

CIRCULAR TO UNITHOLDERS IN RELATION TO:

- 1. THE PROPOSED ISSUANCE OF UP TO 758,763,838 NEW UNITS IN KIT (REPRESENTING APPROXIMATELY 15.2% OF THE EXISTING NUMBER OF ISSUED UNITS AS AT THE LATEST PRACTICABLE DATE) PURSUANT TO (I) THE PLACEMENT OR (II) THE PLACEMENT AND THE PREFERENTIAL OFFERING (EACH AS DEFINED HEREIN); AND**
- 2. THE PROPOSED PLACEMENT OF NEW UNITS IN KIT TO KEPPEL INFRASTRUCTURE HOLDINGS PTE. LTD., AS PART OF THE PLACEMENT, WHICH ALSO CONSTITUTES AN INTERESTED PERSON TRANSACTION.**



If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your units in Keppel Infrastructure Trust ("**KIT**", and the units in KIT, "**Units**"), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form in this Circular, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the "**SGX-ST**") assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained and opinions expressed in this Circular.

This Circular does not constitute or form a part of any offer to purchase, a solicitation of an offer to purchase, an offer to sell or invitation or solicitation of an offer to sell, issue or subscribe for, securities in or into the United States or any other jurisdiction. Any proposed issuance of new Units (the "**New Units**") described in this Circular will not be registered under the U.S. Securities Act of 1933, as amended (the "**US Securities Act**") or under the securities laws of any state or other jurisdiction of the United States, and any such New Units may not be offered or sold within the United States except pursuant to an exemption from, or transactions not subject to, the registration requirements of the US Securities Act and in compliance with any applicable state or local securities laws. The Trustee-Manager (as defined herein) does not intend to conduct a public offering of any securities of KIT in the United States or any other jurisdiction where such an offering is restricted or prohibited.

In-principle approval has been obtained from the SGX-ST for the listing and quotation of the New Units to be issued on the Main Board of the SGX-ST. The SGX-ST's in-principle approval is not an indication of the merits of the Placement (as defined herein), the Preferential Offering (as defined herein), the New Units or any of the transactions contemplated in association with the Placement, the Preferential Offering, KIT and/or its subsidiaries, the existing Units or the New Units.

Important dates and times

SIAS Dialogue Session¹:	3 April 2023 at 7.00 p.m.
Last date and time for submission of questions in advance of the Extraordinary General Meeting ("EGM"):	2 April 2023 at 2.00 p.m.
Last date and time for KIT to publish responses to questions received:	12 April 2023 at 2.00 p.m.
Last date and time for lodgment of Proxy Forms:	15 April 2023 at 2.30 p.m.
Date and time of EGM:	17 April 2023 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of KIT to be held at 2.00 p.m. on the same day and at the same venue)
Place of EGM:	Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593

Note:

1. Further details on the SIAS Dialogue Session will be announced by KIT in due course.

IMPORTANT NOTICE

The information in this section should be read with the full information contained in the rest of this Circular. If there should be any inconsistency or conflict between this section and the rest of this Circular, the rest of this Circular shall prevail. Nothing in this section is intended to be, or shall be taken as, advice, a recommendation or a solicitation to Unitholders or any other party. Meanings of defined terms may be found in the Definitions section of this Circular.

Equity Fund Raising on the back of three acquisitions in green infrastructure segments

- The Trustee-Manager intends to fully or partially repay the amount drawn down on any of the Bridge Facilities (including any further external borrowings taken out for refinancing of any of the Bridge Facilities) which were taken out to, and/or to replenish working capital and internal cash which were used to, initially fund the Total Acquisition Cost, with proceeds from the Equity Fund Raising.
- Keppel Infrastructure Holdings Pte. Ltd.¹ (“**KIHPL**”) intends to take part in Placement so as to maintain KIHPL’s percentage unitholding in KIT following the completion of the Placement

Rationale for the proposed KIHPL placement

- a) the issuance of New Units to KIHPL would maintain KIHPL’s position as the single largest direct Unitholder of KIT and avoid or mitigate the extent to which it would be diluted as a result of the Equity Fund Raising;
- b) such issuance would be a positive demonstration of KIHPL’s commitment as the sponsor of KIT; and
- c) such issuance would enhance investors’ confidence in the Placement and provide a higher degree of certainty for the successful completion of the Equity Fund Raising.

