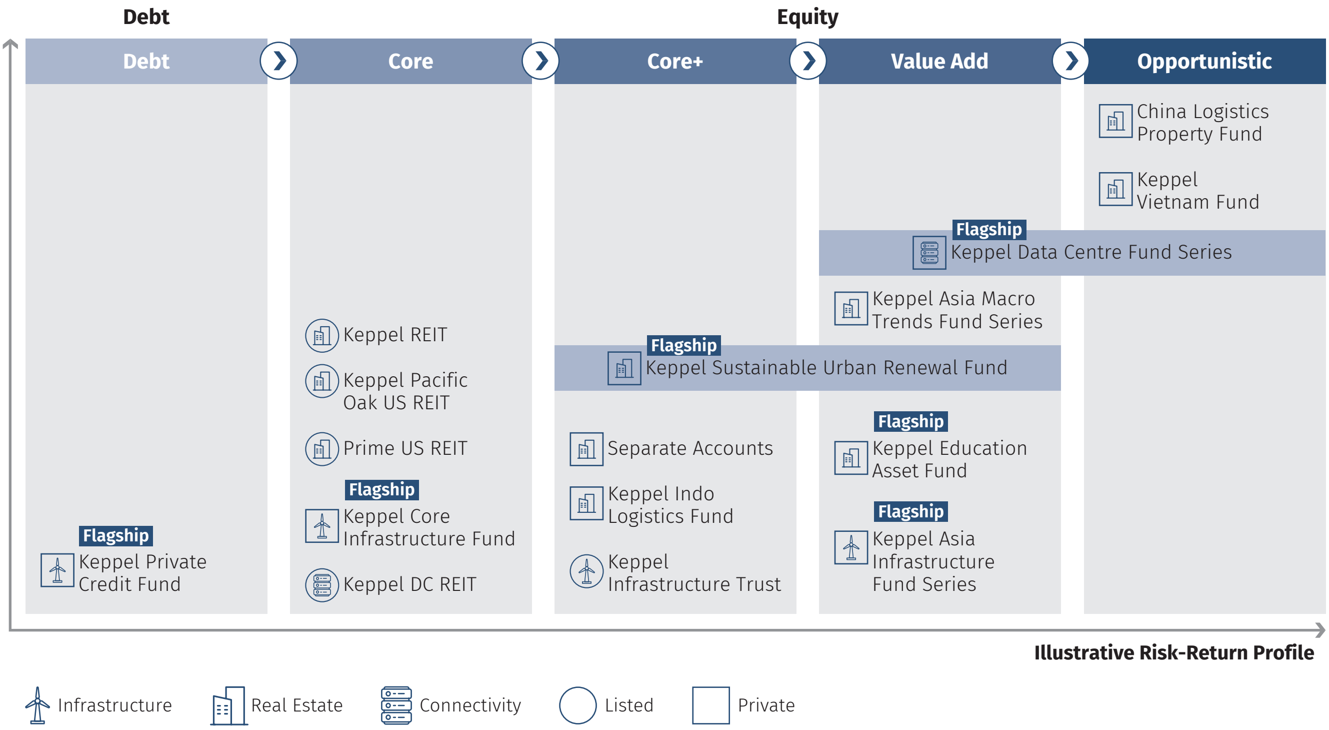
Asset transactions in 2023 were constrained by wide bid-ask gaps as prospective buyers held back in view of the increasing cost of capital, and the risks of asset devaluation from rising capitalisation rates in certain asset classes such as office and retail. With inflation rates easing in most major economies, several major central banks are expected to start reducing policy rates by 2H 2024. Market liquidity is thus expected to gradually improve in the latter half of 2024, presenting more opportunities for dealmaking.

Amid the volatile environment, a growing pool of investors, including sovereign wealth funds and pension funds, are seeking to allocate capital to real assets with inflation-protected cash flows. The aggregate capital raise for alternative assets is projected to grow from about US$4.3 trillion in 2010 to US$26.5 trillion in 2028, representing a 5.2x increase[1].

Keppel is uniquely placed as a global asset manager with a strong track record in asset management of over 20 years, complemented by its deep domain knowledge and operating capabilities in real assets across the Infrastructure, Real Estate and Connectivity segments. Keppel has extensive experience in engineering, developing, and operating specialised assets in Singapore and across the world. Limited Partners (LPs) of the private

[1] Source: Preqin, January 2024

CONNECTING INVESTORS WITH REAL ASSET OPPORTUNITIES ACROSS THE RISK-RETURN SPECTRUM

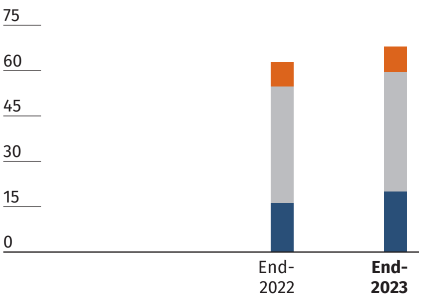


funds managed by Keppel can thus enjoy exclusive access to strategic real assets in Keppel's proprietary pipeline, many of which offer critical infrastructure, connectivity and prime real estate solutions, including those that produce strong inflation-protected cash flows.

Keppel's ability to deploy capital across the capital stack, be they perpetual vehicles (such as REITs and business trusts), private funds or bespoke mandates, allows Keppel to offer investors diverse fund products and multiple access points across the risk-return spectrum.

Keppel, through its Fund Management and Investment platforms, is a signatory of the United Nations-supported Principles for Responsible Investment and is committed to adopting and implementing the six Principles, where possible. Keppel also considers various environmental,

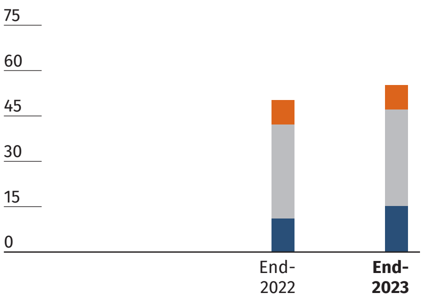
ASSETS UNDER MANAGEMENT[1] ($ billion)



	End-2022	End-2023
Infrastructure	16.1	**19.9**
Real Estate	38.4	**39.3**
Connectivity	8.0	**8.5**
Total	62.5	**67.7**

[1] Includes carrying values of identified assets on the balance sheet, as well as gross asset values of certain identified underlying assets held in joint ventures, that can be potentially converted into fee-bearing FUM. Notes receivables (vendor notes issued by Asset Co) amounting to c.$4.3 billion is included.

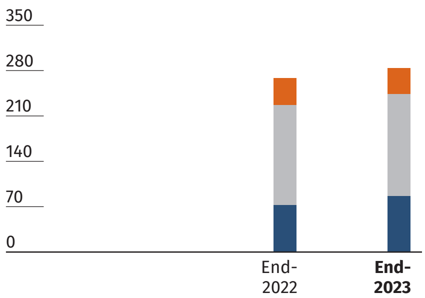
FUNDS UNDER MANAGEMENT[2] ($ billion)



	End-2022	End-2023
Infrastructure	11.0	**15.0**
Real Estate	31.0	**32.0**
Connectivity	8.0	**8.0**
Total	50.0	**55.0**

[2] Gross asset value of investments and uninvested capital commitments on a leveraged basis to project fully-invested FUM.

ASSET MANAGEMENT FEES[3] ($ million)



	End-2022	End-2023
Infrastructure	72.0	**86.0**
Real Estate	154.0	**157.0**
Connectivity	41.0	**40.0**
Total	267.0	**283.0**

[3] Includes 100% fees from subsidiary managers, joint ventures and associated entities, as well as share of fees based on a shareholding stake in an associate with which Keppel has a strategic alliance.

social and governance (ESG) factors across its investment vehicles, to ensure material ESG risks and opportunities are managed throughout the life cycle of the investments.

In 2023, Keppel secured $283 million in asset management fees, up 6% year on year. During the year, our private funds and listed real estate and business trusts raised about $2.3 billion in equity and completed $2.5 billion in acquisitions. We also achieved several fundraising milestones in 2023, as our Fund Management Platform built on existing fund series as well as developed new, attractive fund products targeted at global institutional investors. We achieved the first closing of our flagship open-ended infrastructure fund, the Keppel Core Infrastructure Fund (KCIF), and the closing of a China-focused programme as part of Keppel's Sustainable Urban Renewal (SUR) strategy.

Keppel's global Funds Under Management (FUM) stood at $55 billion as at end-2023, up from $50 billion as at end-2022[1]. We will continue to work towards our FUM target of $100 billion by end-2026 and to accelerate growth towards the 2030 FUM target of $200 billion through both organic growth and opportunistic acquisitions.

In a major step forward in the Company's strategy to be a global asset manager and operator, in November 2023, we announced the proposed acquisition of Aermont Capital (Aermont), a leading European real estate manager. The acquisition of Aermont would significantly expand Keppel's asset management business beyond the Asia Pacific, giving us an immediate and strong foothold in Europe, as well as broaden our global network of Limited Partners. When Phase 1 of the Aermont acquisition is completed, Keppel's FUM would grow to about $79 billion, close to 80% of our interim target of $100 billion by end-2026.

In 2023, Keppel also acquired the remaining 50% interest in Keppel Credit Fund Management (formerly Pierfront Capital Fund Management) and consolidated our ownership of the private debt platform. This is in line with Keppel's strategy to seize opportunities from the rising demand for alternative lending solutions and the growing Asian private debt space.

Keppel harnesses its deep operating capabilities to provide LPs with exclusive access to attractive infrastructure, real estate and connectivity assets.

INFRASTRUCTURE

Infrastructure is expected to be one of the fastest-growing asset classes in the years ahead, driven by strong underlying megatrends, particularly decarbonisation and the push for renewables in the global energy transition. There are also vast opportunities for private capital to augment governments' budgets stretched by the COVID-19 pandemic, to help expand renewable energy capacity globally, transition away from fossil fuels, and accelerate zero- and low-emission technologies.

As an asset class, infrastructure is highly defensive and attractive in today's volatile environment, with its ability to provide steady cash flows while passing through rising costs amid an inflationary environment. Recent mergers and acquisitions (M&As) involving global financial asset managers and infrastructure operators attest to the robust investor demand for this asset class. Keppel, with its established track record as an infrastructure asset manager and operator, is well positioned to capture opportunities and add value to investors through its investment products.

In 2023, we achieved the first closing of KCIF, our flagship open-ended infrastructure fund with initial capital and co-investment commitments of US$575 million out of a target size of US$2.5 billion. KCIF will focus on highly defensive and essential infrastructure assets across developed markets in the Asia Pacific, which will provide stable,

[1] Gross asset value of investments and uninvested capital commitments on a leveraged basis to project fully-invested FUM.

Spotlight

KEPPEL'S REAL ESTATE PLATFORM IN EUROPE

Aermont's emphasis on value adding and active management, as well as its operator-oriented approach to portfolio management, are a strong fit with Keppel's strengths as an asset manager and operator.

In November 2023, we announced the proposed acquisition of leading European real estate manager, Aermont Capital (Aermont), marking a pivotal step in Keppel's transformation to be a global asset manager and operator. To be executed over two phases in 2024 and 2028 respectively, the transaction brings together two like-minded asset managers with complementary capabilities to accelerate growth and enhance the value proposition to private fund investors.

The highly synergistic acquisition will expand Keppel's asset management capabilities beyond Asia Pacific to Europe, where Aermont's geographic footprint and investment strategies complement Keppel's capabilities with minimal overlaps. It will expand Keppel's blue-chip clientele through Aermont's longstanding relationships with over 50 global LPs. It will also bolster Keppel's talent pool with an experienced senior team with a proven track record and extensive networks in Europe, and whose values, culture and operator-oriented approach to creating long-term value are a strong fit with Keppel.

Established in 2007, Aermont is an independent asset management business and a leader in opportunistic real estate investments, with a proactive operator-oriented approach emphasising prime assets and leading businesses across core Western European markets. As at end-December 2023, Aermont had a total FUM of $24 billion across four active funds and a single asset vehicle[1].

Following the acquisition of the initial 50% stake in Phase 1, Keppel will focus on maintaining and supporting Aermont's success while working with its team to jointly develop new fund products and initiatives, leveraging Keppel's expertise in alternative assets such as private credit funds and data centres. With further value add from Keppel, Aermont has the potential to grow its FUM from $24 billion to approximately $60 billion by 2030[1].

[1] Gross asset value of investments and uninvested capital commitments on a leveraged basis to project fully-invested FUM.

long-term, predictable cash flows. These include assets with proven operating track records, long concessions with credit-worthy counterparties and those that are regulated. With its private funds – KCIF, the Keppel Asia Infrastructure Fund Series and Keppel Private Credit Fund – as well as SGX-listed Keppel Infrastructure Trust (KIT), Keppel is able to provide investors with a spectrum of investment opportunities across the capital stack and cater to different risk profiles.

Tapping into the growing need for renewable energy, Keppel, together with KIT, jointly acquired a 16.3% stake in Fäbodliden II, a 17 MW Swedish onshore wind farm in 2023. Along with the additional 26 MW of grid capacity awarded to Borkum Riffgrund 2, which is partially owned by KIT and Keppel, these assets will expand Keppel's wind energy portfolio to 1 GW. KIT has also announced its proposed acquisition of a 45% stake in a solar portfolio with a projected combined generation capacity of 585 MW from Enpal, a German renewable energy company, marking KIT's first acquisition in the solar energy sector.

REAL ESTATE

With the built environment making up about 40% of global carbon emissions, sustainable real estate is fast becoming a key priority for future investments. Older, less sustainable buildings are becoming increasingly undesirable and difficult to finance and are at risk of becoming stranded assets in the future, thereby boosting demand for new or retrofitted buildings that are more energy-efficient. To manage their carbon footprints, more companies are also planning to exit less carbon-efficient commercial spaces. These trends present opportunities for Keppel to harness its strong operating capabilities and implement SUR initiatives on the assets in the REITs and private funds managed by Keppel, to help improve the efficiency, sustainability performance and valuation of these commercial buildings.

Following the successful acquisition of INNO88 Tower in Seoul, Keppel Asia Macro Trends Fund IV partnered with a Co-investment Programme committed by a leading Korean financial institution to jointly acquire the Bank of Korea's Sogong Annex Facility (now known as K-Finance Tower). Keppel is implementing its SUR solutions to refurbish and modernise K-Finance Tower and seeks to capitalise on the healthy office leasing demand and limited supply in Seoul to generate attractive returns.

Keppel leverages its operational expertise in data centres and power to future-proof data centre infrastructure by deploying artificial intelligence and machine learning, as well as incorporating sustainable design and energy-efficiency solutions.

Keppel also continued to seek opportunities in alternative asset classes that are more resilient compared to commercial real estate which is facing headwinds in certain markets. In 2023, the Keppel Education Asset Fund (KEAF) acquired two education assets in Sydney, Australia, bringing Keppel's total portfolio in Australia to AU$4.8 billion of infrastructure, prime commercial and data centre assets. Besides Australia, KEAF also increased its stake in a premium K12 international school in Singapore, further strengthening its foothold in a market where demand is strong.

Keppel continues to source for deals to capitalise on rising trends in the real estate market, including the increased focus on green and sustainable buildings, rising income in the Asian middle-class and the growing opportunities for the living sector, including Build-to-Rent apartments, Purpose-Built Student Accommodation and Senior Living apartments.

CONNECTIVITY

Demand for data centre capacity is growing exponentially, as more businesses and consumers use over-the-top platforms, cloud computing and artificial intelligence. With over a decade of operational expertise, Keppel is well positioned to capture arising opportunities to create value for the investors of our data centre private funds and listed REIT. To meet the demand for more sustainable data centres, Keppel is leveraging its innovative proprietary solutions to optimise the data centre power usage effectiveness of its assets. With the ability to provide renewable energy for its assets, Keppel can support customers' net zero ambitions while future-proofing data centre infrastructure.

During the year, Keppel also secured private investors to invest in a 60% share of the Company's stake in Bifrost Cable System, the first subsea fibre cable system directly connecting Singapore to the West Coast of North America via Indonesia through the Java Sea and Celebes Sea.

OPERATING PLATFORM

Keppel harnesses its deep operating capabilities to create alternative real assets and solutions serving the energy transition, sustainable development and digital connectivity.

The Operating Platform is horizontally integrated with the Fund Management and Investment platforms and helps to drive value creation by developing, operating and optimising assets.

Keppel's Operating Platform possesses deep capabilities in engineering, developing and operating assets. It delivers critical solutions and services across Infrastructure, Real Estate and Connectivity to address some of the world's most pressing challenges in the face of climate change and rapid urbanisation and increasing digitalisation. These offerings span power, renewables, clean energy, decarbonisation and sustainability solutions, green buildings as well as digital infrastructure.

Horizontally integrated with the Fund Management and Investment platforms, the Operating Platform contributes its expertise to create, operate and optimise real assets across the investment cycle. Working in concert, the platforms drive superior asset performance and investment outcomes for Keppel's private funds and listed real estate and business trusts, while advancing the Company's asset-light strategy and recurring income growth.

The Infrastructure Division has a strong international track record for developing and managing critical infrastructure such as power generation, waste-to-energy, district cooling and water treatment plants, as well as providing related services for a spectrum of energy and environmental needs. Keppel, through the Infrastructure Division, is the first company in Singapore to successfully import renewable energy. It is also developing the Keppel Sakra Cogen Plant, the country's first-to-market hydrogen-ready power plant. To help companies decarbonise their operations, the Infrastructure Division also offers Energy-as-a-Service, a subscription service that bundles solutions such as district cooling, solar energy, electric vehicle charging and smart energy management.

The Real Estate Division, with its extensive experience in Asian real estate, provides innovative urban space solutions spanning sustainable urban renewal, senior living, urban living, retail and large-scale integrated developments. The Real Estate Division leverages its operating capabilities to help build quality asset pipelines as well as contribute towards asset enhancement initiatives leveraging its sustainable urban renewal solutions to create value for Keppel's private funds and listed REITs.

The Connectivity segment, which comprises the Data Centres and Networks Division and M1, possesses deep expertise in designing, developing and operating high-quality data centres and subsea cable systems, as well as providing 5G network and solutions to consumers and enterprises. As a leader in data centres, the Data Centres and Networks Division is developing higher-capacity and more sustainable digital infrastructure to support rapid digitalisation. In doing so, the Division helps to build quality asset pipelines as well as operate specialised assets for Keppel's private funds and listed data centre REIT.

M1 is Singapore's first digital network operator, providing a suite of communications services, including mobile, fixed line and fibre offerings, to over two million customers. As a cloud native digital platform, M1 harnesses its strong synergies with the operating divisions to offer smarter bundled solutions and enterprise services that help customers in their digital transformation.

INFRASTRUCTURE
5.9 GW
Energy portfolio comprising 4 GW of renewables and 1.9 GW of gas projects

REAL ESTATE
$39.3b
In real estate assets under management[1]

CONNECTIVITY
32 Data Centres
Assets across Asia Pacific and Europe

[1] Includes carrying values of identified assets on the balance sheet, as well as gross asset values of certain identified underlying assets held in joint ventures, that can be potentially converted into fee-bearing FUM. Notes receivables (vendor notes issued by Asset Co) amounting to c.$4.3 billion is included.

INFRASTRUCTURE

We provide compelling end-to-end solutions spanning power, renewables, clean energy and decarbonisation, which are essential for sustainable development.

PROGRESS IN 2023

- First to import renewable energy under LTMS-PIP, with ~270 GWh imported by end-2023.
- Grew proportion of long-term power contracts (3 years and above) from about 36% of total contracted generation capacity as at end-June 2023 to about 60% as at end-December 2023.
- Made good progress on the construction of the Keppel Sakra Cogen Plant, Singapore's first-to-market hydrogen-ready power plant.
- Signed MOUs with international partners including GenZero, Masdar, and AM Green to explore various low-carbon energy solutions such as hydrogen, ammonia, and bioenergy.
- Gained strong traction in EaaS solutions, securing $1.6 billion worth of contracts in 2023.

FOCUS FOR 2024/2025

- Grow the integrated power business and explore strategic opportunities to provide longer-term energy solutions.
- Continue to maintain a robust and balanced portfolio of long-term power contracts with stable recurring income.
- Fortify Keppel's leadership in the Singapore power sector through low carbon electricity import.
- Further develop pipeline of strategic infrastructure assets for private funds and listed infrastructure trust.
- Continue to execute projects well and safely, including the Keppel Sakra Cogen power plant.
- Continue to expand market share for proprietary EaaS and WTE solutions.

Infrastructure is expected to be one of the fastest-growing asset classes, supported by global trends such as the energy transition and the push for decarbonisation. At the United Nations Climate Change Conference (COP 28) in 2023, there were calls to triple renewable energy capacity globally, transition away from fossil fuels, and accelerate zero- and low-emission technologies. With extensive global engineering, development and operating experience, Keppel's Infrastructure segment is at the forefront of providing sustainability solutions and services in areas such as renewables, clean energy and decarbonisation.

The global energy transition and climate action are driving demand for Keppel's renewables, clean energy, decarbonisation and environmental solutions.

As part of a horizontally integrated value chain, Keppel's Infrastructure Division works with the Fund Management and Investment platforms to build quality asset pipelines for Keppel's private funds and listed infrastructure trust. Focused on an asset-light model with recurring income, the Infrastructure Division provides Energy-as-a-Service (EaaS) solutions on subscription, enabling firms to decarbonise their assets and operations with minimal upfront investments. The Division also confers significant strategic advantages to the Real Estate and Connectivity segments by working with them to future-proof their assets and solutions with low-carbon energy.

INTEGRATED POWER BUSINESS

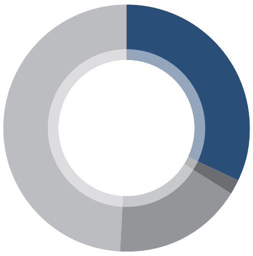
The Singapore Wholesale Electricity Market (SWEM) was volatile in 1H 2023 amidst geopolitical tensions, increased electricity demand and inflationary pressures, which resulted in high electricity prices. However, following measures put in place by the Energy Market Authority (EMA) to stabilise the energy market and enhance Singapore's energy security and resilience, electricity prices have stabilised since 2H 2023. Despite the volatile market conditions, Keppel's integrated power business performed strongly, bolstered by growth in contracts and improved operational efficiency.

Keppel's market position in the SWEM expanded, with its commercial and industrial retail market share increasing to 15% (excluding SP Services) as at December 2023. In addition, Keppel signed a multi-year Power Purchase Agreement with GlobalFoundries (GF) in January 2024 to provide 150 to 180 MW of electricity annually to power GF's Singapore site commencing May 2024. Come 2026, GF will also be a significant offtaker from the upcoming hydrogen-ready Keppel Sakra Cogen Plant, contracting about 25% of the plant's total generation capacity

Operating & Market Review

Operating Platform – Infrastructure

ENERGY PORTFOLIO (GW)



Gas	1.9
Renewables – Hydro	0.1
Renewables – Wind	1.0
Renewables – Solar	2.9
Total	**5.9**

LONG-TERM SUPPLY & SERVICE CONTRACTS ($ billion)
as at 31 December 2023

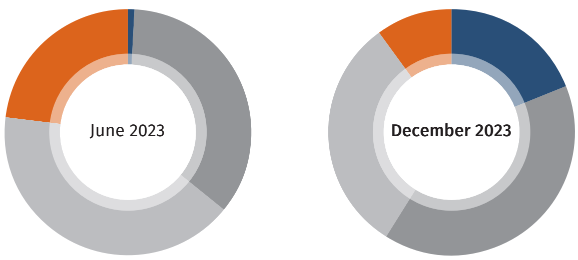
Operations & Maintenance	1.9
EaaS	2.4
Total	**4.3**

for over 15 years. By the end of 2023, about 60% of Keppel's contracted generation capacity was locked in for three years and above, a sharp increase from just 36% six months prior in June 2023.

As the first and only licensed company to start importing low-carbon power via the Lao PDR-Thailand-Malaysia-Singapore Power Integration Project (LTMS-PIP) in 2022, Keppel is well-placed to help pioneer the decarbonisation of Singapore's power sector. In 2023, Keppel was awarded two conditional approvals from EMA to import low-carbon electricity from renewable energy sources in Cambodia and Indonesia respectively. Keppel's Infrastructure Division will continue working with its partners to finalise the technical, commercial, and regulatory aspects of its electricity import projects, with the goal of providing reliable and competitive low-carbon electricity to customers.

While market conditions may continue to be volatile, Keppel's integrated power business is largely insulated against fluctuations in energy prices, bolstered by its end-to-end value chain. To sustain growth and performance, Keppel will also continue to actively pursue opportunities to provide longer-term energy solutions which will contribute to multiple recurring income streams.

POWER CONTRACTS[1] (%)



	June 2023	December 2023
>10 years	1.0	**19.0**
3-10 years	35.0	**40.0**
1-3 years	41.0	**31.0**
<1 year	23.0	**10.0**
Total	100.0	**100.0**

[1] Based on Keppel's existing generation capacity.

DECARBONISATION & SUSTAINABILITY SOLUTIONS

Energy-as-a-Service

Decarbonisation technologies play a crucial role in the energy transition, but they often require heavy capital investments which can be prohibitive for businesses. Keppel's Infrastructure Division provides EaaS, a cost-effective, subscription-based solution, to help drive widespread adoption of cleaner energy solutions.

The EaaS solution, which integrates Keppel's capabilities in district cooling, solar energy and electric vehicle (EV) charging, has gained strong traction since its introduction in late 2022. About $1.6 billion worth of EaaS contracts were secured in 2023, out of a total of $2.4 billion worth of EaaS contracts secured as at end-December 2023. These include Keppel's appointment as the District Cooling operator for the upcoming Jurong Lake District in Singapore which has a total design capacity of over 29,000 Refrigeration Tonnes, as well as new contracts from across China, Thailand and Vietnam.

Keppel manages two state-of-the-art operation nerve centres in Singapore and Vietnam, which underpin the efficiency, reliability and scalability of Keppel's EaaS solutions. At these centres, the Infrastructure Division can remotely monitor and optimise all its energy assets in real-time, leveraging digital technology, artificial intelligence and machine learning.

Meanwhile, Keppel's EV charging brand, Volt, has expanded its network to over 200 chargers as at end-December 2023, riding on strong growth in the adoption of electric vehicles in Singapore.

More recently in February 2024, Keppel was appointed to design and build a large-scale solar photovoltaic (PV) system at Changi Airport, which Keppel will own and operate for 25 years. The solar PV system can generate enough solar energy to allow Changi Airport Group to reduce its carbon emissions by about 20,000 tonnes each year.

Further afield, Keppel will seek opportunities to offer EaaS alongside its real estate and connectivity solutions to drive asset-light growth.

Environment

Keppel's proven waste-to-energy (WTE) technology enables effective solid waste management and energy recovery, and also helps cities avoid methane emissions which might arise if the waste was sent directly to landfills. More details on the avoided emissions arising from Keppel's solutions will be disclosed in Keppel's Sustainability Report to be published in May 2024.

In 2023, Keppel made good progress constructing the Hong Kong Integrated Waste Management Facility (IWMF) and Singapore's Tuas Nexus IWMF, which attained about 80% and over 50% completion respectively by year-end. Keppel has successfully delivered the prefabricated modules for the Hong Kong IWMF, the first to adopt the modularisation method of construction within the global WTE industry.

In the UK, Keppel secured the renewal of the five-year Technical Support Agreement for the Runcorn Phase 1 & 2 Energy-from-Waste (EfW) facilities. Designed and built by Keppel, the combined Runcorn EfW is one of the largest and most efficient EfW projects in the UK.

Keppel's $4.3 billion infrastructure supply and service contract backlog as at end-2023 provides earnings visibility over the next 10-15 years.

As a leader in environmental solutions, Keppel is working on integrating carbon capture technology with its WTE plants to create a carbon-negative solution for waste management. During the year, Keppel successfully completed feasibility and pre-Front End Engineering Design (FEED) studies for the integration of a large-scale carbon capture facility with the Runcorn EfW. As the original designer and builder of the Runcorn EfW, Keppel is well positioned to advise on the possible synergies between the Runcorn EfW facility and the proposed carbon capture facility.

Meanwhile, in Singapore, Keppel and the National Environment Agency are in advanced stages of a joint study on the feasibility of implementing carbon capture technology at selected WTE plants in Singapore.

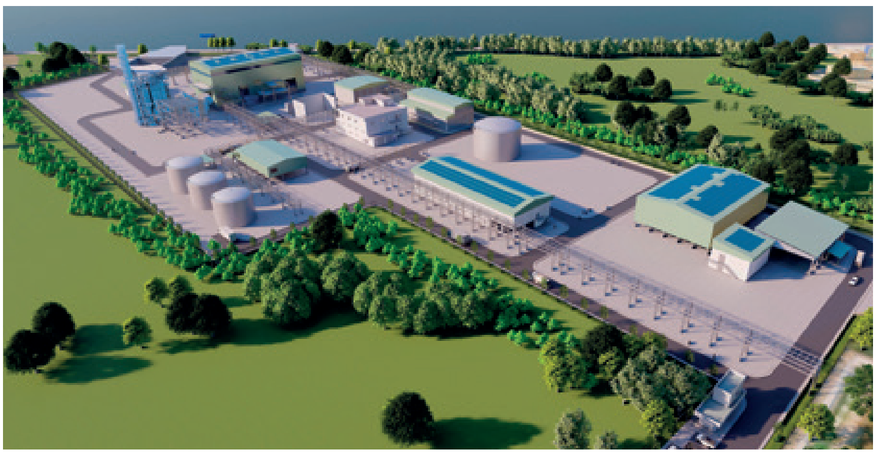
New Energy

Keppel is intensifying its work with international partners on supply chains for low-carbon hydrogen and hydrogen-derived fuels, such as green ammonia, as part of Keppel's plans to capitalise on the growth of the hydrogen economy.

In May 2023, Keppel joined the Central Queensland hydrogen project (CQ-H2) to develop one of the largest green hydrogen projects in Australia as part of an international consortium. FEED studies for the CQ-H2 project have kickstarted with support from the Australian Renewable Energy Agency. Leveraging the green hydrogen feedstock from CQ-H2, Keppel is developing a downstream green ammonia project in Gladstone with Incitec Pivot Limited, which can produce up to 850,000 tonnes per annum of green ammonia for Australia as well as international export.

In Singapore, Keppel signed a Memorandum of Understanding (MOU) with ExxonMobil to explore low-carbon hydrogen and ammonia for scalable commercial and industrial applications that can support both Jurong Island's sustainability goals and Singapore's hydrogen strategy. The collaboration would help to realise the vast potential of low carbon ammonia as a fuel as well as feedstock for refinery and petrochemical operations.

Besides low-carbon solutions, Keppel is also actively engaging its partners on various sustainability solutions including bioenergy. In 2023, Keppel signed separate MOUs with GenZero, Masdar and AM Green to explore projects in areas such as biomethane, biomethanol and Sustainable Aviation Fuel. Bioenergy, a form of renewable energy generated from organic materials such as purpose-grown crops and organic waste, is poised to play a pivotal role in the ongoing energy transition and offers numerous advantages to decarbonise hard-to-abate industries such as aviation and the heavy-duty transport sector.



When completed, the hydrogen-ready Keppel Sakra Cogen Plant will be the most cutting-edge and energy efficient power plant in Singapore, which will translate into superior performance, including lower emission intensity and higher operational flexibility.

REAL ESTATE

We provide sustainable and innovative urban space solutions, focusing on sustainable urban renewal and senior living.

PROGRESS IN 2023

- Announced monetisation of $830 million of residential and commercial assets in Singapore and the region.
- Implementing sustainable urban renewal initiatives in eight projects across Asia Pacific, with combined asset value of $7.5 billion.
- Launched Sindora Living, a senior living operating platform for Asia, and opened Keppel's flagship assisted living community in Nanjing, China.
- Signed Memoranda of Understanding with DBS and UOB to provide REaaS solutions to businesses and assets owners in Asia.

FOCUS FOR 2024/2025

- Accelerate asset monetisation and unlock capital that can be re-invested for growth and higher returns, leveraging Keppel's asset-light model.
- Work on securing new sustainable urban renewal projects in existing markets in Asia.
- Continue expanding senior living footprint through exploring opportunities in priority markets of China and Singapore, as well as other markets in Asia Pacific, Europe and the US.

Keppel's innovative SUR solutions integrate people, AI-driven technology and processes to bolster the sustainability performance of commercial buildings.

With decades of real estate development and management experience in Asia, Keppel harnesses its deep operating capabilities to create value for investors, customers and governments through its end-to-end value chain. Keppel's Real Estate Division works with the Fund Management and Investment platforms to build quality asset pipelines and leverages its Sustainable Urban Renewal (SUR) capabilities to perform asset enhancement initiatives for Keppel's private funds and listed trusts. As part of Keppel's asset-light business model, the Real Estate Division also provides Real Estate-as-a-Service (REaaS) solutions such as SUR to help businesses decarbonise their assets and operations.

SUSTAINABLE URBAN RENEWAL

The built environment is responsible for some 40% of the world's carbon emissions, and its decarbonisation is one of the most cost-effective ways to mitigate climate change. Retrofitting existing assets can be a greener, less costly and faster-to-market solution compared to demolition and redevelopment. It also allows asset owners to cater to evolving user preferences by upgrading their buildings to be smarter, better connected and more sustainable.

Drawing on its strong operating capabilities in real estate, Keppel has developed an innovative SUR initiative, which integrates people, processes and AI-driven technology to open up new possibilities in the rejuvenation of older commercial buildings. Keppel's SUR solutions deploy the latest technologies to reduce buildings' operational and embodied carbon, driving energy and water efficiency and extending the lifespan of aging buildings. SUR also uses spatial programming to implement intelligent workspace solutions and introduces best-in-class amenities and placemaking activities to support changing work preferences. Given their versatility, Keppel's SUR solutions and methodology can also be applied to the design, development and operation of new buildings.

Keppel's SUR solutions are being implemented in eight assets, namely Keppel Bay Tower, Ocean Financial Centre and Keppel South Central in Singapore; The Kube and Park Avenue Central in Shanghai, China; Saigon Centre in Ho Chi Minh City, Vietnam; INNO88 Tower in Seoul, South Korea, and Kohinoor in Pune, India.

The Division is expanding its SUR offerings in Asia Pacific and also actively working with Keppel's private funds to offer SUR capabilities as part of asset enhancement initiatives that can help to bolster the efficiency, sustainability performance and valuations of their asset portfolios.

During the year, Keppel partnered Singapore banks DBS and UOB to jointly develop and provide businesses across the region with a comprehensive suite of sustainability and digitalisation solutions to support their decarbonisation journeys. Through these collaborations, Keppel can offer SUR-related solutions including spatial programming and workplace solutions to businesses and asset owners can help improve their building performance and uplift asset values.

Looking ahead, the Division will continue to pursue a strong pipeline of over 20 assets to retrofit and decarbonise, as well as explore opportunities to offer SUR for a wider range of hospitality, healthcare and industrial assets.

SENIOR LIVING

Many countries are seeing ageing populations amid low fertility rates and longer life expectancies. Coupled with rising affluence and a focus on healthy ageing, the demand for assisted-living communities is growing, particularly in countries such as China and Singapore. Keppel sees opportunities to cater to the large and generally underserved senior populations in these markets, using an asset-light model.

Keppel has built in-house capabilities across the senior living segment,

Spotlight

SINO-SINGAPORE TIANJIN ECO-CITY: A MODEL FOR SUSTAINABLE DEVELOPMENT

The Sino-Singapore Tianjin Eco-City (Eco-City), which marked its 15th anniversary in 2023, is a showcase of Keppel's strong expertise in sustainability-related solutions, as well as its ability to integrate them to advance sustainable development.

Keppel leads the Singapore consortium, which works with its Chinese partner to guide the 50-50 joint venture, Sino-Singapore Tianjin Eco-City Investment and Development Co., Ltd. (SSTEC), in its role as master developer of the Eco-City.

In addition, Keppel also contributes to the Eco-City's growth by developing green residential and commercial developments, and through joint ventures with its Chinese partners, provides diverse infrastructure solutions such as renewable energy, water treatment and district heating and cooling services.

During the year, SSTEC sold two residential plots and an industrial plot for RMB 1.15 billion, as well as over 1,100 homes in its projects. To attract more green companies to the Eco-City, SSTEC commenced development of the new Green Innovation Park in the central district of the Eco-City. SSTEC has also signed a collaboration agreement with the Singapore University of Technology and Design to set up a research and innovation centre in the Eco-City, and further enhance the Eco-City as a "living lab" for the innovation and development of green and low-carbon technologies.

Keppel drives the growth of the Eco-City by developing green residential and commercial developments, and providing infrastructure solutions such as renewable energy, water treatment and district heating and cooling services.

At the 15th Sino-Singapore Tianjin Eco-City Joint Steering Council Meeting in December 2023, which was co-chaired by Deputy Prime Minister and Minister for Finance of Singapore, Lawrence Wong, and Vice Premier of the State Council of the People's Republic of China, Ding Xuexiang, Singapore and China unveiled a new project collaboration framework that will strengthen the Eco-City's role as a pathfinder for climate-friendly cities, and broaden bilateral cooperation across the areas of green growth, low-carbon living, ecological resilience, innovation, talent development and governance.

including development and operational expertise, drawing from experience through its investment in Watermark Retirement Communities in the US. Keppel continues to build up a strong ecosystem of clinical, research, recruitment and technology partners to offer differentiated senior living services.

Meanwhile, Keppel opened its flagship project – a 400-bed premier assisted living community in Nanjing, China – under its senior living platform, Sindora Living. Sindora Living redefines senior living by focusing on empowering programmes for seniors of all conditions, with a strong emphasis on personalised life plans, holistic care, and smart management systems with a human heart. The Sindora Living platform and its Nanjing community will serve as a launchpad for Keppel to offer related asset management and operating services in China and other parts of Asia.

Keppel is implementing SUR initiatives across eight projects in Asia Pacific, including the INNO88 Tower in South Korea.

REAL ESTATE INVESTMENT

Despite challenging market conditions in 2023, Keppel continued to monetise its real estate portfolio in Asia, announcing $830 million in asset monetisations. We also sold 3,100 homes across Singapore, China, Vietnam, Indonesia and India.

As part of its asset-light strategy, Keppel is selectively investing in development projects, leveraging its operating capabilities and networks, to connect investors of its private funds with real estate opportunities in Asia. This would in turn enable Keppel to grow its Funds Under Management.

In Singapore, the Division made progress in the development of the iconic Keppel South Central, a next-generation smart and super low energy building located in Tanjong Pagar. When completed in early 2025, the new building will add to Keppel's asset pipeline of approximately 650,000 square feet of technology-forward spaces – comprising Grade A offices, flexible workspaces, retail and event spaces as well as a diverse range of indoor and outdoor amenities.

As part of Keppel's refreshed China playbook and pivot away from developing and selling homes, Keppel will focus on sustainability-related solutions in sectors benefiting from tailwinds and government support, and where Keppel has strong differentiation and value add. These include Keppel's focus areas across the energy transition, sustainable urban renewal, senior living and data centres. Keppel is also bringing together partners and investors in China to invest in good projects in the country, as part of the Company's "China-for-China" asset management strategy.

In Vietnam, strong government emphasis on infrastructure development, an expanding middle-class population and young workforce continue to drive demand for Keppel's real estate solutions. During the year, the Real Estate Division jointly invested in two residential projects with the Keppel Vietnam Fund and Khang Dien Group in Ho Chi Minh City, where the partners will jointly develop over 200 landed homes and 600 high-rise apartments.

In India, the demand for office space is expected to remain strong due to the return-to-office policy by top IT companies and increasing number of global capability centres. The robust office market, along with a trend of occupiers wanting to shift to quality and sustainable buildings, bodes well for Keppel's active search to expand its office portfolio across key micro markets in Mumbai, Pune, Bangalore, Hyderabad, Chennai and the Delhi National Capital Region.

Building on its strong track record in the master development of smart, sustainable urban townships, the Real Estate Division secured consultancy contracts to provide master planning, smart city solutions and estate management advisory services for projects in Jinan and Suzhou in China, as well as Sri Lanka.

Meanwhile, Keppel continued to engage various Singapore government agencies on the feasibility and benefits of nearshore developments as coastal protection solutions, and completed various related technical tests. The Division has also obtained relevant IP certifications for nearshore solutions in Singapore, enabling Keppel to further engage corporates, institutes of higher learning and business partners on potential collaboration.

During the year, Keppel was recognised for its strong sustainability efforts in the real estate space. In the 2023 GRESB Assessment, Keppel's Real Estate Division was ranked second place in the Diversified – Office/Residential/Non-listed/Core category for its strong Environmental, Social and Governance (ESG) performance. It also retained its Green Star rating, which recognises entities with commendable scores across the benchmark's ESG components.

CONNECTIVITY

We connect people, businesses and countries in the digital economy.

PROGRESS IN 2023

- Achieved ready-for-service status for first phase of Building 1 of Keppel Data Centre Campus at Genting Lane.
- Achieved full utilisation at first two phases of Huailai Data Centre in Greater Beijing.
- Continued to make progress on the Floating Data Centre Module (FDCM) and DataPark+, with final investment decision for the FDCM expected in 1H 2024, and actively engaged government agencies on DataPark+.
- Completed close to 50% of overall cable laying operations for Bifrost Cable System.
- M1 achieved nationwide 5G standalone network coverage ahead of schedule in 1Q 2023.
- M1 completed consumer migration to its new cloud native digital platform.
- M1 launched its "solution-in-a-box" offering with a suite of plug-and-play 5G solutions for companies to boost 5G adoption and deployment.

FOCUS FOR 2024/2025

- Accelerate data centre portfolio expansion overseas in Asia Pacific and Europe.
- Continue to develop innovative data centre solutions, such as DataPark+ and the FDCM.
- Target for Bifrost Cable System to go into commercial service by end-2024.
- Pursue subsea cable opportunities in Asia and other emerging markets with Joint Build Partners.
- Grow the enterprise business with more 5G-enabled solutions for enterprises and industries.
- Develop innovative solutions and drive 5G-enabled advancements across industries through collaboration between M1 and Keppel's operating divisions.

Strong growth in social media and video streaming, the adoption of cloud computing, and emergence of Generative Artificial Intelligence (GenAI), are driving up computing power, bandwidth, and latency requirements worldwide. These in turn underpin the demand for advanced digital infrastructure, such as data centres and fibre networks, as well as 5G connectivity.

Keppel delivers high-quality data centres, subsea fibre cables and 5G connectivity and applications, harnessing the power of its end-to-end value chain.

Keppel's Connectivity segment comprises the Data Centres and Networks Division and M1. The former possesses deep expertise in designing, developing and operating high-quality data centres and subsea cable systems, while M1 provides 5G network and solutions for consumers and enterprises.

As part of a horizontally integrated value chain, the Data Centres and Networks Division works with the Fund Management and Investment platforms to build quality asset pipelines for Keppel's private funds and listed data centre REIT. The Data Centres and Networks Division also benefits from strategic access to low-carbon energy provided by Keppel's Infrastructure Division, which helps to power and future-proof its assets and solutions.

DATA CENTRES

Amid climate and energy security concerns, data centre operators are expected to provide higher capacity and rack densities for their clients, while improving carbon emissions and the power usage efficiency of their assets.

In Singapore, Keppel DC Singapore 7, the first complex situated within the Keppel Data Centre Campus at Genting Lane, has been in service since 1Q 2023. Meanwhile, the second complex, Keppel DC Singapore 8, achieved structural completion in March 2024, with the first phase of the complex expected to be ready for service in 3Q 2024. For Keppel Data Centre Fund II's data centres in China, the first two phases of Huailai Data Centre in Greater Beijing have achieved full utilisation, while the Shanghai Data Centre was ready for service in early-2024.

Keppel is accelerating the pursuit of data centre projects in new markets across the Asia Pacific, which is one of the fastest-growing regions for digital infrastructure. Home to digitally-connected populations, the Asia Pacific benefits from a high penetration rate of mobile devices and social networking applications, as well as the expansion of 5G networks.

Operating & Market Review
Operating Platform – Connectivity

The proposed DataPark+ is a 1 GW nearshore sustainable data centre campus that is envisioned to be powered by hydrogen and solar energy, and can save nearly 21 billion litres of water annually through the use of seawater for cooling.

In addition to portfolio expansion, Keppel is also exploring ways to future-proof data centre infrastructure by deploying AI and machine learning for predictive failure analyses, as well as incorporating sustainable design and energy-efficiency solutions. To this end, the Data Centres and Networks Division is working with the Infrastructure Division as well as international partners to harness green energy sources that can help to improve the power utilisation and reduce the carbon emissions of Keppel's data centres.

Keppel also continues to explore disruptive innovations, such as the energy-efficient Floating Data Centre Module, which is expected to reach final investment decision in 1H 2024. The Data Centres and Networks Division has also been actively engaging government agencies and authorities to advance the development of DataPark+, a 1 GW nearshore net zero data centre campus concept.

DataPark+ is envisioned to be a self-sustaining, carbon neutral campus that will operate on clean energy derived from a private smart grid powered by sustainable hydrogen and solar energy. DataPark+ is engineered to tap seawater for its cooling needs. This is estimated to reduce the use of treated water for cooling by about 21 billion litres annually, enough to fill 1,200 Olympic size swimming pools.

Featuring a modular design, DataPark+ can be developed in phases in tandem with demand, and the availability of clean and low carbon energy. By aggregating cooling and power requirements, DataPark+ is designed to greatly enhance the efficiency of data centre operations.

SUBSEA CABLE SYSTEMS

In 2023, the Bifrost Cable System, the largest capacity high-speed transmission cable and subsea connectivity hub across the Pacific Ocean, achieved financial close, with Keppel securing private investors to take a 60% stake in Keppel's share of the fibre pairs.

The construction of Bifrost is progressing well, with key milestones achieved, including the necessary permits and licenses for marine installation. Cable laying operations were close to 50% completed as at end-December 2023, with cable laying activities in the international waters of the Pacific Ocean fully completed. Construction of the landing facilities in Singapore, Indonesia, Mexico, and the US have commenced. When completed, these landing facilities will integrate the subsea cable with data centre infrastructure, to create an ecosystem of throughput connectivity.

When Bifrost achieves commercial service status, currently expected in end-2024, it will connect Singapore directly to the west coast of North America, bolstering connectivity by providing a route through Indonesia, the Philippines and Guam.

The Data Centres and Networks Division is also working with Keppel's Fund Management and Investment platforms to explore opportunities to invest in and develop more subsea cables in Asia and other emerging markets.

DIGITAL CONNECTIVITY

As part of its multi-year digital transformation, M1 accelerated the rollout of highly personalised services and completed the migration of all its mass consumer customers to its new cloud native digital platform. The new platform supports streamlined digital services, enables an efficient digital experience for customers through automation, enhances sustainability through future-proofing of the business, and optimises resources with cloud native applications.

M1 is looking to harness AI and GenAI to further enhance its productivity and service quality in customer experience and engagement. For instance, it is exploring the integration of ChatGPT with its chatbot, as well as the deployment of Salesforce AI which can help improve information accuracy and service speed of call agents.

M1 completed its nationwide 5G standalone network rollout ahead of schedule in 1Q 2023, and has since achieved nationwide outdoor 5G coverage for all consumers. M1 has implemented over 50 5G solutions in partnerships with various enterprises across the maritime, energy, utilities, smart estate vehicle and tourism sectors. In 2023, M1 launched its 5G-powered "solutions-in-a-box" offering, the first of its kind in Southeast Asia. The suite of SMART solutions include applications for worker safety to detect risk and forecast accidents, real-time security surveillance and management solutions at sea, autonomous robotics for the inspection of critical assets, and workforce productivity solutions. The solution's plug-and-play approach provides hassle-free integration and deployment of 5G-powered solutions for companies.

M1 drives growth by providing best-in-class 5G solutions to consumers and enterprises through its cloud-native connectivity platform.

In 2023, M1's growing enterprise business saw an increase in revenue of 27% year on year, driven by robust demand for its information and communications technology services, digital connectivity, hybrid multi-cloud offerings, as well as infrastructure and application modernisation services to help enterprise customers with their digital transformation.

In the realm of AI and data management, enterprise customers seek swift, on-demand, and flexible provisioning of graphics processing units (GPUs). M1 is collaborating closely with its key enterprise clients to provide GPU-as-a-Service solutions, enabling enterprises to harness GPU resources to address diverse, multiple workloads with ease, while enjoying substantial cost savings.

M1 continues to harness its strong synergies with Keppel's operating divisions, including bundling enterprise services for colocation data centre clients, as well as enabling smarter product features for several of Keppel's customer-facing services.

FINANCIAL REVIEW

We will create value through astute asset management, execution excellence and strong financial discipline.

OVERVIEW

Keppel achieved a net profit of close to $4.1 billion for 2023, more than quadruple that of 2022, due to the recognition of a disposal gain of approximately $3.3 billion from the successful divestment of Keppel Offshore & Marine (KOM).

KEY PERFORMANCE INDICATORS

	2023 $ million	23 vs 22 % +/(-)	2022 $ million
Revenue[1]	**6,967**	5	6,620
Net profit	**4,067**	339	927
Earnings Per Share	**227.6 cts**	337	52.1 cts
Return On Equity	**37.9%**	368	8.1%
Operating cash flow	**58**	(78)	260
Free cash flow[2]	**(384)**	(6)	(408)
Total dividend per share	**$2.70**[3,4]	n.m.f.	$0.33
Total cash dividend per share	**34.0 cts**	3	33.0 cts

n.m.f. denotes no meaningful figure.

1 Revenue from continuing operations.
2 FY 2023's figure included a $500 million cash component realised as part of the divestment of discontinued operations, which is presented as cash inflow from financing activities in the financial statements. The inclusion herein is for better comparability and understanding of free cash flow.
3 Includes dividend *in specie* of Sembcorp Marine (now Seatrium) shares, which amounted to $2.19, rounded the nearest two decimal places; calculated based on a division of (a) the cash equivalent amount of the dividend declared by the Company of $3,845 million, by (b) the Company's issued and paid-up share capital as at the Record Date of 1,751,959,918 Keppel Shares (excluding treasury shares).
4 Includes dividend *in specie* of Keppel REIT units; based on the closing market price of $0.835 per Keppel REIT unit on 6 November 2023, the cash equivalent amount of the dividend declared by the Company was $294 million, equivalent to $0.167 per share.

Excluding discontinued operations and the loss from the dividend *in specie* of Keppel REIT units (DIS loss), net profit was $996 million in 2023, 19% higher than the $839 million in 2022. All segments were profitable with stronger year on year performance from Infrastructure and Connectivity. In 2023, Infrastructure was the top performer, delivering a net profit of almost $700 million. Contribution from the Real Estate segment remained resilient with $426 million in net earnings, despite challenging market conditions in China[1]. Net profit from Connectivity grew year on year and accounted for approximately 14% of the net profit from continuing operations. The full-year performance including discontinued operations translated to earnings per share of $2.28, as compared to $0.52 in 2022. Correspondingly, Return On Equity (including discontinued operations) (ROE) was 37.9% as compared to 8.1% in 2022.

Free cash outflow was $384 million[2] in 2023 as compared to the free cash outflow of $408 million in 2022. This was mainly due to a lower level of investments and capital expenditures, higher divestment proceeds and dividend income, as well as advances from associated companies and joint ventures, partly offset by an increase in working capital requirements. In addition, as KOM had a net cash balance of $968 million, the completion of the divestment resulted in a net cash outflow, partially offset by the receipt of a $500 million cash consideration. Net gearing increased from 0.78x a year ago to 0.90x at the end of 2023 due to higher net debt as well as a lower equity base. Adjusted net debt to EBITDA[3] improved to 4.6x, from 5.1x as at the end of 2022 mainly due to higher proportionate increase in EBITDA as compared to the increase in adjusted net debt.

Total dividends for 2023 amounts to about $2.70 per Keppel share, as compared to $0.33 per Keppel share in 2022. This comprises a proposed final cash dividend of 19.0 cents per share and an interim cash dividend of 15.0 cents per share paid in the

NET PROFIT

$4.1b

Highest profit recorded by Keppel in 55 years; more than quadruple that of 2022

1 Excluding DIS loss of $111 million.
2 Included a $500 million cash component realised as part of the divestment of discontinued operations, which is presented as cash inflow from financing activities in the financial statements. The inclusion herein is for better comparability and understanding of free cash flow.
3 Adjusted net debt is defined as net debt less carrying value of non-income producing undeveloped land and properties held for sale (completed and under development), while EBITDA refers to profit before depreciation, amortisation, net interest expense and tax.

RECURRING INCOME FROM CONTINUING OPERATIONS

$773m

Rose 54% year on year; makes up 88% of net profit in 2023 compared to 60% in 2022

third quarter of 2023, as well as the dividends *in specie* of Sembcorp Marine (now Seatrium) shares and Keppel REIT units amounting to $2.19[1] per share and $0.167[2] per share respectively.

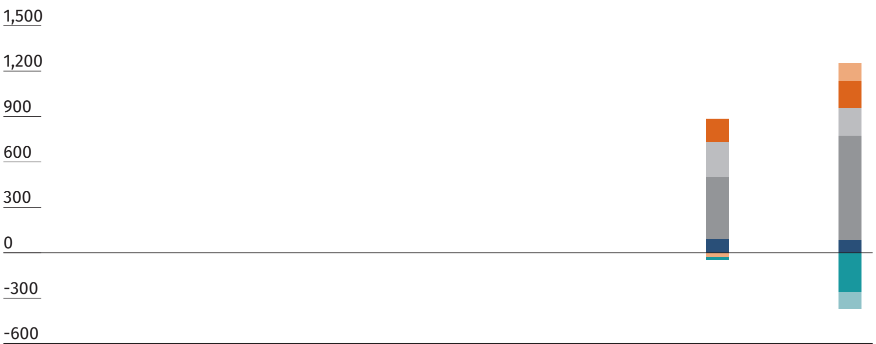
MULTIPLE INCOME STREAMS

Excluding the results of discontinued operations, net profit from continuing operations was $885 million, with positive contributions from all income streams. Underpinned by robust operating earnings from Infrastructure, recurring income, which comprises asset management net profit and operating income[3], grew 54% to $773 million from $503 million a year ago. Valuation gains declined mainly due to lower revaluation gains from investment properties. Development & Engineering, Procurement and Construction (EPC) earnings were 14% higher year on year at $178 million led by higher contributions from Singapore trading projects and the Sino-Singapore Tianjin Eco-City. Excluding the DIS loss, gains from capital recycling increased by $145 million primarily due to completion of several asset monetisations by Real Estate and Connectivity segments. Net loss from Corporate Activities was $256 million, as compared to $20 million in FY 2022, mainly due to the impact from the classification of interest expense associated with the vendor notes and lower fair value gains from investments.

SEGMENT OPERATIONS

Revenue from continuing operations of $6,967 million was $347 million or 5% higher than 2022. Revenue from the Infrastructure segment increased by $556 million or 13% to $4,846 million. The increase was led by higher electricity sales, partly offset by lower gas sales and lower progressive revenue from Infrastructure recognition from environmental projects in 2023. Asset management fee revenue from Infrastructure was higher year on year mainly due to higher management fees arising from better performance achieved by

MULTIPLE INCOME STREAMS ($ million)



	2022	2023
Asset Management	91	**86**
Operating[3]	412	**687**
Valuation	225	**181**
Development/EPC	156	**178**
Capital Recycling	(25)	**120**
Corporate Activities	(20)	**(256)**
DIS Loss	–	**(111)**
Net Profit	839	**885**

1 Dividend *in specie* of Sembcorp Marine (now Seatrium) shares rounded to the nearest two decimal places; calculated based on a division of (a) the cash equivalent amount of the dividend declared by the Company of $3,845 million, by (b) the Company's issued and paid-up share capital as at the Record Date of 1,751,959,918 Keppel Shares (excluding treasury shares).

2 Dividend *in specie* of Keppel REIT units; based on the closing market price of $0.835 per Keppel REIT unit on 6 November 2023, the cash equivalent amount of the dividend declared by the Company was $294 million, equivalent to $0.167 per share.

3 Refers to recurring income from operations, including from the sale of gas, electricity and utilities; leasing and managing properties; telecommunication services; as well as investment income and share of recurring operating results of associated companies.

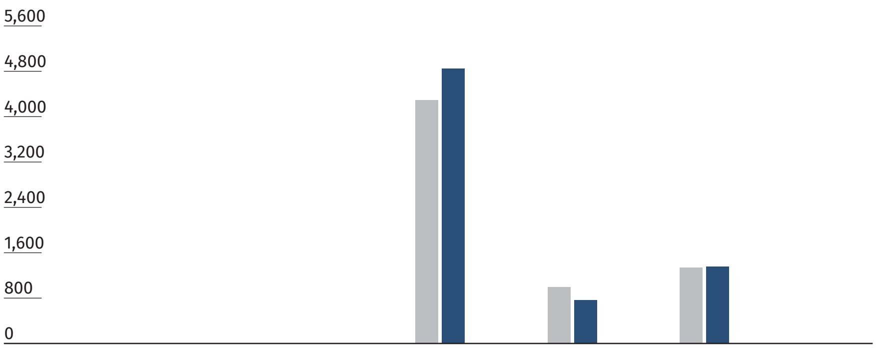
Keppel Infrastructure Trust (KIT) and the change in KIT's fee structure that took effect in 2H 2022. These were partly offset by lower acquisition fees in 2023. Revenue from the Real Estate segment decreased by $232 million to $764 million largely due to lower revenue from property trading projects in China as a result of fewer units completed and handed over during the year, partly offset by higher contributions from property trading projects in Singapore. Asset management fee revenue from Real Estate remained stable year on year. Revenue from the Connectivity segment increased by $18 million to $1,351 million mainly due to M1 reporting higher mobile and enterprise revenues, including contribution from Glocomp Systems (M) Sdn Bhd acquired in May 2022, partly offset by lower handset sales, as well as lower revenue from the logistics business following the divestment of the logistics portfolio in South-East Asia in July 2022. Asset management fee revenue from Connectivity remained stable year on year.

Net profit from continuing operations of $885 million was $46 million or 6% higher than 2022. Excluding the DIS loss, net profit rose by 19% year on year to $996 million.

The Infrastructure segment registered a net profit of $699 million in 2023, which was $402 million or 135% higher than the $297 million net profit recorded in 2022. Underpinned by higher net generation and margins, the integrated power business delivered stronger results for the year. The segment also saw higher returns from sponsor stakes in the form of higher distributions and fair value gains in 2023. In 2022, there was also a provision for supply chain cost escalation in the environment business. The higher returns in 2023 were partially offset by higher interest expense, and lower share of results from an associated company following a dilution of interest in 2H 2022. Infrastructure asset management net profit was higher year on year mainly due to higher fee revenue which was partly offset by higher overheads.

Net profit from the Real Estate segment decreased by $149 million to

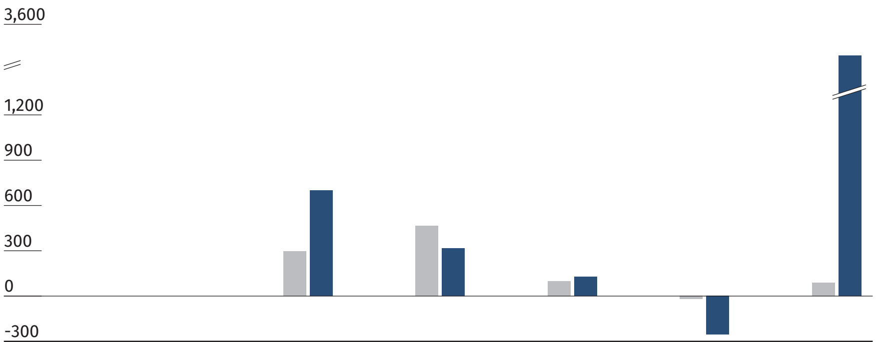
REVENUE[1] ($ million)



	Infrastructure	Real Estate	Connectivity	Corporate Activities
2022	4,290	996	1,333	1
2023	**4,846**	**764**	**1,351**	**6**

[1] Numbers are for continuing operations.

NET PROFIT/(LOSS) ($ million)

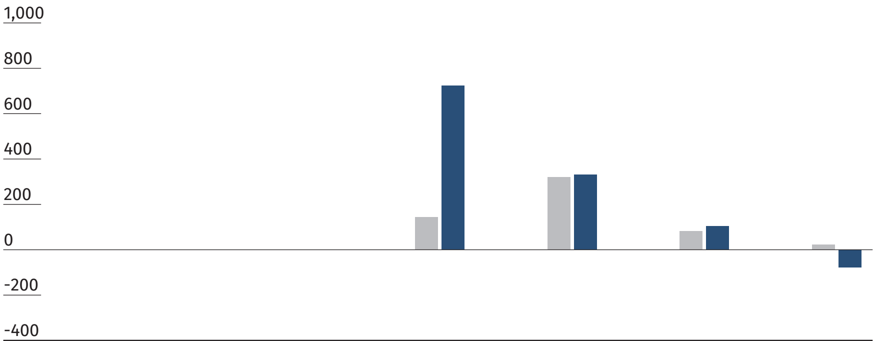


	Infrastructure	Real Estate	Connectivity	Corporate Activities	Discontinued Operations
2022	297	464	98	(20)	88
2023	**699**	**315**	**127**	**(256)**	**3,182**

$315 million. Excluding the DIS loss, the segment's net profit was $38 million or 8% lower year on year, mainly due to lower fair value gains from investment properties, lower contribution from property trading projects in China, as well as higher net interest expense. These were partly offset by a higher contribution from the Sino-Singapore Tianjin Eco-City, as well as higher gains from asset monetisation and fair value gains from investments. The Real Estate Division completed the monetisation of seven assets across Vietnam, India, the Philippines, China, Myanmar and Singapore in the current year, as compared to the monetisation of two assets in China in 2022. Asset management net profit was lower year on year mainly due to higher overheads.

The Connectivity segment's net profit of $127 million was $29 million higher than that in 2022, mainly due to improved earnings contribution from M1, a gain from the divestment of SVOA Public Company Limited and lower losses from the logistics business following the divestment of Keppel Logistics SEA in July 2022. These were partly offset by lower fair value gains on data centres, and fair value losses on investments. Asset management net profit from Connectivity remained stable year on year.

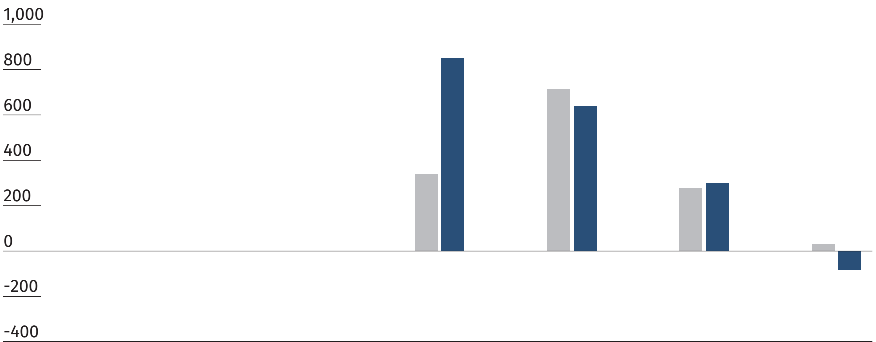
OPERATING PROFIT/(LOSS)[1] ($ million)



	Infrastructure	Real Estate	Connectivity	Corporate Activities[2]
2022	143	320	81	21
2023	**722**	**330**	**103**	**(79)**

[1] Numbers are for continuing operations.
[2] Includes elimination.

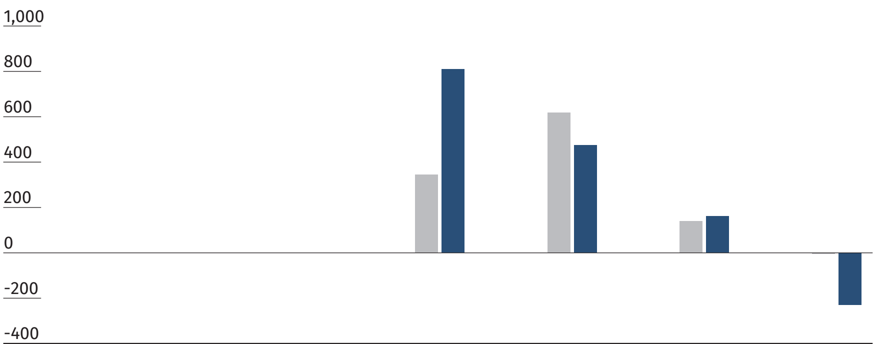
EBITDA[1] ($ million)



	Infrastructure	Real Estate	Connectivity	Corporate Activities[2]
2022	338	711	277	30
2023	**849**	**636**	**299**	**(85)**

[1] Numbers are for continuing operations.
[2] Includes elimination.

PROFIT/(LOSS) BEFORE TAX[1] ($ million)



	Infrastructure	Real Estate	Connectivity	Corporate Activities
2022	345	617	139	(6)
2023	**809**	**475**	**160**	**(231)**

[1] Numbers are for continuing operations.

Net loss from Corporate Activities was $256 million as compared to $20 million in 2022. In the prior year, significant fair value gains were recognised from investments in new technology and start-ups, in particular, Envision AESC Global Investment L.P.. The fair value gains from investments were lower, while net interest expense (financing costs relating to the vendor notes are reported under Corporate Activities following completion of the Asset Co Transaction in February 2023) and overheads were higher year on year.

Taxation increased mainly due to higher taxable profit from the Infrastructure segment, which was partially offset by lower taxable profit from the Real Estate segment. Taking into account income tax expenses, non-controlling interests and profit attributable to holders of perpetual securities, net profit from continuing operations attributable to shareholders for 2023 was $885 million, and $996 million if the DIS loss were excluded. Including discontinued operations, net profit attributable to shareholders was $4,067 million, which was $3,140 million higher than in the prior year.

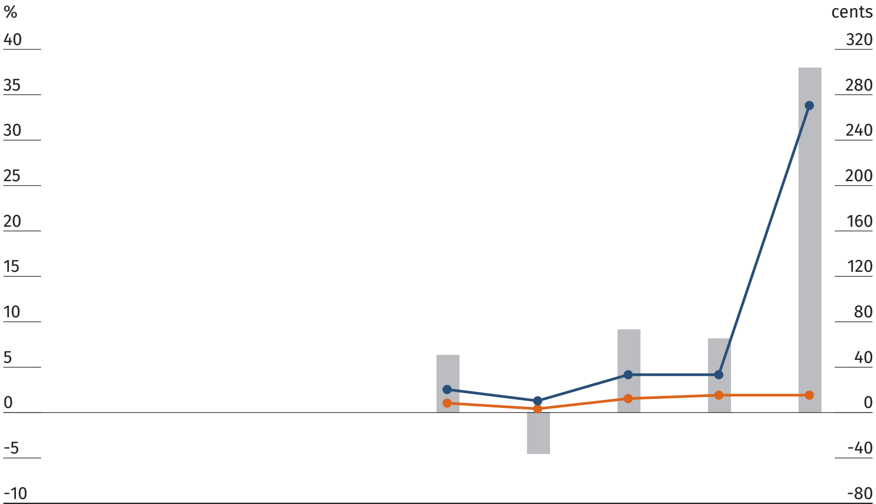
Discontinued operations recorded a net profit of $3,182 million, comprising two months' performance from KOM, excluding certain out-of-scope assets, for the period from 1 January to 28 February 2023, as well as a gain on disposal of approximately $3.3 billion following the completion of the disposal of KOM at the end of February 2023. In contrast, the net profit from discontinued operations of $88 million in 2022 had included gains from the divestment of Keppel Smit Towage Pte Limited and Maju Maritime Pte Ltd, as well as the cessation of the depreciation for the relevant assets classified under disposal group held for sale.

SHAREHOLDER RETURNS

ROE was 37.9% in 2023, compared to 8.1% in the previous year.

Taking into account our strong performance, and to reward shareholders for their confidence in the Company, the Company will be

ROE & DIVIDEND



	2019	2020	2021	2022	**2023**
ROE (%)	6.3	(4.6)	9.1	8.1	**37.9**
Full Year Dividend (cents)	20	10	33	33	**270***
Interim Dividend (cents)	8	3	12	15	**15**

* Includes dividends *in specie* of Sembcorp Marine (now Seatrium) shares and Keppel REIT units amounting to $2.19[1] per share and $0.167[2] per share respectively.

distributing total dividends of about $2.70 per share for 2023, comprising a proposed final cash dividend of 19.0 cents per share and the interim cash dividend of 15.0 cents per share distributed in the third quarter of 2023, as well as the dividends *in specie* of Sembcorp Marine (now Seatrium) shares and Keppel REIT units amounting to $2.19[1] per share and $0.167[2] per share respectively. On a per share basis, it translates into a gross yield of 38% on Keppel's share price of $7.07 as at 31 December 2023.

1 Dividend *in specie* of Sembcorp Marine (now Seatrium) shares rounded to the nearest two decimal places; calculated based on a division of (a) the cash equivalent amount of the dividend declared by the Company of $3,845 million, by (b) the Company's issued and paid-up share capital as at the Record Date of 1,751,959,918 Keppel Shares (excluding treasury shares).

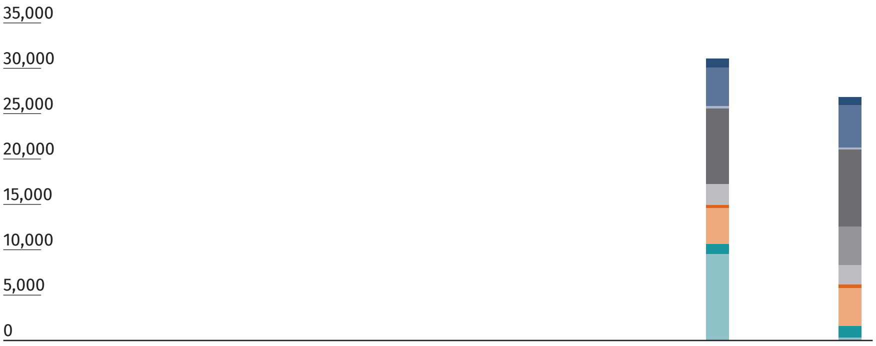
2 Dividend *in specie* of Keppel REIT units; based on the closing market price of $0.835 per Keppel REIT unit on 6 November 2023, the cash equivalent amount of the dividend declared by the Company was $294 million, equivalent to $0.167 per share.

TOTAL DIVIDENDS

$2.70 per share

Comprising a total cash distribution of $0.34 per share and dividends *in specie* of Sembcorp Marine (now Seatrium) shares and Keppel REIT units amounting to $2.19[1] per share and $0.167[2] per share respectively.

TOTAL ASSETS OWNED ($ million)



	2022	2023
Fixed assets	977	**902**
Investment properties	4,283	**4,665**
Right-of-use assets	241	**214**
Associated companies, joint ventures & investments	8,323	**8,474**
Notes receivables	–	**4,286**
Stocks	2,301	**2,110**
Contract assets	342	**424**
Debtors & others	3,926	**4,135**
Bank balances, deposits & cash	1,142	**1,266**
Disposal group and assets classified as held for sale	9,530	**362**
Total	31,065	**26,838**

TOTAL LIABILITIES OWED AND CAPITAL INVESTED ($ million)

	2022	2023
Shareholders' funds	11,178	**10,307**
Perpetual securities	401	**402**
Non-controlling interests	334	**308**
Creditors	3,970	**3,798**
Contract liabilities	210	**165**
Term loans	10,181	**10,960**
Lease liabilities	199	**179**
Other liabilities	368	**412**
Liabilities directly associated with disposal group and assets classified as held for sale	4,224	**307**
Total	31,065	**26,838**

FINANCIAL POSITION

Shareholders' funds decreased by $0.87 billion to $10.31 billion as at 31 December 2023. The decrease was mainly attributable to payments of the final dividend of 18.0 cents per share in respect of financial year 2022, the interim dividend of 15.0 cents per share in respect of the half-year ended 30 June 2023, the dividends *in specie* of Sembcorp Marine (now Seatrium) shares and Keppel REIT units, as well as a decrease in fair value of cash flow hedges and fair value reserves, partly offset by retained profits (including the gain on disposal of KOM) and foreign exchange translation gains during the year.

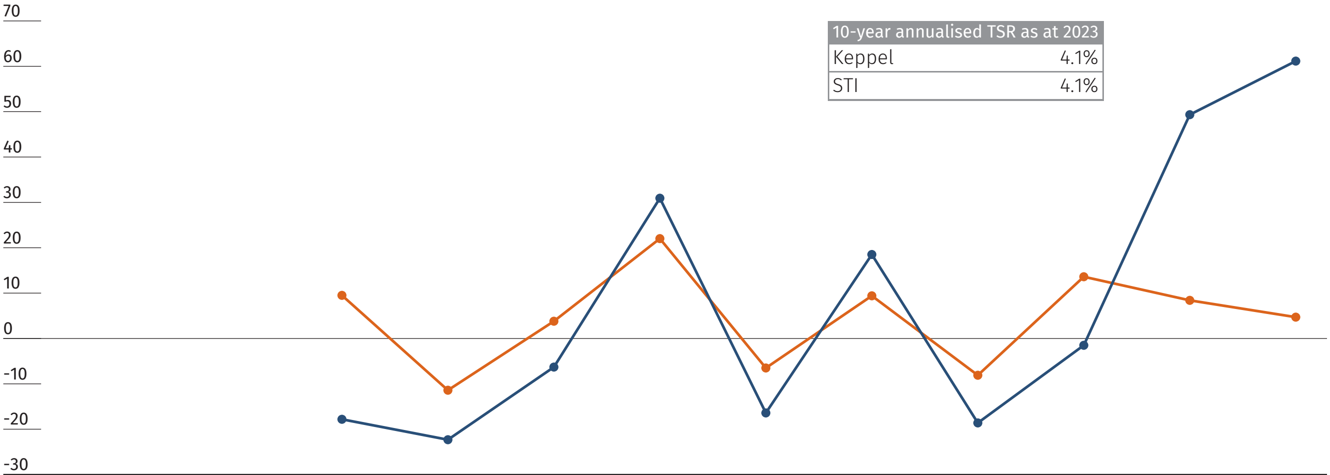
Total assets were $26.84 billion as at 31 December 2023, $4.23 billion lower than the previous year end. This was mainly attributable to the disposal of assets arising from the completion of the Asset Co Transaction and the Proposed Combination, partly offset by an addition of notes receivables, and an increase in investment properties, debtors and investments.

Management also took into consideration climate-related issues and there was no material impact on Keppel's financial reporting in FY 2023.

Total liabilities of $15.82 billion as at 31 December 2023 were $3.33 billion lower than the previous year end. This was largely attributable to the disposal of liabilities arising from the completion of the Asset Co Transaction and the Proposed Combination, partly offset by the net drawdown of term loans.

Net debt increased by $0.64 billion to $9.87 billion as at 31 December 2023, driven largely by dividend payments, investments and additions of fixed assets and investment properties,

TOTAL SHAREHOLDER RETURNS (%)



	2014	2015	2016	2017	2018	2019	2020	2021	2022	**2023**
Keppel	(17.8)	(22.3)	(6.3)	30.9	(16.4)	18.5	(18.6)	(1.5)	49.3	**61.1**
STI	9.5	(11.4)	3.8	22.0	(6.5)	9.4	(8.1)	13.6	8.4	**4.7**

as well as an outflow of cash that was previously deposited with Keppel by KOM, partly offset by the $500 million cash received under the Proposed Combination and proceeds from other divestments completed during the year. Total equity decreased by $0.90 billion mainly due to decrease in shareholders' funds as explained above. As a result, net gearing ratio as at 31 December 2023 was 90%, an increase from 78% as at 31 December 2022.

TOTAL SHAREHOLDER RETURNS

Our 2023 Total Shareholder Return (TSR) of 61.1% was 56.4 percentage points above the benchmark Straits Times Index's (STI) TSR of 4.7%. Our 10-year annualised TSR growth rate was 4.1%, same as STI's 4.1%.

CASH FLOW

Net cash from operating activities was $58 million for 2023. Net cash used in investing activities was $442 million. Keppel spent $1,399 million on investments and operational capital expenditure. After taking into account the proceeds from divestments and dividend income of $1,258 million, net of outflow from divestment of discontinued operations[1] of $468 million and net advances to associated companies, joint ventures and joint venture partner of $167 million, the free cash outflow was $384 million.

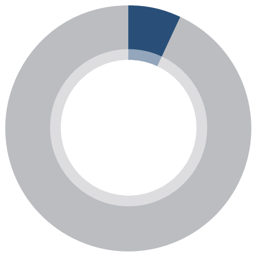
CASH FLOW

	2023 $ million	23 vs 22 +/(-)	2022 $ million
Operating profit	**4,272**	3,545	727
Depreciation, amortisation & other non-cash items	**(3,406)**	(3,000)	(406)
Cash flow provided by operations before changes in working capital	**866**	545	321
Working capital changes	**(398)**	(903)	505
Interest receipt and payment & tax paid	**(410)**	156	(566)
Net cash from operating activities	**58**	(202)	260
Investments & capital expenditure	**(1,399)**	217	(1,616)
Divestments & dividend income	**1,258**	99	1,159
Divestment of discontinued operations[1]	**(468)**	(468)	–
Advances to associated companies, joint ventures and joint venture partner	**167**	378	(211)
Net cash used in investing activities	**(442)**	226	(668)
Free cash flow	**(384)**	24	(408)
Dividend paid to shareholders of the Company & subsidiaries	**(598)**	(78)	(676)

1 FY 2023's figure included a $500 million cash component realised as part of the divestment of discontinued operations, which is presented as cash inflow from financing activities in the financial statements. The inclusion herein is for better comparability and understanding of free cash flow.

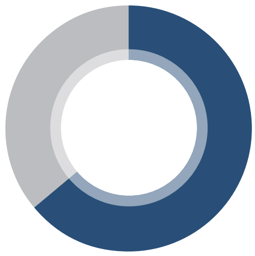
About 66% of Keppel's borrowings, including perpetual securities, were on fixed rates as at end-2023, with an average cost of funds of 3.75% and weighted-average tenor of about three years.

