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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 6-K**

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**REPORT OF A FOREIGN ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**June 12, 2015**

**Commission File Number 001-36761**

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**Kenon Holdings Ltd.**

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**1 Temasek Avenue #36-01  
Millenia Tower  
Singapore 039192**  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒

Form 40-F ☐

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

EXHIBITS 99.1 and 99.3 TO THIS REPORT ON FORM 6-K IS INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-201716) OF KENON HOLDINGS LTD. AND IN THE PROSPECTUSES RELATING TO SUCH REGISTRATION STATEMENT.

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Kenon Holdings Ltd. (“**Kenon**”) will hold its Annual General Meeting of Shareholders on June 30, 2015 at 10:00 a.m. (SGT) (the “**Annual General Meeting**”). In connection with the Annual General Meeting, Kenon will mail to its beneficial shareholders on or about June 16, 2015, and its shareholders of record (members’) on June 12, 2015, a (i) Proxy Statement, dated as of the date hereof (the “**Proxy Statement**”), (ii) Notice of Annual General Meeting of Shareholders, dated as of the date hereof, and (iii) Annual and Directors’ Report and Singapore Statutory Financial Statements for the period ended December 31, 2014, attached hereto as Exhibits 99.1, 99.2 and 99.3, respectively.

Kenon has also made available to its shareholders a Proxy Card, attached as Exhibit 99.4 to this Report on Form 6-K, which is to be completed according to the instructions set forth in the Proxy Statement.

#### **Exhibits**

- 99.1 Proxy Statement, dated as of June 12, 2015
- 99.2 Notice of Annual General Meeting of Shareholders, dated as of June 12, 2015
- 99.3 2014 Annual Report comprising the Directors’ Report and Statement for Kenon Holdings Ltd. and the Singapore Statutory Consolidated Audited Accounts of Kenon Holdings Ltd. and its subsidiary for the Financial Period ended December 31, 2014
- 99.4 Proxy Card for Kenon Holdings Ltd.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KENON HOLDINGS LTD.

By: /s/ Yoav Doppelt

Name: Yoav Doppelt

Title: Chief Executive Officer

Date: June 12, 2015



**KENON HOLDINGS LTD.**  
**(Incorporated in the Republic of Singapore)**  
**(Company Registration Number 201406588W)**

**PROXY STATEMENT**  
**for the**  
**ANNUAL GENERAL MEETING**  
**of**  
**KENON HOLDINGS LTD.**

**To Be Held on June 30, 2015**  
**10:00 a.m. (Singapore time) at**  
**Pan Pacific Hotel, Andaman Room, 7 Raffles Blvd., Marina Square, Singapore 039595**

**PART I – INFORMATION ABOUT THE ANNUAL GENERAL MEETING**

We are furnishing this Proxy Statement, dated as of June 12, 2015, in connection with the solicitation by our Board of Directors (the “**Board**”) of proxies to be voted at the Annual General Meeting of our shareholders, to be held on June 30, 2015 (the “**AGM**”), or at any adjournments thereof, for the purposes of voting on the proposals to be considered at the AGM (the “**Proposals**”), as set forth in the Notice of Annual General Meeting of Shareholders, dated as of June 12, 2015, accompanying this Proxy Statement (the “**AGM Notice**”). Unless the context requires otherwise, references in this Proxy Statement to “the Company”, “Kenon”, “we”, “us”, “our” and similar terms, shall mean Kenon Holdings Ltd., together with its subsidiaries and associated companies.

This Proxy Statement and the AGM Notice are each being published for the benefit of all holders of Kenon’s ordinary shares, no par value (“**Kenon Shares**”) (“**Kenon Shareholders**”), are being posted on Kenon’s website, will be furnished to the U.S. Securities and Exchange Commission (the “**SEC**”) on a Report on Form 6-K, and will also be filed with the Tel Aviv Stock Exchange (the “**TASE**”) on an Immediate Report. If you are a beneficial shareholder holding Kenon Shares other than in registered form as a “shareholder of record”, that is, if you hold Kenon Shares in “street name” as, or through, a participant in the Depositary Trust Company (the “**DTC**”) (which includes those Kenon Shareholders that hold Kenon Shares through the TASE), Kenon has fixed the close of business (EST) on June 12, 2015, (the “**Record Date**”) as the record date for determining whether you are entitled to receive printed copies of this Proxy Statement and the AGM Notice.

This Proxy Statement and the AGM Notice will be mailed to the beneficial shareholders of Kenon Shares, as of the Record Date, on or about June 16, 2015, and will be mailed to Kenon’s shareholders of record (members) on June 12, 2015. Kenon will bear the cost of the preparation and mailing of these proxy materials and the solicitation of the proxies and will, upon request, reimburse banks, brokerage houses, other institutions, nominees, and fiduciaries for their reasonable expenses in forwarding these solicitation materials to Kenon Shareholders.

*Quorum and Required Vote.*

Representation of not less than 33 1/3 per cent of the total number of issued and fully paid Kenon Shares as at the date of the AGM, in person or by proxy, is required to constitute a quorum. Accordingly, it is important that your shares be represented at the AGM.

The affirmative vote by a show of hands of at least a majority of the Kenon Shareholders present and voting, or, if a poll is demanded by the chairman of the AGM (the “**Chairman of the AGM**”) or by holders of at least 10% of the total number of our paid-up shares in accordance with our Articles of Association, a simple majority of the Kenon Shares voting, is required at the AGM, to re-elect the Directors nominated pursuant to Proposal No. 1, to re-appoint KPMG LLP as our statutory Auditors pursuant to Proposal No. 2, and to approve the ordinary resolutions contained in Proposals No. 3 through 7. The Chairman of the AGM will demand a poll in order to enable the Kenon Shares represented in person or by proxy to be counted for voting purposes.

### *Abstentions and Broker Non-Votes.*

Under the laws of Singapore, abstentions and “broker non-votes” are considered present and entitled to vote, for the purpose of determining whether a quorum is present at the AGM.

Abstentions will not be counted in the tabulation of votes cast on a Proposal and is therefore not counted for purposes of determining whether a Proposal has been approved.

A “broker non-vote” is treated as not being entitled to vote on the relevant Proposal and is therefore not counted for purposes of determining whether a Proposal has been approved. A “broker non-vote” occurs when a bank, broker or other nominee holding shares on behalf of a beneficial owner may not vote ordinary shares held by it because it (i) has not received voting instructions from the beneficial owner of those shares and (ii) lacks discretionary voting power to vote those shares. Please note if you are a beneficial owner, your broker, bank, nominee or other institution is only entitled to vote your shares on “routine” matters if it does not receive voting instructions from you. The Proposals listed below are not “routine” matters for purposes of the broker vote:

- Proposal 1 – Re-Election of Directors;
- Proposal 3 – To Approve the Standing Authority for Payment of Cash Compensation to Non-Executive Directors;
- Proposal 4 – To Approve the Standing Authority for the Grant of Annual Equity Compensation to Non-Executive Directors;
- Proposal 5 – To Approve the One-Time Equity Compensation to Mr. Kenneth Gilbert Cambie;
- Proposal 6 – To Authorise the Ordinary Share Issuances; and
- Proposal 7 – To Authorise the Grant of Awards Under the Kenon Holdings Ltd. Share Incentive Plan 2014 (“**SIP 2014**”) and/or Options Under the Kenon Holdings Ltd. Share Option Plan (“**SOP 2014**”) and Allot and Issue Ordinary Shares.

### *Persons Entitled to Vote on the Proposals at the AGM.*

**Shareholders of Record:** Kenon has convened an AGM to be held on June 30, 2015, to consider and vote upon the Proposals. You are entitled to vote at the AGM if you are a shareholder of record (member) holding Kenon Shares in your own name and registered in the Branch Register of Members maintained by Computershare Trust Company, N.A. (“**Computershare**”), as at the date of the AGM. Each outstanding Kenon Share that you own entitles you to one vote on a poll.

**Beneficial Shareholders:** If you hold Kenon Shares other than in registered form as a “shareholder of record” (i.e. if you hold Kenon Shares in “street name” as, or through, a participant in the DTC (which includes those Kenon Shareholders that hold Kenon Shares through the TASE)), in order for your vote to be counted at the AGM, you must have been a Kenon Shareholder as at, and with effect from, the close of business (EST) on June 12, 2015.

If you have sold or transferred all of your Kenon Shares, you should immediately forward this Proxy Statement to the purchaser or transferee, or to the broker, bank, nominee, or other institution through whom the sale was effected, for onward transmission to the purchaser or transferee.

### *Manner of Voting.*

Whether you plan to attend the AGM or not, we urge you to vote by proxy.

**Shareholders of Record:** A shareholder of record (member) entitled to attend and vote at the AGM is entitled to appoint a proxy, or proxies, to attend and vote on his or her behalf. A proxy need not be a shareholder of record (member). **To vote by proxy, you should complete, sign and date the enclosed proxy card and return it promptly to Computershare in accordance with the instructions set forth in the AGM Notice, not less than 48 hours before the time appointed for holding the AGM** (or within such other time as may be required by the Companies Act, Chapter 50 (the “**Singapore Companies Act**”)).

Where a member appoints two or more proxies, the appointments shall be valid only if he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy. In the case of a joint appointment of two proxies, the Chairman of the AGM will be a member’s proxy by default in relation to the number of shares represented by this proxy card if either or both of the proxies appointed does/do not attend the AGM. In the case of an appointment of two proxies in the alternative, the Chairman of the AGM will be a member’s proxy by default in relation to the number of shares represented by this proxy card if both the proxies appointed do not attend the AGM.