Growing the Energy Transition and Environmental Service segments

Expanding presence into 5 developed jurisdictions with AA to AAA credit ratings

	 Wind Fund – European Onshore Wind Platform ²	 BKR2 – German Offshore Wind Farm ²	 EMKH – Integrated Waste Platform in South Korea ²
Description	▪ 258MW operating onshore wind assets in Sweden and Norway, with up to 1.2GW ³ of pipeline opportunity across Sweden and the UK	▪ 465MW operating offshore wind farm in the North Sea off the coast of Germany, an area with high wind availability	▪ Leading integrated waste management player in South Korea
Operating partner	▪ Fred. Olsen Renewables AS (“ FORAS ”): one of the largest renewables independent power producers in Northern Europe with 788MW of operating wind farms and more than 3.5GW pipeline in Northern Europe as at 30 Sep 2022	▪ Ørsted AS: the largest developer and operator of offshore wind farms in the world with over 30 years of experience	▪ The EMKH Acquisition allows KIT to draw on proprietary expertise relating to waste management across Keppel Group’s ecosystem to value-add to and develop EMKH
Key highlights	✓ Built-in growth potential through de-risked asset dropdowns from FORAS	✓ Predictable cashflows substantially de-risked by FiT regime ✓ Receives higher of the FiT or capture price	✓ High barriers to entry, and increasingly stricter regulations favoring incumbent players with scale
KIT equity contribution and effective stake	▪ €131.2m (~S\$191.6m) ⁴ ▪ 13.4% ⁴	▪ €250.1m (~S\$365.1m) ⁴ ▪ 20.5% ⁴	▪ ₩296.7b (~S\$315.6m) ▪ 52.0%
Completion date	▪ 8 Sep 2022	▪ 22 Dec 2022	▪ 20 Oct 2022

Rationale for the Acquisitions



1 Transformative acquisitions that align with KIT’s growth strategy

- Strong sectoral megatrends underpin portfolio
- Well-balanced mix of infrastructure businesses and assets in developed markets with best-in-class partners

Account for 16% of KIT's FY2022 AUM of S\$7.3b⁵



2 Growing KIT’s exposure to green infrastructure segments

- Benefit from secular tailwinds of a circular economy
- Well-positioned in a global decarbonisation roadmap

723MW Operational Capacity | ~1.2GW³ Exclusive Pipeline



3 Strengthens cash flow resilience

- Improved cash flow visibility post Acquisitions
- Leverage proprietary expertise across the Keppel Group to achieve further growth

Expand presence into 5 developed jurisdictions with AA to AAA credit ratings



4 Accretive acquisitions

- Created new long-term income streams for Unitholders during 2H2022, supporting long-term FFO and DIPU growth

▲ 35.6% Growth in FFO⁶ | ▲ 3.5% DIPU Accretion⁶



5 Reinforces KIT’s commitment to ESG targets

- Drive long-term value creation through sustainable investments
- Support the global climate agenda

▲ Exposure to renewable energy to 10% of AUM

Notes:

1. Keppel Infrastructure Holdings Pte. Ltd., a company incorporated in the Republic of Singapore, and a wholly-owned subsidiary of Keppel Corporation Limited.

2. Jointly defined as the “Acquisitions”.

3. As of 31 Dec 2022. As part of the Wind Fund Acquisition, Wind Fund has a five-year exclusive right and obligation to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and United Kingdom with FORAS.

4. KIT invests as part of a joint venture company with KRI, where KIT contributes 82% share of the joint venture company’s required equity commitment. Total effective stake acquired by the joint venture companies is 16.3% in the Wind Fund Initial Portfolio and 25.0% in BKR2 WF.

5. Based on FY2022 AUM, following the AUM Portfolio Valuation.

6. Pro forma FY2022, as if the Acquisitions and the Equity Fund Raising had been completed on 1 Jan 2022, and KIT held the interests acquired pursuant to the Acquisitions through to 31 Dec 2022.

1 Transformative acquisitions that align with KIT's growth strategy

Strong sectoral megatrends underpin portfolio

Transformative acquisitions

- ✓ Growing AUM¹
- ✓ Expanding presence into five developed jurisdictions with AA to AAA credit ratings



Norway



Sweden



Germany



United Kingdom

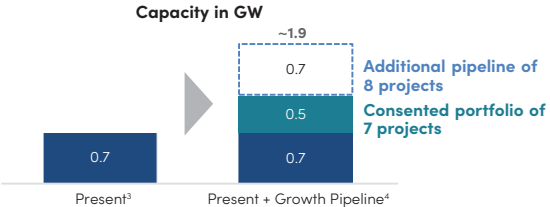


South Korea

Increasing exposure to strong sectoral megatrends with top-tier businesses and assets with growth potential