SECURED/UNSECURED BORROWINGS (%)



Secured	7
Unsecured	93
Total	**100**

FIXED/FLOATING BORROWINGS (%)



Fixed[4]	64
Floating	36
Total	**100**

BORROWINGS BY CURRENCY (%)

SGD	60
USD	31
Others	9
Total	**100**

DEBT MATURITY[2] ($ million)

>5 Years	1,377	13%
4–5 Years	1,542	13%
3–4 Years	1,733	16%
2–3 Years	1,483	13%
1–2 Years	2,403	23%
<1 Year	2,422	22%
Total	**10,960**	**100%**

The lower free cash outflow as compared to the prior year was mainly due to higher operational cash flow before changes in working capital of $545 million, lower investments and capital expenditure, higher divestment proceeds and dividend income as well as advances from associated companies and joint ventures, partly offset by increase in working capital requirements and divestment of discontinued operations[1]. Proceeds from divestments completed during the year included SM Keppel Land, Inc., Chengdu Taixin Real Estate Development Co., Ltd. and Greenfield Development Pte. Ltd., which are part of Keppel's asset monetisation programme, as well as the disposal of Seatrium shares. In 2023, Keppel's investments included two residential projects in Binh Trung Real Estate Company Limited and Doan Nguyen House Trading Investment Company Limited, and capital expenditures.

Total distribution to shareholders of the Company and non-controlling shareholders of subsidiaries for the year amounted to $598 million.

BORROWINGS[2]

Keppel's borrowings comprise short-term money market loans, bank term loans, project finance loans, as well as medium and long-term bonds. Total borrowings excluding lease liabilities as at the end of 2023 were $11.0 billion (2022: $10.2 billion). At the end of 2023, 22% (2022: 35%) of Keppel's borrowings were repayable within one year with the balance largely repayable more than two years later. As at the end of 2023, our Adjusted Net Debt to EBITDA[3] remained at a healthy 4.6x, as compared to 5.1x as at the end of 2022.

1 Included a $500 million cash component realised as part of the divestment of discontinued operations, which is presented as cash inflow from financing activities in the financial statements. The inclusion herein is for better comparability and understanding of free cash flow.
2 Borrowings exclude lease liabilities.
3 Adjusted net debt is defined as net debt less carrying value of non-income producing undeveloped land and properties held for sale (completed and under development), while EBITDA refers to profit before depreciation, amortisation, net interest expense and tax.
4 Excludes perpetual securities which have been accounted for as equity. Including perpetual securities, fixed rate borrowings would be 66%.

Unsecured borrowings constituted 93% (2022: 93%) of total borrowings, with the balance secured by properties and other assets. Secured borrowings are mainly for financing of investment properties and property development projects. The net book value of properties and assets pledged/mortgaged to financial institutions amounted to $2.24 billion (2022: $2.17 billion).

Fixed rate borrowings constituted 64%[1] (2022: 66%) of total borrowings after taking into account the effect of derivative financial instruments, with the balance at floating rates. Excluding notional hedge amount relating to highly probable future borrowings, Keppel has cross currency swap and interest rate swap agreements with notional amount totalling $6,003 million whereby it receives foreign currency fixed rates and variable rates equal to AUD BBSY and USD SOFR (in the case of cross currency swaps) and variable rates equal to SOR, SORA and USD-LIBOR and USD SOFR (in the case of interest rate swaps) and pays fixed rates of between 0.12% and 3.75% on the notional amount. Details of these derivative financial instruments are disclosed in the notes to the financial statements.

Singapore dollar borrowings represented 60% (2022: 64%) of total borrowings after taking into account the effect of derivative financial instruments. The balance was mainly in US dollars. Foreign currency borrowings were drawn to hedge against Keppel's overseas investments and receivables that were denominated in foreign currencies.

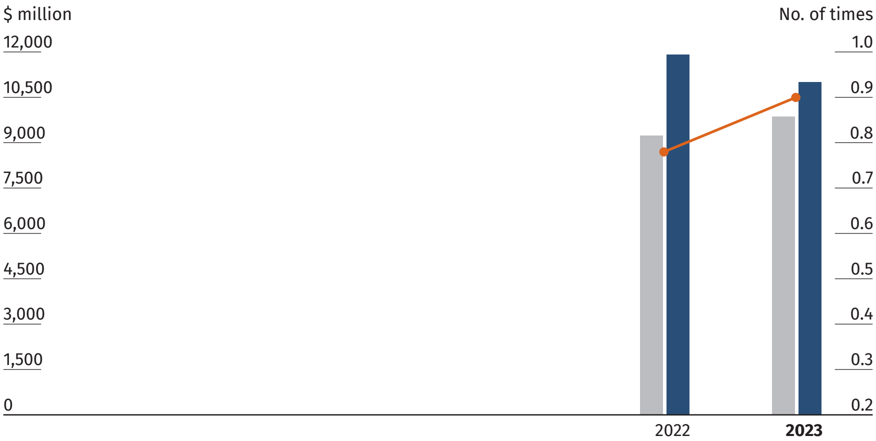
The weighted average tenor of Keppel's borrowings, including perpetual securities, was about three years at the end of 2023 and at the end of 2022, with an average cost of funds of 3.75% at the end of 2023 as compared to 3.24% at the end of 2022.

ADJUSTED NET DEBT TO EBITDA

	2022	2023
Adjusted Net Debt	6,934	**7,783**
EBITDA	1,356	**1,699**
Adjusted Net Debt to EBITDA	5.1	**4.6**

NET DEBT/GEARING

Net Gearing = $\frac{\text{Borrowings + Lease Liabilities – Cash}}{\text{Total Equity}}$



	2022	2023
Net Debt	9,238	**9,873**
Total Equity	11,913	**11,017**
Net Gearing	0.78	**0.90**

[1] Exclude perpetual securities which have been accounted for as equity. Including perpetual securities, fixed rate borrowings would be 66%.

CAPITAL STRUCTURE & FINANCIAL RESOURCES

Keppel maintains a strong balance sheet and an efficient capital structure to maximise return for shareholders.

Keppel's strong financial capacity allows us to drive transformation and pursue growth opportunities in line with Vision 2030, as well as reward our shareholders.

Capital Structure

Total equity at end-2023 was $11.02 billion as compared to $11.91 billion as at end-2022. Keppel was in a net debt (including lease liabilities) position of $9,873 million as at end-2023, which was above the $9,238 million as at end-2022. Net gearing ratio was 0.90x as at end-2023, compared to 0.78x as at end-2022.

During the year, the Company transferred 10,334,248 treasury shares to employees upon vesting of shares released under the Keppel Share Plans. As at the end of the year, the Company had 58,263,601 treasury shares. Except for the transfer, there was no other sale, transfer, disposal, cancellation and/or use of treasury shares during the year.

Financial Resources

As part of its liquidity management, Keppel maintains adequate cash reserves as well as sufficient undrawn short-term money market facilities, committed revolving credit facilities, commercial paper and debt capital market programmes. Funding of working capital requirements, capital expenditure and investment needs was made through a mix of short-term money market loans, bank term loans, project finance loans and medium/long term bonds.

As at end-2023, total available credit facilities, including cash held in Treasury and bank guarantee facilities, amounted to $6.20 billion (2022: $5.83 billion).

CRITICAL ACCOUNTING JUDGMENTS & ESTIMATES

Keppel's material accounting policy information is discussed in more detail in the notes to the financial statements. The preparation of financial statements requires management to exercise its judgments in the process of applying the accounting policies. It also requires the use of accounting estimates and assumptions which affect the reported amounts of assets, liabilities, income and expenses. Critical accounting judgments and estimates are described in Note 2.27 to the financial statements.

FINANCIAL CAPACITY

	$ million	Remarks
Cash held in Treasury	178	14% of total cash of $1.27 billion
Available credit facilities	6,020	Credit facilities of $9.62 billion, of which $3.60 billion was utilised
Total	**6,198**	

Corporate Structure

Keppel

- Fund Management Platform
- Investment Platform
- Operating Platform

Business Segments

- Infrastructure
- Real Estate
- Connectivity

Private Fund Managers

- Keppel Fund Management
- Keppel Capital Alternative Asset
- Keppel Credit Fund Management

Listed REITs & Business Trust Managers

- Keppel Infrastructure Fund Management
- Keppel REIT Management
- Keppel Pacific Oak US REIT Management
- Prime US REIT Management
- Keppel DC REIT Management

Centralised Functions

Corporate Governance at a Glance

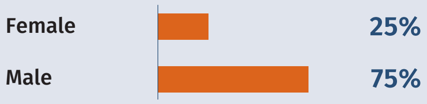
The Board and management of Keppel firmly believe that a strong commitment to good corporate governance is essential to the sustainability of Keppel's business and performance.

BOARD COMPOSITION DASHBOARD

75%
Independent directors

83.4%
With less than 9 years of tenure

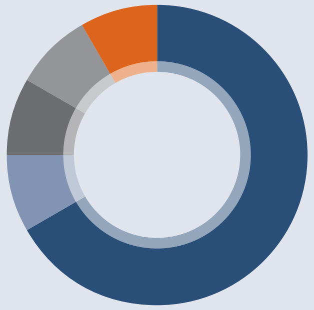
BOARD GENDER DIVERSITY



AGE

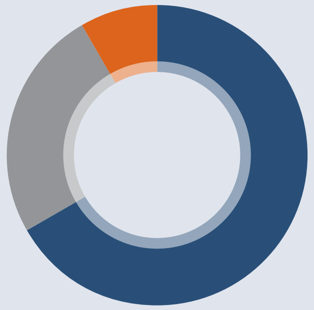
50–55 years	8.3%
56–60 years	25.0%
61–65 years	25.0%
66–70 years	33.4%
71–75 years	8.3%

COUNTRY OF ORIGIN/NATIONALITY/ CULTURAL BACKGROUND



Singaporean	66.8%
German	8.3%
Canadian	8.3%
British	8.3%
French	8.3%

RACE OR ETHNICITY



Chinese	66.7%
Caucasian	25.0%
Indian	8.3%

The Board of Directors engaging shareholders in person at the Company's Annual General Meeting in 2023.

CORPORATE GOVERNANCE
Good corporate governance starts with a company's Board of Directors, who play a crucial role in ensuring transparency, accountability, optimal performance, and good processes and practices in the company. Keppel's Board is led by Chairman Mr Danny Teoh, who takes a leading role and works with the other directors and senior management to set the right ethical and behavioural tone in Keppel's drive to achieve and maintain a high standard of corporate governance. To assist the Board in the discharge of its oversight function, various board committees, namely the Audit, Board Risk, Nominating, Remuneration, and Board Sustainability and Safety Committees, have been constituted with clear written terms of reference. All the board committees are actively engaged and play an important role in ensuring good corporate governance within Keppel.

RISK MANAGEMENT AND REGULATORY COMPLIANCE
Keppel adopts a balanced approach to risk management to optimise returns while considering their impact on corporate sustainability. Managing risks effectively is an integral part of the way in which Keppel develops and executes its business strategies. It is grounded in the belief that a balanced risk-reward methodology is the optimal approach. This applies to all aspects of Keppel's business, and particularly, its commitment to environmental, social and governance issues and Keppel's commitment to deliver long-term value to our stakeholders. Keppel is guided by its core values and code of conduct. Keppel will do business the right way and comply with all applicable laws and regulations in whichever countries it operates. Keppel strives to deliver outstanding performance, whilst maintaining the highest ethical standards in line with applicable laws and regulations.

HOW THE COMPANY COMPLIES WITH THE 2018 CG CODE

Corporate Governance

The Board and management of Keppel firmly believe that a strong commitment to good corporate governance is essential to the sustainability of Keppel's business and performance, and directors must at all times act objectively in the best interests of Keppel.

This report sets out an overview of our corporate governance practices and adherence to the principles of the Code of Corporate Governance 2018 (the "**2018 CG Code**"), with references to the accompanying Practice Guidance.

BOARD'S CONDUCT OF AFFAIRS

Principle 1:

The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

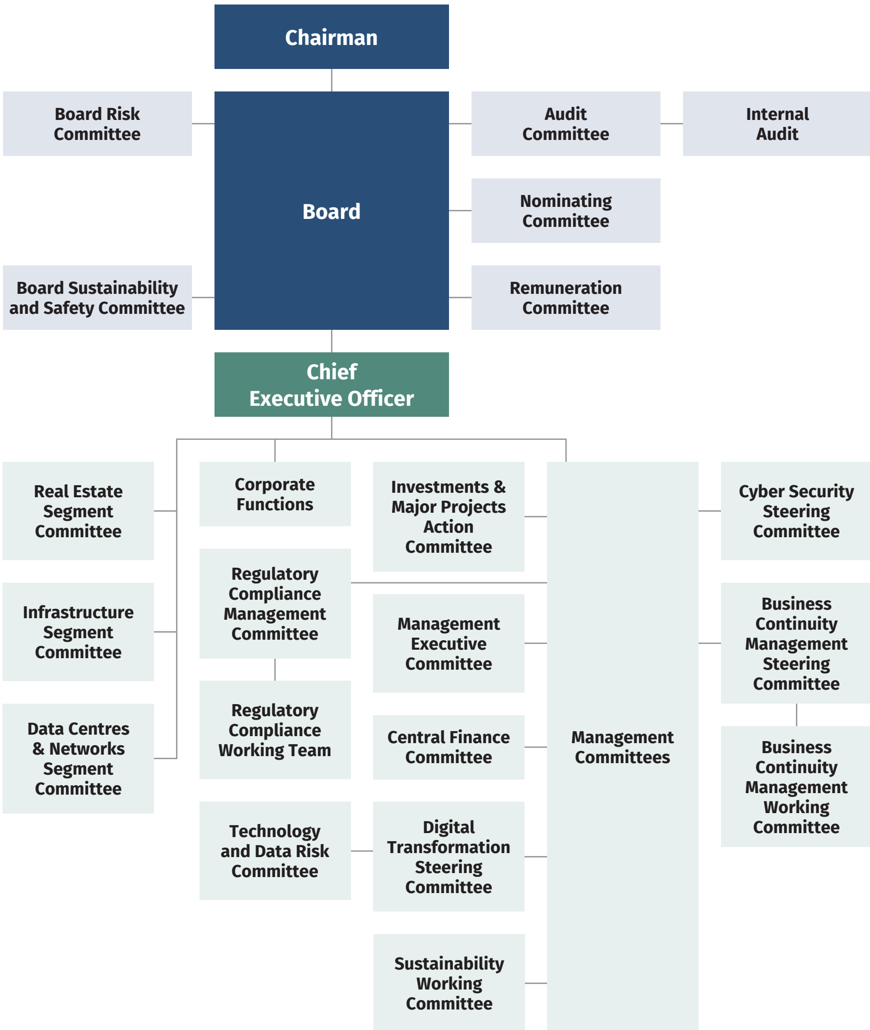
Principle 3:

There is a clear division of responsibilities between the leadership of the Board and management, and no one individual has unfettered powers of decision making.

Mr Danny Teoh is the Chairman of the Company. He was appointed as a non-executive and independent Chairman with effect from 23 April 2021 and was re-designated as non-executive and non-independent Chairman with effect from 1 January 2022 in view of him having served for more than 9 years on the Board.

Keppel's governance structure is as follows:

GOVERNANCE FRAMEWORK 2023



The Chairman, with the assistance of the Company Secretaries, schedules meetings and prepares meeting agenda to enable the Board to perform its duties responsibly, having regard to the flow of Keppel's operations. He further sets guidelines on and monitors the flow of information from management to the Board to ensure that all material information is provided in a timely manner to the Board for the Board to make good decisions. He also encourages constructive relations between the Board and management. At board meetings, the Chairman encourages a full and frank exchange of views, drawing out contributions from all directors so that the debate benefits from the full diversity of views, in a robust yet collegiate setting. At general meetings, the Chairman ensures constructive dialogue between shareholders, the Board and management. The Chairman sets the right ethical and behavioural tone and takes a leading role in the Company's drive to achieve and maintain a high standard of corporate governance with the full support of the directors, Company Secretaries and management.

Mr Till Vestring is the Lead Independent Director of the Company. He was appointed Lead Independent Director with effect from 1 November 2021 in view of Mr Teoh's re-designation as a non-executive and non-independent Chairman. As Lead Independent Director, Mr Vestring supports the Chairman and the Board to ensure effective corporate governance in managing the affairs of the Company, provides leadership in situations where the Chairman is conflicted and facilitates communication between the Board and shareholders or other stakeholders of the Company as necessary. He is also available to shareholders and other stakeholders of the Company where they have concerns and for which their previous contact through the normal channels of the Chairman and management has failed to resolve the matter or has been inadequate or inappropriate.

He is also the chairman of the Remuneration Committee and a member of the Nominating Committee. In view of Mr Vestring's step down from the Board at the upcoming Annual General Meeting of the Company, Mr Shirish Apte will be appointed Lead Independent Director in Mr Vestring's stead.

To assist the Board in the discharge of its oversight function, various board committees, namely the Audit, Board Risk, Nominating, Remuneration, and Board Sustainability and Safety Committees, have been constituted with clear written terms of reference. All the board committees are actively engaged and play an important role in ensuring good corporate governance in the Company and within Keppel, and the Board is kept updated on discussions of the committees via circulation of minutes and regular updates by the respective chairmen of the committees at board meetings. The terms of reference of the respective committees are reviewed on an annual basis, along with the board committees' structures and membership, to ensure their continued relevance and effectiveness. The composition and terms of reference of the respective board committees setting out their responsibilities and authority are in Appendix 1.

Mr Loh Chin Hua is the Chief Executive Officer ("**CEO**") of the Company. He, assisted by the management team, makes strategic proposals to the Board and after robust and constructive discussion by the Board, executes the agreed strategy, manages and develops the business and implements the Board's decisions. He is supported by committees that direct and guide management on operational policies and activities, which include:

1. *Investments & Major Projects Action Committee*, which guides Keppel in exercising a spirit of enterprise as well as prudence to earn optimal risk adjusted returns on invested capital for its chosen lines of business, taking into consideration the relevant risks in a controlled manner;

2. *Management Executive Committee* ("**MexCo**"), which brings together the CEO and CFO of the Company, the CEO and CIO of Keppel's Fund Management and Investment platforms, and the CEOs of Keppel's operating divisions (Real Estate, Infrastructure and Data Centres and Networks), and selected members of Keppel's senior management, to review, deliberate and approve major business, governance, organisation/people, strategy & transformation, and risk management related decisions that impact Keppel or a substantial part of Keppel; to delegate their implementation to specific groups or individuals; to review and track progress of previously approved decisions; and oversee the development and review of overarching compliance policies and guidelines for Keppel. MexCo also oversees sustainability issues, including determining Keppel's policies and targets;

3. *Segment Committees,* which cover management matters across the Fund Management, Investment and Operating platforms relating to Real Estate, Infrastructure, and Data Centres and Networks. The Segment Committees were introduced pursuant to Keppel's transformation from a conglomerate structure into a cohesive horizontally integrated structure. Matters discussed quarterly at each Segment Committee meeting include sustainability and safety, risk and compliance, audit, internal controls, financial-related matters, business, operations and strategy. The Segment Committees report key issues and discussions at these meetings to the Board;

4. *Regulatory Compliance Management Committee* ("**RCMC**"), which articulates our commitment to regulatory compliance, directs and supports the development of overarching compliance policies and guidelines, and facilitates the implementation and sharing of policies and procedures. Discussions on such matters also take place as part of MexCo meetings;

5. *Regulatory Compliance Working Team,* which together with Risk & Compliance, supports the RCMC and oversees the development and review of overarching compliance policies and guidelines for Keppel, as well as reviews the training and communication programmes;

6. *Central Finance Committee*, which reviews, guides and monitors financial policies and activities;

7. *Digital Transformation Steering Committee*, which provides strategic guidance and endorses technology vision, initiatives and policies to achieve alignment and optimisation in achieving business strategies;

8. *Sustainability Working Committee*, which drives, coordinates and monitors the execution of Keppel's sustainability efforts;

9. *Cyber Security Steering Committee*, which guides Keppel's overall cyber security vision and strategy and provides oversight on cyber security risks and initiatives to safeguard information assets and interests;

10. *Business Continuity Management Steering Committee*, which guides the effective development and implementation of a robust business continuity plan and ensures continuous improvement to enhance Keppel's operational readiness through the review of Business Continuity Management ("**BCM**") plans and exercises; and

11. *Business Continuity Management Working Committee*, which supports the Business Continuity Management Steering Committee and coordinates with respective business divisions and department BCM coordinators in developing detailed plans in the prevention, preparedness, response, continuity, and recovery of critical business functions.

The role of the Transformation Office, which was previously established to drive the implementation of Keppel's Vision 2030, has now been embedded within MexCo.

BOARD MATTERS

The directors have equal responsibility to oversee the business and affairs of Keppel. Management on the other hand is responsible for day-to-day operation and administration in accordance with the policies and strategy set by the Board.

Role: The principal functions of the Board are to:

- provide entrepreneurial leadership and decide on matters in relation to Keppel's activities which are of a significant nature, including decisions on strategic directions and guidelines and the approval of periodic plans and major investments and divestments;
- oversee the business and affairs of Keppel, establish, with management, the strategies and financial objectives to be implemented by management (including appropriate focus on value creation, innovation and sustainability), monitor the performance of management and ensure that Keppel has the necessary resources to meet its strategic objectives;
- set Keppel's values, standards (including ethical standards), appropriate tone from the top and desired organisational culture, and put in place policies, structures and mechanisms to ensure such values, standards and culture are complied with;
- constructively challenge management and hold them accountable for performance and ensure proper accountability within Keppel;
- oversee processes for evaluating the adequacy and effectiveness of internal controls, risk management, financial reporting and compliance, and satisfy itself as to the adequacy and effectiveness of such processes;
- be responsible for the governance of risk and ensure that management maintains a sound system of risk management and internal controls, to effectively monitor and manage risks so as to safeguard the interests of Keppel and its stakeholders, and achieve an appropriate balance between risks and company performance; and
- assume responsibility for corporate governance and ensure transparency and accountability to key stakeholder groups.

The Company has also adopted internal guidelines setting forth matters that require Board approval. Material items that require Board approval include strategic directions, annual budget, financial results and dividend declaration. Further, all transactions exceeding $150 million require the approval of the Board. For transactions between $30 million and $150 million, the Investments & Major Projects Action Committee will determine if Board approval is required, depending on the individual considerations for each case.

Independent Judgment: The Company's directors are required to exercise independent judgment in the best interests of the Company. Based on the result of the peer assessment carried out by the directors for FY 2023, all directors have discharged this duty well.

Conflicts of Interest: Each director must promptly disclose conflicts of interest, whether direct or indirect, in relation to any transaction or proposed transaction. In this connection, the Company has in place a Directors' Conflict of Interest Policy to guide directors in identifying, disclosing and managing situations of actual or potential conflicts, as well as situations which may be perceived to be conflicts of interest. Every director is required to promptly disclose any conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Company as soon as is practicable after the relevant facts have come to his/her knowledge, and recuse himself/herself when the conflict-related matter is discussed unless the Board is of the opinion that his/her presence and participation is necessary to enhance the efficacy of such discussion, and abstain from voting in relation to conflict-related matters.
On an annual basis, each director is also required to submit details of his/her associates for the purpose of monitoring interested persons transactions.

Board Strategic Review: The Board periodically reviews and approves Keppel's strategic plans. An off-site Board strategy meeting is organised annually for in-depth discussions on Keppel's strategy. The offsite Board strategy meeting, which includes directors as well as senior management, includes a review of the progress made, deep-dive discussions on key strategic issues, and alignment on the strategic direction going forward. It provides a good platform for the non-executive directors to have a deep understanding of Keppel and its segments and get to know the current and future leadership teams.

For FY 2023, the focus of the strategy meeting was centred on Keppel's transformation into a global asset manager and operator. The meeting included in-depth discussions and review of the strategy, priorities and growth for each of our three segments, along our new operating model which integrates our Fund Management, Investment and Operating activities horizontally. The meeting also included organisation-wide items such as people & talent strategy, digitalisation, and sustainability.

Meetings: The Board meets six times a year and as warranted by particular circumstances. Board meetings are scheduled, and the schedule is circulated to the directors prior to the start of the financial year, to allow directors to plan ahead to attend such meetings so as to maximise participation. Telephonic attendance and conference via audio-visual communication at board meetings are allowed under the Company's constitution ("**Constitution**"). The attendance of each Board member at the annual general meeting ("**AGM**"), extraordinary general meeting ("**EGM**"), and the board and board committee meetings held in FY 2023, are disclosed in the table below:

ATTENDANCE

				Board Committee Meetings				
	2023 Annual General Meeting	2023 Extraordinary General Meeting	Board Meetings	Audit	Nominating	Remuneration	Sustainability and Safety	Risk
Danny Teoh	1	1	8	–	4	4	4	–
Loh Chin Hua	1	1	8	–	–	–	4	–
Till Vestring	1	1	8	–	4	4	–	–
Veronica Eng	1	1	8	6	–	–	–	4
Jean-François Manzoni	1	1	8	–	4	4	–	–
Teo Siong Seng	0	1	7	–	–	–	4	–
Tham Sai Choy	1	1	8	6	–	–	–	4
Penny Goh	1	1	8	6	–	4	–	4
Shirish Apte	1	1	8	6	–	–	–	4
Olivier Blum	1	1	7	–	–	–	3	–
Jimmy Ng	1	0	8	–	–	–	–	4
Ang Wan Ching[1]	0	1	5 out of 5	3 out of 3				2 out of 2
No. of Meetings Held	**1**	**1**	**8**	**6**	**4**	**4**	**4**	**4**

Note:
[1] Ms Ang Wan Ching was appointed as a non-executive and independent Director and a member of the Audit Committee and the Board Risk Committee with effect from 1 July 2023.

Barring unforeseen circumstances, directors are expected to attend all board and board committee meetings. If a director was unable to attend a board or board committee meeting, he/she would still receive all the papers and materials for discussion at that meeting. He/she would review them and advise the Chairman and/or board committee chairman of his/her views and comments on the matters to be discussed so that they may be conveyed to other members at the meeting.

Non-executive Directors' ("NED") Meetings: NED meetings, chaired by the Board Chairman, are held at the end of each scheduled quarterly board meeting without the presence of management to discuss matters such as board processes, risk and compliance matters, succession planning and leadership development, and performance management and remuneration matters. Any relevant feedback is shared and discussed with the CEO.

Independent Directors' ("ID") Meetings: ID meetings, chaired by the Lead Independent Director, are held on a need-be basis after the NEDs' meetings at the end of each scheduled quarterly board meeting, without the presence of the Board Chairman, non-independent director, and management. In FY 2023, ID meetings were held twice a year in January and July, without the presence of the Board Chairman, non-independent director and CEO. Relevant feedback was shared and discussed with the Board Chairman.

Company Secretaries: The Company Secretaries administer, attend and prepare minutes of board proceedings. They assist the Board Chairman to ensure that board procedures (including but not limited to assisting the Board Chairman to ensure timely and good information flow to the Board and board committees, and between senior management and the NEDs, and facilitating orientation and assisting in the professional development of the directors) are followed and regularly reviewed to ensure effective functioning of the Board, and that the Constitution and relevant rules and regulations, including requirements of the Companies Act, Securities & Futures Act and Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX**") are complied with. They also assist the Board Chairman and the Board to implement and strengthen corporate governance practices and processes with a view to enhancing long-term shareholder value. They are also the primary channel of communication between the Company and the SGX.

The appointment and removal of the Company Secretaries are subject to the approval of the Board.

Access to Information: The Board and management fully appreciate that fundamental to good corporate governance is an effective and robust Board whose members engage in open and constructive debate and challenge management on its assumptions and proposals, and that for this to happen, the Board must be kept well informed of Keppel's business and affairs and be knowledgeable about the industries in which Keppel operates. Keppel has therefore adopted initiatives to put in place processes to ensure that the NEDs are well supported by accurate, complete and timely information, have unrestricted access to management and the Company Secretaries, and have sufficient time and resources to discharge their oversight function effectively. Subject to the approval of the Chairman, the directors, whether as a group or individually, may seek and obtain independent professional advice to assist them in their duties, at the expense of the Company.

As a general rule, board papers are required to be distributed to the directors at least seven days before the board meeting so that the directors may better understand the matters prior to the board meeting and discussion may be focused on questions that the directors may have. Directors are provided with tablet devices to facilitate their access to and review of board materials. However, sensitive matters may be tabled at the meeting itself and discussed. Managers who can provide additional insights into the matters at hand would be present at the relevant time during the board meeting.

The Board is briefed on prospective deals and potential developments at an early stage before formal board approval is sought, and relevant information on business initiatives, industry developments and analyst and press commentaries on matters in relation to Keppel or the industries in which it operates are circulated to the directors from time to time. Management is also expected to provide the Board with accurate information in a timely manner concerning Keppel's progress or shortcomings in meeting its strategic business objectives or financial targets and other information relevant to the strategic issues facing Keppel. In this aspect, the Board is regularly updated on new projects and the progress of Keppel's pivot to becoming a global asset manager and operator.

The Board also reviews the budget on an annual basis, and any material variance between the projections and actual results would be disclosed and explained. Management also provides the Board members with management accounts on a monthly basis and as the Board may require from time to time, to keep the Board informed, on a balanced and understandable basis, of Keppel's performance, financial position and prospects.

Orientation: A formal letter is sent to newly-appointed directors upon their appointment explaining their roles, duties, obligations and responsibilities as a board director. All newly-appointed directors receive a director tool-kit and undergo a comprehensive orientation programme which includes site visits and management presentations on Keppel's business, strategic plans and objectives.

Training: Directors are provided with continuing education in areas such as directors' duties and responsibilities, corporate governance, risk management, changes in financial reporting standards, changes in the Companies Act, continuing listing obligations and industry-related matters, so as to update and refresh them on matters that may affect or enhance their performance as board or board committee members. Site visits are also conducted periodically for directors to familiarise them with the operations of the various segments so as to enhance their performance as board or board committee members. All induction, training and development costs are at the Company's expense.

In FY 2023, some directors attended talks on topics relating to sustainability, digitalisation and AI, decarbonisation, Energy-as-a-Service, health, safety & environment, technology foresight, China's business environment, risk management, corporate governance and macroeconomic trends. E-training was also conducted on Keppel's Code of Conduct and its policies on anti-bribery, gifts & hospitality, conflict of interest, health, safety & environment, solicitations and extortions, donations and sponsorships, whistle-blowing, insider trading, cyber security and anti-money laundering and countering the financing of terrorism. All directors have also attended sustainability training courses mandated by Singapore Exchange Regulation ("**SGX RegCo**").

Each director is also invited to participate in the annual Keppel Technology Advisory Panel conference, which brings together thought leaders across academia, startups and industries to share their perspectives on emerging technology and megatrends with our senior management, board members and guests from our valued partners.

In the one-day event held in FY 2023, over 15 distinguished speakers engaged the audience across two content streams: "The Year of AI" and "Demographics & Assets in a New Era". This entailed engaging demonstrations, showcasing where Keppel's business is innovating in the AI space and sharing their views on the impact of Generative Artificial Intelligence ("**GenAI**") on industries relevant to Keppel, and emerging trends and the interplay between tech and society, as a means of understanding our future customers and their environment. This time, the event also included an exhibition zone where external ecosystem technology partners came together to showcase curated solutions around Machine Learning, Robotics and GenAI.

After the main conference, there was also a subsequent closed door event for the Board of Directors and management to further discuss Keppel's approach to innovation and review the progress made across each segment.

Oversight of subsidiaries: Key issues and discussions relating to the business and other operational related matters of the Company's subsidiaries are reported by each of Keppel's Real Estate, Infrastructure, and Data Centre & Networks Segment

Committees, to the Board. The Chief Investment Officers of Keppel's Fund Management and Investment platforms and Chief Executive Officer of each of Keppel's Infrastructure, Real Estate and Data Centre & Networks divisions lead the update to the Board at such meetings. This allows for efficient and coordinated decision making while enabling the Board to maintain appropriate oversight through the adoption of a risk-based approach for escalation of material or significant matters, and leveraging the existing risk management framework for high risk matters to be reported at the Company's board committees' meetings, and where applicable, Board meetings. The Board receives summaries of these discussions prior to each Board meeting. Minutes of the discussions are also shared promptly with the Board.

BOARD COMPOSITION AND SUCCESSION PLANNING

Principle 2:

The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

Principle 4:

The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

Nominating Committee

The Nominating Committee ("**NC**") comprises entirely NEDs, the majority of whom (including the chairman of the NC) are independent, namely:

- Prof Jean-François Manzoni
  Independent Chairman
- Mr Danny Teoh
  Non-Executive and
  Non-Independent Member
- Mr Till Vestring
  Independent Member
- Mr Tham Sai Choy
  (from 1 January 2024)
  Independent Member
- Mr Shirish Apte
  (from 1 January 2024)
  Independent Member

The NC is responsible for making recommendations to the Board on board appointments, overseeing the Board and senior management's succession and leadership development plans and conducting annual review of board diversity, board size, board independence, and directors' commitments.

The detailed terms of reference of the NC are disclosed on page 104 herein.

Board Succession Planning

The Board believes that orderly succession and renewal are achieved as a result of careful planning, where the appropriate composition of the Board is continually under review. In this regard, the Board has put in place a formal process for the renewal of the Board and the selection of new directors so that the experience of longer serving directors can be drawn upon while tapping into the new external perspectives and insights which more recent appointees bring to the Board's deliberation. The NC leads the process and makes recommendation to the Board on the appointment of new directors and re-nomination of directors.

Process for appointment of new directors	Process for re-nomination of retiring Directors
a. NC reviews annually the balance and mix of skills, knowledge, experience, diversity of profiles (including gender and age) and Board size which would facilitate decision-making. In this review, the NC would also take into account the needs of Keppel, the collective skills and competencies of the Board and service tenure spread of the directors.	a. Pursuant to the Constitution, one-third of the directors shall retire from office at the Company's annual general meeting every year, and a director appointed after the last annual general meeting shall only hold office until the next annual general meeting. If eligible, these directors may submit themselves for re-election.
b. In the light of such review and in consultation with management, the NC assesses if there is any inadequate representation in respect of any of those attributes and if so, determines the role and the desirable competencies for a particular appointment.	b. NC reviews each director's eligibility, contribution and performance (such as attendance, preparedness, participation and candour), with reference to the results of the assessment of the performance of the individual director by his/her peers and his/her tenure.
c. The NC will in all cases take into consideration the following objective criteria identified as necessary for the Board and board committees to be effective: i. Integrity ii. Independent mindedness iii. Able to commit time and effort to carry out duties and responsibilities effectively iv. Track record of making good decisions v. Experience in high-performing companies vi. Financial literacy	c. NC makes recommendations to the Board for approval.
d. External help (for example, Singapore Institute of Directors and search consultants) may be used to source for potential candidates if need be. Directors and management may also make recommendations.	
e. NC meets with the short-listed candidate(s) to assess suitability and to ensure that the candidate(s) is/are aware of the expectations and the level of commitment required.	
f. NC makes recommendations to the Board for approval.	

Annual Review of Board Diversity
Keppel recognises that diversity in relation to composition of the Board provides a range of perspectives, insights and challenge needed to support good decision making for the benefit of Keppel, and is committed to ensuring that the Board comprises directors who, as a group, provide an appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity (such as gender, age, race/ethnicity and nationality) so as to promote the inclusion of different perspectives and ideas, mitigate against groupthink and ensure that Keppel has the opportunity to benefit from all available talent. The final decision on the appointment of directors would be based on the objective criteria set by the Board from time to time on the recommendation of the NC after having regards to the benefits of diversity and the needs of the Board.

The Company has in place a Board Diversity Policy that sets out the framework and approach for the Board to set its qualitative and measurable quantitative objectives for achieving diversity, and to annually assess the progress in achieving these objectives. The annual assessment is led by the NC as part of the process for appointment of new directors and Board succession planning. To help the NC identify gaps (if any) in skills, knowledge, experience and other aspects of diversity in the board composition in any given year of assessment, each member of the Board is required to complete a Board and Skills Diversity Matrix to indicate which of the list of skills, talents, knowledge, experience and other aspects of diversity (identified by the NC, and set out in the Board and Skills Diversity Matrix, as being able to contribute to Keppel's strategy and business) the Board member possesses. The returns from the Board members are then consolidated into a single Board and Skills Diversity Matrix to highlight the Board's current mix of skills, knowledge, experience and other aspects of diversity and gaps therein if any.

The Board will, taking into consideration the recommendations of the NC, review and agree annually the qualitative and measurable quantitative objectives for achieving diversity on the Board.

Achievement of Qualitative and measurable Quantitative Objectives Identified Under the Board Diversity Policy for the period FY 2023 to FY 2025, and Adoption of New Rolling 3-year Board Diversity Objective for the Period FY 2024 to FY 2026
The objectives identified by the NC in January 2023 for the period FY 2023 to FY 2025 were reviewed in January 2024. The progress towards achieving such objectives as at the end of FY 2023 are set out below:

Objectives	Progress
Source for candidates with deep knowledge and experience in investment, infrastructure/engineering and relevant regional expertise, while being mindful of age and gender diversity.	Ms Ang, who was appointed as an independent director to the Board with effect from 1 July 2023, has in-depth experience and expertise in global investment, especially in private funds and alternative assets. Her appointment supports the acceleration of Keppel's transformation to be a leading global alternative real asset manager with deep operating capabilities.

In January 2024, in view of the progress that had been made in respect of the diversity objectives previously identified, a further review of the skills, knowledge, talents, experience and other aspects of diversity that had been identified to help accelerate Keppel's transformation to become a global asset manager and operator, and for succession planning purposes, was undertaken. It was noted by the NC that the focus of the Board diversity objectives for the next rolling 3-year period from FY 2024 to FY 2026 could be appropriately consolidated as shown in the diagram below.

Objective

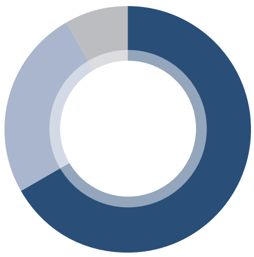
To consider and align the optimum size and skill matrix of the Board in light of Keppel's new business direction as a global asset manager and operator, with a focus on candidates with specialisations in asset management and infrastructure know-how, while being mindful of the various pertinent diversity factors such as gender, age, race/ethnicity and nationality.

Other Aspects of Diversity

TENURE (%)

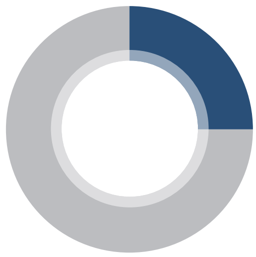
0–4 years	41.7
5–9 years	41.7
Above 9 years	16.6
Total	**100.0**

RACE OR ETHNICITY (%)



Chinese	66.7
Caucasian	25.0
Indian	8.3
Total	**100.0**

GENDER (%)



Female	25.0
Male	75.0
Total	**100.0**

AGE (%)

51–55	8.3
56–60	25.0
61–65	25.0
66–70	33.4
71–75	8.3
Total	**100.0**

COUNTRY OF ORIGIN, NATIONALITY OR CULTURAL BACKGROUND (%)

Singaporean	66.8
German	8.3
Canadian	8.3
British	8.3
French	8.3
Total	**100.0**

Skills, Knowledge, Talents and Experience

- Finance/Accounting
- Risk Management
- Sustainability
- Digital/Technology
- Mergers & Acquisitions
- Corporate Finance/Banking and Finance Management
- Human Resource
- Legal
- Strategic Planning Experience
- Customer-based experience or knowledge
- Industry Knowledge – Infrastructure
- Industry Knowledge – Real Estate
- Industry Knowledge – Connectivity
- Industry Knowledge – Asset Management
- International Perspective
- Regional Experience
- Renewable Energy
- Policy/Economics
- Business/Entrepreneurship
- Corporate Governance

Retirements and Re-nomination
For the upcoming AGM, Mr Till Vestring, Ms Veronica Eng, Prof Jean-François Manzoni and Mrs Penny Goh will be retiring by rotation pursuant to the Constitution. Mrs Penny Goh, being eligible, will be seeking re-election. Mr Vestring, Ms Eng, and Prof Manzoni, although eligible, will not be seeking re-election.

Ms Ang Wan Ching, having been appointed after the AGM held in FY 2023, will also be retiring at the upcoming AGM, and being eligible, will be seeking re-election.

The NC has reviewed the abovementioned directors' eligibility, contribution and performance, and taking into account the results of the recent peer assessment, are of the view that the directors have given sufficient time and attention to the affairs of Keppel and have been able to discharge their duties as directors effectively. The Board, at the recommendation of the NC, approved the re-nomination of Mrs Penny Goh and Ms Ang Wan Ching at the upcoming AGM.

Succession Planning for Key Management Personnel
The NC reviews bi-annually, succession plans for key management personnel, taking into account Keppel's long-term strategy and objectives, the orderly succession of key management personnel, and contingency planning for preparedness against sudden and unforeseen changes.

A Board Mentorship framework was introduced in 2021 to support the development of a new generation of leaders, and was in place for FY 2023. The objective was for Board members to act as a sounding board and provide seasoned counsel and feedback to enable the new leadership to perform their roles more effectively. A senior leadership development programme was also put in place as part of Keppel's continuing efforts to widen its bench strength by developing senior leaders both individually and collectively as a group.

Annual Review of Board Independence
The NC determines on an annual basis whether or not a director is independent. In January 2024, the NC carried out the review on the independence of each director based on the respective directors' self-declaration in the Directors' Independence Checklist and their actual performance on the Board and board committees, taking into account the listing rules on the circumstances in which a director will not be deemed independent and guidance in the 2018 CG Code as to the circumstances in which a director should not be deemed independent.

In this connection, the NC noted that Mr Danny Teoh had served more than nine years on the Board and, consistent with the approach taken since the re-designation of Mr Teoh as non-executive and non-independent Chairman with effect from 1 January 2022, deemed Mr Teoh as non-independent.

The NC noted Mr Till Vestring had declared himself independent by virtue of the absence of ties, relationships or obligations to Keppel. Taking these factors into consideration, along with his invaluable contributions to the Board and board committees, the NC unanimously agreed that Mr Vestring had at all times exercised independent judgment in the best interests of Keppel in the discharge of his director's duties and should therefore continue to be deemed an independent director.

The NC noted that Ms Veronica Eng had declared herself independent and declared her position as member of the Investment Committee of Temasek Trust, which was established by Temasek to provide financial oversight and governance of philanthropic endowments and gifts from Temasek and other donors. Noting that Ms Eng did not hold any executive or management role in Temasek Trust, along with Ms Eng's invaluable contributions to the Board and board committees, the NC unanimously agreed that Ms Eng had at all times exercised independent judgment in the best interests of Keppel in the discharge of her director's duties and should therefore continue to be deemed an independent director.

The NC noted that Prof Jean-François Manzoni had declared himself independent. Noting Prof Jean-François Manzoni's absence of relationship to Keppel which could interfere or be perceived to interfere with his independent judgment, the absence of circumstances which would deem him to be non-independent, and his invaluable contributions to the Board and board committees, the NC unanimously agreed that Prof Jean-François Manzoni had at all times exercised independent judgment in the best interests of Keppel in the discharge of his director's duties and should therefore continue to be deemed an independent director.

The NC noted that Mr Teo Siong Seng had declared his position as Executive Chairman of Pacific International Lines Pte Ltd which is majority owned by Heliconia Capital Management Pte. Ltd., a wholly-owned subsidiary of Temasek. Although all the NC members were confident that Mr Teo would be able to continue to exercise independent judgment in the best interests of Keppel, the NC considered that market perception might be different and hence decided to deem Mr Teo as a non-executive and non-independent director.

The NC noted that Mr Tham Sai Choy had declared his directorship on DBS Group Holdings, DBS Bank Ltd., and DBS Bank (China) Limited, which provide banking services to Keppel. The NC considered that such interests had already been declared to the Board, and that Mr Tham would abstain from voting whenever there was potential conflict of interest. The NC further considered that, as DBS was a leading bank in Singapore and Southeast Asia, it was not unexpected that its services would be sought by

Keppel from time to time. Taking these factors into consideration, along with Mr Tham's invaluable contributions to the Board and board committees, the NC unanimously agreed that Mr Tham had at all times exercised independent judgment in the best interests of Keppel in the discharge of his director's duties and should therefore continue to be deemed an independent director.

The NC noted that Mrs Penny Goh is a Senior Advisor of Allen & Gledhill LLP ("**A&G**") which provides legal services to Keppel. Mrs Goh had declared that she did not hold a partnership interest in A&G and was not involved in the selection and appointment of legal advisors of Keppel and did not regard the business relationship with A&G as something that could affect her independent judgment. The NC further considered that, as A&G was one of the top law firms in Singapore, it was not unexpected that its services would be sought by Keppel from time to time. Taking these factors into consideration, along with her invaluable contributions to the Board and board committees, the NC unanimously agreed that Mrs Goh had at all times exercised independent judgment in the best interests of Keppel in the discharge of her director's duties and should therefore continue to be deemed an independent director.

The NC noted that Mr Shirish Apte had declared himself independent. Noting Mr Shirish Apte's absence of relationship to Keppel which could interfere or be perceived to interfere with his independent judgment, the absence of circumstances which would deem him to be non-independent, and his invaluable contributions to the Board and board committees, the NC unanimously agreed that Mr Shirish Apte had at all times exercised independent judgment in the best interests of Keppel in the discharge of his director's duties and should therefore continue to be deemed an independent director.

The NC noted that Mr Jimmy Ng is the Group Head of Operations at DBS Bank which provides banking services to Keppel. The NC considered that such interests had already been declared to the Board, and that Mr Ng would abstain from voting whenever there was potential conflict of interest. The NC further considered that, as DBS was a leading bank in Singapore and Southeast Asia, it was not unexpected that its services would be sought by Keppel from time to time. Taking these factors into consideration, along with Mr Ng's invaluable contributions to the Board and board committees, the NC unanimously agreed that Mr Ng had at all times exercised independent judgment in the best interests of Keppel in the discharge of his director's duties and should therefore continue to be deemed an independent director.

The NC noted that Mr Olivier Blum declared himself independent and that he was an executive Vice President of Schneider Electric's Energy Management business. Noting Mr Blum's declaration that Schneider Electric is a minor supplier of Keppel, and Mr Blum's invaluable contributions to the Board and board committees, the NC unanimously agreed that Mr Blum had at all times exercised independent judgment in the best interests of Keppel in the discharge of his director's duties and should therefore continue to be deemed an independent director.

The NC noted that Ms Ang Wan Ching had declared herself independent. Noting Ms Ang's absence of relationship to Keppel which could interfere or be perceived to interfere with her independent judgment, the absence of circumstances which would deem her to be non-independent, and her invaluable contributions to the Board and board committees, the NC unanimously agreed that Ms Ang had at all times exercised independent judgment in the best interests of Keppel in the discharge of her director's duties and should therefore continue to be deemed an independent director.

Following the review, the NC was of the view that Mr Till Vestring, Ms Veronica Eng, Prof Jean-François Manzoni, Mr Tham Sai Choy, Mrs Penny Goh, Mr Shirish Apte, Mr Olivier Blum, Mr Jimmy Ng and Ms Ang Wan Ching should be deemed independent, while Mr Danny Teoh and Mr Teo Siong Seng should be deemed non-executive and non-independent directors. The Board has reviewed the basis of the NC's recommendations and concurred with the assessment of independence in respect of the abovementioned directors. In view of the above, the Board currently comprises a majority of independent directors, with a total of 12 directors of whom nine are independent. Taking into account the independence and diversity of the Board, the NC was of the view that the Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of Keppel. However, the NC also noted the need for appointment of additional directors with relevant expertise and experience that would complement those already on the Board, which would help drive Keppel's asset management strategy and infrastructure know-how, and would contribute to the Board's ongoing renewal.

Annual Review of Board Size

The Board, in concurrence with the NC, was of the view that a Board size of 12 directors would be appropriate to facilitate effective decision making, taking into account the nature and scope of the operations of Keppel, the requirements of Keppel's business and the need to avoid undue disruptions from changes to the composition of the Board and board committees. The NC will continue to consider and review the optimum Board size and skill matrix given Keppel's new business direction, bearing in mind pertinent diversity factors and succession planning considerations. No individual or small group of individuals dominate the Board's decision making.

Annual Review of Directors' Commitments
The NC assesses annually whether a director with other listed company board representations and/or other principal commitments is able to and has been adequately carrying out his/her duties as a director of the Company. Instead of fixing a maximum number of listed company board representations and/or other principal commitments that a director may have, the NC assesses holistically whether a director is able to and has been adequately carrying out his/her duties as a director of the Company, taking into account the results of the assessment of the effectiveness of the individual director, the level of commitment required of the director's listed company board representations and/or other principal commitments, and the director's actual conduct and participation on the Board and board committees, including availability and attendance at regular scheduled meetings and ad hoc meetings. The NC is of the view that such an assessment is sufficiently robust to detect and address, on a timely basis, any time commitment issues that may hinder the effectiveness of the directors.

The NC conducted an assessment in January 2024 and was of the view that each director has given sufficient time and attention to the affairs of Keppel and has been able to discharge his/her duties as director effectively. The NC noted that based on the attendance of board and board committee meetings during the year, the directors were able to participate in at least a substantial number of such meetings to carry out their duties. The NC also noted that, based on the recent individual director assessment for FY 2023, all the directors performed well. The NC was therefore satisfied that in FY 2023, where a director had other listed company board representations and/or other principal commitments, the director was able and had been adequately carrying out his/her duties as director of the Company.

Nominee Director Policy
At the recommendation of the NC, the Board approved the adoption of the Company's Nominee Director Policy in January 2009. For the purposes of the policy, a "**Nominee Director**" is a person who, at the request of the Company, acts as director (whether executive or non-executive) on the board of another company or entity ("**Investee Company**") to oversee and monitor the activities of the relevant Investee Company so as to safeguard the Company's investment in the company. The purpose of the policy is to highlight certain obligations of a person while acting in his/her capacity as a Nominee Director. The policy also sets out the internal process for the appointment and resignation of a Nominee Director. The policy would be reviewed and amended as required to take into account current best practices and changes in the law and stock exchange requirements.

Alternate Director
The Company has no alternate directors on the Board.

Key Information Regarding Directors
The following key information regarding directors is set out in the following pages of this Annual Report:

Pages 30 to 33: Academic and professional qualifications, board committees served on (as a member or chairman), date of first appointment as director, date of last re-election as director, directorships or chairmanships both present and past held over the preceding five years in other listed companies and other major appointments, whether appointment is executive or non-executive, whether considered by the NC to be independent, and details of their membership on board committees; and

Pages 124 to 125: Shareholding in the Company and its subsidiaries.

BOARD PERFORMANCE

Principle 5:

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

The Board has implemented formal processes for assessing the effectiveness of the Board as a whole, each of its board committees, and the contribution by the Chairman and peer assessment of the individual directors to the effectiveness of the Board. The evaluation for FY 2023 was conducted by the NC Chairman. The evaluation process is set out on page 106 of this Annual Report.

Formal Process and Performance Criteria: The evaluation processes and performance criteria are disclosed in Appendix 1. The performance criteria was similar to that adopted in previous years.

Objectives and Benefits: The board assessment exercise provides an opportunity to obtain constructive feedback from each director on whether the Board's procedures and processes allow him/her to discharge his/her duties effectively and the changes which should be made to enhance the effectiveness of the Board and/or board committees. The assessment exercise also helps directors to focus on their key responsibilities and allows for peer review with a view to raising the quality of Board members. It also assists the NC in determining whether to re-nominate directors who are due for retirement at the next AGM, and in determining whether directors with multiple board representations were nevertheless able to and have adequately discharged their duties as directors of the Company.

REMUNERATION REPORT

Principle 6:

The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Principle 7:

The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Principle 8:

The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationship between remuneration, performance and value creation.

REMUNERATION COMMITTEE

The Remuneration Committee ("**RC**") comprises entirely non-executive directors, the majority of whom (including the chairman of the RC) are independent, namely:

- Mr Till Vestring
  Independent Chairman
- Mr Danny Teoh
  Non-Independent Member
- Prof Jean-François Manzoni
  Independent Member
- Mrs Penny Goh
  Independent Member
- Mr Shirish Apte
  (from 1 January 2024)
  Independent Member

The RC is responsible for ensuring a formal and transparent procedure for developing policies on director and executive remuneration and for determining the remuneration packages of individual directors and senior management. The RC assists the Board to ensure that remuneration policies and practices are sound in that they are able to attract, retain and motivate without being excessive, thereby maximising shareholder value. The RC recommends to the Board, for endorsement, a framework of remuneration (which covers all aspects of remuneration including directors' fees, salaries, allowances, bonuses, share-based incentives and awards, benefits-in-kind and termination payments) and the specific remuneration packages for each director and the key management personnel. The RC also reviews the remuneration of senior management and administers the Keppel Restricted Share Plan and Keppel Performance Share Plan (the "**Keppel RSP**" and "**Keppel PSP**"). The Keppel RSP 2020 and the Keppel PSP 2020 (collectively, the "**New Share Plans**") were approved by shareholders at the AGM held on 2 June 2020. In addition, the RC reviews Keppel's obligations arising in the event of termination of the executive directors' and key management personnel's contract of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

The detailed terms of reference of the RC are disclosed on pages 104 to 105 herein.

Access to Expert Advice: The RC has access to expert advice from external remuneration consultants where required. In FY 2023, the RC sought views from external remuneration consultant, Willis Towers Watson, on market practice and trends, and benchmarks against comparable organisations. The RC undertook a review of the independence and objectivity of the external remuneration consultants through discussions with the external remuneration consultants and has confirmed that the external remuneration consultants had no relationships with the Company which would affect their independence and objectivity.

Policy in Respect of Non-executive Directors' Remuneration

Each NED's remuneration comprises a basic fee and an additional fee for services performed on board committees. The chairman of each board committee is also paid a higher fee compared with the members of the respective committees in view of the greater responsibility carried by that office. The directors' fee structure is regularly benchmarked with comparable listed companies to ensure that their remuneration is fair and appropriate.

The NEDs participated in additional ad-hoc meetings with management during the year and are not paid for attending such meetings. Executive directors are not paid directors' fees.

The RC, in consultation with Willis Towers Watson, conducted a review of the NED fee structure in 2023/2024. The review took into account a variety of factors, including prevailing market practices and referencing the fees against comparable benchmarks locally and globally, as well as the roles and responsibilities of the Board and board committees. The revised directors' fee structure will take effect from FY 2024 onwards and is set out in the table below.

Shareholders' approval for the payment of directors' fees will be sought at each AGM. If approved, each NED (including the Chairman) will receive 70% of his/her total directors' fees in cash ("**Cash Component**") and 30% in the form of shares in the Company. ("**Remuneration Shares**") (both amounts subject to adjustment as described below, and such shares, "Remuneration Shares"). The Cash Component is paid half-yearly in arrears. The Remuneration Shares are paid after the next AGM has been held. The actual number of Remuneration Shares, to be purchased from the market on the first trading day immediately after the date of the next AGM provided

DIRECTORS' FEE STRUCTURE

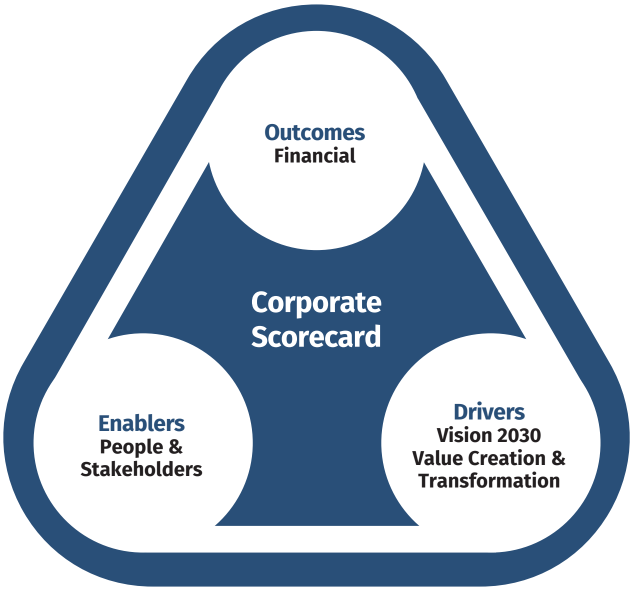
	Basic Fee (per annum)
Board Chairman	$750,000 (all-in)
Board Member	$120,000
Lead Independent Director	$24,000

	Additional Fees for Membership in Board Committees (per annum)	
	Chairman	Member
Audit Committee	$67,000	$43,000
Board Risk Committee	$67,000	$38,000
Remuneration Committee	$47,000	$31,000
Board Sustainability and Safety Committee	$47,000	$31,000
Nominating Committee	$40,000	$28,000

that it does not fall within any applicable restricted period of trading ("**Trading Day**"), for delivery to the respective NEDs will be based on the market price of the shares of the Company on the SGX on the Trading Day. In the event that the first trading day after the date of the next AGM falls within a restricted period of trading, the Remuneration Shares will be purchased on the first trading day immediately after the end of the restricted period of trading. The actual number of Remuneration Shares will be rounded down to the nearest thousand and any residual balance will be paid in cash. Such incorporation of an equity component in the total remuneration of the NEDs is intended to align the interests of the NEDs with those of the shareholders' and the long-term interests of the Company. A NED who steps down before the payment of the Remuneration Shares will receive all of his directors' fees for that year (calculated on a pro-rated basis, where applicable) in cash.

The aggregate directors' fees for NEDs for FY 2024 are subject to shareholders' approval at the forthcoming AGM. The amount of directors' fees has been computed taking into consideration the number of board committee representations by the NEDs and also caters for additional fees (if any) which may be payable due to the formation of additional board Committees, or additional Board or board Committee members being appointed in the course of FY 2024. In the event that the amount proposed is insufficient, approval will be sought at the next AGM before payments are made to the NEDs for the shortfall amount. The Chairman and the NEDs will abstain from voting and will procure their respective associates to abstain from voting in respect of this resolution.

The RC is of the view that the remuneration of NEDs is appropriate to their level of contribution, taking into account factors such as effort, time spent and responsibilities, and to attract, retain and motivate the directors to provide good stewardship of the Company.



Remuneration Policy in Respect of Executive Director and Other Key Management Personnel
The Company advocates a performance-based remuneration system that is highly flexible and responsive to the external environment and performance of Keppel and individual employees, and is aligned with shareholders' and other stakeholders' interests.

The RC periodically reviews the Company's scorecard and remuneration structure to ensure that it supports Keppel's vision and long-term strategy. In designing the remuneration structure, the RC seeks to ensure that the level and mix of remuneration is competitive, relevant and appropriate in finding a balance between current versus long-term remuneration, and between cash versus equity incentive remuneration, and appropriate to attract, retain and motivate key management personnel to successfully manage Keppel for the longer term.

The total remuneration structure reflects the following four key objectives:

a. **Shareholder Alignment:** To incorporate performance measures that are aligned to shareholders' interests;

b. **Long-term Orientation:** To motivate employees to drive sustainable long-term growth;

c. **Simplicity:** To ensure that the remuneration structure is easy to understand and communicated to stakeholders; and

d. **Synergy:** To facilitate talent mobility and enhance collaboration across Keppel.

The total remuneration structure comprises three components; that is, annual fixed cash, annual performance bonus and the New Share Plans. The annual fixed cash component comprises the annual basic salary plus any other fixed allowances. The size of the Company's annual performance bonus pot is determined by Keppel's financial and non-financial performance and is distributed to employees based on their individual performance. For FY 2023, contingent shares were awarded under the New Share Plans. The Keppel RSP and Keppel PSP are long-term incentive plans which vest over a longer-term horizon. A portion of the annual performance bonus is granted in the form of deferred shares that are awarded under the Keppel RSP. The Keppel PSP comprises performance targets determined on an annual basis. Executives who have a greater ability to influence particular outcomes have a greater proportion of their overall remuneration at risk. The Company performs regular benchmarking reviews on employees' total remuneration to ensure market competitiveness.

The RC exercises broad discretion and independent judgment in ensuring that the amount and mix of remuneration is aligned with the interests of shareholders and promotes the long-term success of Keppel. The mix of fixed and variable reward is considered appropriate for Keppel and for each individual role.

The remuneration structure is directly linked to corporate and individual performance, both in terms of financial and non-financial performance. This link is achieved in the following ways:

a. by placing a significant portion of executives' remuneration at risk ("**At Risk component**") and subject to a vesting schedule;

b. by incorporating appropriate key performance indicators ("**KPIs**") for awarding of annual performance bonus:

   i. For FY 2023, there are three scorecard areas that the Company has identified as key to measuring the performance of Keppel and aligned with the Vision 2030 goals – (i) Drivers – Vision 2030 Value Creation and Transformation; (ii) Outcomes – Financials; and (iii) Enablers – People and Stakeholders. Some of the key sub-targets within each of the scorecard areas include key financial indicators, sustainability, safety, risk management, compliance and controls, employee engagement, talent development and succession planning.

   ii. The scorecard areas have been chosen because they support how Keppel achieves its strategic objectives. The framework provides a link for employees to understand how they contribute to each area of the scorecard, and therefore to Keppel's overall strategic goals. This is designed to achieve a consistent approach and understanding across Keppel. The RC reviews and approves the scorecard each year and the annual performance bonus is determined thereafter based on the scorecard achievement. The annual performance bonus comprises both cash bonus and deferred shares awards that vest equally over three years, thereby aligning employees with shareholders' interests.

c. by selecting performance conditions for the Keppel PSP awards, namely Total Shareholder Returns, Return on Equity, Net Profit and Reduction in Carbon Emissions, that are aligned with shareholders' interests;

d. by requiring those conditions to be met in order for the At-Risk components of remuneration to be awarded or vested; and

e. by forfeiting the At-Risk components of remuneration when those conditions are not met at a satisfactory level.

The RC also recognises the need for a reasonable alignment between risk and remuneration to discourage excessive risk taking. Therefore, in determining the remuneration structure, the RC takes into account the risk policies and risk tolerance of Keppel as well as the time horizon of risks, and incorporates risk-adjustments into the remuneration structure through several initiatives, including but not limited to:

a. prudent funding of annual performance bonus;

b. granting a portion of the annual performance bonus in the form of deferred shares, to be awarded under the Keppel RSP;

c. vesting of contingent share awards under the Keppel PSP being subject to performance conditions being met;

d. potential forfeiture of variable incentives in any year due to misconduct;

e. requiring the executive director and key management personnel to hold a minimum number of shares under the share ownership guideline; and

f. exercising discretion to ensure that remuneration decisions are aligned to Keppel's long-term strategy and performance and discourage excessive risk taking.

The RC is of the view that the overall level of remuneration is not considered to be at a level which is likely to promote behaviours contrary to Keppel's risk profile.

In determining the actual quantum of variable component of remuneration, the RC had taken into account the extent to which the corporate and individual performance conditions, set forth above, have been met. Based on the outcome of the evaluation, the RC recommends the total remuneration for the key management for the Board's approval. The Board and RC are of the view that the remuneration is aligned to performance during FY 2023.

In order to align the interests of the executive director and key management personnel with that of shareholders, the executive director and key management personnel are remunerated partially in the form of shares in the Company and are encouraged to hold such shares while they remain in the employment of Keppel. The executive director and key management personnel are required to hold at least 2 times of their annual fixed pay in the form of shares in the Company, while other key senior management are required to hold at least 1.5 times of their annual fixed pay under the share ownership guideline so as to maintain a beneficial ownership stake in the Company, thus further aligning their interests with shareholders.

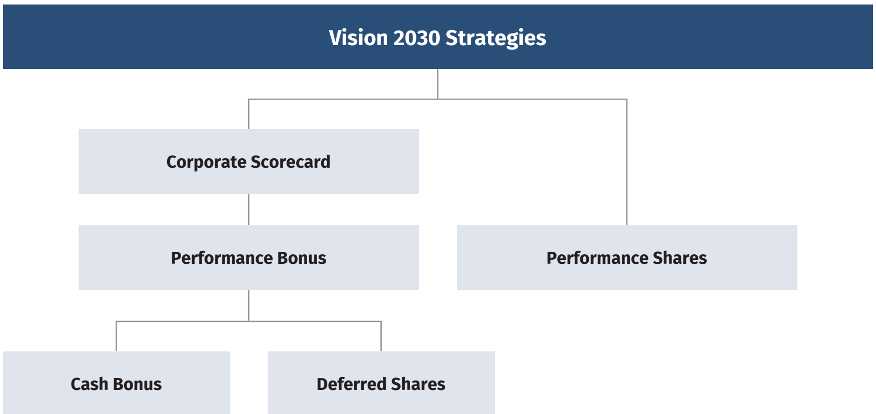
The directors, the CEO and key management personnel (who are not directors or the CEO) are remunerated on an earned basis and there are no termination, retirement and post-employment benefits that are granted over and above what has been disclosed.

Keppel Long-term Incentive Plans

Keppel Share Plans

The Keppel Share Plans are put in place to reward, retain and motivate employees to achieve superior performance and to motivate them to continue to strive for long-term shareholder value. The Keppel Share Plans also aim to strengthen Keppel's competitiveness in attracting and retaining talented key senior management and employees. The Keppel RSP applies to a broader base of employees while the Keppel PSP applies to a selected group of key management personnel. The range of performance targets to be set under the Keppel PSP emphasise stretched targets aimed at sustaining longer-term growth.

REMUNERATION STRUCTURE

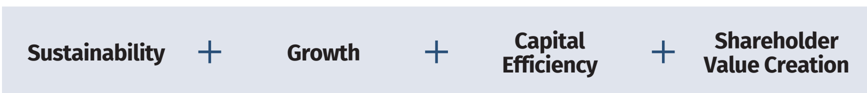


Given Keppel's strong focus on providing sustainability-related solutions, various aspects of the remuneration framework have been enhanced for a stronger alignment with this focus. Sustainability related targets relating to Keppel's own carbon footprint as well as commercialisable solutions have been incorporated in various incentive programmes, including the annual scorecard that determines the annual performance bonus pool for all employees, the 3-year Keppel PSP that is awarded to a selected group of key management personnel as well as the one-time 5-year V2030 PSP-TIP that was awarded to selected senior management and key employees who will be contributing significantly towards the attainment of Vision 2030. The weightages of the sustainability targets vary across the various programmes, weighing up to 25% for the 3-year Keppel PSP awards.

Under the terms of the New Share Plans, shares awarded pursuant to the New Share Plans may be clawed back in the event of among others, misconduct (including a breach of laws), or violation of policies and compliance standards which had or is likely to cause financial loss or reputational harm to Keppel or which may be detrimental to the interests of Keppel. Outstanding performance bonuses and share awards under the New Share Plans are also subject to the RC's discretion before further payment or vesting can occur.

Details of the Keppel Share Plans are set out in pages 125 to 127, and pages 160 to 163.

TARGETS OF THE 3-YEAR KEPPEL PERFORMANCE SHARE PLAN



LEVEL AND MIX OF REMUNERATION OF DIRECTORS AND KEY MANAGEMENT PERSONNEL (WHO ARE NOT ALSO DIRECTORS OR THE CEO) FOR THE YEAR ENDED 31 DECEMBER 2023

The level and mix of remuneration of each of the Company's directors are set out below:

Remuneration & Name of Director	Base/Fixed Salary ($)	Performance-related Cash Bonuses Earned[1] ($)	Directors' Total Fees[2] ($)		Benefits-in-kind ($)	Share Awards[3,4] ($)		Total Remuneration ($)
			Cash component[5]	Shares component[5]		PSP	RSP	
Loh Chin Hua	1,254,056	2,727,346	–	–	n.m.[6]	2,295,000	2,725,000	9,001,402[7]
Danny Teoh	–	–	525,000	225,000	–	–	–	750,000
Till Vestring[8]	–	–	143,500	61,500	–	–	–	205,000
Veronica Eng[9]	–	–	152,600	65,400	–	–	–	218,000
Jean-François Manzoni	–	–	125,300	53,700	–	–	–	179,000
Teo Siong Seng	–	–	108,500	46,500	–	–	–	155,000
Tham Sai Choy	–	–	149,100	63,900	–	–	–	213,000
Penny Goh[10]	–	–	154,000	66,000	–	–	–	220,000
Shirish Apte[11]	–	–	132,300	56,700	–	–	–	189,000
Olivier Blum	–	–	97,300	41,700	–	–	–	139,000
Jimmy Ng	–	–	102,200	43,800	–	–	–	146,000
Ang Wan Ching[12]	–	–	66,694	28,583	–	–	–	95,277

Notes:

1 The RC is satisfied that the quantum of performance-related cash bonuses earned by the executive director was fair and appropriate taking into account the extent to which his KPIs for FY 2023 were met.

2 Based on the NEDs' fee structure set out in the 2022 Annual Report, the total fees amount to $2,509,277. The directors' total fees are subject to shareholders' approval at the Company's Annual General Meeting.

3 Shares awarded under the Keppel PSP are subject to pre-determined performance targets over a three-year performance period. As at 28 April 2023, being the grant date for the contingent awards under the Keppel PSP, the estimated value of each share was $5.10. For the Keppel PSP, the figures are based on the value of the PSP shares at 100% of the award and the figures may not be indicative of the actual value at vesting which can range from 0% to 150% of the award.

4 The award of Keppel RSP deferred shares was granted for Mr Loh Chin Hua's performance and contributions in FY 2023. The Company's 2023 volume-weighted average share price of $6.01 was used to determine the number of Keppel RSP deferred shares to be awarded to him as well as his FY 2023 total remuneration. As at 15 February 2024, being the grant date for the awards under the Keppel RSP, the estimated value of each share was $7.04.

5 The amounts stated may be adjusted as indicated on pages 85 to 86 of this report.

6 n.m. – not material

7 Total remuneration shown above for Mr Loh Chin Hua does not include vested share of carried interests for funds created during the time he was Managing Director at Keppel Fund Management Ltd. These carried interests are only earned at the end of the fund life and depends entirely on the actual performance of the funds after they have been liquidated.

8 Mr Till Vestring retired as a member of the Board of Keppel Telecommunications & Transportation Ltd with effect from 31 October 2023 and will receive a prorated fee of $37,500 for his services rendered in the year.

9 Ms Veronica Eng retired as a member of the Board of Keppel Capital Holdings Pte Ltd with effect from 31 October 2023 and will receive a prorated fee of $37,500 for her services rendered in the year.

10 Mrs Penny Goh retired as a member of the Board of Keppel Land Limited (n.k.a. Keppel Management Ltd.) with effect from 31 October 2023 and will receive a prorated fee of $37,500 for her services rendered in the year.

11 Mr Shirish Apte retired as a member of the Board of Keppel Infrastructure Holdings Pte Ltd with effect from 31 October 2023 and will receive a prorated fee of $37,479 for his services rendered in the year.

12 Ms Ang Wan Ching was appointed to the Board and as a member of the Audit Committee and Board Risk Committee with effect from 1 July 2023. Fees are prorated accordingly.

Shares granted and vested to the Executive Director pursuant to the Keppel PSP and the Keppel RSP are shown below:

Name of Executive Director	PSP Awards	Vesting Date	Awards of PSP Shares	Number of PSP Shares Vested	Value of PSP Shares Vested ($)[1]	RSP Awards	Vesting Date	Awards of RSP Shares	Number of RSP Shares Vested	Value of RSP Shares Vested ($)[1]
Loh Chin Hua	2019 Awards[2]	28 Feb 2023	0 to 782,925[4]	343,100	1,863,033	2021 Awards	26 Feb 2021	298,262[4]	86,956	446,954
		31 Mar 2023		147,533	870,445		28 Feb 2022	301,887	86,956	519,997
							28 Feb 2023		86,958	472,182
	2020 Awards[2]	29 Feb 2024	0 to 782,925[4]	–	–		31 Mar 2023		37,392	220,613
	2021 Awards	29 Feb 2024	0 to 782,925[4]	–	–	2022 Awards	28 Feb 2022	510,775[4]	132,325	791,304
		27 Feb 2026	0 to 2,080,650[3,4]	–	–		28 Feb 2023		132,325	718,525
							31 Mar 2023		56,900	335,710
	2022 Awards	28 Feb 2025	0 to 858,000[4]	–	–		29 Feb 2024		–	–
	2023 Awards	27 Feb 2026	0 to 675,000	–	–	2023 Awards	28 Feb 2023	640,118[4]	114,106	619,596
							31 Mar 2023		99,265	585,664
							29 Feb 2024		–	–
							28 Feb 2025			
						2024 Awards	29 Feb 2024	453,411	–	–
							28 Feb 2025		–	–
							27 Feb 2026		–	–

Notes:
1 The value of the shares vested under the Keppel PSP and RSP is computed based on the market price of the shares when the shares are credited to the employee's CDP account. The RC is satisfied that the value of the shares vested under the Keppel PSP and RSP to the executive director was fair and appropriate taking into account the extent to which his KPIs and performance conditions for FY 2023 were met.
2 As the targets of the 2019 and 2020 PSP awards were set before the onset of the COVID-19 pandemic, the RC decided to extend the performance period of the awards by 1 more year. The achievements in Year 2019, 2021 and 2022 were used to determine the vesting level of the 2019 PSP award at the end of the extended performance period, while the achievements in Year 2021, 2022 and 2023 will be used to determine the vesting level of the 2020 PSP award at the end of the extended performance period.
3 Refers to one-time contingent shares awarded under the Vision 2030 Keppel PSP – TIP.
4 Arising from the distribution of Seatrium Limited (formerly known as Sembcorp Marine Ltd) ("**Seatrium**") shares by way of distribution *in specie* on the basis of 19.085033835 Seatrium shares per Keppel Ltd. share held on 28 February 2023, the RC approved the adjustments to unvested shares under the award.

The total remuneration paid to key management personnel (who are not directors or the CEO) in FY 2023 was $17,966,354. The level and mix of remuneration of each of such key management personnel (who are not directors or the CEO) are set out below:

Remuneration Band and Name of Key Management Personnel[2]	Base/ Fixed Salary (%)	Performance-related Cash Bonuses Earned[1] (%)	Benefits-in-kind (%)	Contingent Awards of Shares PSP (%)	Contingent Awards of Shares RSP (%)
Above $3,750,000 to $4,000,000					
Tan Hua Mui, Christina[3,4]	20	29	n.m.	22	29
Above $2,750,000 to $3,000,000					
Lim Joo Ling, Cindy[4]	21	29	n.m.	22	28
Above $2,500,000 to $2,750,000					
Lim Lu-Yi, Louis	25	26	n.m.	24	25
Above $2,250,000 to $2,500,000					
Manjot Singh Mann	31	22	3	22	22
Above $2,000,000 to $2,250,000					
Pang Thieng Hwi, Thomas	27	25	n.m.	23	25

Notes:

1 The RC is satisfied that the quantum of performance-related bonuses earned by the key management personnel was fair and appropriate taking into account the extent to which their KPIs for FY 2023 were met.

2 Mr Chan Hon Chew retired with effect from 31 December 2023. He received a total remuneration in the band of above $4,250,000 to $4,500,000 for 2023. His remuneration comprised 19% in base/fixed salary, 58% in performance-related cash bonuses earned and 23% in awards of shares (PSP). 67% of the performance-related cash bonuses earned has been paid in 2024 while the remaining cash bonuses will be payable in 2025 and 2026.

3 Total remuneration shown above for Ms Christina Tan does not include vested share of carried interests for funds created during the time she was Managing Director at Keppel Fund Management Ltd. These carried interests are only earned at the end of the fund life and depend entirely on the actual performance of the funds after they have been liquidated.

4 In addition to the remuneration disclosed above, in view of the extraordinary contributions put in by Ms Christina Tan and Ms Cindy Lim towards the attainment of Keppel's transformation objectives, a one-off Special Bonus award comprising cash bonus and Keppel RSP deferred shares had been granted to them. The Company's 2023 volume-weighted average share price of $6.01 was used to determine the number of contingent Keppel RSP deferred shares to be awarded. Shares awarded under the Keppel RSP are subject to vesting over a 3-year period. As at 15 February 2024, being the grant date for the contingent awards under the Keppel RSP, the estimated value of each share was $7.04. The cash bonus and deferred shares awards are each in the range of above $0 to $250,000 for both individuals.

Remuneration of Employees who are Substantial Shareholders of the Company or are Immediate Family Members of a Director or the Chief Executive Officer or a Substantial Shareholder of the Company

No employee of the Company and its subsidiaries is a substantial shareholder of the Company or an immediate family member of a director, the CEO or a substantial shareholder of the Company and whose remuneration exceeded $100,000 during the financial year ended 31 December 2023. "Immediate family member" means the spouse, child, adopted child, step-child, sibling and parent.

AUDIT COMMITTEE

Principle 10:

The Board has an Audit Committee which discharges its duties objectively.

The Audit Committee ("**AC**") comprises entirely independent directors, namely:

- Mr Tham Sai Choy
  Independent Chairman
- Ms Veronica Eng
  Independent Member
- Mrs Penny Goh
  Independent Member
- Ms Ang Wan Ching
  (from 1 July 2023)
  Independent Member
- Mr Shirish Apte
  (until 31 December 2023)
  Independent Member
- Mr Jimmy Ng
  (from 1 January 2024)
  Independent Member

The AC's primary role is to assist the Board with ensuring the integrity of financial reporting and the adequacy and effectiveness of the system of internal controls and risk management. The AC has explicit authority to investigate any matter within its responsibilities, full access to and co-operation by management, full discretion to invite any director or executive officer to attend its meetings, and reasonable resources (including access to external consultants) to enable it to properly discharge its responsibilities.

Mr Tham Sai Choy, Ms Veronica Eng and Ms Ang Wan Ching have recent, relevant and in-depth experience in accounting and financial management. Mrs Penny Goh has extensive experience in advising on a broad range of corporate real estate transactions for commercial, industrial and logistics projects in Singapore and Asia Pacific, involving investment, joint development and profit participation structures, and has the practical knowledge of issues and considerations affecting the Committee to discharge her responsibilities as a member of the Committee. Mr Jimmy Ng has prior experience leading a global internal audit function and spearheading its transformation, and possesses recent, relevant and in-depth experience in technology, data analytics and driving digital innovations. Mr Tham Sai Choy, Ms Veronica Eng, Mrs Penny Goh, Ms Ang Wan Ching and Mr Jimmy Ng are also members of the Board Risk Committee, with Ms Veronica Eng being the Chairperson. None of the members of the AC were partners or directors of the Company's current external auditors within the last two years and none of the members of the AC hold any financial interest in the auditing firm. The detailed terms of reference of the AC are set out on pages 102 to 103 herein.

