

Notice of Annual General Meeting



Keppel Land Limited
(Incorporated in Singapore)
(Co. Reg. No.: 189000001G)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Raffles City Convention Centre, Atrium Ballroom, Level 4, 80 Bras Basah Road, Singapore 189560 on Thursday, 30 April 2015 at 11.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2014. **(Resolution 1)**
2. To declare a final one-tier tax exempt dividend of 14 cents per share for the year ended 31 December 2014 (2013: a final one-tier tax exempt dividend of 13 cents per share). **(Resolution 2)**
3. (a) To re-elect Mr Chan Hon Chew, who will retire pursuant to Article 100 of the Company's Articles of Association and who, being eligible, is offering himself for re-election **(Resolution 3, see Note 2)**; and
(b) To note that Mrs Lee Ai Ming and Mr Heng Chiang Meng will also be retiring at this Annual General Meeting, but will not be offering themselves for re-election.
4. To re-appoint Mr Tan Yam Pin who, being over the age of 70 years, will cease to be a Director at this Annual General Meeting, and who, being eligible, offers himself for re-appointment pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 4, see Note 2)**
5. To approve Directors' fees of \$1,246,000 for the year ended 31 December 2014 (2013: \$1,334,000). **(Resolution 5)**
6. To re-appoint Messrs Ernst & Young LLP as Auditors, and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

7. To consider and, if thought fit, approve with or without modifications, the following resolutions which will be proposed as Ordinary Resolutions:
 - 7.1 That pursuant to Section 161 of the Companies Act and the Company's Articles of Association, authority be and is hereby given to the Directors of the Company to:
 - (1) (a) issue shares in the capital of the Company ("**Shares**"), whether by way of rights, bonus or otherwise, and including any capitalisation pursuant to the Company's Articles of Association of any sum for the time being standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution; and/or
(b) make or grant offers, agreements or options that might or would require Shares to be issued (including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares) (collectively, "**Instruments**"),

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

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- (2) (notwithstanding that the authority so conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while the authority was in force;

provided that:

- (i) in exercising the authority granted under this Resolution, the Company shall comply with the provisions of the Companies Act, the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST or the Listing Manual of the SGX-ST is no longer applicable to the Company) and the Articles of Association for the time being of the Company; and
- (ii) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier. (**Resolution 7**, see Note 3)

8. To transact such other business which can be transacted at the Annual General Meeting of the Company.

NOTICE IS ALSO HEREBY GIVEN that the electronic copy of the Company's Annual Report 2014 will be published on the Company's website on 15 April 2015. The Company's website address is <http://www.keppelland.com/ar2014>.

NOTICE HAD BEEN GIVEN on 5 February 2015 that the Share Transfer Books and the Register of Members of the Company will be closed from 7 May 2015 after 5.00 p.m. to 11 May 2015 (both dates inclusive) for the preparation of dividend warrants. Duly completed transfers in respect of ordinary shares in the capital of the Company ("**Shares**") received by the Company's registrar, KCK CorpServe Pte Ltd, 333 North Bridge Road #08-00, KH KEA Building, Singapore 188721 up to the close of business at 5.00 p.m. on 7 May 2015 will be registered to determine shareholders' entitlement to the proposed final dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with Shares at 5.00 p.m. on 7 May 2015 will be entitled to the proposed final dividend.

By Order of the Board



Anna Tan
Joint Company Secretaries



Tok Boon Sheng

Singapore, 15 April 2015

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Notes:

1. A Member is entitled to appoint one proxy or two proxies to attend and vote in his place. A proxy need not also be a Member of the Company. The instrument appointing a proxy must be deposited at the registered office of the Company at 230 Victoria Street #15-05, Bugis Junction Towers, Singapore 188024, not less than 48 hours before the time appointed for holding the Annual General Meeting.
2. Detailed information about these Directors can be found in the Board of Directors, and Profile of Directors and Senior Management sections of the Company's Annual Report for the year ended 31 December 2014.

Mr Chan Hon Chew will upon re-election, continue to serve as a member of the Audit and Board Risk Committees. Mr Chan is the Chief Financial Officer of Keppel Corporation Limited, appointed with effect from 1 February 2014. His principal directorships include Keppel Offshore & Marine Ltd, Keppel Infrastructure Holdings Pte Ltd and Keppel Telecommunications & Transportation Ltd. He is also the Chairman of Keppel DC REIT Management Pte. Ltd. (the Manager of Keppel DC REIT). Mr Chan is considered by the Board to be a non-independent Director.

Mr Tan Yam Pin will upon re-appointment, continue to serve as Chairman of the Remuneration and Board Safety Committees. Mr Tan is a Director of Great Eastern Holdings Limited and Singapore Post Limited. He has been a member of the Singapore Public Service Commission since 1990. He was a former Board Member of BlueScope Steel Limited (Australia) until November 2013. Mr Tan is considered by the Board to be an independent Director.

3. Ordinary Resolution 7 is to empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting to issue Shares and Instruments in the Company.

Personal Data Privacy:

By submitting an instrument appointing proxy or proxies, and/or representative(s) to attend, speak and vote at the annual general meeting and/or any adjournment thereof, a member (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 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"), and (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 service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure of such individual's personal data for the Purposes.