

Keppel Corporation



Keppel Corporation Limited
23 Church Street
#15-01 Capital Square
Singapore 049481

Tel: (65) 2706666
Fax: (65) 8857391/8857403

Securities and Exchange Commission
Division of Corporate Finance
Room ~~204136~~ *3011*
450 Fifth Street
Washington DC 20549
U.S.A.

SUPPL

3-2

BY COURIER



Attn: Special Counsel/Office of International Corporate Finance

Dear Sir

**RE : FILE NO: 82-2564
RULE 12G3 - 2(B) OF THE SECURITIES EXCHANGE ACT OF 1934**

The following documents which we have filed with the Singapore Exchange Securities Trading Limited are enclosed herewith:-

Copy of our additional listing application together with a copy of our Registrar's letters confirming despatch of the said share certificates and Form 24 relating to the Company's issue of 2,000 shares to option holders issued pursuant to an exercise under the Keppel Share Option Scheme.

This information is being furnished under Paragraph (b)(1)(iii) of Rule 12g-3-2 with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liability of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purposes that this Company is subject to the Exchange Act.

Yours faithfully

Caroline Chang
CAROLINE CHANG
COMPANY SECRETARY

PROCESSED

P MAY 14 2002

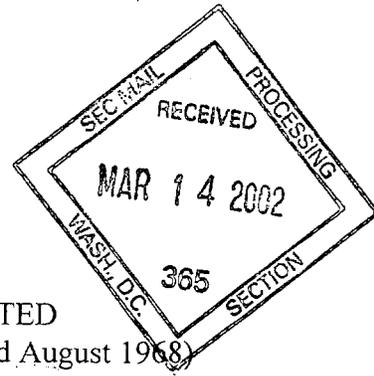
THOMSON FINANCIAL

llw 5/9

FORM OF APPLICATION

SUBMITTED BY

KEPPEL CORPORATION LIMITED
(a company incorporated in Singapore on 3rd August 1968)



TO

SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

FOR ADDITIONAL LISTING OF 2,000 ORDINARY SHARES OF \$0.50 EACH CREDITED
AS FULLY PAID.

BY

A handwritten signature in cursive script, appearing to read 'Caroline Chang', positioned above a horizontal dashed line.

CAROLINE CHANG
COMPANY SECRETARY

DATED THIS 11TH DAY OF MARCH 2002

KEPPEL CORPORATION LIMITED

APPLICATION FOR LISTING AND QUOTATION 2,000 OF SHARES/STOCK UNITS OF \$0.50 EACH FULLY PAID

ARISING FROM THE 2,000 OPTIONS EXERCISED PURSUANT TO THE EMPLOYEES' SHARE OPTION SCHEME ("SCHEME")

1. State how the additional shares/stock units for which listing is applied for rank with existing shares : Pari Passu

(If the shares do not rank pari passu, to confirm that the new share/stock certificates have been endorsed accordingly, and to furnish a specimen copy of the endorsed share/stock certificate to the Exchange.)

2. In respect of each class of securities, to furnish the following details :-

Class of Security	Par Value	Authorised Capital	Issued and Paid-up Share Capital		Options Granted & Outstanding Shares/Stock Units	\$
			Share/Stock Units	\$		
Ordinary	\$0.50	\$1,500,000,000 (Ordinary)	Before Exercise	766,724,091	383,362,045.50	17,309,000
			Add Exercise	2,000	1,000.00	(2,000)
			After Exercise	766,726,091	383,363,045.50	17,307,000

3. Outstanding Warrants/TSRs :

Outstanding Convertible Bonds:

Nominal Value of Outstanding Convertible Loan Stock/Bonds :

4. We confirm that the attached list of options were granted and exercised in compliance with the terms of the (Employees' Share Option Scheme) approved by shareholders at the Extraordinary General Meeting held on 7TH MAY 1987.

Name : CAROLINE CHANG

Authorised Signature : 

Designation : COMPANY SECRETARY

Date : 11 March 2002

Enclosures :

- A copy of the Return of Allotment (Form 24) filed with the Registrar of Companies.
- Confirmation of despatch of Share/Stock Certificates.
- Details of options granted and exercised in Employees' Share Option Scheme ("ESOS").
- Cheque for \$2,000 being payment for the additional listing fee for the next 4 million Shares/Stock Units (unless the additional listing fee payable is covered in the previous payment).

ESOS SCHEDULE

DETAILS OF OPTIONS GRANTED AND EXERCISED IN EMPLOYEES/EXECUTIVES SHARE OPTION SCHEME ("ESOS")

Aggregate Number of Shares Allotted	Subscription Price (1)	Value of Shares exercised (2)	Remarks
1,000	\$3.78	\$3,780.00	Exercised by Ho Mok Kham
1,000	\$3.50	\$3,500.00	Exercised by Tan Siew Hong
	Total value of shares exercised =	\$7,280.00.00	
Notes: (1) Adjustments to subscription price to be disclosed as footnotes (2) Value of shares exercised = the number of shares allotted multiply by their exercise price			

RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on 25 May 2001

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	1,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid due and payable	\$3.78	-	-
	-	-	-
Amount of premium paid or payable on each Share	\$3.28	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			

The consideration for which the shares have been so allotted is as follows:

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
Address: **23 Church Street**
#15-01 Capital Square
Singapore 049481
Tel No: **8857 471**
A/c No: **Fax No: 8857 391**

For Official Use

Date of Registration:
Receipt No:
Checked By:

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

3 List of the allottees and an account of the shares allotted to them are as follows:

(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation	(e) †No and class of shares allotted and consideration therefor (f) Date of allotment
(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6 th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore	(e) 1,000 ordinary shares for a cash consideration. (f) 11.3.2002

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash. Details of consideration need not be provided.

Name of Company: KEPPEL CORPORATION LIMITED
Company No: 196800351N

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

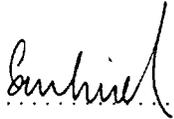
	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,362,545.50	-	-
Paid-up Share Capital	\$383,362,545.50	-	-

CERTIFICATE†

~~I hereby certify, in relation to the abovenamed company, that—~~

- ~~(a) the company has more than 500 members;~~
- ~~(b) the company keeps its principal shares register at (address)~~
- ~~(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;~~
- ~~(d) the shares referred to in this return were allotted for cash;~~
- ~~(e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.~~

Dated: 11 March 2002

Signature: 

Name of *Director / Secretary : Caroline Chang

* Delete where inapplicable.
† This Certificate is not to be completed if paragraph 3 of this Form is completed.

RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on 25 May 2001

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	1,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid	\$3.50	-	-
due and payable	-	-	-
Amount of premium paid or payable on each Share	\$3.00	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			

The consideration for which the shares have been so allotted is as follows:

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
 Address: **23 Church Street**
#15-01 Capital Square
Singapore 049481
 Tel No: **8857 471**
 A/c No: **Fax No: 8857 391**

For Official Use

Date of Registration:
 Receipt No:
 Checked By:

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

3 List of the allottees and an account of the shares allotted to them are as follows:

(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation	(e) †No and class of shares allotted and consideration therefor (f) Date of allotment
(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6 th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore	(e) 1,000 ordinary shares for a cash consideration. (f) 11.3.2002

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash. Details of consideration need not be provided.

Name of Company: KEPPEL CORPORATION LIMITED
Company No: 196800351N

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

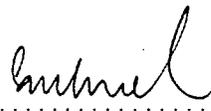
	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,363,045.50	-	-
Paid-up Share Capital	\$383,363,045.50	-	-

CERTIFICATE†

I hereby certify, in relation to the abovenamed company, that—

- (a) the company has more than 500 members;
- (b) the company keeps its principal shares register at (address)
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- (d) the shares referred to in this return were allotted for cash;
- (e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.

Dated: 11 March 2002

Signature: 

Name of *Director / Secretary : Caroline Chang

* Delete where inapplicable.
† This Certificate is not to be completed if paragraph 3 of this Form is completed.

B.A.C.S. PRIVATE LIMITED

63 CANTONMENT ROAD
SINGAPORE 089758
TELEFAX: (65) 3236990
TELEPHONE: (65) 3236200

11 March 2002

The Listings Manager
Singapore Exchange Securities Trading Limited
2 Shenton Way
SGX Centre 1 #19-00
Singapore 068804

Dear Sirs

**KEPPEL CORPORATION LIMITED ("KEPPEL")
EMPLOYEE SHARE OPTION SCHEME
ALLOTMENT OF 2,000 SHARES**

We confirm that we have today despatched the share certificate in regard to the allotment of 2,000 shares issued pursuant to Keppel's Share Option Scheme.

