CITYSPRING INFRASTRUCTURE TRUST
(a business trust constituted in Singapore and registered with the Monetary Authority of Singapore)
(Registration No. 2007001)

NOTICE OF ANNUAL GENERAL MEETING OF THE UNITHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of the Unitholders of CitySpring Infrastructure Trust ("CitySpring") will be held at NTUC Business Centre's Auditorium, One Marina Boulevard, Level 7, Singapore 018989 on Wednesday, 30 July 2014 at 10.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Report of the Trustee-Manager, Statement by the Trustee-Manager and the Audited Accounts of CitySpring for the year ended 31 March 2014 together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-appoint Messrs Ernst & Young LLP as external auditors of CitySpring and to authorise the Trustee-Manager to fix their remuneration. **(Resolution 2)**

3. To transact any other business which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

4. Proposed Units Issue Mandate

That pursuant to Clause 6.1 of the trust deed dated 5 January 2007 constituting CitySpring (the "Trust Deed"), Section 36 of the Business Trusts Act and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Trustee-Manager, on behalf of CitySpring, be and is hereby authorised and empowered to:

I (i) issue units in CitySpring ("Units") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Trustee-Manager may in its absolute discretion deem fit; and

II (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Units in pursuance of any Instrument made or granted by the Trustee-Manager while this Ordinary Resolution was in force,

provided that:

(a) the aggregate number of Units to be issued pursuant to this Ordinary Resolution (including Units to be issued in pursuance of the Instruments made or granted pursuant to this Ordinary Resolution) shall not exceed 50 per cent. (50%) of the total number of issued Units (as calculated in accordance with paragraph (b) below), of which the aggregate number of Units to be issued other than on a *pro-rata* basis to Unitholders of

CitySpring shall not exceed 20 per cent. (20%) of the total number of issued Units (as calculated in accordance with paragraph (b) below);

(b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Units that may be issued pursuant to paragraph (a) above, the percentage of issued Units shall be based on the total number of issued Units at the time of the passing of this Ordinary Resolution, after adjusting for:

(i) new Units arising from the conversion or exercise of any Instruments which are outstanding or subsisting as at the date this Ordinary Resolution is passed; and

(ii) any subsequent bonus issue, consolidation or subdivision of Units;

(c) in exercising the authority conferred by this Ordinary Resolution, the Trustee-Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST, the Trust Deed for the time being constituting CitySpring and the Business Trusts Act); and

(d) unless revoked or varied by CitySpring in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Unitholders of CitySpring or the date by which the next Annual General Meeting of the Unitholders of CitySpring is required by law to be held, whichever is the earlier.
[See Explanatory Note (1)] **(Resolution 3)**

5. Proposed Renewal of the Interested Person Transactions Mandate

That:

(a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the SGX-ST, for CitySpring, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the CitySpring's 2014 Annual Report (the "Appendix") with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;

(b) the approval given in paragraph (a) above (the "IPT Mandate") shall, unless revoked or varied by CitySpring in general meeting, continue in force until the conclusion of the next Annual General Meeting of CitySpring; and

(c) the Trustee-Manager and any Director of the Trustee-Manager be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the IPT Mandate and/or this Resolution.
[See Explanatory Note (2)] **(Resolution 4)**

By Order of the Board of CitySpring Infrastructure Management Pte. Ltd.
as Trustee-Manager of CitySpring Infrastructure Trust

Susanna Cher
Company Secretary
Singapore
12 July 2014

Explanatory Notes:

(1) Ordinary Resolution 3 in item 4 above, if passed, will empower the Trustee-Manager to issue Units and to make or grant Instruments convertible into Units and to issue Units in pursuance to such Instruments, up to a number not exceeding 50% of the total number of issued Units, of which the aggregate number of Units to be issued other than on a *pro-rata* basis to existing Unitholders of CitySpring does not exceed 20% of the total number of issued Units. For the purpose of determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the issued Units at the time when Ordinary Resolution 3 is passed, after adjusting for (a) new Units arising from the conversion or exercise or any convertible securities or Unit options or vesting of Unit awards which are outstanding or subsisting at the time that Ordinary Resolution 3 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Units.

For avoidance of doubt, the authority to issue Units pursuant to Resolution 3 includes the issuance of Units by the Trustee-Manager to itself in the event that the Trustee-Manager elects, in accordance with Clause 11 of the Trust Deed, to receive all or any part of the base fee and/or performance fee due and payable to it in Units instead of cash.

(2) Ordinary Resolution 4 in item 5 above, if passed, will allow CitySpring, its subsidiaries and associated companies or any of them to enter into certain interested person transactions with persons who are considered interested persons (as defined in the Appendix).

Notes:

1. A Unitholder entitled to attend and vote at the Annual General Meeting of the Unitholders of CitySpring (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Unitholder of CitySpring.

2. The instrument appointing a proxy or proxies ("Instrument of Proxy") must be deposited at the Registered Office of the Trustee-Manager at 111 Somerset Road, #10-01 TripleOne Somerset, Singapore 238164 not less than 48 hours before the time appointed for holding the Meeting (i.e. by 10.00 a.m. on 28 July 2014). The lodging of an Instrument of Proxy by a Unitholder does not preclude him/her from attending and voting in person at the Meeting if he/she finds that he/she is able to do so. In such event, the relevant Instrument of Proxy will be deemed to be revoked.