
PROXY FORM FOR SCHEME MEETING

KEPPEL TELECOMMUNICATIONS & TRANSPORTATION LTD

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

FORM OF PROXY FOR USE AT THE SCHEME MEETING
(OR ANY ADJOURNMENT THEREOF) OF THE SCHEME SHAREHOLDERS

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

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PROXY FORM FOR SCHEME MEETING



Keppel Telecommunications & Transportation Ltd

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

SCHEME MEETING

PROXY FORM

IMPORTANT

1. For CPFIS Investors or SRS Investors who have used their CPF/SRS monies to buy ordinary shares in the capital of Keppel Telecommunications & Transportation Ltd, this Scheme Document is forwarded to them at the request of their CPF/SRS approved nominees and is sent solely FOR THEIR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPFIS Investors or SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPFIS Investors or SRS Investors who wish to attend the Scheme Meeting as OBSERVERS have to submit their requests through their respective CPF Agent Banks/SRS Agent Banks so that their CPF Agent Banks/SRS Agent Banks may register with the Share Registrar.

Personal Data Privacy

By submitting an instrument appointing a proxy and/or representative, the Scheme Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 11 March 2019.

I/We _____ (Name) _____ (NRIC/Passport No.) of

_____ (Address)

being a *member/members of Keppel Telecommunications & Transportation Ltd (the "**Company**") hereby appoint:

Name	Address	NRIC/Passport No.

or failing *him/her, the Chairman of the Scheme Meeting of the Company, as *my/our proxy to attend, speak and to vote for *me/us on *my/our behalf at the Scheme Meeting, to 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. and at any adjournment thereof, for the purpose of considering and, if thought fit, approving the Scheme referred to in the notice convening the Scheme Meeting, and at such Scheme Meeting (or at any adjournment thereof) to vote for *me/us and in *my/our name(s) for the said Scheme or against the said Scheme as hereunder indicated.

*I/We direct *my/our proxy to vote for or against the Scheme to be proposed at the Scheme Meeting as indicated hereunder. If no specific directions as to voting is given, the proxy will vote or abstain from voting at *his/her discretion, as *he/she will on any other matter arising at the Scheme Meeting and at any adjournment thereof. If no person is named in the above boxes, the Chairman of the Scheme Meeting shall be *my/our proxy to vote, for or against the Scheme at the Scheme Meeting, for *me/us and on *my/our behalf at the Scheme Meeting and at any adjournment thereof.

If you wish to vote "FOR" the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked "FOR" set out below. If you wish to vote "AGAINST" the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked "AGAINST" set out below.

DO NOT TICK IN BOTH BOXES.

RESOLUTION	FOR	AGAINST
To approve the Scheme of Arrangement		

* Delete accordingly

Dated this _____ day of _____ 2019

Total Number of Shares Held	
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Signature(s) or Common Seal of Member(s)

IMPORTANT: Please read the notes overleaf before competing this Proxy Form.

Glue all sides firmly. Stapling and spot sealing are disallowed.

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Notes:

1. A Scheme Shareholder should insert the total number of Scheme Shares held by him. If the Scheme Shareholder only has Scheme Shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he should insert that number of Scheme Shares. If the Scheme Shareholder only has Scheme Shares registered in his name in the Register of Members, he should insert that number of Scheme Shares. However, if the Scheme Shareholder has Scheme Shares entered against his name in the Depository Register and Scheme Shares registered in his name in the Register of Members, he should insert the aggregate number of Scheme Shares entered against his name in the Depository Register and registered in his name in the Register of Members. If no number is inserted, the proxy form shall be deemed to relate to all the Scheme Shares held by the Scheme Shareholder (in both the Register of Members and the Depository Register).
2. 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.
3. A Scheme Shareholder entitled to attend and vote at the Scheme Meeting is entitled to appoint one (and not more than one) proxy to attend and vote instead of him. A proxy need not be a member of the Company.
4. Completion and return of the proxy form shall not preclude a Scheme Shareholder from attending and voting at the Scheme Meeting. Any appointment of a proxy will be revoked if a Scheme Shareholder attends the Scheme Meeting in person, and in such event, the Company reserves the right to refuse to admit any person appointed under the proxy form, to the Scheme Meeting.
5. The proxy form must be deposited at 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.

Fold along this line (1)

Affix Postage Stamp

**KEPPEL TELECOMMUNICATIONS & TRANSPORTATION LTD
c/o BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD.**

50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

Fold along this line (2)

6. The proxy form appointing a proxy must be under the hand of the appointor or his 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 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. Any alteration made to the proxy form should be initialled by the person who signs it.
7. A corporation which is a Scheme Shareholder may authorise, by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the Scheme Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
8. 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 on the Register of Members or (as the case may be) the Depository Register shall alone be entitled to vote.
9. The Company shall be entitled to reject the proxy form appointing a proxy if it is incomplete, improperly completed, unexecuted or improperly executed, or illegible, or where in the Company's opinion, the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form, or if the proxy form is not submitted on time and in accordance with Note 5 above. In addition, in the case of Scheme Shares entered in the Depository Register, the Company shall be entitled to reject any proxy form lodged if the Scheme Shareholder, being the appointor, is not shown to have Scheme Shares, or the number of Scheme Shares in relation to which the proxy has been appointed, entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Scheme Meeting, as certified by The Central Depository (Pte) Limited to the Company.
10. CPF Agent Banks and/or SRS Agent Banks acting at the request of CPFIS Investors and/or SRS Investors who wish to attend the Scheme Meeting as observers are requested to submit in writing, a list with details of the investors' names, NRIC/Passport numbers, addresses and number of Scheme Shares held. The list, signed by an authorised signatory of the CPF Agent Banks and/or SRS Agent Banks, should reach 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 at least 72 hours before the time fixed for holding the Scheme Meeting.
11. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Company's Scheme Document dated 11 March 2019.