The changes in the issued share capital are as shown on the attached.

Yours faithfully


HELENTAN
MANAGER
B.A.C.S. PRIVATE LIMITED

cc: Temasek Holdings
(Attn: Ms Eiam Lay Hoon)
GFD
GC
GM (GTR) (faxed)

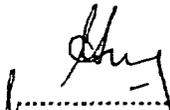
c.c. Ms Caroline Chang
General Manager (Group Legal)
Keppel Corporation Limited
23 Church Street #15-01 Capital Square
Singapore 049481

KEPPEL CORPORATION LIMITED

CHANGES IN THE ISSUED SHARE CAPITAL

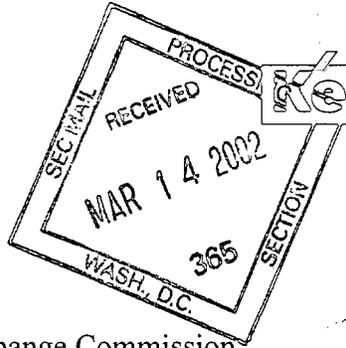
DESCRIPTION	SHARE CAPITAL	DATE ON CERTIFICATES
BALANCE B/F	766,724,091	
SHARE OPTION SCHEME	2,000	11.03.2002
TOTAL	766,726,091	

VERIFIED BY:
B.A.C.S. PRIVATE LIMITED



REGISTRARS

8 March 2002



Keppel Corporation

Keppel Corporation
Limited
23 Church Street
#15-01 Capital Square
Singapore 049481

Tel: (65) 2706666
Fax: (65) 8857391/8857403

Securities and Exchange Commission
Division of Corporate Finance
Room 3094 (3-6)
450 Fifth Street
Washington DC 20549
U.S.A.

BY COURIER

Attn: Special Counsel/Office of International Corporate Finance

Dear Sir

**RE : FILE NO: 82-2564
RULE 12G3 - 2(B) OF THE SECURITIES EXCHANGE ACT OF 1934**

The following documents which we have filed with the Singapore Exchange Securities Trading Limited are enclosed herewith:-

Copy of our additional listing application together with a copy of our Registrar's letters confirming despatch of the said share certificates and Form 24 relating to the Company's issue of 14,000 shares to option holders issued pursuant to an exercise under the Keppel Share Option Scheme.

This information is being furnished under Paragraph (b)(1)(iii) of Rule 12g-3-2 with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liability of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purposes that this Company is subject to the Exchange Act.

Yours faithfully

CAROLINE CHANG
COMPANY SECRETARY

FORM OF APPLICATION

SUBMITTED BY

KEPPEL CORPORATION LIMITED
(a company incorporated in Singapore on 3rd August 1968)

TO

SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

FOR ADDITIONAL LISTING OF 14,000 ORDINARY SHARES OF \$0.50 EACH CREDITED
AS FULLY PAID.

BY



CAROLINE CHANG
COMPANY SECRETARY

DATED THIS 8TH DAY OF MARCH 2002

KEPPEL CORPORATION LIMITEDAPPLICATION FOR LISTING AND QUOTATION 14,000 OF SHARES/STOCK UNITS OF \$0.50 EACH FULLY PAIDARISING FROM THE 14,000 OPTIONS EXERCISED PURSUANT TO THE EMPLOYEES' SHARE OPTION SCHEME ("SCHEME")

1. State how the additional shares/stock units for which listing is applied for rank with existing shares : Pari Passu

(If the shares do not rank pari passu, to confirm that the new share/stock certificates have been endorsed accordingly, and to furnish a specimen copy of the endorsed share/stock certificate to the Exchange.)

2. In respect of each class of securities, to furnish the following details :-

Class of Security	Par Value	Authorised Capital	Issued and Paid-up Share Capital		Options Granted & Outstanding Shares/Stock Units	\$
			Share/Stock Units	\$		
Ordinary	\$0.50	\$1,500,000,000 (Ordinary)	Before Exercise	766,710,091	383,355,045.50	17,323,000
			Add Exercise	14,000	7,000.00	(14,000)
			After Exercise	766,724,091	383,362,045.50	17,309,000

3. Outstanding Warrants/TSRs : Outstanding Convertible Bonds:

Nominal Value of Outstanding Convertible Loan Stock/Bonds :

4. We confirm that the attached list of options were granted and exercised in compliance with the terms of the (Employees' Share Option Scheme) approved by shareholders at the Extraordinary General Meeting held on 7TH MAY 1987.

Name : CAROLINE CHANG

Authorised Signature : 

Designation : COMPANY SECRETARY

Date : 8 March 2002

Enclosures :

- A copy of the Return of Allotment (Form 24) filed with the Registrar of Companies.
- Confirmation of despatch of Share/Stock Certificates.
- Details of options granted and exercised in Employees' Share Option Scheme ("ESOS").
- Cheque for \$2,000 being payment for the additional listing fee for the next 4 million Shares/Stock Units (unless the additional listing fee payable is covered in the previous payment).

ESOS SCHEDULE

DETAILS OF OPTIONS GRANTED AND EXERCISED IN EMPLOYEES/EXECUTIVES SHARE OPTION SCHEME ("ESOS")

Aggregate Number of Shares Allotted	Subscription Price (1)	Value of Shares exercised (2)	Remarks
3,000	\$3.78	\$11,340.00	Exercised by Wong Pek Yoke Magdeline
11,000	\$3.50	\$38,500.00	Exercised by Wong Ngiam Jih
	Total value of shares exercised =	\$49,840.00	
Notes:			
(1)	Adjustments to subscription price to be disclosed as footnotes		
(2)	Value of shares exercised = the number of shares allotted multiply by their exercise price		

RETURN OF ALLOTMENT OF SHARES

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on **25 May 2001**

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	3,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid due and payable	\$3.78	-	-
	-	-	-
Amount of premium paid or payable on each Share	\$3.28	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			

The consideration for which the shares have been so allotted is as follows:

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
Address: **23 Church Street
#15-01 Capital Square
Singapore 049481**
Tel No: **8857 471**
Fax No: **8857 391**
A/c No:

For Official Use

Date of Registration:
Receipt No:
Checked By:

Form 24 Continuation Sheet 1

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

3 List of the allottees and an account of the shares allotted to them are as follows:

(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation	(e) †No and class of shares allotted and consideration therefor (f) Date of allotment
(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6 th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore	(e) 3,000 ordinary shares for a cash consideration. (f) 7.3.2002

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash. Details of consideration need not be provided.

Name of Company: KEPEL CORPORATION LIMITED
 Company No: 196800351N

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,356,545.50	-	-
Paid-up Share Capital	\$383,356,545.50	-	-

CERTIFICATE†

I hereby certify, in relation to the abovenamed company, that—

- (a) the company has more than 500 members;
- (b) the company keeps its principal shares register at (address)
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- (d) the shares referred to in this return were allotted for cash;
- (e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.

Dated: 8 March 2002

Signature: 

Name of *Director / Secretary : Caroline Chang

RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on **25 May 2001**

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	11,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid due and payable	\$3.50	-	-
	-	-	-
Amount of premium paid or payable on each Share	\$3.00	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			

The consideration for which the shares have been so allotted is as follows:

Lodge
Business
Name
Address
Companies &
Registered

For Official Use

Date of Registration:

Receipt No:

Checked By:

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

3 List of the allottees and an account of the shares allotted to them are as follows:

(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation	(e) †No and class of shares allotted and consideration therefor (f) Date of allotment
(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6 th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore	(e) 11,000 ordinary shares for a cash consideration. (f) 7.3.2002

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash. Details of consideration need not be provided.