Strategic and incumbent positions in respective industries

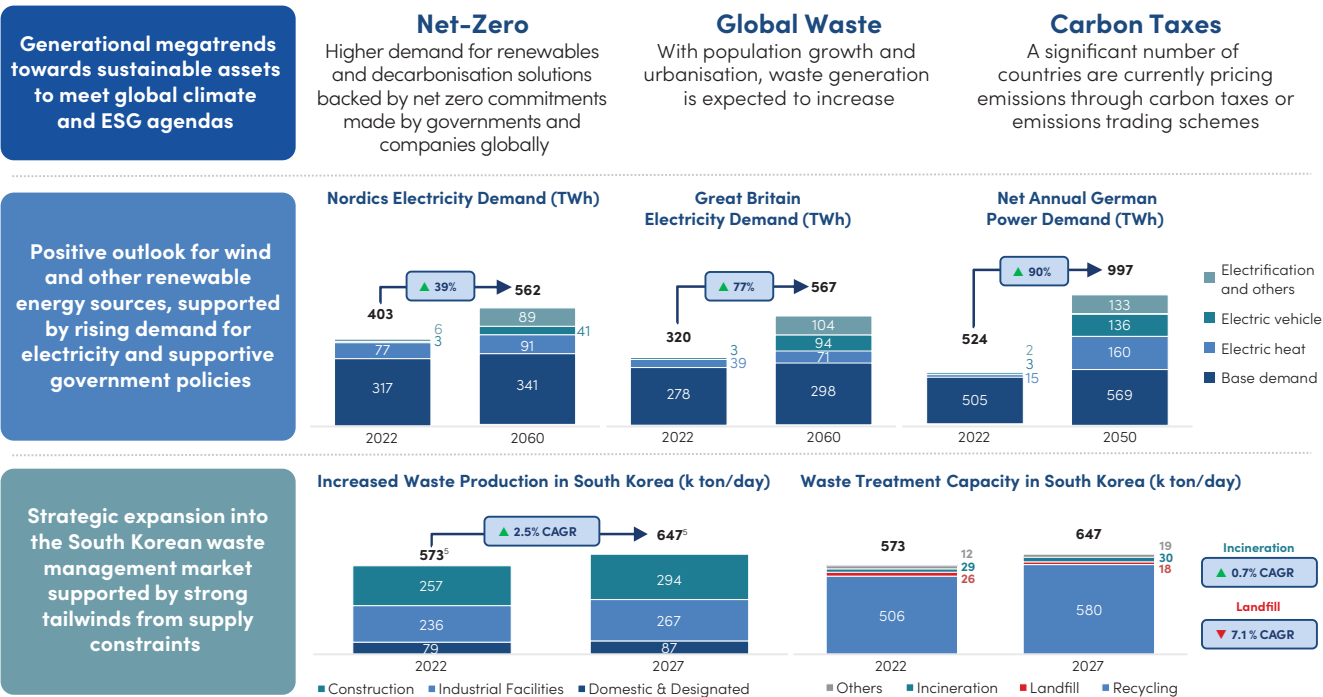
- Renewables**
 - Strategic entry into the European renewable energy sector with investments in wind farm assets across Norway, Sweden, UK and Germany
 - Meaningful diversification of KIT's portfolio towards renewable energy with **total operational capacity of 723MW²**
 - Opportunity to further grow KIT's renewable energy portfolio through **exclusive asset pipeline with FORAS in Sweden and UK**
- Waste Management**
 - Acquisition of EMKH gives KIT a leading position in South Korea:



- #1 Largest waste oil refining player** (maximum waste oil refining capacity of 154 tons/day)
- #3 3rd largest incineration capacity** (419 tons/day)
- #4 2nd largest landfill capacity in Yeongnam area and 4th largest in South Korea** (1.5m m³)

2 Growing KIT's exposure to green infrastructure segments

Benefit from secular tailwinds of a circular economy and thrive in a low-carbon economy in the global decarbonisation roadmap



Sources: Deloitte Consulting LLC, AFRY Management Consulting, Wood Mackenzie Limited⁶

Notes:

