

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/
UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES**

FORM

3

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.
2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

Keppel Infrastructure Trust (formerly known as CitySpring Infrastructure Trust)

2. Type of Listed Issuer:

Company/Corporation

Registered/Recognised Business Trust

Real Estate Investment Trust

Name of Trustee-Manager/Responsible Person:

Keppel Infrastructure Fund Management Pte. Ltd.

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

No *(Please proceed to complete Part II)*

Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

29-May-2015

Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder A 

1. Name of Substantial Shareholder/Unitholder:

Temasek Holdings (Private) Limited ("Temasek")

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

- Yes
 No

3. Notification in respect of:

- Becoming a Substantial Shareholder/Unitholder
 Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:



29-May-2015

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

29-May-2015

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	1,220,426,680	1,220,426,680
As a percentage of total no. of voting shares/units: 	0	42.87	42.87
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	1,220,426,680	1,220,426,680
As a percentage of total no. of voting shares/units: 	0	33.52	33.52

8. Circumstances giving rise to deemed interests (if the interest is such):
 [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Temasek is filing this notification form to report a change in deemed interest in the Listed Issuer from 42.87% to 33.52% due to the allotment and issue of 792,857,000 units in the Listed Issuer ("Units") on 29 May 2015 in connection with the Private Placement (as defined in the offer information statement lodged by Keppel Infrastructure Fund Management Pte. Ltd. with the Monetary Authority of Singapore on 20 May 2015)(see Part IV of this notification below).

Temasek's deemed interest arises from the interests held by Bartley Investments Pte. Ltd. ("Bartley"), Nassim Investments Pte. Ltd. ("Nassim"), Napier Investments Pte. Ltd. ("Napier"), Keppel Infrastructure Holdings Pte. Ltd. ("KIH") and DBS Group Holdings Limited ("DBSH").

(A) Temasek's deemed interest through Tembusu Capital Pte. Ltd. ("Tembusu"), Bartley , Nassim and Napier 15.62%

- (i) Bartley has a direct interest in 9.78% of the Units.
- (ii) Nassim has a direct interest in 3.41% of the Units.
- (iii) Napier has a direct interest in 2.43% of the Units.
- (iv) Bartley, Nassim and Napier are wholly-owned subsidiaries of Tembusu.
- (v) Tembusu is a wholly-owned subsidiary of Temasek.

(B) Temasek's deemed interest through Keppel Corporation Limited ("KCL") and KIH: 17.9%

- (i) KIH has a direct interest in 17.9% of the Units.
- (ii) KIH is a wholly-owned subsidiary of KCL.
- (iii) Temasek has a more than 20% interest in KCL, an independently managed Temasek portfolio company.

(C) Temasek's deemed interest through DBSH: <0.01%

- (i) DBSH has an interest in 160 Units.
- (ii) Temasek has a more than 20% interest in DBSH, an independently managed Temasek portfolio company.

Total deemed interest of Temasek after Completion -----
33.52%
=====

KCL and DBSH are independently managed Temasek portfolio companies. Temasek is not involved in their business or operating decisions, including those regarding their position in the Units.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
 [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

- a) Bartley is a wholly-owned subsidiary of Tembusu.
- b) Tembusu is a wholly-owned subsidiary of Temasek.

10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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(b) Date of the Initial Announcement:

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(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Prior to the Private Placement, the direct and/or deemed interests as a percentage figure of the total number of voting units are derived based on the total number of issued Units, being 2,845,212,436 Units.

After the Private Placement, the direct and/or deemed interests as a percentage figure of the total number of voting units are derived based on the total number of issued Units, being 3,638,069,436 Units.

Substantial Shareholder/Unitholder B 

1. Name of Substantial Shareholder/Unitholder:

Tembusu Capital Pte. Ltd. ("Tembusu")

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?