AUDIT

The AC met with the external auditors five times during the year and one of the meetings included sessions held without the presence of management and the internal auditors. The AC also met with the internal auditors five times during the year, of which one of these meetings was conducted without the presence of management and the external auditors, and the other four meetings included private sessions held with the internal auditors to discuss whistle-blower reports and investigation updates. The AC reviewed and approved the external auditor's audit plan for the year and assessed the quality of the work carried out by the external auditors in accordance with the Audit Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority and noted their performance to be adequate. Taking into account the requirements under the Accountants Act 2004 of Singapore, the AC undertook a review of the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the audit and non-audit fees awarded to them and has confirmed that the non-audit services performed by the external auditors would not affect their independence. For details of fees payable to the auditors in respect of audit and non-audit services, please refer to Note 28 of the Notes to the Financial Statements on page 192.

The Company has complied with Rule 712, and Rule 715 read with Rule 716 of the SGX Listing Manual in relation to its auditing firms.

The Company also has an in-house internal audit function ("**Internal Audit**") which, together with the external auditors, report their findings and recommendations to the AC independently. The role of Internal Audit is to provide independent assurance to the AC to ensure that Keppel maintains a sound system of internal controls. In this aspect, Internal Audit conducts regular reviews of the adequacy and effectiveness of Keppel's key internal controls, including financial, operational, compliance and information technology controls, and risk management. Any significant non-compliance or failures in internal controls together with recommendations for improvements are reported to the AC. Internal Audit also undertakes investigations as directed by the AC.

Internal Audit has direct access to the AC and unfettered access to all the documents, records, properties and personnel of Keppel. The AC approves the hiring, removal, evaluation and compensation of the Head of Internal Audit, whose primary line of reporting is to the chairman of the AC, with an administrative reporting line to the CEO of Keppel. The AC reviewed the adequacy and effectiveness of Internal Audit and is satisfied that the team is independent, effective and adequately resourced with persons with relevant qualifications and experience and has appropriate standing within Keppel. Internal Audit attends Keppel's key strategy sessions and executive meetings, and is staffed with professionals with sufficient expertise in corporate governance, risk management, internal controls, and other relevant disciplines. The AC also reviewed the training costs and programmes attended by Internal Audit to ensure that their technical knowledge and skill sets remain current and relevant.

The purpose, authority and responsibility of Internal Audit are defined in the Audit Charter, which is reviewed annually and approved by the AC. The Audit Charter establishes Internal Audit's position within the organisation, including the nature of its functional reporting relationship with the AC; authorises access to records, personnel, and physical properties relevant to the performance of internal audit engagements; and defines the scope of internal audit activities. The Audit Charter mandates Internal Audit to maintain a quality assurance and improvement programme that covers all aspects of the internal audit activity, including the evaluation of its conformance with the Standards, and an evaluation of whether internal auditors apply the Institute of Internal Auditors' ("**IIA**") Code of Ethics.

Internal Audit is guided by the International Professional Practices Framework established by the IIA. External quality assessment reviews are carried out at least once every five years by qualified professionals, with the last assessment conducted in 2021. The results re-affirmed that the internal audit activity generally conforms to the International Standards for the Professional Practice of Internal Auditing. Internal Audit staff perform a yearly declaration of independence and confirm their adherence to Keppel's Code of Conduct as well as the Code of Ethics established by the IIA, from which the principles of objectivity, competence, confidentiality and integrity are based.

Internal Audit adopts a risk-based auditing approach that focuses on key risks, including financial, operational, compliance and information technology risks. An annual audit plan is developed using a structured risk and control assessment framework. This plan is reviewed and approved by the AC, who are also apprised on material changes to the plan regularly. Audits are planned based on the results of the assessment, with priority given to high risks. All Internal Audit's reports are circulated to the relevant senior management personnel for deliberation with copies of these reports extended to the AC, Chairman and CEO. During AC meetings, significant audit findings and recommendations put up by the internal and the external auditors are reported and discussed, together with reviews of the effectiveness of the actions taken by management on the recommendations made by Internal Audit and the external auditors. To ensure timely and adequate closure of audit recommendations, the status of implementation of the actions agreed by management is tracked and reported to the AC.

During the year, the AC carried out a review of certain work practices in Internal Audit and, in view of the departure of the Head of Internal Audit, the AC appointed Irving Low and Tea Wei Li as co-Interim Heads of Internal Audit.

Financial Matters

Changes to accounting standards and accounting issues which have a direct impact on the financial statements were reported to the AC, and highlighted by the external auditors in their quarterly meetings with the AC.

During the year, the AC performed an independent review of the financial statements of Keppel before the announcement of Keppel's first half and full year results. In the process, the Committee reviewed the key areas of management judgment applied for adequate provisioning and disclosure, critical accounting policies and any significant changes made that would have a material impact on the financials.

In its review of the financial statements of Keppel for FY 2023, the AC reviewed the key areas of management's judgments and estimates applied for key financial issues, including valuation of investment properties and development properties held for sale, revenue recognition and contract cost, impairment assessment of goodwill arising from the acquisition of M1, the divestment of Keppel Offshore & Marine and related undertakings and warranties, the assessment of the valuation and accounting for the vendor notes in relation to Asset Co, and the accounting and disclosure of material subsequent events, that might affect the integrity of the financial statements. The AC took into consideration the methodology applied in determining the valuation of different asset classes, including the reasonableness of the estimates and key assumptions used. In addition, external independent valuations, work performed by independent professional firms and the financial advisor, as well as opinions from internal and external legal counsel, where applicable, were considered when reviewing management's assessment. The AC also considered the report from the external auditors, including their findings on the key audit matters as set out in the independent auditor's report for the financial year ended 31 December 2023.

The AC concurs with the methodology, accounting treatment and estimates adopted, as well as the disclosures made in the financial statements for each of the key audit matters set out by the external auditors in their report.

Whistle-Blower Policy

The AC has reviewed the "Keppel Whistle-Blower Policy" (the "**Policy**") which provides for the mechanisms by which employees and other persons may, in confidence, raise concerns about possible improprieties in business conduct and will be treated fairly and, to the extent possible, protected from reprisal, and was satisfied that arrangements are in place for the independent investigation of such matters and for appropriate follow-up action. To facilitate the management of incidences of alleged fraud or other misconduct, the AC is guided by a set of guidelines to ensure proper conduct of investigations and appropriate closure actions following completion of the investigations, including administrative, disciplinary, civil and/or criminal actions, and remediation of control weaknesses that allowed the perpetration of fraud or misconduct so as to prevent recurrence. Significant matters raised through the whistle-blowing channel are reported to the Board.

The details of the Policy are set out on pages 119 hereto. The AC reviews the Policy yearly to ensure that it remains current.

Interested Person Transactions

Keppel has established the Keppel Interested Person Transactions ("**IPT**") Policy which lays out the procedures sufficiently for reviewing, approving, tracking and reporting IPTs in accordance with Chapter 9 of the SGX-ST Listing Manual and pursuant to the general mandate from shareholders that allows for such transactions where made on normal commercial terms and not be prejudicial to the interests of Keppel and its minority shareholders. IPT policies and procedures were reviewed by the internal auditors and findings with management's remedial actions were reported during AC meetings.

Details of IPTs entered into by Keppel in FY 2023 are set out on page 227 of this Annual Report.

RISK MANAGEMENT AND INTERNAL CONTROLS

Principle 9:

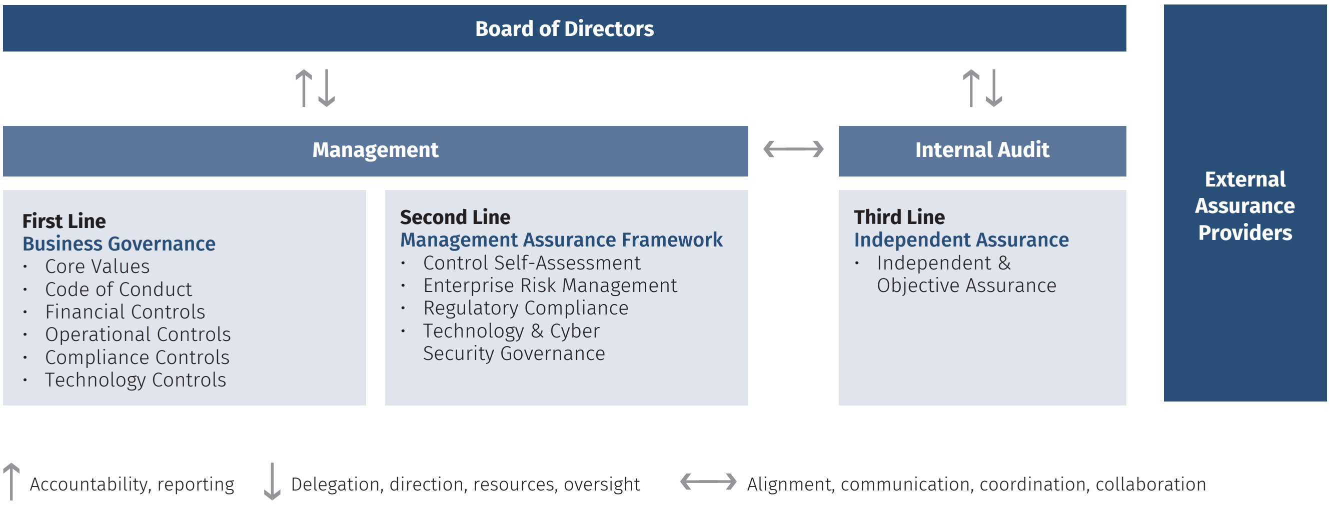
The Board is responsible for the governance of risk and ensures that management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board Risk Committee ("**BRC**") comprises entirely independent directors, namely:

- Ms Veronica Eng
  Independent Chairperson
- Mr Tham Sai Choy
  Independent Member
- Mrs Penny Goh
  Independent Member
- Mr Shirish Apte
  Independent Member
- Mr Jimmy Ng
  Independent Member
- Ms Ang Wan Ching
  (from 1 July 2023)
  Independent Member

The BRC considers the nature and extent of the significant risks which Keppel may take in achieving its strategic objectives and value creation; and reviews and guides management in the formulation of risk policies and processes to effectively identify,

KEPPEL'S SYSTEM OF MANAGEMENT CONTROLS



evaluate and manage significant risks, to safeguard shareholders' interests and Keppel's assets, and ensure corporate sustainability. The Committee reports to the Board on critical risk issues, material matters, findings and recommendations.

The detailed terms of reference of the BRC are disclosed on pages 103 to 104 herein.

The Risk & Compliance ("**R&C**") function, working in conjunction with the business teams, supports management in applying the Enterprise Risk Management ("**ERM**") Framework to ensure significant risks are assessed and adequately mitigated. This is performed through the monitoring of risk matters, conduct of training, site visits, participation at IMPAC meetings, and implementation of risk-related policies and standards. The ERM Framework was established to guide Keppel in managing risks and also facilitate the Board's assessment of the adequacy and effectiveness of Keppel's risk management system and processes for managing risks.

It lays out the governance mechanisms and principles, policies and processes, and system pertaining to how Keppel should identify, assess, mitigate, communicate, and monitor or escalate significant risk matters.

Risk assessments are performed at the respective platforms and divisions and agreed with senior management before being consolidated to form Keppel's risk assessment. Further assessments are performed and each key risk area is grouped by sub-groups within Strategic, Financial, Operational, Compliance and IT, and the mitigation plans where applicable, are provided to the Board and BRC at quarterly meetings. This is complemented by education and awareness, resources and expertise, and assessment or feedback, which are ongoing in nature.

Our approach to risk management and our key risks are set out in the "Risk Management" section on pages 111 to 117 of this Annual Report. We are guided by a set of Risk Tolerance Guiding Principles, as disclosed on page 111.

Keppel also has in place its System of Management Controls ("**KSMC**") outlining our internal control and risk management processes and procedures. The KSMC comprises the Three-Lines Model to ensure the adequacy and effectiveness of Keppel's system of internal controls and risk management.

Under the First Line of Business Governance, the respective platforms and divisions management, supported by their respective line functions and committees, are responsible for the identification and mitigation of risks (including financial, operational, compliance and IT risks) in the course of running their business. Appropriate policies, procedures, and controls are implemented and operationalised in line with Keppel's risk appetite where applicable. Employees are also guided by the Keppel's Core Values and expected to comply strictly with Keppel's Code of Conduct. Keppel Cyber Security Centre consists of Cyber Technology and Cyber Operations pillars, partnering business and managing cyber risks through advisory, building, and running sustainable next-generation solutions to combat evolving cyber threats while meeting business objectives.

Under the Second Line, Management Assurance Frameworks are established to enable oversight and governance over operations and activities undertaken by management under the First Line. The platforms and divisions and entities scoped in for control self-assessment ("**CSA**") are required to conduct a self-assessment exercise to assess the status of their respective internal controls on an annual basis. The annual CSA exercise is overseen by Control Assurance. Remedial actions are implemented to address all control gaps identified during the CSA exercise.

R&C, working in conjunction with the respective platforms and divisions line functions and committees, oversees the implementation of Keppel's ERM Framework to ensure that risks are identified, assessed and mitigated and that risks fall within the established risk appetite and tolerance. In respect of regulatory compliance, the respective platforms and divisions line functions and committees support and work alongside R&C to ensure relevant policies, processes and controls are effectively designed, implemented and managed to mitigate compliance risks that Keppel face in the course of their business.

The Technology Governance Framework overseen by Keppel Information Technology aims to align technology strategy to enterprise vision, whilst strengthening technology controls and security, and managing technology risks for Keppel. The Technology Governance Framework consists of a uniform framework structure and methodology to enable Keppel to monitor and manage technology risks better and more effectively, as well as to ensure that activities associated with technology are aligned with the overall business objectives through the establishment of the three (3) pillars in Technology Governance (i.e. Policy, Technology Risk Management and Compliance). The Technology Governance Framework aims to provide an approach to ensure technology risks are identified and adequately mitigated in the design, operation, use, and management of Keppel's computing resources taking into consideration statutory, regulatory, contractual, and security requirements. This framework covers the use of all technology systems and assets within Keppel, including 3rd party service providers.

The Head of Cyber Security, providing oversight to Keppel Cyber Security Centre and Cyber Governance, has a reporting line to the Board Risk Committee through the Head of Risk & Compliance, to reinforce independence and facilitate Board oversight. Cyber Security drives the enterprise vision, strategy and programme to ensure that Keppel's technology assets are adequately protected from cyber threats. Cyber Governance maintains cyber policies, which are aligned with industry standards as well as local regulators' requirements to ensure effective management of cybersecurity risks. Cyber assurance and compliance programmes are executed to ensure developed processes and controls are effective and adhered to.

The Data Governance Framework aims to establish a common minimum level of data governance maturity. It seeks to create a consistent and proper management of data assets.

The Third Line comprises independent assurance, including internal and external audit. Internal audit provides the Board and Keppel's senior management with independent assurance over the adequacy and effectiveness of the system of internal controls, risk management and governance, while external audit considers the internal controls relevant to Keppel's preparation of financial statements and performs tests on such internal controls, where they are assessed to be necessary, in support of the audit opinion issued on the financial statements of Keppel.

Enhancements to Compliance Programme in FY 2023

At Keppel, being Trusted is a core value. As Keppel's Code of Conduct states, "we care how results are achieved, not just that they are attained." Implementing that core value through enhancing Keppel's regulatory compliance process and by reminding every Keppelite of that core value is a focus of attention for Keppel, Keppel's directors and officers, and line managers across the globe.

This section provides an overview of the improvements and enhancements that have been made to strengthen Keppel's compliance programme over the past year. Further details of Keppel's compliance initiatives are set out on pages 118 to 120 of this Annual Report. Keppel is committed to a continuous review and, where necessary and appropriate, further improvements and enhancements to Keppel's compliance programme will be made.

Keppel has taken the following steps over the past year to further enhance its internal controls, policies and procedures:

a. During the year, the applicable in-scope entities achieved ISO 37001 certification/re-certification, which follows the ISO 37001 certification achieved by our overseas entities in India, Belgium and Qatar in 2022.

b. Implementation and enhancement of an integrated system (Ethixbase) for onboarding and monitoring of Third-Party Associates and a Conflicts of Interest (COI) App for declaration of such potential conflicts in key projects.

c. E-training modules were enhanced to cover Personal Data Protection in the 2023 Annual Training and Declaration of Keppel Policies.

Keppel's Compliance Programme
Keppel's compliance programme also includes the following:

a. a compliance governance structure that is overseen by a Regulatory Compliance Management Committee and Regulatory Compliance Working Team, bringing together senior management, compliance personnel, and other core function leads to discuss compliance enhancements and address compliance issues as they arise;

b. a Supplier Code of Conduct, to integrate Keppel's sustainability principles across our supply chain, and positively influence the environmental, social and governance ("**ESG**") performance of our suppliers. Keppel's suppliers are expected to abide by the Supplier Code of Conduct, which covers areas pertaining to business conduct (including specific anti-bribery provisions), labour practices, safety and health, and environmental management;

c. risk-based due diligence process for all third-party associates who represent Keppel in business dealings, including our joint venture partners, to assess the compliance risk of the business partner; and

d. the dedicated independent compliance function has reporting lines independent of Keppel's platforms and divisions. The Head of Risk & Compliance has a primary line of reporting to the chairman of the BRC, with an administrative reporting line to the CFO of the Company.

Keppel's compliance programme is and will be subjected to a periodic review to ensure it meets the following standards, i.e.:

1. Board and Senior Management Commitment
Keppel's senior management, including members of the Board, provide continuous, clear and explicit support to the compliance programme.

2. Policies and Procedures
Keppel continuously implements and communicates its corporate policy against violations of any anti-corruption laws. This policy includes appropriate measures to reduce the prospect of violations of anti-corruption laws, and encourage and support the observance of compliance policies and procedures by personnel at all levels of Keppel. These anti-corruption policies and procedures apply to all directors, officers and employees and, where necessary and appropriate, outside parties acting on behalf of Keppel, including but not limited to, agents and intermediaries, consultants, representatives, partners and suppliers.

Individuals at all levels of Keppel comply with Keppel's Code of Conduct and its compliance policies and procedures. Such policies and procedures address, among other areas:

a. gifts and hospitality;
b. dealing with third party associates – due diligence;
c. political contributions;
d. donations and sponsorships;
e. facilitation payments; and
f. solicitation and extortion.

Keppel ensures that:

a. books, records and accounts are in reasonable detail, and accurately and fairly reflect the transactions and disposition of assets; and

b. It develops and maintains a system of internal accounting controls, sufficient to provide reasonable assurance that:

    i. transactions are performed in accordance with the general guidelines or specific authorisation;

    ii. transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for assets;

    iii. access to assets shall only be permitted in accordance with the general guidelines or specific authorisation; and

    iv. the recorded accountability for assets shall be compared with the existing assets at reasonable intervals and appropriate action be taken with respect to any differences.

3. Periodic Risk-based Review
Keppel continues to enhance its compliance policies and procedures on the basis of a periodic risk assessment to ensure their continued effectiveness, taking into account relevant developments such as international and industry standards, and addressing the individual circumstances of Keppel and its platforms and divisions, and in particular corrupt practices risks, including but not limited to its geographical organisation and sectors of industrial operation.

4. Training and Orientation
Keppel continuously ensures that its compliance policies and procedures are communicated effectively to all employees, including officers, directors, and where necessary and appropriate, agents, and business partners. These mechanisms include:

a. a mandatory annual e-learning training and declaration covering all employees comprising the Keppel's Code of Conduct and all other key compliance policies. For 2023, new e-training modules included Personal Data Protection. Where necessary and appropriate, compliance training for agents and business partners were also conducted during the year.

b. corresponding certifications by such senior management members (including directors), employees, agents and business partners, acknowledging their understanding of policies and conformity with training requirements.

5. **Internal Reporting, Communication and Investigation**
Keppel maintains a system for the internal reporting/communication of potential violations of compliance policies and procedures and applicable laws, that ensures as far as possible confidentiality to the whistle-blower and investigation subjects.

Keppel maintains a process for receiving internal reports/communications with sufficient resources to respond and document allegations of violations of compliance policies and procedures and applicable law. When necessary, Keppel undertakes independent investigations of the alleged violations.

6. **Enforcement and Discipline**
Keppel maintains and, where necessary, improves its processes to effectively enforce its compliance policies and procedures including, where appropriate, the imposition of disciplinary measures in the case of violations.

Keppel institutes disciplinary measures with reference to, among other things, violations of compliance policies and procedures and applicable law by its senior management (including directors) and employees. Such procedures are applied consistently and fairly, regardless of the position held by, or the perceived importance of the senior management member (including directors) or employee. Where misconduct is discovered, measures are taken promptly to cease the misconduct or irregularities, and remedy the harm resulting from such misconduct.

7. **Third-Party Relationships**
Keppel continues to implement the following procedures with reference to its agents and business partners:

a. due diligence relating to the engagement of third parties;

b. appropriate oversight of third parties; and

c. seeking reciprocal commitments regarding ethical conduct from third parties, associates and business partners.

When necessary, Keppel includes in contracts with third parties, agents and business partners, anti-corruption provisions, which may include the following:

a. commitment to act in accordance with applicable laws;

b. right to conduct audits of the books and records of third parties, agents or business partners; and

c. right to terminate a contract due to violations of compliance policies and procedures or any applicable anti-corruption law by any third party, agent or business partner.

Keppel also communicates its Sanctions Compliance Policy to all counterparties of Keppel as relevant, to ensure that in all dealings with such counterparties, they are made aware of, and agree to comply with, all applicable sanctions and export control laws and regulations.

In addition, risk-based screening of counterparties to identify sanctions-related risks is also conducted. Where appropriate, on a risk-based consideration, contracts with such counterparties would contain sanctions and export control compliance clauses.

8. **Mergers, Acquisitions and Corporate Restructuring**
Keppel performs appropriate compliance due diligence checks on potential merger and acquisition target entities.

Also, Keppel applies its compliance codes, policies and procedures for adoption by newly acquired businesses or entities, and conducts training for new employees, senior management (including directors), agents and business partners.

9. **Monitoring and Developments**
Keppel conducts continuous monitoring of its compliance programme to enhance its effectiveness in preventing and detecting violations of its compliance policies.

Annual Assurance
The Board has received assurance:

a. from the CEOs and CFOs of each of Keppel's business divisions and the CEO and CFO of the Company that, as of 31 December 2023, the financial records of Keppel have been properly maintained and the financial statements for the year ended 31 December 2023 give a true and fair view of Keppel's operations and finances; and

b. from the CEO and CFO of the Company, the CEOs and CFOs of each of Keppel's business divisions, and other key management personnel responsible for risk management and internal control systems that, as of 31 December 2023, Keppel's internal controls (including financial, operational, compliance and IT controls) and risk management systems were adequate and effective to address the risks which Keppel considers relevant and material to its operations.

Based on the internal controls and enterprise-wide risk management framework established and maintained by Keppel, work performed by internal and external auditors, and reviews performed by management, the AC and BRC, as well as the assurances set out above, the Board is of the view that, as of 31 December 2023, Keppel's internal controls (including financial, operational, compliance and IT controls) and risk management systems were adequate and effective to address the risks which Keppel considers relevant and material to its operations.

The Board notes that the system of internal controls and risk management established by Keppel provides reasonable, but not absolute, assurance that Keppel will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. In this regard, the Board also notes that no system of internal controls and risk management can provide absolute assurance against the occurrence of material errors, poor judgment in decision making, human error, losses, fraud and other irregularities.

The AC and BRC concur with the Board's view that, as of 31 December 2023, Keppel's internal controls (including financial, operational, compliance and IT controls) and risk management systems were adequate and effective to address the risks which Keppel considers relevant and material to its operations.

SHAREHOLDER RIGHTS AND COMMUNICATION WITH SHAREHOLDERS

Principle 11:

The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Principle 12:

The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

Principle 13:

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

During the year, Keppel held briefings for media and analysts, and meetings with investors on key initiatives, including the unveiling of Keppel's transformation plans to be a global asset manager and operator.

The Board is responsible for providing a balanced and understandable assessment of Keppel's performance, position and prospects, including interim and other price-sensitive public reports, and reports to regulators (if required).

The Board has embraced openness and transparency in the conduct of Keppel's affairs, whilst preserving the commercial interests of Keppel. Financial reports and other price-sensitive information are disseminated to shareholders through announcements via SGXNet, media releases, Keppel's website, public webcasts and media and analyst briefings. Keppel's Annual Report is accessible on Keppel's website, and can be viewed at or downloaded from https://www.keppel.com/en/investors/annual-reports/. Shareholders are encouraged to read the Annual Report on Keppel's website, but may also request for a physical copy at no cost.

Keppel adopts a comprehensive stakeholder engagement approach, whereby stakeholders are defined to be individuals, groups of individuals or organisations that affect and/or could be affected by Keppel's activities, products or services and associated performance.

Keppel engages its stakeholders regularly in the determination of its material areas of focus. Materiality assessments are important components of Keppel's sustainability strategy and reporting. Keppel's materiality assessments take reference from the SGX guidelines on Sustainability Reporting, as well as guidance from the Global Reporting Initiative (GRI). Materiality as defined by GRI includes topics and indicators that reflect the organisation's significant economic, environmental, and social impacts on external stakeholders. In addition, Keppel took into consideration the new standards from the International Sustainability Standards Board (ISSB) which state that information is material if it could affect an entity's prospects, and if omitting, misstating or obscuring that information could influence decisions of primary users of general purpose financial reports.

Keppel has identified and prioritised its material ESG issues. An overview of Keppel's approach to sustainability management can be found on pages 24 to 29 of this report. More details of Keppel's management approach, priorities, targets and performance reviews in key areas will be made available through its externally audited Sustainability Report, prepared in accordance with the GRI standards, published annually in May.

Keppel's Corporate Communications department (with assistance from other departments as required) regularly communicates with shareholders and receives and attends to their queries and concerns. Keppel treats all its shareholders fairly and equitably and keeps all its shareholders and other stakeholders informed of its corporate activities, including changes in Keppel or its business, which would be likely to materially affect the price or value of its shares, on a timely basis.

Keppel has in place an Investor Relations Policy which sets out the principles and practices that Keppel applies to provide shareholders and prospective investors with information necessary to make well-informed investment decisions and to ensure a level playing field. The Investor Relations Policy is published on Keppel's website at https://www.keppel.com/en/investors/investor-relations-policy/, and sets out the mechanism through which shareholders may contact Keppel with questions and through which Keppel may respond to such questions. This is to allow for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

Keppel announces its financial statements on a half-yearly basis, but continues to provide voluntary business updates in between its half-yearly financial reports. Keppel stands committed to engaging shareholders and the investment community through clear, timely and consistent communications.

Keppel employs various platforms to effectively engage the investment community and other stakeholders, with an emphasis on timely, accurate, fair and transparent disclosure of information. Engagement with stakeholders takes many forms, including live webcasts of financial results briefings, email communications, publications and content on Keppel's corporate website, as well as through facility visits, where shareholders may raise any queries or concerns that they may have. Presentation materials of Keppel's half-yearly financial statements and voluntary business updates are made available on its website on the same day they are released on SGXNet, while transcripts of the question-and-answer sessions held during the webcasts or media and analyst briefings are released on SGXNet and posted on Keppel's website before the start of the next trading day.

Keppel's mobile-responsive website is regularly updated with the latest information. These include company announcements, half-yearly results and voluntary business updates, annual reports, investor events, stock and dividend information, investor presentation slides, as well as information on general meetings, including presentations and minutes. Contact details of the Investor Relations personnel (email: investor.relations@keppel.com) are also set out on the website to facilitate any queries from investors. In addition to shareholder meetings, senior management engages investors, analysts and the media to solicit and understand the views of the investment community. In 2023, Keppel held about 280 meetings with institutional investors from Singapore and overseas. These meetings included various site visits and roadshows in Singapore and abroad, and Keppel's inaugural Investor Day, which was organised in collaboration with Citigroup and attended by over 40 local and international investors.

Keppel has, since 2017, been collaborating with the Securities Investors Association (Singapore) to hold briefings for retail shareholders. In 2023, Keppel held its annual briefing on Keppel's developments, drawing more than 140 shareholders. All materials presented on these occasions were also made available on the SGXNet and Keppel's website in a timely manner, to ensure fair disclosure of information for the benefit of all shareholders.

Annual General Meeting and Extraordinary General Meeting

In 2023, the Company held its AGM and an EGM to seek shareholders' approval for the proposed special dividend *in specie* of units in Keppel REIT and the proposed change of name of the Company from "Keppel Corporation Limited" to "Keppel Ltd.".

Both general meetings were held physically, in line with Keppel's practice prior to the pandemic and following the cessation of the COVID-19 (Temporary Measures). The Company's general meetings are generally held physically in central locations which are easily accessible by public transportation, ensuring that shareholders have the opportunity to participate effectively and vote at such meetings. Shareholders are informed of the meetings through notices published in the newspapers and via SGXNet, and reports or circulars sent or made available to all shareholders. If any shareholder is unable to participate at the physical meeting, he/she is allowed to appoint up to two proxies to vote on his/her behalf at the meeting through proxy forms sent in advance. Specified intermediaries, such as banks and capital markets services licence holders which provide custodial services, may appoint more than two proxies. This will enable indirect investors, including CPF investors, to be appointed as proxies to participate in the physical meetings. Such indirect investors, where so appointed, will have the same rights as direct investors to vote at the physical meeting.

Shareholders are invited to submit questions they may have on the motions to be debated and decided upon, to the Chairman of the meetings prior to the general meetings. Responses to substantial and relevant questions submitted by shareholders prior to the meetings are uploaded to SGXNet and Keppel's website prior to the events and addressed at the general meetings. The CEO of the Company will give a presentation at the AGM, providing further elaboration to shareholders.

At the general meetings, shareholders are invited to put forth any further questions they may have on the motions to be debated and decided upon, and vote on the resolutions at general meetings. Each distinct issue is proposed as a separate resolution. Such resolutions include matters of significance to shareholders such as, where applicable, proposed amendments to the Constitution, the authorisation to issue additional shares, the transfer of significant assets, re-election of directors, and the remuneration of NEDs. The rationale for the resolutions to be proposed at the meeting is set out in the notices to the meeting or their accompanying appendices. However, where the issues are interdependent and linked so as to form one significant proposal, the Company may propose "bundled resolutions" and will set out the reasons and material implication in the notices to the meeting or its accompanying appendices.

To ensure transparency, the Company conducts electronic poll voting for shareholders/proxies present at the physical meeting for all the resolutions proposed at the general meeting. Shareholders are also informed of the rules, including voting procedures, governing such general meetings. A scrutineer will be appointed to count and validate the votes cast at the meetings. Votes cast for and against and the respective percentages, on each resolution will be displayed live to shareholders/proxies immediately after each poll is conducted. The total number of votes cast for or against the resolutions and the respective percentages are also announced in a timely manner after the general meeting via SGXNet. Each share is entitled to one vote.

Where possible, all directors will attend the general meetings of the Company. The chairmen of the Board and each board committee are required to be present to address questions at general meetings. External auditors are also present at such meetings to assist the directors to address shareholders' queries, if necessary.

The Constitution allows for absentia voting at general meetings. However, the Company is not implementing absentia voting methods such as voting via mail, email or fax for security, integrity and related considerations.

The Company Secretaries prepare minutes of general meetings, which incorporate substantial and relevant comments or queries from shareholders relating to the agenda of the meeting and responses from the Board and management. These minutes are available to shareholders upon their requests. All minutes of general meetings will be published on the Company's website as soon as practicable. Minutes of the AGM and EGM held in 2023 were published on both the Company's website and SGXNet within one month from the respective meetings.

The Company is committed to rewarding shareholders fairly and sustainably, while balancing the payment of dividends with its capital requirements to ensure that the best interests of Keppel are served. While it does not have a formal dividend policy, the Company has a track record for distributing about 50% to 60% of its annual net profit as dividends. Any payment of interim dividend or, upon receipt of shareholders' approval at AGMs, final dividend, will be paid to all shareholders in an equitable and timely manner. For FY 2023, the Company will be paying out a total cash dividend of 34 cents per share to shareholders, on top of a distribution *in specie* of Seatrium Limited (formerly known as Sembcorp Marine Ltd) shares and a special dividend *in specie* of Keppel REIT units.

SECURITIES TRANSACTIONS

Insider Trading Policy

The Company has a formal Insider Trading Policy and Guidelines on Disclosure of Dealings in Securities on dealings in the securities of the Company and its listed subsidiaries and associated companies, which sets out the implications of insider trading and guidance on such dealings, including the prohibition on dealings with the Company's securities on short-term considerations. The policy and guidelines have been distributed to Keppel's directors and officers.

Pursuant to Rule 1207(19)(c) of the Listing Manual, the Company and its officers should not deal in the Company's securities during the period commencing two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one month before the announcement of the Company's full year financial statements (if the Company announces its quarterly financial statements), or one month before the announcement of the Company's half year and full year financial statements (if the Company does not announce its quarterly financial statements) (the "**Embargo Period(s)**").

The Company had issued circulars to its directors and officers informing them that the Company and its officers must not deal in listed securities of the Company during the applicable Embargo Period(s), and if they are in possession of unpublished price-sensitive information. Directors and the CEO are also required to report their dealings in the Company's securities within two business days.

BOARD SUSTAINABILITY AND SAFETY COMMITTEE

In May 2022, the Board established the Board Sustainability and Safety Committee ("**BSSC**") to sharpen Keppel's focus on sustainability. The role of the former Board Safety Committee was subsumed under the terms of reference of the BSSC. The BSSC comprises both independent and non-independent directors, namely:

- Mr Teo Siong Seng
  Non-independent and
  Non-executive Chairman
- Mr Danny Teoh
  Non-Independent Member
- Mr Olivier Blum
  Independent Member
- Mr Loh Chin Hua
  Non-independent Member

The BSSC's roles include reviewing Keppel's sustainability strategy and its integration with commercial objectives, ensuring that Keppel has in place effective sustainability and safety governance structures, as well as overseeing the adoption of and progress towards Keppel's sustainability and health, safety and environment ("**HSE**") goals. The BSSC also monitors international sustainability-related trends and developments, and reviews the processes for identifying, assessing and managing climate-related risks and opportunities. In addition, the BSSC plays a pro-active role in reviewing material changes in Keppel's HSE risk profile, and oversees the management of significant HSE risks and strategic plans, such as Keppel's Zero Fatality Strategy as well as the digital transformation of HSE processes.

In 2023, the BSSC visited the Keppel South Central project site, as well as the construction site of the Singapore Integrated Waste Management Facility.

The BSSC meets at least four times a year. It considers management's reports and proposals, and reports to the Board on material sustainability and safety issues, as well as its findings and recommendations, where relevant.

In 2023, sustainability issues deliberated by the BSSC included Keppel's sustainability roadmap, targets and key workplans, including Keppel's decarbonisation strategy. The BSSC also reviewed Keppel's material ESG factors, the assessment of climate-related risks and opportunities faced by Keppel, in line with the recommendations of the Task Force on Climate-related Financial Disclosures, as well as the evolving international sustainability reporting standards. In addition, the BSSC reviewed Keppel's sustainability-related policies, including Keppel's Environmental Sustainability Policy, its new Diversity, Equity and Inclusion Policy and its Sustainability-Linked Financing Framework.

In addition to meetings, the BSSC makes regular site visits to better understand the issues faced by operating divisions, and also strengthen Keppel's safety culture and commitment to sustainability through demonstrating visible leadership. The site visits allow the BSSC to interact directly with the Company's contractors, suppliers, and workers, thus gaining deeper insights into Keppel's sustainability and safety performance. In 2023, the BSSC visited the Keppel South Central project site, as well as the construction site of the Singapore Integrated Waste Management Facility.

The detailed terms of reference of the BSSC are disclosed on page 105 herein.

APPENDIX 1 BOARD COMMITTEES – RESPONSIBILITIES

A. Audit Committee

1.1 Review financial statements and announcements relating to financial performance, and significant financial reporting issues and judgments contained in them, for better assurance of the integrity of such statements and announcements.

1.2 Review and report to the Board at least annually on the adequacy and effectiveness of Keppel's internal controls, including financial, operational, compliance and information technology controls, and risk management systems in relation to financial reporting and other financial-related risks (such review can be carried out internally or with the assistance of any competent third parties).

a. Review the Board's comment on the adequacy and effectiveness of the Keppel's internal control systems, and risk management systems, and state whether it concurs with the Board's comments.

b. Where there are material weaknesses identified in the Keppel's internal control systems, to consider and recommend the necessary steps to be taken to address them.

1.3 Review the assurance from the CEO and CFO on the financial records and financial statements and the assurance and steps taken by the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of Keppel's internal control systems.

1.4 Internal and External Audit

a. Review the adequacy, effectiveness and independence, scope and results of the internal and external audit function, at least annually and report the Audit Committee's assessment to the Board.

b. Ensure that the Head of Internal Audit and external auditors have direct and unrestricted access to the chairman of the Audit Committee, and that they are able to meet separately and privately to discuss matters and concerns.

c. Monitor and assess the role and effectiveness of the internal audit function, including the internal audit charter, plans, activities (including consulting services), staffing budget, resources and organisational structure of the internal audit function.

d. Ensure that the internal audit function is adequately resourced and staffed with persons with the relevant qualifications and experience, and has appropriate standing within Keppel.

e. Review audit plans and reports of the external auditors and on a periodic basis the internal auditors, management's responsiveness to any findings and recommendations to the extent set out/identified, and effectiveness of any follow up actions taken.

f. Ensure that a Quality Assurance Review on internal audit function is independently conducted at least once every five years.

g. Decide and approve the appointment, termination, evaluation and remuneration of the Head of Internal Audit, or the accounting/auditing firm or corporation to which the internal audit function is outsourced.

h. Make recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors, and approve the remuneration and terms of engagement of the external auditors.

i. Review the nature and extent of non-audit services performed by the external auditors, to ensure their independence and objectivity.

1.5 Oversee the establishment and operation of the whistle-blower process. Review the whistle-blower policy and Keppel's procedures for detecting and preventing fraud, and other arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on.

1.6 Review interested party transactions to ensure they are on normal commercial terms and are not prejudicial to the interests of Keppel or its minority shareholders, and determine methods or procedures for assessing that the transaction prices are adequate for transactions to be carried out on normal commercial terms, and that they will not prejudice Keppel or its minority shareholders.

1.7 Investigate any matters within the Audit Committee's purview, whenever it deems necessary.

1.8 Perform such other functions as the Board may determine.

1.9 Report to the Board on the Audit Committee's proceedings at the next Board meeting, including:

a. the significant issues and judgments that the Audit Committee considered in relation to the financial statements, and how these issues were addressed;

b. the Audit Committee's assessment of the adequacy and effectiveness of internal control and risk management systems that relate to financial reporting and other financial-related risks and controls, and any material matters, findings and recommendations;

c. the Audit Committee's assessment of the adequacy, effectiveness and independence of the internal audit function;

d. the Audit Committee's assessment of the independence and objectivity of the external auditors, taking into consideration factors including the aggregate and respective fees paid for audit and non-audit services provided by the external auditors;

e. the Audit Committee's assessment of the quality of the work carried out by the external auditors, and the basis of such assessment; and

f. the significant matters raised through the whistle-blower channel.

1.10 The Audit Committee shall ensure proper disclosure and reporting to shareholders on interested party transactions as required by the SGX Listing Manual.

1.11 The Audit Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

1.12 The Audit Committee shall produce a report on its activities to be included in the Company's annual report. The report should also disclose the measures taken by the Committee members to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements; and an explanation of how the prospects of Keppel have been assessed, over what period it has done so, and why the Board should consider it to be appropriate to use that period.

1.13 Review the Audit Committee's terms of reference annually and recommend any proposed changes to the Board for approval.

B. Board Risk Committee

1.1 Obtain recommendations on risk tolerance and strategy from Management, and where appropriate, report and recommend to the Board for its determination the nature and extent of significant risks which Keppel overall may take in achieving its strategic objectives and the overall Keppel's levels of risk tolerance, risk parameters and risk policies.

1.2 Review and discuss, as and when appropriate, with Management on Keppel's risk governance structure and framework including risk policies, risk strategy, risk culture, risk assessment, risk mitigation and monitoring processes and procedures.

1.3 Review the Information Technology (IT) governance and cybersecurity framework to ascertain alignment with business strategy and Keppel's risk tolerance including monitoring the adequacy of IT capability and capacity to ensure business objectives are well-supported with adequate measures to safeguard corporate information, operating assets, and effectively monitor the performance, quality and integrity of IT service delivery.

1.4 Receive and review quarterly reports from Management on Keppel's risk profile and major risk exposures, and the steps taken to monitor, control and mitigate such risks, to ensure that such risks are managed within acceptable levels.

1.5 Review Keppel's risk management capabilities including capacity, resourcing, systems, training, communication channels as well as competencies in identifying and managing new risk types.

1.6 Receive and review updates from Management to assess the adequacy and effectiveness of Keppel's compliance framework in line with relevant laws, regulations and best practices.

1.7 Assess Keppel's exposure or nexus to sanctions-related risks on an on-going basis[1] and monitor Keppel's risk of becoming subject to, or violating, any sanctions-related laws and regulations ("**Sanction Law**")[2].

1.8 Ensure that adequate and effective control measures have been implemented to protect Keppel's interests in relation to any sanctions-related risks[3].

1.9 Where Keppel has exposure or nexus to sanctions-related risks, review and assess, on an annual basis, whether there has been a material change in Keppel's risk of being subject to any Sanction Law[4].

1.10 Assess the need to obtain independent legal advice or appoint a compliance adviser in relation to sanctions-related risks applicable to Keppel[5].

1.11 Ensure timely and accurate disclosures to shareholders, Singapore Exchange Securities Limited ("**SGX**") and other relevant authorities and continuously monitor the validity of the information provided to shareholders, SGX and other relevant authorities[6].

1.12 Through interactions with the Head of Risk and Compliance, review and oversee performance of Keppel's implementation of compliance programmes.

1.13 Review and monitor Keppel's approach to ensuring compliance with regulatory commitments, including progress of remedial actions where applicable.

1.14 Review the adequacy, effectiveness and independence of Keppel's Risk & Compliance function, at least annually, and report the Committee's assessment to the Board.

1.15 Review and monitor Management's responsiveness to the risks, matters identified and recommendations of the Risk and Compliance function.

1.16 Provide timely input to the Board on critical risk and compliance issues (including sanctions-related risks), material matters, findings and recommendations.

1.17 Review Management's proposals in respect of strategic transactions and new risk focused products focusing in particular on the risk and compliance aspects and implications of the proposed action for the risk tolerance of Keppel and make recommendations to the Board.

1 Para 1.3 of the article issued by SGX on 7 March 2022 titled "Regulator's Column: What SGX expects of issuers in respect of sanctions-related risks, subject or activity" ("**SGX Sanctions Article**")
2 Para 1.4(b) of the SGX Sanctions Article.
3 Para 1.3 of the SGX Sanctions Article.
4 Para 1.4 of the SGX Sanctions Article.
5 Para 1.5 of the SGX Sanctions Article.
6 Para 1.5 of the SGX Sanctions Article.

1.18 Review the assurance and steps taken by the CEO and other key management personnel for their relevant areas of responsibilities, regarding the adequacy and effectiveness of Keppel's risk management system.

1.19 Review and report to the Board annually on the adequacy and effectiveness of Keppel's risk management systems, including financial, operational, compliance, information technology controls and consideration with respect to any sanctions-related risks[1].

1.20 a. Review the Board's comment on the adequacy and effectiveness of Keppel's risk management systems and state whether it concurs with the Board's comments.

b. Where there are material weaknesses identified in Keppel's risk management systems, to consider and recommend the necessary steps to be taken to address them.

1.21 Ensure that the Head of Risk & Compliance has direct and unrestricted access to the Chairman of the Committee.

1.22 Perform such other functions as the Board may determine.

1.23 Review the Committee's terms of reference annually and recommend any proposed changes to the Board.

1.24 Sub-delegate any of its powers within its terms of reference as listed above from time to time as the Committee may deem fit.

C. Nominating Committee

1.1 Recommend to the Board the appointment and re-appointment of directors (including alternate directors, if any).

1.2 Annual review of the structure and size of the Board and Board Committees, and the balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender, age, race/ethnicity and nationality.

1.3 Recommend to the Board a Board Diversity Policy (including the qualitative, and measurable quantitative, objectives (as appropriate) for achieving board diversity), and conduct an annual review of the progress towards achieving these objectives.

1.4 Annual review of the independence of each director, and to ensure that the Board comprises (a) majority non-executive directors, and (b) at least one-third, or (if Chairman is not independent) a majority of independent directors.

1.5 Assess, where a director has other listed company board representation and/or other principal commitments, whether the director is able to and has been adequately carrying out his duties as director of the Company.

1.6 Recommend to the Board the process for the evaluation of the performance of the Board, the Board Committees and individual directors, and propose objective performance criteria to assess the effectiveness of the Board as a whole, the Board Committees and the contribution of the Chairman and each director.

1.7 Annual assessment of the effectiveness of the Board as a whole, the Board Committees and the contribution of the Chairman and individual directors.

1.8 Review the succession plans for the Board (in particular, the Chairman), the CEO and other key management personnel.

1.9 Review talent development plans.

1.10 Review the training and professional development programmes for Board members.

1.11 Review and, if deemed fit, approve recommendations for nomination of candidates as nominee director (whether as chairman or member) to the board of directors of investee companies which are:

a. listed on the Singapore Exchange or any other stock exchange;

b. managers or trustee-managers of any collective investment schemes, business trusts, or any other trusts which are listed on the Singapore Exchange or any other stock exchange; and

c. parent companies of the Company's core businesses which are unlisted.

1.12 Report to the Board on material matters and recommendations.

1.13 Review the Nominating Committee's terms of reference annually and recommend any proposed changes to the Board for approval.

1.14 Perform such other functions as the Board may determine.

1.15 Sub-delegate any of its powers within its terms of reference as listed above, from time to time as this Committee may deem fit.

D. Remuneration Committee

1.1 Review and recommend to the Board a framework of remuneration for Board members and key management personnel, and the specific remuneration packages for each director as well as for the key management personnel, including review of all long-term and short-term incentive plans, with a view to aligning the level and structure of remuneration to Keppel's long-term strategy and performance.

1.2 Consider all aspects of remuneration to ensure that they are fair, and review the Company's obligations arising in the event of termination of the executive directors' and key management personnel's contracts of service, to ensure that such clauses are fair and reasonable and not overly generous.

1.3 Consider whether directors should be eligible for benefits under long-term incentive schemes (including weighing the use of share schemes against the other types of long-term incentive scheme).

[1] Para 1.4(b) of the SGX Sanctions Article.

1.4 Review the ongoing appropriateness and relevance of the remuneration policy to ensure that the level and structure of the remuneration are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of Keppel.

1.5 Monitor the level and structure of remuneration for directors and key management personnel relative to the internal and external peers and competitors to ensure that the remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the Company and key management personnel to successfully manage Keppel for the long term.

1.6 Set performance measures and determine targets for any performance-related pay schemes.

1.7 Administer the Company's Restricted Share Plan and Performance Share Plan (collectively, the "**Keppel Share Plans**"), in accordance with the rules of the Keppel Share Plans.

1.8 Report to the Board on material matters and recommendations.

1.9 Review the Remuneration Committee's terms of reference annually and recommend any proposed changes to the Board.

1.10 Perform such other functions as the Board may determine.

1.11 Sub-delegate any of its powers within its terms of reference as listed above, from time to time as the Remuneration Committee may deem fit.

Save that a member of this Committee shall not be involved in the deliberations in respect of any remuneration, compensation, award of shares or any form of benefits to be granted to him.

E. Board Sustainability and Safety Committee

Sustainability

1.1 Review the Company's sustainability strategy, with reference to industry peers and expectations, to ensure that they are relevant to evolving local and global sustainability trends and developments.

1.2 Ensure that the Company has in place an effective governance structure for sustainability matters.

1.3 Review annually the reasons for and the process of selecting the ESG factors identified to be material to Keppel's business, taking into account the prevailing business strategy, market conditions and stakeholder concerns.

1.4 Review annually the processes for identifying, assessing, and managing climate-related risks and opportunities across the 4 pillars of governance, strategy, risk management, and metrics and targets, and related reporting aligned with the Task Force on Climate-related Financial Disclosures.

1.5 Oversee the adoption of the Company's sustainability goals and targets, as well as management's plans and progress towards achieving the goals and targets.

1.6 Consider management's proposals and recommendations on sustainability related policies and practices and make recommendations to the Board where relevant.

1.7 Monitor the Company's performance against previously disclosed targets in relation to identified material ESG factors.

1.8 Monitor the integration of the Company's sustainability strategy into the Company's general commercial objectives and align the management of key sustainability issues and impacts with the Company's broader business and sustainability strategy.

1.9 Monitor international sustainability-related trends and developments and consider the implications on the Company's sustainability strategy.

1.10 Review stakeholder engagement plan(s) to ensure that stakeholders' concerns are meaningfully captured and addressed.

1.11 Review and approve the independent assurance and audit process, and assess annually the adequacy and effectiveness of the process.

1.12 Review the Company's diversity and inclusion management.

1.13 Review the Company's sustainability reporting and sustainability-related disclosures.

Safety

1.14 Review the policies, practices and performance of the Company relating to safety, including in particular the safe condition and responsible operation of Keppel's assets and business, as well as employee health and well-being.

1.15 Ensure that the safety functions in Keppel are adequately resourced (in terms of number, qualification and budget) and have appropriate standing within the organisation.

1.16 Monitor HSE performance of the Company, analyse trends and accident root causes, and recommend or propose company-wide initiatives for improvement where appropriate to ensure a robust HSE management system is maintained.

1.17 Review the major changes to HSE risk profile of Keppel that has changed or will change as a result of new business, new market, new product, etc. and the steps taken to monitor, control and mitigate such risks.

1.18 Structure an audit programme of the Company's HSE management programme to verify effectiveness and use its resources to lead the execution of such audits, drawing additional resources from the line where needed.

1.19 Ensure a process is in place to have fatalities and other major incidents investigated by an independent and competent team.

1.20 Review any major incident that impact, or has the potential to impact, the Company's safety, environmental and social performance.

NATURE OF DIRECTORS' APPOINTMENTS AND MEMBERSHIP ON BOARD COMMITTEES

The Board currently has 12 members, the majority of whom are non-executive and independent and each board committee (except for the Board Sustainability and Safety Committee) comprise at least three members, a majority of whom (including the Chairman) are non-executive and independent. The current composition of the Board Committees are as follows:

	Committee Membership				
Director	**Audit Committee**	**Nominating Committee**	**Remuneration Committee**	**Board Risk Committee**	**Board Sustainability and Safety Committee**
Danny Teoh	–	Member	Member	–	Member
Loh Chin Hua	–	–	–	–	Member
Till Vestring	–	Member	Chairman	–	
Veronica Eng	Member	–	–	Chairman	–
Jean-François Manzoni	–	Chairman	Member	–	–
Teo Siong Seng	–	–	–	–	Chairman
Tham Sai Choy	Chairman	Member	–	Member	–
Penny Goh	Member	–	Member	Member	–
Shirish Apte	–	Member	Member	Member	–
Olivier Blum	–	–	–	–	Member
Jimmy Ng	Member	–	–	Member	–
Ang Wan Ching	Member	–	–	Member	–

BOARD ASSESSMENT

Evaluation Processes for FY 2023

Each Board member was required to complete a survey prepared by the NC Chairman setting out questions on various aspects of the Board's and its Committees' composition, functioning and performance. The NC Chairman then conducted one-on-one interviews with each director. Based on the feedback, the NC Chairman aggregated and integrated the quantitative and qualitative feedback received, and prepared a consolidated report and briefed the NC members and the Board Chairman on the report. Thereafter, the NC Chairman presented the report to the Board for discussion on the changes which should be made to help the Board discharge its duties more effectively. Thereafter and where necessary, the NC chairman will in consultation with the Board Chairman meet with directors individually to provide feedback on their respective board performance with a view to improving their board performance and shareholder value.

Performance Criteria

The performance criteria for the Board included board size, board and board composition and independence, board dynamics and culture, board processes, board information management and communication, board accountability and performance, CEO performance oversight and succession planning, director development, risk management and board committee effectiveness.

KEPPEL WHISTLE-BLOWER POLICY

The Keppel Whistle-Blower Policy (the "**Policy**") took effect on 1 September 2004 and was enhanced on 15 February 2017, 1 May 2019, 1 November 2021, 1 February 2023 and 1 January 2024 to encourage reporting in good faith of suspected Reportable Conduct (as defined below). The Policy clearly defines and centralises processes through which such reports may be made with confidence that employees and other persons making such reports will be treated fairly and, to the extent possible, protected from reprisal.

Reportable Conduct refers to any act or omission by a Keppel company director, officer, employee, or a third party associate that provides services or engages in business activities on behalf of a Keppel company, which occurred in the course of his or her work (whether or not the act is within the scope of his or her employment) which in the view of a Whistle-Blower acting in good faith, is:

a. dishonest, including but not limited to theft or misuse of Keppel resources;
b. fraudulent;
c. corrupt;
d. illegal;
e. other serious improper conduct;
f. an unsafe work practice; or
g. any other conduct which may cause financial or non-financial loss to Keppel or damage to Keppel's reputation.

A person who files a report or provides evidence which he or she knows to be false, or without a reasonable belief in the truth and accuracy of such information, will not be protected by the Policy and may be subject to administrative and/or disciplinary action including termination of employment or other contract as the case may be.

Similar actions may be taken against any person who subjects (i) a person who has made or intends to make a report in accordance with the Policy, or (ii) a person who was called or may be called as a witness, to any form of reprisal which would not have occurred if he or she did not intend to or had not made the report or be a witness.

The Head of Internal Audit is the Receiving Officer for the purposes of the Policy and is responsible for the administration, implementation and oversight of ongoing compliance with the Policy. He reports directly to the AC Chairman.

REPORTING MECHANISM

Whistle-Blowers may report a suspected Reportable Conduct via the independently managed Whistle-blower reporting channels that Keppel has established. There is an email hotline (kpmgethicsline@kpmg.com) and local toll-free numbers for Singapore, Asia (China, India, Indonesia, Japan, Malaysia, the Philippines, South Korea and Vietnam), Europe (Belgium, Germany, Netherlands and United Kingdom), Americas (Brazil and United States of America) and Oceania (Australia). Manning of the whistle-blower hotlines have been outsourced to an independent third party (KPMG) and provides for reporting in the languages listed above. KPMG also maintains the aforementioned email hotline and an online portal, the link to which is available in the "**Contact Us**" section of Keppel's website at www.keppel.com. Reports can also be made directly to the Receiving Officer or the AC Chairman.

The Policy emphasises that information disclosed should be as precise as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures to be undertaken.

INVESTIGATION

Every Protected Report (referring to a report made in good faith that discloses suspected Reportable Conduct) received will be assessed by the Receiving Officer, who will exercise his/her own discretion or in consultation with the Investigation Advisory Committee, make recommendations to the AC Chairman. Where the circumstances warrant an investigation, the AC Chairman or the AC (as the case may be) and the Investigation Advisory Committee (if consulted) will use their respective best endeavours to ensure that there is no conflict of interests on the part of any person involved in the investigations. The Investigation Advisory Committee (comprising representatives from each of Keppel's Human Resources, Legal and Risk & Compliance departments, or such other representatives as the AC may determine) assists the AC Chairman with overseeing the investigation process and any matters arising therefrom.

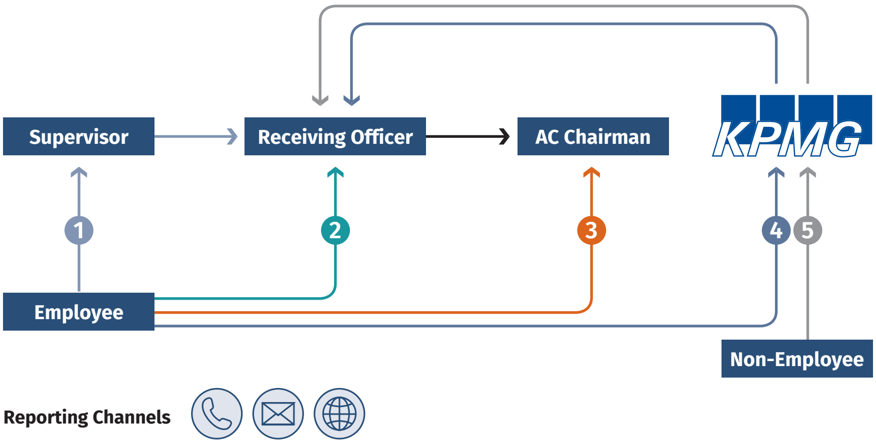
The Receiving Officer, in consultation with the Investigation Advisory Committee, will prepare a report on her findings including recommendations on any corrective or remedial actions to be taken, and such report shall be submitted to the AC Chairman upon the conclusion of the investigation into any Reportable Conduct. The AC Chairman (whether in the exercise of his own discretion or in consultation with the AC) shall determine the adequacy of corrective or remedial actions proposed (if any). Identities of Whistle-Blowers, participants of the investigations and the Investigation Subject(s) will be kept confidential to the extent possible.

In 2023, amongst the reported incidents of breaches to our Code of Conduct received through the Whistle-Blower reporting channels, there were three reports alleging corruption or bribery, one incident related to conflict of interest and another four incidents related to workplace discrimination. All the complaints were followed up and that were no substantiation of the allegations for concluded reviews or those that are currently under review. None of the reported incidents were related to customer privacy data, money laundering or insider trading.

NO REPRISAL

No person will be subject to any reprisal (such as any detrimental or unfair treatment) for having made a report in good faith in accordance with the Policy or having participated in an investigation. Any reprisal suffered may be reported to the Receiving Officer (who shall refer the matter to the AC Chairman) or directly to the AC Chairman. The AC Chairman shall review the matter and determine the appropriate actions to be taken.

WHISTLE-BLOWER REPORTING MECHANISM



APPENDIX 2

Rule 720(6) of the Listing Manual of the SGX-ST

The information required under Rule 720(6) read with Appendix 7.4.1 of the Listing Manual, in respect of directors whom the Company is seeking re-election by shareholders at the upcoming annual general meeting to be held in 2024, is set out below.

Name of Director	Penny Goh	Ang Wan Ching
Date of Appointment	2 January 2020	1 July 2023
Date of last re-appointment (if applicable)	2 June 2020	N.A.
Age	71	57
Country of principal residence	Singapore	Germany
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The process for the re-nomination of director to the Board, is set out in page 79 of this Annual Report	
Whether the appointment is executive, and if so, the area of responsibility	Non-executive	Non-executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive and Independent Director; Audit Committee (Member); Board Risk Committee (Member)	Non-Executive and Independent Director; Audit Committee (Member); Board Risk Committee (Member)
Professional qualifications	Bachelor of Law (Honours), University of Singapore	Bachelor of Arts (First Class Honours) in Philosophy, Politics and Economics, University of Oxford; Masters of Business Administration (Dean's List), INSEAD (France).
Working experience and occupation(s) during the past 10 years	Co-Chairman and Senior Partner, Allen & Gledhill LLP (2017 to 2019); Partner, Allen & Gledhill LLP (Prior to 2017)	Member of Supervisory Board, HQ Capital GmbH & Co KG (Germany) – from April 2023 to present Member of Supervisory Board, HQ Holding GmbH & Co KG (Germany) – from March 2021 to March 2023 External Investment Committee Member, British International Investment plc (UK) – from 2014 to March 2023 External Investment Committee Member, Montana Capital Partners AG (Switzerland) – from 2012 to present Member of Supervisory Board, Bavaria Industries Group AG (Germany) – from 2012 to present
Shareholding interest in the listed issuer and its subsidiaries	53,000 (direct interest) in the Company 304,408 (direct interest) in Keppel REIT 286,600 (direct interest) in Keppel DC REIT	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments including Directorships – Past (for the last 5 years)	Keppel REIT Management Limited (the manager of Keppel REIT); Mapletree Logistics Trust Management Ltd (the manager of Mapletree Logistics Trust); Eastern Development Private Limited; Eastern Development Holdings Pte Ltd; Allen & Gledhill Regulatory & Compliance Pte. Ltd.; Keppel Land Limited (n.k.a. Keppel Management Ltd.)	HQ Holding GmbH & Co KG (Germany)
Other Principal Commitments including Directorships – Present	Allen & Gledhill LLP (Senior Adviser); HSBC Bank (Singapore) Limited; Singapore Totalisator Board	Bavaria Industries Group AG (Germany); AS Beteiligungen und Vermögensverwaltungs GmbH (Germany); HQ Capital GmbH & Co KG (Germany); Montana Capital Partners AG (Switzerland) (Member of Investment Committee)

Name of Director	Penny Goh	Ang Wan Ching
a. Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
b. Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
c. Whether there is any unsatisfied judgment against him?	No	No
d. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
e. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
f. Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
g. Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
h. Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
i. Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
j. Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	No	No
i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
k. Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Any prior experience as a director of an issuer listed on the Exchange?	Yes	No
If yes, please provide details of prior experience.	Keppel REIT Management Limited (the manager of Keppel REIT); Mapletree Logistics Trust Management Ltd (the manager of Mapletree Logistics Trust)	Nil
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	N.A.	Ms Ang has completed the Listed Entity Directors' programme organised by the Singapore Institute of Directors

APPENDIX 3

Summary of Disclosures of 2018 CG Code

Rule 710 of the SGX Listing Manual requires Singapore listed companies to describe their corporate governance practices with specific reference to the 2018 CG Code in their annual reports. This summary of disclosures describes our corporate governance practices with specific reference to the disclosure requirement under the 2018 CG Code.

Principles	Page Reference in this Report
BOARD MATTERS	
The Board's Conduct of Affairs **Principle 1**	
Provision 1.1	Page 76
Provision 1.2	Page 78
Provision 1.3	Page 76
Provision 1.4	Pages 79 to 98, 102 to 106
Provision 1.5	Pages 77, 84
Provision 1.6	Page 78
Provision 1.7	Pages 77 to 78
Board Composition and Guidance **Principle 2**	
Provision 2.1	Pages 82 to 83
Provision 2.2	Pages 82 to 83
Provision 2.3	Pages 82 to 83
Provision 2.4	Pages 79 to 81
Provision 2.5	Page 77
Chairman and Chief Executive Officer **Principle 3**	
Provision 3.1	Pages 74, 75
Provision 3.2	Pages 74, 75
Provision 3.3	Page 74
Board Membership **Principle 4**	
Provision 4.1	Pages 79 to 84, 104
Provision 4.2	Page 79
Provision 4.3	Page 79
Provision 4.4	Pages 82 to 83
Provision 4.5	Pages 78, 84
Board Performance **Principle 5**	
Provision 5.1	Page 84
Provision 5.2	Page 106
REMUNERATION MATTERS	
Procedures for Developing Remuneration Policies **Principle 6**	
Provision 6.1	Pages 84 to 91, 104 to 105
Provision 6.2	Page 85
Provision 6.3	Pages 84 to 91, 104 to 105
Provision 6.4	Page 85
Level and Mix of Remuneration **Principle 7**	
Provision 7.1	Pages 84 to 91
Provision 7.2	Pages 84 to 91
Provision 7.3	Pages 84 to 91
Disclosure on Remuneration **Principle 8**	
Provision 8.1	Pages 84 to 91
Provision 8.2	Page 91
Provision 8.3	Pages 84 to 91

Principles	Page Reference in this Report
ACCOUNTABILITY AND AUDIT	
Risk Management and Internal Controls **Principle 9**	
Provision 9.1	Pages 93 to 94
Provision 9.2	Page 97
Audit Committee **Principle 10**	
Provision 10.1	Pages 91 to 93, 102 to 103
Provision 10.2	Pages 91 to 92
Provision 10.3	Page 92
Provision 10.4	Page 92
Provision 10.5	Page 92
SHAREHOLDER RIGHTS AND RESPONSIBILITIES	
Shareholder Rights and Conduct of General Meetings **Principle 11**	
Provision 11.1	Pages 98 to 100
Provision 11.2	Page 100
Provision 11.3	Pages 77, 100
Provision 11.4	Page 100
Provision 11.5	Page 100
Provision 11.6	Page 100
Engagement with Shareholders **Principle 12**	
Provision 12.1	Pages 98 to 100
Provision 12.2	Page 99
Provision 12.3	Page 99
MANAGING STAKEHOLDER RELATIONSHIPS	
Engagement with Stakeholders **Principle 13**	
Provision 13.1	Pages 98 to 99
Provision 13.2	Page 98
Provision 13.3	Page 99

Risk Management

Keppel adopts a balanced approach to risk management to optimise returns while considering their impact on corporate sustainability. Managing risks effectively is an integral part of the way in which we develop and execute our business strategies.

We undertake only appropriate and well-considered risks, taking into account the impact to our business, stakeholders, and long-term corporate sustainability.

It is grounded in our operating principles and belief that a balanced risk-reward methodology is the optimal approach. This applies to all aspects of our business, and particularly, our commitment to environmental, social and governance (ESG) issues and our commitment to deliver long-term value to our stakeholders.

Our Risk-Centric Culture and Enterprise Risk Management (ERM) Framework enables us to respond to the dynamic economic environment, evolving business demands, as well as to seize new business opportunities.

RISK-CENTRIC CULTURE

Mindsets and attitudes are key to effective risk management. Keppel fosters a risk-centric culture through several aspects as shown in Figure 1.

ENTERPRISE RISK MANAGEMENT FRAMEWORK

Relevant and material risk issues are surfaced for discussion with the Board Risk Committee (BRC) and the Board to keep them apprised in a timely manner. Through the BRC, the Board advises management in formulating and implementing the risk management framework, policies and guidelines.

The terms of reference for the BRC are disclosed on pages 103 to 104 of this report. The Board has set out three risk tolerance guiding principles to determine the nature and extent of material risks which the Board is prepared to take in achieving Keppel's strategic objectives[1].

These principles are:

1. Risks taken should be carefully evaluated, commensurate with rewards and be in line with Keppel's core strengths and strategic objectives;
2. No risk arising from a single area of operation, investment or undertaking should be so huge as to endanger Keppel; and
3. Keppel does not condone safety breaches or lapses, non-compliance with laws and regulations, as well as acts such as fraud, bribery and corruption.

Figure 1

Transparency & Competency
We promote transparency in information sharing and escalation of risk-related matters, incidents, near-misses or events of interest.

Risk identification and assessment are embedded in key control processes and Keppel-wide surveys are conducted periodically to assess risk awareness amongst employees.

Training & Communications
Training and communications support competency across all employees and occur through various forums, in-house publications and sharing of lessons learnt. Risk management is regularly reinforced as a discipline and developed through awareness and practice.

Framework & Values
We are guided by the ERM framework and core values in managing risks.

Process & Methods
An integral aspect of strategic and operational decision-making includes considering and managing risks at all levels of business. A key part of the process is the identification and assessment of risks using the five-step method:

1. identifying;
2. assessing;
3. mitigating;
4. communicating; and
5. monitoring.

Underlying the five-step method is a detailed risk definition and reporting framework for risk oversight by the Board and management.

Risk-Centric Culture

Leadership & Governance
Keppel's Board and management are fully committed to fostering a strong risk-centric culture and consistently partake in reviewing risks in all areas of business. Key messages encouraging prudent risk-taking in decision-making and business processes are interwoven into major meetings, and decision-making to enable optimal risk management.

Ownership & Accountability
We advocate ownership and accountability of risks across all employees via the performance evaluation process.

This is evident in our risk processes which emphasise having clear owners for major risk areas.

[1] The risk tolerance principles apply to all material risks identified, including strategic, financial, operational, compliance and IT risks.

Risk Management

Figure 2

ERM Framework

Strategic	Financial	Operational	Compliance	IT	Emerging	Opportunities
External environment and execution of business strategy	Internal financial management and controls	People, processes, systems and Health, Safety and Environment issues	Compliance with laws and regulations; license to operate	Technology, cybersecurity, systems	Evolving or emerging threats that affect business	Potential areas of competitive advantage arising from various risks

Incorporating Sustainability Risks and Material Issues

Keppel's risk governance framework, set out on pages 93 to 98 under Principle 9 (Risk Management and Internal Controls), allows the Board and management to determine the adequacy and effectiveness of Keppel's risk management system. Along with our shifting business landscapes, Keppel is cognisant of the dynamic environment in which it operates. We constantly enhance the framework and systems where necessary, to ensure risk management remains an integral part of our daily decision-making process and operations.

Keppel's ERM framework, a component of Keppel's System of Management Controls, provides a systematic approach to identify and manage risks. It outlines the requirement for the respective platforms and divisions to recognise key risk areas affecting operations. Each identified risk is assessed for impact and likelihood based on a set of defined impact and likelihood criteria. Impact criteria include, but are not limited to, financial, operational, regulatory and legal. The effectiveness of existing risk management measures is considered before arriving at the risk rating and risk prioritisation. The risk levels of all the key risk areas are detailed in a risk register and risk matrix. The ERM framework also establishes the reporting structure, monitoring mechanisms, processes and tools used, as well as any policies, standards or limits to be applied in managing key risk areas.

Keppel's ERM framework is also constantly enhanced to ensure it remains relevant in our operating environment and where required, is tailored to the requirements of the respective platforms and divisions.

The framework takes reference from the Singapore Code of Corporate Governance, the COSO Enterprise Risk Management – Integrated Framework, ISO 22301:2019, ISO 31000:2018 and the Board Risk Committee Guide published by the Singapore Institute of Directors.

Management and risk teams across the platforms and divisions closely drive and coordinate Keppel-wide activities and initiatives under the ERM framework. These are facilitated by regular meetings on policies or standards, or to ensure that pertinent risks are identified, assessed and mitigated in a timely manner. Beyond operational activities, we continually improve our risk processes taking reference from industry developments and best practices.

The key risks identified for FY 2023 encapsulate both existing business activities and the transformation and growth initiatives under Vision 2030, which includes the divestment of the offshore and marine (O&M) business. We are committed to addressing these risks in line with our philosophy of undertaking only appropriate and well-considered risks to optimise returns in a balanced and holistic manner, with an objective to deliver sustainable long-term value to our stakeholders.

STRATEGIC RISKS

Market & Competition

The major drivers of Keppel's strategic risk include market forces, evolving competition, changing customer demands, and disruptive technology. Keppel is also exposed to other external factors like volatility in the global economy such as high interest rates, elevated inflation and volatility in global markets, and geopolitical tensions. Despite the many challenges, we have adapted and continued to operate resiliently in 2023. We had proactively taken mitigating actions to adjust and adapt our strategies and responses. During the year, the Board and management stayed focused on the execution of Vision 2030. As Keppel evolves to become a global asset manager and operator creating solutions for a sustainable future, we will continually refine and enhance our risk management framework to support our business and objectives.

Strategic Ventures, Investments & Divestments

Keppel adopts a structured process for evaluating investment and divestment decisions, including strategic ventures. These endeavours are monitored to ensure alignment with our strategic intent, investment objectives and desired returns. Strategies are revised and updated, where required, in response to the changing business environment.

The Investment and Major Project Action Committee works closely with the Board to provide guidance in ensuring that any such risks taken are considered and controlled in a manner that exercises the spirit of enterprise and prudence, to earn the best risk-adjusted returns on invested capital across our business.

The evaluation of risks for strategic ventures involves rigorous due diligence, feasibility studies and sensitivity analyses of key assumptions or variables. Key factors considered include the project's alignment with our strategy, financial viability, country-specific political and regulatory developments, contractual risk implications, sustainability considerations, as well as past lessons learnt. Our investment portfolios are constantly monitored to ensure that the performance of any such venture is on track to meet its strategic intent and returns.

For the divestment of our O&M business in 2023, committees were set up to monitor the progress of the divestment activities and corresponding risks were tracked to ensure timely resolution.

Climate Change
Keppel's climate change risks form part of the material ESG issues addressed by the Board and management. We have been incorporating the recommendation of the Task Force on Climate-related Financial Disclosures (TCFD)[1] in our reporting framework since 2020 to articulate climate-related risks and opportunities that can have a financial impact on our business.

Climate change risks are reviewed and assessed within our ERM framework which guides Keppel on the processes and methods applied in identifying, assessing and managing sustainability-related risks. As part of climate change risk management, we assess both physical and transition risks for Keppel and strengthen our organisational capabilities in response to climate change.

The Board Sustainability and Safety Committee (BSSC) reviews the processes for identifying, assessing, and managing climate-related risks and opportunities across the four pillars of governance, strategy, risk management, and metrics and targets, and related reporting aligned with the recommendations of the Task Force on Climate-related Financial Disclosures. The BSSC also oversees the adoption of Keppel's sustainability goals and targets, as well as management's plans and progress towards achieving the goals and targets.

Keppel has been conducting qualitative analyses of the physical impact of climate change since 2021. In 2023, Keppel conducted a further quantitative analysis focusing on the vulnerability of 19 key assets across our Infrastructure, Real Estate and Connectivity divisions, to physical climate risks over the time periods of 2030, 2050 and 2070. The assets are located across Singapore, China, Vietnam, Indonesia and India, and had a total asset value of $4.9 billion as at end-2022.

Based on the assessment, the top three physical risks faced by these assets were extreme water level, extreme temperature and extreme precipitation. The average annual financial impact from physical damage for 2030 for these 19 assets was assessed to range from approximately $14 million to $16 million, based on the Shared Socioeconomic Pathways (SSP): SSP1-2.6, SSP2-4.5 and SSP5-8.5 scenarios, and was assessed to be not material for Keppel.

Keppel is currently also conducting a quantitative assessment of the transition risks associated with climate change. The analysis focuses on two key aspects of transition risks which are more readily quantifiable, namely the impact of carbon taxes on power generation assets and other assets subject to carbon taxes, and the indirect impact in terms of the rising price of electricity over time in key markets where Keppel operates. More details will be provided in our Sustainability Report 2023, which will be published in May 2024.

Customer & Stakeholder Experience
Keppel operates in numerous geographies and has multiple customer touchpoints, including retail consumers in the telecommunications, retail electricity, e-commerce, gas businesses, senior living and commercial retail buildings. Other stakeholders include our regulators, vendors, investors, partners, employees, and the communities in which we operate. We value customer and stakeholder experiences, which have a direct bearing on trust and brand reputation. Hence, we consistently monitor our products and services for safety, quality and reliability. We continually review feedback and post-sales support, and commit ourselves to upholding personal data privacy, product safety and related matters including our responsiveness to inputs from all stakeholders.

Human Resources
We place a strong emphasis on attracting and developing a high-performing talent pool. To drive our new engines of growth under Vision 2030, we leverage both internal and external programmes to develop the necessary skillsets to enable Keppel's next phase of growth. This includes nurturing employees, maintaining good industrial relations and fostering a conducive work environment. We are committed to strengthening succession planning and bench strength, as well as building and acquiring new organisational capabilities in line with our strategic objectives, whilst maintaining our status as an employer of choice.

We emphasise the importance of having a risk-centric mindset, and developing the ability to identify and assess risks, implement mitigating actions, and monitor residual risks in all employees. Keppel Leadership Institute helps to create this mindset by embedding risk management in its leadership courses.

OPERATIONAL RISKS

Project Management
Risk management is an integral part of all projects from initiation to completion to facilitate early detection and proactive management of operational risks. We adopt a systematic risk assessment and monitoring process with special attention given to technically challenging and high-value projects, including greenfield developments, the deployment of new technology and/or operations in new geographies.

During project execution, regular reviews are conducted along with quality assurance programmes to address issues such as cost, schedule and quality. Project Key Risk Indicators are used as early warning signals to determine if intervention is required. We also conduct knowledge-sharing workshops to share best practices or lessons learnt across Keppel.

[1] TCFD has fulfilled its remit and disbanded in October 2023. Following the publication of the inaugural ISSB Standards – IFRS S1 and IFRS S2 – the Financial Stability Board has asked the IFRS Foundation to take over the monitoring of the progress on companies' climate-related disclosures from TCFD.

These risk management processes help ensure our project delivery is on time and within budget, without compromising on safety or quality, as well as regulatory and contractual obligations.

Health, Safety & Environment
Keppel is committed to upholding the highest standards of safety in all aspects of our business operations. We continue to focus on and emphasise the importance of staff health and safety by implementing appropriate processes and ensuring adherence to industry standards, regulations, or government guidelines to protect employees or other stakeholders from potential exposure to health or safety hazards.

Health, Safety & Environment (HSE) policies, practices and performance, including trends, root cause analysis as well as improvement actions, are discussed and deliberated at the Board Sustainability & Safety Committee (BSSC) on a regular basis. This ensures that there is a robust HSE management system in place.

We make efforts to ensure adherence to workplace health and safety precautions, such as conducting risk assessments and thorough inspections of equipment and work areas prior to work commencing. A strong HSE culture is cultivated through various initiatives. This includes regular safety training for employees, where they are educated on safety protocols, procedures, and industry best practices. Keppel also encourages employees to actively participate in identifying and reporting any potential safety hazards, creating a shared purpose of collective ownership and responsibility. Every worker is empowered to stop any unsafe work and this is continuously being reinforced through our Speak Up for Safety Campaign.

Keppel's Zero Fatality Strategy aligns High Impact Risk Activities standards across our global operations. This is achieved by enhancing the competency of employees performing safety-critical tasks, strengthening operational controls, establishing Root Cause Analysis investigation standards across Keppel, as well as deploying leading risk indicators/ metrices to monitor HSE performance standards.

In 2023, Keppel won two Workplace Safety and Health Awards for exemplary safety performance, implementation of robust HSE management systems, and efforts to innovate solutions that improve HSE.

Environmental management is also a critical area of focus for Keppel and all major operating sites globally are closely monitored for compliance with relevant local or global environmental standards, including protection of the environment and biodiversity.

Business & Operational Processes
As part of the next phase of Vision 2030, Keppel embarked on a major reorganisation to fast-track our transformation into a global asset manager with deep operating capabilities. The conglomerate structure was removed to form a horizontally integrated structure comprising the Fund Management, Investment and Operating platforms. With the simplification of the organisation structure that consolidated the former business units into one Operating Platform and their integration with the Fund Management and Investment platforms, Keppel can realise significant synergies, including through centralising and optimising its support functions. This aims to build a nimble and efficient company which is better able to scale up quickly, empowered by technology and automation.

