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JOINT VENTURE WITH RUSTOMJEE GROUP TO DEVELOP AN INTEGRATED TOWNSHIP IN THE MUMBAI METROPOLITAN REGION, INDIA

Keppel Corporation Limited (the “**Company**”) wishes to announce that Keppel Land Limited has, through its wholly-owned subsidiary, Lipalton Pte. Ltd. (“**Lipalton**”), entered into an investment agreement (“**Investment Agreement**”) with Keystone Realtors Private Limited (which operates under the name Rustomjee Group) (“**KRPL**”) and Kapstone Constructions Private Limited (“**JVCo**”), to jointly develop the residential and supporting retail units in a 51.4 hectare integrated township in the Thane district, located in the Mumbai Metropolitan Region, India (“**Urbania Township**”) through the JVCo. The JVCo owns certain land parcels in the Urbania Township and holds development rights in the remaining land parcels.

Pursuant to the Investment Agreement:

- (a) Lipalton will be subscribing for 10 Compulsorily Convertible Preference Shares (“**CCPS**”) and series I compulsorily convertible debentures (“**Series I CCDs**”) for a total amount of INR1,326 million (approximately S\$25.3 million) and series II-C compulsorily convertible debentures (“**Series II-C CCDs**”) issued by the JVCo (the “**Investment**”) for an amount of INR2,765 million (approximately S\$52.9 million). The aggregate amount of INR4,091 million (approximately S\$78.2 million) is subject to completion adjustments (“**Total Investment Amount**”); and
- (b) in addition to the 5,241,004 Class B equity shares in the JVCo currently held by KRPL and its affiliates, KRPL will be subscribing for Series II-B CCDs issued by the JVCo for INR765 million (approximately S\$14.6 million) and converting its existing non-convertible debentures issued by the JVCo into Series II-B CCDs for INR2,113 million (approximately S\$40.4 million).

The Total Investment Amount will be payable to the JVCo in cash upon completion of the Investment (“**Completion**”). It was arrived at taking into account, among others, the location and development potential for the Urbania Township, prices of comparable properties in the Thane District, prevailing market conditions and the unaudited net asset value of the JVCo. The final consideration for the CCPS will be determined by Completion based on an independent valuation to be conducted on the JVCo, which will be announced at a later date. The unaudited net tangible asset value of the JVCo attributable to 49% of the total voting rights of the JVCo and adjusted to include the estimated aggregate value of the Urbania Township, was approximately INR4,103 million (approximately S\$78.4 million) as at 30 June 2019.

Completion is subject to the satisfaction of conditions precedent (including but not limited to KRPL and the JVCo obtaining the requisite regulatory and third party approvals and the transfer of 4 Class B equity shares in the JVCo from the KRPL’s affiliates to KRPL), and is expected to take place around the first quarter of 2020.

Following Completion, Lipalton will hold 49% of the total voting rights of the JVCo and the JVCo will become an associated company of the Company. Assuming that the CCPS and all the compulsorily convertible

debentures held by Lipalton and KRPL after Completion are converted into equity shares of the JVCo, Lipalton will continue to hold 49% and KRPL will hold 51% of the total voting rights of the JVCo.

None of the directors and controlling shareholders of the Company has any interest, direct or indirect, in the Investment, other than through their shareholding interests, if any, in the Company.

The above transaction is not expected to have any material impact on the net tangible assets per share or earnings per share of the Company for the current financial year.