Returning the proxy card will not affect your right to attend the AGM, and your proxy will not be used if you are personally present at the AGM and have, pursuant to the procedures set forth below, informed Kenon in writing prior to the voting that you wish to vote your Kenon Shares in person.

The proxy card must be signed under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy card is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. A corporation which is a member 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.

If you sign the proxy card, but do not make specific choices, the proxy holder will vote your Kenon Shares as recommended by Kenon’s Board and management.

**Beneficial Shareholders (New York Stock Exchange (the “NYSE”)):** If you hold Kenon Shares other than in registered form as a “shareholder of record” (i.e. if you hold Kenon Shares in “street name” as, or through, a participant in the DTC, but do not hold your Kenon Shares through the TASE), you have the right to instruct your broker, bank, nominee or other institution on how to vote the Kenon Shares in your account. **Your broker, bank, nominee or other institution will send a voting instruction form for you to use to direct how your Kenon Shares should be voted.** You may not vote your Kenon Shares in person at the AGM unless you obtain a legal proxy from the DTC (in compliance with the voting requirements under Singapore law) through your broker, bank, nominee, or other institution that holds your Kenon Shares, giving you the right to vote the Kenon Shares instead of the broker, bank, nominee, or other institution holding your Kenon Shares, bring a letter or recent account statement from such broker, bank, nominee, or other institution that confirms that you are the beneficial owner of the Kenon Shares, and bring a picture identification, such as a valid driver’s license or passport, for purposes of personal identification.

If you do not intend to vote in person at the AGM, your Kenon Shares must be voted no less than 48 hours prior to the AGM (or within such other time as may be required by the Singapore Companies Act or such longer period prior to the AGM as may be specified by the DTC’s, or the DTC participants’ procedures).

**Beneficial Shareholders (TASE):** If you hold Kenon Shares other than in registered form as a “shareholder of record” and your Kenon Shares are traded on the TASE, you are regarded as a beneficial holder of Kenon Shares and you may only vote your shares in one of the following ways: **(a) sign and date a proxy card in the form filed by Kenon on MAGNA, the distribution site of the Israeli Securities Authority, at [www.magna.isa.gov.il](http://www.magna.isa.gov.il) (“MAGNA”), on June 12, 2015 and attach to it a proof of ownership certificate from the TASE Clearing House Member through which your Kenon Shares are held, indicating that you were the beneficial owner of such Kenon shares on June 12, 2015, the Record Date for determining those beneficial shareholders whose votes will be counted at the AGM, and return the proxy card, along with the proof of ownership certificate, to Kenon via fax to +65 6351 1798, Attention: Robert Rosen, General Counsel, or (b) if you choose to vote in person at the AGM, you must bring the proof of ownership certificate from the TASE’s Clearing House member through which the shares are held, indicating that you were the beneficial owner of the shares on June 12, 2015, as well as a picture identification, such as a valid driver’s license or passport, for purposes of personal identification. In addition, you will also need to request a legal proxy from the DTC (in compliance with the voting requirements under Singapore law).**

If you do not intend to vote in person at the AGM, your Kenon Shares must be voted no less than 48 hours prior to the AGM (or within such other time as may be required by the Singapore Companies Act or such longer period prior to the AGM as may be specified by the TASE’s procedures).

*Revocation of Proxy.*

**Shareholders of Record:** If you are a “shareholder of record,” your proxy may be revoked at any time prior to the time it is voted by (i) providing appropriate written notice to Kenon at c/o Computershare Shareholder Services, P.O. BOX 30170, College Station, TX 77845-3170, no less than 48 hours prior to the AGM or (ii) attending the AGM and voting in person.

**Beneficial Shareholders (NYSE):** If your Kenon Shares are held in “street name” through a broker, bank, nominee, or other institution (other than those Kenon Shareholders that hold Kenon Shares through the TASE), please contact the broker, bank, nominee or other institution which holds your Kenon Shares to determine how to change or revoke your voting instructions.

**Beneficial Shareholders (TASE):** If you hold Kenon Shares that are traded on the TASE, you may revoke such proxy at any time prior to the time it is voted by (i) communicating such revocation in writing to Kenon or by executing and delivering a later-dated proxy to Kenon via fax to +65 6351 1798, Attention: Robert Rosen, General Counsel, no less than 48 hours prior to the AGM or (ii) attending the AGM and voting in person.

**As of the date of this Proxy Statement, Kenon does not intend to present, and has not been informed that any other person intends to present, any business for action, other than the Proposals set forth in this Proxy Statement and in the AGM Notice. If other matters should properly be put before Kenon Shareholders at the AGM, the proxy holders will vote on such matters in accordance with their best judgment.**

*Registered Office.*

The mailing address of our registered office is 80 Raffles Place, #26-01, UOB Plaza, Singapore 048624.

*Singapore Financial Statements; Monetary Amounts.*

We have prepared, in accordance with Singapore law, Singapore statutory financial statements, which are included with the annual report to be delivered to Kenon Shareholders prior to the date of the AGM. Except as otherwise stated herein, all monetary amounts in this Proxy Statement have been presented in U.S. dollars.

**PART II – PROPOSALS TO BE CONSIDERED  
AT THE ANNUAL GENERAL MEETING**

**PROPOSAL 1(a) – 1(h):  
RE-ELECTION OF DIRECTORS**

Article 94 of our Articles of Association (“**Articles**”) requires that at each annual general meeting, all Directors for the time being shall retire from office. Under Article 95 of our Articles, retiring Directors are eligible for re-election. Accordingly, all of our Directors, namely, Mr. Kenneth Gilbert Cambie, Mr. Laurence Neil Charney, Mr. Cyril Pierre-Jean Ducau, Mr. Nathan Scott Fine, Mr. Aviad Kaufman, Mr. Ron Moskovitz, Mr. Elias Sakellis and Mr. Vikram Talwar will be retiring as Directors and standing for re-election as Directors at this AGM.

As of the date of this Proxy Statement, the Board is not aware of any nominee who is unable or will decline to serve as a Director.

Set forth below are the names of, and certain other information concerning, the nominees for election as Directors at the AGM:

*Mr. Kenneth Gilbert Cambie.* Mr. Cambie is the Chief Financial Officer of Quantum Pacific Shipping Services PTE Ltd. From 2007 to 2013, Mr. Cambie was an Executive Director and the Chief Financial Officer of Orient Overseas Container Liner (“**OOCL**”). During this time, Mr. Cambie also chaired OOCL’s Finance and Share Committee and was a member of OOCL’s Executive Committee and Compliance Committee. Prior to joining OOCL, Mr. Cambie held various positions at Citibank from 1986 to 2007, including as Director, Transportation, Asia Pacific Corporate Banking in Hong Kong, where Mr. Cambie was responsible for meeting the banking and financing needs of a range of shipping, port, airline and airport companies in the Asia and Pacific regions. Prior to moving to Hong Kong in mid-2001, Mr. Cambie was the corporate banking head for Citibank, New Zealand for seven years and had also spent several years with the bank in Australia in corporate banking and leveraged finance roles. Mr. Cambie served as a market manager at Broadbank from 1985 to 1986 and as an auditor in Touche Ross from 1984 to 1985. Mr. Cambie is a member of the New Zealand Institute of Chartered Accountants and holds a Master of Commerce degree (first class honors) from Auckland University in New Zealand.

*Mr. Laurence Neil Charney.* Mr. Charney retired from Ernst & Young LLP (“**Ernst & Young**”) in June 2007, where, over the course of his more than 35-year career, he served as Partner, Practice Leader and Senior Advisor. Since his retirement from Ernst & Young, Mr. Charney has served as a business strategist and financial advisor to boards, senior management and investors of early stage ventures, private businesses and small to mid-cap public corporations across the consumer products, energy, real estate, high-tech/software, media/entertainment, and non-profit sectors. His most recent affiliations have included board tenures with Pacific Drilling S.A., Marvel Entertainment, Inc., Pure BioFuels, Inc., Mrs. Fields Original Cookies and Iconix Brand Group, Inc. He was appointed to the board of TG Therapeutics, Inc. in April 2012. Mr. Charney is a graduate of Hofstra University with a Bachelor’s Degree in Business Administration (Accounting), and has also completed an Executive Master’s program at Columbia University. Mr. Charney maintains active membership with the American Institute of Certified Public Accountants and the New York State Society of Certified Public Accountants.

*Mr. Cyril Pierre-Jean Ducau.* Mr. Ducau is the Managing Director of Quantum Pacific Ventures Limited and a member of the board of directors of each of Pacific Drilling S.A., Quantum Pacific Shipping Services Pte. Ltd., Ansonia Holdings B.V. and Jelany Corporation N.V. He was previously Head of Business Development of Quantum Pacific Advisory Limited in London from 2008 to 2012. Prior to joining Quantum Pacific Advisory Limited, Mr. Ducau was Vice President in the Investment Banking Division of Morgan Stanley & Co. International Ltd. in London and, during his tenure there from 2000 to 2008, he held various positions in the Capital Markets, Leveraged Finance and Mergers and Acquisitions teams. Prior to that, Mr. Ducau gained experience in consultancy working for Arthur D. Little in Munich and investment management with Credit Agricole UI Private Equity in Paris. Mr. Ducau graduated from ESCP Europe Business School (Paris, Oxford, Berlin) and holds a Master of Science in business administration and a Diplom Kaufmann.