To manage the complex transformation across people, processes and technology, a Programme Office was set up to orchestrate the programme, coordinate across the various workstreams and ensure a smooth transition into our new operating model, which is now in effect. These workstreams covered activities such as operating model and processes, system changes, corporate governance, communications and change management, among others. Regular Steering and Working Committee meetings at different levels were held at a rigorous cadence to drive programme implementation, track key risks and make decisive actions to resolve issues. The leadership team provided strong alignment and one tone from the top which are critical to the success of the transformation. To operationalise the new model, there was extensive cross-functional collaboration across businesses, functions and systems teams. Communications and training through various channels were held to manage the change and ensure that employees are updated on the transformation journey and are acquainted with the new organisation structure, the processes and any changes to their roles.

While we have successfully transitioned to the new operating model, we will need to continue optimising our processes, foster greater integration and leverage technology in order to be more efficient and capture further synergies as we scale up.

Taking a risk-based approach, we seek to improve digitalisation and automation in enhancing or optimising our processes. We also continually evaluate our procedures, policies and authority limits to ensure that they stay relevant.

Business Continuity
We are committed to Business Continuity Management (BCM) standards that equip us with the capability to respond effectively to business disruptions. We plan for contingencies in the event of major catastrophes occurring in our operating regions. This includes events such as natural disasters, fire, pandemics, terrorism and cyber-attacks, as well as the failure of critical equipment/systems and industrial accidents. We also continually monitor other potentially disruptive threats to our business operations and adapt our plans to ensure operational resilience.

Our Incident Reporting and Crisis Management operating standard guides us in the management of and response to major incidents, while our Business Continuity Plans address post-event mitigation. These are coordinated by management and the Keppel BCM Steering Committee, which provide sponsorship, direction, and guidance to ensure a state of constant readiness-to-respond. We continually refine our capabilities in responding to major incidents or crises with the aim of safeguarding our people, assets, and stakeholders' interests, as well as Keppel's reputation.

We also recognise the significance of cyber threats as a potential cause of business disruption and maintain a Keppel Cyber Incident Response plan, which details our response and recovery protocols in the event of a cyber incident. The plan takes reference from local and international standards and Cyber Tabletop Exercises are conducted regularly to validate the effectiveness of these protocols.

Cyber Security, Data Protection and Technology

Technology, cyber security and data-related risks, including outsourced services, are a part of Keppel's operational risks. We recognise the criticality of global cyber threats and have established technology and cyber governance structures and frameworks to address both general technology and cyber security controls, covering key areas such as business disruption, theft/loss of confidential data and data integrity.

Keppel continues to have a dedicated Cyber Security function which reports to the Head of Cyber Security, who has a reporting line to the Board Risk Committee through the Head of Risk & Compliance, to reinforce independence and facilitate Board oversight. A Digital Transformation Steering Committee is in place to provide strategic guidance and endorse Keppel-wide technology vision, initiatives and policies to achieve alignment and optimisation in achieving business strategies.

Keppel continually monitors its technology and cyber security-related risks. The work involves the identification, assessment and management of risks within critical technology and data assets, applying leading industry guidelines where relevant, for example such as those by the Cyber Security Agency of Singapore. Keppel also seeks to improve technology and cyber security standards and inculcate a culture of cyber awareness among employees.

In 2023, Keppel made progress on various initiatives to strengthen our technology and cyber security governance and controls through the refinement, enhancement and alignment of our frameworks, processes and systems, as shown in the table below. Keppel did not experience any breaches of information security during the year.

OUR FRAMEWORK, PROCESS AND SYSTEMS

Framework
- Establishment of an Artificial Intelligence (AI) Governance Framework to provide guidelines and governance oversight, to manage the arising risks for safeguarding the use of AI within Keppel
- Establishment of a Data Governance Framework to promote standards on how data is used throughout the data life cycle to improve data quality, enhance decision-making, and manage data risks

Process
- Harmonised the IT and cyber structure across Keppel to optimise and globally centralise oversight and governance to effectively manage technology and cyber risks
- Appointment of Business Information Security Officer (BISO) as the cyber security business partner for the respective platforms and divisions to work closely with the management to strengthen cyber risk management and build cyber resiliency
- Enhanced the ability to detect and respond to cyber threat actors while safeguarding assets from emerging threats through refinement of layered cyber security controls

Systems
- Completed annual IT and cyber business continuity management workshop, disaster recovery and tabletop exercises, to ensure timely recoverability of business-critical IT systems
- Implemented recommendations from assessments and exercises to further strengthen cyber resilience
- Engaged security service providers to conduct vulnerability assessments to provide external view of cyber risks that help strengthen our IT systems

Training and assessment exercises were conducted throughout the year to heighten employees' overall awareness of technology and cyber threats.

In addition, Keppel has a set of Keppel-wide technology policies that was established according to leading industry guidelines as well as local regulators' requirements and guidelines. These are regularly reviewed to ensure that the control requirements remain relevant in the current cyber and technology risk landscape.

Independent external audits as well as internal audits are performed regularly on Keppel's IT policies, IT infrastructure and information security management systems to ensure the adequacy and effectiveness of the controls. Vulnerability assessment and penetration testing are conducted to identify security vulnerabilities in Keppel's IT environment. Appropriate mitigations/remediations are carried out to reduce or remove associated risks, enabling Keppel to better protect its systems and data from malicious attacks.

Technical teams and other experts across Keppel enable us to keep abreast of evolving technology. Risk mitigation or responses are either calibrated at respective platforms or divisions or managed strategically with the assistance of the Transformation & Innovation function, which assists in driving Keppel-wide adoption of new technology and innovation.

The Keppel Technology Advisory Panel, comprising thought leaders and business veterans from key industries relevant to Keppel, also regularly advises Keppel in areas of technological innovation. More information on Keppel's technology and innovation management can be found on pages 22 to 23 and 35 of this report.

COMPLIANCE RISKS

Laws, Regulations & Compliance

We closely monitor developments in relevant laws and regulations of countries where Keppel operates to ensure regulatory compliance. We recognise that non-compliance with any law or regulation may have detrimental effects on Keppel in multiple areas such as financial and operational performance, or reputation. As such, we stay abreast of changes to the applicable laws and regulations to assess any exposures or risks to Keppel effectively and expediently.

Significant regulatory risk areas, such as those relating to potential corruption, are proactively identified and surfaced to management, and where applicable, are further assessed by the Board. With respect to corruption, key risk areas include situations where external agents are appointed for business development.

We continually enhance our regulatory compliance policies and procedures to ensure that Keppel maintains a high level of compliance and ethical standards in the way we conduct business. We have zero tolerance for fraud, bribery, corruption and any violation of laws and regulations.

In 2023, we continued to refine and enhance our regulatory compliance programme, update processes, deepen employee understanding, and ensure that compliance awareness and principles are well embedded in all business activities. We also recognise the importance of sanctions risks owing to the escalation of trade and other sanctions in many countries. More details of our Compliance programme can be found on pages 118 to 120 of this report.

FINANCIAL RISKS

Fraud, Misstatement of Financial Statements & Disclosures

We maintain a strong emphasis on ensuring that financial statements are accurate and presented fairly in accordance with applicable financial reporting standards and frameworks.

Regular external and internal audits are conducted to provide assurance on the accuracy of the financial statements and adequacy of the internal control framework supporting the statements. Where required, we leverage the expertise of the external auditors in the interpretation of financial reporting standards and changes to existing or new reporting requirements. We also conduct regular training and education programmes to enhance the capabilities of our finance managers across Keppel.

Our system of internal controls is outlined in Keppel's System of Management Controls detailed in pages 94 to 95 of this report.

Financial Management

Financial risk management relates to Keppel's ability to meet financial obligations and mitigate credit, liquidity, currency and interest rate risks. Details can be found on pages 197 to 211 of this report. In these areas, policies, processes and financial authority limits are reviewed regularly to ensure their adequacy in mitigating risks and to incorporate changes to ensure they remain relevant to Keppel's operating environment.

We are focused on financial discipline and seek to deploy our capital to earn the best risk-adjusted returns for our shareholders, while maintaining a strong balance sheet to seize new opportunities.

In 2023, as global economies grappled with macroeconomic challenges, high interest rates and heightened geopolitical competitions, Keppel maintained a proactive approach to liquidity management and performed stress tests where necessary to assess our exposure to volatility in currency and rising interest rates, with mitigating actions taken where required.

Our financial management procedures include the evaluation of counterparties and other related risks against pre-established internal guidelines. We conduct impact assessments and stress tests to gauge Keppel's potential financial exposure to changing market situations. This enables informed decision making and the implementation of prompt mitigating actions. We also regularly monitor our country risk exposure to ensure that our business as well as our portfolio of assets and investments are diversified against the systemic risks of operating in a specific geography.

Proactive Management of Risks

Effective risk management is dynamic and encompasses the evaluation of both risks and opportunities. We recognise the need to effectively manage risks as an inherent part of business operations to optimise returns. We take a business-centric approach to managing risks and aligning business activities with risk considerations, and discuss issues in an open and transparent manner, to enable us to pursue optimal risk-return initiatives.

Our risk framework and processes continually evolve to ensure that they stay effective and relevant. Across Keppel, we identify and review emerging risks at all levels throughout the year. Where relevant, these are escalated and discussed at various forums to determine any further actions and/or responses. We recognise that our systems and processes provide reasonable but not absolute assurance, and hence continuously look to adapt and improve to ensure that our ability to manage and respond to risks remains relevant and effective.

EMERGING RISKS

Heightened Geopolitical Risks

Geopolitical risks have risen with the outbreak of conflict in the Middle East, the ensuing Russia-Ukraine war, and heightened tensions among major powers, especially the US and China.

The recent military tensions and conflict could contribute to economic uncertainty and disrupt global supply chains and potentially destabilise the energy market and lead to higher cost of doing business. With Keppel's growing presence in Europe and investment in energy infrastructure, the escalation of any of these risks could be detrimental to Keppel.

In addition, with our exposure to China and the rest of Asia, the effects of the continued tension between US and China, together with sluggish economic recovery in China, also pose a significant risk to Keppel's business.

In view of the heightened geopolitical risks, we are monitoring global developments closely. We have also conducted a Keppel-wide scenario planning exercise to assess potential risks from several global macroeconomic, geopolitical and climate-related scenarios. The scenarios served to generate inputs for the Board and management when considering Keppel's strategy, while also identifying potential risks and opportunities. Playbooks with action plans have been developed to prepare for the possibility of any of the risk scenarios becoming a reality.

Generative AI Risks

As Keppel continues its digitalisation journey as a key enabler to achieve our Vision 2030 goals, we are likely to make more use of AI and in particular Generative AI (GenAI) (e.g., chatbots) to drive productivity increase and growth, which would require Keppel to manage the potential associated risks. For example, misuse of GenAI can lead to reputational damage and loss of customer trust, financial losses, regulatory penalties and litigation. Other risks include data security, intellectual property, privacy as well as sensitive/confidential data exposure.

To mitigate this emerging risk, Keppel has set up an internal AI forum to oversee the strategic direction and coordinate the progress on the adoption of GenAI across Keppel. In addition, a set of AI principles has been developed to provide guidance on the dos and don'ts to mitigate the risks. Keppel has established its set of AI Risk Management Guidelines by taking reference from Singapore's Infocomm Media Development Authority (IMDA)'s Model AI Governance Framework. The elements of the AI Risk Management Guidelines include internal governance, risk assessments, AI life cycle governance and stakeholder engagement. Risk assessment involves identifying the potential vulnerabilities that could compromise data security and confidentiality as well as assessing the impact on business operations if AI systems do not perform as intended.

Nature and Biodiversity

There is growing recognition of the importance of understanding nature and biodiversity-related risks and their potential impacts on businesses and communities. At the United Nations Biodiversity Conference (COP 15) in December 2022, 196 countries agreed to the Kunming-Montreal Global Biodiversity Framework to halt and reverse nature loss by 2030. In September 2023, the Task Force on Nature-related Financial Disclosures (TNFD) published its final recommendations which provide a framework to help companies identify, assess, manage, and where appropriate, disclose their nature-related risks and opportunities.

Keppel operates mainly in urban areas and most of our activities and assets have limited direct impact on nature. Nevertheless, continued deterioration of nature and biodiversity loss can have longer-term impacts on the communities that Keppel operates in, as well as Keppel's supply chains. Nature-related disclosures may increasingly be included in regulatory requirements, while stakeholders, including investors and customers, may also pay growing attention on how Keppel is managing its nature-related risks and opportunities.

Keppel's Environmental Sustainability Policy, which is available online, includes our commitment to practise good stewardship of the environment by protecting biodiversity and avoiding deforestation. We avoid disruption to sites containing critical biodiversity by applying the necessary mitigating measures when operating in or near such areas, and avoid deforestation as far as possible and where unavoidable, replanting trees to achieve net-zero deforestation.

Keppel has been monitoring and disclosing our carbon emissions, wastewater discharge, water withdrawal, and waste generation, which are included among TNFD's core global metrics. We will further study the recommendations of TNFD, including assessing their applicability to Keppel's business and how they can be implemented in an appropriate manner.

We will continue to monitor emerging regulatory requirements and international best practices regarding nature and biodiversity, and will further refine Keppel's policies accordingly.

Regulatory Compliance

The tone for regulatory compliance is driven from the top and resonates with our employees at every level across Keppel. We remain vigilant and determined to build a disciplined and sustainable company.

We are guided by our core values and code of conduct. We will do business the right way and comply with all applicable laws and regulations in whichever countries we operate in. We strive to deliver outstanding performance, whilst maintaining the highest ethical standards in line with applicable laws and regulations.

We are clear with our tone for regulatory compliance, which is consistently emphasised from the top and throughout all levels across Keppel. We do not tolerate fraud, bribery, corruption or any violation of laws and regulations.

STRATEGIC OBJECTIVES

In 2023, we continued to make significant progress in embedding a robust compliance framework and process throughout Keppel. We continued to implement ISO 37001 Anti-Bribery Management System across our platforms and divisions to ensure consistency and operational effectiveness of the compliance programme. During the year, the applicable in-scope entities achieved ISO 37001 certification/re-certification, which follows the ISO 37001 certification achieved by our overseas entities in India, Belgium and Qatar in 2022.

Our compliance framework is designed to reflect the size, role and activity of the respective platforms and divisions, with appropriate compliance control systems to effectively detect and remediate potential gaps. We are committed to forging a sustainable compliance framework that supports Keppel's growth and vision.

GOVERNANCE STRUCTURE

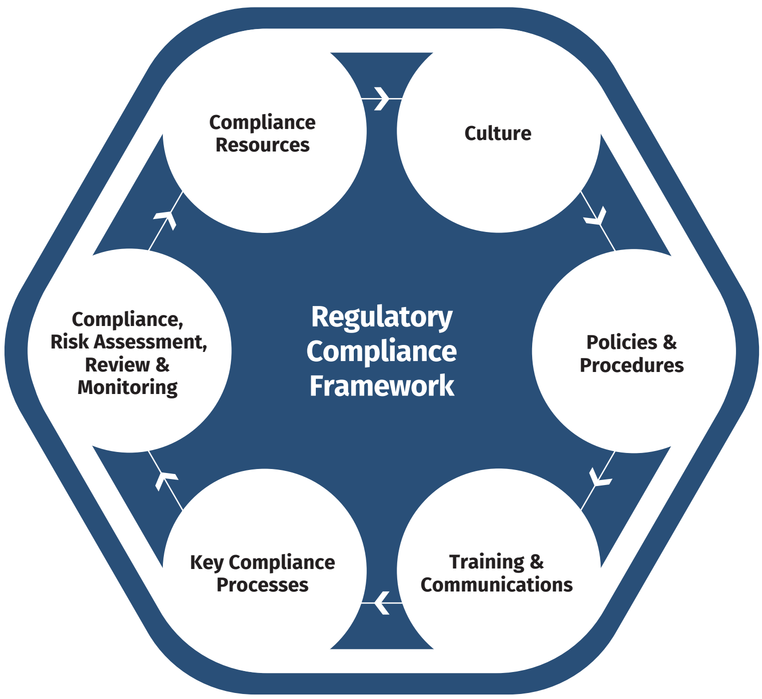
Our Regulatory Compliance Governance Structure is designed to strengthen corporate governance. The Board Risk Committee (BRC) supports the Board in its oversight of regulatory compliance and is responsible for driving Keppel's implementation of compliance and governance systems. The Risk & Compliance support function serves as a secretariat to the BRC, assessing and reporting on compliance risks, controls and mitigation.

The Regulatory Compliance Management Committee (RCMC) is chaired by Keppel's CEO and its members include the respective platforms and divisions' heads. The RCMC articulates Keppel's commitment to regulatory compliance, and directs and supports the development and implementation of overarching compliance policies and guidelines.

The RCMC is supported by the Regulatory Compliance Working Team (RCWT), which is chaired by the Head of Risk & Compliance. The RCWT (with the support of Risk & Compliance) oversees the development and review of pertinent regulatory compliance matters, overarching compliance policies and guidelines for Keppel. It also reviews Keppel's compliance training and communication programmes conducted by Risk & Compliance.

The respective platforms and divisions have dedicated Compliance Leads. He/she is supported by the risk and compliance team and is responsible for driving and administering the compliance programme and agenda for the respective platforms and divisions. This includes providing support to the relevant management with subject matter expertise, process excellence and regular reporting to ensure that compliance risks are effectively assessed, managed and mitigated. We continue to strengthen Keppel's compliance teams with additional professional and experienced officers.

Under the RCMC's direction, the respective platforms and divisions are responsible for implementing Keppel's Code of Conduct, as well as Keppel's regulatory compliance policies and procedures. They are also responsible for ensuring that risk assessments of material regulatory compliance risks are conducted, and that control measures implemented are practical, adequate and effective.



REGULATORY COMPLIANCE FRAMEWORK

Our Regulatory Compliance Framework (Framework) focuses on critical pillars covering the areas of culture; policies and procedures; training and communication; key compliance processes; as well as compliance risk assessment, reviews and monitoring, and compliance resources.

A key aspect of the Framework is the structure of the compliance organisation. The Head of Risk & Compliance reports directly to the chairman of the BRC. Similarly, the Compliance Leads of the respective platforms and divisions have direct reporting lines to the respective Audit and Risk Committees (where applicable). In addition, the Compliance Leads report directly to the Head of Risk & Compliance. This reporting structure reinforces independence of the Compliance function and enables the Board and management to provide continuous, clear and explicit support. It also lends credence and credibility to Keppel's compliance programme.

CULTURE

Culture and mindset are critical in ensuring effectiveness and durability of our compliance programme. Management has a key role in setting the right tone and walking the talk. This helps to embed a strong and robust regulatory compliance programme, as well as a compliance culture that permeates all levels across Keppel.

Anti-bribery, anti-corruption and reporting mechanisms are widely publicised in our offices globally. We issue Keppel-wide bulletins on relevant topical issues to apprise, inform and reinforce compliance principles and messages. Key tone-from-the-top messages are also delivered periodically by the respective platforms and divisions heads to employees. Compliance moments were introduced as part of the agenda at meetings, where pertinent compliance topics and learnings are shared. We continue to work on initiatives to foster a positive compliance-centric culture.

KEPPEL'S POLICIES & PROCEDURES

Keppel's Code of Conduct

We have a strict Keppel's Code of Conduct that applies to all employees, who are required to acknowledge and comply with Keppel's Code of Conduct.

Keppel's Code of Conduct sets out important principles to guide employees in executing their duties and responsibilities to the highest standards of business integrity. It encompasses topics ranging from conduct in the workplace to business conduct, including clear provisions on prohibitions against bribery and corruption, and conflicts of interests amongst others. Keppel's Code of Conduct is publicly available on Keppel's website. We continue to review and enhance Keppel's Code of Conduct to ensure that it stays relevant and instructive. Appropriate disciplinary action, including suspension/ termination of employment, is taken if an employee is found to have violated Keppel's Code of Conduct.

We have procedures to ensure that disciplinary actions are carried out consistently and fairly across all levels of employees. All third parties who represent Keppel in business dealings, including joint venture (JV) partners, are also required to comply with and follow the requirements of Keppel's Code of Conduct.

SUPPLIER CODE OF CONDUCT

The acknowledgement to abide by our Supplier Code of Conduct is mandatory for all key suppliers across Keppel. The areas covered within the Supplier Code of Conduct include proper business conduct, human rights, fair labour practices, stringent safety and health standards, as well as responsible environmental management.

WHISTLE-BLOWER POLICY

Keppel's Whistle-Blower Policy encourages the reporting of suspected bribery, violations or misconduct through a clearly defined process and reporting channel, by which reports can be made in confidence and without fear of reprisal. The whistle-blower reporting channels, found on page 107 of this report, are widely communicated and made accessible.

PERSONAL DATA PROTECTION POLICY

Guidance is provided to employees on the Personal Data Protection Commission's advisory guidelines to ensure compliance with the requirements of the Personal Data Protection Act (PDPA). When necessary and appropriate, Keppel's personal data protection policy is updated in accordance with changes in applicable privacy laws and regulations.

Keppel's Personal Data Protection Policy (PDPP) applies to all staff of Keppel and its related companies. It informs and guides our employees on activities which involve the collection, use, disclosure, storage, transfer and retention of personal data. Entities that perform services for or on behalf of Keppel, including vendors, contractors, partners and agents, are also expected to comply with the PDPP. We have a designated Data Protection Officer within the respective platforms and divisions that staff can reach out to in case of any data protection or privacy issues and concerns. Failure to comply with the PDPP may result in penalties and fines imposed by the law and disciplinary actions by the respective business division. M1 is the first telecommunications provider in Singapore to receive the Data Protection Trustmark (DPTM) certification[1] by the Infocomm MediaDevelopment Authority, while Keppel Electric[2] conducts external audits on compliance with the PDPA.

Keppel is generally required to seek and obtain an individual's consent before collecting, using or disclosing any personal data pertaining to him/ her. This includes informing customers of the nature of information captured and the use of the information. Customers can decide the purposes for which their personal data is collected, used, retained and processed through an opt-out option, and are entitled

[1] In line with the DPTM framework, M1 informs customers on the nature of information captured; the use of the collected information; possibility for customers to decide how private data is collected, used, retained and processed (opt-out option is available, opt-out consent is required, request access to data held by M1, request their data be corrected or deleted); how long the information is kept on corporate files; how the information is protected; and third-party disclosure policy (private and public entities).

[2] In compliance with the PDPA, Keppel Electric has fulfilled the external audit requirements as mandated by Singapore's Energy Market Authority.

to withdraw their consent at any time where reasonable notice has been given.

COMPLIANCE POLICIES

We maintain a comprehensive list of policies covering compliance-related matters including anti-bribery, gifts and hospitality, dealing with third-party associates (TPA), donations and sponsorships, solicitation and extortion, conflict of interest and insider trading, amongst others. These policies are reviewed periodically to ensure that they commensurate with the activities and business plans in the jurisdictions in which Keppel operates. Unless the jurisdictional regulatory requirements are more stringent, these policies represent the baseline standards for Keppel. We ensure all compliance policies, including translated versions, are made available and accessible to all employees globally.

We maintain a Keppel Sanctions Compliance policy and continually monitor updates on sanctions requirements.

TRAINING & COMMUNICATIONS

Training is an essential component of Keppel's regulatory compliance framework. Our programmes are tailored to specific audiences and we leverage Keppel-wide forums to reiterate key messages.

We have a comprehensive annual e-learning training programme which is mandatory for directors, officers and employees. The content of the training covers Keppel's Code of Conduct and key principles underlying our compliance policies. Directors, officers and employees are required to undergo assessments to successfully complete the training. In addition, directors, officers and employees are also required to formally acknowledge their understanding of policies and declare any potential or actual conflicts of interest. Training on anti-bribery and Keppel's Code of Conduct in multiple languages are carried out for industrial/general workers. Also, e-training outlining the principles underpinning Keppel's policies and key areas to note when representing or acting on Keppel's behalf is conducted for high-risk TPAs.

We continue to refine our compliance training programmes and curriculum. We are also focused on developing and tailoring training content to varying target groups and training requirements. On the annual e-learning training programme, new e-training modules covering Personal Data Protection were introduced in 2023.

In addition to policy-related training programmes, we conduct training focused on the line managers' responsibilities in developing the desired culture and mindset regarding compliance. These responsibilities include the need to establish and maintain effective internal controls to ensure that processes are robust, and that potential gaps are identified and mitigated in a timely manner.

Our training aims to engender positive compliance mindsets and culture, and we see this guiding our employees in critical facets of their work. Training focused on building risk and compliance competencies are also organised to ensure that we are apprised of changes in approaches, best practices and tools.

We also leverage opportunities at various management conferences and employee meetings to emphasise the importance of compliance.

To drive greater compliance awareness and knowledge throughout Keppel, we issue regular awareness communications on compliance matters, with a focus on topical compliance matters including anti-bribery, sanctions anti-money laundering and personal data protection.

KEY PROCESSES

Due Diligence

We continue to improve our risk-based due diligence process for all TPAs who represent Keppel in business dealings, including our JV partners, to assess the compliance risk of the business partner. In addition to background checks, the due diligence process incorporates requirements for TPAs to acknowledge understanding and compliance with Keppel's Code of Conduct. The due diligence process for the onboarding and monitoring of TPAs has been enhanced with the implementation of a system platform and solution to standardise and automate processes across Keppel.

Other Processes

As part of our ongoing review of our compliance policies and procedures, we ensure compliance oversight is embedded in key processes including areas such as gifts and hospitality, agent fees, donations and sponsorships, as well as conflicts of interest. We also actively seek opportunities for digitisation and continually explore the use of data analytics to enhance value and ensure efficiency of our compliance processes.

In addition to the mandatory annual declaration of conflict of interest by all employees of Keppel, a Conflict of Interest App has been put in place to facilitate the conflict of interest review and conflict resolution process.

RISK ASSESSMENT, REVIEW & MONITORING

We continually develop Keppel's compliance resources and framework. This enables the Compliance team to conduct independent risk assessments to identify and mitigate key compliance risks. Regular discussions are held with all platforms and divisions, focusing on risk assessments including specific compliance risks identified for the respective platforms and divisions. Separately, independent reviews of compliance risks are executed within the scope of internal audits, including reviews of the effectiveness of key aspects of our compliance programmes. These reviews provide valuable insights and opportunities for us to improve our processes and programmes.

ISO 37001 processes also assist in risk assessment exercises, providing even more systematic coverage and evaluations.

RESOURCES

We recognise the need for an experienced Compliance team to effectively support compliance advisory, as well as to ensure that compliance programmes and controls are effectively implemented. The Board and management are committed to ensuring that we sustain a strong compliance function.

Directors' Statement and Financial Statements

FINANCIAL REPORT

OTHER INFORMATION

Directors' Statement

For the financial year ended 31 December 2023

The Directors present their statement together with the audited consolidated financial statements of the Group, and balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2023.

In the opinion of the directors, the consolidated financial statements of the Group, and the balance sheet and statement of changes in equity of the Company as set out on pages 136 to 226, are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023, and the financial performance, changes in equity and the cash flows of the Group and changes in equity of the Company for the financial year then ended and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

1. DIRECTORS

The Directors of the Company in office at the date of this statement are:

Danny Teoh (Chairman)
Loh Chin Hua (Chief Executive Officer)
Till Bernhard Vestring
Veronica Eng
Jean-François Manzoni
Teo Siong Seng
Tham Sai Choy
Penny Goh
Shirish Moreshwar Apte
Olivier Pascal Marius Blum
Jimmy Ng Hwee Kim
Ang Wan Ching (appointed on 1 July 2023)

2. AUDIT COMMITTEE

The Audit Committee of the Board of Directors comprises five independent non-executive Directors. Members of the Committee are:

Tham Sai Choy (Chairman)
Veronica Eng
Penny Goh
Ang Wan Ching (appointed on 1 July 2023)
Jimmy Ng Hwee Kim (appointed on 1 January 2024)

The Audit Committee carried out its function in accordance with the Companies Act 1967, AC Guide issued by Singapore Institute of Directors, Rule 1207(10) of the Listing Manual and Code of Corporate Governance, which include the following:

- Reviewed financial statements and announcements relating to financial performance, and significant financial reporting issues and judgments contained in them;
- Reviewed and reported to the Board at least annually on the adequacy and effectiveness of financial, operational, compliance and information technology controls, as well as risk management systems in relation to financial reporting and other financial-related risks;
- Reviewed the Board's comment on the adequacy and effectiveness of the Group's internal control systems and risk management systems, and state whether it concurs with the Board's comments; and if there are material weaknesses identified in the Group's internal controls systems, to consider and recommend the necessary steps to be taken to address them;
- Reviewed the assurance from the CEO and CFO on the financial records and financial statements and the assurance and steps taken by the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the Group's internal control systems;
- Reviewed the adequacy, effectiveness, independence, scope and results of the internal and external auditors at least annually and reported the Audit Committee's assessment to the Board;
- Ensured that the Head of Internal Audit and external auditors have direct and unrestricted access to the Chairman of the Audit Committee, and that they are able to meet separately and privately to discuss matters and concerns;
- Monitored and assessed the role and effectiveness of the internal audit function, including the internal audit charter, plans, activities (including consulting services), staffing, budget, resources and organisational structure of the internal audit function;

- Ensured that the internal audit function is adequately resourced and staffed with persons with the relevant qualifications and experience, and has appropriate standing within the Company;
- Reviewed audit plans and reports of the external auditors and on a periodic basis the internal auditors, management's responsiveness to any findings and recommendations to the extent set out/identified, and effectiveness of any follow up actions taken;
- Ensured that a Quality Assurance Review on internal audit function is independently conducted at least once every five years;
- Decided and approved the appointment, termination, evaluation and remuneration of the Head of Internal Audit, or the accounting/auditing firm or corporation to which the internal audit function is outsourced;
- Made recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors, and approved the remuneration and terms of engagement of the external auditors;
- Reviewed the nature and extent of non-audit services performed by external auditors;
- Met with external auditors (without the presence of management and internal auditors) and internal auditors (without the presence of management and external auditors), at least annually;
- Oversee the establishment and operation of the whistleblowing process. Reviewed the whistle-blower policy and the Company's procedures for detecting and preventing fraud and other arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on;
- Reviewed interested person transactions to ensure they are on normal commercial terms and are not prejudicial to the interests of the company or its minority shareholders, and determine methods or procedures for assessing that the transaction prices are adequate for transactions to be carried out on normal commercial terms, and that they will not prejudice the company or its minority shareholders;
- Investigated any matters within the Audit Committee's purview, whenever it deemed necessary;
- Perform such other functions as the Board may determine;
- Reported to the Board on the Committee's proceedings on significant issues and judgements that the Committee considered in relation to the financial statements, and how these issues were addressed, the Committee's assessments on internal control and risk management systems, the internal audit function and external auditors, as well as any material matters, findings and recommendations;
- Ensured proper disclosure and reporting to shareholders on interested party transactions as required by the SGX Listing Manual;
- Produced a report on its activities to be included in the Company's annual report. The report should also disclose the measures taken by the Committee members to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements; and an explanation of how the prospects of the Group have been assessed, over what period it has done so, and why the Board should consider it to be appropriate to use that period; and
- Reviewed the Audit Committee's terms of reference annually and recommended proposed changes to the Board for approval.

The Audit Committee has recommended to the Board of Directors the nomination of PricewaterhouseCoopers LLP for re-appointment as independent auditors and approved the remuneration and terms of engagement at the forthcoming annual general meeting of the Company.

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Neither at the end of the financial year nor at any time during the financial year did there subsist any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate other than the Keppel Restricted Share Plan, Keppel Performance Share Plan, Keppel Restricted Share Plan 2020, Keppel Performance Share Plan 2020 and Remuneration Shares to Directors of the Company.

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

According to the Register of Directors' shareholdings kept by the Company for the purpose of Section 164 of the Companies Act 1967, none of the Directors holding office at the end of the financial year had any interest in the shares and debentures of the Company and related corporations, except as follows:

	Holdings At		
	1.1.2023	31.12.2023	21.1.2024
Keppel Ltd.			
(No. of ordinary shares)			
Danny Teoh	129,825	163,825	163,825
Loh Chin Hua	2,949,667	3,967,246	3,967,246
Loh Chin Hua (deemed interest)	38,500	38,500	38,500
Till Bernhard Vestring	103,000	112,000	112,000
Veronica Eng	56,000	66,000	66,000
Jean-François Manzoni	123,000	131,000	131,000
Teo Siong Seng	14,000	21,000	21,000
Teo Siong Seng (deemed interest)	21,483	21,483	21,483
Tham Sai Choy	170,570	179,570	179,570
Penny Goh	44,000	53,000	53,000
Shirish Moreshwar Apte	3,000	11,000	11,000
Olivier Pascal Marius Blum	–	4,000	4,000
Jimmy Ng Hwee Kim	–	4,000	4,000
(Unvested restricted shares to be delivered after 2020)			
Loh Chin Hua	86,958	–	–
(Unvested restricted shares to be delivered after 2021)[4]			
Loh Chin Hua	264,650	189,225	189,225
(Unvested restricted shares to be delivered after 2022)[4]			
Loh Chin Hua	–	426,747	426,747
(Contingent award of performance shares issued in 2019 to be delivered after 2022)[1, 2]			
Loh Chin Hua	365,000	–	–
(Contingent award of performance shares issued in 2020 to be delivered after 2023)[1, 3]			
Loh Chin Hua	365,000	365,000	365,000
(Contingent award of performance shares issued in 2021 to be delivered after 2023)[1]			
Loh Chin Hua	365,000	365,000	365,000
(Contingent award of performance shares issued in 2022 to be delivered after 2024)[1]			
Loh Chin Hua	400,000	400,000	400,000
(Contingent award of performance shares issued in 2023 to be delivered after 2023)[1, 4]			
Loh Chin Hua	–	313,900	313,900
(Contingent award of performance shares issued in 2023 to be delivered after 2024)[1, 4]			
Loh Chin Hua	–	172,000	172,000
(Contingent award of performance shares issued in 2023 to be delivered after 2025)[1]			
Loh Chin Hua	–	450,000	450,000
(Contingent award of performance shares – Transformation Incentive Plan issued in 2021 to be delivered after 2025)[1]			
Loh Chin Hua	970,000	970,000	970,000
(Contingent award of performance shares – Transformation Incentive Plan issued in 2023 to be delivered after 2025)[1, 4]			
Loh Chin Hua	–	417,100	417,100

1 Depending on the achievement of pre-determined performance targets, the actual number of shares to be released could range from zero to 150% of the number stated.
2 The performance period of the Keppel PSP award issued in 2019 was extended for 1 more year as the targets of the award were set before the onset of the COVID-19 pandemic. The achievements in Year 2019, 2021 and 2022 will be used to determine the vesting level of the award at the end of the extended performance period.
3 The performance period of the Keppel PSP award issued in 2020 was extended for 1 more year as the targets of the award were set before the onset of the COVID-19 pandemic. The achievements in Year 2021, 2022 and 2023 will be used to determine the vesting level of the award at the end of the extended performance period.
4 The unvested restricted shares and contingent award of performance shares include adjustments made on 27 March 2023 to certain unvested shares under the Keppel Share Plans arising from the dividend *in specie* of the Seatrium Limited (formerly, Sembcorp Marine Ltd) shares ("Consideration Shares") to the Company's shareholders.

5. SHARE PLANS OF THE COMPANY

The Keppel Performance Share Plan ("Keppel PSP") and Keppel Restricted Share Plan ("Keppel RSP") were approved by the Company's shareholders at the Extraordinary General Meeting of the Company on 23 April 2010.

At the Annual General Meeting held on 2 June 2020, the Company's shareholders approved the adoption of the Keppel Performance Share Plan 2020 ("Keppel PSP 2020") and Keppel Restricted Share Plan 2020 ("Keppel RSP 2020"), replacing the Keppel PSP and Keppel RSP respectively with effect from 2 June 2020. The Keppel PSP and Keppel RSP were terminated on the same day. The termination of the Keppel PSP and Keppel RSP will not, however, affect awards granted prior to such termination, whether such awards have been released (whether fully or partially) or not, which awards will continue to be valid and be subject to the terms and conditions of the Keppel PSP and Keppel RSP.

Details of share plans awarded under the Keppel PSP, Keppel PSP-M1 Transformation Incentive Plan ("Keppel PSP-M1 TIP"), Keppel PSP 2020, Keppel PSP 2020-Transformation Incentive Plan ("Keppel PSP 2020-TIP") and Keppel RSP 2020-Deferred Shares are disclosed in Note 3 to the financial statements and as follows:

Contingent awards:

	Number of shares					
Date of Grant	**Balance at 1.1.2023**	**Contingent awards granted**	**Adjustment upon release**	**Released**	**Cancelled**	**Balance at 31.12.2023**
Keppel PSP						
30.4.2019	1,462,847	–	503,512	(1,966,359)	–	–
31.3.2020	1,379,033	–	592,984	–	–	1,972,017
	2,841,880	–	1,096,496	(1,966,359)	–	1,972,017
Keppel PSP-M1 TIP						
17.2.2020[5]	115,100	–	32,524	(147,624)	–	–
17.2.2020	264,800	–	113,864	–	–	378,664
	379,900	–	146,388	(147,624)	–	378,664
Keppel PSP 2020						
30.4.2021	1,420,000	–	569,020	–	(96,698)	1,892,322
29.4.2022	1,695,000	–	660,725	–	(158,430)	2,197,295
28.4.2023	–	1,845,000	–	–	–	1,845,000
	3,115,000	1,845,000	1,229,745	–	(255,128)	5,934,617
Keppel PSP 2020-TIP						
30.7.2021	10,430,000	–	3,806,318	–	(2,001,867)	12,234,451
29.4.2022	790,000	–	339,700	–	(257,400)	872,300
	11,220,000	–	4,146,018	–	(2,259,267)	13,106,751

5 The performance period of the 3-year Keppel PSP-M1 TIP issued in 2020 was extended for 1 more year as the targets of the award were set before the onset of the COVID-19 pandemic. The achievements in Year 2019, 2021 and 2022 will be used to determine the vesting level of the award at the end of the extended performance period.

5. SHARE PLANS OF THE COMPANY (continued)

Awards released but not vested:

	Number of shares					
Date of Grant	Balance at 1.1.2023	Released	Vested	Cancelled	Other adjustments	Balance at 31.12.2023
Keppel PSP						
30.4.2019	–	1,966,359	(1,966,359)	–	–	–
	–	1,966,359	(1,966,359)	–	–	–
Keppel PSP-M1 TIP						
17.2.2020	–	147,624	(147,624)	–	–	–
	–	147,624	(147,624)	–	–	–
Keppel RSP 2020-Deferred Shares						
15.2.2021	1,442,179	–	(2,048,054)	(6,427)	612,302	–
15.2.2022	3,812,169	–	(2,951,470)	(113,664)	1,617,505	2,364,540
08.2.2023	–	140,059	(46,686)	–	–	93,373
15.2.2023	–	5,345,420	(2,956,851)	(204,390)	2,278,270	4,462,449
01.3.2023	–	651,640	(217,204)	(4,772)	–	429,664
	5,254,348	6,137,119	(8,220,265)	(329,253)	4,508,077	7,350,026

Following the dividend *in specie* of the Seatrium Limited (formerly, Sembcorp Marine Ltd) shares ("Consideration Shares") to the Company's shareholders, adjustments have been made on 27 March 2023 to certain unvested shares under the Keppel Share Plans. The increase in unvested shares due to the adjustments were:

- 1,222,008 unvested shares under the Keppel PSP;
- 163,357 unvested shares under the Keppel PSP-M1 TIP;
- 1,229,745 unvested shares under the Keppel PSP 2020;
- 4,146,018 unvested shares under the Keppel PSP 2020-TIP; and
- 4,510,021 unvested shares under the Keppel RSP 2020-Deferred Shares.

No Director of the Company received any contingent award of Shares granted under the Keppel PSP, Keppel RSP 2020 and Keppel PSP 2020 except for the following:

Contingent awards:

	Contingent awards granted during the financial year	Contingent awards released during the financial year	Aggregate awards granted since commencement of plans to the end of financial year	Aggregate other adjustments since commencement of plans to the end of financial year	Aggregate awards released since commencement of plans to the end of financial year	Aggregate awards not released as at the end of financial year
Keppel PSP						
Executive Director						
Loh Chin Hua	–	(490,633)	2,250,814	(655,731)	(1,073,133)	521,950
Keppel PSP 2020						
Executive Director						
Loh Chin Hua	450,000	–	1,215,000	328,950	–	1,543,950
Keppel PSP 2020-TIP						
Executive Director						
Loh Chin Hua	–	–	970,000	417,100	–	1,387,100

Awards:

	Awards granted during the financial year	Awards released during the financial year	Aggregate awards granted since commencement of plans to the end of financial year	Aggregate other adjustments since commencement of plans to the end of financial year	Aggregate awards released since commencement of plans to the end of financial year	Aggregate awards not released as at the end of financial year
Keppel RSP 2020-Deferred Shares						
Executive Director						
Loh Chin Hua	492,921	(492,921)	1,150,766	298,389	(1,449,155)	–

Awards released but not vested:

	Aggregate awards released since commencement of plans to the end of financial year	Aggregate awards vested since commencement of plans to the end of financial year	Aggregate awards released but not vested as at the end of financial year
Keppel RSP 2020-Deferred Shares			
Executive Director			
Loh Chin Hua	1,449,155	(833,183)	615,972
Keppel PSP			
Executive Director			
Loh Chin Hua	1,073,133	(1,073,133)	–

No Director or employee received 5% or more of the total number of contingent award of Shares granted during the financial year and aggregated to date, except for the following:

	Contingent shares granted during the financial year (%)	Aggregate contingent shares granted to date (%)
Executive Director		
Loh Chin Hua		
– Keppel Performance Share Plan ("Keppel PSP")	–	6.96
– Keppel Restricted Share Plan 2020 ("Keppel RSP 2020") and Keppel Performance Share Plan 2020 ("Keppel PSP 2020")	10.62	9.78

There are no contingent award of Shares granted to any of the Company's controlling shareholders or their associates under the Keppel RSP 2020, Keppel PSP and Keppel PSP 2020.

6. INDEPENDENT AUDITOR

The independent auditor, PricewaterhouseCoopers LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board

Danny Teoh
Chairman

Loh Chin Hua
Chief Executive Officer

Singapore
1 March 2024

Independent Auditor's Report

to the Members of Keppel Ltd. (formerly known as Keppel Corporation Limited)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Our Opinion

In our opinion, the accompanying consolidated financial statements of Keppel Ltd. (formerly known as Keppel Corporation Limited) ("the Company") and its subsidiaries ("the Group") and the balance sheet and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 ("the Act"), Singapore Financial Reporting Standards (International) ("SFRS(I)s") and International Financial Reporting Standards ("IFRSs") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the financial year ended on that date.

What we have audited

The financial statements of the Company and the Group comprise:

- the balance sheets of the Group and of the Company as at 31 December 2023;
- the consolidated profit or loss account of the Group for the financial year then ended;
- the consolidated statement of comprehensive income of the Group for the financial year then ended;
- the consolidated statement of changes in equity of the Group for the financial year then ended;
- the statement of changes in equity of the Company for the financial year then ended;
- the consolidated statement of cash flows of the Group for the financial year then ended; and
- the notes to the financial statements, including material accounting policy information.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

Our Audit Approach

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
1. Accounting and fair valuation of notes receivables arising from the completion of the Asset Co Transaction *(Refer to Notes 2.27(b)(vii) and 16 to the financial statements)* Arising from the completion of the Asset Co Transaction on 27 February 2023, the Group subscribed to notes amounting to approximately $4,251,144,000 issued by Rigco Holding Pte Ltd ("Rigco"), which bear interest of 4.0% per annum and the interest is payable annually in arrears for a tenure of 12 years, with an option held by Rigco to extend the maturity date by an additional 3 years ("vendor notes"). Details of the Asset Co Transaction are disclosed in Note 16 to the financial statements. These vendor notes issued by Rigco are classified as financial assets carried at fair value through profit or loss. Given the unique business and risk profile of Rigco, the transaction price of the vendor notes was assessed to not represent the fair value on initial recognition. The fair value of the vendor notes amounted to $3,003,599,000 at initial recognition. As the fair value of the vendor notes is neither evidenced by a quoted price in an active market (i.e. Level 1 input) nor based on a valuation technique that uses only data from observable markets, the difference of $1,247,545,000 between the fair value at initial recognition and the transaction price was deferred ("deferred loss"). This deferred loss is amortised using a straight-line method over the expected tenor of 7 years based on the projected repayment of the vendor notes in Rigco's business plan, or recognised in the profit or loss when there are observable market inputs, or when there is a redemption of the vendor notes. Management engaged an independent professional advisor to assist in the determination of the fair value of the vendor notes, which is based on the Discounted Cash Flow ("DCF") calculations using the estimated cash flows available for repayment of the vendor notes, derived based on a probability weighted range of scenarios per Rigco's business plan and financial projections. In addition to the independent professional firm responsible for estimating the fair value based on the DCF calculations and calculating the discount rates, management also relied on an independent industry expert engaged separately by Rigco to provide the estimated future rig sale values used in the financial projections, taking into consideration the market outlook, assumptions and industry parameters. As at 31 December 2023, the carrying value of the vendor notes, measured at fair value, amounted to $4,286,354,000 which included an unamortised deferred loss amounting to $1,107,501,000.	We evaluated the appropriateness of management's accounting treatment of the vendor notes, including the conclusion reached on the deferred loss. We reviewed management's estimation of the fair value of the vendor notes. We also assessed the appropriateness of key assumptions. Our procedures included: • Obtained the business plan and financial projections of Rigco and validated the inputs applied by management in the DCF calculations. • Involved our valuation expert to review the DCF methodology and the discount rate used by management. • Evaluated the competency and experience of the independent professional firm and the industry expert who had assisted management in the valuation of the vendor notes. • Held discussions with the independent industry expert to gain an understanding on the approach adopted in estimating the future rig sale values used in the financial projections including the market outlook and industry parameters. Based on our procedures, we found management's key judgements and estimation of the fair value of the vendor notes to be reasonable. We also considered the adequacy of the disclosures in the financial statements in respect of this matter and found the disclosures in the financial statements in respect of the key judgements and sources of estimation uncertainty to be adequate.

Key Audit Matter	How our audit addressed the Key Audit Matter
1. Accounting and fair valuation of notes receivables arising from the completion of the Asset Co Transaction (continued) *(Refer to Notes 2.27(b)(vii) and 16 to the financial statements)* We focused on this area because of the complexity in the accounting of the vendor notes and the significant judgement required in: • Assessing the extent and significance of unobservable inputs used in the valuation of the vendor notes which determined the accounting for the deferral of the loss on initial recognition. • Estimating the fair value of the vendor notes as the inputs to the valuation are not market observable. Such inputs and assumptions used in the valuation include estimated future rig sale values, dayrates, cost assumptions, utilisation rates, discount rates, duration of charters and estimated timing of future rig sales. These inputs are subject to high estimation uncertainty. The valuation of the vendor notes based on the DCF calculations was most sensitive to discount rates and the estimated future rig sale values.	
2. Revenue recognition based on measurement of progress towards performance obligation *(Refer to Notes 2.27(b)(ii), 24 and 26 to the financial statements)* During the financial year, the Group recognised $382 million of revenue from continuing operations from long-term engineering contracts ("construction contracts"). The Group recognises revenue over time by reference to the Group's progress towards completing the construction of the contract work. The stage of completion was measured by reference to the proportion of contract costs incurred to date to the estimated total contract costs. When it is probable that the costs of a contract will exceed the contract revenue, the expected loss is recognised as an expense immediately. As at 31 December 2023, management assessed that for some projects, total contract costs of each project would exceed the total contract sum. Costs yet to be incurred for these projects as at 31 December 2023 had been included in provision for onerous contracts amounting to $47 million as presented in Note 24. We focused on this area because of the significant management judgment required in: • the estimation of the expected completion dates of the contracts, including expectations of any potential delays; and • the estimation of total costs on the contracts, including contingencies that could arise from variations to original contract terms, and claims.	In respect of construction contracts where progress was measured based on the proportion of contract costs incurred to date to the estimated total contract costs, we evaluated the effectiveness of management's controls over the estimation of total costs and assessed the reasonableness of key inputs in the cost estimation. We tested the appropriateness of estimated costs by comparing these against actual costs incurred. We then recomputed the revenues recognised for the current financial year based on the respective percentage of completion and traced these to the accounting records. In relation to total contracts costs, we: • validated costs incurred by tracing to supplier invoices or subcontractor progress billings; • reviewed management's estimates of cost-to-complete for projects that were in-progress at the year end, by agreeing the costs to quotations and contracts entered for subcontracting costs and reviewing the estimation of construction costs with reference to the remaining activities of the projects, including the consideration for the expectation of potential delays and cost escalations; and • reviewed claims from suppliers and subcontractors and traced to the recording of the costs.

Key Audit Matter	How our audit addressed the Key Audit Matter
	We assessed the need for provision for liquidated damages via discussions with management and project managers and examination of project documentation. We also considered the adequacy of the Group's disclosures in respect of this matter. Based on our procedures, we found assumptions made in the measurement of the progress of construction contracts and the estimation of total contract costs to be reasonable. We also found the disclosures in the financial statements to be adequate.
3. Valuation of properties held for sale *(Refer to Notes 2.27(b)(v) and 18 to the financial statements)* As at 31 December 2023, the Group has residential properties held for sale of $2,053 million mainly in China, Singapore, Indonesia and Vietnam. Properties held for sale are stated at the lower of cost and net realisable values. The determination of the carrying value and whether to recognise any foreseeable losses for properties held for sale is highly dependent on the estimated cost to complete each development and the estimated selling price. For certain development projects, fair values based on independent valuation reports are used to determine the net realisable value of these properties. We focused on this area as significant judgment is required in making estimates of future selling prices and the estimated cost to complete the development project. In instances where independent valuation reports are used, the valuation process involves significant judgment in determining the appropriate valuation methodology to be used, and in estimating the underlying assumptions to be applied. The valuations are highly sensitive to key assumptions applied in deriving the discount rate and price of comparable plots and properties. Continued unfavourable market conditions in certain markets in which the Group operates might exert downward pressure on transaction volumes and residential property prices. This could lead to future trends in these markets departing from known trends based on past experience. There is, therefore, a risk that the estimates of carrying values at the date of these financial statements exceed future selling prices, resulting in losses when the properties are sold.	We found that, in making its estimates of future selling prices, the Group took into account macroeconomic and real estate price trend information in the estimates. Management applied their knowledge of the business in their regular review of these estimates. We corroborated the Group's forecast selling prices by comparing the forecast selling price to, where available, recently transacted prices and prices of comparable properties located in the same vicinity as the properties held for sale. We compared management's budgeted total development costs against underlying contracts with vendors and supporting documents. We discussed with the project managers to assess the reasonableness of estimated cost to complete and corroborated the underlying assumptions made with our understanding of past completed projects. For projects where management has used independent valuation reports as a basis to determine the net realisable value, we evaluated the qualifications and competence of the external valuers and considered the valuation methodologies used against those applied by other valuers for similar property type. We tested the reliability of inputs used in the valuation and corroborated key inputs such as the discount rate and price of comparable plots and properties used in the valuation by comparing them against historical rates and available industry data, taking into consideration comparability and market factors. Where the inputs were outside the expected range, we undertook further procedures to understand the effect of additional factors and, when necessary, held further discussions with the valuers. We focused our work on development projects with slower than expected sales or with low or negative margins. For projects which are expected to sell below cost, we checked the computations of the foreseeable losses. We also considered the adequacy of the disclosures in the financial statements, in describing the allowance for foreseeable losses made for properties held for sale. Based on our procedures, we were satisfied that management's estimates and assumptions were reasonable. We also found the related disclosures in the financial statements to be adequate.

Key Audit Matter	How our audit addressed the Key Audit Matter
4. Valuation of investment properties *(Refer to Notes 2.27(b)(iv) and 8 to the financial statements)* As at 31 December 2023, the Group owns a portfolio of investment properties of $4,665 million comprising mainly office buildings, hotels, retail malls and mixed-use development projects, located primarily in China, Singapore, Indonesia and Vietnam. Investment properties are stated at their fair values determined by independent professional property valuers. We focused on this area as the valuation process involves significant judgment in determining the appropriate valuation methodology to be used, and in estimating the underlying assumptions to be applied. The valuations are highly sensitive to key assumptions applied such as the capitalisation rate, discount rate, net initial yield and price of comparable plots and properties.	We evaluated the qualifications and competence of the independent professional property valuers. We found that the valuers engaged by management are members of recognised professional bodies for professional property valuers and they possessed the requisite competency and experience to assist management in the assessment of the valuations. We considered the valuation methodologies used against those applied by other valuers for similar property types in determining the valuation of investment properties. We also considered other alternative valuation methods. We found the valuation methodologies used to be in line with generally accepted market practices and the key assumptions used were within the range of market data. We tested the reliability of the projected cash inflows and outflows used in the valuation against supporting lease agreements, construction contracts and other documents. We corroborated other inputs such as the capitalisation rate, net initial yield, discount rate and price of comparable plots used in the valuation methodology by comparing them against historical rates and available industry data, taking into consideration comparability and market factors. Where the inputs were outside the expected range, we undertook further procedures to understand the reasons for these and, where necessary, held further discussions with the valuers. We also considered the adequacy of the disclosures in the financial statements, in describing the inherent degree of subjectivity and key assumptions used in the estimates on the valuation of investment properties, as we consider them as likely to be significant to users of the financial statements given the estimation uncertainty and sensitivity of the valuations. We found the disclosures in the financial statements to be adequate.

Key Audit Matter	How our audit addressed the Key Audit Matter
5. Impairment assessment of goodwill arising from acquisition of subsidiary – M1 Limited ("M1") *(Refer to Notes 2.27(b)(i) and 10 to the financial statements)*	
In February 2019, the Group obtained controlling interest in M1 and recognised a goodwill of $988 million upon the acquisition. An annual impairment assessment has been performed on the goodwill where the recoverable amount of M1 as a Cash generating unit ("CGU") is estimated. Where the recoverable amount of M1 is determined to be less than the Group's carrying amount of the M1 CGU (including the goodwill), an impairment loss will be recognised. The recoverable value of the M1 CGU as at 31 December 2023 was determined on a VIU basis using a DCF model. The assessment of the VIU of M1 CGU as at 31 December 2023 required significant judgment in estimating the underlying assumptions including the revenue growth rate, long term growth rate and discount rate. Based on management's assessment, no impairment loss was recognised as the recoverable amount was estimated to be higher than the carrying value (including goodwill) of the M1 CGU.	We assessed the appropriateness of the underlying assumptions made by management in their cash flow projections, including the revenue growth rate, long term growth rate and discount rate based on the economic and industry conditions relevant to M1. We checked whether the cash flow projections were based on the approved business plan. We involved our valuation expert in evaluating the valuation methodology, the long term growth rate and the discount rate applied by management. We assessed the sensitivity of the cash flow projections and other key assumptions including discount rate and long term growth rate on the impairment assessment and the impact on the headroom over the carrying value. Based on our procedures, we were satisfied that management's estimates and assumptions used in the impairment assessment of the goodwill on acquisition of M1 were reasonable. We also considered the adequacy of the disclosures in the financial statements in respect of this matter. We found the disclosures in the financial statements to be adequate.

Other Information

Management is responsible for the other information. The other information comprises the Directors' Statement (but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the other sections of the Keppel Ltd. (formerly known as Keppel Corporation Limited) Annual Report 2023 ("the Other Sections"), which are expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Other Sections, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and take appropriate actions in accordance with SSAs.

Responsibilities of Management and Directors for the Financial Statements
Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act, SFRS(I)s and IFRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements
In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Lam Hock Choon.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants

Singapore
1 March 2024

Balance Sheets

As at 31 December 2023

	Note	GROUP 2023 $'000	GROUP 2022 $'000	COMPANY 2023 $'000	COMPANY 2022 $'000
Share capital	3	**1,305,668**	1,305,668	**1,305,668**	1,305,668
Treasury shares	3	**(387,316)**	(456,015)	**(387,316)**	(456,015)
Reserves	4	**9,389,089**	10,328,606	**6,345,501**	9,578,146
Share capital & reserves		**10,307,441**	11,178,259	**7,263,853**	10,427,799
Perpetual securities	5	**401,521**	401,521	**401,521**	401,521
Non-controlling interests	6	**307,598**	333,560	**–**	–
Total equity		**11,016,560**	11,913,340	**7,665,374**	10,829,320
Represented by:					
Fixed assets	7	**902,149**	976,797	**2,853**	5,641
Investment properties	8	**4,665,064**	4,283,093	**–**	–
Right-of-use assets	9	**213,730**	241,052	**7,923**	11,659
Intangibles	10	**1,534,302**	1,564,714	**–**	–
Subsidiaries	11	**–**	–	**7,183,858**	7,188,393
Associated companies and joint ventures	12	**6,601,853**	6,791,862	**–**	–
Investments	13	**1,618,886**	1,482,719	**18,013**	19,430
Deferred tax assets	14	**78,520**	87,624	**8,862**	8,853
Derivative assets		**100,524**	203,200	**82,083**	163,978
Contract assets	15	**18,674**	86,411	**–**	–
Notes receivables	16	**4,286,354**	–	**–**	–
Long term assets	17	**452,098**	498,536	**58,744**	70,252
		20,472,154	16,216,008	**7,362,336**	7,468,206
Current assets					
Stocks	18	**2,109,941**	2,300,950	**–**	–
Contract assets	15	**405,715**	255,900	**–**	–
Amounts due from:					
– subsidiaries	19	**–**	–	**8,500,662**	7,546,620
– associated companies and joint ventures	19	**256,933**	262,068	**64**	202
Debtors	20	**1,693,963**	1,239,298	**72,524**	58,911
Derivative assets		**18,771**	69,851	**5,134**	9,664
Short term investments	21	**253,109**	48,782	**167,524**	–
Bank balances, deposits & cash	22	**1,265,660**	1,142,344	**272,601**	1,232
		6,004,092	5,319,193	**9,018,509**	7,616,629
Disposal group and assets classified as held for sale	38	**361,656**	9,529,776	**–**	3,166,596
		6,365,748	14,848,969	**9,018,509**	10,783,225
Current liabilities					
Creditors	23	**2,586,430**	2,768,820	**168,581**	89,085
Derivative liabilities		**91,280**	156,355	**78,607**	49,048
Contract liabilities	15	**165,494**	209,770	**–**	–
Provisions	24	**50,797**	58,445	**–**	–
Amounts due to:					
– subsidiaries	19	**–**	–	**210,923**	273,063
– associated companies and joint ventures	19	**101,264**	69,863	**897**	900
Term loans	25	**2,421,680**	3,577,658	**1,547,129**	2,789,301
Lease liabilities	9	**37,408**	36,426	**4,129**	4,216
Taxation	30	**377,474**	258,990	**52,762**	43,513
		5,831,827	7,136,327	**2,063,028**	3,249,126
Liabilities directly associated with disposal group and assets classified as held for sale	38	**307,001**	4,224,003	**–**	–
		6,138,828	11,360,330	**2,063,028**	3,249,126
Net current assets		**226,920**	3,488,639	**6,955,481**	7,534,099
Non-current liabilities					
Term loans	25	**8,537,958**	6,603,186	**6,505,384**	4,043,984
Lease liabilities	9	**142,055**	162,703	**4,606**	8,467
Deferred tax liabilities	14	**411,815**	368,031	**3,198**	–
Derivative liabilities		**114,563**	99,849	**109,693**	91,306
Other non-current liabilities	23	**476,123**	557,538	**29,562**	29,228
		9,682,514	7,791,307	**6,652,443**	4,172,985
Net assets		**11,016,560**	11,913,340	**7,665,374**	10,829,320

The accompanying notes form an integral part of these financial statements.

FINANCIAL REPORT

Consolidated Profit or Loss Account

For the financial year ended 31 December 2023

	Note	2023 $'000	2022# $'000
Continuing operations			
Revenue	26	**6,966,128**	6,619,718
Materials, subcontract and other costs		**(4,998,415)**	(5,174,408)
Staff costs	27	**(704,133)**	(667,878)
Depreciation and amortisation		**(221,440)**	(206,558)
Expected credit loss on financial assets	28	**(24,119)**	(34,010)
Loss from dividend *in specie*	28	**(110,816)**	-
Other operating income – net		**168,707**	28,343
Operating profit	28	**1,075,912**	565,207
Investment income	29	**78,391**	48,541
Interest income	29	**64,886**	91,348
Interest expenses	29	**(328,053)**	(146,187)
Share of results of associated companies and joint ventures		**322,418**	535,979
Profit before tax		**1,213,554**	1,094,888
Taxation	30	**(289,706)**	(245,149)
Profit from continuing operations for the year		**923,848**	849,739
Discontinued operations	38		
Profit from discontinued operations, net of tax		**3,181,232**	83,066
Profit for the year		**4,105,080**	932,805
Attributable to:			
Shareholders of the Company:			
– from continuing operations		**885,219**	838,959
– from discontinued operations		**3,181,433**	87,658
		4,066,652	926,617
Perpetual securities holders		**11,600**	11,600
Non-controlling interests	6	**26,828**	(5,412)
		4,105,080	932,805
Earnings per ordinary share	31		
– basic		**227.6 cts**	52.1 cts
– diluted		**225.6 cts**	51.6 cts
Earnings per ordinary share – Continuing operations:	31		
– basic		**49.5 cts**	47.2 cts
– diluted		**49.1 cts**	46.7 cts

On 27 February 2023 and 28 February 2023, the Asset Co Transaction and the Proposed Combination were completed respectively (please refer to Note 38 for more details). Consequent to the completion, in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the performance of Keppel O&M, as a separate reportable operating segment, excluding certain out-of-scope assets, for the period from 1 January to 28 February 2023 and the gain arising from the Proposed Combination, and the comparative full year ended 31 December 2022, were reported as discontinued operations. Refer to Note 38 for further details.

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Comprehensive Income

For the financial year ended 31 December 2023

	2023 $'000	2022 $'000
Profit for the year	**4,105,080**	932,805
Items that may be reclassified subsequently to profit or loss account:		
Cash flow hedges		
– Fair value changes arising during the year, net of tax	**(82,706)**	155,771
– Realised and transferred to profit or loss account	**(59,040)**	195,578
Foreign exchange translation		
– Exchange differences arising during the year	**5,849**	(410,257)
– Realised and transferred to profit or loss account	**123,900**	(15,954)
Share of other comprehensive income of associated companies and joint ventures		
– Cash flow hedges	**(39,983)**	68,506
– Foreign exchange translation	**(57,506)**	(280,320)
	(109,486)	(286,676)
Items that will not be reclassified subsequently to profit or loss account:		
Financial assets, at FVOCI		
– Fair value changes arising during the year	**(146,931)**	(9,121)
Foreign exchange translation		
– Exchange differences arising during the year	**(15,607)**	(17,080)
Share of other comprehensive income of associated companies and joint ventures		
– Financial assets, at FVOCI	**(1,431)**	(662)
	(163,969)	(26,863)
Other comprehensive loss for the year, net of tax	**(273,455)**	(313,539)
Total comprehensive income for the year	**3,831,625**	619,266
Attributable to:		
Shareholders of the Company		
– from continuing operations	**565,212**	523,603
– from discontinued operations	**3,244,417**	107,852
	3,809,629	631,455
Perpetual securities holders	**11,600**	11,600
Non-controlling interests	**10,396**	(23,789)
	3,831,625	619,266

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Changes in Equity

For the financial year ended 31 December 2023

	Attributable to owners of the Company								
	Share Capital $'000	Treasury Shares $'000	Capital Reserves $'000	Revenue Reserves $'000	Foreign Exchange Translation Account $'000	Share Capital & Reserves $'000	Perpetual Securities $'000	Non-controlling Interests $'000	Total Equity $'000
GROUP									
2023									
As at 1 January 2023	1,305,668	(456,015)	544,909	10,632,860	(849,163)	11,178,259	401,521	333,560	11,913,340
Total comprehensive income for the year									
Profit for the year	–	–	–	4,066,652	–	4,066,652	11,600	26,828	4,105,080
Other comprehensive income*	–	–	(329,266)	–	72,243	(257,023)	–	(16,432)	(273,455)
Total comprehensive income for the year	–	–	(329,266)	4,066,652	72,243	3,809,629	11,600	10,396	3,831,625
Transactions with owners, recognised directly in equity									
Contributions by and distributions to owners									
Dividends paid (Note 32)	–	–	–	(581,520)	–	(581,520)	–	–	(581,520)
Dividends *in specie* (Note 32)	–	–	–	(4,139,456)	–	(4,139,456)	–	–	(4,139,456)
Share-based payment	–	–	40,777	–	–	40,777	–	–	40,777
Dividend paid to non-controlling shareholders	–	–	–	–	–	–	–	(15,993)	(15,993)
Treasury shares reissued pursuant to share plans	–	68,699	(68,699)	–	–	–	–	–	–
Transfer of statutory, capital and other reserves from revenue reserves	–	–	8,606	(7,235)	(1,371)	–	–	–	–
Distribution paid to perpetual securities holders	–	–	–	–	–	–	(11,600)	–	(11,600)
Contributions to defined benefits plans	–	–	(248)	–	–	(248)	–	(143)	(391)
Total contributions by and distributions to owners	–	68,699	(19,564)	(4,728,211)	(1,371)	(4,680,447)	(11,600)	(16,136)	(4,708,183)
Changes in ownership interests in subsidiaries									
Acquisition of additional interest in subsidiaries	–	–	–	–	–	–	–	(14,316)	(14,316)
Disposal of interest in subsidiaries	–	–	–	–	–	–	–	(5,906)	(5,906)
Total change in ownership interests in subsidiaries	–	–	–	–	–	–	–	(20,222)	(20,222)
Total transactions with owners	–	68,699	(19,564)	(4,728,211)	(1,371)	(4,680,447)	(11,600)	(36,358)	(4,728,405)
As at 31 December 2023	1,305,668	(387,316)	196,079	9,971,301	(778,291)	10,307,441	401,521	307,598	11,016,560

* Details of other comprehensive income have been included in the consolidated statement of comprehensive income.

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Changes in Equity

For the financial year ended 31 December 2023

	Attributable to owners of the Company								
	Share Capital $'000	Treasury Shares $'000	Capital Reserves $'000	Revenue Reserves $'000	Foreign Exchange Translation Account $'000	Share Capital & Reserves $'000	Perpetual Securities $'000	Non-controlling Interests $'000	Total Equity $'000
GROUP									
2022									
As at 1 January 2022	1,305,668	(4,624)	129,619	10,365,733	(141,256)	11,655,140	401,521	384,700	12,441,361
Total comprehensive income for the year									
Profit for the year	–	–	–	926,617	–	926,617	11,600	(5,412)	932,805
Other comprehensive income*	–	–	411,369	–	(706,531)	(295,162)	–	(18,377)	(313,539)
Total comprehensive income for the year	–	–	411,369	926,617	(706,531)	631,455	11,600	(23,789)	619,266
Transactions with owners, recognised directly in equity									
Contributions by and distributions to owners									
Dividends paid (Note 32)	–	–	–	(643,233)	–	(643,233)	–	–	(643,233)
Share-based payment	–	–	45,096	–	–	45,096	–	–	45,096
Dividend paid to non-controlling shareholders	–	–	–	–	–	–	–	(33,033)	(33,033)
Purchase of treasury shares	–	(499,993)	–	–	–	(499,993)	–	–	(499,993)
Treasury shares reissued pursuant to share plans	–	48,602	(48,602)	–	–	–	–	–	–
Transfer of statutory, capital and other reserves from revenue reserves	–	–	17,659	(16,283)	(1,376)	–	–	–	–
Contribution by non-controlling shareholders	–	–	–	–	–	–	–	2,916	2,916
Distribution paid to perpetual securities holders	–	–	–	–	–	–	(11,600)	–	(11,600)
Contributions to defined benefits plans	–	–	1,234	–	–	1,234	–	22	1,256
Total contributions by and distributions to owners	–	(451,391)	15,387	(659,516)	(1,376)	(1,096,896)	(11,600)	(30,095)	(1,138,591)
Changes in ownership interests in subsidiaries									
Acquisition of additional interest in subsidiaries	–	–	(11,466)	–	–	(11,466)	–	(13,138)	(24,604)
Disposal of interest in subsidiaries	–	–	–	26	–	26	–	(4,071)	(4,045)
Effects of acquiring part of non-controlling interests in a subsidiary	–	–	–	–	–	–	–	19,953	19,953
Total change in ownership interests in subsidiaries	–	–	(11,466)	26	–	(11,440)	–	2,744	(8,696)
Total transactions with owners	–	(451,391)	3,921	(659,490)	(1,376)	(1,108,336)	(11,600)	(27,351)	(1,147,287)
As at 31 December 2022	1,305,668	(456,015)	544,909	10,632,860	(849,163)	11,178,259	401,521	333,560	11,913,340

* Details of other comprehensive income have been included in the consolidated statement of comprehensive income.

The accompanying notes form an integral part of these financial statements.

Statement of Changes in Equity

For the financial year ended 31 December 2023

	Attributable to owners of the Company						
	Share Capital $'000	Treasury Shares $'000	Capital Reserves $'000	Revenue Reserves $'000	Share Capital & Reserves $'000	Perpetual Securities $'000	Total $'000
COMPANY							
2023							
As at 1 January 2023	**1,305,668**	**(456,015)**	**217,036**	**9,361,110**	**10,427,799**	**401,521**	**10,829,320**
Total comprehensive income for the year							
Profit for the year	**–**	**–**	**–**	**1,517,670**	**1,517,670**	**11,600**	**1,529,270**
Other comprehensive income	**–**	**–**	**(1,417)**	**–**	**(1,417)**	**–**	**(1,417)**
Total comprehensive income for the year	**–**	**–**	**(1,417)**	**1,517,670**	**1,516,253**	**11,600**	**1,527,853**
Transactions with owners, recognised directly in equity							
Dividends paid (Note 32)	**–**	**–**	**–**	**(581,520)**	**(581,520)**	**–**	**(581,520)**
Dividends *in specie* (Note 32)	**–**	**–**	**–**	**(4,139,456)**	**(4,139,456)**	**–**	**(4,139,456)**
Share-based payment	**–**	**–**	**40,777**	**–**	**40,777**	**–**	**40,777**
Treasury shares reissued pursuant to share plans	**–**	**68,699**	**(68,699)**	**–**	**–**	**–**	**–**
Distribution paid to perpetual securities holders	**–**	**–**	**–**	**–**	**–**	**(11,600)**	**(11,600)**
Total transactions with owners	**–**	**68,699**	**(27,922)**	**(4,720,976)**	**(4,680,199)**	**(11,600)**	**(4,691,799)**
As at 31 December 2023	**1,305,668**	**(387,316)**	**187,697**	**6,157,804**	**7,263,853**	**401,521**	**7,665,374**
2022							
As at 1 January 2022	1,305,668	(4,624)	224,759	8,271,057	9,796,860	401,521	10,198,381
Total comprehensive income for the year							
Profit for the year	–	–	–	1,733,286	1,733,286	11,600	1,744,886
Other comprehensive income	–	–	(4,218)	–	(4,218)	–	(4,218)
Total comprehensive income for the year	–	–	(4,218)	1,733,286	1,729,068	11,600	1,740,668
Transactions with owners, recognised directly in equity							
Dividends paid	–	–	–	(643,233)	(643,233)	–	(643,233)
Share-based payment	–	–	45,097	–	45,097	–	45,097
Purchase of treasury shares	–	(499,993)	–	–	(499,993)	–	(499,993)
Treasury shares reissued pursuant to share plans	–	48,602	(48,602)	–	–	–	–
Distribution paid to perpetual securities holders	–	–	–	–	–	(11,600)	(11,600)
Total transactions with owners	–	(451,391)	(3,505)	(643,233)	(1,098,129)	(11,600)	(1,109,729)
As at 31 December 2022	1,305,668	(456,015)	217,036	9,361,110	10,427,799	401,521	10,829,320

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Cash Flows

For the financial year ended 31 December 2023

	Note	2023 $'000	2022 $'000
Operating activities			
Operating profit		**4,272,704**	726,891
Adjustments:			
Depreciation and amortisation		**221,440**	241,957
Share-based payment expenses		**37,337**	43,403
Gain on sale of fixed assets and investment properties		**(53,931)**	(6,980)
Gain on disposal of subsidiaries		**(3,320,201)**	(22,498)
Gain on disposal of associated companies and joint ventures		**(69,774)**	(74,860)
(Gain)/loss from sale of interests in associated companies and joint ventures		**(36,636)**	40,168
Provision/(write-back) of impairment of right-of-use assets and fixed assets		**1,023**	(291,867)
Loss on dividend *in specie*		**110,816**	–
Impairment of a joint venture		**–**	1,000
Fair value gain on investment properties		**(149,532)**	(131,711)
(Gain)/loss from change in interest in associated companies		**1,427**	(10,933)
Fair value gain on investments and associated companies and joint ventures		**(69,028)**	(85,844)
Fair value gain on notes receivables		**(965)**	–
Gain on acquisition of subsidiaries		**–**	(6,795)
Unrealised foreign exchange differences		**(78,420)**	(100,380)
Operational cash flow before changes in working capital		**866,260**	321,551
Working capital changes:			
Stocks		**295,878**	708,305
Contract assets		**(274,574)**	(620,466)
Debtors		**(24,685)**	38,717
Creditors		**(185,342)**	274,318
Contract liabilities		**(104,795)**	3,297
Trade amount due (to)/from associated companies and joint ventures		**(104,168)**	99,741
		468,574	825,463
Interest received		**70,231**	107,306
Interest paid		**(364,290)**	(285,609)
Net income taxes paid, net of refunds received		**(116,086)**	(387,573)
Net cash from operating activities		**58,429**	259,587
Investing activities			
Acquisition of subsidiaries	A	**504**	(34,328)
Acquisition and further investment in associated companies and joint ventures		**(419,157)**	(885,728)
Acquisition of fixed assets, investment properties, intangible assets and investments		**(921,090)**	(696,211)
Disposal of subsidiaries	B	**(890,641)**	403,194
Proceeds from disposal of fixed assets, investment properties, and investments		**411,437**	83,413
Proceeds from disposal of associated companies and joint ventures and return of capital		**505,052**	341,797
Deposit paid for acquisition of a real estate asset manager		**(44,912)**	–
Loan extended in relation to a potential acquisition		**(14,324)**	–
Repayment from/(advances to) associated companies, joint ventures and joint venture partner		**166,516**	(210,364)
Dividends received from investments, associated companies and joint ventures		**263,901**	330,942
Net cash used in investing activities		**(942,714)**	(667,285)
Financing activities			
Acquisition of additional interest in subsidiaries		**(14,316)**	(28,600)
Proceeds from non-controlling shareholders of subsidiaries		**–**	2,916
Proceeds from term loans		**4,958,307**	2,933,615
Repayment of term loans		**(3,582,576)**	(3,270,039)
Principal element of lease payments		**(40,005)**	(82,641)
Purchase of treasury shares		**–**	(499,993)
Dividend paid to shareholders of the Company		**(581,520)**	(643,233)
Dividend paid to non-controlling shareholders of subsidiaries		**(15,993)**	(33,033)
Net advances from non-controlling shareholders of certain subsidiaries		**10,646**	111,023
Distribution to perpetual securities holders		**(11,600)**	(11,600)
Net cash from/(used in) financing activities		**722,943**	(1,521,585)
Net decrease in cash and cash equivalents		**(161,342)**	(1,929,283)
Cash and cash equivalents as at beginning of year		**1,444,773**	3,543,642
Effects of exchange rate changes on the balance of cash held in foreign currencies		**(18,340)**	(169,586)
Cash and cash equivalents as at end of year	C	**1,265,091**	1,444,773

The accompanying notes form an integral part of these financial statements.

Reconciliation of liabilities arising from financing activities

2023

	1 January 2023 $'000	Net proceeds/ (payment) of principal $'000	Non-cash changes: Addition during the year $'000	Remeasure-ment of lease liabilities $'000	Disposal of sub-sidiaries $'000	Acquisition of sub-sidiaries $'000	Foreign exchange movement $'000	Others $'000	Presented as liabilities directly associated with assets classified as held for sale (Note 38) $'000	31 December 2023 $'000
Term loans	**10,180,844**	**877,051**	**–**	**–**	**–**	**–**	**(98,257)**	**–**	**–**	**10,959,638**
Lease liabilities	**199,129**	**(35,139)**	**23,401**	**940**	**(8,640)**	**–**	**(228)**	**–**	**–**	**179,463**
Advances from non-controlling shareholders	**273,710**	**10,646**	**–**	**–**	**–**	**–**	**(3,698)**	**2,084**	**–**	**282,742**

2022

	1 January 2022 $'000	Net proceeds/ (payment) of principal $'000	Non-cash changes: Addition during the year $'000	Remeasure-ment of lease liabilities $'000	Disposal of sub-sidiaries $'000	Acquisition of sub-sidiaries $'000	Foreign exchange movement $'000	Others $'000	Presented as liabilities directly associated with assets classified as held for sale (Note 38) $'000	31 December 2022 $'000
Term loans	11,455,220	(336,424)	–	–	(55,286)	43,909	(168,864)	–	(757,711)	10,180,844
Lease liabilities	561,719	(82,641)	43,084	20,864	(30,814)	–	1,631	–	(314,714)	199,129
Advances from non-controlling shareholders	163,815	111,023	–	–	–	–	(1,970)	842	–	273,710

Notes to Consolidated Statement of Cash Flows

A. **Acquisition of subsidiaries**

During the financial year, net assets of subsidiaries acquired at their fair values were as follows:

	2023 $'000	2022 $'000
Fixed assets and investment properties	**–**	3,829
Right-of-use assets	**–**	226
Intangible assets	**–**	10,799
Stocks	**–**	9,174
Debtors and other assets	**29,380**	109,918
Bank balances and cash	**7,261**	21,056
Creditors and other liabilities	**(4,201)**	(19,578)
Borrowings and lease liabilities	**–**	(43,909)
Current and deferred taxation	**–**	(8,820)
Total identifiable net assets at fair value	**32,440**	82,695
Non-controlling interests measured at fair value	**–**	(20,694)
Amount previously accounted for as associated companies or joint ventures	**(40,888)**	178
Goodwill on consolidation (Note 10)	**15,205**	–
Gain on acquisition of subsidiaries	**–**	(6,795)
Total purchase consideration	**6,757**	55,384
Less: Bank balances and cash acquired	**(7,261)**	(21,056)
Cash (inflow)/outflow on acquisition	**(504)**	34,328

During the year, acquisition relates to acquisition of remaining 50% interest in Keppel Credit Fund Management Pte. Ltd. (previously known as Pierfront Capital Fund Management Pte. Ltd.) and gain of control of the Group's 64% owned joint ventures, VN Glory Pte. Ltd., VN Fortune Pte. Ltd. and VN Growth Pte. Ltd. via a capital reduction after the exit of a joint venture partner. Subsequent to the capital reduction, the Group holds 91% interest in these entities. The fair value of the net identifiable assets is determined on a provisional basis.

