

# Keppel Infrastructure Trust

(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))

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**PROPOSED ISSUE OF S\$100,000,000 4.75 PER CENT. SUBORDINATED PERPETUAL SECURITIES (TO BE CONSOLIDATED AND TO FORM A SINGLE SERIES WITH THE S\$200,000,000 4.75 PER CENT. SUBORDINATED PERPETUAL SECURITIES ISSUED ON 12 JUNE 2019) UNDER THE S\$1,000,000,000 MULTICURRENCY DEBT ISSUANCE PROGRAMME OF KEPPEL INFRASTRUCTURE FUND MANAGEMENT PTE. LTD. (IN ITS CAPACITY AS TRUSTEE-MANAGER OF KEPPEL INFRASTRUCTURE TRUST) (THE "PROGRAMME")**

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Keppel Infrastructure Fund Management Pte. Ltd. (in its capacity as trustee-manager of Keppel Infrastructure Trust ("KIT", together with its subsidiaries, the "Group")) (the "Issuer" or "Trustee-Manager") wishes to announce that it proposes to issue a second tranche of S\$100,000,000 in aggregate principal amount of 4.75 per cent. subordinated perpetual securities (the "Series 001 Tranche 002 Securities"), which shall be consolidated, and shall form a single series, with the S\$200,000,000 in aggregate principal amount of 4.75 per cent. subordinated perpetual securities issued on 12 June 2019. The Series 001 Tranche 002 Securities will be issued under the Programme. Oversea-Chinese Banking Corporation Limited is the sole lead manager and bookrunner for the Series 001 Tranche 002 Securities. Unless otherwise defined herein, terms used in this Announcement and which are defined in the terms and conditions of the Series 001 Tranche 002 Securities (the "Conditions") shall bear the same meanings ascribed to them in the Conditions.

The principal terms of the Series 001 Tranche 002 Securities will be as follows:

- (a) **Issue Size** : S\$100,000,000.
- (b) **Issue Price** : 100 per cent. of the principal amount of the Series 001 Tranche 002 Securities plus accrued interest from (and including) 12 June 2019 to (but excluding) 25 June 2019.
- (c) **Status and Subordination** : The Series 001 Tranche 002 Securities relating to them constitute direct, unconditional, subordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with any Parity Obligations of the Issuer.

Subject to the insolvency laws of Singapore and other applicable

laws, in the event of the Winding-Up of KIT, there shall be payable by the Issuer in respect of each Series 001 Tranche 002 Security (in lieu of any other payment by the Issuer), such amount, if any, as would have been payable to such holder of the Series 001 Tranche 002 Securities (the “**Series 001 Tranche 002 Securityholder**”) if, on the day prior to the commencement of the Winding-Up of KIT, and thereafter, such Series 001 Tranche 002 Securityholder were the holder of one of a class of preferred units in the capital of KIT (and if more than one class of preferred units is outstanding, the most junior ranking class of such preferred units) (the “**Notional Preferred Units**”) having an equal right to return of assets in the Winding-Up of KIT and so ranking *pari passu* with the holders of that class or classes of preferred units (if any) which have a preferential right to return of assets in the Winding-Up of KIT, and so ranking ahead of, the holders of Junior Obligations of KIT, but junior to the claims of all other present and future creditors of KIT (other than Parity Obligations of KIT), on the assumption that the amount that such Series 001 Tranche 002 Securityholder was entitled to receive in respect of each Notional Preferred Unit on a return of assets in such Winding-Up were an amount equal to the principal amount (and any applicable premium outstanding) of the relevant Series 001 Tranche 002 Security together with distributions accrued and unpaid since the immediately preceding Distribution Payment Date or 12 June 2019 (as the case may be) and any unpaid Optional Distributions in respect of which the Issuer has given notice to the Series 001 Tranche 002 Securityholders in accordance with the Conditions of the Series 001 Tranche 002 Securities.

In this Announcement:

“**Junior Obligation**” means any class of equity capital in KIT and any instrument or security issued, entered into or guaranteed by the Issuer, other than any instrument or security (including without limitation any preferred units) ranking in priority in payment and in all other respects to the ordinary units of KIT;

“**Parity Obligations**” means any instrument or security (including without limitation any preference units in KIT) issued, entered into or guaranteed by the Issuer (1) which ranks or is expressed to rank, by its terms or by operation of law, *pari passu* with a Notional Preferred Unit and (2) the terms of which provide that the making of payments thereon or distributions in respect thereof are fully at the discretion of the Issuer and/or, in the case of an instrument or security guaranteed by the Issuer, the issuer thereof; and

**“Winding-Up”** means bankruptcy, termination, winding up, liquidation, receivership or similar proceedings in respect of KIT.

(d) **Maturity Date** : The Series 001 Tranche 002 Securities are perpetual and have no fixed final redemption date.

(e) **Distribution Rate** : The Distribution Rate applicable to the Series 001 Tranche 002 Securities shall be:

(a) in respect of the period from (and including) 12 June 2019 to (but excluding) 12 June 2029 (the **“First Reset Date”**), 4.75 per cent. per annum; and

(b) in respect of the period from (and including) the First Reset Date and each date falling every ten years after the First Reset Date (the First Reset Date and each such date, a **“Reset Date”**), falling thereafter to (but excluding) the immediately following Reset Date, a fixed rate equal to the Reset Distribution Rate.

