

RESPONSE TO QUERIES FROM SGX-ST

The Board of Directors (the “**Board**”) of Raffles Infrastructure Holdings Limited (the “**Company**”, together with its subsidiaries, referred to as the “**Group**”) would like to provide the following information in response to the queries from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) in respect of the Company’s announcement dated 13 December 2019 titled “Entry into Non-Binding Memorandum of Understanding”.

QUERY 1

The Company disclosed that it had entered into a non-binding Memorandum of Understanding (“MOU”) with KORAMCO Fund (“KOR”), a company incorporated in the Republic of Korea on 13 December 2019. Please elaborate on (a) when is this MOU expected to be binding and (b) whether there is any Long-Stop Date to the MOU.

RESPONSE:

- (a) The MOU is premised on the Company being awarded a contract under the Project. If the Company is awarded such a contract, it will enter into a binding agreement with KOR. Therefore, there will not be a separate binding MOU.
- (b) As explained in (a), the non-binding MOU is premised on the Company being awarded a contract under the Project. In the event the Company is not awarded a contract by the Bangladesh AWT, it will terminate the MOU by giving one month’s notice, as provided for.

QUERY 2

It was also disclosed that KOR and the Company have agreed to partner each other by jointly submitting proposals under the Baunia Project and that KOR is “prepared to provide funding up to USD 80 million”. Please disclose how much funding the Company expects to provide.

RESPONSE:

At this current stage, the Company does not have a specific funding expectation in respect of the Project. The Company will disclose in future announcements on the Project as and when it has entered into binding agreements in respect of the Project.

QUERY 3

KOR was described as a “real estate & energy/ infrastructure fund and asset management company” established in the Republic of Korea on 13 December 2019.

- a. Please provide details of the Fund Manager, the CV and track record of the Fund Manager, the investors of the Fund and how does KOR have the assets under management of US\$4.6 billion if it is incorporated only on 13 December 2019.
- b. Please provide details of some of KOR’s material successful projects.

RESPONSE (a) & (b):

- (a) To clarify, 13th December 2019 is the date where The MOU was signed. KOR was established in March 2010. The information on the Fund Manager’s track record can be found on KOR’s official website.
https://www.koramcofund.co.kr/eng/about/about_01Page.do
- (b) Please refer to KOR’s official website on the projects that was done by KOR.
https://www.koramcofund.co.kr/eng/about/about_01Page.do

QUERY 4

Condition Precedent (a) to the Company's participation in the Baunia Project refers to the "confirmation that the Baunia Project is listed under the initiative of the Bangladesh AWT to look for joint venture partner(s) for the said project..." (the "Confirmation") Please elaborate on the implication of this Confirmation.

RESPONSE:

Condition Precedent (a) states:

"confirmation that the Project is listed under the initiative of the Bangladesh AWT to look for joint venture partner(s) for the Project and that the appointment of joint venture partners may proceed with direct negotiation with the Bangladesh AWT Office, and/or such other relevant Bangladeshi authorities in relation to the Definitive Agreement to be signed by all parties concerned;"

The Company is currently one of the finalists slated to be awarded a contract under the Project. The significance to the Company of this condition is that if the Company emerges the finalist, it would want to be in a position to negotiate directly with the Bangladesh AWT Office, and not be subject to further tendering process.

Further to clarify, the second sentence starting from "and that the appointment of joint venture partners" should read as "and that the appointed joint venture partners".

QUERY 5

Condition Precedent (b) to the Company's participation in the Baunia Project refers to the "confirmation of an invitation from the Bangladesh AWT having been received by the Company..." Please disclose what is the indicative timeline(s) for the said project.

RESPONSE:

The Company understands from the Bangladesh AWT is that the project is likely to be awarded during first half of 2020.

QUERY 6

Condition Precedent (c) to the Company's participation in the Baunia Project refers to "all required licenses, permits and approvals having been granted..." Please elaborate on what are these licenses and approvals.

RESPONSE:

The Company anticipates the basic licenses and permits to comprise:

- (i) Approvals from the Bangladesh Government's Board of Investment to allow the company to invest in this project.
- (ii) Project clearance approval to proceed with the development of the project.
- (iii) Construction permits approval to allow the company to build the project.

However, it is to be noted that this is a catch-all provision under which the Company is ensuring that all required licenses and permits can be granted to itself and its potential partner KOR. At the appropriate time, when the Company and KOR are in negotiation with the Bangladesh AWT office, the types of licenses and permits that the Company and its potential partner require will become more apparent. The Company is unable to list definitively what these licenses and permits are at this time.

By Order of the Board Eric

Choo Han Kiat

Executive Director and Chief Executive Officer

23 December 2019