In prior year, acquisition relates to acquisition of 51% of the total issued share capital of Glocomp Systems (M) Sdn Bhd over two tranches and acquisition of 100% equity interest in Juventas DC Pte. Ltd.

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Cash Flows

For the financial year ended 31 December 2023

B. Disposal of Subsidiaries

During the financial year, the book values of net assets of subsidiaries disposed were as follows:

	2023 $'000	2022 $'000
Fixed assets and investment properties	**(268,241)**	(98,621)
Right-of-use assets	**(10,336)**	(33,480)
Intangible assets	**–**	(1,275)
Stocks	**(92)**	(233,405)
Debtors and other assets	**(39,939)**	(59,263)
Associated companies and joint ventures	**–**	(127,215)
Amount due to associated companies and joint ventures	**31,579**	–
Bank balances and cash	**(4,493)**	(15,769)
Disposal group classified as held for sale*	**(9,710,455)**	–
Creditors and other liabilities	**202,005**	35,301
Borrowings and lease liabilities	**8,640**	86,100
Liabilities directly associated with disposal group classified as held for sale*	**4,438,191**	–
Current and deferred taxation	**(37)**	33,911
Non-controlling interests deconsolidated	**5,513**	4,009
Net assets disposed, less provision for transaction costs and other liabilities	**(5,347,665)**	(409,707)
Net gain on disposal	**(3,320,201)**	(22,498)
Amount accounted for as associated company	**40,223**	–
Realisation of cashflow hedge reserve	**42,719**	–
Realisation of foreign currency translation reserve	**(105,072)**	8,520
Sale proceeds	**(8,689,996)**	(423,685)
Less: Bank balances and cash disposed	**972,519**	15,769
Less: Proceeds receivable	**3,669**	4,722
Less: Deferred proceeds received	**(4,722)**	–
Less: Consideration in relation to disposal of discontinued operations*	**8,609,171**	–
Cash outflow/(inflow) on disposal	**890,641**	(403,194)

* Refer to Note 38 for the breakdown of disposal group classified as held for sale and liabilities directly associated with disposal group classified as held for sale disposed during the year.

During the year, disposal of subsidiaries relates to the Asset Co Transaction and the Proposed Combination (Note 38), Willowville Pte Ltd, Greenfield Development Pte. Ltd. as well as dilution of shareholding interest in Asgard Investment Holdings Pte. Ltd. to 40% and dilution of shareholding interest in Keppel Sakra Cogen Pte Ltd to 30%. During the year, the Group also received deferred proceeds from FY2022 sale of Shanghai Fengwo Apartment Management Co Ltd.

In the prior year, disposal of subsidiaries relates to Shanghai Fengwo Apartment Management Co Ltd, Shanghai Jinju Real Estate Development Co Ltd, Keppel Logistics Pte. Ltd. and Indo-Trans Keppel Logistics Vietnam Co Ltd.

C. Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents in the consolidated statement of cash flows comprise the following balance sheet amounts:

	2023 $'000	2022 $'000
Bank balances, deposits and cash	**998,555**	1,142,344
Amounts held under a segregated account in relation to the proceeds (Note 22) from sale of the Retained Consideration Shares (as defined in Note 38)	**267,105**	–
	1,265,660	1,142,344
Disposal group classified as held for sale – bank balances, deposits & cash (Note 38)	**–**	381,179
Amounts held under escrow accounts for overseas acquisition of land, payment of construction cost, claims and other liabilities	**(569)**	(78,750)
	1,265,091	1,444,773

The accompanying notes form an integral part of these financial statements.

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. GENERAL

With effect from 1 January 2024, the name of the Company has been changed from "Keppel Corporation Limited" to "Keppel Ltd.".

The Company is incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited. The address of its principal place of business and registered office is 1 HarbourFront Avenue #18-01, Keppel Bay Tower, Singapore 098632.

The Company's principal activity is that of an investment holding and management company.

The principal activities of the companies in the Group consist of:

- management of private funds and listed real estate investment and business trusts, focusing in areas of infrastructure, real estate and connectivity.
- provision of energy and environmental solutions and services that are essential for sustainable development, including commercial power generation, renewables, environmental engineering and construction and infrastructure operation and maintenance;
- property development and investment, as well as master development, and provision of sustainable and innovative urban space solutions, including sustainable urban renewal and senior living; and
- development and operation of data centres, provision of telecommunications services, sale of telecommunications and information technology equipment, and provision of system integration solutions and services.

The financial statements of the Group for the financial year ended 31 December 2023 and the balance sheet and statement of changes in equity of the Company at 31 December 2023 were authorised for issue in accordance with a resolution of the Board of Directors on 1 March 2024.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of Preparation

The financial statements have been prepared in accordance with the provisions of the Companies Act 1967, Singapore Financial Reporting Standards (International) ("SFRS(I)s") and International Financial Reporting Standards ("IFRSs"). All references to SFRS(I)s and IFRSs are referred to collectively as SFRS(I)s in these financial statements, unless specified otherwise. The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

2.2 Adoption of New and Revised Standards

The Group adopted the new/revised SFRS(I)s, SFRS(I) Interpretations and amendments to SFRS(I)s that are effective for annual periods beginning on or after 1 January 2023. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I)s, SFRS (I) Interpretations and amendments to SFRS(I)s.

The following are the new or amended SFRS(I)s, SFRS(I) Interpretations and amendments to SFRS(I)s, that are relevant to the Group:

- SFRS(I) 17 *Insurance Contracts* (effective for annual periods beginning on or after 1 January 2023)
- Amendments to SFRS(I) 1-12 *Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction* (effective for annual periods beginning on or after 1 January 2023)
- Amendments to SFRS(I) 1-12 I*ncome Taxes: International Tax Reform – Pillar Two Model Rules* (effective for annual periods beginning on or after 1 January 2023)

The adoption of the above new or amended SFRS(I)s, SFRS(I) Interpretations and amendments to SFRS(I)s did not have any significant impact on the financial statements of the Group.

For the financial year ended 31 December 2023, the Group had applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to SFRS (I)1-12 issued in May 2023. The Group accounts for Pillar Two income taxes as current tax when it is incurred.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.3 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries.

The financial statements of subsidiaries acquired or disposed of during the financial year are included or excluded from the consolidated financial statements from their respective dates of obtaining control or ceasing control. All intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

Acquisition of subsidiaries is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the fair value of the assets transferred, equity instruments issued, liabilities incurred or assumed at the date of exchange and the fair values of any contingent consideration arrangement and any pre-existing equity interest in the subsidiary. Acquisition-related costs are recognised in the profit or loss account as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interests, except for deferred tax assets/liabilities, share-based related accounts and assets held for sale.

Any excess of the cost of business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represents goodwill. Any excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of business combination is recognised in the profit or loss account on the date of acquisition.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted and the difference between the change in the carrying amounts of the non-controlling interests and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the Group derecognises all assets (including any goodwill), liabilities and non-controlling interests at their carrying amounts. Amounts previously recognised in other comprehensive income in respect of that former subsidiary are reclassified to the profit or loss account or transferred directly to revenue reserves if required by a specific Standard. Any retained interest in the former subsidiary is recognised at its fair value at the date control is lost, with the gain or loss arising recognised in the profit or loss account. For loss of control transactions where the retained interest in the former subsidiary is an associate or joint venture accounted for using the equity method, any previously unrecognised profit/loss arising from intra-group transactions are recognised only to the extent of the equity interest divested.

On a transaction-by-transaction basis, the measurement of non-controlling interests is either at fair value or at the non-controlling interests' share of the fair value of the identifiable net assets of the acquiree.

Contingent consideration is measured at fair value at the acquisition date; subsequent adjustments to the consideration are recognised against goodwill only to the extent that they arise from better information about the fair value at the acquisition date, and they occur within the 'measurement period' (a maximum of 12 months from the acquisition date). All other subsequent adjustments are recognised in the profit or loss account.

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the owners of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and balance sheet. Total comprehensive income is attributed to the non-controlling interests in a subsidiary based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

2.4 Fixed Assets

Fixed assets are initially stated at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment loss, if any. The cost initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent expenditure is added to the carrying amount only when it is probable that future economic benefits will flow to the entity and the cost can be measured reliably. When the carrying amount of an asset is greater than its estimated recoverable amount, it is written down to its recoverable amount. Profits or losses on disposal of fixed assets are included in the profit or loss account.

Depreciation of fixed assets is calculated on a straight-line basis to write off the cost of the fixed assets over their estimated useful lives. No depreciation is provided on freehold land and capital work-in-progress. The estimated useful lives of other fixed assets are as follows:

Buildings on freehold land	30 to 50 years
Buildings on leasehold land	Over period of lease (ranging from 10 to 50 years)
Plant, machinery & equipment	3 to 30 years
Networks and related application systems	5 to 25 years
Furniture, fittings & office equipment	2 to 15 years

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

2.5 Investment Properties

Investment properties comprise completed properties and properties under construction or re-development held to earn rental and/or for capital appreciation and right-of-use assets relating to leasehold land that is held for long term capital appreciation or for a currently indeterminate use. Investment properties are initially recognised at cost and subsequently measured at fair value, determined annually based on valuations by independent professional valuers, except for significant investment properties which are revalued on a half-yearly basis. Changes in fair value are recognised in the profit or loss account. The cost of major renovations or improvements is capitalised and the carrying amounts of the replaced components are recognised in the profit or loss account.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in the profit or loss account.

2.6 Subsidiaries

A subsidiary is an entity (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the Company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Investments in subsidiaries are stated in the financial statements of the Company at cost less accumulated impairment losses. On disposal of a subsidiary, the difference between net disposal proceeds and carrying amount of the investment is taken to profit or loss.

2.7 Associated Companies and Joint Ventures

An associated company is an entity, not being a subsidiary, over which the Group has significant influence, but not control.

A joint venture is an entity, not being a subsidiary, over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entities.

Investments in associated companies and joint ventures are stated in the Company's financial statements at cost less any impairment losses. On disposal of an associated company or a joint venture, the difference between net disposal proceeds and the carrying amount of the investment is taken to the profit or loss account.

Investments in associated companies and joint ventures are accounted for in the consolidated financial statements using the equity method of accounting less impairment loss, if any. The Group's share of profit or loss and other comprehensive income of the associated company or joint venture is included in the consolidated profit or loss account and consolidated statement of comprehensive income respectively. The Group's share of net assets of the associated company or joint venture is included in the consolidated balance sheet.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.7 Associated Companies and Joint Ventures (continued)

When the Group's investment in an associated company or a joint venture is held by, or is held indirectly through, a subsidiary or 'organisation' that is a venture capital organisation, or a mutual fund, unit trust and similar entities, the Group may elect to measure that investment at fair value through profit or loss. This election is made separately for each associated company or joint venture, at initial recognition of the associated company or joint venture. The 'organisation' does not have to be a separate legal entity or special purpose vehicle. However, the 'organisation' does have to be a division or a branch that is clearly separated and managed independently from the entity's other business activities and undertake a venture capital business, or a mutual fund, unit trust and similar types of businesses that is managed with the objective of earning a return on its investments.

Any excess of the cost of acquisition over the Group's share of net identifiable assets, liabilities and contingent liabilities of the associated company or joint venture recognised at the date of acquisition measured at their fair values is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. Any excess of the Group's share of the net identifiable assets, liabilities and contingent liabilities measured at their fair values over the cost of acquisition, after reassessment, is recognised immediately in the profit or loss account as a bargain purchase gain.

2.8 Intangibles

Goodwill

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over the net identifiable assets acquired and the liabilities assumed measured at their fair values at acquisition date. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any impairment losses. If the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in the profit or loss account as a bargain purchase gain.

Spectrum Rights

These comprise expenditure relating to one-time charges paid to acquire spectrum rights and telecommunications licenses or access codes. These intangible assets are measured initially at cost and subsequently carried at cost less any accumulated amortisation and any accumulated impairment losses. Spectrum rights are amortised on a straight-line basis over the estimated economic useful life of 4 to 16 years.

Brand

The brand was acquired as part of a business combination. The brand value will be amortised over the useful life which is estimated to be 30 years.

Customer Contracts and Customer Relationships

Customer contracts and customer relationships are identified and recognised separately from goodwill. The cost of customer contracts and relationships is at their fair value at the acquisition date and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Costs incurred which are expected to generate future economic benefits are recognised as intangibles and amortised on a straight-line basis over their useful lives, ranging from 2 to 17 years.

Other Intangible Assets

Other intangible assets include internet protocol (IP) address, initially recognised at cost and subsequently carried at cost less accumulated amortisation. Costs incurred which are expected to generate future economic benefits are recognised as intangibles and amortised on a straight-line basis over their useful lives, ranging from 3 to 15 years.

Other intangible assets also include management rights which is initially recognised at cost upon acquisition and subsequently carried at cost less accumulated impairment losses, if any. The useful life of the management rights is estimated to be indefinite because management believes there is no foreseeable limit to the period over which the management rights is expected to generate net cash inflows for the Group.

2.9 Service Concession Arrangement

The Group has an existing service concession arrangement with a governing agency (the grantor) to design, build, own and operate a desalination plant in Singapore. Under the service concession arrangement, the Group will operate the plant for 25 years. At the end of the concession period, the grantor may require the plant to be handed over in a specified condition or to be demolished at reasonable costs borne by the grantor. Such service concession arrangement falls within the scope of SFRS(I) INT 12 *Service Concession Arrangements*.

The Group constructs the plant (construction services) used to provide public services and operates and maintains the plant (operation services) for the concession period as specified in the contract. The Group recognises and measures revenue in accordance with SFRS(I) 15 for the services it performs.

The Group recognises a financial asset arising from the provision of the construction services when it has a contractual right to receive fixed and determinable amounts of payments irrespective of the output produced. The consideration receivable is measured initially at fair value and subsequently measured at amortised amount using the effective interest method.

2.10 Financial Assets

The Group classifies its financial assets in the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income ("FVOCI"); and
- Fair value through profit or loss ("FVPL").

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

Purchases and sale of financial assets are recognised on the trade date when the Group commits to purchase or sell the assets.

At initial recognition, the Group measures a financial asset at its fair value including, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the profit or loss account.

Where the transaction price is not representative of the fair value of the financial asset, the Group assesses the fair value of the financial asset. For transactions when the fair value is based on quoted price in an active market (i.e. Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference if any, between the fair value at initial recognition and the transaction price is recognised directly in profit or loss. Otherwise the difference, if any, between the fair value at initial recognition and the transaction price is deferred and recognised on a systematic basis over time in profit or loss.

i. Debt instruments

Debt instruments mainly comprise of cash and bank balances, trade, intercompany and other receivables (excluding prepayments), notes receivables and investments. Trade, intercompany and other receivables are stated initially at fair value and subsequently at amortised cost as reduced by appropriate allowances for estimated irrecoverable amounts.

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the profit or loss account when the asset is derecognised or impaired. Interest income from these financial assets is recognised in the profit or loss account using the effective interest rate method.

Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in the profit or loss account in the period in which it arises. For notes receivables carried at FVPL, such movement in fair values and interest income is recognised in the profit or loss account in the period which it arises and presented on net basis as fair value gain or loss. For foreign currency denominated debt instruments measured at FVPL, the Group presents the exchange gain or loss arising from such instruments separately from the movements in fair values, and as part of total exchange gains or losses.

Debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in other comprehensive income ("OCI") and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in the profit or loss account. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the profit or loss account. Interest income from these financial assets is recognised in the profit or loss account using the effective interest rate method.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in the profit or loss account. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to the profit or loss account.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.10 Financial Assets (continued)

ii. **Equity investments**
The Group measures all its equity investments at their fair values. Equity investments are classified as FVPL with movements in their fair values recognised in the profit or loss account in the period in which the changes arise. For equity investments where the Group has elected to recognise changes in fair value in OCI, movements in fair values are presented as "fair value changes" in OCI. Dividends from equity investments are recognised in the profit or loss account.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in the profit or loss account if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sale proceeds would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Investments include equity investments classified as FVPL and FVOCI and debt investments classified as FVPL. The fair value of investments that are traded in active markets is based on quoted market prices at the balance sheet date. The quoted market prices are the current bid prices. The fair value of investments that are not traded in an active market is determined using valuation techniques. Such techniques include using recent arm's length transactions, reference to the underlying net asset value of the investee companies and discounted cash flow analysis.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and bank deposits which are subject to an insignificant risk of change in value. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when the Company and the Group has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. A right to set-off must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

2.11 Derivative Financial Instruments and Hedge Accounting

Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at fair value. Derivative financial instruments are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Gains or losses arising from changes in fair value of derivative financial instruments that do not qualify for hedge accounting are taken to the profit or loss account.

For cash flow hedges, the effective portion of the gains or losses on the hedging instrument is recognised directly in other comprehensive income and accumulated in the hedging reserve, while the ineffective portion is recognised in the profit or loss account. Amounts taken to other comprehensive income are reclassified to the profit or loss account when the hedged transaction affects the profit or loss account.

For fair value hedges, changes in the fair value of the designated hedging instruments are recognised in the profit or loss account. The hedged item is adjusted to reflect change in its fair value in respect of the risk hedged, with any gain or loss recognised in the profit or loss account.

For net investment hedges, the Group designates certain foreign currency borrowings as net investment hedges of foreign operations. These hedging instruments are accounted for similarly to cash flow hedges.

When foreign currency borrowings are designated as net investments hedges of foreign operations, the effective portion of currency translation differences is recognised in other comprehensive income and presented in the translation reserve within equity. Any ineffective portion of the currency translation differences is recognised immediately in profit or loss. The amount recognised in other comprehensive income is reclassified to profit or loss on disposal of the foreign operation.

The Group documents at the inception of the transaction the relationship between the hedging instruments and hedged items, as well as its risk management objectives and strategies for undertaking various transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives designated as hedging instruments are highly effective in offsetting changes in fair value or cash flows of the hedged items.

2.12 Stocks

Stocks, consumable materials and supplies are stated at the lower of cost and net realisable value, cost being principally determined on the weighted average method. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses.

Properties held for sale are stated at the lower of cost and net realisable value. Cost includes cost of land and construction, related overheads expenditure, and financing charges incurred during the period of development. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

Each property under development is accounted for as a separate project. Where a project comprises more than one component or phase with a separate temporary occupation permit, each component or phase is treated as a separate project, and interest and other net costs are apportioned accordingly.

2.13 Contract Assets and Contract Liabilities

For contracts where the customer is invoiced on a milestone payment schedule or over the period of the contract, a contract asset is recognised if the value of the contract work transferred by the Group exceed the receipts from the customer, and a contract liability is recognised if the receipts from the customer exceed the value of the contract work transferred by the Group.

2.14 Impairment of Assets

Financial Assets

The Group assesses on a forward looking basis the expected credit losses associated with its debt financial assets carried at amortised cost and fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 36 sets out how the Group determines whether there has been a significant increase in credit risk.

For trade receivables and contract assets, the Group applies the simplified approach permitted by the SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Goodwill

Goodwill is tested for impairment annually and whenever there is an indication that the goodwill may be impaired. Goodwill included in the carrying amount of an associated company or joint venture is tested for impairment as part of the investment.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGU"s) expected to benefit from the synergies of the combination. An impairment loss is recognised in the profit or loss account when the carrying amount of the CGU, including goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use. The impairment loss is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then, to reduce the carrying amount of the other assets in the unit on a pro-rata basis. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Other Non-Financial Assets

Tangible and intangible assets are tested for impairment whenever there is any indication that these assets may be impaired.

Management rights are tested for impairment annually and whenever there is an indication that the management rights may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. The difference between the carrying amount and recoverable amount is recognised as impairment loss in the profit or loss account. An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset is recognised in the profit or loss account.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.15 Financial Liabilities and Equity Instruments

Financial liabilities include trade, intercompany and other payables, bank loans and overdrafts. Trade, intercompany and other payables are stated initially at fair value and subsequently carried at amortised cost. Interest-bearing bank loans and overdrafts are initially measured at fair value and are subsequently measured at amortised cost. Interest expense calculated using the effective interest method is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs (see Note 2.21).

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are initially recognised at their fair values plus transaction costs in the balance sheet. Financial guarantees are subsequently amortised to the profit or loss account over the period of the guarantee. If it is probable that the liability will be higher than the amount initially recognised less amortisation, the liability is recorded at the higher amount with the difference charged to the profit or loss account.

2.16 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are not recognised for future operating losses.

Provision for warranties is set up upon completion of a contract to cover the estimated liability which may arise during the warranty period. This provision is based on service history. Any surplus of provision will be written back at the end of the warranty period while additional provisions, where necessary, are made when known. These liabilities are expected to be incurred over the applicable warranty periods.

Provision for onerous contracts is recognised when a contract is onerous. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The provision for onerous contract represents the present value of the management's best estimate of the future outflow of economic benefits that the Group is presently obliged to make under its obligations.

Provision for claims is made for the estimated cost of all claims notified but not settled at the balance sheet date, less recoveries, using the information available at the time. Provision is also made for claims incurred but not reported at the balance sheet date based on historical claims experience, modified for variations in expected future settlement. The utilisation of provisions is dependent on the timing of claims.

2.17 Leases

When a Group company is the lessee

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

Right-of-use assets

The Group recognises a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Right-of-use assets (except for those which meets the definition of an investment property) are presented as a separate line on the balance sheets. Right-of-use assets which meets the definition of an investment property is presented within "Investment Properties" and accounted for in accordance with Note 2.5.

Lease liabilities

The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments include the following:

- Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees;
- The exercise price of a purchase option, if is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For contract that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component.

Lease liabilities are presented as a separate line on the balance sheets.

Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There is a modification in the scope or the consideration of the lease that was not part of the original term.

Lease liability is remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short term and low value leases
The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and low value leases. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

Variable lease payments
Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group recognises these lease payments in profit or loss in the periods that triggered such lease payments. Details of the variable lease payments are disclosed in Note 9.

When a Group company is the lessor

Operating leases
Assets leased out under operating leases are included in investment properties and are stated at fair values. Rental income (net of any incentive given to lessee) is recognised on a straight-line basis over the lease term.

Finance leases
Leases where the Group has transferred substantially all risks and rewards incidental to ownership of the leased assets to the lessees, are classified as finance leases.

The leased asset is derecognised and the present value of the lease receivable is recognised on the balance sheet and included in debtors and long-term receivables. The difference between the gross receivable and the present value of the lease receivable is recognised as unearned finance income.

Each lease payment received is applied against the gross investment in the finance lease receivable to reduce both the principal and the unearned finance income. The finance income is recognised in profit or loss on a basis that reflects a constant periodic rate of return on the net investment in the finance lease receivable.

Initial direct costs incurred by the Group in negotiating and arranging finance leases are added to finance lease receivables and reduce the amount of income recognised over the lease term.

2.18 Assets (or disposal groups) classified as Held for Sale and Discontinued Operations
Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. The assets are not depreciated or amortised while they are classified as held for sale. This condition is regarded as met only when the sale is highly probable and the asset (or disposal groups) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.18 Assets (or disposal groups) classified as Held for Sale and Discontinued Operations (continued)

Non-current assets (or disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held for sale and:

- represents a separate major line of business or geographical area of operations; or
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

2.19 Revenue

Revenue from continuing operations consists of:

- Revenue recognised on property construction and long-term engineering contracts;
- Sale of goods;
- Rendering of services; and
- Rental income from investment properties.

Revenue from discontinued operations consists of revenue recognised on rigbuilding, shipbuilding and repairs.

Revenue recognition

The Group enters into rigbuilding, shipbuilding and repairs (as classified within discontinued operations in Note 38(i)), property construction and long term construction contracts with customers. These contracts are fixed in prices. Revenue is recognised when the control over the contract work is transferred to the customer. At contract inception, the Group assesses whether the Group transfers control of the contract work over time or at a point in time by determining if (a) its performance does not create an asset with an alternative use to the Group; and (b) the Group has an enforceable right to payment for performance completed to-date.

The contract work, except for overseas property construction contracts, has no alternative use for the Group due to contractual restriction, and the Group has enforceable rights to payment arising from the contractual terms. For these contracts, revenue is recognised over time by reference to the Group's progress towards completing the construction of the contract work. For overseas property construction contracts, the Group does not have enforceable rights to payment arising from the contractual terms. Revenue from overseas property construction contracts is recognised at a point in time when the rights to payment become enforceable.

The measure of progress for rigbuilding contracts, and shipbuilding and repair contracts, is determined based on the estimation of the physical proportion of the contract work completed for the contracts with reference to engineers' estimates. The measure of progress for property construction and long term engineering contracts is determined based on the proportion of contract costs incurred to-date to the estimated total contract costs. Costs incurred that are not related to the contract or that do not contribute towards satisfying a performance obligation are excluded from the measure of progress.

An impairment loss is recognised in the profit or loss to the extent that the carrying amount of capitalised contract costs exceeds the expected remaining consideration less any directly related costs not yet recognised as expenses.

Revenue from sale of goods is recognised when the Group satisfies a performance obligation by transferring control of a promised good or service to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied performance obligation.

Revenue from the rendering of services including sale of electricity, utilities and gas, logistic services, operations and maintenance under service concession arrangements, asset management, and telecommunication services is recognised over the period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual services provided as a proportion of the total services to be performed or in accordance with terms of the service agreements.

Revenue arising from additional claims and variation orders, whether billed or unbilled, is recognised when negotiations have reached an advanced stage such that it is probable that the customer will accept the claims or approve the variation orders, and the amount that it is probable will be accepted by the customer can be measured reliably.

Rental income from operating leases on investment properties is recognised on a straight-line basis over the lease term.

2.20 Government Grants
Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

2.21 Borrowing Costs
Borrowing costs incurred to finance the development of properties and acquisition of fixed assets are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other borrowing costs are taken to the profit or loss account over the period of borrowing using the effective interest rate method.

For Singapore trading properties which the Group recognises revenue over time, borrowing costs on the portion of the property not ready for transfer of control to the purchasers are capitalised until the time when control is capable of being transferred to the purchasers.

2.22 Employee Benefits

Defined Contribution Plan
The Group makes contributions to pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies make contributions to the Central Provident Fund in Singapore, a defined contribution pension scheme. Contributions to pension schemes are recognised as an expense in the period in which the related service is performed.

Employee Leave Entitlement
Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for leave as a result of services rendered by employees up to the balance sheet date.

Share Plans Scheme
The Group operates share-based compensation plans. The fair value of the employee services received in exchange for the grant of restricted shares and performance shares is recognised as an expense in the profit or loss account with a corresponding increase in the share plan reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair values of the restricted shares and performance shares granted on the respective dates of grant.

At each balance sheet date, the Group revises its estimates of the number of share plan awards that are expected to vest on the vesting dates, and recognises the impact of the revision of the estimates in the profit or loss account, with a corresponding adjustment to the share plan reserve over the remaining vesting period.

No expense is recognised for share plan awards that do not ultimately vest, except for share plan awards where vesting is conditional upon a market condition, which are treated as vested irrespective of whether or not the market condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When share plan awards are released, the share plan reserve is transferred to share capital if new shares are issued, or to the treasury shares account when treasury shares are re-issued to the employee.

2.23 Income Taxes
Current income tax is recognised at the amounts expected to be paid to or recovered from the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets/liabilities are recognised for deductible/taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. The principal temporary differences arise from depreciation, valuation of investment properties, unremitted offshore income and future tax benefits from certain provisions not allowed for tax purposes until a later period. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is measured at the tax rates that are expected to apply when the related deferred income tax asset/liability is realised/settled, based on the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date, and based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.23 Income Taxes (continued)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in the profit or loss account, except when they relate to items credited or debited directly to equity, in which case the tax is also recognised directly in equity, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

2.24 Foreign Currencies

Functional Currency

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity ("functional currency").

The financial statements of the Group and the balance sheet and statement of changes in equity of the Company are presented in Singapore Dollars, which is the functional currency of the Company.

Foreign Currency Transactions

Transactions in foreign currencies are translated at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at exchange rates approximating those ruling at that date. Exchange differences arising from translation of monetary assets and liabilities are taken to the profit or loss account. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign Currency Translation

For inclusion in the Group's financial statements, the assets and liabilities of foreign subsidiaries, associated companies and joint ventures that are in functional currencies other than Singapore Dollars are translated into Singapore Dollars at the exchange rates ruling at the balance sheet date. Profit or loss of foreign subsidiaries, associated companies and joint ventures are translated into Singapore Dollars using the average exchange rates for the financial year. Goodwill and fair value adjustments arising on acquisition of a foreign entity are treated as assets and liabilities of the foreign subsidiaries, associated companies and joint ventures. Exchange differences due to such currency translation are recognised in other comprehensive income and accumulated in Foreign Exchange Translation Account until disposal.

Disposal or partial disposal of a foreign operation

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or loss of joint control over a jointly controlled entity that includes a foreign operation, or loss of significant influence over an associated company that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified from equity to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

In the case of a partial disposal (i.e. no loss of control) of a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. of associated companies or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.25 Share Capital and Perpetual Securities

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account. Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

Treasury shares
When shares are reacquired by the Company, the amount of consideration paid and any directly attributable transaction cost is recognised directly in equity. Reacquired shares are classified as treasury shares and presented as a deduction from total equity. When treasury shares are subsequently sold or reissued, the cost of treasury shares is reversed from the treasury shares account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs, is recognised in non-distributable capital reserve. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

Perpetual securities
Perpetual securities which do not result in the Group having a contractual obligation to deliver cash or another financial asset, or to exchange financial assets or financial liabilities with the holder under conditions that are potentially unfavourable to the Group, are classified as equity. Distributions arising from such instruments are recognised in equity as there is no contractual obligation to pay distributions on these instruments. Incremental external costs directly attributable to the issuance of such instruments are accounted for as a deduction from equity.

Distribution of non-cash assets to owners of the Company
The Group measures a liability to distribute non-cash assets as a dividend to owners of the Company at fair value of the assets to be distributed. The carrying amount of the dividend is remeasured at each reporting date and at the settlement date, with any changes recognised directly in equity as adjustments to the amount of distribution. On settlement of the transaction, the Group recognises the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the liability in profit or loss.

2.26 Segment Reporting
The Group has four main segments, namely Infrastructure, Real Estate, Connectivity and Corporate Activities. Management monitors the results of each of the main segments for the purpose of making decisions on resource allocation and performance assessment.

2.27 Critical Accounting Judgments and Estimates

a. Critical judgments in applying the Group's accounting policies
In the process of applying the Group's accounting policies, there is no instance of application of judgments which is expected to have a significant effect on the amounts recognised in the financial statements, apart from those involving estimations and as follows:

i. Control over Keppel REIT
The Group has approximately 37% (2022: approximately 47%) gross ownership interest of units in Keppel REIT as at 31 December 2023. Keppel REIT is managed by Keppel REIT Management Limited ("KRML"), a wholly-owned subsidiary of the Group. The Group has provided an undertaking to the trustee of Keppel REIT to grant the other unitholders the right to endorse or re-endorse the appointment of directors of KRML at the annual general meetings of Keppel REIT. The Group has determined that it does not have control over Keppel REIT but continues to have significant influence over the investment.

b. Key sources of estimation uncertainty
The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are as follows:

i. Impairment of non-financial assets
Determining whether the carrying value of a non-financial asset is impaired requires an estimation of the value in use of the cash-generating units ("CGU"s). This requires the Group to estimate the future cash flows expected from the CGUs and an appropriate discount rate in order to calculate the present value of the future cash flows. Management performed impairment tests on fixed assets (Note 7), investments in subsidiaries (Note 11), investments in associated companies and joint ventures (Note 12), and intangibles (Note 10) as at 31 December 2023.

Management has also performed an impairment assessment of the goodwill arising from acquisition of M1 Limited. Details of the impairment testing is disclosed in Note 10.

ii. Revenue recognition and contract cost
The Group recognises contract revenue over time for long term construction contracts by reference to the proportion of contract costs incurred to-date to the estimated total contract costs. The stage of completion is measured in accordance with the accounting policy stated in Note 2.19. When it is probable that the total contract costs will exceed the total contract revenue, the expected loss is recognised as an expense immediately. Revenue from construction contracts is disclosed in Note 26.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.27 Critical Accounting Judgments and Estimates (continued)

b. Key sources of estimation uncertainty (continued)

ii. Revenue recognition and contract cost (continued)

Significant assumptions are required in determining the stage of completion and significant judgment is required in the estimation of the proportion of the contract work completed for the contracts; and the estimation of total costs on the contracts, including contingencies that could arise from variations to original contract terms and claims. In making the assumption, the Group evaluates by relying on past experience, the work of engineers as well as quotations and references from other projects. These estimations are also made with due consideration of the circumstances and relevant events that were known to management at the date of these financial statements.

The above assessment had been made with the following key assumptions:

i. estimation of the expected completion dates of each project, including expectations of any potential delays;
ii. additional costs that will be required to complete the projects; and
iii. impact of potential cost escalations.

As at 31 December 2023, management has assessed that for some projects, total contract costs for each project would exceed the total contract sum, resulting in the recognition of expected loss as an expense immediately. Costs yet to be incurred for these projects as at 31 December 2023 and 2022 have been included in provision for onerous contracts as detailed in Note 24.

iii. Income taxes

The Group has exposure to income taxes in numerous jurisdictions. Significant assumptions are required in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of taxation and deferred taxation are disclosed in the balance sheet.

iv. Revaluation of investment properties

The Group carries its investment properties at fair value with changes in fair value being recognised in the profit or loss account, determined annually by independent professional valuers on the highest and best use basis except for significant investment properties which are revalued on a half-yearly basis.

For the purpose of the financial statements for the year ended 31 December 2023, valuations were obtained from the valuers for the Group's investment properties, and the resultant fair value changes were recognised in the profit or loss account.

In determining the fair values, the valuers have used valuation techniques which involve certain estimates. The key assumptions to determine the fair value of investment properties include market-corroborated capitalisation rate, price of comparable plots and properties, estimated construction costs to complete, net initial yield and discount rate.

In relying on the valuation reports, management has exercised its judgment to ensure that the valuation methods and estimates are reflective of current market conditions. The carrying amount of investment properties and the key assumptions used to determine the fair value of the investment properties are disclosed in Notes 8 and 36.

v. Valuation of properties held for sale

For properties held for sale, the allowance for foreseeable losses is estimated taking into account the net realisable values and estimated total construction costs. The net realisable values are based on recent selling prices for the development project or comparable projects or independent valuation and the prevailing market conditions less costs to be incurred in selling the property. The estimated total construction costs include contracted amounts plus estimated costs to be incurred taking into consideration relevant data and trend. The allowance is progressively reversed for those residential units sold above their carrying amounts.

vi. *Fair value measurement of unquoted investments*

In determining the fair value of unquoted investment funds, the Group relies on the net asset values as reported in the latest available capital account statements provided by third-party fund managers.

The fund managers measure the fair value of underlying investments of the funds based on:

i. Last quoted bid price for all quoted investments; and
ii. Valuation techniques for unquoted investments where there is no active market.

Valuation techniques used by the third-party fund managers include using recent arm's length transactions between knowledgeable, willing parties (if available), reference to the current fair value of other instruments that are substantially the same, comparable company approach, discounted cash flow analyses, option pricing models, and latest round of fund raising.

For other unquoted investments, the Group uses various valuation techniques including the income and market approaches to determine the fair value. The availability of observable inputs can vary from investment to investment. For certain investments classified under Level 3 of the fair value hierarchy, the valuation could be based on models or inputs that are less observable or unobservable in the market and the determination of the fair values require significant judgement. Those estimated values do not necessarily represent the amounts that may be ultimately realised due to the occurrence of future events which could not be reasonably determined as at the balance sheet date.

These unobservable inputs that require significant judgement have been disclosed in Note 36.

vii. *Fair value measurement of notes receivables*

Arising from the completion of the Asset Co Transaction on 27 February 2023, the Group subscribed to notes ("vendor notes") amounting to approximately $4,251,144,000 issued by Rigco Holding Pte Ltd ("Rigco"). Details of the Asset Co Transaction are disclosed in Note 38.

The transaction price of the Asset Co Transaction agreed with Rigco was based on the carrying values of the underlying assets as of 27 February 2023. Given the unique business and risk profile of Rigco, the transaction price was assessed to be not representing the fair value of the vendor notes. As the fair value of vendor notes is neither evidenced by a quoted price in an active market (i.e. Level 1 input) nor based on a valuation technique that uses only data from observable markets and as such, in accordance with SFRS(I) 9, paragraph B5.1.2A(b), the difference between the fair value at initial recognition and the transaction price was deferred. The deferred loss will be recognised as a loss on a systematic basis over time.

Management engaged an independent professional advisor to assist in the determination of the fair value of the vendor notes issued by Rigco, which is based on the Discounted Cash Flow ("DCF") calculations using the estimated cash flows available for repayment of the vendor notes, derived based on a probability weighted range of scenarios per Rigco's business plan and financial projections. In addition to the independent professional firm responsible for estimating the fair value based on the DCF calculations and calculating the discount rates, management has also relied on inputs provided by an independent industry expert engaged separately by Rigco that were used in the financial projections, taking into consideration the market outlook, assumptions and industry parameters.

As at 31 December 2023, the carrying value of the vendor notes, measured at fair value, amounted to $4,286,354,000 which included an unamortised deferred loss amounting to $1,107,501,000 (Note 16).

The determination of the fair value of the vendor notes require significant judgement as the inputs to the DCF calculations are not market observable. Such inputs used in the valuation include estimated future asset sale values, dayrates, cost assumptions, utilisation rates, discount rates, duration of charters and estimated timing of future asset sales. These inputs are subject to risk and uncertainty. The valuation of the vendor notes based on the DCF calculations was most sensitive to discount rates and the estimated future asset sale values. With all other variables held constant, the following demonstrates the sensitivity to a reasonably possible change in discount rates and the estimated future asset sale values on the fair value of vendor notes:

- Discount rates of 5.62% to 10.04% as computed by the independent professional advisor were used in the valuation as at 31 December 2023. A 1% increase in discount rate would lead to approximately $129,217,000 decrease in fair value.
- Estimated future oil rig sale values of $174 million to $602 million as provided by an independent industry expert engaged by Rigco were used in the valuation as at 31 December 2023. A 10% decrease in estimated future asset sale values would lead to approximately $260,932,000 decrease in fair value.

Further details on these unobservable key inputs that require significant judgement are disclosed in Note 36(e).

3. SHARE CAPITAL

	GROUP AND COMPANY			
	Number of Ordinary Shares ("Shares")			
	Issued Share Capital		Treasury Shares	
	2023	2022	**2023**	2022
Balance at 1 January	**1,820,557,767**	1,820,557,767	**(68,597,849)**	(943,259)
Treasury shares transferred pursuant to share plans	**–**	–	**10,334,248**	8,209,410
Treasury shares purchased	**–**	–	**–**	(75,864,000)
Balance at 31 December	**1,820,557,767**	1,820,557,767	**(58,263,601)**	(68,597,849)

	Amount ($'000)			
	Issued Share Capital		Treasury Shares	
	2023	2022	**2023**	2022
Balance at 1 January	**1,305,668**	1,305,668	**(456,015)**	(4,624)
Treasury shares transferred pursuant to share plans	**–**	–	**68,699**	48,602
Treasury shares purchased	**–**	–	**–**	(499,993)
Balance at 31 December	**1,305,668**	1,305,668	**(387,316)**	(456,015)

Fully paid ordinary shares, which have no par value, carry one vote per share and carry a right to dividends declared by the Company.

During the financial year, the Company transferred 10,334,248 (2022: 8,209,410) treasury shares to employees upon vesting of Shares released under the Keppel Share Plans. There were no treasury shares purchased (2022: 75,864,000) during the year. The total amount paid for the purchase of shares was $499,993,000 in prior year. Except for the transfer, there was no other sale, disposal, cancellation and/or use of treasury shares during the year ended 31 December 2023.

Keppel Share Plans
The Keppel Performance Share Plan ("Keppel PSP") and Keppel Restricted Share Plan ("Keppel RSP") were approved by the Company's shareholders at the Extraordinary General Meeting of the Company on 23 April 2010. The Keppel Performance Share Plan 2020 ("Keppel PSP 2020") and Keppel Restricted Share Plan 2020 ("Keppel RSP 2020") were approved by the Company's shareholders at the Annual General Meeting held on 2 June 2020, replacing the Keppel PSP and Keppel RSP respectively with effect from 2 June 2020. The Keppel PSP and Keppel RSP were terminated on the same day.

The share plans are administered by the Remuneration Committee whose members are:

Till Bernhard Vestring (Chairman)
Danny Teoh
Jean-François Manzoni
Penny Goh
Shirish Moreshwar Apte (appointed on 1 January 2024)

Executive Directors who are eligible for the Keppel Share Plans are required to hold a minimum number of Shares under the share ownership guideline which requires them to maintain a beneficial ownership stake in the Company, thus further aligning their interests with shareholders.

During the financial year, the following were vested:

- Nil (2022: 1,566,518) Shares under the Keppel Restricted Share Plan – Deferred Shares ("Keppel RSP-Deferred Shares");
- 8,220,265 (2022: 3,802,557) Shares under the Keppel Restricted Share Plan 2020 – Deferred Shares ("Keppel RSP 2020-Deferred Shares");
- 1,966,359 (2022: 495,600) Shares under the Keppel Performance Share Plan ("Keppel PSP");
- 147,624 (2022: nil) Shares under the Keppel PSP – M1 Transformation Incentive Plan ("Keppel PSP-M1 TIP"); and
- Nil (2022: 2,344,735) Shares under the Keppel PSP – Transformation Incentive Plan ("Keppel PSP-TIP").

Details of the Keppel RSP 2020-Deferred Shares, Keppel PSP, Keppel PSP 2020, Keppel PSP – M1 Transformation Incentive Plan ("Keppel PSP-M1 TIP") and the Keppel PSP 2020 – Transformation Incentive Plan ("Keppel PSP 2020-TIP") are as follows:

	Keppel RSP 2020-Deferred Shares	**Keppel PSP & Keppel PSP 2020**
Plan Description	Award of fully-paid ordinary shares of the Company	Award of fully-paid ordinary shares of the Company, conditional on achievement of pre-determined targets over a three-year performance period
Performance Conditions	–	PSP awards from Year 2019 to 2021 a. Absolute Total Shareholder's Return b. Return on Capital Employed c. Net Profit PSP awards from Year 2022 onwards a. Reduction in Carbon Emission b. Net Profit c. Return on Equity d. Absolute Total Shareholder's Return
Final Award	100% of the awards granted	0% to 150% of the contingent award granted, depending on achievement of pre-determined targets
Vesting Condition and Schedule	Awards will vest equally over three years subject to fulfilment of service requirements	If pre-determined targets are achieved, awards will vest at the end of the three-year performance period subject to fulfilment of service requirements

	Keppel PSP-M1 TIP	**Keppel PSP 2020-TIP**
Plan Description	Two separate awards of fully-paid ordinary shares of the Company, conditional on achievement of pre-determined targets over a three-year and six-year performance period respectively	Award of fully-paid ordinary shares of the Company, conditional on achievement of pre-determined targets over a five-year performance period
Performance Conditions	a. Net Profit b. Corporate Scorecard Achievement comprising pre-determined stretched financial and non-financial targets for the Group c. Net Promoter Score d. Individual Performance Achievement	a. Absolute Total Shareholder's Return b. Corporate Scorecard Achievement comprising pre-determined stretched financial and non-financial targets for the Group c. Individual Performance Achievement d. Asset Monetisation and Cross-BU Revenue targets
Final Award	0% to 150% of the contingent award granted, depending on achievement of pre-determined targets	0% to 150% of the contingent award granted, depending on achievement of pre-determined targets
Vesting Condition and Schedule	If pre-determined targets are achieved, the two separate awards will vest at the end of the three-year and six-year performance period subject to fulfilment of service requirements	If pre-determined targets are achieved, awards will vest at the end of the five-year performance period subject to fulfilment of service requirements. Performance conditions may be subject to re-testing at the end of the five-year performance period

3. SHARE CAPITAL (continued)

Movements in the number of shares under the Keppel RSP-Deferred Shares, Keppel RSP 2020-Deferred Shares, Keppel PSP, Keppel PSP-TIP, Keppel PSP-M1 TIP, Keppel PSP 2020 and the Keppel PSP 2020-TIP are as follows:

	2023					
	Keppel RSP 2020-Deferred Shares	**Keppel PSP**	**Keppel PSP-TIP**	**Keppel PSP-M1 TIP**	**Keppel PSP 2020**	**Keppel PSP 2020-TIP**
Contingent awards/Awards (Keppel RSP 2020-Deferred Shares)						
Balance at 1 January	**–**	**2,841,880**	**–**	**379,900**	**3,115,000**	**11,220,000**
Granted	**10,647,140**	**–**	**–**	**–**	**1,845,000**	**–**
Adjustments upon released	**(4,510,021)**	**1,096,496**	**–**	**146,388**	**1,229,745**	**4,146,018**
Released	**(6,137,119)**	**(1,966,359)**	**–**	**(147,624)**	**–**	**–**
Cancelled	**–**	**–**	**–**	**–**	**(255,128)**	**(2,259,267)**
Balance at 31 December	**–**	**1,972,017**	**–**	**378,664**	**5,934,617**	**13,106,751**

	2022					
	Keppel RSP 2020-Deferred Shares	Keppel PSP	Keppel PSP-TIP	Keppel PSP-M1 TIP	Keppel PSP 2020	Keppel PSP 2020-TIP
Contingent awards/Awards (Keppel RSP-Deferred Shares & Keppel RSP 2020-Deferred Shares)						
Balance at 1 January	–	4,171,880	6,166,706	423,500	1,490,000	11,140,000
Granted	6,317,893	–	–	–	1,775,000	840,000
Adjustments upon released	(8,862)	(684,400)	(3,796,628)	–	–	–
Released	(6,309,031)	(495,600)	(2,344,735)	–	–	–
Cancelled	–	(150,000)	(25,343)	(43,600)	(150,000)	(760,000)
Balance at 31 December	–	2,841,880	–	379,900	3,115,000	11,220,000

At the end of the financial year, the number of contingent award of Shares granted but not released was:

- 1,972,017 (2022: 2,841,880) under the Keppel PSP;
- 378,664 (2022: 379,900) under the Keppel PSP-M1 TIP, out of which nil (2022: 115,100) is to be vested in three years and 378,664 (2022: 264,800) is to be vested in six years;
- 5,934,617 (2022: 3,115,000) under the Keppel PSP 2020; and
- 13,106,751 (2022: 11,220,000) under the Keppel PSP 2020-TIP.

Depending on the achievement of pre-determined performance targets, the actual number of Shares to be released could range from zero to a maximum of 2,958,026 under the Keppel PSP, zero to a maximum of 567,996 under the Keppel PSP-M1 TIP, zero to a maximum of 8,901,926 under the Keppel PSP 2020, and zero to a maximum of 19,660,127 under the Keppel PSP 2020-TIP.

	2023		2022	
	Keppel RSP-Deferred Shares	**Keppel RSP 2020-Deferred Shares**	Keppel RSP-Deferred Shares	Keppel RSP 2020-Deferred Shares
Awards released but not vested:				
Balance at 1 January	**–**	**5,254,348**	1,576,649	3,231,494
Released	**–**	**6,137,119**	–	6,309,031
Vested	**–**	**(8,220,265)**	(1,566,518)	(3,802,557)
Cancelled	**–**	**(329,253)**	(10,131)	(483,620)
Other adjustments	**–**	**4,508,077**	–	–
Balance at 31 December	**–**	**7,350,026**	–	5,254,348

As at 31 December 2023 and 2022, there were no awards released but not vested under the Keppel RSP-Deferred Shares and 7,350,026 (2022: 5,254,348) under the Keppel RSP 2020-Deferred Shares.

The fair values of the contingent award of Shares under the Keppel RSP-Deferred Shares, Keppel RSP 2020-Deferred Shares, Keppel PSP, Keppel PSP-TIP, Keppel PSP-M1 TIP, Keppel PSP 2020 and the Keppel PSP 2020-TIP are determined at the grant date using Monte Carlo simulation method which involves projection of future outcomes using statistical distributions of key random variables including share price and volatility.

On 8 February 2023, 15 February 2023 and 1 March 2023, the Company granted total awards of 6,137,119 Shares under the Keppel RSP 2020-Deferred Shares and the estimated fair value of the Shares granted were $6.69, $6.73 and $5.13 respectively. On 28 April 2023, the Company granted contingent awards of 1,845,000 Shares under the Keppel PSP 2020 and the estimated fair value of the Shares granted was $5.10.

In the prior year, on 15 February 2022, the Company granted awards of 6,317,893 Shares under the Keppel RSP 2020-Deferred Shares and the estimated fair value of the Shares granted were $5.84. On 29 April 2022, the Company granted contingent awards of 1,775,000 Shares under the Keppel PSP 2020 and the estimated fair value of the Shares granted was $6.07. On 29 April 2022, the Company granted contingent awards of 840,000 Shares under the Keppel PSP 2020-TIP and the estimated fair value of the Shares granted was $3.53.

Following the dividend *in specie* of the Seatrium Limited (formerly, Sembcorp Marine Ltd) shares ("Consideration Shares") to the Company's shareholders, adjustments have been made on 27 March 2023 to certain unvested shares under the Keppel Share Plans. The increase in unvested shares due to the adjustments were:

- 1,222,008 unvested shares under the Keppel PSP;
- 163,357 unvested shares under the Keppel PSP-M1 TIP;
- 1,229,745 unvested shares under the Keppel PSP 2020;
- 4,146,018 unvested shares under the Keppel PSP 2020-TIP; and
- 4,510,021 unvested shares under the Keppel RSP 2020-Deferred Shares.

The significant inputs into the model are as follows:

	2023		
	Keppel RSP 2020-Deferred Shares	**Keppel RSP 2020-Deferred Shares**	**Keppel PSP 2020**
Date of grant	**08.02.2023 15.02.2023**	**01.03.2023**	**28.04.2023**
Prevailing share price at date of grant	**$7.08**	**$5.48**	**$6.17**
Expected volatility of the Company	**22.09%**	**21.41%**	**23.84%**
Expected term	**0.17 – 2.08 years 0.00 – 2.00 years**	**0.08 – 2.00 years**	**2.83 years**
Risk free rate	**3.0% - 3.7% 3.2% - 3.4%**	**3.7% - 4.0%**	**2.93%**
Expected dividend yield	*	*	*

	2022		
	Keppel RSP 2020-Deferred Shares	Keppel PSP 2020	Keppel PSP 2020-TIP
Date of grant	15.02.2022	29.04.2022	29.04.2022
Prevailing share price at date of grant	$6.05	$6.87	$6.87
Expected volatility of the Company	26.92%	26.05%	26.05%
Expected term	0.00 – 2.00 years	2.83 years	3.83 years
Risk free rate	0.90% – 1.26%	2.17%	2.27%
Expected dividend yield	*	*	*

* Expected dividend yield is based on management's forecast.

The expected volatilities are based on the historical volatilities of the Company's share price over the previous 36 months immediately preceding the grant date. The expected term used in the model is based on the grant date and the end of the performance period.

4. RESERVES

	GROUP		COMPANY	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
Capital reserves				
Share option and share plans reserve	**203,980**	205,342	**203,979**	205,342
Fair value reserve	**(208,448)**	(60,911)	**18,013**	19,430
Hedging reserve	**57,728**	239,457	**–**	–
Bonus issue by subsidiaries	**40,000**	40,000	**–**	–
Statutory reserves	**155,593**	146,987	**–**	–
Others	**(52,774)**	(25,966)	**(34,295)**	(7,736)
	196,079	544,909	**187,697**	217,036
Revenue reserves	**9,971,301**	10,632,860	**6,157,804**	9,361,110
Foreign exchange translation account	**(778,291)**	(849,163)	**–**	–
	9,389,089	10,328,606	**6,345,501**	9,578,146

Exchange differences arises from the translation of financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency as well as from the translation of foreign currency loans that form part of the Group's net investment in foreign operations. The translation gain for 2023 arose from the discontinued operations, largely from the strengthening of foreign currencies, such as United States dollar against Singapore dollar, offset by translation losses from weakening of foreign currencies, such as Renminbi against Singapore dollar. In 2022, the translation losses arose largely from weakening of Renminbi against Singapore Dollar.

Movements in the Group's and the Company's reserves are set out in the respective Statements of Changes in Equity. Movements in hedging reserve by risk categories are as follows:

	Foreign exchange risk $'000	Interest rate risk $'000	Price risk $'000	Total $'000
GROUP				
2023				
As at 1 January	**66,518**	**256,505**	**(83,566)**	**239,457**
Fair value changes arising during the year, net of tax	**(8,755)**	**(69,736)**	**(4,215)**	**(82,706)**
Realised and transferred to profit or loss account				
– Materials, subcontract and other costs	**4,474**	**–**	**60,946**	**65,420**
– Other operating loss – net	**(74,022)**	**–**	**–**	**(74,022)**
– Interest expenses	**–**	**(49,880)**	**–**	**(49,880)**
– Other gains and losses	**–**	**(558)**	**–**	**(558)**
Share of associated companies and joint ventures' fair value changes	**(646)**	**(39,337)**	**–**	**(39,983)**
As at 31 December	**(12,431)**	**96,994**	**(26,835)**	**57,728**
2022				
As at 1 January	2,396	(33,943)	(148,851)	(180,398)
Fair value changes arising during the year, net of tax	(16,329)	224,247	(52,147)	155,771
Realised and transferred to profit or loss account				
– Materials, subcontract and other costs	(1,895)	–	117,432	115,537
– Other operating income – net	80,464	–	–	80,464
– Interest expenses	–	(3,253)	–	(3,253)
– Other gains and losses	–	2,830	–	2,830
Share of associated companies and joint ventures' fair value changes	1,882	66,624	–	68,506
As at 31 December	66,518	256,505	(83,566)	239.457

The changes in fair value of the hedging instruments approximate the changes in fair value of the hedged items, which resulted in minimal hedge ineffectiveness recognised in profit or loss.

5. PERPETUAL SECURITIES

On 16 September 2021, the Company issued subordinated perpetual securities with an aggregate principal amount of $400,000,000 and an initial distribution rate of 2.9% per annum. The distribution will be payable semi-annually in arrear unless deferred at the discretion of the Company and will be cumulative in accordance with the terms and conditions of the perpetual securities. The perpetual securities have no fixed redemption date and are redeemable in whole at the Company's option on 16 September 2024 or any subsequent semi-annual distribution payment dates thereafter, at their principal amount, together with any accrued, unpaid or deferred distributions.

Subject to the relevant terms and conditions of the perpetual securities, the Company can elect to defer distributions on these perpetual securities and is not subject to any limits as to the number of times a distribution can be deferred, unless it has:

i. paid or declared discretionary dividends, distributions or other discretionary payment in respect of its ordinary shares; or
ii. redeemed, cancelled, bought back or otherwise acquired ordinary shares (except in connection with any share scheme shares/options), during the six months ending on the day before the relevant distribution payment date.

If on any distribution payment date, payment of all distribution payments is not made in full, the Company shall not (i) pay or declare any dividends, distributions or other discretionary payment on its ordinary shares or (ii) redeem, reduce, cancel, buy-back or acquire ordinary shares (except in connection with any share scheme shares/options) until the Company has satisfied in full all outstanding arrears of distribution on these perpetual securities or is permitted to do so by an extraordinary resolution by the holders of the perpetual securities.

As the perpetual securities have no fixed redemption date and the payment of distributions is at the discretion of the Company, the perpetual securities do not meet the definition for classification as a financial liability under SFRS(I) 1-32 *Financial Instruments: Presentation*. The whole instrument is presented within equity, and distributions are treated as dividends.

As at 31 December 2023, the perpetual securities of $401,521,000 (2022: $401,521,000) recognised within equity include the accrued distributions for the perpetual securities and distributions paid to perpetual securities holders for the year.

6. NON-CONTROLLING INTERESTS

The Group's subsidiaries that have material non-controlling interests ("NCI") are as follows:

	NCI percentage of ownership interest and voting interest		Carrying amount of NCI		Profit after tax allocated to NCI	
	2023	2022	**2023 $'000**	2022 $'000	**2023 $'000**	2022 $'000
Konnectivity Pte. Ltd.	**20%**	20%	**286,448**	280,725	**12,382**	10,041
Other subsidiaries with immaterial NCI			**21,150**	52,835	**14,446**	(15,453)
Total			**307,598**	333,560	**26,828**	(5,412)

6. NON-CONTROLLING INTERESTS (continued)

Summarised financial information before inter-group elimination

	Konnectivity Pte. Ltd.	
	2023 $'000	2022 $'000
Non-current assets	**1,954,623**	1,935,283
Current assets	**487,973**	459,086
Non-current liabilities	**231,436**	143,409
Current liabilities	**429,712**	489,427
Net assets	**1,781,448**	1,761,533
Less: NCI	**(349,207)**	(357,907)
	1,432,241	1,403,626
Revenue	**1,254,714**	1,182,413
Profit for the year	**70,761**	65,313
Total comprehensive income	**65,182**	56,091
Net cash generated from operations	**135,271**	155,663
Net cash used in investing activities	**(152,958)**	(148,946)
Net cash from/(used in) financing activities	**9,732**	(178,765)
Total comprehensive income allocated to NCI	**12,667**	12,629
Dividends paid to NCI	**7,141**	38,640

During the financial year, the Group acquired additional interest in certain subsidiaries of the Company from its non-controlling interests. The following summarises the effect of the change in the Group's ownership interest on the equity attributable to owners of the Company:

	2023 $'000	2022 $'000
Amounts paid on changes in ownership interest in subsidiaries	**(14,316)**	(28,600)
Amounts paid on acquisition of additional interest made in prior year	**–**	3,996
Non-controlling interest acquired	**14,316**	13,138
Total amount recognised in equity reserves	**–**	(11,466)

7. FIXED ASSETS

	Freehold Land & Buildings $'000	Buildings on Leasehold Land $'000	Networks & Related Application Systems $'000	Plant, Machinery, Equipment & Others[1] $'000	Capital Work-in-Progress $'000	Total $'000
GROUP						
2023						
Cost						
At 1 January	45,236	539,472	154,025	1,031,694	169,744	1,940,171
Additions	307	35,527	66,001	127,169	126,109	355,113
Disposals	–	(59)	(300)	(12,895)	(7,574)	(20,828)
Write-off	–	(278)	–	(19,094)	(721)	(20,093)
Subsidiaries disposed	–	(151,203)	–	(106,366)	(211,426)	(468,995)
Reclassification						
– Investment properties	–	(2,861)	–	–	–	(2,861)
– Other fixed assets categories	347	–	–	7,636	(7,983)	–
Exchange differences	(722)	(8,126)	–	(5,243)	(1,153)	(15,244)
At 31 December	45,168	412,472	219,726	1,022,901	66,996	1,767,263
Accumulated depreciation and impairment losses						
At 1 January	32,183	246,784	50,291	613,237	20,879	963,374
Depreciation charge						
– from continuing operations	860	27,496	18,161	89,135	–	135,652
Disposals		(59)	(68)	(10,496)	–	(10,623)
Write-off	–	(278)	–	(13,060)	–	(13,338)
Subsidiaries disposed	–	(98,199)	–	(102,555)	–	(200,754)
Reclassification						
– Investment properties	–	(527)	–	–	–	(527)
Exchange differences	(599)	(3,726)	–	(3,754)	(591)	(8,670)
At 31 December	32,444	171,491	68,384	572,507	20,288	865,114
Net Book Value	12,724	240,981	151,342	450,394	46,708	902,149

Included in freehold land & buildings are freehold land amounting to $2,689,000 (2022: $2,655,000). Certain fixed assets with carrying amount of $4,476,000 (2022: $4,751,000) are mortgaged to banks to secure banking facilities (Note 25). There was no interest capitalised during the financial years 2023 and 2022.

7. FIXED ASSETS (continued)

	Freehold Land & Buildings $'000	Buildings on Leasehold Land $'000	Vessels & Floating Docks $'000	Networks & Related Application Systems $'000	Plant, Machinery, Equipment & Others[1] $'000	Capital Work-in-Progress $'000	Total $'000
GROUP							
2022							
Cost							
At 1 January	83,916	1,883,539	455,186	80,825	2,231,360	160,344	4,895,170
Additions	321	1,237	6	73,200	104,601	100,048	279,413
Disposals	(267)	(159)	(13)	–	(43,443)	(5,396)	(49,278)
Write-off	–	–	–	–	(890)	(52)	(942)
Subsidiaries acquired	3,409	–	–	–	420	–	3,829
Subsidiaries disposed	–	(249,852)	–	–	(43,053)	(791)	(293,696)
Reclassification							
– ROU asset	–	(303)	–	–	–	–	(303)
– Contract assets	–	–	–	–	–	753,612	753,612
– Other fixed assets categories	38	5,450	(877)	–	24,184	(28,795)	–
– Disposal group and assets classified as held for sale (Note 38)	(40,124)	(1,078,608)	(448,773)	–	(1,232,094)	(810,811)	(3,610,410)
Exchange differences	(2,057)	(21,832)	(5,529)	–	(9,391)	1,585	(37,224)
At 31 December	45,236	539,472	–	154,025	1,031,694	169,744	1,940,171
Accumulated depreciation and impairment losses							
At 1 January	57,039	956,228	171,115	37,083	1,586,668	42,663	2,850,796
Depreciation charge							
– from continuing operations	919	17,516	–	13,208	84,560	–	116,203
– from discontinued operations	446	7,496	4,992	–	12,560	–	25,494
Disposals	(256)	(155)	(13)	–	(39,884)	–	(40,308)
Subsidiaries disposed	–	(157,231)	–	–	(37,844)	–	(195,075)
Reclassification							
– ROU asset	–	(155)	–	–	–	–	(155)
– Other fixed assets categories	–	(96)	–	–	96	–	–
– Disposal group and assets classified as held for sale (Note 38)	(24,308)	(568,868)	(172,040)	–	(985,456)	(19,555)	(1,770,227)
Exchange differences	(1,657)	(7,951)	(4,054)	–	(7,463)	(2,229)	(23,354)
At 31 December	32,183	246,784	–	50,291	613,237	20,879	963,374
Net Book Value	13,053	292,688	–	103,734	418,457	148,865	976,797

[1] Others comprise furniture, fittings and office equipment and cranes.

	Freehold Land & Buildings $'000	Plant, Machinery, Equipment & Others[2] $'000	Total $'000
COMPANY			
2023			
Cost			
At 1 January	**1,233**	**23,144**	**24,377**
Additions	**–**	**316**	**316**
Disposals	**–**	**(517)**	**(517)**
Write-off	**–**	**(1,058)**	**(1,058)**
At 31 December	**1,233**	**21,885**	**23,118**
Accumulated depreciation and impairment losses			
At 1 January	**1,233**	**17,503**	**18,736**
Depreciation charge	**–**	**2,419**	**2,419**
Disposals	**–**	**(515)**	**(515)**
Write-off	**–**	**(375)**	**(375)**
At 31 December	**1,233**	**19,032**	**20,265**
Net Book Value	**–**	**2,853**	**2,853**
2022			
Cost			
At 1 January	1,233	23,661	24,894
Additions	–	146	146
Disposals	–	(663)	(663)
At 31 December	1,233	23,144	24,377
Accumulated depreciation and impairment losses			
At 1 January	1,233	15,199	16,432
Depreciation charge	–	2,582	2,582
Disposals	–	(278)	(278)
At 31 December	1,233	17,503	18,736
Net Book Value	–	5,641	5,641

[2] Others comprise furniture, fittings and office equipment.

8. INVESTMENT PROPERTIES

	GROUP	
	2023 $'000	2022 $'000
At 1 January	**4,283,093**	4,256,428
Development expenditure	**327,402**	216,799
Fair value gain (Note 28)	**149,532**	131,711
Disposal	**(17,000)**	(41,204)
Reclassification		
– Fixed assets (Note 7)	**2,334**	–
– Stocks (Note 18)	**548**	–
Exchange differences	**(80,845)**	(280,641)
At 31 December	**4,665,064**	4,283,093

The Group revalues its investment property portfolio on an annual basis except for significant investment properties which are revalued on a half-yearly basis. The fair value of investment properties is determined by external, independent professional valuers which have appropriate recognised professional qualifications and experience in the location and category of property being valued. Management reviews the appropriateness of the valuation methodologies and assumptions adopted, and the reliability of the inputs used in the valuations.

The Group's investment properties (including integral plant and machinery) are stated at management's assessments based on the following valuations (open market value basis) by independent professional valuers as at 31 December 2023:

- Cushman & Wakefield VHS Pte Ltd and Knight Frank Pte Ltd for properties in Singapore;
- PA International Property Consultants (KL) Sdn Bhd. for a property in Malaysia;
- Cushman & Wakefield Limited and Colliers Appraisal & Advisory Services Co., Ltd for properties in China;
- KJPP Willson dan Rekan (an affiliate of Knight Frank) for properties in Indonesia;
- Cushman & Wakefield Vietnam Ltd. and VAS Valuation Co., Ltd (in association with CBRE (Vietnam) Co., Ltd) for properties in Vietnam;
- Cushman & Wakefield India Private Limited for a property in India; and
- Cushman & Wakefield V.O.F. for a property in the Netherlands.

Based on valuations performed by the independent professional valuers, management has analysed the appropriateness of the fair value changes.

Interest capitalised within development expenditure during the financial year amounted to $58,697,000 (2022: $41,249,000).

The Group has mortgaged certain investment properties of carrying value amounting to $1,968,052,000 as at 31 December 2023 (2022: $1,913,364,000) to banks for loan facilities (Note 25).

During the year, the Group reclassified $548,000 (2022: $nil) from properties held for sale to investment properties upon change of use of the asset from property trading to holding for rental yield.

During the year, the Group reclassified $2,334,000 (2022: $nil) from fixed assets to investment properties for the change in use of the asset from owner occupied to holding for capital gain and/or rental yield.

9. RIGHT-OF-USE ASSETS (LEASES)

Leases

The Group as lessee

Leasehold land & buildings
The Group leases several lands, offices and retail stores for use in its operations.

Plant, machinery, equipment & others
The Group leases equipment and vehicles for office and operation use, mainly in the Infrastructure segment.

Base station sites
The Group leases base station sites to facilitate transmission of telecommunication services.

There are no externally imposed covenants on these lease arrangements.

Right-of-use assets

	Leasehold Land & Buildings $'000	Plant, Machinery, Equipment & Others[1] $'000	Base Station Sites $'000	Total $'000
GROUP				
2023				
Net Book Value				
At 1 January	**213,628**	**3,157**	**24,267**	**241,052**
Additions	**18,700**	**2,614**	**1,375**	**22,689**
Depreciation				
– from continuing operations	**(30,823)**	**(1,585)**	**(5,047)**	**(37,455)**
Subsidiaries disposed	**(10,336)**	**–**	**–**	**(10,336)**
Write-off	**(323)**	**–**	**–**	**(323)**
Remeasurement	**940**	**–**	**–**	**940**
Exchange differences	**(2,542)**	**(39)**	**(256)**	**(2,837)**
At 31 December	**189,244**	**4,147**	**20,339**	**213,730**
2022				
Net Book Value				
At 1 January	501,956	5,230	22,030	529,216
Additions	24,045	952	6,885	31,882
Subsidiaries acquired	226	–	–	226
Depreciation				
– from continuing operations	(35,806)	(2,057)	(4,234)	(42,097)
– from discontinued operations	(9,594)	(95)	–	(9,689)
Subsidiaries disposed	(32,753)	(727)	–	(33,480)
Write-off	(524)	–	–	(524)
Remeasurement	17,375	–	–	17,375
Reclassification				
– Fixed assets (Note 7)	148	–	–	148
– Disposal group and assets classified as held for sale (Note 38)	(253,063)	(57)	–	(253,120)
– Other right-of-use assets categories	408	6	(414)	–
Exchange differences	1,210	(95)	–	1,115
At 31 December	213,628	3,157	24,267	241,052

1 Others comprise furniture, fittings, office equipment and motor vehicles.

As at 31 December 2022, the right-of-use asset relating to the leasehold land presented under investment properties (Note 8) was stated at fair value and had a carrying amount of $58,000. In 2023, such lease agreements have expired and no right-of-use asset related to leasehold property is presented under investment properties.

Total cash outflow for all the leases was $41,644,000 (2022: $106,546,000), comprising repayment of principal of $35,139,000 (2022: $82,641,000) and interest payment of $6,505,000 (2022: $23,905,000).

9. RIGHT-OF-USE ASSETS (LEASES) (continued)

	Leasehold Land & Buildings $'000	Plant, Machinery, Equipment & Others[2] $'000	Total $'000
COMPANY			
2023			
Net Book Value			
At 1 January	**11,580**	**79**	**11,659**
Depreciation	**(3,672)**	**(71)**	**(3,743)**
Additions	**–**	**7**	**7**
At 31 December	**7,908**	**15**	**7,923**
2022			
Net Book Value			
At 1 January	15,102	129	15,231
Depreciation	(3,669)	(72)	(3,741)
Additions	147	22	169
At 31 December	11,580	79	11,659

[2] Others comprise office equipment.

Total cash outflow for all the leases was $4,206,000 (2022: $4,225,000), comprising repayment of principal of $3,949,000 (2022: $3,875,000) and $257,000 interest payment (2022: $350,000).

	GROUP	
	2023 $'000	2022 $'000
Lease expense not capitalised in lease liabilities		
Short-term leases	**12,070**	12,559
Low-value leases	**308**	212
Variable lease payments which do not depend on an index or rate	**415**	404

As at 31 December 2023, future cash outflows to which the Group is potentially exposed that are not reflected in the measurement of lease liabilities include variable lease payments, $25,452,000 (2022: $24,890,000) for extension options and $55,341,000 (2022: $55,243,000) for committed leases which have yet to commence.

The following table details the liquidity analysis for lease liabilities of the Group and the Company based on contractual undiscounted cash flows.

	GROUP		COMPANY	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
Within one year	**38,060**	38,111	**4,032**	4,205
Within one to two years	**46,304**	33,085	**3,957**	4,031
Within two to five years	**68,743**	55,781	**989**	4,945
After five years	**124,192**	154,365	**–**	–
Total	**277,299**	281,342	**8,978**	13,181

The Group as lessor

The Group leases out properties, pipe service corridor racks and wayleaves facilities to non-related parties under non-cancellable operating leases. At the end of the reporting period, the Group's undiscounted future minimum lease receivables under non-cancellable operating leases contracted for at the end of the reporting period but not recognised as receivables are as follows:

	GROUP	
	2023 $'000	2022 $'000
Within one year	**67,932**	70,734
In the second year	**49,167**	62,569
In the third year	**36,236**	42,880
In the fourth year	**16,855**	24,002
In the fifth year	**13,243**	15,852
After the fifth year	**34,717**	47,388
Total	**218,150**	263,425

The Group entered into leasing arrangement with customers for certain equipment as a manufacturer lessor and built-to-suit data centre for a customer. The lease is classified as finance lease as the customers have an option to purchase the underlying asset at a price that is expected to be sufficiently lower than the fair value at the date the option becomes exercisable for it to be reasonably certain, at the inception date, that the option will be exercised.

The asset relating to the finance lease is derecognised and the net investment in the lease is recognised under lease receivables (Note 17).

In 2022, the Group had 6 jack-up oil rigs within the disposal group held for sale which has entered into bareboat charter contracts for a period of three to five years with total undiscounted lease receivable of $268,460,000 (Note 38).

The following table shows the maturity analysis of the undiscounted lease payments to be received:

	GROUP	
	2023 $'000	2022 $'000
Within one year	**12,966**	11,418
In the second year	**13,053**	11,602
In the third year	**73,750**	11,697
In the fourth year	**3,949**	76,797
In the fifth year	**3,947**	1,937
After the fifth year	**30,674**	15,106
Total	**138,339**	128,557

10. INTANGIBLES

	Goodwill $'000	Development Expenditure $'000	Brand $'000	Spectrum Rights $'000	Customer Contracts and Relationships $'000	Others $'000	Total $'000
GROUP							
2023							
At 1 January	**1,042,488**	**5,008**	**242,097**	**142,742**	**110,497**	**21,882**	**1,564,714**
Additions	**–**	**316**	**–**	**–**	**–**	**–**	**316**
Acquisition of subsidiaries	**15,205**	**–**	**–**	**–**	**–**	**–**	**15,205**
Amortisation							
– from continuing operations	**–**	**(203)**	**(9,252)**	**(15,686)**	**(22,792)**	**(400)**	**(48,333)**
Exchange differences	**–**	**(21)**	**–**	**–**	**(555)**	**(2)**	**(578)**
Others	**2,978**	**–**	**–**	**–**	**–**	**–**	**2,978**
At 31 December	**1,060,671**	**5,100**	**232,845**	**127,056**	**87,150**	**21,480**	**1,534,302**
Cost	**1,060,671**	**13,092**	**277,563**	**183,787**	**209,871**	**22,575**	**1,767,559**
Accumulated amortisation	**–**	**(7,992)**	**(44,718)**	**(56,731)**	**(122,721)**	**(1,095)**	**(233,257)**
	1,060,671	**5,100**	**232,845**	**127,056**	**87,150**	**21,480**	**1,534,302**
2022							
At 1 January	1,047,558	13,685	251,349	132,176	122,253	22,251	1,589,272
Additions	–	424	–	26,252	–	–	26,676
Acquisition of subsidiaries	–	–	–	–	10,767	32	10,799
Disposal of a subsidiary	–	(1,275)	–	–	–	–	(1,275)
Disposals	–	(52)	–	–	–	–	(52)
Amortisation							
– from continuing operations	–	(777)	(9,252)	(15,686)	(22,143)	(400)	(48,258)
– from discontinued operations	–	(216)	–	–	–	–	(216)
Reclassification							
– Disposal group and assets classified as held for sale	(5,070)	(6,685)	–	–	–	–	(11,755)
Exchange differences	–	(96)	–	–	(380)	(1)	(477)
At 31 December	1,042,488	5,008	242,097	142,742	110,497	21,882	1,564,714
Cost	1,042,488	12,723	277,563	183,787	210,517	22,577	1,749,655
Accumulated amortisation	–	(7,715)	(35,466)	(41,045)	(100,020)	(695)	(184,941)
	1,042,488	5,008	242,097	142,742	110,497	21,882	1,564,714

Impairment testing of goodwill
For the purpose of impairment testing, goodwill is allocated to cash-generating units ("CGU"s). Out of the total goodwill of $1,060,671,000, goodwill allocated from the acquisition of M1 Limited amounted to $988,288,000.

The recoverable amount of M1 as a CGU was determined based on its value-in-use using a discounted cash flow model based on cash flow projections by management covering a 5-year period, and cash flows beyond the 5-year period were extrapolated using a terminal growth rate of 2.00% (2022: 1.48%), premised on the estimated long term growth rate for the country where the CGU operates. Cash flows were discounted using a discount rate of 7.2% (2022: 7.9%) per annum.

The recoverable amount was estimated to be higher than the carrying value of the M1 Limited CGU. Accordingly, no impairment of goodwill was recognised in 2023 and 2022. The calculation of value-in-use for the CGU is sensitive to the terminal growth rate and the discount rate applied. Any possible reasonable change in the terminal growth rate used in the calculation of the value-in-use amount would not cause any impairment to goodwill. If the terminal rate were to decrease from 2.0% to 1.5%, the recoverable amount would decrease and would not result in impairment for the financial year ended 31 December 2023. If the discount rate were to increase by 1.6% and holding all other variables constant, the recoverable amount would decrease and equate the carrying amount, and any further increase in discount rate would result in impairment for the financial year ended 31 December 2023.

11. SUBSIDIARIES

	COMPANY	
	2023 $'000	2022 $'000
Quoted shares, at cost		
Market value: $7,814,000 (2022: $6,111,000)	**493**	493
Unquoted shares, at cost	**7,630,493**	7,633,512
	7,630,986	7,634,005
Provision for impairment	**(447,128)**	(445,612)
	7,183,858	7,188,393

Movements in the provision for impairment of subsidiaries are as follows:

	COMPANY	
	2023 $'000	2022 $'000
At 1 January	**445,612**	449,056
Charge to profit or loss	**1,516**	–
Disposal	**–**	(3,000)
Write-back	**–**	(444)
At 31 December	**447,128**	445,612

In 2018, Keppel FELS Limited and Keppel Shipyard Limited, both indirect wholly owned subsidiaries of the Company, issued fixed rate senior perpetual securities (the "perpetual securities") with an aggregate principal amount of $2,000,000,000 to Kepinvest Holdings Pte Ltd, a direct wholly owned subsidiary of the Company.

During the financial year ended 31 December 2022,

a. the perpetual securities amounting to $2,364,876,000 have been novated from Kepinvest Holdings Pte Ltd to the Company and were classified as an investment in subsidiaries by the Company; and
b. unquoted shares in Keppel Offshore & Marine Ltd ("KOM") amounting to $801,720,000 and perpetual securities relating to the KOM group as described above, amounting to a total of $3,166,596,000, have been reclassified to "Disposal group and assets classified as held for sale" on the balance sheet of the Company.

The above transactions were for the purposes of undertaking an internal restructuring of KOM (the "KOM Pre-Combination Restructuring") to effect the Proposed Combination as mentioned in Note 38.

Information relating to significant subsidiaries consolidated in the financial statements is given in Note 41.