*Mr. Nathan Scott Fine.* Mr. Fine has been an investment banker for over 35 years, and formerly served as the Vice Chairman and Lead Director of Central European Distribution Corporation (“CEDC”), a multi-billion dollar alcohol and beverage company domiciled in Delaware with the majority of its operations in Eastern Europe. Mr. Fine served as a director of CEDC for over a decade, during which time he co-managed its IPO and listing on NASDAQ, and led the CEDC board’s successful efforts in 2013 to restructure the company through a pre-packaged Chapter 11 process whereby CEDC was acquired by the Russian Standard alcohol group. Mr. Fine has been involved in corporate finance for over 30 years and has considerable experience in the medical and medical device sectors, having served as an advisor for companies such as Research Medical, Derma Sciences, and Interleukin Genetics, among many others. Mr. Fine also acts as Chairman and Lead Director of CTD Holdings, Inc., a specialty biopharmaceutical manufacturing and marketing company. Mr. Fine is the sole director of Better Place, Inc., an electric car company, where he was brought in to design, oversee and manage the orderly liquidation of the Delaware holding company of the Better Place group. He is also a director of Operation Respect, an anti-bullying education non-profit organization.

*Mr. Aviad Kaufman.* Mr. Kaufman is the Chief Financial Officer of Quantum Pacific (UK) LLP and is also a board member of Israel Corporation Ltd. (“IC”) (TASE: ILCO) and Israel Chemicals Ltd. (NYSE: ICL, TASE: ICL), each of which are members of a group of companies associated with the same ultimate beneficiary, Mr. Idan Ofer. From 2008 until 2012, Mr. Kaufman served as Chief Financial Officer of Quantum Pacific Advisory Limited. From 2002 until 2007, Mr. Kaufman served as Director of International Taxation and fulfilled different senior corporate finance roles at Amdocs Ltd. (NYSE:DOX). Previously, Mr. Kaufman held various consultancy positions with KPMG. Mr. Kaufman is a certified public accountant and holds a BA in Accounting and Economics from the Hebrew University in Jerusalem (with distinction), and a MBA majoring in Finance from Tel Aviv University.

*Mr. Ron Moskovitz.* Mr. Moskovitz is the Chief Executive Officer of Quantum Pacific (UK) LLP and the Chairman of IC and Pacific Drilling S.A., which is also a member of a group of companies associated with the same ultimate beneficiary, Idan Ofer. From July 2008 until December 2012, Mr. Moskovitz served as Chief Executive Officer of Quantum Pacific Advisory Limited. From July 2002 until November 2007, Mr. Moskovitz served as Senior Vice President and Chief Financial Officer of Amdocs Limited. From 1998 until July 2002, he served as Vice President of Finance at Amdocs. Between 1994 and 1998, Mr. Moskovitz held various senior financial positions at Tower Semiconductor Ltd. (“Tower”) and served on Tower’s board of directors from 2007 to September 2011. Mr. Moskovitz is a CPA in Israel and holds a BA in Accounting and Economics from Haifa University and a Master of Business Administration from Tel Aviv University.

*Mr. Elias Sakellis.* Mr. Sakellis is the Managing Director of Quantum Pacific (UK) LLP and a member of the board of directors of Pacific Drilling S.A. From May 2012 until December 2012, Mr. Sakellis served as Managing Director of Quantum Pacific Advisory Limited. Prior to joining Quantum Pacific Advisory Limited, Mr. Sakellis worked at Goldman, Sachs & Co. in London from 2000 to 2012. During his tenure at Goldman, Sachs & Co., he held various positions, including Executive Director of Leveraged Finance & Restructuring in the Investment Banking Division, Executive Director and Business Unit Manager in the Investment Banking Division, and Financial Analyst and Associate in the Equities Division. Prior to joining Goldman, Sachs & Co., Mr. Sakellis gained experience in the banking sector by working as an analyst for Lehman Brothers in London from 1999 to 2000. Mr. Sakellis is a graduate of Imperial College London with a Master of Science in Finance and a Master of Engineering in Mechanical Engineering. He also holds a Master of Business Administration from INSEAD.

*Mr. Vikram Talwar.* In 1999, Mr. Talwar founded EXL Service Holdings, Inc. (“EXL Service”), a leading global Business Process Outsourcing company, in the US. EXL Service was listed on NASDAQ in 2006. Mr. Talwar was the CEO of EXL Service until May 2008 when he was elevated to the position of Executive Chairman of the board. In April 2011, Mr. Talwar relinquished all his executive responsibilities and became the Non-Executive Chairman of the board. After having served 13 years on the board, Mr. Talwar retired in December 2013. Prior to founding Exl Service, Mr. Talwar served as the Chief Executive Officer and Managing Director of Ernst and Young Consulting India from 1998 to 1999. Earlier, Mr. Talwar had served in various senior capacities at Bank of America, including Country Manager in India and other Asian countries from 1970 to 1996. In the past five years, Mr. Talwar has served on the boards of directors of a public company in India and the U.K. and several private companies.

**The Board recommends a vote “FOR”  
Proposal 1(a) – 1(h) to re-elect each of the above nominees to our Board.**

**PROPOSAL 2:  
RE-APPOINTMENT OF STATUTORY AUDITORS FOR THE FINANCIAL YEAR ENDING  
31 DECEMBER 2015 AND AUTHORISATION OF OUR DIRECTORS TO FIX THEIR  
REMUNERATION**

KPMG LLP served as our statutory Auditors for the financial period ended December 31, 2014. Pursuant to section 205(2) and 205 (4) of the Singapore Companies Act, any appointment after the Board's initial appointment of our statutory Auditors, or its subsequent removal, requires the approval of our shareholders. The Audit Committee of our Board has authorised, approved, and recommended to our Board the re-appointment of KPMG LLP as our statutory Auditors for the financial year ending 31 December 2015 and to perform other appropriate services. As a result, our Board has approved, subject to shareholders' approval, the re-appointment of KPMG LLP and, pursuant to Section 205(16) of the Singapore Companies Act, is requesting that the shareholders authorise the Directors to fix the Auditors' remuneration for services rendered through the AGM. We expect that a representative from KPMG LLP will be present at the AGM. This representative will have the opportunity to make a statement if he or she so desires and is expected to be available to respond to appropriate questions. In addition, the fees paid to KPMG LLP for the financial period ended December 31, 2014 shall be reported to Kenon Shareholders at the AGM upon request.

**The Board recommends a vote "FOR"**  
**Proposal 2 to re-appoint KPMG LLP as our statutory Auditors for the financial year ending  
31 December 2015, and to authorise the Directors to fix their remuneration.**

**PROPOSAL 3:  
ORDINARY RESOLUTION TO APPROVE THE STANDING AUTHORITY FOR PAYMENT OF  
CASH COMPENSATION TO NON-EXECUTIVE DIRECTORS**

Under Section 169 of the Singapore Companies Act, we may only provide compensation to our Directors for services rendered in their capacity as Directors with the prior approval from our shareholders at a general meeting.

We believe that it is advisable and in the best interests of our shareholders for our shareholders to authorise the Company to provide cash compensation to any non-executive Director appointed from time to time for his services rendered as a Director in the manner specified below:

- (a) Annual cash compensation of US\$40,000 to each of the non-executive Directors of the Company for services rendered as a Director;
- (b) Additional annual cash compensation of US\$50,000 to the Chairman of the Board for services rendered as Chairman of the Board;
- (c) Additional annual cash compensation of US\$30,000 to the Chairman of the Audit Committee ("AC") of the Board for services rendered as Chairman of the AC and for his participation on the AC;
- (d) Additional annual cash compensation of US\$10,000 to the Chairman of the Nominating and Corporate Governance Committee ("NC") of the Board for services rendered as Chairman of the NC and for his participation on the NC;
- (e) Additional annual cash compensation of US\$10,000 to the Chairman of the Compensation Committee ("CC") of the Board for services rendered as Chairman of the CC and for his participation on the CC;
- (f) Additional annual cash compensation of US\$5,000 to each of the non-executive Directors for his participation on the AC on which such Director serves;
- (g) Additional annual cash compensation of US\$5,000 to each of the non-executive Directors for his participation on the NC on which such Director serves;
- (h) Additional annual cash compensation of US\$5,000 to each of the non-executive Directors for his participation on the CC on which such Director serves;

- (i) Additional attendance fee of US\$2,000 to each of the non-executive Directors for his attendance for each meeting of the Board;
- (j) Additional attendance fee of US\$1,500 to each of the non-executive Directors for his attendance for each meeting of the AC;
- (k) Additional attendance fee of US\$1,500 to each of the non-executive Directors for his attendance for each meeting of the NC; and
- (l) Additional attendance fee of US\$1,500 to each of the non-executive Directors for his attendance for each meeting of the CC,

such standing authority to commence with effect from 1 January 2015 and in relation to:

- (aa) the fees payable pursuant to sub-paragraphs (a) to (h) above, a pro-rated amount of fees shall be payable to such non-executive Director who does not complete a full calendar year of service; and
- (bb) the fees payable pursuant to sub-paragraphs (i) to (l) above, half of the amount of fees shall be payable to such non-executive Director who participates in any of the meetings by means of a conference telephone, video conference telephone, or similar communications equipment in accordance with Article 101(B) of the Articles.

If Proposal 3 is approved by our shareholders, this authority will vary and replace in its entirety, with effect from 1 January 2015, the standing authority passed by the sole shareholder of the Company on 6 November 2014. This mandate, when passed by shareholders will continue on a perpetual basis without the need for renewal at subsequent annual general meetings, unless subsequently varied or revoked by an ordinary resolution passed by shareholders at a general meeting.

The cash compensation due to Mr. Kenneth Gilbert Cambie, Mr. Cyril Pierre-Jean Ducau, Mr. Aviad Kaufman, Mr. Ron Moskowitz and Mr. Elias Sakellis will be paid to and retained by Ansonia Holdings B.V. (“**Ansonia**”) or an entity designated by Ansonia.