Name of Company: KEPPEL CORPORATION LIMITED
 Company No: 196800351N

FORM
24

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,362,045.50	-	-
Paid-up Share Capital	\$383,362,045.50	-	-

CERTIFICATE#

~~I hereby certify, in relation to the abovenamed company, that—~~

- ~~(a) the company has more than 500 members;~~
- ~~(b) the company keeps its principal shares register at (address)~~
- ~~(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;~~
- ~~(d) the shares referred to in this return were allotted for cash;~~
- ~~(e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.~~

Dated: 8 March 2002

Signature: 

Name of *Director / Secretary : Caroline Chang

* Delete where inapplicable

B.A.C.S. PRIVATE LIMITED

63 CANTONMENT ROAD
SINGAPORE 089758
TELEFAX: (65) 3236990
TELEPHONE: (65) 3236200

08 March 2002

The Listings Manager
Singapore Exchange Securities Trading Limited
2 Shenton Way
SGX Centre 1 #19-00
Singapore 068804

Dear Sirs

**KEPPEL CORPORATION LIMITED ("KEPPEL")
EMPLOYEE SHARE OPTION SCHEME
ALLOTMENT OF 14,000 SHARES**

We confirm that we have today despatched the share certificate in regard to the allotment of 14,000 shares issued pursuant to Keppel's Share Option Scheme.

The changes in the issued share capital are as shown on the attached.

Yours faithfully



HELEN TAN
MANAGER
B.A.C.S. PRIVATE LIMITED

cc: Temasek Holdings
(Attn: Ms Giam Lay Hoon)
GFD
GC
GM (GTR)

c.c. Ms Caroline Chang
General Manager (Group Legal)
Keppel Corporation Limited
23 Church Street #15-01 Capital Square
Singapore 049481



KEPPEL CORPORATION LIMITED

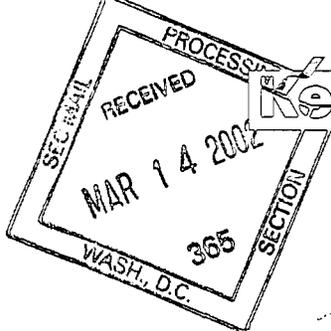
CHANGES IN THE ISSUED SHARE CAPITAL

DESCRIPTION	SHARE CAPITAL	DATE ON CERTIFICATES
BALANCE B/F	766,710,091	07.03.2002
SHARE OPTION SCHEME	14,000	
TOTAL	766,724,091	

VERIFIED BY:
B.A.C.S. PRIVATE LIMITED



.....
REGISTRARS



Keppel Corporation

7 March 2002

Keppel Corporation Limited
23 Church Street
#15-01 Capital Square
Singapore 049481
Tel: (65) 2706666
Fax: (65) 8857391/8857403

Securities and Exchange Commission
Division of Corporate Finance
Room 3094 (3-6)
450 Fifth Street
Washington DC 20549
U.S.A.

BY COURIER

Attn: Special Counsel/Office of International Corporate Finance

Dear Sir

**RE : FILE NO: 82-2564
RULE 12G3 - 2(B) OF THE SECURITIES EXCHANGE ACT OF 1934**

The following documents which we have filed with the Singapore Exchange Securities Trading Limited are enclosed herewith:-

Copy of our additional listing application together with a copy of our Registrar's letters confirming despatch of the said share certificates and Form 24 relating to the Company's issue of 20,000 shares to option holders issued pursuant to an exercise under the Keppel Share Option Scheme.

This information is being furnished under Paragraph (b)(1)(iii) of Rule 12g-3-2 with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liability of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purposes that this Company is subject to the Exchange Act.

Yours faithfully


CAROLINE CHANG
COMPANY SECRETARY

FORM OF APPLICATION

SUBMITTED BY

KEPPEL CORPORATION LIMITED
(a company incorporated in Singapore on 3rd August 1968)

TO

SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

FOR ADDITIONAL LISTING OF 20,000 ORDINARY SHARES OF \$0.50 EACH CREDITED
AS FULLY PAID.

BY



CAROLINE CHANG
COMPANY SECRETARY

DATED THIS 7TH DAY OF MARCH 2002

KEPPEL CORPORATION LIMITED

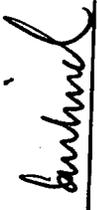
APPLICATION FOR LISTING AND QUOTATION 20,000 OF SHARES/STOCK UNITS OF \$0.50 EACH FULLY PAID ARISING FROM THE 20,000 OPTIONS EXERCISED PURSUANT TO THE EMPLOYEES' SHARE OPTION SCHEME ("SCHEME")

- State how the additional shares/stock units for which listing is applied for rank with existing shares : Pari Passu
(If the shares do not rank *pari passu*, to confirm that the new share/stock certificates have been endorsed accordingly, and to furnish a specimen copy of the endorsed share/stock certificate to the Exchange.)
- In respect of each class of securities, to furnish the following details :-

Class of Security	Par Value	Authorised Capital	Issued and Paid-up Share Capital			Options Granted & Outstanding Shares/Stock Units	Options Granted & Outstanding \$
			Before Exercise	Share/Stock Units	\$		
Ordinary	\$0.50	\$1,500,000,000 (Ordinary)	Before Exercise	766,690,091	383,345,045.50	Before Exercise :	17,343,000
			Add Exercise	20,000	10,000.00	Less Exercise :	(20,000)
			After Exercise	766,710,091	383,355,045.50	Outstanding :	17,323,000

- Outstanding Warrants/TSRs : _____
Nominal Value of Outstanding Convertible Loan Stock/Bonds : _____
Outstanding Convertible Bonds:

4. We confirm that the attached list of options were granted and exercised in compliance with the terms of the (Employees' Share Option Scheme) approved by shareholders at the Extraordinary General Meeting held on 7TH MAY 1987.

Name : CAROLINE CHANG Authorised Signature : 
 Designation : COMPANY SECRETARY Date : 7 March 2002

Enclosures :

- A copy of the Return of Allotment (Form 24) filed with the Registrar of Companies.
- Confirmation of despatch of Share/Stock Certificates.
- Details of options granted and exercised in Employees' Share Option Scheme ("ESOS").
- Cheque for \$2,000 being payment for the additional listing fee for the next 4 million Shares/Stock Units (unless the additional listing fee payable is covered in the previous payment).

ESOS SCHEDULE

DETAILS OF OPTIONS GRANTED AND EXERCISED IN EMPLOYEES/EXECUTIVES SHARE OPTION SCHEME ("ESOS")

Aggregate Number of Shares Allotted	Subscription Price (1)	Value of Shares exercised (2)	Remarks
12,000	\$3.96	\$47,520.00	Exercised by Amy Yap Lay Hoon
2,000	\$0.91	\$ 1,820.00	Exercised by Yeow See Lock
6,000	\$3.50	\$21,000.00	Exercised by Chin Ming Lek
	Total value of shares exercised =	\$70,340.00	
Notes:			
(1)	Adjustments to subscription price to be disclosed as footnotes		
(2)	Value of shares exercised = the number of shares allotted multiply by their exercise price		

RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on 25 May 2001

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	12,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid	\$3.96	-	-
due and payable	-	-	-
Amount of premium paid or payable on each Share	\$3.46	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			

The consideration for which the shares have been so allotted is as follows:

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
Address: **23 Church Street**
#15-01 Capital Square
Singapore 049481
Tel No: **8857 471**

For Official Use

Date of Registration:

Receipt No:

Checked By:

Form 24 Continuation Sheet 1

(Please use continuation sheets if space provided is insufficient)

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

FORM
24

3 List of the allottees and an account of the shares allotted to them are as follows:

<p>(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation</p>	<p>(e) †No and class of shares allotted and consideration therefor (f) Date of allotment</p>
<p>(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore</p>	<p>(e) 12,000 ordinary shares for a cash consideration. (f) 5.3.2002</p>

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash.
Details of consideration need not be provided

Name of Company: **KEPPEL CORPORATION LIMITED**
 Company No: **196800351N**

FORM
24

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

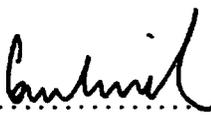
	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,351,045.50	-	-
Paid-up Share Capital	\$383,351,045.50	-	-

CERTIFICATE†

I hereby certify, in relation to the abovenamed company, that—

- (a) the company has more than 500 members;
- (b) the company keeps its principal shares register at (address)
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- (d) the shares referred to in this return were allotted for cash;
- (e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.

Dated: 7 March 2002

Signature: 

Name of *Director / Secretary : **Caroline Chang**

* Delete where inapplicable.