12. ASSOCIATED COMPANIES AND JOINT VENTURES

	GROUP	
	2023 $'000	2022 $'000
Quoted shares, at cost		
Market value: $2,087,338,000 (2022: $2,302,422,000)	**1,940,562**	2,304,848
Unquoted shares, at cost	**3,533,820**	3,454,664
	5,474,382	5,759,512
Provision for impairment	**(94,159)**	(112,004)
	5,380,223	5,647,508
Share of reserves post acquisition	**389,618**	476,094
Carrying amount	**5,769,841**	6,123,602
Unquoted shares, at fair value through profit or loss	**398,272**	246,677
Notes issued by and long-term receivable from an associated company (notional)	**260,541**	245,000
Advances to associated companies and joint ventures	**173,199**	176,583
	6,601,853	6,791,862

Notes issued by and long-term receivables from an associated company amounted to $260,541,000 (2022: 245,000,000). The notes issued are unsecured and will mature in 2040. Interest is charged at 17.5% (2022: 17.5%) per annum. The long-term receivables are non-interest bearing and not repayable on demand. Including share of net liabilities and other adjustments, the carrying amount of the associated company amounted to approximately $41,375,000 (2022: $67,637,000).

12. ASSOCIATED COMPANIES AND JOINT VENTURES (continued)

Advances to associated companies and joint ventures are unsecured and are not repayable within the next 12 months. Interest is charged at 3.0% to 11.0% (2022: 3.0% to 11.0%) per annum on interest-bearing advances.

Movements in the provision for impairment of associated companies and joint ventures are as follows:

	GROUP	
	2023 $'000	**2022 $'000**
At 1 January	**112,004**	144,005
Impairment loss	**–**	1,000
Disposal and liquidation	**(17,845)**	(26,900)
Reclassification to		
– Disposal group and assets classified as held for sale	**–**	(6,101)
At 31 December	**94,159**	112,004

Impairment loss made mainly relates to the shortfall between the carrying amount of the costs of investment and the recoverable amount of an associated company.

The carrying amount of the Group's material associated companies and joint ventures, all of which are equity accounted for, are as follows:

		2023 $'000	**2022 $'000**
Keppel REIT	a	**1,633,309**	2,085,919
Keppel DC REIT	b	**480,349**	496,454
Sino-Singapore Tianjin Eco-City Investment and Development Co., Limited	c	**660,983**	618,968
Other associated companies and joint ventures		**3,827,212**	3,590,521
		6,601,853	6,791,862

The summarised financial information of the material associated companies, not adjusted for the Group's proportionate share, based on its SFRS(I) financial statements and a reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

a. **Keppel REIT**

	2023 $'000	2022 $'000
Current assets	**169,101**	795,861
Non-current assets	**8,090,227**	8,085,514
Total assets	**8,259,328**	8,881,375
Current liabilities	**337,930**	714,266
Non-current liabilities	**2,170,333**	2,301,805
Total liabilities	**2,508,263**	3,016,071
Net assets	**5,751,065**	5,865,304
Less: Non-controlling interests	**(746,444)**	(746,388)
	5,004,621	5,118,916
Proportion of the Group's ownership	**37%**	47%
Group's share of net assets	**1,861,219**	2,390,022
Other adjustments	**(227,910)**	(304,103)
Carrying amount of equity interest	**1,633,309**	2,085,919
Revenue	**233,071**	219,286
Profit after tax	**196,479**	448,403
Other comprehensive (loss)/income	**(101,792)**	18,690
Total comprehensive income	**94,687**	467,093
Fair value of ownership interest (if listed)**	**1,308,426**	1,590,158
Dividends received	**102,204**	101,123

** Based on the quoted market price at 31 December (Level 1 in the fair value hierarchy).

As at 31 December 2023 and 31 December 2022, the fair value of Keppel REIT was below the carrying amount of the Group's effective ownership interest. Management is of the view that no impairment is required as it is held for long term and its recoverable amount approximates the carrying amount.

b. **Keppel DC REIT**

	2023 $'000	2022 $'000
Current assets	**209,432**	262,606
Non-current assets	**3,797,119**	3,845,057
Total assets	**4,006,551**	4,107,663
Current liabilities	**148,614**	244,640
Non-current liabilities	**1,503,976**	1,406,105
Total liabilities	**1,652,590**	1,650,745
Net assets	**2,353,961**	2,456,918
Less: Non-controlling interests	**(42,981)**	(42,800)
	2,310,980	2,414,118
Proportion of the Group's ownership	**20%**	20%
Group's share of net assets	**467,742**	485,721
Other adjustments	**12,607**	10,733
Carrying amount of equity interest	**480,349**	496,454
Revenue	**281,207**	277,322
Profit after tax	**122,204**	234,174
Other comprehensive (loss)/income	**(51,445)**	29,804
Total comprehensive income	**70,759**	263,978
Fair value of ownership interest (if listed)**	**679,304**	612,172
Dividends received	**27,298**	22,380

** Based on the quoted market price as at 31 December (Level 1 in the fair value hierarchy).

12. ASSOCIATED COMPANIES AND JOINT VENTURES (continued)

c. Sino-Singapore Tianjin Eco-City Investment and Development Co., Limited

	2023 $'000	2022 $'000
Current assets	**1,388,680**	1,243,193
Non-current assets	**451,898**	503,634
Total assets	**1,840,578**	1,746,827
Current liabilities	**487,512**	460,153
Non-current liabilities	**10,216**	17,747
Total liabilities	**497,728**	477,900
Net assets	**1,342,850**	1,268,927
Proportion of the Group's ownership	**50%**	50%
Group's share of net assets	**671,425**	634,464
Other adjustments	**(10,442)**	(15,496)
Carrying amount of equity interest	**660,983**	618,968
Revenue	**538,663**	32,077
Profit after tax	**113,004**	6,482
Other comprehensive income	**–**	–
Total comprehensive income	**113,004**	6,482
Dividends received	**–**	–

d. Other associated companies and joint ventures

Aggregate information about the Group's investments in other associated companies and joint ventures are as follows:

	2023 $'000	2022 $'000
Share of results – continuing operations	**165,965**	282,877
Share of results – discontinued operations	**–**	4,420
Share of other comprehensive loss	**(24,777)**	(150,579)
Share of total comprehensive income	**141,188**	136,718

Information relating to significant associated companies and joint ventures, including information on principal activities, country of operation/incorporation and proportion of ownership interest, and whose results are included in the financial statements is set out in Note 41.

13. INVESTMENTS

	GROUP		COMPANY	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
Investments at fair value through other comprehensive income ("OCI"):				
– Quoted equity units in a public infrastructure trust managed by a related company	**512,180**	490,886	**–**	–
– Quoted equity shares in other industries	**3,466**	3,820	**–**	–
– Unquoted equity shares in real estate industry	**68,319**	78,561	**18,013**	19,430
– Unquoted equity shares and funds in other industries	**116,512**	109,381	**–**	–
– Unquoted real estate funds managed by a related company	**84,791**	90,746	**–**	–
Total investments at fair value through OCI	**785,268**	773,394	**18,013**	19,430
Investments at fair value through profit or loss:				
– Quoted equity shares	**20,053**	34,618	**–**	–
– Unquoted equity shares and funds	**762,796**	622,449	**–**	–
– Unquoted bonds and debentures	**50,769**	52,258	**–**	–
Total investments at fair value through profit or loss	**833,618**	709,325	**–**	–
Total investments	**1,618,886**	1,482,719	**18,013**	19,430

Unquoted investments at fair value through profit or loss included compulsorily convertible debentures amounting to $44,592,000 (2022: $46,821,000). In the prior year, the Group has converted 5,035,464 of the compulsorily convertible debentures held into equity shares at a conversion rate of 1:1 amounting to approximately $23 million (equivalent to Rs 1,280 million Indian Rupee). The remaining compulsorily convertible debentures bear interest at 10.0% per annum which is maturing in 2040.

14. DEFERRED TAXATION

	GROUP	
	2023 $'000	2022 $'000
Deferred tax liabilities	**411,815**	368,031
Deferred tax assets	**(78,520)**	(87,624)
Net deferred tax liabilities	**333,295**	280,407

Net deferred tax liabilities are determined by offsetting deferred tax assets against deferred tax liabilities of the same entities arising from same tax jurisdiction. Deferred tax assets are recognised for unutilised tax benefits carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable.

The Group has unrecognised deferred tax liabilities of $10,200,000 (2022: $13,434,000) for taxes that would be payable on the undistributed earnings of certain subsidiaries as these earnings would not be distributed in the foreseeable future and the Group is in a position to control the timing of the reversal of the temporary differences.

The Group has unrecognised deferred tax liabilities of $14,261,000 (2022: $11,938,000) for taxes that would be payable on the undistributed earnings of certain associated companies and joint ventures as these earnings would not be distributed in the foreseeable future.

The Group has unutilised tax losses and capital allowances of $838,327,000 (2022: $766,605,000) for which no deferred tax benefit is recognised in the balance sheet. These tax losses and capital allowances can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses and capital allowances in their respective countries of incorporation. Tax losses amounting to $478,963,000 (2022: $422,151,000) can be carried forward for a period of one to nine years (2022: one to nine years) subsequent to the year of the loss, while the remaining tax losses have no expiry date.

14. DEFERRED TAXATION (continued)

Movements in deferred tax liabilities and assets are as follows:

	At 1 January $'000	Charged/ (credited) to profit or loss $'000	Charged/ (credited) to other comprehensive income $'000	Net subsidiaries acquired/ disposed $'000	Reclassification to liabilities directly associated with assets classified as held for sale $'000	Exchange Differences $'000	At 31 December $'000
GROUP							
2023							
Deferred Tax Liabilities							
Accelerated tax depreciation	**144,183**	**4,291**	**–**	**–**	**–**	**(5,977)**	**142,497**
Investment properties valuation	**183,977**	**25,214**	**–**	**–**	**–**	**(4,974)**	**204,217**
Offshore income & others	**38,472**	**13,450**	**3,200**	**–**	**–**	**4,343**	**59,465**
Total	**366,632**	**42,955**	**3,200**	**–**	**–**	**(6,608)**	**406,179**
Deferred Tax Assets							
Other provisions	**(25,579)**	**6,613**	**–**	**–**	**–**	**588**	**(18,378)**
Unutilised tax benefits	**(62,726)**	**4,239**	**–**	**–**	**–**	**1,100**	**(57,387)**
Lease liabilities	**2,080**	**1,682**	**–**	**–**	**–**	**(881)**	**2,881**
Total	**(86,225)**	**12,534**	**–**	**–**	**–**	**807**	**(72,884)**
Net Deferred Tax Liabilities	**280,407**	**55,489**	**3,200**	**–**	**–**	**(5,801)**	**333,295**
2022							
Deferred Tax Liabilities							
Accelerated tax depreciation	202,506	(1,065)	–	803	(56,962)	(1,099)	144,183
Investment properties valuation	170,157	32,162	–	–	–	(18,342)	183,977
Offshore income & others	87,242	(6,782)	–	(32,801)	(6,156)	(3,031)	38,472
Total	459,905	24,315	–	(31,998)	(63,118)	(22,472)	366,632
Deferred Tax Assets							
Other provisions	(117,525)	(9,462)	–	546	100,412	450	(25,579)
Unutilised tax benefits	(110,590)	10,314	–	–	32,941	4,609	(62,726)
Lease liabilities	(17,578)	765	–	3,557	16,574	(1,238)	2,080
Total	(245,693)	1,617	–	4,103	149,927	3,821	(86,225)
Net Deferred Tax Liabilities	214,212	25,932	–	(27,895)	86,809	(18,651)	280,407

15. CONTRACT ASSETS/LIABILITIES

	GROUP		
	31 December		1 January
	2023 $'000	2022 $'000	2022 $'000
Non-current	**18,674**	86,411	99,109
Current	**405,715**	255,900	3,169,694
Contract assets	**424,389**	342,311	3,268,803
Contract liabilities	**165,494**	209,770	1,002,024

Contract assets relate to the construction of facilities and fabrication of equipment, and the right to consideration for handset and equipment delivered and accepted by customers but not yet billed at the reporting date. In the financial year ended 31 December 2022, contract assets relating to certain rig-building contracts where the scheduled dates of the rigs have been deferred and have higher counter-party risks amounted to $572,179,000 has been reclassified to disposal group and assets classified as held for sale.

Contract liabilities included proceeds received from sale of properties of $59,382,000 (2022: $153,487,000). Remaining contract liabilities of $106,112,000 (2022: $56,283,000) are recorded when receipts from customers exceed the value of work transferred where the customer is invoiced on a milestone payment schedule.

Revenue recognised during the financial year ended 31 December 2023 in relation to the contract liabilities balance at 1 January 2023 was $180,316,000 (2022: $882,597,000).

The aggregate amount of the transaction price allocated to the remaining performance obligations is $1,395,625,000 (2022: $1,001,841,000) and the Group expects to recognise this revenue over the next 1 to 3 years (2022: 1 to 3 years).

Movements in the allowance for expected credit loss for contract assets are as follows:

	GROUP	
	31 December	
	2023 $'000	2022 $'000
At 1 January	**–**	432,541
Reclassification		
– Disposal group and assets classified as held for sale	**–**	(432,541)
At 31 December	**–**	–

16. NOTES RECEIVABLES

Arising from the completion of the Asset Co Transaction on 27 February 2023 (Note 38), the Group subscribed to notes ("vendor notes") issued by Rigco Holding Pte Ltd ("Rigco") which bear interest of 4.0% per annum and the interest is payable annually in arrears for a tenure of 12 years, with an option held by Rigco to extend the maturity date by an additional 3 years. The vendor notes amounting to $4,251,144,000 included USD denominated notes of US$1,878,388,000 with the remaining notes being SGD denominated. Rigco could elect to pay interest due entirely in cash, entirely in additional vendor notes or a combination of cash and additional vendor notes. The vendor notes may be redeemed at the outstanding principal amount together with unpaid accrued interest and a redemption premium equal to 5.0% of the outstanding principal amount of vendor notes being redeemed.

Vendor notes issued by Rigco are debt instruments that do not meet the criteria for classification as amortised cost or fair value through other comprehensive income and are classified as financial assets carried at fair value through profit or loss. As described in Note 2.27(b)(vii), the transaction price was assessed to be not representing the fair value of the vendor notes.

Initial recognition

The vendor notes are required to be measured at fair value on initial recognition as described in Note 2.27(b)(vii), the transaction price was assessed to be not representing the fair value of the vendor notes. Management had engaged an independent professional advisor to assist in the determination of the fair value of the vendor notes issued by Rigco, which is based on the Discounted Cash Flow ("DCF") calculations using the estimated cash flows available for repayment of the vendor notes derived based on a probability weighted range of scenarios per Rigco's business plan and financial projections received in May 2023. In addition to the independent professional firm responsible for estimating the fair value based on the DCF calculations and calculating the discount rates, management has engaged an independent industry expert to provide the estimated future asset sale values used in the financial projections, taking into consideration the market outlook, assumptions and industry parameters. Based on the above, the fair value of the vendor notes amounted to $3,003,599,000 at initial recognition. As this fair value was derived using unobservable inputs that are subject to significant estimates and judgement, the difference of $1,247,545,000 between the fair value at initial recognition and the transaction price was accounted as a deferred loss as required under SFRS(I) 9, paragraph B5.1.2A(b). The deferred loss is amortised using a straight-line method over the expected tenor of 7 years based on the projected repayment of the vendor notes in Rigco's business plan, or recognised in the profit or loss when there are observable market inputs, or when there is a redemption of vendor notes. If the valuation of the vendor notes continue to be based on data that is not observable in the market and there is no redemption of vendor notes until the end of 7 years, the amortisation of deferred loss would amount to approximately $178,220,000 per annum. Interest income would be recognised using an effective interest rate method on the latest fair value.

16. NOTES RECEIVABLES (continued)

Subsequent measurement
As of 31 December 2023, the carrying amount of the vendor notes, measured at fair value, was $4,286,354,000 which included an unamortised deferred loss amounting to $1,107,501,000.

Movements in the notes receivables for the full year ended 31 December 2023 are as follows:

	Fair value $'000	Deferred loss $'000	Carrying value $'000
At 27 February 2023	3,003,599	1,247,545	4,251,144
Fair value changes, including Interest income[1]	150,659	–	150,659
Amortisation to profit or loss[1] (from 27 February to 31 December 2023)	–	(149,694)	(149,694)
Exchange differences[2]	24,595	9,650	34,245
At 31 December 2023	3,178,853	1,107,501	4,286,354

[1] The fair value changes, including interest income and amortisation of the deferred loss are recognised in the profit or loss and presented as "fair value (gain)/loss – Notes receivables" in Note 28.
[2] The foreign exchange gain arising from the USD denominated vendor notes and the USD denominated unamortised deferred loss are recognised in the profit or loss and presented as "foreign exchange (gain)/loss" in Note 28.

17. LONG TERM ASSETS

	GROUP		COMPANY	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
Call option	**203,898**	192,522	**–**	–
Finance lease receivables	**101,982**	93,339	**–**	–
Other receivables	**146,218**	212,675	**58,744**	70,252
	452,098	498,536	**58,744**	70,252

The call option granted to the Group is in connection with the disposal of its 87.51% equity interest in Ocean Properties LLP (formerly known as Ocean Properties Private Limited) to Keppel REIT in 2011. The Group has an option to acquire the same shares exercisable at the price of $1 upon the expiry of 99 years from 14 December 2011 under the share purchase agreement. The call option may be exercised earlier upon the occurrence of certain specified events as stipulated in the call option deed. As at 31 December 2023, the fair value was determined by reference to the difference in valuations obtained from an independent professional valuer for the underlying investment property based on the remaining 838-year leasehold and 87-year leasehold (2022: based on the remaining 839-year leasehold and 88-year leasehold). Based on these valuations, the fair value gain of $11,376,000 (2022: $21,002,000) was taken to profit or loss account (Note 28). The details of the valuation techniques and inputs used for the call option are disclosed in Note 36.

Included in other receivables is a secured loan receivable due from KrisEnergy Asia Limited ("KAL"), a company under receivership. The Company had provided a guarantee, which was in relation to a bilateral agreement between the Company and a bank, on a revolving credit facility (RCF) granted to KAL. KAL defaulted on the repayment of the RCF on 30 June 2021, upon which the Company had made payment to the bank and recorded a loan receivable (net of impairment provision) from KAL. As at 31 December 2023, the loan receivable under the RCF amounted to $107,132,000 (31 December 2022: $109,601,000). In addition, the Company had extended a short term interest free bridging facility to KAL (in receivership) for the purpose of its cash flow requirements and receivership expenses which amounted to $5,080,000 as at 31 December 2023 (31 December 2022: $5,197,000). The non-current portion of the loan receivable and advances amounted to $58,411,000 (31 December 2022: $69,657,000) while the current portion amounted to $53,801,000 (31 December 2022: $45,141,000) which is included under Debtors (Note 20).

The Group had a comprehensive first ranking security package over the assets of the KrisEnergy Limited group ("KrisEnergy") through the RCF. With KrisEnergy Limited in liquidation, the Group has implemented detailed recovery plans which were developed in consultation with its financial advisor, Kroll (formerly known as Borrelli Walsh "Kroll"), and legal advisor to preserve KrisEnergy's assets and to maximise recoveries for the Group. The Group had appointed Kroll in 2021 as receiver over the assets of a number of members of the KrisEnergy group under the security package.

In assessing expected credit loss, management reviewed the cash flow projections prepared by Kroll, based on the estimated amount of cash available from producing assets to be held over the remaining lives of the concession period of 6.5 to 10 years (2022: 7.5 to 11 years) and expected proceeds from assets to be sold, taking into account the rights to these cash flows from the secured assets on a receivership basis. The cash flow estimates from producing assets were based on forecasted production volumes and oil prices, determined by taking reference from external information sources, ranging from US$75 to US$85 per barrel for 2024 to 2032 (December 2022: US$80 to US$97 per barrel for 2023 to 2032). The estimated recoverable amounts for assets to be sold are based on the binding bids received from external parties. The timing of the cash flows, estimated production volumes, oil prices and discount rates used in assessing recoverable amounts are subject to risk and uncertainty.

Based on the assessment, no additional expected credit loss provision was required for the year ended 31 December 2023 and 2022. The assessment took into account the rights to the cash flows from the secured assets on a receivership basis.

Management reviewed the cash flow projections prepared by Kroll and determined that the cash flow projections were most sensitive to the production profile of the largest producing asset for the financial year ended 31 December 2023. The headroom in the recoverable amount over the carrying amount would be eliminated, holding other variables constant, if the production profile of the largest producing asset were to decrease by 5% across the forecasted period of 2024 to 2032, and any further decline in the production profile would result in an additional expected credit loss provision for the financial year ended 31 December 2023.

For the financial year ended 31 December 2022, Management reviewed the cash flow projections prepared by Kroll and determined that the cash flow projections were most sensitive to oil prices. The headroom in the recoverable amount over the carrying amount would be eliminated, holding other variables constant, if oil prices were to decrease by 9.1% across the forecasted period of 2023 to 2032, and any further decline in oil prices would result in an additional expected credit loss provision for the financial year ended 31 December 2022.

Included in other receivables is claims receivable which represents claims from customer for long term contracts. During the year, the Group recognised $5,140,000 (2022: $9,089,000) of allowance for expected credit loss on claims receivable arising from the discounting effects due to changes in the expected timing of receipt.

In the prior year, included in other receivables was an unsecured, interest-free advance to an investee of $19,804,000, which and has been reclassified to debtors (Note 20) during the year as it is due in 2024.

The carrying amount of the long term assets approximates their fair value.

18. STOCKS

		GROUP	
		2023 $'000	2022 $'000
Consumable materials and supplies (net of provision)		**21,854**	24,521
Finished products for sale (net of provision)		**35,515**	40,954
Properties held for sale	a	**2,052,572**	2,235,475
		2,109,941	2,300,950

The provision for stocks to write down its carrying value to its net realisable value at the end of the financial year was $12,719,000 (2022: $12,080,000).

18. STOCKS (continued)

a. Properties held for sale

	GROUP	
	2023 $'000	2022 $'000
Properties under development		
Land cost	**558,887**	1,035,952
Development cost incurred to date	**181,565**	370,187
Related overhead expenditure	**195,181**	201,881
	935,633	1,608,020
Completed properties held for sale	**1,136,148**	646,795
	2,071,781	2,254,815
Provision for properties held for sale	**(19,209)**	(19,340)
	2,052,572	2,235,475

Movements in the provision for properties held for sale are as follows:

	GROUP	
	2023 $'000	2022 $'000
At 1 January	**19,340**	20,916
Charge to profit or loss account	**6,137**	76
Company disposed	**(4,790)**	–
Exchange differences	**(328)**	(1,823)
Amount written off	**(1,150)**	171
At 31 December	**19,209**	19,340

See Note 2.27(b)(v) for further disclosures on estimating the net realisable values of the Group's properties held for sale.

As at 31 December 2023, properties amounting to $273,480,000 (2022: $248,990,000) in value and included in the above balances were mortgaged to the banks as securities for borrowings as referred to in Note 25.

Interest capitalised during the financial year amounted to $11,410,000 (2022: $10,646,000) at rates of 4.26% to 4.71% (2022: 0.95% to 4.71%) per annum for Singapore properties and 4.00% to 7.00% (2022: 2.00% to 7.00%) per annum for overseas properties.

19. AMOUNTS DUE FROM/TO

	COMPANY	
	2023 $'000	2022 $'000
Subsidiaries		
Amounts due from		
– trade	**7,402**	143,837
– advances	**9,323,584**	7,543,926
	9,330,986	7,687,763
Allowance for expected credit loss	**(830,324)**	(141,143)
	8,500,662	7,546,620
Amounts due to		
– trade	**3,339**	3,555
– non-trade	**2,613**	–
– advances	**204,971**	269,508
	210,923	273,063

	COMPANY	
	2023 $'000	2022 $'000
Movements in the allowance for expected credit loss are as follows:		
At 1 January	**141,143**	145,251
Charge to profit or loss account	**695,978**	279
Write-off	**(6,600)**	(4,387)
Exchange differences	**(197)**	–
At 31 December	**830,324**	141,143

As at 31 December 2023, the Company recognised allowances for expected credit loss based on the lifetime expected credit loss as certain amounts due from subsidiaries have been determined to be credit impaired due to a significant increase in credit risk in the subsidiaries.

Advances to and from subsidiaries are unsecured and are repayable on demand. Interest is charged at rates up to 6.91% (2022: up to 5.84%) per annum on interest-bearing advances.

	GROUP		COMPANY	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
Associated Companies and Joint Ventures				
Amounts due from				
– trade	**143,703**	38,835	**–**	–
– non-trade	**64**	202	**64**	202
– advances	**139,049**	239,254	**–**	–
	282,816	278,291	**64**	202
Allowance for expected credit loss	**(25,883)**	(16,223)	**–**	–
	256,933	262,068	**64**	202
Amounts due to				
– trade	**34,254**	33,692	**872**	900
– advances	**67,010**	36,171	**25**	–
	101,264	69,863	**897**	900
Movements in the allowance for expected credit loss are as follows:				
At 1 January	**16,223**	31,800	**–**	–
Charge to profit or loss account	**9,660**	1,506	**–**	–
Reclassified to disposal group and assets classified as held for sale	**–**	(17,083)	**–**	–
At 31 December	**25,883**	16,223	**–**	–

Advances to and from associated companies and joint ventures are unsecured and are repayable on demand. Interest is charged at rates ranging from 7.00% to 12.00% (2022: 3.00% to 8.00%) per annum on interest-bearing advances. As at 1 January 2022, the Group's amount due from associated companies and joint ventures relating to trade amounted to $169,612,000.

20. DEBTORS

	GROUP		COMPANY	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
Trade debtors	**819,848**	661,671	**15**	20
Allowance for expected credit loss	**(30,794)**	(29,163)	**–**	–
	789,054	632,508	**15**	20
Sundry debtors	**254,618**	74,553	**14,597**	654
Prepayments	**67,941**	78,428	**70**	12
Tax recoverable	**2,762**	1,237	**–**	–
Value Added Tax receivable	**90,839**	75,519	**549**	179
Interest receivable	**1,187**	1,712	**1,098**	–
Deposits paid	**100,199**	44,559	**387**	385
Recoverable accounts	**84,978**	81,683	**55,808**	49,990
Accrued receivables	**344,211**	357,787	**–**	7,671
Advances to investee	**42,819**	–	**–**	–
Advances to subcontractors	**44,678**	604	**–**	–
Advances to non-controlling shareholders of subsidiaries	**6,033**	6,583	**–**	–
	1,040,265	722,665	**72,509**	58,891
Allowance for expected credit loss	**(135,356)**	(115,875)	**–**	–
	904,909	606,790	**72,509**	58,891
Total	**1,693,963**	1,239,298	**72,524**	58,911
Movements in the allowance for expected credit loss are as follows:				
At 1 January	**145,038**	364,396	**–**	–
Charge to profit or loss account	**13,470**	26,986	**–**	–
Amount written off	**(11,775)**	(10,998)	**–**	–
Subsidiaries acquired	**–**	1,265	**–**	–
Subsidiaries disposed	**(3)**	(1,801)	**–**	–
Exchange differences	**(1,812)**	810	**–**	–
Reclassified from provision for long-term receivables	**21,232**	–	**–**	–
Reclassified to disposal group and assets classified as held for sale	**–**	(235,620)	**–**	–
Total	**166,150**	145,038	**–**	–

As at 1 January 2022, the Group's net trade debtors amounted to $985,397,000.

Advance to an investee is unsecured, interest-free advance and maturing in 2024.

On 29 November 2023, the Group entered into an agreement to acquire an initial 50% stake in a real estate asset manager in 2024 (Phase 1) with full acquisition in 2028 (Phase 2). The maximum consideration payable to the Seller for the Phase 1 and Phase 2 is approximately $517 million (equivalent to €357 million) and $834 million (equivalent to €575 million) respectively, which can be funded through a combination of cash and treasury shares. A deposit amount of $45 million was paid and is recorded as "Deposits paid" within "Debtors" in the consolidated balance sheet as of 31 December 2023. Accordingly, remaining amounts of approximately $1,306,086,000 expected to be paid on completion of Phase 1 and Phase 2 is disclosed in Note 33 as a capital commitment.

21. SHORT TERM INVESTMENTS

	GROUP		COMPANY	
	2023 **$'000**	2022 $'000	**2023** **$'000**	2022 $'000
Investments at fair value through other comprehensive income:				
Quoted equity shares	**83,261**	48,097	**–**	–
Investments at fair value through profit or loss:				
Quoted equity shares	**164,220**	685	**161,896**	–
Unquoted equity shares	**5,628**	–	**5,628**	–
	169,848	685	**167,524**	–
Total short term investments	**253,109**	48,782	**167,524**	–

Investments at fair value through other comprehensive income are mainly in the oil and gas industry listed in Singapore.

Arising from the completion of the Proposed Combination on 28 February 2023 (as described in Note 38), the Group received 3,411,858,604 Seatrium Limited ("Seatrium" and formerly, Sembcorp Marine Ltd) shares, amounting to approximately $392 million, as Retained Consideration Shares. The cash proceeds arising from the sale of these Retained Consideration Shares are placed in the segregated account, together with the remaining Retained Consideration Shares, for a duration not exceeding 48 months from 28 February 2023 for the purpose of satisfying identified contingent liabilities which Seatrium may have against the Company in connection with the Proposed Combination as described in Note 38. For the year ended 31 December 2023, an amount of approximately $264,298,000 was received from the sale of 2,039,859,000 Retained Consideration Shares (Note 38) by an institutional financial services provider appointed by the Company to manage the Retained Consideration Shares, pursuant to a programme that has predefined sale parameters.

As at 31 December 2023, the related cash and remaining Retained Consideration Shares amounted to approximately $267,105,000 and $161,896,000 and are recorded within "Bank balances, deposits & cash" and "Short term investments" respectively.

22. BANK BALANCES, DEPOSITS & CASH

	GROUP		COMPANY	
	2023 **$'000**	2022 $'000	**2023** **$'000**	2022 $'000
Bank balances and cash	**431,070**	657,790	**5,499**	1,232
Fixed deposits with banks	**814,991**	369,653	**267,102**	–
Amounts held under escrow accounts for overseas acquisition of land, payment of construction cost, claims and other liabilities	**569**	6,290	**–**	–
Amounts held under project accounts, withdrawals from which are restricted to payments for expenditures incurred on projects	**19,030**	108,611	**–**	–
	1,265,660	1,142,344	**272,601**	1,232

Fixed deposits with banks by the Group mature on varying periods, substantially between 11 days to 2 years (2022: 1 day to 6 months). These comprise Singapore Dollars fixed deposits of $341,874,000 (2022: $81,303,000) at interest rates substantially ranging from 2.40% to 3.95% (2022: 2.61% to 3.93%) per annum, and foreign currency fixed deposits of $473,117,000 (2022: $288,350,000) at interest rates substantially ranging from 0.80% to 7.45% (2022: 0.32% to 9.20%) per annum.

Fixed deposits with a bank by the Company comprise Singapore Dollars fixed deposits and mature on varying periods between 2 months to 12 months (2022: nil). These fixed deposits are at interest rate of 2.78% (2022: nil) per annum.

Cash and cash equivalents of $252,848,000 (2022: $328,052,000) held in the People's Republic of China are subject to local exchange control regulations. These regulations place restriction on the amount of currency being exported other than through dividends and capital repatriation upon liquidations.

Included within fixed deposits with banks and bank balances and cash are related cash held under a segregated account (Note 38) in relation to the proceeds from sale of the Retained Consideration Shares amounting to $267,102,000 and $3,000 respectively.

23. CREDITORS AND OTHER NON-CURRENT LIABILITIES

	GROUP		COMPANY	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
Trade creditors	**404,072**	372,380	**7,130**	1,005
Customers' advances and deposits	**74,039**	104,535	**–**	–
Sundry creditors	**245,356**	322,887	**70,104**	4,273
Accrued expenses	**1,679,670**	1,787,731	**65,124**	60,654
Advances from non-controlling shareholders	**13,804**	17,735	**–**	–
Retention monies	**126,442**	122,092	**–**	–
Interest payables	**43,047**	41,460	**26,223**	23,153
	2,586,430	2,768,820	**168,581**	89,085
Other non-current liabilities:				
Accrued expenses and other payables	**207,185**	301,563	**29,562**	29,228
Advances from non-controlling shareholders	**268,938**	255,975	**–**	–
	476,123	557,538	**29,562**	29,228

Advances from non-controlling shareholders of certain subsidiaries are unsecured and are repayable on demand. Interest is charged at rates ranging from 4.29% to 7.14% (2022: 1.65% to 5.24%) per annum on interest-bearing advances.

The carrying amount of the non-current liabilities approximates their fair value.

24. PROVISIONS

	GROUP					
	2023			2022		
	Warranties $'000	**Onerous Contracts $'000**	**Total $'000**	Warranties $'000	Onerous Contracts $'000	Total $'000
At 1 January	**4,178**	**54,267**	**58,445**	28,932	37,831	66,763
(Write-back)/Charge to profit or loss account	**(81)**	**(1,500)**	**(1,581)**	(5,986)	63,457	57,471
Amount utilised	**(12)**	**(6,535)**	**(6,547)**	(6,871)	(27,887)	(34,758)
Exchange differences	**127**	**353**	**480**	(931)	(303)	(1,234)
Reclassified to disposal group and liabilities classified as held for sale	**–**	**–**	**–**	(10,966)	(18,831)	(29,797)
At 31 December	**4,212**	**46,585**	**50,797**	4,178	54,267	58,445

25. TERM LOANS

		2023		2022	
		Due within one year $'000	**Due after one year $'000**	Due within one year $'000	Due after one year $'000
GROUP					
Keppel Medium Term Notes	a	**150,000**	**1,845,968**	200,000	1,817,864
Keppel Management Ltd. Medium Term Notes	b	**129,966**	**279,783**	299,979	409,619
Keppel Commercial Papers	c	**–**	**–**	35,996	–
Bank loans					
– secured	d	**85,515**	**686,256**	127,393	554,291
– unsecured	e	**2,056,199**	**5,725,951**	2,914,290	3,821,412
		2,421,680	**8,537,958**	3,577,658	6,603,186
COMPANY					
Keppel Medium Term Notes	a	**150,000**	**1,845,968**	200,000	1,817,864
Keppel Commercial Papers	c	**–**	**–**	35,996	–
Unsecured bank loans	e	**1,397,129**	**4,659,416**	2,553,305	2,226,120
		1,547,129	**6,505,384**	2,789,301	4,043,984

a. At the end of the financial year, notes issued under the US$5,000,000,000 Multi-Currency Medium Term Note Programme by the Company amounted to $1,995,968,000 (2022: $2,017,864,000). The notes denominated in Singapore Dollars, US Dollars and Japanese Yen, are unsecured and comprised both variable and fixed rate notes due from 2024 to 2042 (2022: from 2023 to 2042) with interest rates ranging from 0.88% to 4.52% (2022: 0.88% to 4.00%) per annum.

b. At the end of the financial year, notes issued under the US$3,000,000,000 Multi-Currency Medium Term Note Programme by Keppel Management Ltd. (formerly known as Keppel Land Limited) and its wholly-owned subsidiary, Keppel Land Financial Services Pte. Ltd. amounted to $279,783,000 (2022: $579,672,000). The notes denominated in Singapore Dollars, are unsecured and comprised fixed rate notes due in 2026 (2022: 2023 to 2026), with interest rates of 2.00% (2022: ranging of 2.00% to 2.84%) per annum.

   At the end of the financial year, notes issued under the US$800,000,000 Multi-Currency Medium Term Note Programme by Keppel Management Ltd. (formerly known as Keppel Land Limited) amounted to $129,966,000 (2022: $129,926,000). The notes denominated in Singapore Dollars, are unsecured and comprised fixed rate notes due in 2024 (2022: 2024) with interest rates of 3.90% (2022: 3.90%) per annum.

c. For the financial year ended 31 December 2022, commercial papers issued under the US$1,000,000,000 Multi-Currency Euro Commercial Paper Programme by the Company amounted to $35,996,000. The commercial papers, which are denominated in Singapore Dollars, are unsecured and comprised fixed rate commercial papers due in 2023 with interest rate of 0.90% per annum. These commercial papers have been repaid during the financial year ending 31 December 2023.

25. TERM LOANS (continued)

d. The secured bank loans consist of:

- A term loan of $110,000,000 drawn down by a subsidiary. The term loan is repayable in 2026 and is secured on certain assets of the subsidiary and bear interest at rate of 3.54% to 4.71% per annum.

- A term loan of $84,791,000 drawn down by a subsidiary. The term loan is repayable in 2024 and is secured on certain assets of the subsidiary and bear interest at rate of 4.58% to 4.68% per annum.

- A term loan of $550,301,000 drawn down by a subsidiary. The term loan is repayable in 2034 and is secured on certain assets of the subsidiary and bear interest at rates of 3.86% to 3.96% per annum.

- Other secured bank loans totaling $26,679,000 (2022: $60,231,000) comprised $25,919,000 (2022: $38,572,000) of loans denominated in Singapore Dollars and $760,000 (2022: $21,659,000) of foreign currency loans. They are repayable within one to four (2022: one to six) years and are secured on investment properties and certain fixed and other assets of the subsidiaries. Interest on foreign currency loans ranges from 3.86% to 5.56% (2022: 3.80% to 16.00%) per annum.

e. The unsecured bank loans of the Group totaling $7,782,150,000 (2022: $6,735,702,000) comprised $2,945,870,000 (2022: $2,973,178,000) of loans denominated in Singapore Dollars and $4,836,280,000 (2022: $3,762,524,000) of foreign currency loans. They are repayable within one to five (2022: one to six) years. Interest on loans denominated in Singapore Dollars ranges from 1.77% to 5.34% (2022: 0.71% to 5.05%) per annum. Interest on foreign currency loans ranges from 0.69% to 10.62% (2022: 0.50% to 7.85%) per annum.

The unsecured bank loans of the Company totaling $6,056,545,000 (2022: $4,779,425,000) comprised $1,645,000,000 (2022: $1,360,000,000) of loans denominated in Singapore Dollars and $4,411,545,000 (2022: $3,419,425,000) of foreign currency loans. They are repayable within one to five years (2022: one to five years). Interest on loans denominated in Singapore Dollars ranges from 3.76% to 4.82% (2022: 0.71% to 5.03%) per annum. Interest on foreign currency loans ranges from 0.69% to 6.91% (2022: 0.50% to 5.84%) per annum.

The Group has mortgaged certain properties and assets of up to an aggregate amount of $2,242,773,000 (2022: $2,165,003,000) to banks for loan facilities.

The fair values of term loans for the Group and Company are $10,699,937,000 (2022: $9,805,129,000) and $7,820,223,000 (2022: $6,498,043,000) respectively. These fair values, under Level 2 of the fair value hierarchy, are computed on the discounted cash flow method using discount rates based upon the borrowing rates which the Group expect would be available as at the balance sheet date.

Loans due after one year are estimated to be repayable as follows:

	GROUP		COMPANY	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
Years after year-end:				
After one but within two years	**2,403,516**	1,859,527	**2,386,096**	842,710
After two but within five years	**4,757,920**	3,671,418	**3,269,288**	2,551,274
After five years	**1,376,522**	1,072,241	**850,000**	650,000
	8,537,958	6,603,186	**6,505,384**	4,043,984

26. REVENUE

	GROUP	
	2023 **$'000**	2022 $'000
Revenue from contracts with customers		
Revenue from construction contracts	**381,575**	410,181
Sale of property	**523,025**	809,744
Sale of goods	**475,898**	456,207
Sale of electricity, utilities and gases	**4,177,977**	3,637,267
Revenue from telecommunication services	**770,286**	738,233
Revenue from other services rendered	**536,577**	494,579
	6,865,338	6,546,211
Other sources of revenue		
Rental income from investment properties	**100,790**	73,507
	6,966,128	6,619,718

27. STAFF COSTS

	GROUP	
	2023 **$'000**	2022 $'000
Wages and salaries	**553,315**	515,838
Employer's contribution to Central Provident Fund	**59,855**	57,892
Share plans granted to Director and employees	**36,827**	43,403
Other staff benefits	**54,136**	50,745
	704,133	667,878

28. OPERATING PROFIT

Operating profit from continuing operations is arrived at after charging/(crediting) the following:

	GROUP	
	2023 **$'000**	2022 $'000
Included in materials and subcontract costs:		
Cost of stocks & contract assets	**745,928**	948,116
Direct operating expenses		
– investment properties that generated rental income	**60,770**	32,669
Included in staff costs:		
Key management's emoluments (including executive directors' remuneration)		
– short-term employee benefits	**14,667**	15,182
– post-employment benefits	**86**	89
– share plans granted	**12,775**	11,826
Included in expected credit loss on debtors & receivables, contract assets and financial guarantee:		
Expected credit loss on debtors and receivables (Note 17, 19 & 20)	**23,838**	32,999
Bad debts written-off	**281**	1,011

28. OPERATING PROFIT (continued)

	GROUP	
	2023 **$'000**	2022 $'000
Included in other operating income – net:		
Impairment of a joint venture (Note 12)	**–**	1,000
Impairment/write-off of right-of-use assets and fixed assets	**1,023**	1,171
Provision for stocks	**6,777**	6,939
Fair value gain on investment properties (Note 8)	**(149,532)**	(131,711)
Fair value gain on		
– investments, associated companies and joint ventures	**(69,028)**	(57,801)
– notes receivables, comprising of:	**(965)**	–
a. Fair value changes including interest income	***(150,659)***	–
b. Amortisation of deferred loss	***149,694***	–
– forward foreign exchange contracts	**21**	–
– call option (Note 17)	**(11,376)**	(21,002)
(Gain)/loss on differences in foreign exchange	**21,147**	(704)
(Gain)/loss on sale of fixed assets and investment properties	**(15,756)**	639
Gain on disposal of subsidiaries	**(28,338)**	(22,498)
Gain on disposal of associated companies and joint ventures	**(69,774)**	(358)
(Gain)/loss on sale of interests in associated companies and joint ventures	**(36,636)**	40,168
(Gain)/loss from change in interest in associated companies	**1,427**	(10,933)
Gain on acquisition of subsidiaries	**–**	(6,795)
Loss from dividend *in specie*	**110,816**	–
Fees and other remuneration to Directors of the Company	**2,659**	2,487
Auditors' remuneration		
– auditors of the Company	**3,634**	3,037
– other auditors of subsidiaries	**2,233**	2,105
Non-audit fees paid to		
– auditors of the Company	**153**	603
– other auditors of subsidiaries	**160**	193

29. INVESTMENT INCOME, INTEREST INCOME AND INTEREST EXPENSES

	GROUP	
	2023 **$'000**	2022 $'000
Investment income from:		
Shares – quoted	**73,533**	38,320
Shares/funds – unquoted	**4,858**	10,221
	78,391	48,541
Interest income from:		
Bonds, debentures, deposits and others	**28,992**	22,221
Associated companies and joint ventures	**21,794**	54,646
Service concession arrangement	**14,100**	14,481
	64,886	91,348
Interest expenses on notes, loans and overdrafts	**(318,300)**	(137,098)
Interest expenses on lease liabilities	**(9,663)**	(10,262)
Fair value gain/(loss) on interest rate caps and swaps	**(90)**	1,173
	(328,053)	(146,187)

30. TAXATION

a. Income tax expense

	GROUP	
	2023 **$'000**	2022 $'000
Tax expense comprised:		
Current tax – continuing operations	**237,385**	156,382
Adjustment for prior year's tax	**(14,647)**	(13,105)
Others	**11,653**	19,988
	234,391	163,265
Deferred tax (Note 14):		
Current deferred tax – continuing operations	**55,597**	21,040
Land appreciation tax:		
Current year	**(282)**	60,844
Taxation – continuing operations	**289,706**	245,149
Taxation – discontinued operations (Note 38(i)(a))	**(12,799)**	33,212
	276,907	278,361

The income tax expense on the results of the Group differs from the amount of income tax expense determined by applying the Singapore standard rate of income tax to profit before tax due to the following:

	GROUP	
	2023 **$'000**	2022 $'000
Profit before tax – continuing operations	**1,213,554**	1,094,888
Profit before tax – discontinued operations	**3,168,433**	116,278
Share of profit/(loss) of associated companies and joint ventures, net of tax – continuing operations	**(322,418)**	(535,979)
Share of profit/(loss) of associated companies and joint ventures, net of tax – discontinued operations	**–**	(4,420)
Profit before tax and share of profit of associated companies and joint ventures	**4,059,569**	670,767
Tax calculated at tax rate of 17% (2022: 17%)	**690,127**	114,030
Income not subject to tax	**(509,294)**	(105,735)
Expenses not deductible for tax purposes	**66,336**	180,037
Unrecognised tax benefits	**21,439**	82,901
Effect of different tax rates in other countries	**23,157**	(1,817)
Adjustment for prior year's tax	**(14,647)**	(36,687)
Land appreciation tax	**(282)**	60,844
Tax effect of land appreciation tax	**71**	(15,212)
	276,907	278,361
Income tax expense – continuing operations	**289,706**	245,149
Income tax expense – discontinued operations (Note 38(i)(a))	**(12,799)**	33,212
	276,907	278,361

30. TAXATION (continued)

a. Income tax expense (continued)

Pillar Two income taxes

The Base Erosion and Profit Shifting (BEPS) Pillar Two model rules is applicable to the Group as the Group's consolidated revenues is of EUR 750 million or more. As at the balance sheet date, the Pillar Two legislation has been enacted or substantively enacted, but not yet in effect, in certain jurisdictions the Group operates. Some of these legislations will be effective for the Group's financial year beginning on or after 1 January 2024. The Group is in the process of assessing the potential exposure arising from Pillar Two legislation.

The assessment that is being carried out is based on the latest available tax filings and country-by-country reporting for 2022, and the latest financial information for 2023. In certain jurisdictions, information required for the assessment is still being gathered and, therefore, the assessment is not complete.

Based on the assessment carried out so far, the Group has identified potential exposure to Pillar Two income taxes on profits earned in The Netherlands where the expected Pillar Two effective tax rate is likely to be lower than 15%. The potential exposure is expected to come from the constituent entities (mainly operating subsidiaries) in these jurisdictions. However, exposure may also exist in other jurisdictions where the assessment is in progress.

Due to the uncertainties surrounding when and how each jurisdiction will enact the legislations, quantitative information to indicate potential exposure to Pillar Two income taxes is currently not known or reasonably estimable. The Group continues to progress on the assessment and expects to complete the assessment in due course.

b. Movement in current income tax liabilities

	GROUP		COMPANY	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
At 1 January	**258,990**	505,479	**43,513**	39,651
Exchange differences	**(3,546)**	(28,708)	**–**	–
Tax expense	**237,385**	171,589	**5,684**	7,356
Adjustment for prior year's tax	**(14,647)**	(15,412)	**1,300**	(6,512)
Land appreciation tax	**(282)**	60,844	**–**	–
Net income taxes paid	**(113,372)**	(444,462)	**2,258**	2,974
Subsidiaries acquired	**–**	2,204	**–**	–
Subsidiaries disposed	**37**	600	**–**	–
Reclassification				
– tax recoverable and others	**12,975**	19,020	**7**	44
– liabilities directly associated with assets classified as held for sale	**(66)**	(12,164)	**–**	–
At 31 December	**377,474**	258,990	**52,762**	43,513

31. EARNINGS PER ORDINARY SHARE

	GROUP			
	2023 $'000		2022 $'000	
	Basic	**Diluted**	Basic	Diluted
Profit for the year from continuing operations	**885,219**	**885,219**	838,959	838,959
Profit for the year from discontinued operations	**3,181,433**	**3,181,433**	87,658	87,658
Net profit attributable to shareholders of the company	**4,066,652**	**4,066,652**	926,617	926,617
	Number of Shares ’000		Number of Shares ’000	
Weighted average number of ordinary shares (excluding treasury shares)	**1,786,608**	**1,786,608**	1,777,509	1,777,509
Adjustment for dilutive potential ordinary shares	**–**	**16,324**	–	17,785
Weighted average number of ordinary shares used to compute earnings per share (excluding treasury shares)	**1,786,608**	**1,802,932**	1,777,509	1,795,294
Earnings per ordinary share – continuing operations	**49.5 cts**	**49.1 cts**	47.2 cts	46.7 cts
Earnings per ordinary share – discontinued operations	**178.1 cts**	**176.5 cts**	4.9 cts	4.9 cts
Earnings per ordinary share	**227.6 cts**	**225.6 cts**	52.1 cts	51.6 cts

32. DIVIDENDS

A final cash dividend of 19.0 cents per share tax exempt one-tier (2022: final cash dividend of 18.0 cents per share tax exempt one-tier) in respect of the financial year ended 31 December 2023 has been proposed for approval by shareholders at the next annual general meeting to be convened.

Together with the interim cash dividend of 15.0 cents per share tax exempt one-tier (2022: interim cash dividend of 15.0 cents per share tax exempt one-tier), special dividend *in specie* of 19.1 Seatrium Limited (formerly, Sembcorp Marine Ltd) shares for every 1 share in the Company equivalent to 219.0 cents per share (Note 38) and special dividend *in specie* of 1 Keppel REIT units for every 5 share in the Company equivalent to 16.7 cents per share, total distributions paid and proposed in respect of the financial year ended 31 December 2023 will be 269.7 cents per share (2022: 33.0 cents per share).

During the financial year, the following distributions were made:

	$'000
Cash dividends paid	
A final cash dividend of 18.0 cents per share tax exempt one-tier on the issued and fully paid ordinary shares in respect of the previous financial year	317,190
An interim cash dividend of 15.0 cents per share tax exempt one-tier on the issued and fully paid ordinary shares in respect of the current financial year	264,330
	581,520
Dividends *in specie* paid	
A dividend *in specie* of 19.1 Seatrium Limited (formerly, Sembcorp Marine Ltd) shares for every 1 share in the Company, equivalent to 219.0 cents per share, in respect of the current financial year	3,845,162
A special dividend *in specie* of 1 Keppel REIT units for every 5 share in the Company, equivalent to 16.7 cents per share, in respect of the current financial year	294,294
	4,139,456
	4,720,976

In the prior year, total distributions of $643,233,000 were made.

33. COMMITMENTS

a. Capital commitments

	GROUP		
	2023	2022	
	$'000	Continuing Operations $'000	Discontinued Operations $'000
Capital expenditure/commitments not provided for in the financial statements:			
In respect of contracts placed:			
– for purchase and construction of investment properties	**204,465**	379,342	–
– for purchase of fixed assets	**65,376**	936,048	3,197
– for purchase/subscription of shares	**206,601**	275,861	–
– for commitments to associated companies and joint ventures	**1,016,256**	1,055,105	–
– for commitments to private funds	**20,709**	65,598	2,259
– for acquisition of a real estate asset manager (Note 20)	**1,306,086**	–	–
Amounts approved by Directors in addition to contracts placed:			
– for purchase and construction of investment properties	**509,770**	674,065	–
– for purchase of fixed assets	**272,423**	242,905	46,181
– for purchase/subscription of shares mainly in property development companies	**97,302**	140,609	–
	3,698,988	3,769,533	51,637
Less: Non-controlling shareholders' share	**(43,969)**	(39,205)	–
	3,655,019	3,730,328	51,637

There was no significant future capital expenditure/commitment for the Company.

b. Lessee's lease commitments

Under the SFRS(I) 16 *Leases*, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised on balance sheet. The right-of-use assets and lease liabilities are disclosed in Note 9.

34. CONTINGENT LIABILITIES AND GUARANTEES

	GROUP			COMPANY	
	2023	2022		2023	2022
	$'000	Continuing Operations $'000	Discontinued Operations $'000	$'000	$'000
Guarantees in respect of banks and other loans granted to subsidiaries, associated companies and joint ventures	**320,795**	156,787	–	**369,761**	462,579
Bank guarantees	**365,642**	382,630	61,364	**–**	–
Share of lease rental guarantees granted by associated companies and joint ventures	**90,882**	101,072	–	**–**	–
Performance guarantees issued for contracts awarded to customers and third parties	**–**	–	784,712	**–**	–
Guarantees in favour of a non-related company in respect of performance by a subsidiary, and related guarantees in respect of a bank loan granted to a related party and payment of contract sum to a third party (Note 34(i))	**517,342**	424,640	–	**–**	–
	1,294,661	1,065,129	846,076	**369,761**	462,579

i. The Group has entered into a separate indemnification contract with a related party at the point the guarantees were entered. The Group will be fully indemnified for losses which may incur in relation to the guarantees amounted to $517,342,000 (2022: $424,640,000).

ii. Included in the above guarantees in 2022 is a bilateral agreement between the Group and financial institutions which guaranteed a revolving credit facility granted to Floatel International Limited, an associated company, amounting to $82,551,000. The guarantee is secured on the assets of Floatel International Limited. In 2023, the revolving credit facility has been repaid and the guarantee has been terminated.

The financial effects of SFRS(I) 9 relating to financial guarantee contracts issued by the Company are not material to the financial statements of the Company and therefore are not recognised.

35. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the Group has significant related party transactions as follows:

	GROUP	
	2023 $'000	2022 $'000
Sales of goods, services and/or fixed assets to		
– associated companies	**248,962**	196,399
– joint ventures	**46,803**	8,108
– other related parties	**147,194**	135,797
	442,959	340,304
Purchase of goods and/or services from		
– associated companies	**236,861**	255,653
– joint ventures	**93,471**	57,705
– other related parties	**195,119**	209,060
	525,451	522,418
Treasury transactions with		
– associated companies	**15,151**	3,207
– joint ventures	**7,171**	7,822
	22,322	11,029

36. FINANCIAL RISK MANAGEMENT

The Group operates internationally and is exposed to various financial risks, comprising market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Keppel Central Finance Committee has oversight of financial risk management which is carried out by the Keppel Treasury department in accordance with established Keppel policies and guidelines that are updated from time to time to take into account changes in the operating environment. The Keppel Central Finance committee is chaired by the Chief Financial Officer of the Company and includes senior finance management personnel and support function specialists.

36. FINANCIAL RISK MANAGEMENT (continued)

a. Market Risk

i. Derivative financial instruments

	GROUP			
		Fair Value		
	Contract notional amount $'000	Asset $'000	Liability $'000	Notional amount directly impacted by IBOR reform $'000
2023				
Cashflow hedges				
– Forward foreign currency contracts	**1,099,229**	**3,947**	**28,444**	**n.a.**
– Cross currency swaps	**1,835,714**	**5,999**	**143,859**	**–**
– Interest rate swaps	**4,601,496**	**97,860**	**17,787**	**–**
– HSFO forward contracts	**37,542**	**1,609**	**1,623**	**n.a.**
– Dated Brent forward contracts	**322,105**	**7,883**	**12,701**	**n.a.**
– ICE Brent Crude forward contracts	**72,502**	**1,555**	**1,429**	**n.a.**
– Electricity futures contracts	**983**	**442**	**–**	**n.a.**
Total		**119,295**	**205,843**	
2022				
Cashflow hedges				
– Forward foreign currency contracts[1]	2,589,650	14,384	27,480	n.a.
– Cross currency swaps	1,466,863	17,300	121,836	–
– Interest rate swaps	3,378,334	186,983	–	170,950
– HSFO forward contracts	165,978	23,897	40,480	n.a.
– Dated Brent forward contracts	344,615	20,436	6,973	n.a.
– JKM forward contracts	124,232	–	55,840	n.a.
– ICE Brent Crude forward contracts	63,530	13,214	159	n.a.
– Electricity futures contracts	28,815	1,998	17,090	n.a.
Total[1]		278,212	269,858	

[1] Included discontinued operations' forward foreign currency contracts asset $5,161,000 and liabilities $13,654,000.

The fair value of forward foreign currency contracts is determined using forward exchange market rates at the balance sheet date and are expected to occur at various dates within 37 months (2022: 28 months). The fair value of High Sulphur Fuel Oil ("HSFO") and Dated Brent forward contracts is determined using forward HSFO and Dated Brent prices provided by the Group's key counterparties and are expected to occur at various dates within 12 months (2022: 17 months) and within 36 months (2022: 27 months). The fair value of JKM forward contracts is determined using forward Japan/Korea Marker prices provided by the Group's key counterparties and are expected to occur at various dates within 12 months as of 31 December 2022. The fair value of ICE Brent Crude forward contracts is determined using Intercontinental Exchange Brent Crude prices provided by the Group's key counterparties and are expected to occur at various dates within 11 months (2022: 24 months). The fair value of electricity future contracts is based on the Uniform Singapore Energy Price quarterly base load electricity futures prices quoted on the Singapore Exchange and are expected to occur within 3 months (2022: 15 months). The fair value of financial derivatives instruments, including cross currency swap agreements and interest rate swap agreements is based on valuations provided by the Group's respective bank counterparties which the financial derivatives instruments are entered against, have maturity dates from April 2024 to December 2028 (2022: October 2023 to March 2028) and March 2024 to January 2043 (2022: January 2023 to January 2043).

ii. **Currency risk**

The Group has receivables and payables denominated in foreign currencies via US Dollars, Renminbi, Euro and other currencies. The Group's foreign currency exposures arise mainly from the exchange rate movement of these foreign currencies against the functional currencies of the respective Group entities. To hedge against the volatility of future cash flows caused by changes in foreign currency rates, the Group utilises forward foreign currency contracts and cross currency swap agreements to hedge the Group's exposure to specific currency risks relating to investments, receivables, payables and other commitments. The Group monitors its current and projected foreign currency cash flows and aims to reduce the exposure of the net position in each foreign currency by borrowing in the respective foreign currency where practicable.

As at the end of the financial year, the Group has outstanding forward foreign exchange contracts. See Note 36(a)(i) for further details pertaining to the notional amounts and fair value of the forward foreign exchange contracts. These fair value amounts are recognised as derivative assets and derivative liabilities. As at the end of the financial year, the Company has outstanding forward foreign exchange contracts with notional amounts totalling $1,096,954,000 (2022: $1,639,730,000). The net negative fair value of forward foreign exchange contracts is $24,472,000 (2022: net negative fair value of $8,983,000) comprising assets of $3,946,000 (2022: $9,533,000) and liabilities of $28,418,000 (2022: $18,515,000). These fair value amounts are recognised as derivative assets and derivative liabilities.

As at the end of the financial year, the Group has outstanding cross currency swap agreements with weighted average forex rate of USD:SGD 1.370 and EUR:SGD 1.478, and other currencies. See Note 36(a)(i) for further details pertaining to the notional amounts and fair value of the cross currency swap agreements. These fair value amounts are recognised as derivative assets and derivative liabilities.

Other than the above forward foreign exchange contracts and cross currency swap agreements, the unhedged currency exposure of financial assets and financial liabilities denominated in currencies other than the respective entities' functional currencies are as follows:

	2023				2022			
	USD $'000	**RMB $'000**	**EUR $'000**	**Others $'000**	USD $'000	RMB $'000	EUR $'000	Others $'000
GROUP								
Financial Assets								
Notes receivables	**2,410,051**	**–**	**–**	**–**	–	–	–	–
Debtors	**231,072**	**5,449**	**45,341**	**8,899**	224,114	48,866	–	2,620
Investments	**817,044**	**–**	**107,041**	**68,437**	801,896	–	97,197	68,522
Bank balances, deposits & cash	**30,511**	**16,100**	**45**	**13,255**	158,726	32,227	531	8,744
	3,488,678	**21,549**	**152,427**	**90,591**	1,184,736	81,093	97,728	79,886
Financial Liabilities								
Creditors	**133,169**	**26,034**	**147**	**7,772**	189,401	107,477	816	8,736
Term loans	**3,212,374**	**4,692**	**104,024**	**43,956**	2,742,038	–	9,171	34,290
Lease liabilities	**–**	**134**	**–**	**–**	–	227	–	–
	3,345,543	**30,860**	**104,171**	**51,728**	2,931,439	107,704	9,987	43,026
COMPANY								
Financial Assets								
Amounts due from subsidiaries	**3,163,187**	**4,694**	**104,271**	**46,779**	2,729,037	–	9,173	38,311
Debtors	**113,109**	**85**	**–**	**–**	114,798	15	–	–
Bank balances, deposits & cash	**2,882**	**277**	**–**	**–**	15	174	–	4
	3,279,178	**5,056**	**104,271**	**46,779**	2,843,850	189	9,173	38,315
Financial Liabilities								
Amounts due to subsidiaries	**216**	**–**	**–**	**–**	736	–	–	–
Creditors	**4,117**	**275**	**–**	**–**	14,752	114	–	–
Term loans	**3,212,374**	**4,692**	**104,024**	**43,663**	2,742,038	–	9,171	34,290
Lease liabilities	**–**	**134**	**–**	**–**	–	227	–	–
	3,216,707	**5,101**	**104,024**	**43,663**	2,757,526	341	9,171	34,290

36. FINANCIAL RISK MANAGEMENT (continued)

a. Market Risk (continued)

ii. Currency risk (continued)

Sensitivity analysis for currency risk
If the relevant foreign currency changes against SGD by 5% (2022: 5%) with all other variables held constant, the effects will be as follows:

	Profit before tax		Equity	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
GROUP				
USD against SGD				
– Strengthened	**1,066**	(94,781)	**6,130**	7,419
– Weakened	**(1,066)**	94,781	**(6,130)**	(7,419)
RMB against SGD				
– Strengthened	**(467)**	(1,331)	**–**	–
– Weakened	**467**	1,331	**–**	–
EUR against SGD				
– Strengthened	**(2,956)**	(473)	**5,383**	4,859
– Weakened	**2,956**	473	**(5,383)**	(4,859)
COMPANY				
USD against SGD				
– Strengthened	**3,140**	4,317	**–**	–
– Weakened	**(3,140)**	(4,317)	**–**	–
RMB against SGD				
– Strengthened	**(3)**	(8)	**–**	–
– Weakened	**3**	8	**–**	–
EUR against SGD				
– Strengthened	**10,474**	917	**–**	–
– Weakened	**(10,474)**	(917)	**–**	–

iii. Interest rate risk

The Group is exposed to interest rate risk which arises primarily from its debt obligations. The Group policy is to maintain a mix of fixed and variable rate debt instruments with varying maturities. Where necessary, the Group uses derivative financial instruments to hedge interest rate risks.

The Group has entered into interest rate swap agreements to hedge the interest rate risk arising from its Singapore dollar and US dollar variable rate term loans (Note 25). As at the end of the financial year, the Group has interest rate swap agreements. See Note 36(a)(i) for further details pertaining to the notional amounts and fair value of the interest rate swap agreements for the Group. These fair value amounts are recognised as derivative assets and derivative liabilities.

The Group receives variable rates equal to Singapore Overnight Rate Average ("SORA") and United States Dollar Secured Overnight Financing Rate ("USD SOFR") (2022: Singapore Swap Offer Rate ("SOR"), SORA, USD SOFR and United States Dollar London Inter-bank Offer Rate ("USD LIBOR")) and pays fixed rates of between 0.12% and 3.49% (2022: 0.06% and 3.62%) on the notional amounts. These interest rate swap agreements are held for hedging interest rate risk arising from variable rate borrowings, with interest rates ranging from SORA and USD SOFR. This amounts to 38% (2022: 32%) of the Group's total amount of borrowings excluding notional amounts of $433,940,000 (2022: $nil) relating to highly probable future borrowings.

Sensitivity analysis for interest rate risk
If interest rates increase/decrease by 0.5% (2022: 0.5%) with all other variables held constant, the Group's profit before tax would have been lower/higher by $19,622,000 (2022: $19,548,000) as a result of higher/lower interest expense on variable rate loans.

iv. **Price risk**

The Group hedges against fluctuations arising on the purchase of natural gas that affect cost. Exposure to price fluctuations is managed via fuel oil forward contracts, whereby the price of natural gas is indexed to benchmark fuel price indices, HSFO, Dated Brent, JKM and ICE Brent Crude. As at the end of the financial year, the Group has outstanding HSFO, Dated Brent, JKM and ICE Brent Crude forward contracts. See Note 36(a)(i) for further details pertaining to the notional amounts and fair value of the HSFO, Dated Brent, JKM and ICE Brent Crude forward contracts for the Group. These fair value amounts are recognised as derivative assets and derivative liabilities.

The Group hedges against fluctuations in electricity prices via its daily sales of electricity. Exposure to price fluctuations is managed via electricity futures contracts. As at the end of the financial year, the Group has outstanding electricity futures contracts. See Note 36(a)(i) for further details pertaining to the notional amounts and fair value of the electricity futures contracts. These fair value amounts are recognised as derivative assets and derivative liabilities.

The Group is exposed to equity securities price risk arising from equity investments classified as investments at fair value through profit or loss and investments at fair value through other comprehensive income. The performance of these investments is monitored regularly, together with an assessment of their relevance to the Group's strategic plans.

Sensitivity analysis for price risk

If prices for Dated Brent, JKM, ICE Brent Crude and electricity futures contracts increase/decrease by 5% (2022: 5%) with all other variables held constant, the Group's hedging reserve in equity would have been higher/lower by $15,724,000 (2022: $17,934,000), $nil (2022: $3,420,000), $3,625,000 (2022: $3,829,000) and $27,000 (2022: lower/higher by $2,164,000) respectively as a result of fair value changes on cash flow hedges.

If prices for HSFO increase/decrease by 5% (2022: 5%) with all other variables held constant, the Group's hedging reserve in equity would have been lower/higher by $1,878,000 (2022: higher/lower by $7,324,000) as a result of fair value changes on cash flow hedges.

If prices for quoted investments increase/decrease by 5% (2022: 5%) with all other variables held constant, the Group's profit before tax would have been higher/lower by $9,214,000 (2022: $1,765,000) as a result of higher/lower fair value gains on investments at fair value through profit or loss, and the Group's fair value reserve in other comprehensive income would have been higher/lower by $29,861,000 (2022: $27,296,000) as a result of higher/lower fair value gains on investments at fair value through other comprehensive income.

The various sensitivity rates used in the sensitivity analysis for currency, interest rate and price risks represent rates generally used internally by management when assessing the various risks.

v. **Cash flow and fair value interest rate risk**

IBOR reform

The Group had variable rate borrowings and derivatives that were linked to SOR and USD LIBOR. The Group has completed the process of amending the financial instruments with contractual terms indexed to SOR and USD LIBOR. All affected financial instruments that the Group and Company held as at 31 December 2023 have effectively transitioned to the new benchmark rates during the year and have no material impact on the financial statements.

b. **Credit Risk**

Credit risk refers to the risk that debtors will default on their obligation to repay the amount owing to the Group. A substantial portion of the Group's revenue is on credit terms that are consistent with market practice. The Group adopts stringent procedures on extending credit terms to customers and on the monitoring of credit risk. The credit policy spells out clearly the guidelines on extending credit terms to customers, including monitoring the process and using related industry's practices as reference. This includes assessment and valuation of customers' credit reliability and periodic review of their financial status to determine the credit limits to be granted. Customers are also assessed based on their historical payment records. Where necessary, customers may also be requested to provide security or advance payment before services are rendered. The Group's policy does not permit non-secured credit risk to be significantly centralised in one customer or a group of customers.

The Group assesses on a forward-looking basis the expected credit losses ("ECLs") associated with its financial assets which are mainly debtors, amounts due from associated companies and joint ventures and bank balances, deposits and cash.

36. FINANCIAL RISK MANAGEMENT (continued)

b. Credit Risk (continued)

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset. At each balance sheet date, the Group assesses whether financial assets carried at amortised cost and at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. These events include probability of insolvency, significant financial difficulties of the debtor and default or significant delay in payments.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

The Group uses a provision matrix to measure the ECLs. In measuring the ECLs, assets are grouped based on shared credit risk characteristics and days past due. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group.

The Group's credit risk exposure in relation to debtors under SFRS(I) 9 as at 31 December 2023 and 2022 that have not been assessed on a contract-by-contract basis are set out in the provision matrix as follows:

		Trade receivables				
	Contract assets	Current $'000	1 to 3 months $'000	3 to 6 months $'000	> 6 months $'000	Total $'000
2023						
Infrastructure						
Expected loss rate	**–**	**0.7%**	**17.2%**	**70.4%**	**78.9%**	
Gross carrying amount	**–**	**361,065**	**8,978**	**795**	**1,338**	**372,176**
Loss allowance	**–**	**2,684**	**1,548**	**560**	**1,056**	**5,848**
Connectivity						
Expected loss rate	**1.7%**	**0.4%**	**2.2%**	**15.4%**	**10.5%**	
Gross carrying amount	**76,000**	**184,673**	**75,739**	**53,464**	**24,171**	**414,047**
Loss allowance	**1,303**	**659**	**1,679**	**8,220**	**2,550**	**14,411**
2022						
Infrastructure						
Expected loss rate	–	0.5%	6.7%	64.1%	17.2%	
Gross carrying amount	–	342,861	27,102	669	8,845	379,477
Loss allowance	–	1,883	1,828	429	1,521	5,661
Connectivity						
Expected loss rate	2.2%	0.5%	2.4%	9.1%	19.9%	
Gross carrying amount	109,055	173,869	52,192	20,019	56,742	411,877
Loss allowance	2,402	834	1,239	1,815	11,294	17,584

For the remaining subsidiaries which transact with low volume of customers and customers are monitored individually for credit loss assessment, the receivables (including concession service receivable and contract assets) are assessed individually for lifetime expected credit losses at each reporting date. In calculating the expected credit loss, the Group uses a probability-weighted amount that is determined by evaluating a range of possible outcomes. The possible outcomes include an unbiased estimate of the possibility that a credit loss occurs and the possibility that no credit loss occurs even if the most likely outcome is no credit loss.

Individual customer will be evaluated periodically for its credit risk and the credit risk assessment is based on historical, current and forward-looking information such as:

- Historical financial and default rate of the customer
- Any publicly available information on the customer
- Any macroeconomic or geopolitical information relevant to the customer
- Any other objectively supportable information on the quality and abilities of the customer's management relevant for its performance

Real Estate
For investment properties, the Group manages credit risks arising from tenants defaulting on their rental by requiring the tenants to furnish cash deposits, and/or banker's guarantees. The Group also has a policy of regular review of debt collection and rental contracts are entered into with customers with an appropriate credit history.

In measuring the ECL, trade debtors and contract assets are grouped based on shared credit risk characteristics and days past due. The Group has therefore concluded that the expected loss rates for trade debtors are a reasonable approximation of the loss rates for the contract assets.

In calculating the ECL rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

Trade debtors and contract assets are written off when there is no reasonable expectation of recovery.

Debtors and amounts due from associated companies and joint ventures that are neither past due nor impaired are substantially companies with good collection track record with the Group or have strong financial capacity.

As at 31 December 2023 and 31 December 2022, there was no significant concentration of credit risks.

Fund Management & Investment
As part of the Group's horizontally integrated model with three platforms comprising the Fund Management Platform, Investment Platform and Operating Platform (forming one integrated business focusing in the areas of Infrastructure, Real Estate and Connectivity), the Fund Management & Investment Platforms focus on raising capital and forging strong relationships with investors by bringing to them the best of Keppel's solutions, investments and operating teams, as well as in driving capital deployment decisions in the areas of infrastructure, real estate and connectivity.

The Group minimises credit risk by dealing with companies with good payment track record and by placing cash balances with financial institutions.

In respect of credit exposure to the associated companies and joint ventures, the Group minimises credit risk through regular monitoring of the associated companies and joint ventures' financial standing.

As at 31 December 2023 and 2022, there are no significant financial assets that are past due and/or impaired.

c. Liquidity Risk
The Group actively manages its debt term-out profile, operating cash flows and availability of funding resources to ensure that all its financial obligations and funding needs are met. Funding resources include short-term money market facilities, committed revolving credit facilities as well as commercial paper and debt capital market programmes. Due to the dynamic nature of its underlying businesses, the Group maintains adequate cash reserves and sufficient undrawn credit facilities to ensure it is able to support its current operations as well as investing activities.

36. FINANCIAL RISK MANAGEMENT (continued)

c. Liquidity Risk (continued)

Information relating to the maturity profile of loans is given in Note 25. The following table details the liquidity analysis for derivative financial instruments and borrowings of the Group and the Company based on contractual undiscounted cash inflows/(outflows).

	Within one year $'000	Within one to two years $'000	Within two to five years $'000	After five years $'000
GROUP				
2023				
Gross-settled forward foreign exchange contracts				
– Receipts	**955,386**	**96,765**	**23,538**	**–**
– Payments	**(978,813)**	**(97,234)**	**(23,346)**	**–**
Gross-settled cross currency swaps				
– Receipts	**67,606**	**43,824**	**70,966**	**–**
– Payments	**(50,566)**	**(37,786)**	**(66,350)**	**–**
Net-settled interest rate swaps				
– Receipts	**74,765**	**33,841**	**13,521**	**–**
– Payments	**(1,577)**	**(9,769)**	**(25,948)**	**(9,888)**
Net-settled HSFO forward contracts				
– Receipts	**1,609**	**–**	**–**	**–**
– Payments	**(1,623)**	**–**	**–**	**–**
Net-settled Dated Brent forward contracts				
– Receipts	**7,081**	**800**	**2**	**–**
– Payments	**(9,620)**	**(3,072)**	**(9)**	**–**
Net-settled ICE Brent Crude forward				
– Receipts	**1,555**	**–**	**–**	**–**
– Payments	**(1,429)**	**–**	**–**	**–**
Net-settled electricity futures contracts				
– Receipts	**442**	**–**	**–**	**–**
– Payments	**–**	**–**	**–**	**–**
Borrowings	**(2,850,078)**	**(2,599,012)**	**(5,403,732)**	**(1,695,152)**
Financial guarantees	**(675,206)**	**–**	**–**	**–**
2022				
Gross-settled forward foreign exchange contracts				
– Receipts	2,239,200	340,320	1,989	–
– Payments	(2,245,274)	(348,948)	(1,979)	–
Gross-settled cross currency swaps				
– Receipts	40,823	42,137	54,162	1,511
– Payments	(34,464)	(31,116)	(44,748)	(1,260)
Net-settled interest rate swaps				
– Receipts	96,204	65,152	55,964	–
– Payments	(1,808)	(1,879)	(4,493)	(3,208)
Net-settled HSFO forward contracts				
– Receipts	23,578	319	–	–
– Payments	(40,480)	–	–	–
Net-settled Dated Brent forward contracts				
– Receipts	19,414	1,022	–	–
– Payments	(3,196)	(3,573)	(204)	–
Net-settled JKM forward contracts				
– Receipts	–	–	–	–
– Payments	(51,074)	(4,766)	–	–
Net-settled ICE Brent Crude forward				
– Receipts	10,707	2,507	–	–
– Payments	(159)	–	–	–
Net-settled electricity futures contracts				
– Receipts	1,855	143	–	–
– Payments	(17,090)	–	–	–
Borrowings	(4,227,532)	(2,084,210)	(4,014,400)	(1,496,071)
Financial guarantees	(747,134)	–	–	–

	Within one year $'000	Within one to two years $'000	Within two to five years $'000	After five years $'000
COMPANY				
2023				
Gross-settled forward foreign exchange contracts				
– Receipts	**953,073**	**96,765**	**23,538**	**–**
– Payments	**(976,501)**	**(97,234)**	**(23,346)**	**–**
Gross-settled cross currency swaps				
– Receipts	**67,606**	**43,824**	**70,966**	**–**
– Payments	**(50,566)**	**(37,786)**	**(66,350)**	**–**
Net-settled interest rate swaps				
– Receipts	**60,734**	**28,805**	**9,910**	**–**
– Payments	**(1,491)**	**(7,612)**	**(19,683)**	**(83)**
Borrowings	**(1,883,419)**	**(2,606,756)**	**(3,701,702)**	**(1,026,950)**
Financial guarantees	**(369,761)**	**–**	**–**	**–**
2022				
Gross-settled forward foreign exchange contracts				
– Receipts	1,284,472	340,320	1,989	–
– Payments	(1,291,652)	(348,948)	(1,979)	–
Gross-settled cross currency swaps				
– Receipts	40,823	42,137	54,162	1,511
– Payments	(34,464)	(31,116)	(44,748)	(1,260)
Net-settled interest rate swaps				
– Receipts	75,884	52,798	43,665	–
– Payments	(1,344)	(1,728)	(2,962)	–
Borrowings	(2,973,264)	(987,162)	(2,778,095)	(843,721)
Financial guarantees	(462,579)	–	–	–

In addition to the above, creditors (Note 23) of the Group and the Company have a maturity profile of within one year from the balance sheet date.

d. Capital Risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce borrowings. The Group's current strategy remains unchanged from the previous financial year. The Group and the Company are in compliance with externally imposed capital undertakings for the financial year ended 31 December 2023. Externally imposed capital undertakings are mainly debt covenants included in certain loans of the Group and the Company requiring the Group or certain subsidiaries of the Company to maintain net gearing to total equity not exceeding ratios ranging from 2.00 to 3.00 times.

Management monitors capital risk based on the Group's net gearing. Net gearing is calculated as net debt divided by total equity. Net debt is calculated as total term loans (Note 25) and total lease liabilities (Note 9) less bank balances, deposits & cash (Note 22).

	GROUP	
	2023 $'000	2022 $'000
Net debt	**9,873,441**	9,237,629
Total equity	**11,016,560**	11,913,340
Net gearing ratio	**0.90x**	0.78x

36. FINANCIAL RISK MANAGEMENT (continued)

e. Fair Value of Financial Instruments and Investment Properties

The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurement. The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs). Fair value is determined by reference to the net tangible assets of the investments.

The following table presents the assets and liabilities measured at fair value.

