



(Business Trust Registration Number 2007001)
(Constituted in the Republic of Singapore as a business trust
pursuant to a trust deed dated 5 January 2007 (as amended))

INTERESTED PERSON TRANSACTION
**– SHAREHOLDER LOAN FACILITY OF S\$15,700,000 BETWEEN KEPPEL MERLIMAU
COGEN PTE LTD (“KMC”), KEPPEL INFRASTRUCTURE FUND MANAGEMENT PTE
LTD (AS TRUSTEE MANAGER OF KEPPEL INFRASTRUCTURE TRUST) (“KIT”) AND
KEPPEL ENERGY PTE LTD (“KE”)**

*Unless otherwise defined, all terms and references used herein shall bear the same meaning ascribed to them in the circular to unitholders (“**Unitholders**”) of Keppel Infrastructure Trust (“**KIT**”) dated 1 April 2024 (“**Circular**”) in relation to, inter alia, the KMC Capital Restructuring.*

1. INTRODUCTION

- 1.1 Reference is made to the Circular, the announcement dated 24 April 2024 in relation to the KMC Capital Restructuring and the announcement dated 25 June 2024 in relation to the S\$612,500,000 term loan facility (the “**New External Loan**”) obtained by KMC.
- 1.2 Keppel Infrastructure Fund Management Pte. Ltd. (the “**Trustee-Manager**”), acting in its capacity as trustee-manager for KIT, wishes to announce that KIT and KE (together the “**KMC Shareholders**”) have on 12 July 2024 entered into a shareholder loan facility (the “**Shareholder Loan**”) with KMC, whereby the KMC Shareholders will provide KMC with an interest-free Shareholder Loan in proportion to their respective shareholding in KMC, for an aggregate amount of S\$15,700,000.

2. BACKGROUND AND RATIONALE FOR THE SHAREHOLDER LOAN

- 2.1 In connection with the KMC Capital Restructuring, KMC had, *inter alia*:
- (a) on 24 April 2024 entered into a supplemental agreement (the “**Fourth Supplemental Agreement**”) with KMC, KE and Keppel Infrastructure Holdings Pte. Ltd. (“**KIHPL**”) to amend the capacity tolling agreement entered into between KMC, KE and KIHPL on 15 May 2015 (as amended by a first supplemental agreement dated 11 February 2016, a second supplemental agreement dated 1 January 2022, a third supplemental agreement dated 19 December 2023 and the Fourth Supplemental Agreement, the “**CTA**”); and

- (b) refinanced its S\$700 million loan due on 30 June 2027 (of which S\$612.5 million was outstanding) with the New External Loan. The New External Loan is an amortising loan with step-up principal amortisation, such that approximately equal debt servicing amounts (principal and interest) will be payable every six months (the “**New External Loan Repayments**”).
- 2.2 As set out in paragraph 3 of the Circular, the purpose of the KMC Capital Restructuring was to optimise KMC’s capital structure, to allow for KMC to resume Distributable Income contributions to KIT, and to maintain the existing Tax Incentives under the KMC Notes, while supporting the New External Loan Repayments.
- 2.3 While the CTA provides for certain Pass-through Arrangements between KMC and KE, KMC will also require sufficient cash flow for its working capital needs (the “**Working Capital Needs**”), including but not limited to, working capital required to (a) initially pay the costs incurred by KMC relating to, inventory usage, diesel usage and fees related to maintaining the Electricity Licence, which will first be borne by KMC before being subsequently reimbursed by KE and (b) pay for certain expenses or costs incurred under certain circumstances which are not covered by the Pass-through Arrangements in the CTA, including but not limited to costs relating to changes in laws.
- 2.4 Accordingly, the KMC Shareholders and KMC have entered into the Shareholder Loan to provide KMC with further flexibility to manage and optimise its working capital and to meet its Working Capital Needs.
- 2.5 The Shareholder Loan represents an extension of the KMC Shareholders’ investment in KMC. The Shareholder Loan is intended to be a quasi-equity loan for which the repayment of the Shareholder Loan is not planned and is subject to availability of cashflows of KMC.

3. **SALIENT TERMS OF THE SHAREHOLDER LOAN**

The salient terms of the Shareholder Loan are as follows:

Principal Amount	S\$15,700,000
Repayment	KMC shall be entitled, at its option, to repay the Shareholder Loan in full at any time.
Interest	The Shareholder Loan is interest free.
Ranking	The Shareholder Loan shall be subordinated to the New External Loan but will rank pari passu with other unsecured and unsubordinated creditors.

4. USE OF PROCEEDS

The proceeds from the Shareholder Loan shall be utilised for KMC's Working Capital Needs.

5. INTERESTED PERSON TRANSACTION

KIT has a 51% equity interest in KMC. Accordingly, KMC is an entity at risk under the Listing Manual. KIHPL, has a 18.21% interest in KIT and is accordingly a "controlling unitholder" and interested person of KIT under the Listing Manual (the "**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). KE is a wholly-owned subsidiary of KIHPL and is therefore an associate of KIHPL and interested person of KIT within the meaning of the Listing Manual. The Shareholder Loan is therefore an interested person transaction ("**IPT**") where KMC as the borrower is the entity at risk and KE as the lender is the interested person.