THE COMPANIES ACT
(CHAPTER 50)
Section 63 (1)
RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on 25 May 2001

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	2,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid	\$0.91	-	-
due and payable	-	-	-
Amount of premium paid or payable on each Share	\$0.41	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			

The consideration for which the shares have been so allotted is as follows:

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
Address: **23 Church Street**
#15-01 Capital Square
Singapore 049481
Tel No: **8857 471**

For Official Use

Date of Registration:
Receipt No:
Checked By:

Form 24 Continuation Sheet 1

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

3 List of the allottees and an account of the shares allotted to them are as follows:

<p>(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation</p>	<p>(e) †No and class of shares allotted and consideration therefor (f) Date of allotment</p>
<p>(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore</p>	<p>(e) 2,000 ordinary shares for a cash consideration. (f) 5.3.2002</p>

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash.
Details of consideration need not be provided.

Name of Company: **KEPPEL CORPORATION LIMITED**
 Company No: **196800351N**

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

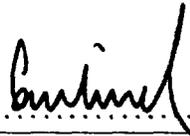
	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,352,045.50	-	-
Paid-up Share Capital	\$383,352,045.50	-	-

CERTIFICATE†

I hereby certify, in relation to the abovenamed company, that—

- (a) the company has more than 500 members;
- (b) the company keeps its principal shares register at (address)
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- (d) the shares referred to in this return were allotted for cash;
- (e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.

Dated: 7 March 2002

Signature: 

Name of *Director / Secretary : **Caroline Chang**

RETURN OF ALLOTMENT OF SHARES

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on 25 May 2001

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	6,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid	\$3.50	-	-
due and payable	-	-	-
Amount of premium paid or payable on each Share	\$3.00	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			
The consideration for which the shares have been so allotted is as follows:			

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
Address: **23 Church Street
#15-01 Capital Square
Singapore 049481
Tel No: 8857 471**

For Official Use

Date of Registration:

Receipt No:

Checked By:

Form 24 Continuation Sheet 1

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPEL CORPORATION LIMITED

Company No: 196800351N

FORM
24

3 List of the allottees and an account of the shares allotted to them are as follows:

<p>(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation</p>	<p>(e) †No and class of shares allotted and consideration therefor (f) Date of allotment</p>
<p>(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore</p>	<p>(e) 6,000 ordinary shares for a cash consideration. (f) 5.3.2002</p>

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash.

Name of Company: KEPEL CORPORATION LIMITED

Company No: 196800351N

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,355,045.50	-	-
Paid-up Share Capital	\$383,355,045.50	-	-

CERTIFICATE†

~~I hereby certify, in relation to the abovenamed company, that—~~

- ~~(a) the company has more than 500 members;~~
- ~~(b) the company keeps its principal shares register at (address)~~
- ~~(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;~~
- ~~(d) the shares referred to in this return were allotted for cash;~~
- ~~(e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.~~

Dated: 7 March 2002

Signature: 

Name of *Director / Secretary : Caroline Chang

B.A.C.S. PRIVATE LIMITED

63 CANTONMENT ROAD
SINGAPORE 089758
TELEFAX: (65) 3236990
TELEPHONE: (65) 3236200

07 March 2002

The Listings Manager
Singapore Exchange Securities Trading Limited
2 Shenton Way
SGX Centre 1 #19-00
Singapore 068804

Dear Sirs

**KEPPEL CORPORATION LIMITED ("KEPPEL")
EMPLOYEE SHARE OPTION SCHEME
ALLOTMENT OF 20,000 SHARES**

We confirm that we have today despatched the share certificate in regard to the allotment of 20,000 shares issued pursuant to Keppel's Share Option Scheme.

The changes in the issued share capital are as shown on the attached.

Yours faithfully


HELENTAN
MANAGER
B.A.C.S. PRIVATE LIMITED

cc: Temasek Holdings
(Attn: Ms Gram Lay Hoon)
GFD
GC
EM (RTR)

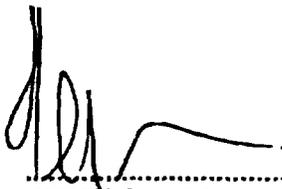
c.c. Ms Caroline Chang
General Manager (Group Legal)
Keppel Corporation Limited
23 Church Street #15-01 Capital Square
Singapore 049481

KEPPEL CORPORATION LIMITED

CHANGES IN THE ISSUED SHARE CAPITAL

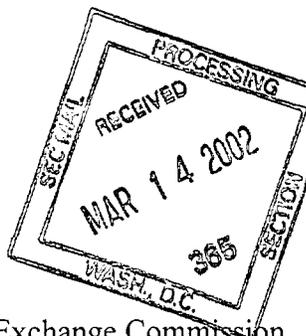
DESCRIPTION	SHARE CAPITAL	DATE ON CERTIFICATES
BALANCE B/F	766,690,091	
SHARE OPTION SCHEME	20,000	05.03.2002
TOTAL	766,710,091	

**VERIFIED BY:
B.A.C.S. PRIVATE LIMITED**


.....
REGISTRARS

Keppel Corporation

4 March 2002



Keppel Corporation
Limited
23 Church Street
#15-01 Capital Square
Singapore 049481

Tel: (65) 2706666
Fax: (65) 8857391/8857403

Securities and Exchange Commission
Division of Corporate Finance
Room 3094 (3-6)
450 Fifth Street
Washington DC 20549
U.S.A.

BY COURIER

Attn: Special Counsel/Office of International Corporate Finance

Dear Sir

**RE : FILE NO: 82-2564
RULE 12G3 - 2(B) OF THE SECURITIES EXCHANGE ACT OF 1934**

The following documents which we have filed with the Singapore Exchange Securities Trading Limited are enclosed herewith:-

Copy of our additional listing application together with a copy of our Registrar's letters confirming despatch of the said share certificates and Form 24 relating to the Company's issue of 1,000 shares to option holders issued pursuant to an exercise under the Keppel Share Option Scheme.

This information is being furnished under Paragraph (b)(1)(iii) of Rule 12g-3-2 with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liability of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purposes that this Company is subject to the Exchange Act.

Yours faithfully

CAROLINE CHANG
COMPANY SECRETARY

FORM OF APPLICATION

SUBMITTED BY

KEPPEL CORPORATION LIMITED
(a company incorporated in Singapore on 3rd August 1968)

TO

SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

FOR ADDITIONAL LISTING OF 1,000 ORDINARY SHARES OF \$0.50 EACH CREDITED
AS FULLY PAID.

BY



♀ CAROLINE CHANG
COMPANY SECRETARY

DATED THIS 4TH DAY OF MARCH 2002

KEPPEL CORPORATION LIMITED

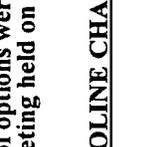
APPLICATION FOR LISTING AND QUOTATION 1,000 OF SHARES/STOCK UNITS OF \$0.50 EACH FULLY PAID

ARISING FROM THE 1,000 OPTIONS EXERCISED PURSUANT TO THE EMPLOYEES' SHARE OPTION SCHEME ("SCHEME")

1. State how the additional shares/stock units for which listing is applied for rank with existing shares : Pari Passu
(If the shares do not rank pari passu, to confirm that the new share/stock certificates have been endorsed accordingly, and to furnish a specimen copy of the endorsed share/stock certificate to the Exchange.)
2. In respect of each class of securities, to furnish the following details :-

Class of Security	Par Value	Authorised Capital	Issued and Paid-up Share Capital		Options Granted & Outstanding Shares/Stock Units
			Share/Stock Units	\$	
Ordinary	\$0.50	\$1,500,000,000 (Ordinary)	Before Exercise	766,689,091	Before Exercise : 17,344,000
			Add Exercise	1,000	Less Exercise : (1,000)
			After Exercise	766,690,091	Outstanding : 17,343,000

3. Outstanding Warrants/TSRs : _____ Outstanding Convertible Bonds: _____
 Nominal Value of Outstanding Convertible Loan Stock/Bonds : _____
4. We confirm that the attached list of options were granted and exercised in compliance with the terms of the (Employees' Share Option Scheme) approved by shareholders at the Extraordinary General Meeting held on 7TH MAY 1987.

Name : A CAROLINE CHANG Authorised Signature : 
 Designation : COMPANY SECRETARY Date : 4 March 2002

Enclosures :

- a. A copy of the Return of Allotment (Form 24) filed with the Registrar of Companies.
- b. Confirmation of despatch of Share/Stock Certificates.
- c. Details of options granted and exercised in Employees' Share Option Scheme ("ESOS").
- d. Cheque for \$2,000 being payment for the additional listing fee for the next 4 million Shares/Stock Units (unless the additional listing fee payable is covered in the previous payment).

SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

ESOS SCHEDULE

DETAILS OF OPTIONS GRANTED AND EXERCISED IN EMPLOYEES/EXECUTIVES
SHARE OPTION SCHEME ("ESOS")

Aggregate Number of Shares Allotted	Subscription Price (1)	Value of Shares exercised (2)	Remarks
1,000	\$3.50	\$3,500.00	Exercised by Ho Soo Hui
	Total value of shares exercised =	\$3,500.00	
Notes: (1) Adjustments to subscription price to be disclosed as footnotes (2) Value of shares exercised = the number of shares allotted multiply by their exercise price			

THE COMPANIES ACT
(CHAPTER 50)
Section 63 (1)

RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on 25 May 2001

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	1,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid	\$3.50	-	-
due and payable	-	-	-
Amount of premium paid or payable on each Share	\$3.00	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			

The consideration for which the shares have been so allotted is as follows:

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
 Address: **23 Church Street**
#15-01 Capital Square
Singapore 049481
 Tel No: **8857 471**

A/c No: **8857 391**
 Fax No: **8857 391**

For Official Use

Date of Registration:
 Receipt No:
 Checked By:

Form 24 Continuation Sheet 1

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

3 List of the allottees and an account of the shares allotted to them are as follows:

(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation	(e) †No and class of shares allotted and consideration therefor (f) Date of allotment
(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6 th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore	(e) 1,000 ordinary shares for a cash consideration. (f) 28.2.2002

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash. Details of consideration need not be provided.

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

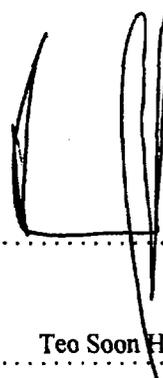
	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,345,045.50	-	-
Paid-up Share Capital	\$383,345,045.50	-	-

CERTIFICATE†

I hereby certify, in relation to the abovenamed company, that—

- (a) the company has more than 500 members;
- (b) the company keeps its principal shares register at (address)
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- (d) the shares referred to in this return were allotted for cash;
- (e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.

Dated: 4 March 2002

Signature: 

Name of *Director / Secretary : Teo Soon Hoe

B.A.C.S. PRIVATE LIMITED

63 CANTONMENT ROAD
SINGAPORE 089758
TELEFAX: (65) 3236990
TELEPHONE: (65)3236200

04 March 2002

The Listings Manager
Singapore Exchange Securities Trading Limited
2 Shenton Way
SGX Centre 1 #19-00
Singapore 068804

Dear Sirs

**KEPPEL CORPORATION LIMITED ("KEPPEL")
EMPLOYEE SHARE OPTION SCHEME
ALLOTMENT OF 1,000 SHARES**

We confirm that we have today despatched the share certificate in regard to the allotment of 1,000 shares issued pursuant to Keppel's Share Option Scheme.

The changes in the issued share capital are as shown on the attached.

Yours faithfully



HELEN TAN
MANAGER
B.A.C.S. PRIVATE LIMITED

c.c. Ms Caroline Chang
General Manager (Group Legal)
Keppel Corporation Limited
23 Church Street #15-01 Capital Square
Singapore 049481

KEPPEL CORPORATION LIMITED

CHANGES IN THE ISSUED SHARE CAPITAL

DESCRIPTION	SHARE CAPITAL	DATE ON CERTIFICATES
BALANCE B/F	766,689,091	
SHARE OPTION SCHEME	1,000	28.2.2002
TOTAL	766,690,091	

**VERIFIED BY:
B.A.C.S. PRIVATE LIMITED**



.....
REGISTRARS

Keppel Corporation

Keppel Corporation
Limited
23 Church Street
#15-01 Capital Square
Singapore 049481

Tel: (65) 2706666
Fax: (65) 8857391/8857403

28 February 2002



Securities and Exchange Commission
Division of Corporate Finance
Room 3094 (3-6)
450 Fifth Street
Washington DC 20549
U.S.A.

BY COURIER

Attn: Special Counsel/Office of International Corporate Finance

Dear Sir

**RE : FILE NO: 82-2564
RULE 12G3 - 2(B) OF THE SECURITIES EXCHANGE ACT OF 1934**

The following documents which we have filed with the Singapore Exchange Securities Trading Limited are enclosed herewith:-

Copy of our additional listing application together with a copy of our Registrar's letters confirming despatch of the said share certificates and Form 24 relating to the Company's issue of 122,000 shares to option holders issued pursuant to an exercise under the Keppel Share Option Scheme.

This information is being furnished under Paragraph (b)(1)(iii) of Rule 12g-3-2 with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liability of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purposes that this Company is subject to the Exchange Act.

Yours faithfully

+ CAROLINE CHANG
COMPANY SECRETARY

FORM OF APPLICATION

SUBMITTED BY

KEPPEL CORPORATION LIMITED
(a company incorporated in Singapore on 3rd August 1968)

TO

SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

FOR ADDITIONAL LISTING OF 122,000 ORDINARY SHARES OF \$0.50 EACH
CREDITED AS FULLY PAID.

BY



f CAROLINE CHANG
COMPANY SECRETARY

DATED THIS 28TH DAY OF FEBRUARY 2002

KEPPEL CORPORATION LIMITED

APPLICATION FOR LISTING AND QUOTATION 122,000 OF SHARES/STOCK UNITS OF \$0.50 EACH FULLY PAID ARISING FROM THE 122,000 OPTIONS EXERCISED PURSUANT TO THE EMPLOYEES' SHARE OPTION SCHEME ("SCHEME")

- State how the additional shares/stock units for which listing is applied for rank with existing shares : Pari Passu
(If the shares do not rank pari passu, to confirm that the new share/stock certificates have been endorsed accordingly, and to furnish a specimen copy of the endorsed share/stock certificate to the Exchange.)

2. In respect of each class of securities, to furnish the following details :-

Class of Security	Par Value	Authorised Capital	Issued and Paid-up Share Capital		Options Granted & Outstanding Shares/Stock Units
			Share/Stock Units	\$	
Ordinary	\$0.50	\$1,500,000,000 (Ordinary)	Before Exercise	766,567,091	Before Exercise : 17,466,000
			Add Exercise	122,000	Less Exercise : (122,000)
			After Exercise	766,689,091	Outstanding : 17,344,000

3. Outstanding Warrants/TSRs : Outstanding Convertible Bonds:

Nominal Value of Outstanding Convertible Loan Stock/Bonds :

4. We confirm that the attached list of options were granted and exercised in compliance with the terms of the (Employees' Share Option Scheme) approved by shareholders at the Extraordinary General Meeting held on 7TH MAY 1987.

Name : f CAROLINE CHANG Authorised Signature : 
 Designation : COMPANY SECRETARY Date : 28 February 2002

Enclosures :

- A copy of the Return of Allotment (Form 24) filed with the Registrar of Companies.
- Confirmation of despatch of Share/Stock Certificates.
- Details of options granted and exercised in Employees' Share Option Scheme ("ESOS").
- Cheque for \$2,000 being payment for the additional listing fee for the next 4 million Shares/Stock Units (unless the additional listing fee payable is covered in the previous payment).

SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

ESOS SCHEDULE

DETAILS OF OPTIONS GRANTED AND EXERCISED IN EMPLOYEES/EXECUTIVES
SHARE OPTION SCHEME ("ESOS")

Aggregate Number of Shares Alloted	Subscription Price (1)	Value of Shares exercised (2)	Remarks
3,000	\$3.78	\$11,340.00	Exercised by Ng Siong Seng
5,000	\$3.50	\$17,500.00)- Exercised by Chan Yee Liang)
10,000	\$3.78	\$37,800.00	
83,000	\$0.91	\$75,530.00	Exercised by Choo Chiau Beng
10,000	\$3.50	\$35,000	Exercised by Lim Jit Pok Jim
8,000	\$0.91	\$ 7,280.00)- Exercised by Cheng Tee Han Alex
3,000	\$3.50	\$10,500.00	
	Total value of shares exercised =	\$194,950.00	
Notes:			
(1) Adjustments to subscription price to be disclosed as footnotes			
(2) Value of shares exercised = the number of shares allotted multiply by their exercise price			

THE COMPANIES ACT
(CHAPTER 50)
Section 63 (1)

RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on 25 May 2001

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	13,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid due and payable	\$3.78	-	-
	-	-	-
Amount of premium paid or payable on each Share	\$3.28	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			
The consideration for which the shares have been so allotted is as follows:			

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
 Address: **23 Church Street
 #15-01 Capital Square
 Singapore 049481
 Tel No: 8857 471**

For Official Use

Date of Registration:

Receipt No:

Checked By:

Form 24 Continuation Sheet 1

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

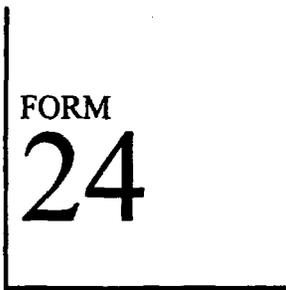
3 List of the allottees and an account of the shares allotted to them are as follows:

(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation	(e) †No and class of shares allotted and consideration therefor (f) Date of allotment
(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6 th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore	(e) 13,000 ordinary shares for a cash consideration. (f) 26.2.2002

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash.

Name of Company: **KEPPEL CORPORATION LIMITED**
 Company No: **196800351N**



4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

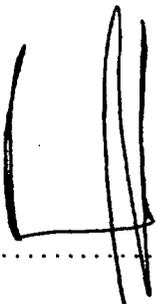
	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,290,045.50	-	-
Paid-up Share Capital	\$383,290,045.50	-	-

CERTIFICATE†

~~I hereby certify, in relation to the abovenamed company, that—~~

- ~~(a) the company has more than 500 members;~~
- ~~(b) the company keeps its principal shares register at (address)~~
- ~~(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;~~
- ~~(d) the shares referred to in this return were allotted for cash;~~
- ~~(e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.~~

Dated: 28 February 2002

Signature: 

Name of *Director / Secretary : **Teo Soon Hoe**

THE COMPANIES ACT
(CHAPTER 50)
Section 63 (1)
RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on 25 May 2001

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	18,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid due and payable	\$3.50	-	-
	-	-	-
Amount of premium paid or payable on each Share	\$3.00	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			
The consideration for which the shares have been so allotted is as follows:			

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
Address: **23 Church Street
#15-01 Capital Square
Singapore 049481**
Tel No: **8857 471**

For Official Use

Date of Registration:
Receipt No:
Checked By:

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

3 List of the allottees and an account of the shares allotted to them are as follows:

(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation	(e) †No and class of shares allotted and consideration therefor (f) Date of allotment
(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6 th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore	(e) 5,000 ordinary shares for a cash consideration. (f) 26.2.2002 (e) 13,000 ordinary shares for a cash consideration. (f) 27.2.2002

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash.

Name of Company: KEPEL CORPORATION LIMITED

Company No: 196800351N

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

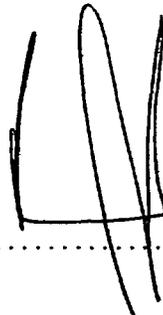
	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,299,045.50	-	-
Paid-up Share Capital	\$383,299,045.50	-	-

CERTIFICATE#

I hereby certify, in relation to the abovenamed company, that—

- (a) the company has more than 500 members;
- (b) the company keeps its principal shares register at (address)
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- (d) the shares referred to in this return were allotted for cash;
- (e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.

Dated: 28 February 2002

Signature: 

Name of *Director / Secretary : Teo Soon Hoe

RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on **25 May 2001**

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	91,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid due and payable	\$0.91	-	-
	-	-	-
Amount of premium paid or payable on each Share	\$0.41	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			
The consideration for which the shares have been so allotted is as follows:			

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
Address: **23 Church Street**
#15-01 Capital Square
Singapore 049481
Tel No: **8857 471**

For Official Use

Date of Registration:

Receipt No:

Checked By:

Form 24 Continuation Sheet 1

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

3 List of the allottees and an account of the shares allotted to them are as follows:

<p>(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation</p>	<p>(e) †No and class of shares allotted and consideration therefor (f) Date of allotment</p>
<p>(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore</p>	<p>(e) 91,000 ordinary shares for a cash consideration. (f) 27.2.2002</p>

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash.

Name of Company: **KEPPEL CORPORATION LIMITED**
 Company No: **196800351N**

FORM
24

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,344,545.50	-	-
Paid-up Share Capital	\$383,344,545.50	-	-

CERTIFICATE#

I hereby certify, in relation to the abovenamed company, that—

- (a) the company has more than 500 members;
- (b) the company keeps its principal shares register at (address)
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- (d) the shares referred to in this return were allotted for cash;
- (e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.

Dated: 28 February 2002

Signature: 

Name of *Director / Secretary : **Teo Soon Hoe**

B.A.C.S. PRIVATE LIMITED

63 CANTONMENT ROAD
SINGAPORE 089758
TELEFAX: (65) 3236990
TELEPHONE: (65) 3236200

27 February 2002

The Listings Manager
Singapore Exchange Securities Trading Limited
2 Shenton Way
SGX Centre 1 #19-00
Singapore 068804

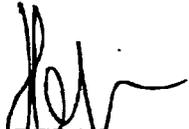
Dear Sirs

**KEPPEL CORPORATION LIMITED ("KEPPEL")
EMPLOYEE SHARE OPTION SCHEME
ALLOTMENT OF 18,000 SHARES**

We confirm that we have today despatched the share certificate in regard to the allotment of 18,000 shares issued pursuant to Keppel's Share Option Scheme.

The changes in the issued share capital are as shown on the attached.

Yours faithfully



HELEN TAN
MANAGER
B.A.C.S. PRIVATE LIMITED

cc: Temasek Holdings
(Attn: Ms Giam Lay
Hoon)

GFD
GC
AM (GTR)

c.c. Ms Caroline Chang
General Manager (Group Legal)
Keppel Corporation Limited
23 Church Street #15-01 Capital Square
Singapore 049481

(faxed)

KEPPEL CORPORATION LIMITED

CHANGES IN THE ISSUED SHARE CAPITAL

DESCRIPTION	SHARE CAPITAL	DATE ON CERTIFICATES
BALANCE B/F	766,567,091	
SHARE OPTION SCHEME	18,000	26.2.2002
TOTAL	766,585,091	

**VERIFIED BY:
B.A.C.S. PRIVATE LIMITED**



.....
REGISTRARS

B.A.C.S. PRIVATE LIMITED

63 CANTONMENT ROAD
SINGAPORE 089758
TELEFAX: (65) 3236990
TELEPHONE: (65) 3236200

28 February 2002

The Listings Manager
Singapore Exchange Securities Trading Limited
2 Shenton Way
SGX Centre 1 #19-00
Singapore 068804

Dear Sirs

**KEPPEL CORPORATION LIMITED ("KEPPEL")
EMPLOYEE SHARE OPTION SCHEME
ALLOTMENT OF 104,000 SHARES**

We confirm that we have today despatched the share certificate in regard to the allotment of 104,000 shares issued pursuant to Keppel's Share Option Scheme.

The changes in the issued share capital are as shown on the attached.

Yours faithfully



HELEN TAN
MANAGER
B.A.C.S. PRIVATE LIMITED

cc: Tanasek Holdings
(Attn: Ms Giam Lay Hoon)
GFD
GC
GM (GTR) (boxed)

c.c. Ms Caroline Chang
General Manager (Group Legal)
Keppel Corporation Limited
23 Church Street #15-01 Capital Square
Singapore 049481

KEPPEL CORPORATION LIMITED

CHANGES IN THE ISSUED SHARE CAPITAL

DESCRIPTION	SHARE CAPITAL	DATE ON CERTIFICATES
BALANCE B/F	766,585,091	
SHARE OPTION SCHEME	104,000	27.2.2002
TOTAL	766,689,091	

**VERIFIED BY:
B.A.C.S. PRIVATE LIMITED**



.....
REGISTRARS

Keppel Corporation



25 February 2002

Keppel Corporation
Limited
23 Church Street
#15-01 Capital Square
Singapore 049481

Tel: (65) 2706666
Fax: (65) 8857391/8857403

Securities and Exchange Commission
Division of Corporate Finance
Room 3094 (3-6)
450 Fifth Street
Washington DC 20549
U.S.A.