	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
GROUP				
2023				
Financial assets				
Derivative financial instruments				
– from continuing operations	–	119,295	–	119,295
Notes receivables	–	–	4,286,354	4,286,354
Call option	–	–	203,898	203,898
Investments				
– Investments at fair value through other comprehensive income				
– from continuing operations	513,959	1,687	269,622	785,268
– Investments at fair value through profit or loss				
– from continuing operations	20,053	–	813,565	833,618
Short term investments				
– Investments at fair value through other comprehensive income				
– from continuing operations	83,261	–	–	83,261
– Investments at fair value through profit or loss				
– from continuing operations	164,220	–	5,628	169,848
	781,493	120,982	5,579,067	6,481,542
Financial liabilities				
Derivative financial instruments				
– from continuing operations	–	205,843	–	205,843
Non-financial assets				
Investment Properties				
– Commercial, completed	–	–	1,343,719	1,343,719
– Commercial, under construction	–	–	3,321,345	3,321,345
Associates and joint venture at fair value through profit or loss	–	–	398,251	398,251
	–	–	5,063,315	5,063,315

	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
GROUP				
2022				
Financial assets				
Derivative financial instruments				
– from continuing operations	–	273,051	–	273,051
– from discontinued operations	–	5,143	–	5,143
Call option	–	–	192,522	192,522
Investments				
– Investments at fair value through other comprehensive income				
– from continuing operations	493,297	1,409	278,688	773,394
– from discontinued operations	–	–	26,603	26,603
– Investments at fair value through profit or loss				
– from continuing operations	34,618	–	674,707	709,325
– from discontinued operations	–	16,745	55,350	72,095
Short term investments				
– Investments at fair value through other comprehensive income				
– from continuing operations	48,097	–	–	48,097
– from discontinued operations	3,118	–	–	3,118
– Investments at fair value through profit or loss				
– from continuing operations	685	–	–	685
	579,815	296,348	1,227,870	2,104,033
Financial liabilities				
Derivative financial instruments				
– from continuing operations	–	256,204	–	256,204
– from discontinued operations	–	13,639	–	13,639
	–	269,843	–	269,843
Non-financial assets				
Investment Properties				
– Commercial and hospitality, completed	–	–	1,349,265	1,349,265
– Commercial, under construction	–	–	2,933,828	2,933,828
Associates and joint venture at fair value through profit or loss	–	–	246,677	246,677
	–	–	4,529,770	4,529,770

36. FINANCIAL RISK MANAGEMENT (continued)

e. Fair Value of Financial Instruments and Investment Properties (continued)

	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
COMPANY				
2023				
Financial assets				
Derivative financial instruments	**–**	**87,217**	**–**	**87,217**
Investments				
– Investments at fair value through other comprehensive income	**–**	**–**	**18,013**	**18,013**
Short term investments				
– Investments at fair value through profit or loss	**161,896**	**–**	**5,628**	**167,524**
	161,896	**87,217**	**23,641**	**272,754**
Financial liabilities				
Derivative financial instruments	**–**	**188,300**	**–**	**188,300**
2022				
Financial assets				
Derivative financial instruments	-	173,642	-	173,642
Investments				
– Investments at fair value through other comprehensive income	-	-	19,430	19,430
	-	173,642	19,430	193,072
Financial liabilities				
Derivative financial instruments	-	140,354	-	140,354

The following table presents the reconciliation of financial instruments measured at fair value based on significant unobservable inputs (Level 3).

	GROUP		COMPANY	
	2023 $'000	2022 $'000	**2023 $'000**	2022 $'000
At 1 January	**1,145,917**	1,024,769	**19,430**	24,100
Purchases	**292,167**	131,668	**–**	–
Sales	**(6,793)**	(11,374)	**–**	–
Notes receivables				
– Initial recognition	**3,003,599**	–	**–**	–
– Deferred loss	**1,247,545**	–	**–**	–
– Fair value gain recognised in profit or loss, including interest income	**150,659**	–	**–**	–
– Amortisation to profit of loss	**(149,694)**	–	**–**	–
– Exchange differences	**34,245**	–	**–**	–
Fair value (loss)/gain recognised in other comprehensive income				
– from continuing operations	**(149,111)**	(29,785)	**(1,417)**	(4,670)
– from discontinued operations	**–**	(488)	**–**	–
Fair value gain recognised in profit or loss				
– from continuing operations[1]	**10,575**	113,379	**2,608**	–
– from discontinued operations	**–**	28,043	**–**	–
Reclassification				
– Subsidiaries	**5,554**	–	**3,020**	–
– Disposal group and assets classified as held for sale	**–**	(82,649)	**–**	–
– Associates/Joint Ventures	**–**	(22,671)	**–**	–
Exchange differences	**(5,596)**	(4,975)	**–**	–
At 31 December	**5,579,067**	1,145,917	**23,641**	19,430

[1] As at 31 December 2023, the fair value gain recognised in profit or loss from continuing operations of $10,575,000 (2022: $113,379,000) comprises $14,937,000 (2022: $76,363,000) fair value gain attributable to an unquoted investment fund which primarily invests in high-performance batteries for electric vehicles and energy storage systems business.

The following table presents the reconciliation of investment properties measured at fair value based on significant unobservable inputs (Level 3).

	GROUP	
	2023 $'000	2022 $'000
At 1 January	**4,283,093**	4,256,428
Development expenditure	**327,402**	216,799
Fair value gain	**149,532**	131,711
Disposal	**(17,000)**	(41,204)
Reclassification		
– Fixed assets (Note 7)	**2,334**	–
– Stocks (Note 18)	**548**	–
Exchange differences	**(80,845)**	(280,641)
At 31 December	**4,665,064**	4,283,093

The fair value of financial instruments categorised under Level 1 of the fair value hierarchy is based on published market bid prices at the balance sheet date.

The fair value of financial instruments categorised under Level 2 of the fair value hierarchy are fair valued under valuation techniques with market observable inputs. These include forward pricing and swap models utilising present value calculations using inputs such as observable foreign exchange rates (forward and spot rates), interest rate curves and forward rate curves and discount rates that reflects the credit risks of various counterparties.

The following table presents the valuation techniques and key inputs that were used to determine the fair value of financial instruments and investment properties categorised under Level 3 of the fair value hierarchy.

Description	Fair value as at 31 December 2023 $'000	Valuation Techniques	Significant unobservable Inputs	Range of unobservable Inputs
Investments				
– from continuing operations	**1,088,815**	Net asset value, discounted cash flow, binomial option pricing method and revenue multiple	Net asset value*	Not applicable
			Discount rate	15.25% to 28.00%
			Growth rate	1.09% to 4.10%
			Discount for lack of control	15.00% – 23.30%
			Discount for lack of marketability	10.70%
Notes receivables (Vendor notes)	**4,286,354**	Discounted cash flow method	Discount rate	5.62% to 10.04%
			Estimated future asset sale values of Rigco's rigs ($'million)	$174 to $602
Call option	**203,898**	Discounted cash flow method and investment method	Transacted price of comparable properties (psf)	$2,781 to $3,617
			Capitalisation rate	3.30% to 3.40%
			Discount rate	6.75%
Associates and joint venture at fair value through profit or loss	**398,251**	Net asset value	Net asset value	Not applicable
Investment properties				
– Commercial, completed	**1,343,719**	Discounted cash flow method and/or direct comparison method; Income capitalisation method	Discount rate	7.25% to 14.50%
			Capitalisation rate	4.25% to 7.50%
			Net initial yield	5.80%
			Offering price of comparable land plots (psm)	$4,862 to $6,188
			Transacted price of comparable properties in different geographical/cities (psf)	$159 to $3,274
– Commercial, under construction	**3,321,345**	Discounted cash flow method, direct comparison method and/or residual value method	Discount rate	7.00% to 17.00%
			Capitalisation rate	4.00% to 8.50%
			Offering price of comparable land plots (psm)	$10,829 to $11,492
			Transacted price of comparable properties (psf)	$2,781 to $3,617
			Gross development value ($'million)	$199 to $1,891

* Fair value of unquoted equity instruments is determined by reference to the underlying assets value of the investee companies, which comprise mainly investment properties stated at fair value or assets measured using valuation techniques that take into account key inputs such as revenue multiples, long term growth rate and discount rate (see further details in Note 2.27(b)(vi)).

36. FINANCIAL RISK MANAGEMENT (continued)

e. Fair Value of Financial Instruments and Investment Properties (continued)

Description	Fair value as at 31 December 2022 $'000	Valuation Techniques	Significant unobservable Inputs	Range of unobservable Inputs
Investments				
– from continuing operations	953,395	Net asset value, discounted cash flow and binomial option pricing	Net asset value*	Not applicable
			Discount rate	15.71% to 20.00%
			Growth rate	1.10% to 4.32%
			Discount for lack of control	15.00% - 23.30%
– from discontinued operations	81,953	Net asset value and discounted cash flow	Net asset value*	Not applicable
			Discount rate	9.00% - 19.00%
Call option	192,522	Discounted cash flow method and investment method	Transacted price of comparable properties (psf)	$1,586 - $3,617
			Capitalisation rate	3.40%
			Discount rate	6.25% to 6.50%
Associates and joint venture at fair value through profit or loss	246,677	Net asset value	Net asset value	Not applicable
Investment properties				
– Commercial, completed	1,349,265	Investment method, discounted cash flow method and/or direct comparison method; Income capitalisation method	Discount rate	7.25% to 14.50%
			Capitalisation rate	4.25% to 10.00%
			Net initial yield	5.70%
			Transacted price of comparable land plots (psm)	$3,974 to $5,610
			Transacted price of comparable properties in different geographical/cities (psf)	$239 to $1,304
– Commercial, under construction	2,933,828	Direct comparison method, discounted cash flow method, and/or residual value method	Discount rate	7.00% to 17.00%
			Capitalisation rate	4.00% to 10.00%
			Transacted price of comparable land plots (psm)	$6,569 to $9,163
			Transacted price of comparable properties (psf)	$2,376 to $3,617
			Gross development value ($'million)	$216 to $1,949

* Fair value of unquoted equity instruments is determined by reference to the underlying assets value of the investee companies, which comprise mainly investment properties stated at fair value or assets measured using valuation techniques that take into account key inputs such as revenue multiples, long term growth rate and discount rate (see further details in Note 2.27(b)(vi)).

The financial instruments and investment properties categorised under Level 3 of the fair value hierarchy are generally sensitive to the various unobservable inputs tabled above. A significant movement of each input would result in significant change to the fair value of the respective asset/liability.

As at 31 December 2023, the total fair value on investments of $1,088,815,000 (2022: $1,035,348,000) comprises $992,394,000 (2022: $753,350,000) valued based on net asset value, of which $423,707,000 (2022: $409,500,000) is attributable to an unquoted investment fund which primarily invests in high-performance batteries for electric vehicles and energy storage systems business. A reasonably possible alternative assumption is when the net asset value of investments increase/decrease by 5%, which would lead to a $49,620,000 (2022: $37,668,000) increase/decrease in fair value.

The notes receivables under Level 3 of the fair value hierarchy are sensitive to the various unobservable inputs tabled above. A significant movement of each input would result in significant change to the fair value of the notes receivables. A reasonably possible alternative assumption is when the discount rate increase/decrease by 1%, which would lead to $129,217,000 decrease/ $136,718,000 increase in fair value. Another reasonably possible alternative assumption is when the estimated future asset sale values of Rigco's rigs increase/decrease by 10%, which would lead to $248,798,000 increase/ $260,932,000 decrease in fair value.

As at 31 December 2023, management assessed that the $120,000,000 10.0% perpetual securities issued by Rigco (Note 38), which is measured at fair value through other comprehensive income, may be unrecoverable based on Rigco's business plan and financial projections received in December 2023. Accordingly, the carrying amount of the perpetual securities was reduced to $nil with the fair value changes recognised within other comprehensive income.

Valuation process of investment properties is described in Note 8.

37. SEGMENT ANALYSIS

On 3 May 2023, the Group announced the next phase of Vision 2030 plans, embarking on a major reorganisation to accelerate the transformation into a global alternative real asset manager and operator. The Group reorganised its operations into a simplified horizontally integrated model with four reportable segments, namely Infrastructure, Real Estate, Connectivity and Corporate Activities. The objective of the reorganisation was for the Group to streamline and be a one integrated company.

i. Infrastructure
The Infrastructure segment business provide energy and environmental solutions and services that are essential for sustainable development. Principal activities include commercial power generation, renewables, environmental engineering, construction, and infrastructure operation and maintenance. The operating segment has operations in China, Singapore, Switzerland, the United Kingdom, and other countries.

ii. Real Estate
The Real Estate segment business provide sustainable and innovative urban space solutions, focusing on sustainable urban renewal and senior living. Principal activities include property development and investment, as well as master development. The segment has operations in China, India, Indonesia, Singapore, Vietnam and other countries.

iii. Connectivity
Principal activities include the development and operation of data centres, provision of telecommunications services, sale of telecommunications and information technology equipment and provision of system integration solutions and services. The segment has operations in China, Singapore and other countries.

iv. Corporate Activities
The Corporate Activities segment consists mainly of treasury operations, research & development, investment holdings, provision of management and other support services.

Management monitors the results of each of the above segments for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on net profit or loss. Information regarding the Group's reportable operating segments is presented in the following table, with the segment information for the prior year ended 31 December 2022 restated to reflect the change in the reportable segments.

37. SEGMENT ANALYSIS (continued)

	Infrastructure $'000	Real Estate $'000	Connectivity $'000	Corporate Activities $'000	Elimination $'000	Total $'000
2023						
Revenue						
External sales	4,845,450	763,663	1,351,068	5,947	–	6,966,128
Inter-segment sales	129,137	7,262	14,883	53,392	(204,674)	–
Total	4,974,587	770,925	1,365,951	59,339	(204,674)	6,966,128
Segment Results						
Operating profit						
– Loss from dividend *in specie* of Keppel REIT units	–	(110,816)	–	–	–	(110,816)
– Other operating profit	721,838	441,029	103,253	(76,546)	(2,846)	1,186,728
Investment income	69,507	5,770	334	2,780	–	78,391
Interest income	52,680	31,276	14,120	664,698	(697,888)	64,886
Interest expenses	(52,714)	(146,612)	(28,066)	(801,395)	700,734	(328,053)
Share of results of associated companies and joint ventures	18,079	254,494	70,200	(20,355)	–	322,418
Profit before tax	809,390	475,141	159,841	(230,818)	–	1,213,554
Taxation	(122,904)	(130,717)	(23,104)	(12,981)	–	(289,706)
Profit from continuing operations for the year	686,486	344,424	136,737	(243,799)	–	923,848
Attributable to:						
Shareholders of Company	699,226	314,623	127,231	(255,861)	–	885,219
Perpetual securities holders	–	–	–	11,600	–	11,600
Non-controlling interests	(12,740)	29,801	9,506	462	–	27,029
	686,486	344,424	136,737	(243,799)	–	923,848
Profit from discontinued operations, net of tax and NCI						3,181,433
Profit for the year attributable to shareholders of the Company						4,066,652
External revenue from contracts with customers						
– At a point in time	23,173	336,473	469,328	–	–	828,974
– Over time	4,822,277	329,972	878,207	5,908	–	6,036,364
	4,845,450	666,445	1,347,535	5,908	–	6,865,338
Other sources of revenue	–	97,218	3,533	39	–	100,790
Total	4,845,450	763,663	1,351,068	5,947	–	6,966,128
Other Information						
Segment assets	4,951,077	13,480,053	4,165,341	12,546,696	(8,305,265)	26,837,902
Segment liabilities	3,100,431	7,125,042	2,890,377	11,010,757	(8,305,265)	15,821,342
Net assets	1,850,646	6,355,011	1,274,964	1,535,939	–	11,016,560
Investment in associated companies and joint ventures	1,172,102	4,322,587	878,576	228,588	–	6,601,853
Additions to non-current assets	242,238	619,851	238,290	1,609	–	1,101,988
Depreciation and amortisation	38,983	45,528	125,711	11,218	–	221,440
Impairment loss on non-financial assets	676	6,138	661	325	–	7,800
Allowance for expected credit loss and bad debt written-off	14,578	297	9,240	4	–	24,119

Geographical information

	Singapore $'000	China/ Hong Kong $'000	Other Far East & ASEAN Countries $'000	Other Countries $'000	Elimination $'000	Total $'000
External sales	6,210,349	503,756	194,895	57,128	–	6,966,128
Non-current assets	7,801,486	3,618,276	1,708,774	788,562	–	13,917,098

Other than Singapore, no single country accounted for 10% or more of the Group's revenue for the year ended 31 December 2023.

Information about a major customer
Revenue of $1,988,863,000 is derived from a single external customer and is attributable to the Infrastructure segment for the year ended 31 December 2023.

	Infrastructure $'000	Real Estate $'000	Connectivity $'000	Corporate Activities $'000	Elimination $'000	Total $'000
2022						
Revenue						
External sales	4,290,435	996,386	1,332,419	478	–	6,619,718
Inter-segment sales	34,841	2,898	9,464	91,865	(139,068)	–
Total	4,325,276	999,284	1,341,883	92,343	(139,068)	6,619,718
Segment Results						
Operating profit	143,454	320,023	81,276	9,724	10,730	565,207
Investment income	34,817	9,937	273	3,514	–	48,541
Interest income	64,367	36,447	7,062	425,355	(441,883)	91,348
Interest expenses	(24,835)	(95,243)	(20,515)	(436,747)	431,153	(146,187)
Share of results of associated companies and joint ventures	126,915	345,590	71,023	(7,549)	–	535,979
Profit before tax	344,718	616,754	139,119	(5,703)	–	1,094,888
Taxation	(49,265)	(163,093)	(28,459)	(4,332)	–	(245,149)
Profit from continuing operations for the year	295,453	453,661	110,660	(10,035)	–	849,739
Attributable to:						
Shareholders of Company	297,985	463,994	98,497	(21,517)	–	838,959
Perpetual securities holders	–	–	–	11,600	–	11,600
Non-controlling interests	(2,532)	(10,333)	12,163	(118)	–	(820)
	295,453	453,661	110,660	(10,035)	–	849,739
Profit from discontinued operations, net of tax and NCI						87,658
Profit for the year attributable to shareholders of the Company						926,617
External revenue from contracts with customers						
– At a point in time	55,860	686,781	395,829	–	–	1,138,470
– Over time	4,234,575	239,567	933,124	475	–	5,407,741
	4,290,435	926,348	1,328,953	475	–	6,546,211
Other sources of revenue	–	70,038	3,466	3	–	73,507
Total	4,290,435	996,386	1,332,419	478	–	6,619,718
Other Information						
Segment assets*	4,168,133	13,648,104	4,068,395	16,145,874	(6,965,529)	31,064,977
Segment liabilities*	2,962,473	6,942,564	2,833,479	13,378,650	(6,965,529)	19,151,637
Net assets*	1,205,660	6,705,540	1,234,916	2,767,224	–	11,913,340

* Inclusive of disposal group classified as held for sale

Investment in associated companies and joint ventures	1,051,679	4,687,211	798,469	254,503	–	6,791,862
Additions to non-current assets	696,713	383,119	317,087	61,483	–	1,458,402
Depreciation and amortisation	33,163	34,294	124,801	14,300	–	206,558
Impairment loss on non-financial assets	7,052	107	1,953	–	–	9,112
Allowance/(write-back) for expected credit loss and bad debt written-off	22,549	(776)	10,917	1,320	–	34,010

Geographical information

	Singapore $'000	**China/ Hong Kong $'000**	**Other Far East & ASEAN Countries $'000**	**Other Countries $'000**	**Elimination $'000**	**Total $'000**
External sales	5,465,913	916,228	172,458	65,119	–	6,619,718
Non-current assets	8,192,941	3,503,743	1,695,069	465,765	–	13,857,518

Other than Singapore and China, no single country accounted for 10% or more of the Group's revenue for the year ended 31 December 2022.

Information about a major customer

Revenue of $2,045,861,000 is derived from a single external customer and is attributable to the Infrastructure segment for the financial year ended 31 December 2022.

38. DISCONTINUED OPERATIONS AND DISPOSAL GROUP AND ASSETS CLASSIFIED AS HELD FOR SALE AND LIABILITIES DIRECTLY ASSOCIATED WITH DISPOSAL GROUP AND ASSETS CLASSIFIED AS HELD FOR SALE

i. Discontinued operations and disposal group held for sale and liabilities directly associated with disposal group classified as held for sale

Keppel Offshore & Marine Ltd ("Keppel O&M")
On 27 April 2022, the Company and Sembcorp Marine Ltd ("Sembcorp Marine" and now known as Seatrium Limited "Seatrium") entered into definitive agreements for the proposed combination of Keppel Offshore & Marine Ltd ("Keppel O&M") and Sembcorp Marine Ltd (the "Proposed Combination").

Concurrent with the Proposed Combination, the Company has entered into a definitive agreement with Baluran Limited ("Baluran") and Kyanite Investment Holdings Pte Ltd ("Kyanite"), for the sale of Keppel O&M's legacy rigs and associated receivables to a new and separate entity, Rigco Holding Pte Ltd (the "Asset Co Transaction").

On 27 October 2022, the structure and terms of the Proposed Combination and the Asset Co Transfer were amended such that, 1) the merger of Keppel O&M and Sembcorp Marine will be effected by way of the acquisition by Sembcorp Marine (and not through the establishment of a new holding company) of all the Keppel O&M Shares held by the Company (the "KOM Share Transfer") in consideration for the issuance by Sembcorp Marine of such number of new ordinary shares in the capital of Sembcorp Marine ("SCM Shares") representing 54% of the total number of SCM Shares ("Consideration Shares") and 2) the completion of the Asset Co Transfer will proceed regardless of whether the Keppel O&M Share Transfer takes place. Of which, the Company will distribute 49% of the total number of SCM Shares to its shareholders and remaining 5% of SCM shares (the "Retained Consideration Shares") transfer to a segregated account ("Proposed Distribution"). Post acquisition Sembcorp Marine will be the "Combined Entity" owning a combination of its current business and KOM.

Based on the carrying values of Keppel O&M's legacy rigs and associated receivables, the Asset Co Transaction was completed on 27 February 2023 for a consideration of approximately $4,372 million satisfied in the following manner:

a. issuance of 499,000 new ordinary shares in the capital of Rigco Holding Pte Ltd at the issue price of $1.00 per share;
b. issuance of $120 million 10.0% perpetual securities by Rigco Holding Pte Ltd; and
c. issuance of vendor notes of 4% per annum for a maximum tenure of 12 years in the same aggregate principal amount by Rigco Holding Pte Ltd of approximately $4,251 million.

No gain or loss was recognised in the profit or loss on the date of completion from the Asset Co Transaction as the agreed transaction price with Rigco was based on carrying values of the legacy rigs and associated receivables.

The Proposed Combination was completed on 28 February 2023 and the Company has received:

I. 36,848,072,918 Consideration Shares amounting to approximately $4,237 million. Of which, 33,436,214,314 Consideration Shares (representing 49% of the enlarged capital of Seatrium) amounting to approximately $3,845 million has been distributed as dividend *in specie* to the Company's shareholders and the remaining 3,411,858,604 Consideration Shares (representing 5% of the enlarged capital of Seatrium) amounting to approximately $392 million, as Retained Consideration Shares placed into a segregated account for purposes of satisfying any of the identified contingent liabilities (as defined below); and

II. a Cash Component of $500,000,000 from Keppel O&M in settlement of interests and redemption amount for a partial redemption of intercompany perpetual securities.

Arising from the completion of the Asset Co Transaction and the Proposed Combination, the effects of the disposal on the Group were:

	GROUP
	At 28.02.2023 $'000
Carrying amounts of assets and liabilities as at the date of disposal:	
Fixed assets	**2,564,293**
Right-of-use assets	**258,302**
Intangible assets	**11,562**
Investments	**100,068**
Stocks	**1,844,759**
Contract assets	**2,653,674**
Debtors and other assets	**1,045,393**
Associated companies and joint ventures	**204,159**
Bank balances and cash	**968,026**
Amount due from associated companies and joint ventures	**60,219**
Total assets	**9,710,455**
Creditors and other liabilities	**2,449,371**
Contract liabilities	**703,671**
Borrowings	**938,399**
Lease liabilities	**291,266**
Taxation	**9,060**
Deferred tax liabilities	**46,424**
Total liabilities	**4,438,191**
Less: Non-controlling interests	**(14,295)**
Realisation of foreign currency translation reserve and cashflow hedge reserves upon disposal	**59,339**
Net assets disposed, including transaction costs and adjustments	**5,317,308**
Consideration	**8,609,171**
Gain on disposal of discontinued operations – net	**3,291,863**
Cash flows arising from disposal:	
Cash proceeds on disposal	**–**
Less: Cash and cash equivalents in subsidiary disposed of	**(968,026)**
Net cash outflow on disposal	**(968,026)**

The gain on disposal is subject to necessary adjustments including any reimbursement by the Company to Keppel O&M for certain expenditures incurred by Keppel O&M before the completion of the combination, relating to assets sold by Keppel O&M to Rigco Holding Pte Ltd to the extent that such expenditures are in excess of an agreed sum.

The Company has entered into an agreement pursuant to which Consideration Shares representing 5% of Seatrium Shares on a fully diluted basis immediately after Closing has been transferred to a segregated account for the purpose of satisfying identified contingent liabilities which Seatrium may have against the Company in connection with the Combination (capitalised terms unless otherwise defined herein shall bear the meanings given to them in the Company's circular to shareholders dated 23 November 2022 in relation to, among other things, the Combination). The Company has not received any claim in this regard. There is no certainty that a claim will be made in this regard. Accordingly, the Company does not consider any settlement amount to be material to the financial statements as at the end of the reporting period.

38. DISCONTINUED OPERATIONS AND DISPOSAL GROUP AND ASSETS CLASSIFIED AS HELD FOR SALE AND LIABILITIES DIRECTLY ASSOCIATED WITH DISPOSAL GROUP AND ASSETS CLASSIFIED AS HELD FOR SALE (continued)

i. Discontinued operations and disposal group held for sale and liabilities directly associated with disposal group classified as held for sale (continued)

The financial performance and cash flow information presented are for the period from 1 January to 28 February 2023 and the full year ended 31 December 2022.

a. The results of the discontinued operations are as follows:

	Period 28.02.2023 $'000	Full Year 2022 $'000
Revenue	**630,460**	2,799,418
Expenses*	**(753,890)**	(2,683,140)
Profit/(Loss) before tax from discontinued operations	**(123,430)**	116,278
Taxation (Note 30(a))	**12,799**	(33,212)
Non-controlling interests	**201**	4,592
Profit/(Loss) from discontinued operations, net of tax and non-controlling interests	**(110,430)**	87,658
Gain on disposal of discontinued operations – net	**3,291,863**	–
Profit from discontinued operations	**3,181,433**	87,658

* In accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, following the classification as disposal group classified as held for sale, the Group has ceased depreciation since 27 April 2022 for the relevant assets classified under disposal group held for sale up to 28 February 2023. Ceased depreciation amounted to $17,618,000 for 2023 (2022: $71,185,000). The 2022 results also include a partial writeback of $292,838,000 (before reversal of deferred tax credit of $38,919,000 recognised in taxation) impairment made in 2020 for certain legacy rig assets and a gain from divestment of Keppel Smit Towage Pte Limited and Maju Maritime Pte Ltd of $74,495,000.

b. The cash flows attributable to the discontinued operations are as follows:

	Period 28.02.2023 $'000	Full Year 2022 $'000
Operating cash flow	**(72,050)**	115,472
Investing cash flow	**(12,042)**	92,204
Financing cash flow	**(47,446)**	260,362
Net cash inflows/(outflows)	**(131,538)**	468,038

ii. Assets classified as held for sale and liabilities directly associated with assets classified as held for sale

a. Marina East Water Pte. Ltd. ("MEW")

On 30 June 2022, Keppel Infrastructure Holdings Limited ("Keppel Infrastructure"), a wholly-owned subsidiary of the Company, and Keppel Infrastructure Fund Management Pte Ltd ("KIFM"), as Trustee-Manager of Keppel Infrastructure Trust ("KIT"), have signed a non-binding term sheet with the intention to enter into definitive agreements with respect to the sale and purchase of the Group's interest in MEW ("Proposed Transaction"). The Proposed Transaction is subject to customary closing conditions including approvals by shareholders and PUB, as well as the receipt of applicable regulatory approvals. Post the proposed transaction, MEW will be jointly-controlled by Keppel Infrastructure and KIT, with KIT receiving 100% of the economic interest.

In accordance to SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the assets and liabilities of MEW have been presented separately as "assets classified as held for sale" and "liabilities directly associated with assets classified as held for sale" in the condensed consolidated balance sheet as at 31 December 2023.

	GROUP 31.12.2023 $'000
Assets classified as held for sale	
Long term assets	**324,642**
Debtors	**16,419**
Bank balances, deposits & cash	**20,595**
	361,656
Liabilities directly associated with assets classified as held for sale	
Creditors	**2,374**
Derivative liabilities	**12,433**
Current term loans	**9,675**
Non-current term loans	**282,453**
Taxation	**66**
	307,001

39. NEW ACCOUNTING STANDARDS

At the date of authorisation of these financial statements, the following new SFRS(I) and amendments to SFRS(I)s that are relevant to the Group and the Company were issued but not effective:

- Amendments to SFRS(I) 1-1 *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current* (effective for annual periods beginning on or after 1 January 2024)

  The narrow-scope amendments to SFRS(I) 1-1 *Presentation of Financial Statements* clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant). The amendments also clarify what SFRS(I) 1-1 means when it refers to the 'settlement' of a liability.

  The amendments could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity.

  The management anticipates that the adoption of the above amendments in future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption.

- Amendments to SFRS(I) 16 *Leases: Lease liability in a Sale and Leaseback* (effective for annual periods beginning on or after 1 January 2024)

  The narrow-scope amendments to SFRS(I) 16 explain how an entity accounts for a sale and leaseback after the date of the transaction. The amendments specify that, in measuring the lease liability subsequent to the sale and leaseback, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognising any amount of the gain or loss that relates to the right of use that it retains. This could particularly impact sale and leaseback transactions where the lease payments include variable payments that do not depend on an index or a rate.

  The management is currently assessing the impact of the adoption of the above amendments in future periods and anticipates that the above amendments will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption.

40. SUBSEQUENT EVENTS

On 26 February 2024, Seatrium Limited (formerly known as SembCorp Marine Ltd) ("Seatrium") announced ("Seatrium's Announcement") that Seatrium has agreed to a settlement payment of approximately $182 million (equivalent to a total of R$670,699,731.73) and the in-principle settlement agreements are subject to various approval or ratification processes by the Brazilian Authorities, including ratification by the Fifth Chamber for Coordination and Review of the MPF, which has no statutory period by which it must complete its process.

Pursuant to the Proposed Combination as disclosed in Note 38 of the financial statements, it was agreed that for a period of up to 24 months from the completion of the Proposed Combination, Seatrium would indemnify the Company for claims against Seatrium in respect of certain identified contingent liabilities. As stated in Seatrium's Announcement, such contingent liabilities relate to Seatrium's discussions with the Brazilian Authorities on the Operation Car Wash investigations.

The Company is monitoring the developments closely and its impact on the financial statements, and working with its external legal advisor to determine the appropriate actions to be taken.

41. SIGNIFICANT SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES

Information relating to significant subsidiaries consolidated in these financial statements and significant associated companies and joint ventures whose results are equity accounted for is given in the following pages.

Significant Subsidiaries, Associated Companies and Joint Ventures

	Gross Interest	Effective Equity Interest		Cost of Investment		Country of Incorporation/ Operation	Principal Activities
		31 December		31 December			
	2023 %	2023 %	2022 %	2023 $'000	2022 $'000		
INFRASTRUCTURE							
Subsidiaries							
Keppel Infrastructure Holdings Pte Ltd	**100**	**100**	100	**445,892**	445,892	Singapore	Investment holding
Keppel Energy Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Electric Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Electricity, energy and power supply and general wholesale trade
Keppel Gas Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Purchase and sale of gaseous fuels
Keppel DHCS Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Development of district heating and cooling system for the purpose of air cooling and other utility services
Keppel Seghers Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Provision of environmental, technologies, engineering works & construction activities
Keppel Seghers Holdings BV[3]	**100**	**100**	100	**#**	#	Netherlands	Investment holding
Keppel Seghers Belgium NV[1]	**100**	**100**	100	**#**	#	Belgium	Provider of services and solutions to the environmental industry related to solid waste treatment
Keppel Seghers Hong Kong Ltd[1]	**100**	**100**	100	**#**	#	Hong Kong	Investment holding
Keppel Seghers UK Ltd[2]	**100**	**100**	100	**#**	#	United Kingdom	Design and construction of waste-to-energy plants
Marina East Water Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Design and construction of desalination plant
Keppel Seghers Engineering Singapore Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Engineering works, construction and O&M of plants and facilities
Keppel Integrated Engineering Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel New Energy Pte. Ltd. (formerly known as Keppel Volt. Pte Ltd.)	**100**	**100**	100	**#**	#	Singapore	Provision of hydrogen and decarbonisation solutions
Keppel EnServices Investment Pte. Ltd.	**100**	**100**	100	**#**	#	Singapore	Investment holding
Cloud Alpha Pte Ltd	**60**	**60**	60	**#**	#	Singapore	Investment holding
Keppel Renewable Investments Pte Ltd	**100**	**100**	100	*****	*	Singapore	Investment holding
Keppel Sakra Cogen Pte. Ltd.^	**–**	**–**	100	**–**	#	Singapore	Commercial power generator
Associated Companies and Joint Ventures							
Keppel Merlimau Cogen Pte Ltd[2]	**49**	**49**	49	**#**	#	Singapore	Commercial power generation

	Gross Interest	Effective Equity Interest		Cost of Investment		Country of Incorporation/ Operation	Principal Activities
		31 December		31 December			
	2023 %	2023 %	2022 %	2023 $'000	2022 $'000		
MET Holding AG[1]	**10**	**10**	20	**#**	#	Switzerland	Integrated energy company
Tianjin Eco-City Energy Investment & Construction Co Ltd[2]	**20**	**20**	20	**#**	#	China	Investment and implementation of energy and utilities related infrastructure
Harmony Holdco Pte Ltd[2]	**32**	**32**	32	**#**	#	Singapore	Integrated environmental solutions provider
Cleantech Solar Asia Pte Ltd[2]	**50**	**45**	45	**#**	#	Singapore	Procurement, installation, operating and maintenance of solar generation facilities
Cleantech Renewable Assets Pte Ltd[2]	**51**	**31**	31	**#**	#	Singapore	Procurement, installation, operating and maintenance of solar generation facilities
Keppel MET Renewables AG[1]	**50**	**50**	50	**#**	#	Switzerland	Renewable energy generation
Keppel Sakra Cogen Pte. Ltd.[^]	**30**	**44**	–	**#**	–	Singapore	Commercial power generator
One Eco. Co. Ltd.[2]	**18**	**32**	32	**#**	#	South Korea	Investment holding
REAL ESTATE							
Subsidiaries							
Keppel Management Ltd. (formerly known as Keppel Land Ltd.)	**100**	**100**	100	**4,793,367**	4,793,367	Singapore	Holding, management and investment company
Keppel Land China Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Land Estate Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Bay Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Property development
Keppel Philippines Properties Inc[1]	**87**[+]	**87**[+]	87[+]	**493**	493	Philippines	Property development
Bellenden Investments Ltd[3]	**67**	**67**	67	**#**	#	BVI	Investment holding
Broad Elite Investments Ltd[3]	**100**	**100**	100	**#**	#	BVI	Investment holding
Cesario Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Changzhou Fushi Housing Development Pte Ltd[1]	**100**	**100**	100	**#**	#	China	Property development
Corredance Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Dattson Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Davinelle Ltd[3]	**67**	**67**	67	**#**	#	BVI	Investment holding
Domenico Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Double Peak Holdings Ltd[3]	**100**	**100**	100	**#**	#	BVI	Investment holding
Estella JV Co Ltd[1]	**98**	**98**	98	**#**	#	Vietnam	Property development and investment
Elaenia Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding

Significant Subsidiaries, Associated Companies and Joint Ventures

	Gross Interest	Effective Equity Interest		Cost of Investment		Country of Incorporation/ Operation	Principal Activities
		31 December		31 December			
	2023 %	2023 %	2022 %	2023 $'000	2022 $'000		
Evergro Properties Ltd	**100**	**100**	100	**#**	#	Singapore	Property investment and development
Floraville Estate Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Greenfield Development Pte Ltd	**–**	**–**	100	**#**	#	Singapore	Investment holding
Straits Properties Ltd	**100**	**100**	100	**#**	#	Singapore	Property development
Keppel Point Pte Ltd	**100+**	**100+**	100+	**122,785**	122,785	Singapore	Investment holding
Jencity Ltd[3]	**100**	**100**	100	**#**	#	BVI	Investment holding
K-Commercial Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Property development/ investment
Katong Retail Trust	**100**	**100**	100	**#**	#	Singapore	Investment trust
Keppel Heights (Wuxi) Property Development Co Ltd[1]	**100**	**100**	100	**#**	#	China	Property development
Keppel Hong Da (Tianjin Eco-City) Property Development Co Ltd[1]	**100**	**100**	100	**#**	#	China	Property development
Keppel Hong Yuan (Tianjin Eco-City) Property Development Co Ltd[1]	**100**	**100**	100	**#**	#	China	Property development
Keppel Hong Xiang Management Consultancy (Shanghai) Co Ltd[1]	**100**	**100**	100	**#**	#	China	Property services
Keppel Lakefront (Wuxi) Property Development Co Ltd[1]	**100**	**100**	100	**#**	#	China	Property development
Keppel Land (Saigon Centre) Ltd[1]	**100**	**100**	100	**#**	#	HK	Investment holding
Keppel Land (Singapore) Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Land Financial Services Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Financial services
Keppel Puravankara Dev Pvt Ltd[2]	**51**	**51**	51	**#**	#	India	Property development
Keppel Land International (Management) Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Property services
Keppel Land Watco IV Co Ltd[1]	**84**	**84**	84	**#**	#	Vietnam	Property development
Keppel Land Watco V Co Ltd[1]	**84**	**84**	84	**#**	#	Vietnam	Property development
Keppel Seasons Residences Property Development (Wuxi) Co., Ltd[1]	**100**	**100**	100	**#**	#	China	Property development
Keppel Tianjin Eco-City Investments Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Tianjin Eco-City Three Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Tianjin Eco-City Two Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding

	Gross Interest	Effective Equity Interest		Cost of Investment		Country of Incorporation/ Operation	Principal Activities
		31 December		31 December			
	2023 %	**2023 %**	2022 %	**2023 $'000**	2022 $'000		
Tosalco Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Krystal Investments Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Joysville Investment Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Main Full Ltd[1]	**100**	**100**	100	**#**	#	HK	Investment holding
Mansfield Developments Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Merryfield Investment Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Oceansky Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
OIL (Asia) Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Oscario Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Parksville Development Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Property development
Pasir Panjang Realty Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Peplamo Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Pembury Properties Ltd[3]	**100**	**100**	100	**#**	#	BVI	Investment holding
Pisamir Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Pre-1 Investments Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
PT Harapan Global Niaga[1]	**100**	**100**	100	**#**	#	Indonesia	Property development
PT Kepland Investama[1]	**100**	**100**	100	**#**	#	Indonesia	Property investment
PT Puri Land Development[1]	**100**	**100**	100	**#**	#	Indonesia	Property development
PT Sukses Manis Indonesia[1]	**100**	**100**	100	**#**	#	Indonesia	Property development
PT Sukses Manis Tangguh[1]	**100**	**100**	100	**#**	#	Indonesia	Property development
Primus II Investment Holdings Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Riviera Point LLC[1]	**100**	**100**	100	**#**	#	Vietnam	Property development
Saigon Centre Investment Ltd[3]	**100**	**100**	100	**#**	#	BVI	Investment holding
Saigon Sports City Ltd[1]	**100**	**100**	100	**#**	#	Vietnam	Property development
Beijing Changsheng Consultant Co Ltd[1]	**100**	**100**	100	**#**	#	China	Property investment
Beijing Changsheng Property Management Co Ltd[1]	**100**	**100**	100	**#**	#	China	Property investment
Shanghai Floraville Land Co Ltd[1]	**99**	**99**	99	**#**	#	China	Property investment
Shanghai Hongda Property Development Co Ltd[1]	**100**	**99**	99	**#**	#	China	Property development
Shanghai Ji Lu Land Co Ltd[1]	**100**	**99**	99	**#**	#	China	Property investment

Significant Subsidiaries, Associated Companies and Joint Ventures

	Gross Interest	Effective Equity Interest		Cost of Investment		Country of Incorporation/ Operation	Principal Activities
		31 December		31 December			
	2023 %	2023 %	2022 %	2023 $'000	2022 $'000		
Shanghai Ji Xiang Land Co Ltd[1]	100	100	100	#	#	China	Property development
Shanghai Merryfield Land Co Ltd[1]	99	99	99	#	#	China	Property development
Shanghai Pasir Panjang Land Co Ltd[1]	99	99	99	#	#	China	Property development
Spring City Golf & Lake Resort Co Ltd[1]	80	72	72	#	#	China	Golf club operations and development and property development
Spring City Resort Pte Ltd	100	100	100	#	#	Singapore	Investment holding
Straits Greenfield Limited[2]	–	–	100	#	#	Myanmar	Hotel ownership and operations
Straits Property Investments Pte Ltd	100	100	100	#	#	Singapore	Investment holding
Keppel Group Eco-City Investments Pte Ltd	100[+]	100[+]	100[+]	126,744	126,744	Singapore	Investment holding
Singapore Tianjin Eco-City Investment Holdings Pte Ltd	90[+]	90[+]	90[+]	#	#	Singapore	Investment holding
Substantial Enterprises Ltd[3]	100[+]	100[+]	100[+]	#	#	BVI	Investment holding
Tianjin Fulong Property Development Co Ltd[1]	100	100	100	#	#	China	Property development
Bangalore Tower Pvt Ltd[2]	100	100	100	#	#	India	Property investment
PT Straits-CM Village[1]	39	39	39	#	#	Indonesia	Hotel ownership and operations
PT Ria Bintan[1]	46	46	46	#	#	Indonesia	Golf course ownership and operations
Aintree Assets Ltd[3]	100	100	100	#	#	BVI	Investment holding
Associated Companies and Joint Ventures							
Chengdu Taixin Real Estate Development Co Ltd[2]	–	–	35	#	#	China	Property development
City Square Office Co Ltd[2]	40	40	40	#	#	Myanmar	Property development
Empire City LLC[2]	40	40	40	#	#	Vietnam	Property development
EM Services Pte Ltd	25	25	25	#	#	Singapore	Property management
Kapstone Construction Private Limited[1]	49	49	49	#	#	India	Real estate construction and development
Keppel Land Watco I Co Ltd[1]	61	61	61	#	#	Vietnam	Property investment and development
Keppel Land Watco II Co Ltd[1]	61	61	61	#	#	Vietnam	Property investment and development
Keppel Land Watco III Co Ltd[1]	61	61	61	#	#	Vietnam	Property investment and development
Harbourfront Three Pte Ltd	39	39	39	#	#	Singapore	Property investment and development

	Gross Interest	Effective Equity Interest		Cost of Investment		Country of Incorporation/ Operation	Principal Activities
		31 December		31 December			
	2023 %	**2023 %**	2022 %	**2023 $'000**	2022 $'000		
Nam Long Investment Corporation[2]	**8**	**8**	8	**#**	#	Vietnam	Trading of development properties
Nanjing Zhijun Property Development Co Ltd[2]	**25**	**25**	25	**#**	#	China	Property development
Nha Be Real Estate JSC[1]	**60**	**60**	60	**#**	#	Vietnam	Property development
North Bund Pte Ltd[2]	**30**	**30**	30	**#**	#	Singapore	Investment holding
Raffles Quay Asset Management Pte Ltd[2]	**33**	**33**	33	**#**	#	Singapore	Property management
Renown Property Holdings (M) Sdn Bhd[1]	**40**	**40**	40	**#**	#	Malaysia	Property investment
Sino-Singapore Tianjin Eco-City Investment and Development Co., Ltd[1]	**50**	**45**	45	**#**	#	China	Property development
South Rach Chiec LLC[1]	**42**	**42**	42	**#**	#	Vietnam	Property development
Suzhou Property Development Pte Ltd[2]	**25**	**25**	25	**#**	#	Singapore	Investment holding
Taicang Zhuchong Business Consulting Co Ltd[2]	**–**	**–**	15	**#**	#	China	Investment holding
Vietcombank Tower 198 Ltd[2]	**30**	**30**	30	**#**	#	Vietnam	Property investment
Vision (III) Pte Ltd[2]	**30**	**30**	30	**#**	#	Singapore	Investment holding
Win Up Investment Ltd[2]	**30**	**30**	30	**#**	#	China	Investment holding
Tianjin Fushi Property Development Co Ltd[1]	**49**	**49**	49	**#**	#	China	Property development
Gaenari (IV) Pte Ltd[2]	**52+**	**52+**	52+	**#**	#	Singapore	Property management
New Binh Trung Real Estate Company Limited[1,n]	**45**	**45**	–	**#**	–	Vietnam	Property development
CONNECTIVITY							
Data Centres & Networks Division							
Subsidiaries							
Keppel Telecommunications & Transportation Ltd	**100**	**100**	100	**621,299**	621,299	Singapore	Investment, management and holding company
Keppel Data Centres Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Data Centres Holding Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding and management services
Keppel Communications Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Trading and provision of communications systems and accessories
Keppel Telecoms Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Midgard Holdings Pte Ltd[3^]	**–**	**–**	100	**#**	#	Singapore	Telecommunications network operation

Significant Subsidiaries, Associated Companies and Joint Ventures

	Gross Interest	Effective Equity Interest 31 December		Cost of Investment 31 December		Country of Incorporation/ Operation	Principal Activities
	2023 %	2023 %	2022 %	2023 $'000	2022 $'000		
Keppel Almere Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Adfact Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Apsilon Ventures Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Associated Companies and Joint Ventures							
Computer Generated Solutions Inc[2]	**21**	**21**	21	**#**	#	USA	IT consulting and outsourcing provider
SVOA Public Company Ltd[2]	**–**	**–**	32	**#**	#	Thailand	Distribution of IT products and telecommunications services
Keppel Midgard Holdings Pte Ltd[3^]	**40**	**40**	–	**#**	#	Singapore	Telecommunications network operation
Memphis 1 Pte Ltd[2]	**60**	**60**	60	**#**	#	Singapore	Data centre facilities and colocation services
M1 DIVISION							
Subsidiaries							
Keppel Konnect Pte Ltd	**100**	**100**	100	**1**	1	Singapore	Investment holding
Konnectivity Pte Ltd	**80**	**80**	80	**#**	#	Singapore	Investment holding
M1 Limited	**100+**	**84+**	84+	**#**	#	Singapore	Telecommunications services
M1 Net Ltd	**100+**	**84+**	84+	**#**	#	Singapore	Provision of fixed and other related telecommunication services
AsiaPac Technology Pte. Ltd.	**100+**	**84+**	84+	**#**	#	Singapore	ICT Solutions Provider
Glocomp Systems (M) Sdn. Bhd.[1]	**70+**	**59+**	43+	**#**	#	Malaysia	ICT Solutions Provider
GCIS Sdn. Bhd.[1]	**70+**	**59+**	43+	**#**	#	Malaysia	ICT Solutions Provider
Global Computing Solutions Sdn. Bhd.[1]	**70+**	**59+**	43+	**#**	#	Malaysia	ICT Solutions Provider
Associated Companies and Joint Ventures							
M1 Network Private Limited	**50+**	**42+**	42+	**#**	#	Singapore	Telecommunications services
Antina Pte Ltd[2]	**50+**	**50+**	50+	**#**	#	Singapore	Mobile cellular and other wireless telecommunication network operation
FUND MANAGEMENT & INVESTMENT							
Subsidiaries							
Keppel Capital Holdings Pte Ltd	**100**	**100**	100	**783,000**	783,000	Singapore	Investment holding
Keppel Capital International Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Provision of management services and investment holding
Keppel Capital Investment Holdings Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding

	Gross Interest	Effective Equity Interest		Cost of Investment		Country of Incorporation/ Operation	Principal Activities
		31 December		31 December			
	2023 %	**2023 %**	2022 %	**2023 $'000**	2022 $'000		
Keppel Fund Management Limited (formerly known as Alpha Investment Partners Ltd)	**100**	**100**	100	**#**	#	Singapore	Fund management
Keppel DC REIT Management Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Real estate investment trust management and investment holding
Keppel Capital Three Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Capital US Holding Inc[3]	**100**	**100**	100	**#**	#	USA	Investment holding
Keppel REIT Management Ltd	**100**	**100**	100	**#**	#	Singapore	Investment advisory and property fund management
Keppel REIT Investment Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel DC Investment Holdings Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Funds Investment Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Infrastructure Fund Management Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Trust Management
Keppel Capital Alternative Asset Pte. Ltd.	**100**	**100**	100	**#**	#	Singapore	Fund Management
Associated Companies and Joint Ventures							
Keppel DC REIT	**20**	**20**	20	**#**	#	Singapore	Real estate investment trust – Data centre facilities and colocation services
Keppel REIT	**37+**	**37+**	47+	**#**	#	Singapore	Real estate investment trust
Keppel Pacific Oak US REIT[2]	**7**	**7**	7	**#**	#	Singapore	Real estate investment trust
Keppel Pacific Oak US REIT Management Pte. Ltd.[2]	**50**	**50**	50	**#**	#	Singapore	Property management
KBS US Prime Property Management Pte. Ltd[2]	**30**	**30**	30	**#**	#	Singapore	Property management
Keppel-Pierfront Private Credit Fund LP[2]	**26**	**26**	26	**#**	#	Singapore	Investment holding
Keppel Asia Infrastructure Fund LP[2]	**19**	**19**	19	**#**	#	Singapore	Investment holding
Watermark Retirement Communities, LLC[2]	**50**	**50**	50	**#**	#	USA	Management company
WRC KSL Senior Holdings, LLC[2]	**50**	**50**	50	**#**	#	USA	Investment holding
Alpha DC Fund Private Limited[2]	**65**	**65**	65	**#**	#	Singapore	Investment holding and fund management
Keppel Data Centre Fund II LP[2]	**41**	**41**	41	**#**	#	Singapore	Investment holding and fund management

Significant Subsidiaries, Associated Companies and Joint Ventures

	Gross Interest	Effective Equity Interest		Cost of Investment		Country of Incorporation/ Operation	Principal Activities
		31 December		31 December			
	2023 %	**2023 %**	2022 %	**2023 $'000**	2022 $'000		
CORPORATE ACTIVITIES							
Subsidiaries							
Kephinance Investment Pte Ltd	**100**	**100**	100	**90,000**	90,000	Singapore	Investment holding and central finance administrator
Keppel Capital One Pte Ltd	**100**	**100**	100	**#**	#	Singapore	To arrange, syndicate and/or provide financing to customers of Keppel Group
Kepinvest Holdings Pte Ltd	**100**	**100**	100	**10**	10	Singapore	Investment holding
Kepinvest Singapore Pte Ltd	**100**	**100**	100	**18,425**	18,425	Singapore	Investment holding
Keppel Ventures (Property) Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Keppel Oil & Gas Pte Ltd	**100**	**100**	100	**#**	#	Singapore	Investment holding
Kepventure Pte Ltd	**100**	**100**	100	**594,922**	594,922	Singapore	Investment holding
Associated Companies and Joint Ventures							
Floatel International Ltd[1]	**50**	**50**	50	**#**	#	Bermuda	Operating accommodation and construction support vessels (floatels) for the offshore oil and gas industry
Total Significant Subsidiaries~				**7,596,938**	7,596,938		

Notes:

i. All the companies are audited by PricewaterhouseCoopers LLP, Singapore except for the following:
   [1] Audited by PricewaterhouseCoopers firms outside Singapore;
   [2] Audited by other firms of auditors; and
   [3] Not required to be audited by law in the country of incorporation or companies disposed, liquidated and struck off.
   In accordance to Rule 716 of The Singapore Exchange Securities Trading Limited – Listing Rules, the Audit Committee and Board of Directors of the Company confirmed that they are satisfied that the appointment of different auditors for its subsidiaries and significant associated companies and joint ventures does not compromise the standard and effectiveness of the audit of the Company.

ii. + The shareholdings of these companies are held jointly with other subsidiaries.

iii. # The shareholdings of these companies are held by subsidiaries of Keppel Ltd.

iv. * The cost of investment of the subsidiary is less than $1,000

v. n These companies were incorporated/acquired during the financial year.

vi. ^ During the year ended 31 December 2023, the shareholding interest in subsidiary was diluted and the investment in subsidiary was reclassified as an associated company.

vii. The subsidiaries' place of business is the same as its country of incorporation, unless otherwise specified.

vii. Abbreviations:

British Virgin Islands (BVI)	United Arab Emirates (UAE)
Hong Kong (HK)	United States of America (USA)

viii. The Company has 184 significant subsidiaries, associated companies and joint ventures as at 31 December 2023. Subsidiaries, associated companies and joint ventures are considered as significant (a) in accordance to Rule 718 of The Singapore Exchange Securities Trading Limited – Listing Rules, or (b) by reference to the significance of their economic activities.

~ All entities within the disposal group held for sale that were disposed during 2023 as part of the completion of the Asset Co Transaction and Proposed Combination (Note 38) are not presented within the list.

Interested Person Transactions

The Group has obtained a general mandate from shareholders of the Company for interested person transactions in the Annual General Meeting held on 21 April 2023. During the financial year, the following interested person transactions were entered into by the Group:

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under a shareholders' mandate pursuant to Rule 920 of the SGX Listing Manual (excluding transactions less than $100,000)
		2023 $'000	2023 $'000
Transaction for the Sale of Goods and Services			
Temasek Holdings Group (other than the below)	Temasek Holdings (Private) Limited is a controlling shareholder of the Company. The other named interested persons are its associates.	4,687	3,664
CapitaLand Group		1,573	6,270
Keppel Infrastructure Trust Group		175,813	113,766
PSA International Group		9,518	1,549,410
Seatrium Group (f.k.a. SembCorp Marine Group)		1,167	6,053
Singapore Power Group		7,747	11
Singapore Technologies Engineering Group		3,033	340
Singapore Telecommunications Group		7,144	–
StarHub Group		48,498	–
Transaction for the Purchase of Goods and Services			
Temasek Holdings Group (other than the below)	Temasek Holdings (Private) Limited is a controlling shareholder of the Company. The other named interested persons are its associates.	2,937	7,373
CapitaLand Group		5	2,911
Keppel Infrastructure Trust Group		6,258	–
Lan Ting Holdings Group		–	1,243,015
Singapore Technologies Engineering Group		90	8,414
Singapore Telecommunications Group		–	31,693
StarHub Group		117	54,465
Treasury Transactions			
Temasek Holdings Group (other than the below)	Temasek Holdings (Private) Limited is a controlling shareholder of the Company. The other named interested persons are its associates.	71	–
Keppel Infrastructure Trust Group		4,838	–
Joint Venture			
Keppel Infrastructure Trust Group	Temasek Holdings (Private) Limited is a controlling shareholder of the Company. The other named interested persons are its associates.	42,875	–
Clifford Capital Group		6,770	–
Equity Transactions			
Keppel Infrastructure Trust Group	Temasek Holdings (Private) Limited is a controlling shareholder of the Company. The other named interested persons are its associates.	54,549	–
Total Interested Person Transactions		377,690	3,027,385

Save for the interested person transactions disclosed above, there were no other material contracts entered into by the Company and its subsidiaries involving the interests of its chief executive officer, directors or controlling shareholders, which are either still subsisting at the end of the financial year or, if not then subsisting, entered into since the end of the previous financial year.

Key Executives

Christina Tan Hua Mui, 58
Bachelor of Accountancy (Honours), National University of Singapore; CFA® charterholder.

Ms Christina Tan is Chief Executive Officer, Fund Management and Chief Investment Officer of Keppel Ltd. She is also Chairman of Keppel DC REIT Management Pte Ltd (the Manager of Keppel DC REIT) and Deputy Chairman of Keppel Fund Management Ltd (KFM).

Ms Tan has more than 20 years of experience and expertise in investing and fund management across the United States, Europe and Asia. She previously served as the Chief Financial Officer of GRA (Singapore) Private Limited, the Asian real estate fund management arm of the Prudential Insurance Company of America. Prior to that, she was the Treasury Manager with Chartered Industries of Singapore, managing the group's cash positions and investments. Ms Tan started her career with Ernst & Young before joining the Government of Singapore Investment Corporation.

Ms Tan's principal directorships include Keppel Capital, Keppel REIT Management Limited (the Manager of Keppel REIT), Keppel DC REIT Management Pte Ltd (the Manager of Keppel DC REIT) and Keppel Infrastructure Fund Management Pte Ltd (the Trustee-Manager of Keppel Infrastructure Trust) and two private fund managers under Keppel Capital, being KFM and Keppel Capital Alternative Asset Pte Ltd (KCAA). She also sits on the Investment Committees for the private funds managed by KFM and KCAA.

Kevin Chng, 51
Bachelor Degree (Merit) in Accounting and Information Systems, University of New South Wales; Member of Chartered Accountants, Australia and New Zealand.

Mr Chng is the Chief Financial Officer of Keppel Ltd.

Mr Chng joined Keppel in 2016 and has held various leadership positions in the Company, first as the General Manager of Group Risk and Compliance at Keppel, before being appointed Chief Financial Officer of Keppel's former offshore & marine business from January 2020 to February 2023. In March 2023, Mr Chng was appointed Deputy Chief Financial Officer of Keppel and oversaw Keppel's Risk and Compliance, Tax and Treasury functions.

Prior to joining Keppel, Mr Chng had held senior positions at Credit Suisse Group in Singapore and Hong Kong, PricewaterhouseCoopers and Ord Minnett Group.

Louis Lim, 51
Master and Bachelor of Economics (Sigma Xi), Massachusetts Institute of Technology; MBA, INSEAD.

Mr Lim is the Chief Executive Officer, Real Estate at Keppel Ltd.

Mr Lim was previously Director of Group Strategy & Development where he was responsible for Keppel's corporate strategy and worked with Keppel's business units on their strategic priorities. He was concurrently Managing Director of Keppel Technology and Innovation, a change agent and innovation catalyst which aims to transform how Keppel harnesses technology and innovation to create value for stakeholders.

Prior to joining Keppel in 2016, Mr Lim was a Partner with Bain & Company where he led the firm's Consumer Products & Retail as well as Change Management and Organisation practices in Southeast Asia. He began his career with the firm in 1997, working across Bain's Southeast Asia, as well as Melbourne, San Francisco and Tokyo offices, on projects that spanned from Papua New Guinea to Nigeria. Mr Lim's leadership roles at Bain included heading Human Resources and Recruiting for Southeast Asia.

Mr Lim is currently a member of the INSEAD Facilities Committee and he also sits on the board of Glyph Community Limited.

Cindy Lim, 46
Bachelor of Engineering (Mechanical & Production) (Second Upper Honours), Nanyang Technological University; Executive MBA, Singapore Management University.

Ms Cindy Lim is Chief Executive Officer, Infrastructure of Keppel Ltd. and holds directorships across several operating units in Keppel's Infrastructure Division.

In her over 20 years with Keppel, Ms Lim has held various leadership positions. She was the Director of Group Corporate Development (GCD) at Keppel and concurrently the Managing Director of Keppel Urban Solutions (KUS), an end-to-end master developer of integrated smart and sustainable precincts and townships in the Asia-Pacific region. As the Director of GCD, Ms Lim focused on identifying and extracting synergies across Keppel's operating segments, as well as harnessing both internal and external collaboration. As the founding Managing Director of KUS, she set up and led the unit to pursue and capture business opportunities arising from rapid urbanisation and the increasing global focus on liveability and sustainability.

Prior to these, Ms Lim was the Executive Director of Infrastructure Services where she stewarded the business by driving operating assets' efficiency and reliability, health, safety & environment performance as well as procurement strategies. She has diverse experience in operations and process excellence, as well as assets, people, and organisation management.

Thomas Pang Thieng Hwi, 59
Bachelor of Arts (Engineering) and Master of Arts (Honorary Award), University of Cambridge.

Mr Pang is Chief Executive Officer, Data Centres and Networks of Keppel Ltd. Prior to this, he was CEO of Keppel Telecommunications & Transportation Ltd until its delisting in 2019 and integration with Keppel. From June 2010 to June 2014, he was Chief Executive Officer of Keppel Infrastructure Fund Management Pte. Ltd., the trustee-manager of Keppel Infrastructure Trust (KIT).

Mr Pang joined Keppel's former offshore & marine business in 2002 as a Senior Manager (Merger Integration Office) to assist in the merger and integration of Keppel FELS Limited and Keppel Shipyard Limited. He was promoted to General Manager (Corporate Development) in 2007 and oversaw the investment, mergers and acquisitions, as well as strategic planning. Prior to that, Mr Pang was an investment manager with Vertex Management (United Kingdom) from 1998 to 2001. Mr Pang was also the Vice President (Central USA) of the Singapore Tourism Board from 1995 to 1998, as well as the Assistant Head (Services Group, Enterprise Development Division) at the Economic Development Board of Singapore from 1988 to 1995, both of which are economic agencies under Singapore's Ministry of Trade & Industry.

Mr Pang currently holds directorships in Keppel DC REIT Management Pte Ltd (the Manager of Keppel DC REIT) and M1 Limited.

Manjot Singh Mann, 58
Master of Management Studies (Marketing and Sales Management), University of Bombay; Bachelor of Engineering (Mechanical Engineering), University of Jabalpur.

Mr Mann is Chief Executive Officer and Director of M1. He was appointed as Chief Executive Officer in December 2018. Mr Mann is also the Chief Digital Officer of Keppel Ltd., appointed with effect from March 2022.

Mr Mann has about 30 years of operational leadership experience across diverse geographical markets and a unique blend of insights and perspectives in the rapidly evolving telecommunications industry.

Prior to joining M1, Mr Mann served as CEO at Pareteum Asia, a leading cloud software platform company, where he was appointed to expand NASDAQ-listed Pareteum Corporation's footprint in Asia. He was previously Global CEO (Communications and Convergence) of Lebara Mobile (UK), one of the largest multinational, Pan-European mobile virtual network operators in the world. He was also the former CEO of Hutchison Telecommunication in Jakarta, Indonesia.

Mr Mann currently holds directorships in several subsidiaries of M1 Limited, as well as Keppel's enterprise services and digital arms.

Key Executives

Bridget Lee Siow Pei, 52
Master of Management, JL Kellogg Graduate School of Management, Northwestern University; Bachelor of Accountancy, Nanyang Technological University.

Ms Lee is the Chief Investment Officer, Real Estate, Keppel Ltd. and Chief Executive Officer (CEO) and Executive Director of Keppel Capital Alternative Asset Pte Ltd (KCAA). Ms Lee oversees all investments and divestments in the real estate sector, including alternatives such as education, living and healthcare sectors. Ms Lee is also a Non-Executive Director of Keppel Pacific Oak US REIT Management Pte. Ltd. (the Manager of Keppel Pacific Oak US REIT), with effect from 20 October 2021.

Ms Lee has more than 20 years of experience in investment, corporate finance and mergers and acquisitions with various financial institutions in Asia and the United States. Her track record in transactions ranges from private equity, joint ventures, capital market transactions, as well as listed companies' merger and acquisitions, to funds and real assets investments.

Prior to joining Keppel, Ms Lee was with Mapletree Investments as Senior Vice President of Investment overseeing the China market. She was also with other global financial organisations including Temasek Holdings.

Ang Sock Cheng, 51
Bachelor of Accountancy, Nanyang Technological University of Singapore

Ms Ang is the Chief Operating Officer, Fund Management of Keppel Ltd. Ms Ang has more than 25 years of experience in real estate and infrastructure fund management business, leading financial and corporate reporting, investor relations, compliance and risk management, fund raising in the capital and debt market as well as transaction advisory in tax structuring, financial and tax due diligence for investments globally. She jointed Keppel in June 2004.

Prior to joining Keppel, Ms Ang was Finance Manager of GRA (Singapore) Private Limited. She was responsible for system operation integration for new office outfits , financial reporting, local operational management and controls, raising project financing and treasury management for real estate investments in China. Having held auditor positions in international accounting firms in Singapore and China, she had regional exposure to different accounting and finance environments for real estate clients and is well-versed in internal audit, financial and tax due diligence in relation to mergers and acquisitions.

Koh Wee Lih, 51
Master of Business Administration, Master of Science in Industrial and Operations Engineering, Bachelor of Science (Summa Cum Laude) in Aerospace Engineering, University of Michigan.

Mr Koh was appointed Chief Executive Officer of Keppel REIT Management Limited (the Manager of Keppel REIT) with effect from 1 December 2021.

Mr Koh has over 27 years of experience in investment, corporate finance and asset management, of which more than 17 years are in direct real estate – covering investments, developments, asset management and real estate private equity in the Asia Pacific region.

Prior to joining the Manager, Mr Koh was the Executive Director and CEO of AIMS APAC REIT Management Limited, the manager of AIMS APAC REIT (AA REIT) from 2014 to 2021, where he was responsible for the overall planning, management and operation of AA REIT. Before that, Mr Koh held various senior positions at AA REIT as well as other private funds and a developer, overseeing regional investment and asset management.

Jopy Chiang, 39
Master of Finance, University of Cambridge; Bachelor of Business Administration, National University of Singapore; CFA® Charterholder.

Mr Jopy Chiang was appointed Chief Investment Officer, Infrastructure, Keppel Ltd. on 1 October 2023. Prior to that, he was CEO of Keppel Infrastructure Fund Management, the Trustee Manager of Keppel Infrastructure Trust from August 2021 to September 2023.

Mr Chiang has over 15 years of experience across infrastructure private equity and investment banking, with more than US$10 billion of transaction and advisory experience in developed and emerging markets of Asia Pacific, Europe, Middle East and North America. Mr Chiang's investment experience spans the infrastructure spectrum across renewables, regulated utilities, conventional energy, distribution & transmission, transportation, water, waste and digital infrastructure, with a track record of successful returns to investors.

Prior to joining Keppel, Mr Chiang worked at Partners Group, Arcapita and Barclays Capital, and was based in Hong Kong, London and Singapore over the tenure of his career. While in Keppel, Mr Chiang played a key role in the successful launch of the Keppel Asia Infrastructure Fund.

Loh Hwee Long, 47
Bachelor of Science (Real Estate), First Class Honours, National University of Singapore

Mr Loh has more than 23 years of experience in real asset investment, asset, and fund management across major global markets in Asia Pacific, Europe, Middle East and North America. He was appointed Chief Executive Officer of Keppel DC REIT Management Pte. Ltd. (the Manager of Keppel DC REIT) on 28 July 2023.

Prior to joining the Manager, Mr Loh was the Chief Investment Officer, Data Centres, at Keppel Capital, overseeing its data centre strategies across various investment platforms and mandates. Before joining Keppel, he held senior positions with the Government of Singapore Investment Corporation (GIC) Real Estate and Mapletree Investments, where he was responsible for investments across multiple real estate sectors as well as spearheading entry into new markets. Mr Loh received a scholarship from Keppel in 1997 and began his career with Keppel Land in 2001.

Kevin Neo, 43
Bachelor of Business Administration, National University of Singapore; CFA® charterholder

Mr Neo was appointed Chief Executive Officer of Keppel Infrastructure Fund Management Pte Ltd (the Trustee-Manager of Keppel Infrastructure Trust) on 1 October 2023.

Mr Neo joined the Trustee-Manager in 2016 and was a senior member of the Trustee-Manager's investment team, leading several major investments (such as the acquisitions of Ixom, Philippine Coastal and One Eco) and managing them thereafter, before he was appointed Deputy Chief Executive Officer of the Trustee-Manager in June 2023.

He has over 17 years of principal infrastructure and private equity investment, and corporate finance experience. He has invested across a wide range of infrastructure asset classes with over $8 billion of transaction and advisory experience in developed and emerging markets across Asia Pacific, Europe and the Middle East.

Before joining Keppel, he held M&A advisory and investment positions in Samena Capital, PwC Corporate Finance and Singapore Power respectively.

Mr Neo's principal directorships include City Energy Pte Ltd (Chairman), Keppel Merlimau Cogen Pte Ltd (Chairman), One Eco Co., Ltd. (Chairman), Philippine Coastal Storage & Pipeline Corporation (Chairman), Ixom Holdings Pty Ltd., Australia and Wind Fund I AS.

Key Executives

David Eric Snyder, 53
Bachelor of Science in Business Administration, Biola University.

Mr Snyder was part of the management team that led the successful listing of Keppel Pacific Oak US REIT and has been the Chief Executive Officer and Chief Investment Officer of Keppel Pacific Oak US REIT Management Pte. Ltd. (the Manager of Keppel Pacific Oak US REIT) since the REIT's listing on 9 November 2017. Prior to his current appointment, Mr Snyder was a consultant to KBS Capital Advisors where he managed the AFRT portfolio.

From 2008 to 2015, Mr Snyder was the Chief Financial Officer (CFO) of KBS Capital Advisors and five of its non-traded REITs. In addition to his CFO responsibilities, he led the negotiation for the transfer of the AFRT portfolio comprised of over 800 properties valued at over US$1.7 billion. He subsequently managed that portfolio for KBS Real Estate Investment Trust.

From 1998 to 2008, Mr Snyder was the Financial Controller for Nationwide Health Properties, a publicly-traded healthcare REIT. Prior to that he was the Director of Financial Reporting for Regency Health Services.

Mr Snyder started his career as an auditor at Arthur Andersen LLP after graduating from Biola University.

Galen Lee, 51
Masters of Business Administration, Columbia Business School; Bachelor of Accountancy, Nanyang Technological University of Singapore

Mr Lee is the Chief Executive Officer of Real Estate & Data Centres, Keppel Fund Management and he leads the fund management initiatives to further strengthen Keppel's capability in the private funds space for these sectors.

Mr Lee has over 22 years of real estate investment, origination and structuring experience across various asset classes, and has been involved in the establishment of real estate joint ventures, real estate investment trusts, debt advisory, investment banking and corporate mergers and acquisitions in Asia and Europe. Prior to joining Keppel, he was the Executive Vice President and Head of Capital Markets for City Developments Limited, responsible for developing its fund management and Profit Participation Securities platform by structuring more than $2 billion worth of real estate deals.

Prior to this, Mr Lee was the head of South East Asia real estate investment banking at UBS and Bank of America Merrill Lynch, and has covered the real estate sector at Macquarie Capital Advisors, Wachovia Real Estate Asia, DBS and Goldman Sachs.

Sharon Tay Lin Li, 47
Master of Science (Finance & Economics) and Bachelor of Science (Economics), London School of Economics and Political Science; CFA® charterholder.

Ms Tay is the Chief Executive Officer of Keppel Asia Infrastructure Fund, which is managed by Keppel Capital Alternative Asset Pte Ltd.

Ms Tay has more than 20 years of experience in the infrastructure, private equity, fund management and banking industries, primarily in Asia. She has extensive experience across all aspects of fund management, from capital raising and fund establishment to successful implementation of the fund strategy across investments, portfolio construction, active asset management and exits.

Ms Tay joined Keppel in September 2022 and is focused on building its private infrastructure funds business.

Prior to Keppel, Ms Tay was the Head of Renewable Energy (Vietnam) at Sembcorp Industries, where she was responsible for driving the growth initiatives and strategic direction for Sembcorp's renewable energy business in Vietnam.

Prior to Sembcorp Industries, she held leadership roles in Asia Climate Partners, Daestrum Capital, Deutsche Asset Management, Macquarie and Citibank, where she focused on fund management and investments.

Ms Tay is a director of Keppel Asia Infra Fund (GP) Pte. Ltd., the general partner of Keppel Asia Infrastructure Fund. She also holds directorships in several subsidiaries, associates, portfolio companies and joint venture companies of Keppel Asia Infrastructure Fund.

Jee Kim, 51
Master of Finance and Bachelor of Science in Business Administration, Ewha Woman's University, Seoul, Korea.

Ms Kim joined Keppel Capital Alternative Asset Pte Ltd in April 2022 as Chief Executive Officer of the Core Infrastructure division. She brings with her over 24 years of experience in global infrastructure investment, other alternative investments (including real estate and private equity), and financial services.

Ms Kim was previously Global Head of Infrastructure Investment at the National Pension Service of Korea (NPS), which is the third-largest public pension fund in the world with US$768 billion AUM as of December 2021. She oversaw NPS' US$26 billion infrastructure portfolio in transport, utilities, power and energy, telecom/digital infrastructure. Ms Kim had held several senior positions at NPS, including Head of NPS Singapore, where she developed an alternatives assets portfolio in APAC including infrastructure, real estate and private equities and built the investment team since she established it in 2015. She was also a member of the NPS Investment Committee. Prior to that, she was involved in various aspects of investment and asset management in Prudential Asset Management Co. Ltd. and Prudential Investment & Securities Co. Ltd, a wholly-owned subsidiary of Prudential Financial, Inc., an American Fortune Global 500 company.

Ms Kim's principal directorships include Keppel Core Infra Fund GP Pte. Ltd., KCIF Investments Pte. Ltd., KPC Management III (GP) Pte. Ltd. and Pierfront Capital Fund Management Pte. Ltd.

Carina Lim, 50
Bachelor of Science (Estate Management), Second Class Honours (Upper Division), National University of Singapore; Master of Management (Financial Management), Macquarie Graduate School of Management, Sydney.

Ms Carina Lim is the Chief Executive Officer of Keppel Education Asset Fund and Executive Director of Keppel Capital Alternative Asset Pte Ltd (KCAA). She has more than 25 years of experience in the real estate industry holding positions in investment, asset management, leasing, sales and marketing prior to joining KCAA as a director in January 2019.

Ms Lim joined Keppel Fund Management Limited (KFM) in 2008 as Senior Manager and later assumed the role of Head of Asset Management in 2013, where she oversaw asset management in Asia Pacific for a series of private closed-end funds across different risk spectrums (including core, core-plus and value-add) and across different asset types. In KFM, she led the implementation of various asset strategies including asset optimisation, development, refurbishment, ESG and other value-add initiatives for the funds and was instrumental in the successful divestment of the funds' assets. To date, she has been involved in more than $8 billion worth of transactions across key cities in Asia Pacific.

Prior to joining KFM, she worked in the government sector as well as with large private developers in the areas of policies, leasing, marketing, investment and asset management of office, business park and industrial sectors.