We believe that this authorisation will benefit our shareholders by enabling the Company to attract and retain qualified individuals to serve as Directors of the Company and to continue to provide leadership for the Company with the goal of enhancing long-term value for our shareholders.

**The Board recommends a vote “FOR” Proposal 3 to approve the standing authority for the cash compensation for our non-executive Directors.**

#### **PROPOSAL 4: ORDINARY RESOLUTION TO APPROVE THE STANDING AUTHORITY FOR THE GRANT OF ANNUAL EQUITY COMPENSATION TO NON-EXECUTIVE DIRECTORS**

We believe that it is advisable and in the best interests of our shareholders for our shareholders to authorise the Company to provide annual equity compensation to any non-executive Director appointed from time to time for his services rendered as a Director, in the following manner:

(a) an annual award (“**Annual Award**”) covering such number of ordinary shares in the capital of the Company, fully paid-up, reflecting a fair market value of US\$80,000, in accordance with the SIP 2014 and subject to the terms and conditions set forth in the award letter to be issued to him, or at the election by the CC to instead pay the cash amount of US\$80,000 in lieu of ordinary shares, which shall be determined by the CC in its sole discretion; and

(b) such standing authority to commence with effect from 1 January 2015, and a pro-rated amount of fees in ordinary shares or cash as aforesaid shall be payable to him if he does not complete a full calendar year of service.

This mandate, when passed by shareholders will continue on a perpetual basis without the need for renewal at subsequent annual general meetings, unless subsequently varied or revoked by an ordinary resolution passed by shareholders at a general meeting.

Any grant of an Annual Award and issue of ordinary shares pursuant thereto shall be conditional upon there being a subsisting valid authority conferred upon the Directors pursuant to Section 161 of the Singapore Companies Act in respect of the issue of ordinary shares. In the event that there is no valid authority pursuant to section 161 of the Singapore Companies Act that is subsisting, each such non-executive Director(s) will then be entitled to receive in cash, Director's fees equivalent to US\$80,000 in lieu of ordinary shares.

If Proposal 4 is approved by our shareholders, this authority will vary and replace in its entirety, with effect from 1 January 2015, the standing authority passed by the sole shareholder of the Company on 6 November 2014. This mandate, when passed by shareholders will continue on a perpetual basis without the need for renewal at subsequent annual general meetings, unless subsequently varied or revoked by an ordinary resolution passed by shareholders at a general meeting.

**The Board recommends a vote "FOR" Proposal 4  
to approve the standing authority for the annual equity compensation  
for non-executive Directors.**

**PROPOSAL 5:  
ORDINARY RESOLUTION TO APPROVE THE ONE-TIME EQUITY COMPENSATION  
TO MR. KENNETH GILBERT CAMBIE**

Approval is sought from our shareholders to grant a one-time award covering such number of ordinary shares in the capital of the Company, fully paid-up, reflecting a fair market value of US\$100,000, to be granted to Mr. Kenneth Gilbert Cambie for his services rendered as a Director, in accordance with the SIP 2014 and subject to the terms and conditions set forth in the award letter to be issued to him. This one-time award is without prejudice to and in addition to Proposals 3 and 4 above.

**The Board recommends a vote "FOR" Proposal 5  
to approve the one-time equity compensation to Mr. Kenneth Gilbert Cambie.**

**PROPOSAL 6:  
ORDINARY RESOLUTION TO AUTHORISE THE ORDINARY SHARE ISSUANCES**

We are incorporated in the Republic of Singapore. Under Singapore law, our Directors may only issue ordinary shares and make or grant offers, agreements or options that might or would require the issuance of ordinary shares, with the prior approval from our shareholders. We are submitting this Proposal 6 because we are required to do so under the laws of Singapore before we can issue any ordinary shares in connection with our equity compensation plans, possible future strategic transactions, or public and private offerings.

If this Proposal 6 is approved, the authorisation would be effective from the date of the AGM until the earlier of (i) the conclusion of the 2016 Annual General Meeting or (ii) the expiration of the period within which the 2016 Annual General Meeting is required by law to be held. The 2016 Annual General Meeting is required to be held no later than 15 months after the date of the AGM and no later than six months after the date of our 2015 financial year end.

Our Board believes that it is advisable and in the best interests of our shareholders for our shareholders to authorise our Directors to issue ordinary shares and to make or grant offers, agreements or options that might or would require the issuance of ordinary shares.

We are not submitting this Proposal 6 in response to a threatened takeover. In the event of a hostile attempt to acquire control of the Company, we could seek to impede the attempt by issuing ordinary shares, which may dilute the voting power of our existing shareholders. This could also have the effect of impeding the efforts of our shareholders to remove an incumbent director and replace him with a new director of their choice. These potential effects could limit the opportunity for our shareholders to dispose of their ordinary shares at the premium that may be available in takeover attempts.

Notwithstanding this general authorisation to issue our ordinary shares, we will be required to seek shareholder approval with respect to future issuances of ordinary shares where required under the rules of NYSE, such as where we propose to issue ordinary shares that will result in a change in control of the Company.

As of the date of this Proxy Statement, other than issuances of ordinary shares or agreements that would require the issuance of new ordinary shares in connection with our equity compensation plans and arrangements, we have no specific plans, agreements or commitments to issue any ordinary shares for which approval of this Proposal 6 is required. Nevertheless, our Board believes that it is advisable and in the best interests of our shareholders for our shareholders to provide this general authorisation in order to avoid the delay and expense of obtaining shareholder approval at a later date and to provide us with greater flexibility to pursue strategic transactions and acquisitions and to raise additional capital through public and private offerings of our ordinary shares as well as instruments convertible into our ordinary shares.

**The Board recommends a vote “FOR” Proposal 6  
to authorise the ordinary share issuances.**

**PROPOSAL 7:  
ORDINARY RESOLUTION TO AUTHORISE THE GRANT OF AWARDS UNDER THE SIP  
2014 AND/OR OPTIONS UNDER THE SOP 2014  
AND ALLOT AND ISSUE ORDINARY SHARES**

Proposal 7 is to authorise the Directors to (i) offer and grant awards, allot and issue ordinary shares, in accordance with the provisions of the SIP 2014, and/or (ii) offer and grant options, and allot and issue ordinary shares upon the exercise of options and payment of the exercise price, in accordance with the provisions of the SOP 2014.

The Company intends to continue to rely upon equity as a component of compensation. If shareholder approval is not granted to authorise the Directors to issue shares pursuant to the equity awards, we would have to review our compensation practices, and would likely have to substantially increase our cash compensation to retain key personnel.

Our Board expects that we will continue to issue ordinary shares and grant awards pursuant to the SIP 2014 and/or offer and grant options pursuant to the SOP 2014 in the future under circumstances similar to those in the past.

**The Board recommends a vote “FOR” Proposal 7  
to authorise the grant of awards under the SIP 2014 and/or options under the SOP 2014 and  
allot and issue ordinary shares.**

### **PART III – ADDITIONAL INFORMATION**

Kenon is a holding company that operates dynamic, primarily growth-oriented, businesses. The companies which Kenon owns, in whole or in part, are at various stages of development, ranging from established, cash generating businesses to early stage development companies.

The Kenon Shares are currently listed on the NYSE and the TASE under the symbol “KEN”.

#### *Kenon’s Share Registrar and Transfer Agent.*

Computershare may be contacted for information regarding the AGM as follows:

Computershare Shareholder Services  
PO Box 30170  
College Station, TX 77842-3170  
Toll Free Telephone: 877 373 6374  
Toll Number: +1 (781) 575 4223

#### Mailing addresses:

Shareholder correspondence should be mailed to:

Computershare Shareholder Services  
P.O. BOX 30170  
College Station, TX 77845-3170

Overnight correspondence should be sent to:

Computershare Shareholder Services  
211 Quality Circle, Suite 210  
College Station TX 77842

#### Shareholder website:

[www.computershare.com/investor](http://www.computershare.com/investor)

#### Shareholder online inquiries:

<https://www-us.computershare.com/investor/Contact>

#### *Where You Can Find Additional Information.*

Kenon is subject to the reporting requirements of the U.S. Securities Exchange Act of 1934, as applicable to foreign private issuers, and accordingly, files registration statements, reports, and other information with the SEC, including financial statements. Kenon’s Annual Report on Form 20-F (which does not form a part of this Proxy Statement and contains consolidated financial statements of Kenon as of and for the fiscal year ended December 31, 2014) was publicly filed with the SEC and, along with Kenon’s other filings, can be found on the SEC’s website at [www.sec.gov](http://www.sec.gov). You may also obtain copies of Kenon’s documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room.

Kenon also maintains a website that offer additional information: <http://www.kenon-holdings.com/>. Information contained on this website is not incorporated by reference into this Proxy Statement.

