

# Proxy Form



Keppel Ltd.

UEN 196800351N

(Incorporated in the Republic of Singapore)

**IMPORTANT:**

1. This EGM (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 5.00 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 3.00 p.m. on the same day and at the same venue). There will be no option for Shareholders to participate virtually. Printed copies of the Notice of EGM and this Proxy Form will be sent by post to shareholders ("Shareholders") of the Company (as defined below). These documents will also be published on the Company's website at <https://www.keppel.com/en/investors/agg-egm> and the SGXNet at [www.sgx.com](http://www.sgx.com).
2. Arrangements relating to attendance at the EGM 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 EGM, and addressing of substantial and relevant questions in advance of, or at, the EGM, and voting at the EGM by Shareholders, including CPF/SRS Investors, or (where applicable) their duly appointed proxy(ies), are set out in the accompanying announcement dated 4 April 2024. This announcement may be accessed at the Company's website at <https://www.keppel.com/en/investors/agg-egm> and the SGXNet at [www.sgx.com](http://www.sgx.com).
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 EGM and the announcement by the Company dated 4 April 2024.
4. **Personal Data Privacy:** By submitting this proxy form, a member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of EGM.
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 EGM.

## EXTRAORDINARY GENERAL MEETING

I/We \_\_\_\_\_ (Name(s)) \_\_\_\_\_ (NRIC/Passport Number/Co Reg Number)  
of \_\_\_\_\_ (Address)  
being a member or members of KEPPTEL 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 Extraordinary General Meeting ("Chairman") as my/our proxy/proxies to attend, speak and vote on my/our behalf at the Extraordinary General Meeting of the Company ("EGM") to be held on Friday, 19 April 2024 at 5.00 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 3.00 p.m. on the same day and at the same venue) 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 direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion on any matter arising at the meeting and at any adjournment thereof.

Ordinary Resolutions	For*	Against*	Abstain*
<b>Ordinary Resolution 1:</b> To approve the Proposed Transactions (as defined in the Company's Circular to Shareholders dated 4 April 2024), including: (i) the proposed amendment and extension of the capacity tolling agreement between Keppel Merlimau Cogen Pte Ltd ("KMC"), Keppel Electric Pte. Ltd, and Keppel Infrastructure Holdings Pte. Ltd. ("KIHPL"); and (ii) the proposed amendment and extension of the operations and maintenance services agreement between KMC, KMC O&M Pte. Ltd., and KIHPL			
<b>Ordinary Resolution 2:</b> To approve the proposed subscription of new units in KIT by KIHPL pursuant to the KIT Equity Fund Raising, as described in the Company's Circular to Shareholders dated 4 April 2024			

\* You may tick (✓) within the relevant box to vote for or against, or abstain from voting, in respect of all of 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	
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Signature(s) or Common Seal of Member(s)

**Important: Please read the notes overleaf before completing this Proxy Form.**

**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% 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, a CPF Agent Bank or 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  
Keppel Bay Tower #14-07  
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 (e.g. enclosing a clear scanned completed and signed proxy form in PDF),in either case to be received no later than **5.00 p.m. on Tuesday, 16 April 2024**, being 72 hours before the time appointed for the holding of the meeting.  
  
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 executed 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 meeting, 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 meeting 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.