BY COURIER

Attn: Special Counsel/Office of International Corporate Finance

Dear Sir

**RE : FILE NO: 82-2564
RULE 12G3 - 2(B) OF THE SECURITIES EXCHANGE ACT OF 1934**

The following documents which we have filed with the Singapore Exchange Securities Trading Limited are enclosed herewith:-

Copy of our additional listing application together with a copy of our Registrar's letters confirming despatch of the said share certificates and Form 24 relating to the Company's issue of 36,000 shares to option holders issued pursuant to an exercise under the Keppel Share Option Scheme.

This information is being furnished under Paragraph (b)(1)(iii) of Rule 12g-3-2 with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liability of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purposes that this Company is subject to the Exchange Act.

Yours faithfully

CAROLINE CHANG
COMPANY SECRETARY

FORM OF APPLICATION

SUBMITTED BY

KEPPEL CORPORATION LIMITED
(a company incorporated in Singapore on 3rd August 1968)

TO

SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

FOR ADDITIONAL LISTING OF 36,000 ORDINARY SHARES OF \$0.50 EACH CREDITED
AS FULLY PAID.

BY



| CAROLINE CHANG
COMPANY SECRETARY

DATED THIS 25TH DAY OF FEBRUARY 2002

KEPPEL CORPORATION LIMITED

APPLICATION FOR LISTING AND QUOTATION 36,000 OF SHARES/STOCK UNITS OF \$0.50 EACH FULLY PAID ARISING FROM THE 36,000 OPTIONS EXERCISED PURSUANT TO THE EMPLOYEES' SHARE OPTION SCHEME ("SCHEME")

1. State how the additional shares/stock units for which listing is applied for rank with existing shares : Pari Passu
(If the shares do not rank pari passu, to confirm that the new share/stock certificates have been endorsed accordingly, and to furnish a specimen copy of the endorsed share/stock certificate to the Exchange.)
2. In respect of each class of securities, to furnish the following details :-

Class of Security	Par Value	Authorised Capital	Issued and Paid-up Share Capital		Options Granted & Outstanding Shares/Stock Units	\$
			Share/Stock Units	\$		
Ordinary	\$0.50	\$1,500,000,000 (Ordinary)	Before Exercise	766,531,091	383,265,545.50	Before Exercise : 17,502,000
			Add Exercise	36,000	18,000.00	Less Exercise : (36,000)
			After Exercise	766,567,091	383,283,545.50	Outstanding : 17,466,000

3. Outstanding Warrants/TSRs : _____
 Nominal Value of Outstanding Convertible Loan Stock/Bonds : _____
 Outstanding Convertible Bonds: _____
4. We confirm that the attached list of options were granted and exercised in compliance with the terms of the (Employees' Share Option Scheme) approved by shareholders at the Extraordinary General Meeting held on 7TH MAY 1987.

Name : f CAROLINE CHANG Authorised Signature : 
 Designation : COMPANY SECRETARY Date : 25 February 2002

Enclosures :

- a. A copy of the Return of Allotment (Form 24) filed with the Registrar of Companies.
- b. Confirmation of despatch of Share/Stock Certificates.
- c. Details of options granted and exercised in Employees' Share Option Scheme ("ESOS").
- d. Cheque for \$2,000 being payment for the additional listing fee for the next 4 million Shares/Stock Units (unless the additional listing fee payable is covered in the previous payment).

ESOS SCHEDULE

DETAILS OF OPTIONS GRANTED AND EXERCISED IN EMPLOYEES/EXECUTIVES SHARE OPTION SCHEME ("ESOS")

Aggregate Number of Shares Alloted	Subscription Price (1)	Value of Shares exercised (2)	Remarks
23,000	\$0.91	\$20,930.00	Exercised by Lee Boon Watt
13,000	\$0.91	\$11,830.00	Exercised by Yeo Puay Hoon
	Total value of shares exercised =	\$32,760.00	
Notes:			
(1) Adjustments to subscription price to be disclosed as footnotes			
(2) Value of shares exercised = the number of shares allotted multiply by their exercise price			

THE COMPANIES ACT
(CHAPTER 50)
Section 63 (1)

RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on 25 May 2001

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	36,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid	\$0.91	-	-
due and payable	-	-	-
Amount of premium paid or payable on each Share	\$0.41	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			

The consideration for which the shares have been so allotted is as follows:

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
 Address: **23 Church Street**
#15-01 Capital Square
Singapore 049481
 Tel No: **8857 471**
 Fax No: **8857 301**

For Official Use

Date of Registration:
 Receipt No:
 Checked By:

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

3 List of the allottees and an account of the shares allotted to them are as follows:

(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation	(e) †No and class of shares allotted and consideration therefor (f) Date of allotment
(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6 th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore	(e) 36,000 ordinary shares for a cash consideration. (f) 22.2.2002

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash. Details of consideration need not be provided.

Name of Company: KEPEL CORPORATION LIMITED

Company No: 196800351N

FORM
24

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

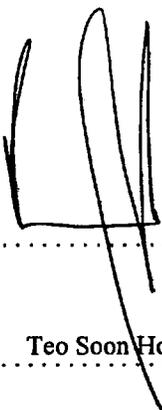
	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,283,545.50	-	-
Paid-up Share Capital	\$383,283,545.50	-	-

CERTIFICATE†

I hereby certify, in relation to the abovenamed company, that—

- (a) the company has more than 500 members;
- (b) the company keeps its principal shares register at (address)
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- (d) the shares referred to in this return were allotted for cash;
- (e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.

Dated: 25 February 2002

Signature: 

Name of *Director / Secretary : Teo Soon Hoe

B.A.C.S. PRIVATE LIMITED

63 CANTONMENT ROAD
SINGAPORE 089758
TELEFAX: (65) 3236990
TELEPHONE: (65) 3236200

25 February 2002

The Listings Manager
Singapore Exchange Securities Trading Limited
2 Shenton Way
SGX Centre 1 #19-00
Singapore 068804

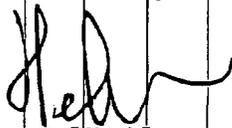
Dear Sirs

**KEPPEL CORPORATION LIMITED ("KEPPEL")
EMPLOYEE SHARE OPTION SCHEME
ALLOTMENT OF 36,000 SHARES**

We confirm that we have today despatched the share certificate in regard to the allotment of 36,000 shares issued pursuant to Keppel's Share Option Scheme.

The changes in the issued share capital are as shown on the attached.

Yours faithfully



HELENTAN
MANAGER
B.A.C.S. PRIVATE LIMITED

cc: 1) Temasek Holdings
(Att: Ms. Giam Lay Hoon)
2) GFD
3) GC
4) GM (Group Treasury)

c.c. Ms Caroline Chang
General Manager (Group Legal)
Keppel Corporation Limited
23 Church Street #15-01 Capital Square
Singapore 049481

KEPPEL CORPORATION LIMITED

CHANGES IN THE ISSUED SHARE CAPITAL

DESCRIPTION	SHARE CAPITAL	DATE ON CERTIFICATES
BALANCE B/F	766,531,091	
SHARE OPTION SCHEME	36,000	22.2.2002
TOTAL	766,567,091	

VERIFIED BY:
B.A.C.S. PRIVATE LIMITED



REGISTRARS



Keppel Corporation

Keppel Corporation
Limited
23 Church Street
#15-01 Capital Square
Singapore 049481

Tel: (65) 2706666
Fax: (65) 8857391/8857403

22 February 2002

Securities and Exchange Commission
Division of Corporate Finance
Room 3094 (3-6)
450 Fifth Street
Washington DC 20549
U.S.A.

BY COURIER

Attn: Special Counsel/Office of International Corporate Finance

Dear Sir

**RE : FILE NO: 82-2564
RULE 12G3 - 2(B) OF THE SECURITIES EXCHANGE ACT OF 1934**

The following documents which we have filed with the Singapore Exchange Securities Trading Limited are enclosed herewith:-

Copy of our additional listing application together with a copy of our Registrar's letters confirming despatch of the said share certificates and Form 24 relating to the Company's issue of 10,000 shares to option holders issued pursuant to an exercise under the Keppel Share Option Scheme.

This information is being furnished under Paragraph (b)(1)(iii) of Rule 12g-3-2 with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liability of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purposes that this Company is subject to the Exchange Act.