**KENON HOLDINGS LTD.**  
**(Incorporated in the Republic of Singapore)**  
**(Company Registration Number 201406588W)**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To Be Held on June 30, 2015**

To our Shareholders:

You are cordially invited to attend, and NOTICE IS HEREBY GIVEN, of the Annual General Meeting of the shareholders of KENON HOLDINGS LTD. (“**Kenon**” or the “**Company**”), which will be held at Pan Pacific Hotel, Andaman Room, 7 Raffles Blvd., Marina Square, Singapore 039595 at 10:00 a.m., Singapore time, on June 30, 2015 (the “**Annual General Meeting**”) for the following purposes:

**As Ordinary Business**

1. To re-elect each of the following Directors who will retire pursuant to Article 94 of our Articles of Association (the “**Articles**”) to the Board of Directors (the “**Board**”):
  - (a) Mr. Kenneth Gilbert Cambie;
  - (b) Mr. Laurence Neil Charney;
  - (c) Mr. Cyril Pierre-Jean Ducau;
  - (d) Mr. Nathan Scott Fine;
  - (e) Mr. Aviad Kaufman;
  - (f) Mr. Ron Moskovitz;
  - (g) Mr. Elias Sakellis; and
  - (h) Mr. Vikram Talwar.
2. To re-appoint KPMG LLP as our statutory Auditors for the financial year ending 31 December 2015, and to authorise the Directors to fix their remuneration.
3. To approve the payment of cash compensation to any non-executive Director appointed from time to time for his services rendered as a Director in the manner specified below:
  - (a) Annual cash compensation of US\$40,000 to each of the non-executive Directors of the Company for services rendered as a Director;
  - (b) Additional annual cash compensation of US\$50,000 to the Chairman of the Board for services rendered as Chairman of the Board;
  - (c) Additional annual cash compensation of US\$30,000 to the Chairman of the Audit Committee (“**AC**”) of the Board for services rendered as Chairman of the AC and for his participation on the AC;
  - (d) Additional annual cash compensation of US\$10,000 to the Chairman of the Nominating and Corporate Governance Committee (“**NC**”) of the Board for services rendered as Chairman of the NC and for his participation on the NC;
  - (e) Additional annual cash compensation of US\$10,000 to the Chairman of the Compensation Committee (“**CC**”) of the Board for services rendered as Chairman of the CC and for his participation on the CC;
  - (f) Additional annual cash compensation of US\$5,000 to each of the non-executive Directors for his participation on the AC on which such Director serves;



- (g) Additional annual cash compensation of US\$5,000 to each of the non-executive Directors for his participation on the NC on which such Director serves;
- (h) Additional annual cash compensation of US\$5,000 to each of the non-executive Directors for his participation on the CC on which such Director serves;
- (i) Additional attendance fee of US\$2,000 to each of the non-executive Directors for his attendance for each meeting of the Board;
- (j) Additional attendance fee of US\$1,500 to each of the non-executive Directors for his attendance for each meeting of the AC;
- (k) Additional attendance fee of US\$1,500 to each of the non-executive Directors for his attendance for each meeting of the NC; and
- (l) Additional attendance fee of US\$1,500 to each of the non-executive Directors for his attendance for each meeting of the CC,

such standing authority to commence with effect from 1 January 2015 and in relation to:

- (aa) the fees payable pursuant to sub-paragraphs (a) to (h) above, a pro-rated amount of fees shall be payable to such non-executive Director who does not complete a full calendar year of service; and
  - (bb) the fees payable pursuant to sub-paragraphs (i) to (l) above, half of the amount of fees shall be payable to such non-executive Director who participates in any of the meetings by means of a conference telephone, video conference telephone, or similar communications equipment in accordance with Article 101(B) of the Articles.
4. To approve, without prejudice to and in addition to Proposal 3 above, the grant of annual equity compensation to any non-executive Director appointed from time to time for his services rendered as a Director, in the following manner:
- (a) an annual award ("**Annual Award**") covering such number of ordinary shares in the capital of the Company ("**Shares**"), fully paid-up, reflecting a fair market value of US\$80,000, in accordance with the Kenon Holdings Ltd. Share Incentive Plan 2014 (the "**SIP 2014**") and subject to the terms and conditions set forth in the award letter to be issued to him, or at the election by the Compensation Committee to instead pay the cash amount of US\$80,000 in lieu of Shares, which shall be determined by the Compensation Committee in its sole discretion; and
  - (b) such standing authority to commence with effect from 1 January 2015, and a pro-rated amount of fees in Shares or cash as aforesaid shall be payable to if he does not complete a full calendar year of service.
5. To approve, without prejudice to and in addition to Proposals 3 and 4 above, the grant of a one-time award covering such number of Shares, fully paid-up, reflecting a fair market value of US\$100,000, to be granted to Mr. Kenneth Gilbert Cambie for his services rendered as a Director, in accordance with the Kenon Holdings Ltd. Share Incentive Plan 2014 and subject to the terms and conditions set forth in the award letter to be issued to him.

#### **As Special Business**

6. To consider and, if thought fit, to pass with or without any amendments the following as an Ordinary Resolution:
- RESOLVED THAT, pursuant to the passing of section 161 of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), but subject otherwise to the provisions of the Companies Act and the Articles, authority be and is hereby given to our Directors to:
- (a) (i) allot and issue ordinary shares in the capital of the Company ("**shares**"); and/or
  - (ii) make or grant offers, agreements or options that might or would require shares to be allotted and issued, whether after the expiration of this authority or otherwise

(including but not limited to the creation and issuance of warrants, debentures or other instruments convertible into shares), at any time to and/or with such persons and upon such terms and conditions and for such purposes as our Directors may in their absolute discretion deem fit, and with such rights or restrictions as our Directors may think fit to impose and as are set forth in the Articles; and

- (b) (notwithstanding the authority to be conferred by this resolution may have ceased to be in force) allot and issue shares in pursuance of any offer, agreement or option made or granted by our Directors while this resolution was in force,

and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

- 7. To consider and, if thought fit, to pass with or without any amendments the following as an Ordinary Resolution:

THAT authority be and is hereby given to the Board to:

- (a) offer and grant awards (“**Awards**”) of fully paid-up shares in accordance with the provisions of the Kenon Holdings Ltd. Share Incentive Plan 2014 (as amended from time to time) (the “**SIP 2014**”) and to allot and issue from time to time such number of ordinary shares in the capital of the Company (“**shares**”) as may be required to be delivered pursuant to the vesting of Awards under the SIP 2014; and
- (b) offer and grant options (“**Options**”) in accordance with the Kenon Holdings Ltd. Share Option Plan 2014 (the “**SOP 2014**”) to acquire shares and to allot and issue from time to time such number of shares as may be required to be delivered pursuant to the exercise of Options under the SOP 2014,

provided the total number of shares which may be delivered pursuant to Awards granted under the SIP 2014 and Options granted under the SOP 2014 on any date, when added to the total number of new shares allotted and issued and/or to be allotted and issued, and issued shares (including treasury shares) delivered and/or to be delivered, (i) pursuant to Awards already granted under the SIP 2014; and (ii) pursuant to Options already granted under the SOP 2014, shall not exceed three (3) per cent. of the total number of issued shares (excluding shares held by the Company as treasury shares) from time to time or such other limit as may be amended from time to time.

- 8. To transact any other business which may properly be transacted at any Annual General Meeting.

By order of the Board of Directors,



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Kenneth Cambie  
Chairman of the Board of Directors  
Singapore  
June 12, 2015

For additional information on the above proposals, please refer to the Proxy Statement, dated as of the date hereof (the “**Proxy Statement**”), accompanying this Notice.

## Notes

*Singapore Statutory Financial Statements.* At the Annual General Meeting, our shareholders will have the opportunity to discuss and ask questions regarding our Singapore audited accounts for the financial period ended December 31, 2014, together with the reports of the Directors and Auditors thereon, in compliance with the laws of Singapore. Shareholder approval of our Singapore audited accounts is not being sought by the Proxy Statement and will not be sought at the Annual General Meeting.

*Eligibility to vote at the Annual General Meeting; Receipt of Notice.* The Board has fixed the close of business of June 12, 2015 as the record date (the “**Record Date**”) for determining those beneficial shareholders of the Company who will be entitled to vote at the Annual General Meeting and receive copies of this Notice and the Proxy Statement. All shareholders of record on the date of the Annual General Meeting will be entitled to vote at the Annual General Meeting and receive copies of this Notice and Proxy Statement.

*Quorum.* Representation of not less than 33 1/3 % of the total number of issued and fully paid ordinary shares in the capital of Kenon as at the date of the Annual General Meeting, in person or by proxy, is required to constitute a quorum. Accordingly, it is important that your shares be represented at the Annual General Meeting.

*Proxies.* **Shareholders of Record:** A shareholder of record (member) entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy, or proxies, to attend and vote on his or her behalf. A proxy need not be a shareholder of record (member). Whether or not you plan to attend the Annual General Meeting, please complete, date and sign the enclosed proxy card and return it in the enclosed pre-paid envelope. A proxy card must be received by Computershare Trust Company, N.A. at Computershare Shareholder Services, P.O. BOX 30170, College Station, TX 77845-3170, no less than 48 hours before the time appointed for holding the Annual General Meeting (or within such other time as may be required by the Companies Act). You may revoke your proxy at any time prior to the time it is voted by (i) providing appropriate written notice to Kenon at c/o Computershare Shareholder Services, P.O. BOX 30170, College Station, TX 77845-3170, no less than 48 hours prior to the Annual General Meeting or (ii) attending the Annual General Meeting and voting in person.

**Beneficial Shareholders (New York Stock Exchange):** In order for your vote to be counted at the Annual General Meeting, you must have been a shareholder as at, and with effect from, the close of business (EST) on June 12, 2015. Your broker, bank, nominee or other institution will send a voting instruction form for you to use to direct how your shares should be voted. You may also vote your shares in person at the Annual General Meeting. For information on how to vote in person at the Annual General Meeting, see the Proxy Statement. If you do not intend to vote in person at the Annual General Meeting, your shares must be voted no less than 48 hours prior to the Annual General Meeting (or within such other time as may be required by the Companies Act or such longer period prior to the meeting as may be specified by the Depositary Trust Company’s (the “**DTC**”), or DTC participants’ procedures). If you would like to revoke your proxy, please contact the broker, bank, nominee or other institution which holds your shares to determine how to change or revoke your voting instructions.

