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K-REITasia

(Constituted in the Republic of Singapore pursuant to a trust deed dated 28 November 2005 (as amended))
Managed by K-REIT Asia Management Limited (Company Registration No. 200411357K)

Notice Of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of K-REIT Asia ("K-REIT") will be held on 10 November 2011 at 3.00 p.m. at Marina Bay Sands Expo and Convention Centre, Level 3, Hibiscus Main Ballroom (3601A to 3703), 10 Bayfront Avenue, Singapore 018956, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

THE PROPOSED ACQUISITION OF AN EQUITY INTEREST IN OCEAN PROPERTIES PTE. LIMITED, WHICH OWNS OCEAN FINANCIAL CENTRE

That:

- (a) approval be and is hereby given for the acquisition (the "Acquisition") of approximately 87.51% of the issued share capital of Ocean Properties Pte. Limited ("OPPL"), which owns Ocean Financial Centre, from Straits Property Investments Pte Ltd (the "Vendor"), a wholly-owned subsidiary of Keppel Land Limited, on the terms and conditions set out in the conditional sale and purchase agreement (the "SPA") dated 17 October 2011 entered into between RBC Dexia Trust Services Singapore Limited, as trustee of K-REIT (the "Trustee"), the Vendor and Keppel Land Properties Pte Ltd, as the guarantor of the Vendor's obligations under the SPA;
- (b) approval be and is hereby given for the grant of a call option by the Trustee in favour of the Vendor pursuant to which the Vendor shall have the right to acquire approximately 87.51% equity interest in OPPL, or equivalent, for S\$1.00, such option to be exercisable in accordance with the option deed (the "Option Deed") to be entered into between the Trustee and the Vendor; and
- (c) K-REIT Asia Management Limited, as manager of K-REIT (the "Manager"), any director of the Manager, and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of K-REIT to give effect to the SPA, Acquisition and the Option Deed.

ORDINARY RESOLUTION 2

THE PROPOSED UNDERWRITTEN RENOUNCEABLE RIGHTS ISSUE

Resolved that subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby given for the issue of units in K-REIT (the "Rights Units") under the underwritten and renounceable rights issue (the "Rights Issue") based on the rights ratio of 17 Rights Units for every 20 existing units (fractional entitlements to be disregarded) in K-REIT (the "Units", and the basis of the Rights Issue, the "Rights Ratio") held as at a books closure date to be determined by the Manager (the "Rights Issue Books Closure Date"), in the manner described in the circular to unitholders of K-REIT ("Unitholders") dated 19 October 2011 (the "Circular") issued by the Manager;
- (b) the Rights Issue shall be carried out on the terms of and subject to the conditions set out below and/or otherwise on such terms and conditions as the Manager may think fit:
 - (i) that the provisional allotments of the Rights Units under the Rights Issue shall be made on an underwritten and renounceable basis, in the manner described in the Circular, to:
 - (A) Unitholders with Units standing to the credit of their Securities Accounts (as defined in the Circular) with The Central Depository (Pte) Limited ("CDP") and whose registered addresses with CDP are in Singapore as at the Rights Issue Books Closure Date or who have, at least three Market Days (as defined in the Circular) prior to the Rights Issue Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents and such Unitholders who the Manager, on behalf of K-REIT, and DBS Bank Ltd. and United Overseas Bank Limited (collectively, the "Joint Managers and Underwriters") agree, including eligible "qualified institutional buyers" ("Eligible QIBs"), may be offered Rights Units without breaching applicable securities laws; and
 - (B) Unitholders whose Units are not deposited with CDP and who have tendered to Boardroom Corporate & Advisory Services Pte. Ltd. (the "Unit Registrar") valid transfers of their Units and/or the documentary evidence evidencing their title in relation thereto for registration up to the Rights Issue Books Closure Date and whose registered addresses with the Unit Registrar are in Singapore as at the Rights Issue Books Closure Date or who have, at least three Market Days prior to the Rights Issue Books Closure Date, provided the Unit Registrar with addresses in Singapore for the service of notices and documents or such Unitholders who the Manager, on behalf of K-REIT, and the Joint Managers and Underwriters agree, including Eligible QIBs, may be offered Rights Units without breaching applicable securities laws,
- (c) the Manager, any director of the Manager and the Trustee, be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of K-REIT to give effect to the Rights Issue.

BY ORDER OF THE BOARD
K-REIT Asia Management Limited
(Company Registration No. 200411357K)
as manager of K-REIT Asia

Choo Chin Teck / Jacqueline Ng
Joint Company Secretaries
Singapore
19 October 2011

Important Notice:

- (1) A Unitholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder.
- (2) Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
- (3) The instrument appointing a proxy must be lodged at the Manager's registered office at 1 HarbourFront Avenue, #18-01 Keppel Bay Tower, Singapore 098632 not less than 48 hours before the time appointed for the Extraordinary General Meeting.

¹ Eligible QIBs are beneficial holders of Units whose identities have been agreed between the Manager and the Joint Managers and Underwriters, who are each a "qualified institutional buyer" (as defined in Rule 144A under the United States Securities Act of 1933, as amended), who have delivered to the Manager and the Joint Managers and Underwriters a signed investor representation letter which is accepted by the Manager and the Joint Managers and Underwriters, and who are also Eligible Unitholders (as defined in the Circular).