Major Properties

Held By	Effective Group Interest	Location	Description and Approximate Land Area	Tenure	Usage
COMPLETED PROPERTIES					
Keppel REIT	37%	Ocean Financial Centre Collyer Quay, Singapore	Land area: 6,221 sqm 43-storey office tower with ancillary retail space	999 years leasehold	Commercial office building with rentable area of 81,093 sqm
		One Raffles Quay, Singapore	Land area: 15,497 sqm Two office towers of 50-storey and 29-storey	99 years leasehold	Commercial office building with rentable area of 123,102 sqm
		Marina Bay Financial Centre Towers 1 and 2, and Marina Bay Link Mall Marina Boulevard, Singapore	Land area: 33,220 sqm Two office towers of 33-storey and 50-storey with ancillary retail space	99 years leasehold	Commercial office buildings with rentable area of 159,860 sqm
		Marina Bay Financial Centre Tower 3 Marina Boulevard, Singapore	Land area: 9,710 sqm 46-storey office tower with retail podium	99 years leasehold	Commercial office building with rentable area of 123,763 sqm
		Keppel Bay Tower HarbourFront Avenue, Singapore	Land area: 10,441 sqm 18-storey office tower with a six-storey podium	99 years leasehold	Commercial office building with rentable area of 35,881 sqm
		8 Exhibition Street Melbourne, Australia	Land area: 4,329 sqm 35-storey office tower with ancillary retail space	Freehold	Commercial office building with rentable area of 45,032 sqm
		8 Chifley Square Sydney, Australia	Land area: 1,581 sqm 30-storey office tower	99 years leasehold	Commercial office building with rentable area of 19,394 sqm
		David Malcolm Justice Centre Perth, Australia	Land area: 2,947 sqm 33-storey office tower	99 years leasehold	Commercial office building with rentable area of 31,175 sqm
		Victoria Police Centre Melbourne, Australia	Land area: 5,136 sqm 40-storey office tower	Freehold	Commercial office building with rentable area of 67,666 sqm
		Pinnacle Office Park Sydney, Australia	Land area: 22,040 sqm Three office towers of 8-storey, 7-storey and 4-storey	Freehold	Commercial office building with rentable area of 34,560 sqm
		2 Blue Street (formerly known as Blue & William) Sydney, Australia	Land area: 2,312 sqm 10-storey office tower	Freehold	Commercial office building with rentable area of 14,122 sqm
		T Tower Seoul, South Korea	Land area: 5,346 sqm 28-storey office tower	Freehold	Commercial office building with rentable area of 21,216 sqm
		KR Ginza II Tokyo, Japan	Land area: 805 sqm 8-storey office tower	Freehold	Commercial office building with rentable area of 3,594 sqm
Keppel DC REIT	20%	Keppel DC Singapore 1 Serangoon, Singapore	Land area: 7,333 sqm 6-storey data centre	30 years lease with option for another 30 years	Data centre with rentable area of 10,193 sqm
		Keppel DC Singapore 2 Tampines, Singapore	Land area: 5,000 sqm 5-storey data centre	30 years lease and extended for another 30 years	Data centre with rentable area of 3,575 sqm
		Keppel DC Singapore 3 Tampines, Singapore	Land area: 5,000 sqm 5-storey data centre	30 years lease and extended for another 30 years	Data centre with rentable area of 5,103 sqm
		Keppel DC Singapore 4 Tampines, Singapore	Land area: 6,805 sqm 5-storey data centre	30 years lease and extended for another 30 years	Data centre with rentable area of 7,854 sqm
		Keppel DC Singapore 5 Jurong, Singapore	Land area: 7,742 sqm 5-storey data centre	Expiring 31 August 2050, including further term of 9 years	Data centre with rentable area of 8,717 sqm

Held By	Effective Group Interest	Location	Description and Approximate Land Area	Tenure	Usage
		DC1 Riverside Road, Singapore	Land area: 8,538 sqm 5-storey data centre	70 years and 5 months lease	Data centre with rentable area of 19,864 sqm
		Gore Hill Data Centre Sydney, Australia	Land area: 6,692 sqm 4-storey data centre	Freehold	Data centre with rentable area of 8,450 sqm
		Intellicentre Campus Sydney, Australia	Land area: 20,031 sqm 2-storey and 5-storey data centres	Freehold	Data centre with rentable area of 21,881 sqm
		Almere Data Centre Amsterdam, Netherlands	Land area: 7,930 sqm 3-storey data centre	Freehold	Data centre with rentable area of 11,000 sqm
		Keppel DC Dublin 1 Dublin, Ireland	Land area: 20,275 sqm 2-storey data centre	999 years leasehold	Data centre with rentable area of 6,143 sqm
		Keppel DC Dublin 2 Dublin, Ireland	Land area: 13,900 sqm Single-storey data centre	999 years leasehold	Data centre with rentable area of 2,646 sqm
		maincubes Data Centre Offenbach am Main, Germany	Land area: 5,596 sqm 4-storey data centre	Freehold	Data centre with rentable area of 9,016 sqm
		Guangdong Data Centre 1 Guangdong, China	Land area: 78,021 sqm 7-storey data centre	50 years leasehold	Data centre with rentable area of 20,596 sqm
		Guangdong Data Centre 2 Guangdong, China	Land area: 78,021 sqm 7-storey data centre	50 years leasehold	Data centre with rentable area of 20,310 sqm
Keppel Pacific Oak US REIT	7%	The Plaza Buildings 8th Street, Bellevue, Washington, USA	Land area: 16,304 sqm 16 and 10 storey multi-tenanted office buildings	Freehold	Commercial office building with rentable area of 45,595 sqm
		Bellevue Technology Center 24th Street, Bellevue, Washington, USA	Land area: 188,570 sqm Office campus featuring 9 multi-tenanted office buildings	Freehold	Commercial office buildings with rentable area of 31,063 sqm
		The Westpark Portfolio 8200-8644 154th Avenue Ne Redmond, Washington, USA	Land area: 167,080 sqm Business campus comprising 19 office buildings and 2 flex buildings which are multi-tenanted	Freehold	Commercial office and flex buildings with rentable area of 72,803 sqm
		Westmoor Center Westmoor Drive, Colorado, USA	Land area: 176,953 sqm Business campus featuring 6 multi-tenanted office buildings	Freehold	Commercial office building with rentable area of 56,939 sqm
		1800 West Loop South Houston, USA	Land area: 7,627 sqm A 21-storey high rise office multi-tenanted property	Freehold	Commercial office building with rentable area of 37,802 sqm
		Maitland Promenade I & II 485 & 495 N Keller Road, Florida, USA	Land area: 77,464 sqm Office campus featuring 2 multi-tenanted office buildings	Freehold	Commercial office buildings with rentable area of 43,333 sqm
		One Twenty Five 125 East John Carpenter Freeway, Texas, USA	Land area: 25,576 sqm Office complex comprising 2 office buildings and a 7-storey parking garage which are multi-tenanted	Freehold	Commercial office building with rentable area of 42,468 sqm

Major Properties

Held By	Effective Group Interest	Location	Description and Approximate Land Area	Tenure	Usage
Keppel Bay Pte Ltd	100%	Reflections at Keppel Bay Singapore	Land area: 83,538 sqm	99 years leasehold	A 1,129-unit waterfront condominium development
		Corals at Keppel Bay Singapore	Land area: 38,830 sqm	99 years leasehold	A 366-unit waterfront condominium development
Parksville Development Pte Ltd	100%	19 Nassim Nassim Hill, Singapore	Land area: 5,785 sqm	99 years leasehold	A 101-unit condominium development
Katong Retail Trust	100%	I12 Katong East Coast Road, Singapore	Land area: 7,261 sqm	99 years leasehold	A 6-storey shopping mall with rentable area of 19,730 sqm
Beijing Changsheng Property Management Co Ltd	100%	Linglong Tiandi Beijing, China	Land area: 3,546 sqm	50 years lease (office) 40 years lease (retail)	A 11-storey office tower with ancillary retail space in Haidian District
China The9 Interactive (Shanghai) Ltd, The9 Computer Technology Consulting (Shanghai) Ltd and Shanghai Kai E Information Technology Co Ltd	100%	The Kube Shanghai, China	Land area: 3,686 sqm	50 years lease	A 4-storey office building at the core area of Zhangjiang Hi-Tech Park
Win Up Investment Ltd	30%	Westmin Plaza Guangzhou, China	Land area: 9,278 sqm	50 years lease (office) 40 years lease (retail)	A 17-storey office tower with ancillary retail space in Liwan District
Spring City Golf & Lake Resort Co Ltd.	72%	Spring City Golf & Lake Resort Kunming, China	Land area: 2,507,653 sqm Two 18-hole golf courses, 73 guest rooms and 527 resort homes	70 years lease (residential) 50 years lease (golf course)	Integrated resort comprising golf courses, resort homes and resort facilities
North Bund Pte Ltd	30%	International Bund Gateway Shanghai, China	Land area: 13,373 sqm	50 years lease (office) 40 years lease (retail)	A mixed-use development in Hongkou District
Vision (III) Pte Ltd	30%	Trinity Tower Shanghai, China	Land area: 16,427 sqm	50 years lease (office) 40 years lease (retail)	A mixed-use development in Hongkou District
PT Kepland Investama	100%	International Financial Centre (Tower 2) Jakarta, Indonesia	Land area: 10,428 sqm	20 years lease with option for another 20 years	A Grade A office development in Jakarta CBD with rentable area of 50,200 sqm
Tanah Sutera Development Sdn Bhd	18%	Taman Sutera and Taman Sutera Utama Johor Bahru, Malaysia	Land area: 2,088,745 sqm	Freehold	A township comprising residential units, commercial space and recreational facilities in Skudai
City Square Office Co Ltd	40%	Junction City Tower (Phase 1) Yangon, Myanmar	Land area: 26,406 sqm	50 years Build-Operate-Transfer with option for another two 10-years	A mixed-use development in CBD
Keppel Land Watco I Co Ltd	45%	Saigon Centre (Phase 1) Ho Chi Minh City, Vietnam	Land area: 2,730 sqm 25-storey office, retail cum serviced apartments development	50 years leasehold	Commercial building with rentable area of 11,683 sqm office and 10,099 sqm of serviced apartments
Keppel Land Watco II & III Co Ltd	45%	Saigon Centre (Phase 2) Ho Chi Minh City, Vietnam	Land area: 8,355 sqm	50 years leasehold	Commercial building with rentable area of 38,000 sqm retail, 34,000 sqm office and 195 units of serviced apartments
Alpha DC Fund	65%	Keppel DC Sydney 1 New South Wales, Australia	Land area: 3,840 sqm 5-storey data centre	Freehold	Data centre with rentable area of 3,975 sqm
		Huizhou Data Centre Guangdong, China	Land area: 41,487 sqm 4-storey internet data centre block	50 years leasehold	Data centre with rentable area of 12,648 sqm

Held By	Effective Group Interest	Location	Description and Approximate Land Area	Tenure	Usage
Keppel Heights (Wuxi) Property Development Co Ltd	100%	Park Avenue Heights Wuxi, China	Land area: 66,010 sqm	70 years lease (residential) 40 years lease (commercial)	A mixed-use development with 1,281 residential units with commercial facilities in Liangxi District
Nanjing Zhijun Property Development Co Ltd	25%	Noblesse IX Nanjing, China	Land area: 38,285 sqm	70 years lease (residential) 40 years lease (commercial)	A mixed-use development with about 181 residential units and 417 commercial units in Xuanwu District
Keppel Hong Yuan (Tianjin Eco-City) Property Development Co Ltd, Keppel Hong Tai (Tianjin Eco-City) Property Development Co Ltd and Keppel Hong Teng (Tianjin Eco-City) Property Development Co Ltd	100%	Seasons City in Sino-Singapore Tianjin Eco-City Tianjin, China	Land area: 40,451 sqm	40 years leasehold	A commercial sub-centre comprising of retail mall and an office tower
Keppel Seasons Residences Property Development (Wuxi) Co Ltd	100%	Seasons Residences Wuxi, China	Land area: 180,258 sqm	70 years lease (residential) 40 years lease (commercial)	A 2,904-unit residential development with integrated facilities in Xinwu District
Keppel Lakefront (Wuxi) Property Development Co Ltd	100%	Waterfront Residences Wuxi, China	Land area: 215,230 sqm	70 years lease (residential) 40 years lease (commercial)	A 1,403-unit residential development with commercial and SOHO facilities in Binhu District
Keppel Hong Yuan (Tianjin Eco-City) Property Development Co Ltd.	100%	Waterfront Residences II in Sino-Singapore Tianjin Eco City Tianjin, China	Land area: 109,686 sqm	70 years lease	A 572-unit residential development within Sino-Tianjin Eco-City
Gaenari IV Pte Ltd	52%	Inno88 Building (formerly known as Samhwan Building) Seoul, South Korea	Land area: 5,095	Freehold	A 15-storey office building with rentable area of 17,956 sqm
Keppel DC Fund II	41%	Huailai Data Centre Hebei, China	Land area: 33,248 sqm	50 years leasehold	Data centre with rentable area of 63,305 sqm
PROPERTIES UNDER DEVELOPMENT					
K-Commercial Pte Ltd	100%	Keppel South Central (formerly known as Keppel Towers) Hoe Chiang Road, Singapore	Land area: 9,126 sqm	Freehold	Commercial office buildings *2025
Keppel Bay Pte Ltd	100%	Keppel Bay Plot 6 Singapore	Land area: 43,701 sqm	99 years leasehold	A proposed 84-unit waterfront condominium development
Keppel DC Fund II	41%	Greater Shanghai Data Centre Shanghai, China	Land area: 22,226 sqm 5-storey internet data centre block	50 years leasehold	Data centre with rentable area of 29,801 sqm
Shanghai Floraville Land Co Ltd	99%	Park Avenue Central Shanghai, China	Land area: 27,958 sqm	40 years lease (retail) 50 years lease (office)	An office and retail development *2024
Harbourfront Three Pte Ltd	39%	The Reef at King's Dock Singapore	Land area: 28,579 sqm	99 years leasehold	A 429-unit waterfront condominium development *2024
Keppel Hong Yuan (Tianjin Eco-City) Property Development Co Ltd, Keppel Hong Tai (Tianjin Eco-City) Property Development Co Ltd and Keppel Hong Teng (Tianjin Eco-City) Property Development Co Ltd	100%	Seasons City in Sino-Singapore Tianjin Eco-City Tianjin, China	Land area: 40,451 sqm	40 years leasehold	A commercial sub-centre comprising of two office towers

Major Properties

Held By	Effective Group Interest	Location	Description and Approximate Land Area	Tenure	Usage
Tianjin Fushi Property Development Co Ltd	49%	North Island mixed-use development Tianjin, China	Land area: 226,972 sqm	70 years lease (residential) 40 years lease (commercial)	A mixed-use development in North Island within Sino-Singapore Tianjin Eco-City *(2024-2028)
Tianjin Fulong Property Development Co Ltd	100%	North Island mixed-use development Tianjin, China	Land area: 664,492 sqm	70 years lease (residential) 40 years lease (commercial)	A mixed-use development in North Island within Sino-Singapore Tianjin Eco-City *(2024-2028)
PT Kepland Investama	100%	International Financial Centre (Tower 1) Jakarta, Indonesia	Land area: 10,428 sqm	20 years lease with option for another 20 years	A prime office development with rentable area of 70,000 sqm
PT Harapan Global Niaga	100%	West Vista at Puri Jakarta, Indonesia	Land area: 28,851 sqm	30 years lease with option for another 20 years	A 2,855-unit residential development with ancillary shop houses
Tanah Sutera Development Sdn Bhd	18%	Taman Sutera and Taman Sutera Utama Johor Bahru, Malaysia	Land area: 2,780,420 sqm	Freehold	A township comprising residential units, commercial space and recreational facilities in Skudai *2024
City Square Tower Co Ltd	40%	Junction City Tower (Phase 2) Yangon, Myanmar	Land area: 26,406 sqm	50 years Build-Operate-Transfer with option for another two 10-years	A 23-storey Grade A office building within a mixed use development in CBD
Saigon Sports City Ltd	100%	Saigon Sports City Ho Chi Minh City, Vietnam	Land area: 638,737 sqm	50 years leasehold	A township with about 4,261 apartments, commercial complexes and public sports facilities *(2028-2034)
Empire City LLC	40%	Empire City Ho Chi Minh City, Vietnam	Land area: 146,000 sqm	50 years leasehold	A residential development with about 2,350 units and commercial space in Thu Thiem New Urban Area, District 2 *2026
South Rach Chiec LLC	42%	Palm City Ho Chi Minh City, Vietnam	Land area: 289,365 sqm	50 years leasehold	A residential township with more than 3,000 units and commercial space at South Rach Chiec, District 2
Doan Nguyen House Trading Investment Company Limited	25%	Thu Duc City Ho Chi Minh City, Vietnam	Land area: 60,732 sqm	50 years leasehold	A residential development with close to 70 landed houses and more than 610 apartments *(2024-2025)
New Binh Trung Real Estate Company Limited	25%	Thu Duc City Ho Chi Minh City, Vietnam	Land area: 57,700 sqm	50 years leasehold	A landed housing development with about 160 units *2025
Kapstone Construction Private Limited	49%	Urbania Township Mumbai, India	Land area: 60,349 sqm	Freehold	A 6,925 residential units integrated township development located in Thane *(2025-2031)
Bangalore Tower Pvt Ltd	100%	Bangalore Tower (formerly known as KPDL Grade-A Office Tower) Bangalore, India	Land area: 30,898 sqm	Freehold	A Grade A office development located in the prime commercial hub of Yeshwanthpur *2026
Memphis 1 Pte Ltd	60%	Keppel DC Singapore 7 Genting Lane, Singapore	Land area: 24,892 sqm	60 years	Data centre with rentable area of 15,544 sqm

* Expected year of completion

Group Five-Year Performance

	2019	2020	2021#	2022#	**2023#**
Selected Profit & Loss Account Data ($ million)					
Revenue	7,580	6,574	6,611^	6,620^	**6,967^**
Operating profit	877	8	1,129^	565^	**1,076^**
Profit before tax	954	(255)	1,611^	1,095^	**1,214^**
Net profit from Continuing Operations	707	(506)	1,248	839	**885**
Net profit from Discontinued Operations	–	–	(225)	88	**3,182**
Net profit attributable to shareholders of the Company	707	(506)	1,023	927	**4,067**
Selected Balance Sheet Data ($ million)					
Fixed assets, investment properties & right-of-use assets	6,684	6,972	6,830	5,501	**5,781**
Associated companies, joint ventures and investments	7,121	7,355	7,525	8,324	**8,474**
Notes receivables, stocks, debtors, cash, long term assets & other assets	15,834	15,161	15,851	6,146	**10,687**
Disposal group and assets classified as held for sale	–	1,009	528	9,530	**362**
Intangibles	1,683	1,609	1,589	1,564	**1,534**
Total assets	31,322	32,106	32,323	31,065	**26,838**
Less :					
Creditors and other current liabilities	7,325	7,470	7,049	3,522	**3,372**
Liabilities directly associated with disposal group and assets classified as held for sale	–	115	38	4,224	**307**
Borrowings & lease liabilities	11,657	12,603	12,017	10,380	**11,139**
Other non-current liabilities	694	762	778	1,026	**1,003**
Net assets	11,646	11,156	12,441	11,913	**11,017**
Share capital & reserves	11,211	10,728	11,655	11,178	**10,307**
Perpetual Securities	–	–	401	401	**402**
Non-controlling interests	435	428	385	334	**308**
Total equity	11,646	11,156	12,441	11,913	**11,017**
Per Share					
Earnings (cents) (Note 1) :					
Before tax	48.8	(14.3)	73.7	67.4	**242.4**
After tax	38.9	(27.8)	56.2	52.1	**227.6**
Total distribution (cents)	20.00	10.0	33.0	33.0	**269.7***
Net assets ($)	6.17	5.90	6.41	6.38	**5.85**
Net tangible assets ($)	5.25	5.02	5.53	5.49	**4.98**
Financial Ratios					
Return on shareholders' funds (%) (Note 2) :					
Profit before tax	7.9	(2.4)	12.0	10.5	**40.3**
Net profit	6.3	(4.6)	9.1	8.1	**37.9**
Dividend cover (times)	1.9	(2.8)	1.7	1.6	**0.9**
Net gearing (times)	(0.85)	(0.91)	(0.68)	(0.78)	**(0.90)**
Employees					
Average headcount (number)	18,297	18,452	16,393	17,238~	**12,245~**
Wages & salaries ($ million)	1,187	1,166	1,151	1,162~	**827~**

* Includes the dividend *in specie* of Seatrium shares and KREIT units.

\# On 27 February 2023 and 28 February 2023, the Asset Co Transaction and the Proposed Combination were completed respectively. Consequent to the completion, in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the performance of Keppel O&M, as a separate reportable operating segment, excluding certain out-of-scope assets, for the period from 1 January to 28 February 2023 and the gain arising from the Proposed Combination, and the comparative full year ended 31 December 2022 and 31 December 2021, were reported as discontinued operations.

^ Numbers are for continuing operations.

~ Excluding discontinued operations, FY2023's average headcount and wages & salaries for continuing operations is 5,455 and $733m respectively; FY2022's average headcount and wages & salaries for continuing operations is 5,678 and $698m respectively.

Notes:
1. Earnings per share are calculated based on the Group profit by reference to the weighted average number of shares in issue during the year.
2. In calculating return on shareholders' funds, average shareholders' funds has been used.

Group Five-Year Performance

2023*

Group revenue from continuing operations of $6,967 million was $347 million or 5% higher than 2022. Revenue from the Infrastructure segment increased by $556 million or 13% to $4,846 million. The increase was led by higher electricity sales, partly offset by lower gas sales and lower progressive revenue recognition from environmental projects in 2023. Asset management fee revenue was higher year-on-year mainly due to higher management fees arising from better performance achieved by KIT managed by Keppel, and the effect of the change in its fee structure that took effect in 2H 2022. These were partly offset by lower acquisition fees in 2023. Revenue from the Real Estate segment decreased by $232 million to $764 million largely due to lower revenue from property trading projects in China as a result of fewer units completed and handed over during the period, partly offset by higher contributions from property trading projects in Singapore. Asset management fee revenue remained stable year-on-year. Revenue from the Connectivity segment increased by $18 million to $1,351 million mainly due to M1 reporting higher mobile and enterprise revenues, including contribution from the newly acquired Glocomp Systems (M) Sdn Bhd, partly offset by lower handset sales, and lower revenue from the logistics business following the divestment of the logistics portfolio in South-East Asia in July 2022. Asset management fee revenue remained stable year-on-year.

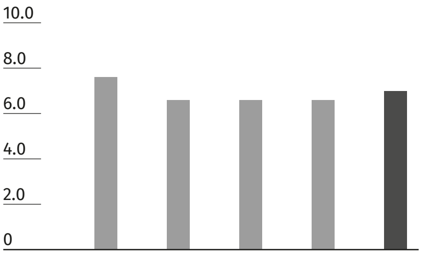
Group net profit from continuing operations of $885 million was $46 million or 6% higher than 2022. Excluding the DIS loss, net profit rose by 19% year-on-year to $996 million. The Infrastructure segment registered a net profit of $699 million in 2023, which was $402 million or 135% higher than the $297 million net profit recorded in 2022. Underpinned by higher net generation and margins, the integrated power business delivered stronger results for the year. The segment also saw higher returns from sponsor stakes in the form of higher distributions and fair value gains in 2023, while there was provision for supply chain cost escalation in the environment business in 2022. These were partially offset by higher interest expense, and lower share of results following a dilution of interest in an associated company in 2H 2022. Asset management net profit was higher year-on-year mainly due to higher fee revenue which was partly offset by higher overheads. Net profit from the Real Estate segment decreased by $149 million to $315 million. Excluding the DIS loss, the segment's net profit was $38 million or 8% lower year-on-year, mainly due to lower fair value gains from investment properties, lower contribution from property trading projects in China, as well as higher net interest expense. These were partly offset by higher contribution from the Sino-Singapore Tianjin Eco-City, higher gains from asset monetisation, and fair value gains from investments. The Real Estate Division completed the monetisation of 7 assets across Vietnam, India, Philippines, China, Myanmar and Singapore in the current year, as compared to the monetisation of 2 assets in China in 2022. Asset management net profit was lower year-on-year mainly due to higher overheads. The Connectivity segment's net profit of $127 million was $29 million higher than that in 2022, mainly due to improved earnings contribution from M1, gain from divestment of interest in SVOA Public Company Limited, and lower losses from the logistics business following the divestment of Keppel Logistics SEA in July 2022. These were partly offset by lower fair value gains on data centres, and fair value losses on investments. Asset management net profit remained stable year-on-year. Net loss from Corporate Activities was $256 million as compared to $20 million in 2022. In the prior year, significant fair value gains were recognised from investments in new technology and start-ups, in particular, Envision AESC Global Investment L.P.. The fair value gains from investments were lower, while net interest expense and overheads were higher year-on-year.

The Group's taxation increased mainly due to higher taxable profit from the Infrastructure segment, which was partially offset by lower taxable profit from the Real Estate segment. Taking into account income tax expenses, non-controlling interests and profit attributable to holders of perpetual securities, the Group's net profit from continuing operations attributable to shareholders for 2023 was $885 million, and $996 million if the DIS loss were excluded. Including discontinued operations, the Group's net profit attributable to shareholders was $4,067 million, which was $3,140 million higher than in the prior year.

The discontinued operations recorded a net profit of $3,182 million, comprising 2 months performance from Keppel Offshore & Marine (KOM), excluding certain out-of-scope assets, for the period 1 January to 28 February 2023, as well as a gain on disposal of approximately $3.3 billion following the completion of the disposal of KOM at the end of February 2023. In contrast, the net profit from discontinued operations of $88 million in 2022 had included gains from the divestment of Keppel Smit Towage Pte Limited and Maju Maritime Pte Ltd, as well as the cessation of the depreciation for the relevant assets classified under disposal group held for sale.

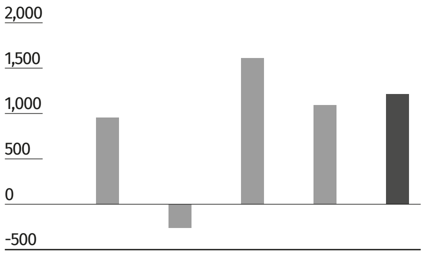
* On 3 May 2023, the Group announced the next phase of Vision 2030 plans, embarking on a major reorganisation to accelerate the transformation into a global alternative real asset manager and operator. The Group reorganised its operations into a simplified horizontally integrated model with four reportable segments, namely Infrastructure, Real Estate, Connectivity and Corporate Activities. Comparative information for FY2022 are re-presented accordingly. Review of performance for FY2019 to FY2022 are not re-segmentised.

Revenue ($ billion)



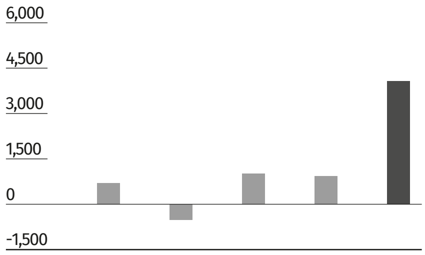
2019	2020	2021#	2022#	**2023#**
7.6	6.6	6.6^	6.6^	**7.0^**

Pre-Tax Profit ($ million)



2019	2020	2021#	2022#	**2023#**
954	(255)	1,611^	1,095^	**1,213^**

Net Profit ($ million)



2019	2020	2021	2022	**2023**
707	(506)	1,023	927	**4,067**

\# On 27 February 2023 and 28 February 2023, the Asset Co Transaction and the Proposed Combination were completed respectively. Consequent to the completion, in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the performance of Keppel O&M, as a separate reportable operating segment, excluding certain out-of-scope assets, for the period from 1 January to 28 February 2023 and the gain arising from the Proposed Combination, and the comparative full year ended 31 December 2022 and 31 December 2021, were reported as discontinued operations. Including discontinued operations, revenue for FY2021 was $8,625 million and pre-tax profit for FY2021 was $1,335 million.

^ Numbers are for continuing operations.

2022

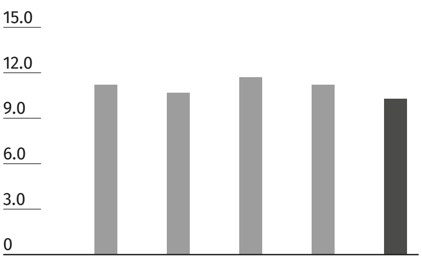
Group revenue from continuing operations of $6,620 million was at about the same level as 2021. Revenue from Energy & Environment increased by $670 million or 19% to $4,230 million led by higher electricity and gas sales, and higher revenue recognition from Keppel Seghers' projects abroad. Revenue from Urban Development decreased by $725 million to $904 million mainly due to lower revenue from property trading projects in China as a result of fewer units completed and handed over during the year. Revenue from Connectivity increased by $31 million to $1,291 million mainly due to M1 reporting higher mobile and enterprise revenue, including contribution from the newly acquired Glocomp Systems (M) Sdn Bhd, partly offset by lower handset sales, and lower revenue from the logistics business following the divestment of the logistics portfolio in South-East Asia and Australia in July 2022. Revenue from Asset Management increased by $33 million to $195 million mainly due to higher acquisition fees and management fees resulting from increased acquisitions completed.

Group net profit from continuing operations of $839 million was $409 million or 33% lower than that in 2021. Energy & Environment registered a net profit of $172 million in 2022, reversing the net loss of $189 million in 2021, which had included an impairment of $318 million relating to the Group's exposures to KrisEnergy, partially offset by share of Floatel's net restructuring gain of $215 million. For the current year, the segment recorded higher electricity and gas sales and contributions from Keppel Seghers' projects abroad, higher share of results from an associated company in Europe , and lower share of losses from Floatel. These were partially offset by the provision for supply chain cost escalation in the environment business. Net profit from Urban Development decreased by $481 million to $282 million mainly due to lower contributions from property trading projects in China, lower fair value gains from investment properties, as well as lower gains from enbloc sales. The segment completed the disposals of Upview and Sheshan Riviera projects in Shanghai in the current year, as compared to the recognition of gains from the disposals of the Dong Nai project in Vietnam, Serenity Villas project in Chengdu, and China Chic project in Nanjing, and divestment of a partial interest in Tianjin Fushi Real Estate Development Co Ltd in 2021. Connectivity's net profit of $37 million was $27 million lower than that in 2021. This was mainly due to the absence of gains from the divestment of interests in Keppel Logistics (Foshan) and Wuhu Sanshan Port Company Limited in 2021, and lower fair value gains on data centres, which was partly offset by higher net profit from M1. Net profit from Asset Management increased by $10 million to $311 million mainly due to higher fair value gains on investment properties recorded by Keppel REIT, and higher fee income arising from acquisitions completed. These were partly offset by mark-to-market losses from investments, as well as lower fair value gains on data centres recorded by Keppel DC REIT and private funds. Net profit from Corporate & Others decreased by $272 million to $37 million mainly due to lower fair value gains on investments and lower investment income. In the prior year, the segment recorded significant distribution income and fair value gains from its investments in new technology and start-ups, in particular, Envision AESC Global Investment L.P..

The Group's taxation decreased year-on-year mainly due to lower taxable profit from Urban Development. Taking into account income tax expenses, non-controlling interests and profit attributable to holders of perpetual securities, the Group's net profit from continuing operations attributable to shareholders for 2022 was $839 million. All segments were profitable including Energy & Environment which had registered a loss in 2021. Including discontinued operations, the Group's net profit attributable to shareholders was $927 million, which was $96 million lower year-on-year.

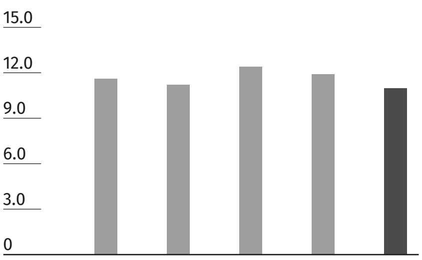
The discontinued operations recorded a net profit of $88 million, as compared to the net loss of $225 million in 2021. In addition to revenue recognition from new projects and higher progressive revenue recognition on existing projects, the offshore & marine business recorded higher investment income, gains from the divestment of Keppel Smit Towage Pte Limited and Maju Maritime Pte Ltd, and partial write-back of impairments made in 2020 on certain legacy rigs. These were partly offset by the provisions made for cost overruns on certain projects in Keppel's O&M's yard in the US, mainly arising from shortage of manpower, higher-than-expected labour costs, as well as COVID-related supply chain disruptions. Apart from the yard in the US, the projects in Keppel O&M's other yards, including the FPSOs projects with Petrobras, are progressing well and are on-track and within budget. The Group has also ceased depreciation for the relevant assets classified under the disposal group held for sale. Major jobs delivered by the offshore & marine business in 2022 include a jackup, an FSRU conversion repair, an LNG containership, an LNG carrier repair, two Trailer Suction Hopper Dredgers (TSHD), jumboisation of a TSHD, two offshore substations, a wind turbine installation vessel upgrade and fabrication of leg component for an offshore wind turbine installation vessel.

Shareholders' Funds ($ billion)



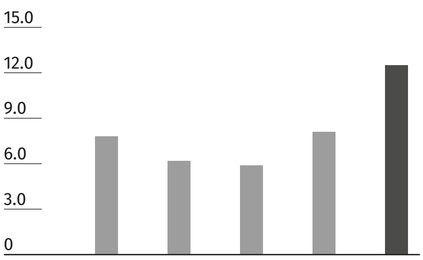
2019	2020	2021	2022	**2023**
11.2	10.7	11.7	11.2	**10.3**

Total Equity ($ billion)



2019	2020	2021	2022	**2023**
11.6	11.2	12.4	11.9	**11.0**

Market Capitalisation ($ billion)



2019	2020	2021	2022	**2023**
7.8~	6.2~	5.9~	8.1~	**12.5**

~ Based on adjusted share prices. Source: Bloomberg

Group Five-Year Performance

2021

Group revenue of $8,625 million was $2,051 million or 31% higher than the preceding year. Revenue from Energy & Environment increased by $1,631 million or 41% to $5,574 million, led by higher electricity and gas sales, higher progressive revenue recognition from the Tuas Nexus Integrated Waste Management Facility project in Singapore which was secured in April 2020, higher progressive revenue recognition from the Hong Kong Integrated Waste Management Facility project, as well as higher revenue from the offshore & marine business. These were partially offset by the completion of Keppel Marina East Desalination Plant project in June 2020, as well as the absence of revenue from the Doha North Sewage Treatment Works due to the cessation of the operation and maintenance contract in July 2020. The higher revenue in the offshore & marine business was mainly due to higher revenue recognition from certain ongoing projects and revenue from new projects in 2021, which were partly offset by cessation of revenue recognition on Awilco contracts and deferment of some projects. Major jobs delivered by the offshore & marine business in 2021 include two LNG bunker vessels, an LNG carrier, a FLNG turret, four Floating Production Storage and Offloading vessel (FPSO) modification and upgrading projects, and a Floating Storage Regasification Unit (FSRU) conversion project. Revenue from Urban Development increased by $354 million to $1,629 million mainly due to higher revenue from property trading projects in China and Singapore. Revenue for Connectivity of $1,260 million was marginally above that of 2020. Higher revenues from the logistics and data centre businesses, and higher handset and equipment sales in M1, were partly offset by the lower service revenue in M1. Revenue from Asset Management increased by $27 million to $162 million mainly due to higher fees resulting from increased acquisition and divestment activities, and from additional fund commitments secured during the year.

Group pre-tax profit was $1,335 million, as compared to pre-tax loss of $255 million in 2020. All segments recorded improved pre-tax results. The Energy & Environment's pre-tax loss was $469 million as compared to pre-tax loss of $1,251 million in 2020. This was largely due to lower impairments and share of Floatel's restructuring gain. Excluding impairments of $477 million and share of Floatel's restructuring gain of $269 million, pre-tax loss of the segment was $261 million, as compared to pre-tax loss of $269 million (excluding impairments) in 2020. Pre-tax results for the offshore & marine business were better than last year's despite lower government relief measures related to the COVID-19 pandemic. This was mainly driven by savings from overheads reduction and lower share of losses from associated companies, partly offset by higher net interest expense. There was lower contribution from the power & renewables business, as well as loss on hedge ineffectiveness on interest rate swaps following the refinancing plan for an asset. Pre-tax profit from Urban Development increased by $352 million to $1,072 million, mainly due to higher contribution from property trading projects in China and Vietnam, as well as gains from the disposal of interests in the Dong Nai project in Vietnam, Serenity Villas project in Chengdu, and China Chic project in Nanjing, and divestment of a partial interest in Tianjin Fushi Real Estate Development Co Ltd. These were partly offset by lower fair value gains from investment properties, impairment provision for a hotel in Myanmar, as well as lower contribution from the Sino-Singapore Tianjin Eco-City. Connectivity's pre-tax profit of $86 million was $57 million higher than 2020. This was mainly due to the gains from divestment of interests in Wuhu Sanshan Port Company Limited and in Keppel Logistics (Foshan) following agreement reached with local authorities on the compensation for the closure of Lanshi port, as well as lower net interest expense. These were partly offset by lower contribution from M1, and absence of gain from the disposal of interest in Business Online Public Company Limited in 2020. Pre-tax profit from Asset Management increased by $23 million to $327 million. In 2020, there was a mark-to-market gain recognised from the reclassification of the Group's interest in KIT from an associated company to an investment following the loss of significant influence over KIT. Excluding the reclassification gain, pre-tax profit was $154 million higher than 2020. For 2021, the segment recorded higher fee income arising from acquisitions and divestments completed, and from additional fund commitments secured during the year. In addition, there was recognition of mark-to-market gains from investments, higher dividend income from KIT, as well as fair value gains on investment properties and data centres from Keppel REIT, Keppel DC REIT, Alpha Data Centre Fund and Keppel Data Centre Fund II. In 2020, there was the recognition of gains from the sale of units in Keppel DC REIT, divestment of interest in Gimi MS Corporation, and mark-to-market losses from investments. Corporate & Others recorded pre-tax profit of $319 million in 2021 as compared to pre-tax loss of $57 million in the prior year. This was mainly due to fair value gain instead of loss on investments, and higher investment income. The fair value gains were largely from investments in new technology and start-ups, in particular, Envision AESC Global Investment L.P..

Taxation expenses increased by $71 million mainly due to higher taxable profit at Urban Development. Taking into account income tax expenses, non-controlling interests and profit attributable to holders of perpetual securities, net profit attributable to shareholders was $1,023 million as compared to net loss of $506 million in the preceding year. Profits from Urban Development, Asset Management and Connectivity businesses were partly offset by losses at Energy & Environment.

2020

Group revenue of $6,574 million for 2020 was $1,006 million or 13% lower than the preceding year. Revenue from Energy & Environment decreased by $1,026 million or 21% to $3,943 million led by lower revenue in the offshore & marine business due to slower progress from certain on-going projects as a result of COVID-19 related disruptions, suspension of revenue recognition on Awilco contracts, fewer new contracts secured in 2020 and deferment of some projects, which were partly offset by revenue from new projects. The lower revenue was also due to lower electricity sales, lower progressive revenue recognition from the Hong Kong Integrated Waste Management Facility project, as well as the completion of Keppel Marina East Desalination Plant project in 2Q 2020 in the infrastructure business. Major jobs delivered by the offshore & marine business in 2020 include two jackup rigs, a dual-fuel bunker tanker, a Floating Production Storage and Offloading vessel (FPSO) modification and upgrading project, a LNG Carrier, a Dredger and a Production Barge. Revenue from Urban Development decreased by $61 million to $1,275 million mainly due to lower revenue generated from hospitality and commercial properties and lower revenue from property trading projects in Singapore and Vietnam, which were partly offset by higher revenue from property trading projects in China. Revenue for Connectivity grew by $92 million to $1,220 million mainly due to M1 which was consolidated from March 2019, partly offset by lower contribution from the logistics business following the divestment of some China logistics assets in November 2019. Revenue from Asset Management decreased by $10 million to $135 million mainly due to lower acquisition and divestment fees, partly offset by higher management fees.

Group pre-tax loss for 2020 was $255 million, as compared to pre-tax profit of $954 million in 2019. Excluding impairments of $1,030 million, pre-tax profit of the Group was $775 million, which was $302 million or 28% lower than $1,077 million (excluding impairments) in 2019. Energy & Environment's pre-tax loss was $1,251 million as compared to pre-tax loss of $121 million in 2019. Excluding impairments of $982 million, the pre-tax loss was $269 million. This was largely due to weaker performance in the offshore & marine business, which had been impacted by slower progress on projects due principally to significant downtime as a result of COVID-19, share of losses from associated companies and joint ventures, higher net interest expense, and fair value loss on investment, which were partially offset by lower overheads and government relief measures related to the COVID-19 pandemic. These were partly offset by higher contributions from the energy infrastructure and environmental infrastructure businesses, as well as the absence of share of loss from KrisEnergy and fair value loss on KrisEnergy warrants as compared to 2019. Pre-tax profit from Urban Development increased by $44 million to $720 million mainly due to higher fair value gains from investment properties, higher contribution from property trading projects in China, as well as higher contribution from the Sino-Singapore Tianjin Eco-City. These were partly offset by lower contribution from associated companies and joint ventures. Pre-tax profit of Connectivity was $29 million, which was $167 million below that in 2019. This was mainly due to the absence of fair value gain recognised in 2019 from the remeasurement of previously held interest in M1 at acquisition date, as well as lower contribution from M1. These were partly offset by gain from the disposal of interest in Business Online Public Company Limited, and lower losses from the logistics business. Pre-tax profit from Asset Management increased by $65 million to $304 million mainly due to mark-to-market gain recognised from the reclassification of the Group's interest in KIT from an associated company to an investment following the loss of significant influence over KIT, gain from sale of units in Keppel DC REIT, gain from divestment of interest in Gimi MS Corporation, as well as dividend income from KIT and higher contribution from Keppel DC REIT. These were partly offset by mark-to-market losses from investments, lower investment income and lower contributions from Keppel REIT and Alpha Data Centre Fund, as well as absence of dilution gain arising from Keppel DC REIT's private placement exercise in 2019.

Taxation expenses increased by $61 million or 32% mainly due to lower write-backs of tax provision as compared to 2019 and higher taxation from property trading projects in China, partly offset by the deferred tax credit recognised in 2020 in relation to the impairment provisions for contract assets. Non-controlling interests were $57 million lower than the preceding year. Taking into account income tax expenses and non-controlling interests, net loss attributable to shareholders for 2020 was $506 million as compared to net profit of $707 million in the preceding year. Losses in the Energy & Environment business were partly offset by profits from the Urban Development, Asset Management and Connectivity businesses.

2019

Group revenue of $7,580 million for 2019 was $1,615 million or 27% higher than in the preceding year. Revenue from Energy & Environment improved by $647 million or 15% to $4,969 million mainly due to higher revenue recognition from ongoing projects in the offshore & marine business, increased sales in the power and gas business as well as higher progressive revenue recognition from the Keppel Marina East Desalination Plant project and the Hong Kong Integrated Waste Management Facility project, partly offset by the absence of revenue recognised in 2018 from the sale of jackup rigs to Borr Drilling Limited. Major jobs delivered by the offshore & marine business in 2019 include five jackup rigs, three FPSO/FSRU conversions and four dredgers. Revenue from Urban Development decreased marginally by $4 million to $1,336 million mainly due to lower revenue from property trading projects in Singapore, partly offset by higher revenue from property trading projects in China. Revenue from Connectivity increased by $946 million to $1,128 million mainly due to the consolidation of M1. Revenue from Asset Management increased by $26 million to $145 million as a result of higher asset management and acquisition fees.

Group pre-tax profit for the current year was $954 million, $291 million or 23% below the previous year. Energy & Environment's pre-tax loss was $121 million as compared to pre-tax loss of $168 million in 2018. The lower loss was mainly due to higher operating results arising from higher revenue, lower impairment provisions and lower net interest expense from the offshore & marine business, as well as higher contributions from energy infrastructure and environmental infrastructure, and lower provision for impairment of an associated company, partly offset by share of losses from associated companies and the absence of write-back of provisions for claims in 2018 in the offshore & marine business, higher fair value loss on KrisEnergy warrants and lower contributions from infrastructure services. Pre-tax profit from Urban Development decreased by $525 million to $676 million mainly due to the lower gains from the en-bloc sale of development projects in 2019 (disposal of a partial interest in the Dong Nai project in Vietnam) as compared to 2018 (Keppel China Marina Holdings Pte Ltd, Keppel Bay Property Development (Shenyang) Co. Ltd., Keppel Township Development (Shenyang) Co. Ltd. and Quoc Loc Phat Joint Stock Company), the absence of gain from divestment as compared against 2018 (Aether Limited), lower contribution from property trading projects in Singapore, higher net interest expense and lower share of profit from the Sino-Singapore Tianjin Eco-City, partly offset by higher contribution from property trading projects in China, higher fair value gains on investment properties and higher contribution from associated companies. Pre-tax profit of Connectivity increased by $191 million to $196 million mainly due to fair value gain from the remeasurement of the previously held interest in M1 at acquisition date and higher contributions from M1 resulting from the consolidation, partly offset by financing cost and amortisation of intangibles arising from the acquisition of M1 and lower contribution from the logistics business. Pre-tax profit of Asset Management increased by $19 million to $239 million mainly due to higher asset management fees and investment income, and higher fair value gains on data centres, partly offset by lower share of associated companies' profits as well as the absence of gain arising from the sale of stake in Keppel DC REIT in 2018.

Taxation expenses decreased by $92 million or 32% mainly due to lower taxable profits. Non-controlling interests were $42 million higher than in the preceding year. Taking into account income tax expenses and non-controlling interests, net profit attributable to shareholders for 2019 was $707 million, a decrease of $241 million from $948 million in 2018. Urban Development was the largest contributor to the Group's net profit with a 68% share, followed by Asset Management's 30% and Connectivity's 19%, while Energy & Environment and Corporate & Others contributed negative 14% and negative 3% to the Group's net profit respectively.

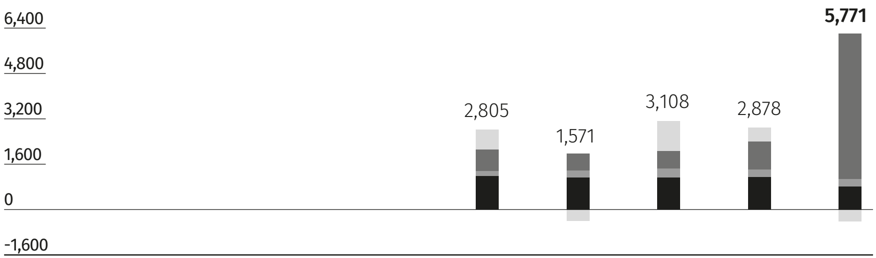
Value-Added Statements

($ million)	2019	2020	2021^	2022^	**2023^**
Value added from:					
Revenue earned	7,580	6,574	8,625	9,419	**7,597**
Less: purchases of materials and services	(5,267)	(4,591)	(6,603)	(7,527)	**(5,491)**
Gross value added from operation	2,313	1,983	2,022	1,892	**2,106**
Interest and investment income	242	191	221	225	**153**
Share of associated companies' profits	147	(162)	467	540	**323**
Other operating income/(expenses)	103	(441)	398	221	**3,189**
Total value added	2,805	1,571	3,108	2,878	**5,771**
Distribution of Group's value added:					
To employees in wages, salaries and benefits	1,163	1,120	1,116	1,133	**800**
To government in taxation	192	253	325	278	**277**
To providers of capital on:					
Interest on borrowings	313	292	251	293	**367**
Distributions to our Perpetual Securities holders	–	–	–	12	**12**
Dividends to our partners in subsidiaries	12	24	11	33	**16**
Dividends to our shareholders	418	273	346	643	**4,721**
	743	589	608	981	**5,116**
Total Distribution	2,098	1,962	2,049	2,392	**6,193**
Balance retained in the business:					
Depreciation & amortisation	375	414	406	242	**221**
Perpetual Securities holders	–	–	3	–	**–**
Non-controlling interests share of profits in subsidiaries	43	(26)	(27)	(38)	**11**
Retained profit for the year	289	(779)	677	282	**(654)**
	707	(391)	1,059	486	**(422)**
	2,805	1,571	3,108	2,878	**5,771**
Average headcount (number)	18,297	18,452	16,393	17,238#	**12,245#**
Productivity data:					
Value added per employee ($'000)	153	85	190	167#	**471#**
Value added per dollar employment cost ($)	2.41	1.40	2.78	2.54	**7.21**
Value added per dollar sales ($)	0.37	0.24	0.36	0.31	**0.76**

^ FY2023, FY2022 & FY2021 value-added includes the results of the Discontinued Operations. On 27 February 2023 and 28 February 2023, the Asset Co Transaction and the Proposed Combination were completed respectively. Consequent to the completion, in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the performance of Keppel O&M, as a separate reportable operating segment, excluding certain out-of-scope assets, for the period from 1 January to 28 February 2023 and the gain arising from the Proposed Combination, and the comparative full year ended 31 December 2022 and 31 December 2021, were reported as discontinued operations.

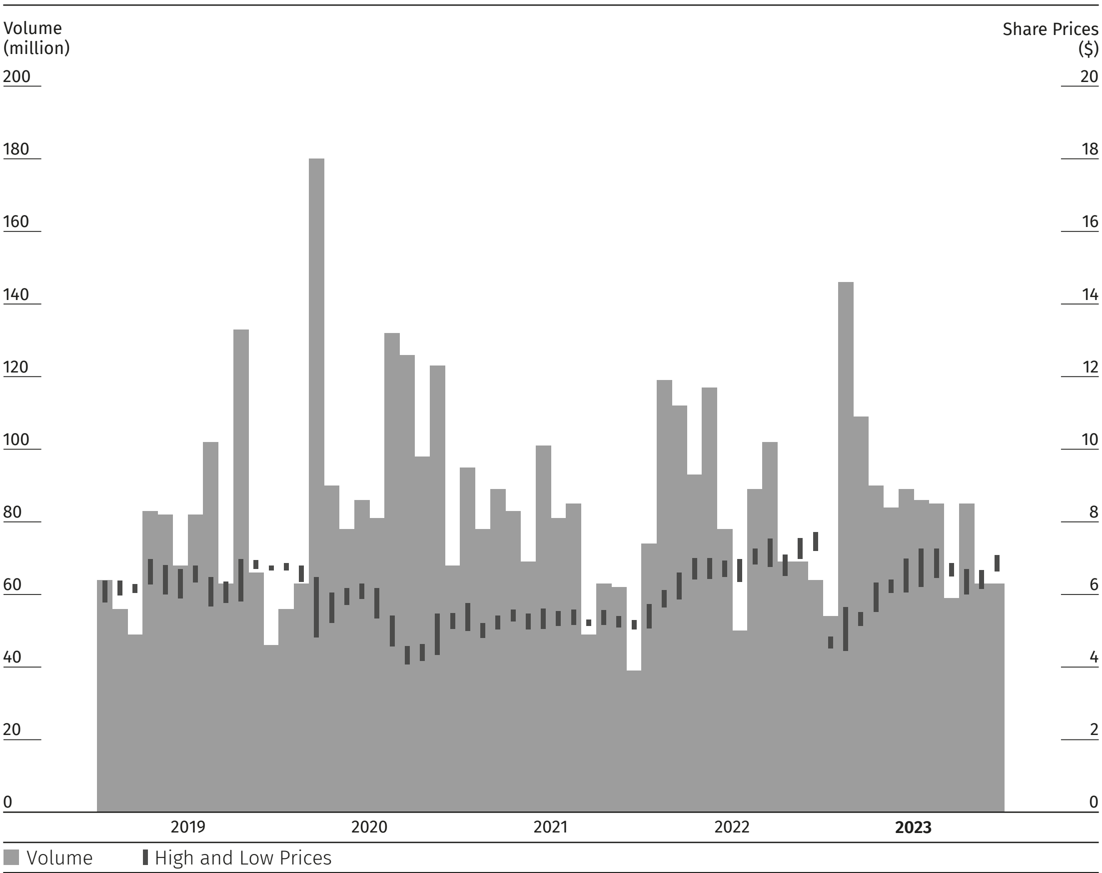
Excluding discontinued operations, FY2023's average headcount and value added per employee are 5,455 and $452K respectively; FY2022's average headcount and value added per employee are 5,678 and $373K respectively.

($ million)



	2019	2020	2021	2022	**2023**
Depreciation & Retained Profit	707	(391)	1,059	486	**(422)**
Interest Expenses & Dividends	743	589	608	981	**5,116**
Taxation	192	253	325	278	**277**
Wages, Salaries & Benefits	1,163	1,120	1,116	1,133	**800**

Share Performance



	2019	2020	2021	2022	2023
Share Price ($)*					
Last transacted (Note 3)	6.77	5.38	5.12	7.26	**7.07**
High	6.97	6.87	5.76	7.72	**7.27**
Low	5.67	4.08	4.81	5.06	**4.45**
Volume weighted average (Note 2)	6.38	5.37	5.30	6.64	**6.02**
Per Share					
Earnings (cents) (Note 1)	38.9	(27.8)	56.2	52.1	**227.6**
Earnings – Continuing operations (cents) (Note 1)	–	–	–	47.2	**49.5**
Total distribution (cents)	20.0	10.0	33.0	33.0	**269.7**
Distribution yield (%) (Note 2)	3.1	1.9	6.2	5.0	**44.8**
Price earnings ratio (Note 2)	16.4	(19.3)	9.4	14.1^	**12.2^**
Net tangible assets backing ($)	5.25	5.02	5.53	5.49	**4.98**
At Year End					
Share price ($)	6.77	5.38	5.12	7.26	**7.07**
Distribution yield (%) (Note 3)	3.0	1.9	6.4	4.5	**38.1**
Price earnings ratio (Note 3)	17.4	(19.4)	9.1	15.4^	**14.3^**
Price to book ratio (Note 3)	1.3	1.1	0.9	1.3	**1.4**

Notes:
1. Earnings per share are calculated based on the Group net profit by reference to the weighted average number of shares in issue during the year.
2. Volume weighted average share price is used in calculating distribution yield and price earnings ratio.
3. Last transacted share price is used in calculating distribution yield, price earnings ratio and price to book ratio.

* Historical share prices are not adjusted for special dividends, capital distribution and dividend *in specie*.
^ For FY2023 & FY2022, Price earnings ratio is computed using Price over Earnings per Share from Continuing operations.

Shareholding Statistics

As at 4 March 2024

Issued and Fully paid-up capital (including Treasury Shares)	:	$1,305,667,320.62
Issued and Fully paid-up capital (excluding Treasury Shares)	:	$1,000,543,334.52
Number of Issued Shares (including Treasury Shares)	:	1,820,557,767
Number of Issued Shares (excluding Treasury Shares)	:	1,774,658,288
Number/Percentage of Treasury Shares	:	45,899,479 (2.59%)
Number/Percentage of Subsidiary Holdings[1]	:	0 (0%)
Class of Shares	:	Ordinary Shares
Voting Rights (excluding Treasury Shares)	:	One Vote Per Share

The Company cannot exercise any voting rights in respect of treasury shares. Subject to the Companies Act 1967, subsidiaries cannot exercise any voting rights in respect of shares held by them as subsidiary holdings.

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	331	0.49	13,881	0.00
100 – 1,000	15,263	22.70	11,993,039	0.67
1,001 – 10,000	41,518	61.76	167,125,971	9.42
10,001 – 1,000,000	10,086	15.00	330,585,516	18.63
1,000,001 & Above	31	0.05	1,264,939,881	71.28
TOTAL	**67,229**	**100.00**	**1,774,658,288**	**100.00**

TWENTY LARGEST SHAREHOLDERS (as shown in the Register of Members and Depository Register)

	No. of Shares	%
Temasek Holdings (Private) Ltd	371,408,292	20.92
Citibank Nominees Singapore Pte Ltd	323,601,352	18.23
DBS Nominees (Private) Limited	121,895,651	6.87
Raffles Nominees (Pte.) Limited	101,733,224	5.73
DBSN Services Pte. Ltd.	99,906,295	5.63
HSBC (Singapore) Nominees Pte Ltd	98,630,848	5.56
United Overseas Bank Nominees (Private) Limited	46,880,776	2.64
OCBC Nominees Singapore Private Limited	15,078,088	0.85
BPSS Nominees Singapore (Pte.) Ltd.	12,953,451	0.73
OCBC Securities Private Limited	10,818,109	0.61
Phillip Securities Pte Ltd	10,047,957	0.57
Shanwood Development Pte Ltd	7,040,000	0.40
UOB Kay Hian Private Limited	5,402,762	0.30
Maybank Securities Pte. Ltd.	4,691,001	0.26
IFAST Financial Pte. Ltd.	4,446,639	0.25
Chen Chun Nan	4,200,000	0.24
CGS-CIMB Securities (Singapore) Pte Ltd	2,654,067	0.15
Lim Chee Onn	2,479,282	0.14
BNP Paribas Nominees Singapore Pte. Ltd.	2,475,150	0.14
DB Nominees (Singapore) Pte Ltd	2,317,660	0.13
	1,248,660,604	**70.35**

SUBSTANTIAL SHAREHOLDERS (as shown in the Register of Substantial Shareholders)

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Temasek Holdings (Private) Limited[2]	371,408,292	20.92	4,883,542	0.27	376,291,834	21.20
BlackRock, Inc[3]	–	–	94,339,300	5.31	94,339,300	5.31

Notes

1 "Subsidiary holdings" is defined in the Listing Manual to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act 1967.

2 Temasek Holdings (Private) Limited is deemed interested in 4,883,542 shares in which its subsidiaries and associated companies have direct or deemed interests.

3 BlackRock, Inc is deemed interested in 94,339,300 shares in which its subsidiaries and associated companies have direct or deemed interests.

PUBLIC SHAREHOLDERS

Based on the information available to the Company as at 4 March 2024, approximately 72% of the issued shares of the Company is held by the public and therefore, pursuant to Rules 723 and 1207 of the Listing Manual of the Singapore Exchange Securities Trading Limited, it is confirmed that at least 10% of the ordinary shares of the Company is at all times held by the public.

Notice of Annual General Meeting and Closure of Books

Keppel Ltd.
UEN 196800351N
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the 56th Annual General Meeting of Keppel Ltd. (the "**Company**") will be convened and held on **Friday, 19th April 2024 at 3.00 p.m.** at **Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593** to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2023. **Resolution 1**

2. To declare a final tax-exempt (one-tier) dividend of 19.0 cents per share for the year ended 31 December 2023 (2022: final tax-exempt (one-tier) dividend of 18.0 cents per share). **Resolution 2**

3. To re-elect Penny Goh, who will be retiring by rotation pursuant to Regulation 83 of the Constitution of the Company ("**Constitution**") and being eligible, offers herself for re-election pursuant to Regulation 84 of the Constitution (see **Note 9**). **Resolution 3**

4. To re-elect Ang Wan Ching, who being appointed by the board of directors of the Company ("**Directors**") after the last annual general meeting of the Company ("**AGM**"), will retire in accordance with Regulation 82(a) of the Constitution and being eligible, offers herself for re-election (see **Note 9**). **Resolution 4**

5. To approve the sum of S$18,277 as additional directors' fees for the year ended 31 December 2023 (see **Note 10**). **Resolution 5**

6. To approve the sum of up to S$2,600,000 as directors' fees for the year ending 31 December 2024 (2023: S$2,491,000) (see **Note 11**). **Resolution 6**

7. To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company, and authorise the Directors to fix their remuneration. **Resolution 7**

SPECIAL BUSINESS

To consider and, if thought fit, approve with or without any modifications, the following ordinary resolutions:

8. That pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**"), authority be and is hereby given to the Directors to: **Resolution 8**

   (1) (a) issue shares in the capital of the Company ("**Shares**"), whether by way of rights, bonus or otherwise, and including any capitalisation of any sum for the time being standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution; and/or

   (b) make or grant offers, agreements or options 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) (collectively "**Instruments**"),

   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

   (2) (notwithstanding that the authority so 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 the authority was in force;

provided that:

(i) 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 and any adjustment effected under any relevant Instrument) shall not exceed fifty (50) per cent. of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) 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 and any adjustment effected under any relevant Instrument) shall not exceed five (5) per cent. of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);

(ii) (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 sub-paragraph (i) above, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

(a) new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting as at the time this Resolution is passed; and

(b) any subsequent bonus issue, consolidation or sub-division of Shares;

and in sub-paragraph (i) above and this sub-paragraph (ii), "subsidiary holdings" has the meaning given to it in the listing manual of the SGX-ST ("**Listing Manual**");

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act, the Listing Manual (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being in force; and

(iv) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM is required by law to be held, whichever is the earlier (see **Note 12**).

9. That: **Resolution 9**

(1) for the purposes of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(a) market purchase(s) (each a "**Market Purchase**") on the SGX-ST; and/or

(b) off-market purchase(s) (each an "**Off-Market Purchase**") 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, including but not limited to, the provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

(2) (unless varied or revoked by the members of the Company in a 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 ("**Relevant Period**") commencing from the date of the passing of this Resolution and expiring on the earliest of:

(a) the date on which the next AGM of the Company is held;

(b) the date on which the next AGM of the Company is required by law to be held; or

(c) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(3) in this Resolution:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days (a "**Market Day**" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, in the case of Market Purchases, before the day on which the purchases or acquisitions of Shares are made and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchases or acquisitions are made, or in the case of Off-Market Purchases, 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;

"**Maximum Limit**" means that number of issued Shares representing five (5) per cent. of the total number of issued Shares as at the date of the passing of this Resolution, unless the Company has at any time during the Relevant Period reduced its share capital by a special resolution under Section 78C of the Companies Act, or the court has, at any time during the Relevant Period, made an order under Section 78I of the Companies Act confirming the reduction of share capital of the Company, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered by the special resolution of the Company or the order of the court, as the case may be. Any Shares which are held as treasury Shares and any subsidiary holdings will be disregarded for purposes of computing the five (5) per cent. limit;

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed, whether pursuant to a Market Purchase or an Off-Market Purchase, 105 per cent. of the Average Closing Price;

"**subsidiary holdings**" has the meaning given to it in the Listing Manual; and

(4) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required) as they, he or she may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution (see **Note 13**).

10. That: **Resolution 10**

(1) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual, for the Company, its subsidiaries and target associated companies (as defined in Appendix 2 to this Notice of AGM ("**Appendix 2**")), or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in Appendix 2, with any person who falls within the classes of Interested Persons described in Appendix 2, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for Interested Person Transactions as set out in Appendix 2 (the "**IPT Mandate**");

(2) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next AGM is held or is required by law to be held, whichever is the earlier;

(3) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and

(4) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they, he or she may consider necessary, expedient, incidental or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution (see **Note 14**).

To transact such other business which can be transacted at this AGM.

NOTICE IS ALSO HEREBY GIVEN THAT the Share Transfer Books and the Register of Members of the Company will be closed on **26 April 2024 at 5.00 p.m.**, for the preparation of dividend warrants. Duly completed transfers of Shares received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 HarbourFront Avenue Keppel Bay Tower #14-07 Singapore 098632 up to 5.00 p.m. on 26 April 2024 will be registered to determine shareholders' entitlement to the proposed final dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with Shares as at 5.00 p.m. on 26 April 2024 will be entitled to the proposed final dividend. The proposed final dividend if approved at this AGM will be paid on **8 May 2024**.

BY ORDER OF THE BOARD

Karen Teo/Samantha Teong
Company Secretaries

Singapore
28 March 2024

Notes:

1. The AGM will be held, in a wholly physical format, at **Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593** on **Friday, 19 April 2024 at 3.00 p.m. There will be no option for Shareholders to participate virtually**.

2. Printed copies of this Notice of AGM and the accompanying Proxy Form will be sent by post to members. These documents will also be published on the Company's website at **https://www.keppel.com/en/investors/agm-egm** and the SGXNet.

3. (a) A member entitled to attend, speak and vote at a meeting of the Company, and who is not a Relevant Intermediary, is entitled to appoint one or two proxies to attend, speak and vote instead of him/her/it. Where a member appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named proxy.

   (b) A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at a meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than one proxy is appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. In relation to a Relevant Intermediary who wishes to appoint more than two proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares, class of Shares and percentage) in relation to which the proxy has been appointed.

   (c) "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act.

4. Arrangements relating to:

   (a) attendance at the AGM by Shareholders, including 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**");

   (b) submission of questions to the Chairman of the Meeting by Shareholders, including CPF/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/SRS Investors, or (where applicable) their duly appointed proxy(ies),

   are set out in the accompanying announcement dated 28 March 2024. This announcement may be accessed at the Company's website at **https://www.keppel.com/en/investors/agm-egm** and the SGXNet.

   A member can appoint the Chairman as his/her/its proxy, but this is not mandatory.

5. **Submission of Proxy Forms:** Shareholders who wish to appoint a proxy(ies) or the Chairman as proxy to attend, speak and vote at the AGM on their behalf must submit a Proxy Form for the appointment of such proxy(ies). A proxy need not be a member of the Company. The Proxy Form must be submitted to the Company in the following manner:

   (i) by post to the office of the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

   (ii) by email to 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 **3.00 p.m. on 16 April 2024** (being 72 hours before the time appointed for the holding of the AGM).

   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.keppel.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 3AA of the Securities and Futures Act 2001) as at 72 hours before the time appointed for holding the AGM, as certified by the CDP to the Company.

6. **Voting by Investors (including CPF/SRS Investors):** The Proxy Form is **not** valid for use by investors holding shares of the Company through Relevant Intermediaries ("**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 may appoint the Chairman as proxy to vote on his/her behalf at the AGM, in which case he/she should approach his/her respective CPF Agent Banks or SRS Operators to specify his/her voting instructions. Alternatively, they may approach their respective CPF Agent Banks or SRS Operators to appoint the Chairman as proxy to attend, speak and vote on their behalf at the AGM. **CPF/SRS Investors must approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 9 April 2024**.

   Investors (other than a CPF/SRS Investor) who wish to vote at the AGM should approach their respective relevant intermediaries as soon as possible to specify their voting instructions or make the necessary arrangement to be appointed as proxy.

7. **Submission of Questions:** All Shareholders (including CPF/SRS Investors) may submit questions relating to the business of the AGM in advance of or at the AGM.

   Submission of Questions in Advance: All Shareholders (including CPF/SRS Investors) can submit questions relating to the business of the AGM up till **3.00 p.m. on 9 April 2024** ("**Q&A Submission Deadline**") in the following manner:

   (i) by email to **investor.relations@keppel.com**; or

   (ii) by post addressed to the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 HarbourFront Avenue, Keppel Bay Tower #14-07, Singapore 098632.

   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).

   Addressing Questions: The Company will endeavour to address all substantial and relevant questions relating to the business of the AGM received from Shareholders:

   (i) prior to the Q&A Submission Deadline, through publication on the SGXNet and the Company's corporate website at **https://www.keppel.com/en/investors/agm-egm** by **3.00 p.m. on 13 April 2024**; and

   (ii) after the Q&A Submission Deadline or at the AGM, during the AGM.

   Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

Notice of Annual General Meeting and Closure of Books

8. All documents (including the Annual Report 2023, Proxy Form, this Notice of AGM and appendices to this Notice of AGM) and information relating to the business of this AGM have been, or will be, published on SGXNet and/or the Company's website at **https://www.keppel.com/en/investors/agm-egm**. Members and Investors are advised to check SGXNet and/or the Company's website regularly for updates.

9. **Resolutions 3 and 4** relate to the re-election of Mrs Penny Goh and Ms Ang Wan Ching as a Director. Detailed information on these directors can be found in the "Board of Directors" section of the Annual Report 2023.

   Mrs Penny Goh will, upon her re-election, continue to serve as a non-executive and independent Director, and a member of the Audit Committee, Board Risk Committee and Remuneration Committee. Mrs Goh was formerly the Co-Chairman and Senior Partner, and is currently a Senior Adviser, at Allen & Gledhill LLP, where she had for many years headed the firm's corporate real estate practice. She advises listed corporations, private equity property funds, sovereign wealth funds and real estate investment trusts and has extensive experience in a broad range of corporate real estate transactions for commercial, industrial and logistics projects in Singapore and Asia Pacific, involving investment, joint development and profit participation structures. Mrs Goh is also an independent director of HSBC Bank (Singapore) Limited and is on the board of Singapore Totalisator Board.

   Ms Ang Wan Ching will, upon her re-election, continue to serve as a non-executive and independent Director, and a member of the Board Risk Committee and the Audit Committee. Ms Ang has over 25 years of global experience in alternative private fund investments. Ms Ang is on the supervisory boards of Bavaria Industries Group AG, a Germany-based listed investment holding company, and HQ Capital, a French-German private equity and alternatives fund manager with global operations. She is also a member of the investment committee of Montana Capital Partners AG. Ms Ang was formerly Chief Executive Officer of Allianz Group's global private equity funds business, and was also an external member of the investment committee for intermediated funds and co-investments at British International Investment plc, the UK government's development finance institution.

   Mr Till Vestring, Ms Veronica Eng and Professor Jean-François Manzoni will be retiring by rotation pursuant to Regulation 83 of the Constitution, and although eligible, are not seeking re-election pursuant to Regulation 84 of the Constitution.

10. **Resolution 5** is to approve the payment of additional Directors' fees for the non-executive Directors of the Company ("**NEDs**") for the year ended 31 December 2023. Based on a computation of fees payable, taking into consideration among other things the appointment of an additional NED to the Board of the Company with effect from 1 July 2023 and her position on various Board Committees following her appointment in FY2023, the total amount of Directors' fees payable to the NEDs for FY2023 is S$2,509,277. The S$18,277 proposed for approval by shareholders at Resolution 5 represents the difference between S$2,509,277 and S$2,491,000, the latter being the amount of NED fees for FY2023 which shareholders approved at the last AGM of the Company held on 21 April 2023 (the "**2023 AGM**"). As noted at Note 10 of the Notice of the 2023 AGM circulated to shareholders on 30 March 2023, in the event that the amount of NED fees for FY2023 proposed for shareholder approval at the 2023 AGM is insufficient, approval will be sought at the next AGM in the financial year ending 31 December 2024 before any payments are made to NEDs for the shortfall. If approved, 70% of the additional Directors' fees for the NEDs will be paid in cash (the "**Additional Cash Component**") while the remaining 30% will be paid in the form of Shares ("**Additional Remuneration Shares**") (subject to adjustment as described below). The Additional Cash Component and Additional Remuneration Shares are intended to be paid after this AGM, to be held on 19 April 2024 ("**2024 AGM**"), has been held. The actual number of Additional Remuneration Shares to be purchased from the market on the first trading day immediately after the date of the 2024 AGM, provided that it does not fall within any applicable restricted period of trading ("**2024 Trading Day**") for delivery to the respective NEDs, will be based on the market price of the Shares on the SGX-ST on the 2024 Trading Day. In the event that the first trading day after the date of the 2024 AGM falls within a restricted period of trading, the Additional Remuneration Shares will be purchased on the first trading day immediately after the end of the restricted period of trading. The actual number of Additional Remuneration Shares will be rounded down to the nearest thousand and any residual balance will be paid in cash. The Additional Remuneration Shares will rank pari passu with the then existing issued Shares. A NED who steps down before the payment of the share component will receive all of his/her Directors' fees for FY2023 (calculated on a pro-rated basis, where applicable) in cash.

    The NEDs will abstain from voting, and will procure that their respective associates abstain from voting, in respect of Resolution 5.

11. **Resolution 6** is to approve the payment of Directors' fees for the NEDs during FY2024. The amount of fees has been computed taking into consideration the number of board committee representations by the NEDs and also caters for additional fees (if any) which may be payable due to the formation of additional Board Committees, or additional Board or Board Committee members being appointed in FY2024. In the event that the amount proposed is insufficient, approval will be sought at the next AGM in the financial year ending 31 December 2025 ("**2025 AGM**") before any payments are made to NEDs for the shortfall. If approved, each of the NEDs (including the Chairman) will receive 70% of his/her total Directors' fees in cash ("**Cash Component**") and 30% in the form of Shares ("**Remuneration Shares**") (both amounts subject to adjustment as described below). The Cash Component is intended to be paid half-yearly in arrears. The Remuneration Shares are intended to be paid after the 2025 AGM has been held. The actual number of Remuneration Shares, to be purchased from the market on the first trading day immediately after the date of the 2025 AGM provided that it does not fall within any applicable restricted period of trading ("**2025 Trading Day**") for delivery to the respective NEDs, will be based on the market price of the Shares on the SGX-ST on the 2025 Trading Day. In the event that the first trading day after the date of the 2025 AGM falls within a restricted period of trading, the Remuneration Shares will be purchased on the first trading day immediately after the end of the restricted period of trading. The actual number of Remuneration Shares will be rounded down to the nearest thousand and any residual balance will be paid in cash. The Remuneration Shares will rank pari passu with the then existing issued Shares. A NED who steps down before the payment of the share component will receive all of his/her Directors' fees for FY2024 (calculated on a pro-rated basis, where applicable) in cash.

    Details of the Directors' remuneration for FY2023 are set out on page 89 of the Annual Report 2023. The NEDs will abstain from voting, and will procure that their respective associates abstain from voting, in respect of Resolution 6.

12. **Resolution 8** is to empower the Directors from the date of this AGM until the date of the next AGM to issue Shares and Instruments in the Company, up to a number not exceeding 50 per cent. of the total number of Shares (excluding treasury Shares and subsidiary holdings) (with a sub-limit of 5 per cent. of the total number of Shares (excluding treasury Shares and subsidiary holdings) in respect of Shares to be issued other than on a pro rata basis to shareholders). The 5 per cent. sub-limit for non-pro rata issues is lower than the 20 per cent. sub-limit allowed under the Listing Manual. For the purpose of determining the total number of Shares (excluding treasury Shares and subsidiary holdings) that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings) at the time that this Resolution is passed, after adjusting for 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 8 is passed, and any subsequent bonus issue, consolidation or sub-division of Shares.

13. **Resolution 9** relates to the renewal of the Share Purchase Mandate which was originally approved by Shareholders on 18 February 2000 and was last renewed at the AGM of the Company on 21 April 2023. At this AGM, the Company is seeking a "Maximum Limit" of 5 per cent. of the total number of issued Shares, which is lower than the 10 per cent. limit allowed under the Listing Manual. Please refer to Appendix 1 to this Notice of AGM for details.

14. **Resolution 10** relates to the renewal of a mandate given by Shareholders on 22 May 2003, as updated consequent to the divestment of the offshore and marine business of the group on 28 February 2023, allowing the Company, its subsidiaries and target associated companies to enter into transactions with interested persons as defined in Chapter 9 of the Listing Manual. Please refer to Appendix 2 to this Notice of AGM for details.

15. Any reference to a time of day is made by reference to Singapore time.

16. **Personal Data Privacy:** By submitting an instrument appointing proxy(ies), and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder (i) 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 proxies and representatives appointed for the AGM (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 AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, takeover rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) represents and warrants that he/she/it has obtained the prior consent of the individuals appointed as proxy(ies) and/or representatives 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 Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

Corporate Information

BOARD OF DIRECTORS

Danny Teoh
Chairman

Loh Chin Hua
Chief Executive Officer

Till Vestring
Lead Independent Director

Veronica Eng

Jean-François Manzoni

Teo Siong Seng

Tham Sai Choy

Penny Goh

Shirish Apte

Olivier Blum

Jimmy Ng

Ang Wan Ching

AUDIT COMMITTEE

Tham Sai Choy
Chairman

Veronica Eng

Penny Goh

Jimmy Ng

Ang Wan Ching

REMUNERATION COMMITTEE

Till Vestring
Chairman

Danny Teoh

Jean-François Manzoni

Penny Goh

Shirish Apte

NOMINATING COMMITTEE

Jean-François Manzoni
Chairman

Danny Teoh

Till Vestring

Tham Sai Choy

Shirish Apte

BOARD RISK COMMITTEE

Veronica Eng
Chairman

Tham Sai Choy

Penny Goh

Shirish Apte

Jimmy Ng

Ang Wan Ching

BOARD SUSTAINABILITY AND SAFETY COMMITTEE

Teo Siong Seng
Chairman

Danny Teoh

Loh Chin Hua

Olivier Blum

COMPANY SECRETARIES

Karen Teo

Samantha Teong

REGISTERED OFFICE

1 HarbourFront Avenue
#18-01 Keppel Bay Tower
Singapore 098632
Telephone: (65) 6270 6666
Facsimile No.: (65) 6413 6391
Email: contactus@keppel.com
Website: www.keppel.com

SHARE REGISTRAR

Boardroom Corporate & Advisory Services Pte. Ltd.
1 HarbourFront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

AUDITORS

PricewaterhouseCoopers LLP Public Accountants and Chartered Accountants
7 Straits View
Marina One East Tower
Level 12
Singapore 018936
Audit Partner: Lam Hock Choon
Year appointed: 2021

Financial Calendar

FY 2023	
Financial year-end	31 December 2023
Announcement of 2023 1Q Business Updates	20 April 2023
Announcement of 2023 half year results	27 July 2023
Announcement of 2023 3Q Business Updates	19 October 2023
Announcement of 2023 full year results	1 February 2024
Despatch of Annual Report to Shareholders	28 March 2024
Annual General Meeting	19 April 2024
2023 Proposed final dividend	
Books closure date	5.00 p.m., 26 April 2024
Payment date	8 May 2024

FY 2024	
Financial year-end	31 December 2024
Announcement of 2024 1Q Business Updates	25 April 2024
Announcement of 2024 half year results	1 August 2024
Announcement of 2024 3Q Business Updates	24 October 2024
Announcement of 2024 full year results	5 February 2025

Proxy Form

Keppel Ltd.
UEN 196800351N
(Incorporated in the Republic of Singapore)

IMPORTANT:
1. The AGM (as defined below) will be held in a wholly physical format at **Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593** on **Friday, 19 April 2024 at 3.00 p.m. There will be no option for Shareholders to participate virtually.** Printed copies of the Notice of AGM and this Proxy Form will be sent by post to shareholders of the Company (as defined below) ("**Shareholders**") . These documents will also be published on the Company's website at **https://www.keppel.com/en/investors/agm-egm** and the SGXNet.
2. Arrangements relating to attendance at the AGM by Shareholders, including investors who hold shares of the Company ("**Shares**") through the Central Provident Fund ("**CPF**") or the Supplementary Retirement Scheme ("**SRS**" and such investors, "**CPF/SRS Investors**"), submission of questions to the Chairman of the Meeting by Shareholders, including CPF/SRS Investors, in advance of, or at, the AGM, and addressing of substantial and relevant questions in advance of, or at, the AGM, and voting at the AGM by Shareholders, including CPF/SRS Investors, or (where applicable) their duly appointed proxy(ies), are set out in the accompanying announcement dated 28 March 2024. This announcement may be accessed at the Company's website at **https://www.keppel.com/en/investors/agm-egm** and the SGXNet.
3. This Proxy Form is not valid for use by investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor (other than a CPF/SRS Investor) who wishes to vote should refer to the instructions set out in the Notice of AGM and the announcement by the Company dated 28 March 2024.
4. **Personal Data Privacy:** By submitting this proxy form, a Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM.
5. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxies to vote on his/her/its behalf at the AGM.**

ANNUAL GENERAL MEETING

I/We ____ (Name(s))

____ (NRIC/Passport/UEN) of

____ (Address)

being a member or members of KEPPEL LTD. (the "**Company**") hereby appoint

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings (Ordinary Shares)	
			No. of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings (Ordinary Shares)	
			No. of Shares	%

or failing him/her, or if no persons are named above, the Chairman of the Annual General Meeting ("**Chairman**"), as my/our proxy or proxies to attend, speak and vote on my/our behalf at the 56th Annual General Meeting of the Company ("**AGM**") to be held on **Friday, 19th April 2024 at 3.00 p.m.** at **Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593** and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the meeting as indicated hereunder. **If no specific instructions as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the meeting and at any adjournment thereof.**

No.	Resolutions	For*	Against*	Abstain*
	Ordinary Business			
1.	Adoption of Directors' Statement and Audited Financial Statements			
2.	Declaration of Dividend			
3.	Re-election of Penny Goh as Director			
4.	Re-election of Ang Wan Ching as Director			
5.	Approval of Additional Fees of Non-Executive Directors for FY2023			
6.	Approval of Fees of Non-Executive Directors for FY2024			
7.	Re-appointment of Auditors			
	Special Business			
8.	Issue of Additional Shares and Convertible Instruments			
9.	Renewal of Share Purchase Mandate			
10.	Renewal of Shareholders' Mandate for Interested Person Transactions			

* You may tick (✓) within the relevant box to vote for or against, or abstain from voting, in respect of all your Shares for each resolution. Alternatively, you may indicate the number of Shares that you wish to vote for or against, and/or abstain from voting, for each resolution in the relevant box.

Dated this ______________ day of ______________ 2024

Total Number of Shares held	

____
Signature(s) or Common Seal of Member(s)

IMPORTANT: Please read the notes overleaf before completing this Proxy Form

Fold and glue all sides firmly

Fold and glue all sides firmly

Fold and glue all sides firmly

Notes:

1. A member of the Company should insert the total number of Shares held in the proxy form. If a member only has Shares entered against his/her/its name in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001), he/she/it should insert that number of Shares. If he/she/it only has Shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of Shares. However, if he/she/it has Shares entered against his/her/its name in the Depository Register and Shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members. If no number is inserted, the proxy form shall be deemed to relate to all the Shares held by the member (in both the Register of Members and the Depository Register).

2. a. A member entitled to attend, speak and vote at a meeting of the Company, and who is not a Relevant Intermediary, is entitled to appoint one or two proxies to attend, speak and vote instead of him/her/it. Where a member appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named proxy.

   b. A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at a meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than one proxy is appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. In relation to a Relevant Intermediary who wishes to appoint more than two proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares, class of Shares and percentage) in relation to which the proxy has been appointed. For the avoidance of doubt, Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this Note.

   c. "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 ("**Companies Act**").

3. Completion and return of the proxy form shall not preclude a member from attending and voting in person at the meeting. Any appointment of a proxy or proxies will be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the proxy form, to the meeting.

Fold along this line (1)

Affix
Postage
Stamp

Keppel Ltd.
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

Fold along this line (2)

4. The proxy form must be submitted to the Company in the following manner:

   a. if submitted by post, be lodged with 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 **keppel@boardroomlimited.com**,

   in either case to be received no later than **3.00 p.m. on 16 April 2024**, being 72 hours before the time appointed for the holding of the AGM.

   A Shareholder who wishes to submit the 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.

5. The proxy form must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised in writing. Where a proxy form is signed on behalf of the appointor by an attorney, the power of attorney or other authority or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

6. A corporation which is a member of the Company may authorise, by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act.

7. The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company shall be entitled to reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

8. Any reference to a time of day is made by reference to Singapore time.

KEPPEL LTD.
(Incorporated in the Republic of Singapore)
1 HarbourFront Avenue
Level 2 Keppel Bay Tower
Singapore 098632

Tel: (65) 6270 6666
Email: contactus@keppel.com
keppel.com

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