**Beneficial Shareholders (Tel Aviv Stock Exchange):** In order for your vote to be counted at the Annual General Meeting, you must have been a shareholder as at, and with effect from, the close of business (EST) on June 12, 2015 and must (i) sign and date a proxy card in the form filed by Kenon on MAGNA, the distribution site of the Israeli Securities Authority, at [www.magna.isa.gov.il](http://www.magna.isa.gov.il) (“**MAGNA**”), on June 12, 2015 and attach to it a proof of ownership certificate from the TASE Clearing House Member through which your shares are held, indicating that you were the beneficial owner of such shares on June 12, 2015, the Record Date for determining those beneficial shareholders whose votes will be counted at the Annual General Meeting, and return the proxy card, along with the proof of ownership certificate, to Kenon via fax to +65 6351 1798, Attention: Robert Rosen, General Counsel no less than 48 hours prior to the Annual General Meeting (or within such other time as may be required by the Companies Act or such longer period prior to the meeting as may be specified by the Tel Aviv Stock Exchange’s procedures) or (ii) vote in person at the Annual General Meeting. For information on how to vote in person at the Annual General Meeting, see the

Proxy Statement. You may revoke your proxy at any time prior to the time it is voted by (i) communicating such revocation in writing to Kenon or by executing and delivering a later-dated proxy to Kenon via fax to +65 6351 1798, Attention: Robert Rosen, General Counsel, no less than 48 hours prior to the Annual General Meeting; or (ii) attending the Annual General Meeting and voting in person.

**The Proxy Statement and this Notice are each being published for the benefit of all holders of Kenon's shares, are being posted on Kenon's website, will be furnished to the U.S. Securities and Exchange Commission on a Report on Form 6-K, and will also be filed with the Tel Aviv Stock Exchange on an Immediate Report.**

*Personal data privacy.* By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or its service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or its service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



**Kenon Holdings Ltd.**  
**Registration Number: 201406588W**

Annual Report  
For the financial period from 7 March 2014 (date of  
incorporation) to 31 December 2014

KPMG LLP (Registration No. T08LL1267L), an accounting limited liability partnership registered in Singapore under the Limited Liability Partnership Act (Chapter 163A) and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative (“KPMG International”), a Swiss entity.

## **Directors' report**

We are pleased to submit this annual report to the members of the Company together with the audited financial statements for the financial period from 7 March 2014 (date of incorporation) to 31 December 2014.

## **Directors**

The directors in office at the date of this report are as follows:

Kenneth Cambie	(Appointed on 3 Nov 2014)
Lawrence Charney	(Appointed on 26 May 2014)
N. Scott Fine	(Appointed on 3 Nov 2014)
Vikram Talwar	(Appointed on 3 Nov 2014)
Cyril Ducau	(Appointed on 7 Mar 2014)
Ron Moskovitz	(Appointed on 12 Mar 2014)
Elias Sakellis	(Appointed on 26 May 2014)

## **Directors' interests**

Except as disclosed in this report, no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options of the Company, or of related corporations, either at the beginning of the financial period, or date of appointment if later, or at the end of the financial period.

Except as disclosed under the "Share options" section of this report, neither at the end of, nor at any time during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Except for salaries, bonuses and fees and those benefits that are disclosed in this report and in note 9 to the financial statements, since the beginning of the financial period, no director has received or become entitled to receive, a benefit by reason of a contract made by the Company or a related corporation with the director, or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

## **Share options and share plans**

During the financial period, there were:

- (i) no options granted by the Company to any person to take up unissued shares in the Company; and
- (ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company.

As at the end of the financial period, there were no unissued shares of the Company under option plan.

**Auditors**

At an extraordinary meeting of the Company held on 29 May 2014, KPMG LLP were appointed as statutory auditors of the Company with effect from the date of their recent consent to act.

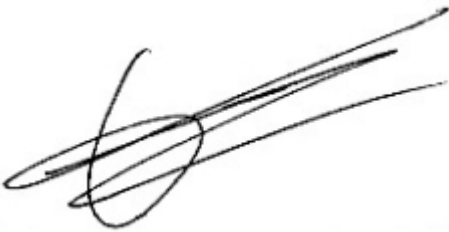
The auditors, KPMG LLP, have indicated their willingness to accept re-appointment.

On behalf of the Board of Directors



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**Kenneth Cambie**  
*Director*



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**Cyril Ducau**  
*Director*

March 31, 2015

**Statement by Directors**

In our opinion:

- (a) the financial statements set out on pages FS1 to FS17 are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2014 and the results, changes in equity and cash flows of the Group for the period ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

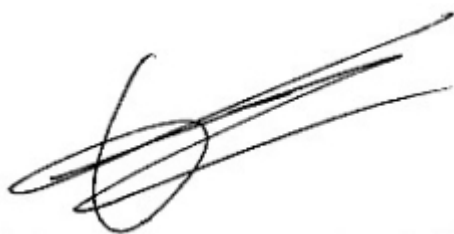
The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

On behalf of the Board of Directors



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**Kenneth Cambie**  
*Director*



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**Cyril Ducau**  
*Director*

March 31, 2015





**KPMG LLP**  
16 Raffles Quay #22-00  
Hong Leong Building  
Singapore 048581

Telephone +65 6213 3388  
Fax +65 6225 0984  
Internet [www.kpmg.com.sg](http://www.kpmg.com.sg)

## **Independent auditors' report**

Members of the Company  
Kenon Holdings Ltd

### **Report on the financial statements**

We have audited the accompanying financial statements of Kenon Holdings Ltd ('the Company'), and its subsidiary ('the Group'), which comprise the statements of financial position of the Group and the Company as at 31 December 2014, the statements of profit or loss and other comprehensive income, changes in equity and statement of cash flows of the Group for the financial period from 7 March 2014 (date of incorporation) to 31 December 2014, and a summary of significant accounting policies and other explanatory information, as set out on pages FS1 to FS17.

#### *Management's responsibility 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 Singapore Companies Act, Chapter 50 (the Act) and Singapore Financial Reporting Standards, 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 profit and loss accounts and balance sheets and to maintain accountability of assets.

#### *Auditors' responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

KPMG LLP (Registration No. T08LL1267L), an accounting limited liability partnership registered in Singapore under the Limited Liability Partnership Act (Chapter 163A) and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.



***Kenon Holdings Ltd***  
*Independent auditors' report*  
*Financial period from 7 March 2014 (date of incorporation)*  
*to 31 December 2014*

*Opinion*

In our opinion, the consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2014 and the results, changes in equity and cash flows of the Group for the financial period from 7 March 2014 (date of incorporation) to 31 December 2014.

*Emphasis of matter*

Without qualifying our opinion, we draw attention to Note 14 to the financial statements which states that the Company has, subsequent to the balance sheet date, acquired certain businesses from its parent company and extended a loan to one of the businesses acquired.

**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 have been properly kept in accordance with the provisions of the Act.

*KPMG LLP*

**KPMG LLP**  
*Public Accountants and*  
*Chartered Accountants*

**Singapore**  
March 31, 2015

***Kenon Holdings Ltd***  
*Financial statements*  
*Financial period from 7 March 2014 (date of incorporation)*  
*to 31 December 2014*

**Statements of financial position**

As at 31 December 2014	Note	Group and Company 2014 US\$'000
<b>Assets</b>		
Property, plant and equipment	4	365
Investment in subsidiary	7	—
Deposits		68
<b>Non-current assets</b>		<b>433</b>
Prepayments		21
Cash and cash equivalents		305
<b>Current assets</b>		<b>326</b>
<b>Total assets</b>		<b>759</b>
<b>Equity</b>		
Share capital	6	3,500
Capital reserve		4,500
Accumulated deficit		(7,609)
<b>Total equity</b>		<b>391</b>
<b>Liabilities</b>		
Accruals		19
Trade payables		349
<b>Current liabilities</b>		<b>368</b>
<b>Total liabilities</b>		<b>368</b>
<b>Total equity and liabilities</b>		<b>759</b>

The accompanying notes form an integral part of these financial statements.

***Kenon Holdings Ltd***  
*Financial statements*  
*Financial period from 7 March 2014 (date of incorporation)*  
*to 31 December 2014*

**Consolidated statement of profit or loss and other comprehensive income**  
**For the financial period from 7 March 2014 (date of incorporation) to 31 December 2014**

	Note	2014 US\$'000
Revenue		—
Cost of sales		—
<b>Gross profit</b>		<b>—</b>
General and administrative expenses	9	7,609
<b>Loss before tax</b>		<b>7,609</b>
Tax expense	10	—
<b>Loss for the period</b>		<b>7,609</b>
Other comprehensive income		—
<b>Total comprehensive loss for the period</b>		<b><u>7,609</u></b>

The accompanying notes form an integral part of these financial statements.

**Kenon Holdings Ltd**  
*Financial statements*  
*Financial period from 7 March 2014 (date of incorporation)*  
*to 31 December 2014*

**Consolidated statement of changes in equity**

**For the financial period from 7 March 2014 (date of incorporation) to 31 December 2014**

	Note	Share capital US\$'000	Capital reserve US\$'000	Accumulated deficit US\$'000	Total US\$'000
At 7 March 2014		—	—	—	—
Total comprehensive loss for the period		—	—	(7,609)	(7,609)
<b>Transactions with owners, recognised directly in equity</b>					
Share-based payment transactions	5	—	4,500	—	4,500
Shares issued during the period	6	3,500	—	—	3,500
At 31 December 2014		<u>3,500</u>	<u>4,500</u>	<u>(7,609)</u>	<u>391</u>

The accompanying notes form an integral part of these financial statements.

