

Keppel Infrastructure Trust

Registration Number 2010002

(Constituted in the Republic of Singapore pursuant to a trust deed dated 23 July 2009 (as amended))

ANNOUNCEMENT

APPROVAL FOR WAIVER OF RULE 1309 OF THE LISTING MANUAL OF THE SGX-ST

1. INTRODUCTION

Keppel Infrastructure Fund Management Pte. Ltd. (the "**Trustee-Manager**"), in its capacity as Trustee-Manager of Keppel Infrastructure Trust ("**KIT**"), refers to the SGXNET announcement made by the Trustee-Manager on 18 November 2014 (the "**Announcement**") in relation to, *inter alia*, the proposed disposal of the business undertaking and assets of KIT to CitySpring Infrastructure Trust ("**CIT**") pursuant to a conditional sale and purchase agreement entered into between the Trustee-Manager and CitySpring Infrastructure Management Pte. Ltd. ("**CSIM**"), in its capacity as trustee-manager of CIT (the "**Disposal**").

All capitalised terms used herein shall unless otherwise defined or the context otherwise requires have the same meaning as given to them in the Announcement.

2. WAIVER OF RULE 1309 OF THE LISTING MANUAL

- 2.1 As disclosed in the Announcement, in the event that the CitySpring Contract is completed, CIT will be the surviving trust and will be renamed "Keppel Infrastructure Trust" (the "**Enlarged Trust**") and it is proposed that KIT will be dissolved, among other things.
- 2.2 In connection with the Disposal, the Trustee-Manager had sought clarification from the SGX-ST on the applicability of Rule 1309 of the Listing Manual in relation to the proposed voluntary liquidation and subsequent delisting of KIT after the completion of the Disposal.
- 2.3 Rule 1309 of the Listing Manual provides that if an issuer is seeking to delist from the SGX-ST:
- (a) A reasonable exit alternative, which should normally be in cash, should be offered to the issuer's shareholders and holders of any other classes of listed securities to be delisted.
 - (b) The issuer should normally appoint an independent financial adviser to advise on the exit offer.
- 2.4 The Trustee-Manager had sought a waiver from Rule 1309 of the Listing Manual from the SGX-ST and the reasons for such waiver include:
- (a) each of the KIT Unitholders will receive listed CIT Units equivalent to the value of his KIT Units which he can freely trade in, and at all times, CIT will be a listed issuer on

SGX-ST's Official List and regulated by the SGX-ST, as well as by the Monetary Authority of Singapore as a registered business trust;

- (b) KIT Unitholders will receive the benefit of an independent financial adviser's advice on the financial terms of the Disposal. Unlike a delisting offer where the person making the delisting offer (if it is a controlling shareholder) need not abstain from voting on the delisting, in this applicable instance, KI as the controlling unitholder of KIT shall abstain from voting in the extraordinary general meeting of KIT Unitholders on the resolution to approve the Disposal. Thus, the CitySpring Contract is entirely subject to the approval of the minority unitholders of KIT who would make the decision on whether or not to consummate the CitySpring Contract; and
- (c) KIT is proposing to delist from the SGX-ST after it has divested all its assets to CIT and be voluntarily wound up, either by KIT Unitholders' special resolution or by a court order applied for by the Trustee-Manager.

2.5 The SGX-ST had advised that the SGX-ST had no objection to the waiver sought by the Trustee-Manager with regard to compliance with Rule 1309 (the "**Waiver**"), taking into consideration:

- (a) KIT's and CIT's track record of compliance with the SGX-ST Listing Rules; and
- (b) the Trustee-Manager's submissions and representations, including the following:
 - (i) KIT Unitholders will continue to hold interest in KIT's assets through ownership interest in the Enlarged Trust (being CIT, to be renamed "Keppel Infrastructure Trust"), listed on the SGX-ST. Following the completion of the Disposal, Keppel Infrastructure Fund Management Pte. Ltd., the existing trustee-manager of KIT, shall be appointed as the replacement trustee-manager of the Enlarged Trust. KI, the sponsor of KIT, shall become the sponsor of the Enlarged Trust;
 - (ii) the IFA's opinion that the financial terms of the Disposal (including and not limited to the swap ratio) are fair and reasonable, and the terms of the Disposal are based on normal commercial terms and are not prejudicial to the interests of KIT and the minority unitholders of KIT; and
 - (iii) KIT would be seeking KIT Unitholders' approval for the voluntary liquidation of KIT.

2.6 The Waiver is subject to the following:

- (a) KIT Unitholders' approval for the Disposal;
- (b) the abstention from voting by the controlling KIT Unitholder(s) on the resolution in relation to the Disposal;
- (c) an unqualified opinion from an independent financial adviser that the financial terms of the Disposal are fair and reasonable and not prejudicial to the interests of the KIT Unitholders;
- (d) KIT announcing the Waiver granted, the reasons for seeking the Waiver and the conditions as required under Rule 107 of the Listing Manual;
- (e) disclosure of the Waiver in the Circular (as defined below); and

- (f) submission of a written confirmation from KIT that the Waiver does not contravene any laws and regulations governing KIT and the trust deed of KIT.

3. CIRCULAR

Further details on the KMC Acquisition, the KIT Equity Fund Raising, the Disposal, the Distribution-In-Specie and the Winding Up (as defined in the Circular) are set out in the circular to KIT Unitholders dated 2 April 2015 (the "**Circular**") which contains, among others, a notice of the EGM that the Trustee-Manager will convene for the purpose of seeking KIT Unitholders' approvals in connection with the KMC Acquisition, the KIT Equity Fund Raising, the Disposal, the Distribution-In-Specie and the Winding Up.

BY ORDER OF THE BOARD

Keppel Infrastructure Fund Management Pte. Ltd.

(Company Registration Number: 200803959H)

As Trustee-Manager of Keppel Infrastructure Trust

Ng Wai Hong / Winnie Mak

Company Secretaries

5 April 2015

IMPORTANT NOTICE

The value of KIT Units and the income derived from them may fall as well as rise. KIT Units are not obligations of, deposits in, or guaranteed by, the Trustee-Manager or any of its affiliates. An investment in KIT Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Trustee-Manager to redeem their KIT Units while the KIT Units are listed. It is intended that KIT Unitholders may only deal in their KIT Units through trading on the SGX-ST. Listing of the KIT Units on the SGX-ST does not guarantee a liquid market for the KIT Units.

The past performance of KIT is not necessarily indicative of the future performance of KIT.