**“Reset Distribution Rate”** means the prevailing ten-year Singapore Dollar Swap Offer Rate with respect to the relevant Reset Date plus the initial spread of 2.737 per cent. plus the Step-up Margin at 1.00 per cent.

(f) **Redemption at the Option of the Issuer** : The Issuer may, at its option, redeem the Series 001 Tranche 002 Securities in whole, but not in part, on 12 June 2029 (the **“First Call Date”**) or on any Distribution Payment Date thereafter at their principal amount, together with the distribution accrued (including any Arrears of Distribution) from (and including) the immediately preceding Distribution Payment Date to (but excluding) the date fixed for redemption.

(g) **Other Redemption** : The Series 001 Tranche 002 Securities may also be redeemed upon the occurrence of certain other redemption events specified in the pricing supplement for the Series 001 Tranche 002 Securities.

(h) **Distribution Discretion** : The Issuer may, at its sole discretion, elect not to pay a distribution (or to pay only part of a distribution) which is scheduled to be paid on a Distribution Payment Date by giving notice to the Trustee, the Principal Paying Agent and the Series 001 Tranche 002 Securityholders not more than 15 nor less than five business days prior to a scheduled Distribution Payment Date.

(i) **Cumulative Deferral** : Any distribution deferred pursuant to Condition 4(IV) of the Series 001 Tranche 002 Securities shall constitute “**Arrears of Distribution**”. The Issuer may, at its sole discretion, elect to (in the circumstances set out in Condition 4(IV)(a)) of the Series 001 Tranche 002 Securities further defer any Arrears of Distribution by complying with the foregoing notice requirement applicable to any deferral of an accrued distribution. The Issuer is not subject to any limit as to the number of times distributions and Arrears of Distribution can or shall be deferred pursuant to Condition 4(IV) of the Series 001 Tranche 002 Securities except that Condition 4(IV)(c) of the Series 001 Tranche 002 Securities shall be complied with until all outstanding Arrears of Distribution have been paid in full.

(j) **Restrictions in the case of Non-Payment** : If on any Distribution Payment Date, payments of all distributions scheduled to be made on such date are not made in full by reason of Condition 4(IV) of the Series 001 Tranche 002 Securities, the Issuer shall not and shall procure that none of its subsidiaries shall:

(i) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on, any of the Issuer’s Junior Obligations or (except on a *pro rata* basis) any of the Issuer’s Parity Obligations; or

(ii) redeem, reduce, cancel, buy-back or acquire for any consideration, and will procure that no redemption, reduction, cancellation, buy-back or acquisition for any consideration is made in respect of, any of the Issuer’s Junior Obligations or (except on a *pro rata* basis) any of the Issuer’s Parity Obligations,

in each case, other than (1) in connection with any employee benefit plan or similar arrangements with or for the benefit of the employees, directors or consultants of the Group, (2) as a result of the exchange or conversion of Parity Obligations of KIT for Junior Obligations of KIT or (3) unless and until (A) the Issuer has satisfied in full all outstanding Arrears of Distribution or (B) the Issuer is permitted to do so by an Extraordinary Resolution (as defined in the Trust Deed) of the Series 001 Tranche 002 Securityholders. For the avoidance of doubt, nothing in Condition 4(IV)(d) of the Series 001 Tranche 002 Securities shall restrict the payment of management fees to the Trustee-Manager in the form of units in KIT, cash or any other form of consideration.

(k) **Redemption Price** : 100 per cent. of the principal amount of the Series 001 Tranche 002 Securities then outstanding, together with any accrued distribution (including Arrears of Distributions).

The Series 001 Tranche 002 Securities are expected to be issued on 25 June 2019.

The Series 001 Tranche 002 Securities are offered by the Issuer in Singapore pursuant to exemptions invoked under Sections 274 and/or 275 of the Securities and Futures Act (Chapter 289 of Singapore).

Application will be made to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for permission to deal in the listing and quotation of the Series 001 Tranche 002 Securities on the SGX-ST. Admission to the Official List of the SGX-ST and the listing and quotation of the Series 001 Tranche 002 Securities on the SGX-ST is not to be taken as an indication of the merits of the Trustee-Manager, KIT, their respective subsidiaries (if any) and associates (if any), the Programme or the Series 001 Tranche 002 Securities.

The net proceeds arising from the issue of the Series 001 Tranche 002 Securities, after the deduction of issue expenses, will be used by the Issuer for refinancing borrowings and general working capital purposes.

This Announcement and the information contained herein do not constitute an offer or invitation to purchase any securities of KIT or the Issuer.

**KEPPEL INFRASTRUCTURE FUND MANAGEMENT PTE. LTD.**  
**(Company Registration Number: 200803959H)**  
**As Trustee-Manager of Keppel Infrastructure Trust**

Winnie Mak / Joyce Ng  
Company Secretaries  
18 June 2019

## IMPORTANT NOTICE

**This announcement is not for distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale in the United States or any other jurisdictions.**

**Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:** The Series 001 Tranche 002 Securities are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any securities of KIT in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

The value of units in KIT (“**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, shifts in expected levels of occupancy rate, property rental income, charge out collections, 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.