**Consolidated statement of Cash flows**  
**For the financial period from 7 March 2014 (date of incorporation) to 31 December 2014**

	<b>2014</b> <b>US\$'000</b>
<b>Cash flows from operating activities</b>	
Loss before income tax	(7,609)
Adjustments:	
– Depreciation	7
– Share plan expense	4,500
	<u>(3,102)</u>
Changes in:	
– deposits	(68)
– prepayments	(21)
– accruals	19
– trade payables	35
	<u>(3,137)</u>
Tax paid	<u>—</u>
<b>Net cash used in operating activities</b>	<u>(3,137)</u>
<b>Cash flows from investing activities</b>	
Acquisition of property, plant and equipment	<u>(58)</u>
<b>Net cash used in investing activities</b>	<u>(58)</u>
<b>Cash flows from financing activities</b>	
Proceeds from issue of share capital	3,500
<b>Net cash from financing activities</b>	<u>3,500</u>
<b>Net increase in cash and cash equivalents</b>	<u>305</u>
Cash and cash equivalents at 7 March 2014 (date of incorporation)	<u>—</u>
<b>Cash and cash equivalents at 31 December 2014</b>	<u><u>305</u></u>

The accompanying notes form an integral part of these financial statements.

## **Notes to the financial statements**

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on March 31, 2015.

### **1 Domicile and activities**

Kenon Holdings Ltd (the “Company”) is incorporated in the Republic of Singapore. The address of the Company’s registered office is 80 Raffles Place, #26-01 UOB Plaza 1, Singapore 048624.

The Company is a holding company and was incorporated to receive investments spun-off from its parent company, Israel Corporation Ltd. (“IC”). The principal place of business for the Company is 1 Temasek Avenue, #36-01 Millenia Tower, Singapore 039192.

Subsequent to the period end, on 7 January 2015, the Company issued a further 29,883,015 ordinary shares to IC and IC distributed these shares, together with the existing shares it held in the Company, to its shareholders as dividend in kind on 9 January 2015, and as a result, IC ceased to be the parent company of the Company.

The financial statements of the Group as at and for the financial period ended 31 December 2014 comprise the Company and its subsidiary (together referred to as the “Group”).

### **2 Basis of preparation**

#### **2.1 Statement of compliance**

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (“FRS”).

#### **2.2 Basis of measurement**

The financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

#### **2.3 Functional and presentation currency**

These financial statements are presented in US dollars, which is the Company’s functional currency. All financial information presented in US dollars has been rounded to the nearest thousand, unless otherwise stated.

#### **2.4 Use of estimates and judgements**

The preparation of financial statements in conformity with FRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

### **3 Significant accounting policies**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

### 3.1 Basis of consolidation

#### Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it 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 financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Investments in subsidiaries are stated in the Company's statement of financial position at cost less accumulated impairment losses.

### 3.2 Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period.

### 3.3 Financial instruments

#### Non-derivative financial assets

The Company initially recognises loans and receivables on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company classifies non-derivative financial assets as loans and receivables.

#### Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents and other receivables.



### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and short-term deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value, and are used by the Company in the management of its short-term commitments. For the purpose of the statement of cash flows, pledged deposits are excluded whilst bank overdrafts that are repayable on demand and that form an integral part of the Company's cash management are included in cash and cash equivalents.

### Share capital

#### *Ordinary shares*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

## 3.4 Property, plant and equipment

### Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

### Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment.

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use.

The estimated useful lives for the current period are as follows:

- |   |              |
|---|--------------|
| • Fixtures, fittings and office equipment | 3 – 5 years  |
| • Computer equipment                      | 3 – 5 years  |
| • Leasehold improvements                  | 5 – 10 years |

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

### 3.5 Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

In determining the amount of current and deferred tax, the Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

### 3.6 Impairment

#### Non-derivative financial assets

A financial asset not carried at fair value through profit or loss is assessed at the end of each reporting period to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event has an impact on the estimated future cash flows of that asset that can be estimated reliably.

#### Loans and receivables

The Company considers evidence of impairment for loans and receivables at both a specific asset and collective level. An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows,

discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against receivables. When a subsequent event (e.g. repayment by a debtor) causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

#### Non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit ("CGU") exceeds its estimated recoverable amount.

### 3.7 Employee benefits

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees.

#### Share-based compensation plans

Qualifying employees are awarded grants of the Company's shares under the Company's 2014 Share Incentive Plan. The fair value of the grants are recognised as an employee compensation expense, with a corresponding increase in equity. The expense is amortised over the service period – the period that the employee must remain employed to receive the benefit of the award. At each balance sheet date, the Company revises its estimates of the number of grants that are expected to vest. It recognises the impact of the revision of original estimates in employee expenses and in a corresponding adjustment to equity over the remaining vesting period.

### 3.8 Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

### 3.9 Lease payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

### 3.10 Key management personnel

Key management personnel of the Company are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company. The directors, chief executive officer, interim chief financial officer and general counsel are considered as key management personnel of the Company.

### 3.11 New standards and interpretations not adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 7 March 2014, and have not been applied in preparing these financial statements. Those which may be relevant to the Company are not expected to have a significant effect on the financial statements of the Company in future financial periods.

## 4 Property, plant and equipment

	Furniture, fittings and office equipment US\$'000	Computer equipment US\$'000	Leasehold improvements US\$'000	Total US\$'000
<b>Group and Company</b>				
<b>Cost</b>				
At 7 March 2014	—	—	—	—
Additions for the period	84	182	106	372
At 31 December 2014	<u>84</u>	<u>182</u>	<u>106</u>	<u>372</u>
<b>Accumulated depreciation</b>				
At 7 March 2014	—	—	—	—
Depreciation for the period	2	3	2	7
At 31 December 2014	<u>2</u>	<u>3</u>	<u>2</u>	<u>7</u>
<b>Carrying amount</b>				
At 7 March 2014	—	—	—	—
At 31 December 2014	<u>82</u>	<u>179</u>	<u>104</u>	<u>365</u>

## 5 Share incentive plan

Share-based compensation benefits are awarded to employees of the Company under the 2014 Share Incentive Plan ("SIP"). The plan provides grants of the Company's shares, as well as stock options in respect of the Company's shares, to management and directors of the Company, its subsidiaries and IC pursuant to awards, which may be granted by the Company from time to time, representing up to 3% of the total issued shares (excluding treasury shares) of the Company.

During the year, share awards were granted to qualifying employees of the Company. Such shares are vested upon the satisfaction of certain conditions, including the recipient's continued employment in a specified capacity and the Company's listing on each of the New York Stock Exchange and the Tel Aviv Stock Exchange. The aggregate number of shares that will vest is to be determined based upon the the average closing price of the Company's shares over the first three trading days commencing upon the listing date.

The Company's shares commenced trading on the Tel Aviv Stock Exchange on 11 January 2015 and on the New York Stock Exchange on 15 January 2015. Consequently, 225,000 shares granted under the SIP vested on this date. Awards for a further 47,000 shares will vest in 2017 if the respective employees satisfy the continued employment condition.

The Company recognized share based payment expenses of \$4,500,000 as general and administrative expenses and a corresponding increase in equity under share capital.

## 6 Share capital

	Company 2014 No. of shares (‘000)
<b>Ordinary Shares</b>	
In issue at 7 March 2014 (date of incorporation)	—
Issued for cash and bonus shares	23,500
In issue at 31 December 2014	<u>23,500</u>

### *Issuance of ordinary shares*

On the date of incorporation, the Company issued 1 ordinary share at \$1 per share.

In June 2014, the Company issued 19,999,999 bonus ordinary shares with no consideration.

In September 2014, the Company issued 2,500,000 ordinary shares at \$1 per share.

In December 2014, the Company issued 1,000,000 ordinary shares at \$1 per share.

### *Capital management*

The capital structure of the Company comprises of issued capital and accumulated profits. The management manages its capital structure to ensure that the Company will be able to continue to operate as a going concern. The Company is not subjected to externally imposed capital requirements.

## 7 Investment in subsidiary

	Company 2014 US\$’000
Unquoted equity investments, at cost	<u>—</u>

Details of the subsidiary are as follows:

Name of subsidiary	Principal activities	Principal place of business	Ownership interest 2014 %
Kenon UK Services Ltd	Dormant company	United Kingdom	100

## 8 Financial instruments

### **Financial risk management**

#### **Overview**

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- market risk
- liquidity risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

### **Risk management framework**

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management. Management is responsible for developing and monitoring the Company's risk management. Management reports regularly to the Board of Directors on its activities.

### **Credit risk**

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash and cash equivalent, other receivables and deposits.

The carrying amount of financial assets in the statement of financial position represents the Company's maximum exposure to credit risk. The Company does not hold any collateral in respect of its financial assets.

The cash and cash equivalents are held with bank and financial institution counterparty, which are rated AA- to AA+, based on rating agency Standard & Poor's ratings.

### **Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

### **Currency risk**

The Company is exposed to currency risk on sales, purchases and borrowings, that are denominated in a currency other than the Company's functional currency, the US dollar (USD). The currencies in which these transactions primarily are denominated is Singapore dollar (SGD).

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

#### *Exposure to currency risk*

At the reporting date, the Company's exposure to foreign currency risk was as follows:

	<b>Group and Company SGD US\$'000</b>
Trade payables	304
	<u>304</u>

### **Sensitivity analysis**

A weakening (strengthening) of the Singapore dollar (SGD), as indicated below, against the US dollar at 31 December would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecasted sales and purchases.

	Profit or loss US\$'000	Equity US\$'000
<b>31 December 2014</b>		
SGD (3% strengthening)	(9)	(9)
SGD (3% weakening)	<u>9</u>	<u>9</u>

### **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company monitors its liquidity and maintains a level of cash and cash equivalents deemed adequate by management to finance the Company's operations and to mitigate the effects of fluctuations in cash flows.

The contractual obligations of financial liabilities are presented on the balance sheet and payable within 1 year.