Keppel Ltd., through KIHPL, has a 18.21% indirect interest in KIT and is accordingly a "controlling unitholder" and interested person of KIT under the Listing Manual. As Keppel Ltd. (other than through its interest in KIT) holds a 49% interest in KMC, KMC is also an associate of Keppel Ltd. and is therefore an interested person of KIT. The Shareholder Loan is therefore also an IPT where KIT as the lender is the entity at risk and KMC as the borrower is the interested person.

Rule 909(3) of the Listing Manual provides that in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing; and in the case of lending of funds to an interested person, the value of the transaction is the interest payable on the loan and the value of the loan. As the Shareholder Loan is non-interest bearing, the value of the Shareholder Loan to KIT is S\$8,007,000, being (where KIT as the lender is the entity at risk) KIT's proportion of the Shareholder Loan.

Under Chapter 9 of the Listing Manual, where KIT and/or its entity(ies) at risk enters into a transaction with an interested person and the value of the transaction (either in itself or when aggregated with the value of other transactions, each of a value equal to or greater than S\$100,000, with the same interested person during the same financial year) is equal to or exceeds 3.0% of KIT's latest audited net tangible assets ("**NTA**"), the Trustee-Manager will be required to make an immediate announcement in respect of the transaction.

Based on KIT's audited financial statements for FY2023, the NTA of KIT was S\$293 million as at 31 December 2023. The value of the Shareholder Loan to KIT represents approximately 2.7% of KIT's NTA as at 31 December 2023.

The aggregate value of all IPTs entered into by KIT and/or its entity(ies) at risk with Keppel Ltd. and its subsidiaries and associates (including KMC and KE) for the current financial year ending 31 December 2024 as at 30 June 2024 and including the

Shareholder Loan is S\$1,864 million¹ which represents approximately 636% of KIT's NTA as at 31 December 2023.

The Trustee-Manager is accordingly making this announcement as the aggregate value of IPTs entered into by KIT and/or its entity(ies) at risk with Keppel Ltd. and its subsidiaries and associates (including KMC and KE) for the current financial year ending 31 December 2024 exceeds 3.0% of KIT's latest audited NTA.

For completeness, as at the date of this announcement, other than the Shareholder Loan, all IPTs entered into by KIT and/or its entity(ies) at risk with Keppel Ltd. and its subsidiaries and associates (including KMC and KE) for the current financial year ending 31 December 2024 have been specifically approved by Unitholders or have been entered into pursuant to the Unitholders' Mandate for Interested Person Transaction approved by Unitholders on 23 April 2024 (the "**IPT Mandate**").

For the avoidance of doubt, Unitholders' approval will not be required to be obtained for the Shareholder Loan.

The aggregate value of all IPTs entered into by KIT and/or its entity(ies) at risk for the current financial year ending 31 December 2024 as at 30 June 2024 and including the Shareholder Loan is S\$1,934 million¹.

6. **AUDIT AND RISK COMMITTEE STATEMENT**

The Audit and Risk Committee of KIT, having considered the terms and rationale for the Shareholder Loan, is of the view that the grant of the Shareholder Loan by the KMC Shareholders is on normal commercial terms and is not prejudicial to the interests of KIT and its minority Unitholders.

7. **INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS**

As at the date of this announcement, save as disclosed above and in the Circular, the interests of the directors and substantial unitholders in the Shareholder Loan are as follows:

- (a) KIHPL has a direct interest in 1,024,360,090 Units, representing approximately 18.21% of the total Units in issue²;
- (b) Keppel Ltd. is deemed to have an interest in the Units which its wholly-owned subsidiary, KIHPL, has an interest;
- (c) Temasek Holdings (Private) Limited ("**Temasek**") is deemed to have an interest in the Units in which its subsidiaries and/or associated companies hold or have deemed interests; and

¹ The aggregate value of all IPTs entered into by KIT and/or its entity(ies) at risk as at 30 June 2024 are based on management information to be reviewed by KIT's internal auditor and the Audit and Risk Committee pursuant to renewal of the IPT Mandate

² Based on total Units in issue of 5,626,719,128 as at the date of this announcement.

- (d) Mr Daniel Cuthbert Ee Hock Huat is a director of a subsidiary of Temasek and an investment committee member of certain subsidiaries of Keppel Capital Holdings Pte. Ltd. Mr Adrian Chan Pengee is a director of certain subsidiaries of Temasek. Mr Ng Kin Sze is a part-time private equity advisor to a subsidiary of Temasek and an investment committee member of certain subsidiaries of Keppel Capital Holdings Pte. Ltd. Ms Christina Tan Hua Mui is the Chief Executive Officer, Fund Management and Chief Investment Officer of Keppel Ltd., and a director of several other subsidiaries of Keppel Ltd.

Save as disclosed above and save for the Directors' and Substantial Unitholders' respective holdings in KIT, the Directors and Substantial Unitholders have no other interests in the Shareholder Loan.

BY ORDER OF THE BOARD
KEPPEL INFRASTRUCTURE FUND MANAGEMENT PTE. LTD.
(Company Registration Number: 200803959H)
As Trustee-Manager of Keppel Infrastructure Trust

Darren Tan / Chiam Yee Sheng
Company Secretaries
12 July 2024

IMPORTANT NOTICE

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Trustee-Manager or any of its affiliates. An investment in 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 Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units. The past performance of KIT is not necessarily indicative of the future performance of KIT. This announcement may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition

from other developments or companies, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Trustee-Manager's current view on future events.