- Yes
 No

3. Notification in respect of:

- Becoming a Substantial Shareholder/Unitholder
 Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

29-May-2015

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

29-May-2015

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	568,234,112	568,234,112

As a percentage of total no. of voting shares/ units: ⓘ	0	19.97	19.97
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	568,234,112	568,234,112
As a percentage of total no. of voting shares/ units: ⓘ	0	15.62	15.62

8. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Tembusu is filing this notification form to report a change in deemed interest in the Listed Issuer from 19.97% to 15.62% due to the 792,857,000 Units that were allotted and issued in connection with the Private Placement.

Tembusu's deemed interest arises from the interests held by Bartley, Nassim and Napier.

(A) Tembusu's deemed interest through Bartley, Nassim and Napier	15.62%
(i) Bartley has a direct interest in 9.78% of the Units.	
(ii) Nassim has a direct interest in 3.41% of the Units.	
(iii) Napier has a direct interest in 2.43% of the Units.	
(iv) Bartley, Nassim and Napier are wholly-owned subsidiaries of Tembusu.	
Total deemed interest of Tembusu after Completion	----- 15.62% =====

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:

[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

a) Bartley is a wholly-owned subsidiary of Tembusu.
b) Tembusu is a wholly-owned subsidiary of Temasek.

10. Attachments (if any): ⓘ



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Prior to the Private Placement, the direct and/or deemed interests as a percentage figure of the total number of voting units are derived based on the total number of issued Units, being 2,845,212,436 Units.

After the Private Placement, the direct and/or deemed interests as a percentage figure of the total number of voting units are derived based on the total number of issued Units, being 3,638,069,436 Units.

Substantial Shareholder/Unitholder C 

1. Name of Substantial Shareholder/Unitholder:

Bartley Investments Pte. Ltd. ("Bartley")

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

Yes

No

3. Notification in respect of:


Becoming a Substantial Shareholder/Unitholder

Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:


29-May-2015

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

29-May-2015

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	355,758,550	0	355,758,550
As a percentage of total no. of voting shares/units: 	12.5	0	12.5
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>

No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	355,758,550	0	355,758,550
As a percentage of total no. of voting shares/units: ⓘ	9.78	0	9.78

8. Circumstances giving rise to deemed interests (if the interest is such):
 [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

N.A.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
 [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

a) Bartley is a wholly-owned subsidiary of Tembusu.
 b) Tembusu is a wholly-owned subsidiary of Temasek.

10. Attachments (if any): ⓘ



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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(b) Date of the Initial Announcement:

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(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Prior to the Private Placement, the direct and/or deemed interests as a percentage figure of the total number of voting units are derived based on the total number of issued Units, being 2,845,212,436 Units.

After the Private Placement, the direct and/or deemed interests as a percentage figure of the total number of voting units are derived based on the total number of issued Units, being 3,638,069,436 Units.

Part IV - Transaction details

1. Type of securities which are the subject of the transaction (*more than one option may be chosen*):

- Voting shares/units
- Rights/Options/Warrants over voting shares/units
- Convertible debentures over voting shares/units (*conversion price known*)
- Others (*please specify*):

2. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:

N.A.

3. Amount of consideration paid or received by Substantial Shareholders/Unitholders (*excluding brokerage and stamp duties*):

N.A.

4. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)
- Securities via physical settlement of derivatives or other securities
- Securities pursuant to rights issue
- Securities via a placement
- Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- Acceptance of take-over offer for the Listed Issuer
- Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (*please specify*):

Others (*please specify*):

In connection with the Private Placement and as announced by the Listed Issuer on 28 May 2015, 792,857,000 new Units were allotted and issued on 29 May 2015, resulting in a dilution of the unitholding percentage of the Substantial Unitholders' deemed and/or direct interests in the Listed Issuer.

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

5. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

Christina Choo

(b) Designation (if applicable):

Director, Legal & Regulations

(c) Name of entity (if applicable):

Temasek International Pte. Ltd.

Transaction Reference Number (auto-generated):

1	0	8	3	3	4	2	4	1	1	3	9	5	4	3
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