



Keppel Telecommunications & Transportation Ltd

(Incorporated in the Republic of Singapore)
(Company Registration Number: 196500115G)

IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OS 217/2019)

In the matter of Section 210 of
the Companies Act, Chapter 50

And

In the matter of
KEPPEL TELECOMMUNICATIONS & TRANSPORTATION LTD
(Company Registration Number: 196500115G)

...Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act, Chapter 50

Between

Keppel Telecommunications & Transportation Ltd

And

Scheme Shareholders (as defined herein)

And

Keppel Corporation Limited

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN THAT:

By an Order of Court dated 4 March 2019 made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Scheme Meeting**") of the Scheme Shareholders of Keppel Telecommunications & Transportation Ltd (the "**Company**") to be convened and such Scheme Meeting shall be held at Suntec Singapore Convention and Exhibition Centre, Rooms 334 – 336, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 2 April 2019 at 3.00 p.m., for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution.

RESOLUTION

RESOLVED THAT the Scheme of Arrangement dated 11 March 2019 ("**Scheme**") proposed to be made pursuant to Section 210 of the Companies Act, Chapter 50 of Singapore, between (i) the Company, (ii) the Scheme Shareholders and (iii) Keppel Corporation Limited, a copy of which has been circulated with the Notice of Scheme Meeting convening this Scheme Meeting, be and is hereby approved.

All references to the Scheme Document in this Notice of Scheme Meeting shall mean the Company's Scheme Document to Scheme Shareholders dated 11 March 2019. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Scheme Document.

By the said Order of Court, the Court has appointed Prof. Neo Boon Siong, or failing him, any director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The said Scheme will be subject to, inter alia, the subsequent sanction of the Court.

Notes:

1. A copy of the said Scheme and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act, Chapter 50 of Singapore ("**Companies Act**"), are incorporated in the Scheme Document of which this Notice of Scheme Meeting forms part.
2. In the case of joint holders of Scheme Shares, any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Members of the Company or, as the case may be, the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) shall alone be entitled to vote.
3. A Scheme Shareholder, who is entitled to attend, speak and vote at the Scheme Meeting, is entitled to appoint one (and not more than one) proxy to attend and vote at the Scheme Meeting.
4. Each Scheme Shareholder entitled to attend and vote at the Scheme Meeting, and who votes in person or by proxy at the Scheme Meeting, may only cast all the votes it uses at the Scheme Meeting in one way, namely, either for or against the Scheme.
5. A form of proxy applicable for the Scheme Meeting is enclosed with the printed document of which this Notice of Scheme Meeting forms part.
6. It is requested that Proxy Forms be lodged with the Share Registrar at Keppel Telecommunications & Transportation Ltd c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 in accordance with the instructions contained therein not less than 72 hours before the time appointed for the Scheme Meeting.
7. Please see the Scheme Document and the notes to the Proxy Form for more information.

Personal data privacy

By submitting an instrument appointing a proxy and/or representative to attend, speak and vote at the Scheme Meeting and/or any adjournment thereof, a Scheme Shareholder:

1. consents to the collection, use and disclosure of the Scheme Shareholder's personal data by the Company (and/or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (and/or its agents or service providers) of its proxy and/or representative appointed for the Scheme Meeting (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the Scheme Meeting (including any adjournment thereof), and in order for the Company (and/or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively the "**Purposes**");
2. warrants that where the Scheme Shareholder discloses the personal data of the Scheme Shareholder's proxy and/or representative to the Company (and/or its agents or service providers), the Scheme Shareholder has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such proxy and/or representative for the Purposes; and
3. agrees that the Scheme Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Scheme Shareholder's breach of warranty.

Dated this 11th day of March 2019

WongPartnership LLP
12 Marina Boulevard Level 28
Marina Bay Financial Centre Tower 3
Singapore 018982

Solicitors for

Keppel Telecommunications & Transportation Ltd