Yours faithfully

f. CAROLINE CHANG
COMPANY SECRETARY

FORM OF APPLICATION

SUBMITTED BY

KEPPEL CORPORATION LIMITED
(a company incorporated in Singapore on 3rd August 1968)

TO

SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

FOR ADDITIONAL LISTING OF 10,000 ORDINARY SHARES OF \$0.50 EACH CREDITED
AS FULLY PAID.

BY



♀ CAROLINE CHANG
COMPANY SECRETARY

DATED THIS 22ND DAY OF FEBRUARY 2002

KEPPEL CORPORATION LIMITED

APPLICATION FOR LISTING AND QUOTATION 10,000 OF SHARES/STOCK UNITS OF \$0.50 EACH FULLY PAID

ARISING FROM THE 10,000 OPTIONS EXERCISED PURSUANT TO THE EMPLOYEES' SHARE OPTION SCHEME ("SCHEME")

1. State how the additional shares/stock units for which listing is applied for rank with existing shares : **Pari Passu**
(If the shares do not rank pari passu, to confirm that the new share/stock certificates have been endorsed accordingly, and to furnish a specimen copy of the endorsed share/stock certificate to the Exchange.)
2. In respect of each class of securities, to furnish the following details :-

Class of Security	Par Value	Authorised Capital	Issued and Paid-up Share Capital		Options Granted & Outstanding Shares/Stock Units	\$
			Share/Stock Units	\$		
Ordinary	\$0.50	\$1,500,000,000 (Ordinary)	Before Exercise	766,521,091	Before Exercise :	17,512,000
			Add Exercise	10,000	Less Exercise :	(10,000)
			After Exercise	766,531,091	Outstanding :	17,502,000

3. Outstanding Warrants/TSRs : **Outstanding Convertible Bonds:**
 Nominal Value of Outstanding Convertible Loan Stock/Bonds :
4. We confirm that the attached list of options were granted and exercised in compliance with the terms of the (Employees' Share Option Scheme) approved by shareholders at the Extraordinary General Meeting held on 7TH MAY 1987.

Name : **CAROLINE CHANG**  Authorised Signature : _____
 Designation : **COMPANY SECRETARY** Date : **22 February 2002**

Enclosures :

- a. A copy of the Return of Allotment (Form 24) filed with the Registrar of Companies.
- b. Confirmation of despatch of Share/Stock Certificates.
- c. Details of options granted and exercised in Employees' Share Option Scheme ("ESOS").
- d. Cheque for \$2,000 being payment for the additional listing fee for the next 4 million Shares/Stock Units (unless the additional listing fee payable is covered in the previous payment).

SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

ESOS SCHEDULE

DETAILS OF OPTIONS GRANTED AND EXERCISED IN EMPLOYEES/EXECUTIVES
SHARE OPTION SCHEME ("ESOS")

Aggregate Number of Shares Alloted	Subscription Price (1)	Value of Shares exercised (2)	Remarks
2,000	\$3.78	\$ 7,560.00	Exercised by Soh Siong Kian
5,000	\$3.78	\$ 18,900.00	Exercised by Lam Chee Kin
3,000	\$3.78	\$11,340.00	Exercised by Leong Yew Cheong thru Keppel Securities Pte Ltd (sub-account name of KSN-Kep Grp Corp Cr Union Ltd)
	Total value of shares exercised =	\$37,800.00	
Notes:			
(1) Adjustments to subscription price to be disclosed as footnotes			
(2) Value of shares exercised = the number of shares alloted multiply by their exercise price			

THE COMPANIES ACT
(CHAPTER 50)
Section 63 (1)

RETURN OF ALLOTMENT OF SHARES

FORM

24

Folio No

Name of Company: **KEPPEL CORPORATION LIMITED**

Company No: **196800351N**

The issue of the shares referred to in this return was made pursuant to a resolution passed by the members of the company on 25 May 2001

The shares referred to in this return were allotted, or are deemed to have been allotted under section 63 (6) of the Companies Act, to the allottees on the dates indicated.

1 Payable in cash

Class of shares	Ordinary	Preference	Others
Number of shares	10,000	-	-
Nominal amount of each share	\$0.50	-	-
Amount paid or due and payable on each share paid	\$3.78	-	-
due and payable	-	-	-
Amount of premium paid or payable on each Share	\$3.28	-	-

2 For a consideration other than cash (*See Form 25/contract in writing)

Class of shares	Ordinary	Preference	Others
Number of shares			
Nominal amount of each share			
Amount to be treated as paid on each share			

The consideration for which the shares have been so allotted is as follows:

Lodged in the office of the Registrar of Companies & Businesses by

Name: **Keppel Corporation Limited**
 Address: **23 Church Street**
#15-01 Capital Square
Singapore 049481
 Tel No: **8857 471**

For Official Use

Date of Registration:

Receipt No:

Checked By:

Form 24 Continuation Sheet 1

(Please use continuation sheets if space provided is insufficient)

Name of Company: KEPEL CORPORATION LIMITED

Company No: 196800351N

FORM

24

3 List of the allottees and an account of the shares allotted to them are as follows:

(a) Name (b) Address (c) NRIC/Passport No/Registration No (d) Nationality/Country of Incorporation	(e) †No and class of shares allotted and consideration therefor (f) Date of allotment
(a) The Central Depository (Pte) Ltd (b) 20 Cecil Street 6 th Floor The Exchange Singapore 049705 (c) 198003912M (d) Singapore	(e) 10,000 ordinary shares for a cash consideration. (f) 21.2.2002

* Delete where inapplicable.

† Please specify if class of shares is other than Ordinary (i.e. Preference/Others) and if consideration is otherwise than in cash

Name of Company: **KEPPEL CORPORATION LIMITED**
 Company No: **196800351N**

FORM
24

4 Upon the abovementioned allotment of shares, the position of the Share Capital is as follows:

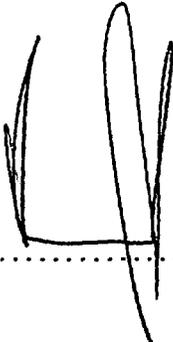
	Ordinary	Preference	Others
Authorised Share Capital	\$1,500,000,000	-	-
Issued Share Capital	\$383,265,545.50	-	-
Paid-up Share Capital	\$383,265,545.50	-	-

CERTIFICATE

I hereby certify, in relation to the abovenamed company, that—

- (a) the company has more than 500 members;
- (b) the company keeps its principal shares register at (address)
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- (d) the shares referred to in this return were allotted for cash;
- (e) the shares referred to in this return were allotted for a consideration other than cash and the number of persons to whom the shares have been allotted exceeds 500.

Dated: 22 February 2002

Signature: 

Name of *Director / Secretary : **Teo Soon Hoe**

B.A.C.S. PRIVATE LIMITED

63 CANTONMENT ROAD
SINGAPORE 089758
TELEFAX: (65) 3236990
TELEPHONE: (65) 3236200

22 February 2002

The Listings Manager
Singapore Exchange Securities Trading Limited
2 Shenton Way
SGX Centre 1 #19-00
Singapore 068804

Dear Sirs :

**KEPPEL CORPORATION LIMITED ("KEPPEL")
EMPLOYEE SHARE OPTION SCHEME
ALLOTMENT OF 10,000 SHARES**

We confirm that we have today despatched the share certificate in regard to the allotment of 10,000 shares issued pursuant to Keppel's Share Option Scheme.

The changes in the issued share capital are as shown on the attached.

Yours faithfully



HELENTAN
MANAGER
B.A.C.S. PRIVATE LIMITED

cc: 1) Ms Giam Lay Moon,
Temasek Holdings

2) GFD

3) GC

4) GM (Grp. Treasury)

(faxed 21/2/02)

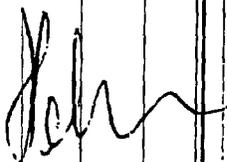
c.c. Ms Caroline Chang
General Manager (Group Legal)
Keppel Corporation Limited
23 Church Street #15-01 Capital Square
Singapore 049481

KEPPEL CORPORATION LIMITED

CHANGES IN THE ISSUED SHARE CAPITAL

DESCRIPTION	SHARE CAPITAL	DATE ON CERTIFICATES
BALANCE B/F	766,521,091	
SHARE OPTION SCHEME	10,000	21.2.2002
TOTAL	766,531,091	

**VERIFIED BY:
B.A.C.S. PRIVATE LIMITED**



REGISTRARS