## **9 General and administrative expenses**

The following items have been included in arriving at loss for the period:

	Group Financial period from 7 March 2014 (date of incorporation) to 31 December 2014 US\$'000
Operating lease expense	44
Professional expenses	2,705
Depreciation and amortisation expenses	7
Employee benefits expense (see below)	4,652
Others	<u>201</u>
	<u>7,609</u>
<b>Employee benefits expense</b>	
Salaries, bonuses and other costs	147
Contributions to defined contribution plans	5
Share plan expense	<u>4,500</u>
	<u>4,652</u>

## 10 Income tax expense

	Group Financial period from 7 March 2014 (date of incorporation) to 31 December 2014 US\$'000
<b>Current tax expense</b>	
Current period	—
<b>Reconciliation of effective tax rate</b>	
Loss before taxation	(7,609)
Income tax using corporate tax rate of 17%	(1,294)
Non-deductible expenses	765
Current year's losses for which no deferred tax asset was recognised	529
	—

## 11 Operating leases

### *Leases as lessee*

The Company entered into a non-cancellable operating lease for the office rental at its place of business. Non-cancellable operating lease rentals are payable as follows:

	Group and Company 2014 US\$'000
Within one year	242
Between one and five years	444
	686

## 12 Related parties

For the purpose of this financial statements, parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.



**Kenon Holdings Ltd**  
*Financial statements*  
*Financial period from 7 March 2014 (date of incorporation)*  
*to 31 December 2014*

Other than disclosed elsewhere in the financial statements during the period, the company engaged in the following significant related party transactions on terms agreed between the parties:

Key management personnel are those persons defined in Note 3.9.

	Group Financial period from 7 March 2014 (date of incorporation) to 31 December 2014 US\$'000
Short-term employee benefits	109
Share-based payments	4,500
	<u>4,609</u>

***Other related party transactions***

	Group Financial period from 7 March 2014 (date of incorporation) to 31 December 2014 US\$'000
Israel Corporation Ltd. – recharge of legal and professional fees	1,935

There were no outstanding related party balances as at 31 December 2014.

### **13 Comparative information**

No comparative figures have been presented as this is the first set of statutory financial statements prepared by the Company since the date of its incorporation.

### **14 Subsequent events**

- i) On 7 January 2015 IC contributed its holdings in I.C. Power Ltd. (“I.C. Power”), Qoros Automotive Co. Ltd. (“Qoros”), ZIM Integrated Shipping Services Ltd. (“ZIM”), Tower Semiconductor Ltd. (Tower) and certain other smaller assets and entities, to the Company in exchange for 29,883,015 shares of the Company. All the Company’s shares were, in turn, distributed on 9 January 2015 to the shareholders of IC as a dividend in kind.

On 11 January 2015 the Company’s shares commenced trading on the Tel Aviv Stock Exchange and on 15 January 2015 in the New York Stock Exchange.

After the transaction the Company holds 100% interest in I.C. Power, 50% interest in Qoros, 32% interest in ZIM and 29% interest in Tower. I.C. Power, through its subsidiaries, is engaged in the production, operation and sale of electricity in countries in Latin America, the Caribbean region and Israel. It also is engaged in the construction and operation of power stations in Latin America. Qoros is a China-based automotive company that is jointly-owned with a subsidiary of Chery, a state controlled holding enterprise and large Chinese automobile manufacturing company. Qoros is an associated company. ZIM is an associated company that provides shipping services. Tower is a publicly traded company on Chinese automobile manufacturing company. Qoros is an associated company. ZIM is an

associated company that provides shipping services. Tower is a publicly traded company on NASDAQ and Tel Aviv Stock Exchange that is engaged in the manufacture of semi-conductors, and integrated circuits. Tower is an associated company.

- ii) On 12 February 2015 the Company provided a loan of RMB400,000,000 (US\$64,360,000) to Qoros, funded by cash in hand and a US\$45,000,000 loan to the Company from IC drawn under a US\$200,000,000 credit facility provided to the Company by IC.

**Kenon Holdings Ltd.**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number 201406588W)

Important Annual General Meeting Information



IF YOU HOLD YOUR KENON SHARES THROUGH THE TEL AVIV STOCK EXCHANGE (TASE), PLEASE COMPLETE AND RETURN THE BOTTOM PORTION TO KENON VIA FAX AT +65 6351 1798, ALONG WITH YOUR OWNERSHIP CERTIFICATION SIGNED BY YOUR TASE CLEARING HOUSE MEMBER. IF YOU HOLD YOUR KENON SHARES IN "STREET NAME" THROUGH A BROKER, BANK, NOMINEE, OR OTHER INSTITUTION, BUT DO NOT HOLD YOUR KENON SHARES THROUGH THE TASE, DO NOT COMPLETE AND RETURN THE BOTTOM PORTION. YOUR BROKER, BANK, NOMINEE OR OTHER INSTITUTION WILL SEND A VOTING INSTRUCTION FORM FOR YOU TO USE TO DIRECT HOW YOUR KENON SHARES SHOULD BE VOTED.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



## Annual General Meeting Proxy Card

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

### **A** Proposals — The Board of Directors recommends a vote **FOR** Proposals 1(a)-(h), 2, 3, 4, 5, 6 and 7.

#### 1. Re-Election of Directors:

	For	Against	Abstain		For	Against	Abstain	
1(a) - Cambie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2. Re-Appointment of Statutory Auditors for the Financial Year Ending 31 December 2015 and Authorisation of Our Directors to Fix Their Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	+
1(b) - Charney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. To Approve the Standing Authority for Payment of Cash Compensation to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1(c) - Ducau	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. To Approve the Standing Authority for the Grant of Annual Equity Compensation to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1(d) - Fine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. To Approve the One-Time Equity Compensation to Mr. Kenneth Gilbert Cambie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1(e) - Kaufman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To Authorise the Ordinary Share Issuances	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1(f) - Moskovitz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To Authorise the Grant of Awards under the Kenon Holdings Ltd. Share Incentive Plan 2014 and/or Options under the Kenon Holdings Ltd. Share Option Plan 2014 and to Allot and Issue Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1(g) - Sakellis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Number of Shares Voted</b> <input type="text"/>	<input type="checkbox"/>	<b>PLEASE MARK THE BOX TO THE LEFT IF YOU WOULD LIKE TO APPOINT A PROXY, OTHER THAN THE CHAIRMAN OF THE ANNUAL GENERAL MEETING, TO VOTE YOUR SHARES. YOU WILL ALSO NEED TO COMPLETE PAGE 2.</b>		
1(h) - Talwar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

### **B** Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as your name(s) appears hereon or, if you hold ordinary shares in Kenon through the Tel Aviv Stock Exchange, as your name appears on the Ownership Certification signed by your TASE Clearing House Member. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title. Kenon shall be entitled to reject the proxy card if it is incomplete, improperly completed or illegible or where the true intentions of the appoint or are not ascertainable from the instructions of the appointor specified in the proxy card.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.





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**Annual General Meeting Admission Ticket**

**Kenon Holdings Ltd.**

**Annual General Meeting of Shareholders**

**June 30, 2015, 10:00 AM (Singapore Time)**

**Pan Pacific Hotel, Andaman Room  
7 Raffles Blvd., Marina Square  
Singapore 039595**

**Upon arrival, please present this admission ticket  
and photo identification at the registration desk.**

**IF YOU HOLD YOUR KENON SHARES THROUGH THE TEL AVIV STOCK EXCHANGE (TASE), PLEASE COMPLETE AND RETURN THE BOTTOM PORTION TO KENON VIA FAX AT +65 6351 1798, ALONG WITH YOUR OWNERSHIP CERTIFICATION SIGNED BY YOUR TASE CLEARING HOUSE MEMBER. IF YOU HOLD YOUR KENON SHARES IN "STREET NAME" THROUGH A BROKER, BANK, NOMINEE, OR OTHER INSTITUTION, BUT DO NOT HOLD YOUR KENON SHARES THROUGH THE TASE, DO NOT COMPLETE AND RETURN THE BOTTOM PORTION. YOUR BROKER, BANK, NOMINEE OR OTHER INSTITUTION WILL SEND A VOTING INSTRUCTION FORM FOR YOU TO USE TO DIRECT HOW YOUR KENON SHARES SHOULD BE VOTED.**

**IF YOU WOULD LIKE TO APPOINT A PROXY, OTHER THAN THE CHAIRMAN OF THE ANNUAL GENERAL MEETING, TO VOTE YOUR SHARES,  
▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼**

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**Kenon Holdings Ltd. (Incorporated in the Republic of Singapore) (Company Registration Number 201406588W)**

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**Proxy Solicited by Board of Directors**

Personal Data Privacy

By submitting an instrument appointing a proxy and/or representative, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated June 12, 2015.

Proxy

I/We \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) hereby nominate/appoint \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) and/or \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) or failing the person, or either or both of the persons referred to above, the Chairman of the Annual General Meeting, in respect of \_\_\_\_\_ number of Kenon Shares, as proxy(ies) of Cede & Co. to attend, speak and vote on behalf of Cede & Co., if necessary to demand a poll at the Annual General Meeting of the Company to be held at Pan Pacific Hotel, Andaman Room, 7 Raffles Blvd., Marina Square, Singapore 039595 on June 30, 2015, and at any adjournment thereof.

**Shares represented by this proxy will be voted at the Annual General Meeting and any adjournments in the manner described herein. If no contrary indication is made, the Proxy(ies) will have authority to vote FOR Proposals 1(a) to (h) and Proposals 2 to 7.**

**In his/her/their discretion, the Proxy(ies) is/are authorized to vote upon such other business as may properly come before the meeting.**

(Items to be voted appear on reverse side.)