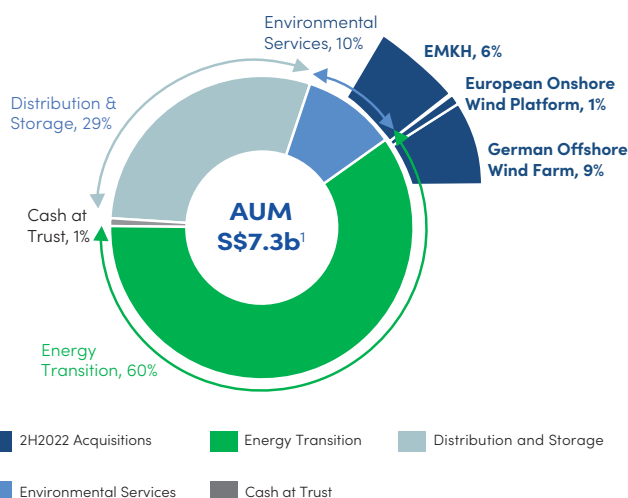
- Following the AUM Portfolio Valuation, the acquisitions will account for 16% of KIT's FY2022 AUM of \$57.3b.
- Excluding in respect of the five-year exclusive right and obligation to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and the United Kingdom with FORAS under the Wind Fund Acquisition.
- Includes BKR2 WF Wind Farm and initial operating assets from Wind Fund Initial Portfolio.
- As of 31 Dec 2022. As part of the Wind Fund Acquisition, Wind Fund has a five-year exclusive right and obligation to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and United Kingdom with FORAS, 'Consented portfolio of 7 projects' refers to such pipeline of onshore wind projects which has obtained all relevant permits while 'additional pipeline of 8 projects' refers to such other pipeline of onshore wind projects owned and controlled directly or indirectly by FORAS which have a reasonable prospect of reaching Final Investment Decision within five years from the entry into the subscription agreement entered into by WEH in respect of the Wind Fund Acquisition.
- Figures do not add up due to rounding differentials.
- Where relevant, certain information contained in this section has been sourced from third parties (including Deloitte Consulting LLC, AFRY Management Consulting and Wood Mackenzie Limited) have each provided their consent to the inclusion of the information cited and attributed to it in this Circular. While the Trustee-Manager has taken reasonable actions to ensure that such information is reproduced in its proper form and context and that the information is extracted accurately and fairly, the Trustee-Manager has not conducted an independent review of such information or verified the accuracy of the contents of the relevant information.

3 Strengthen cash flow resilience

Expansion into attractive sectors and markets

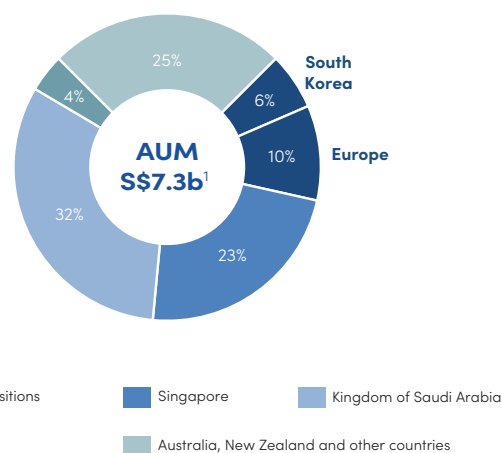
Diversification by Asset (%)

For FY2022



Diversification by Geography (%)

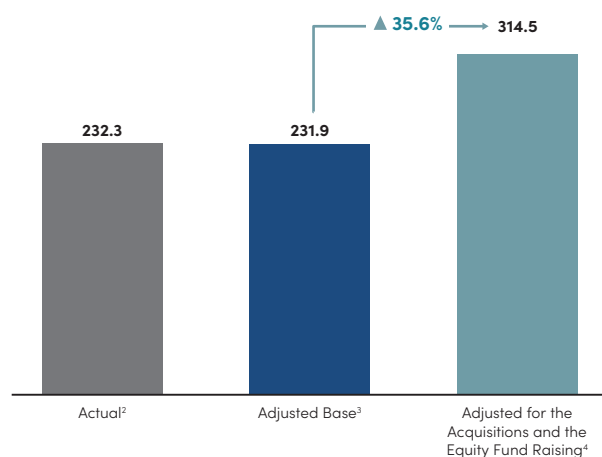
For FY2022



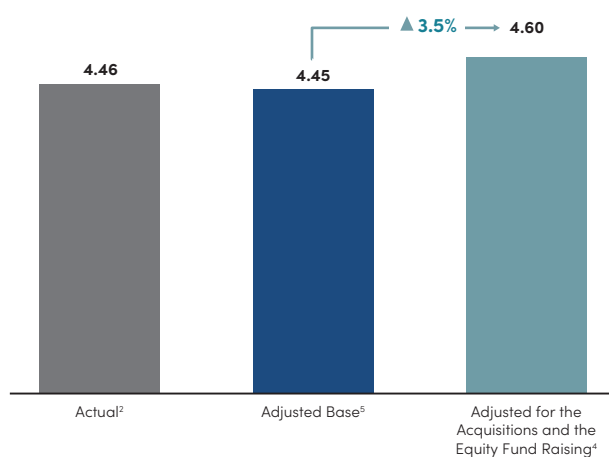
4 Accretive acquisitions

Deliver new long-term income streams, supporting sustainable DIPU growth

Pro-forma FFO (\$m)



Pro-forma DIPU (cents)



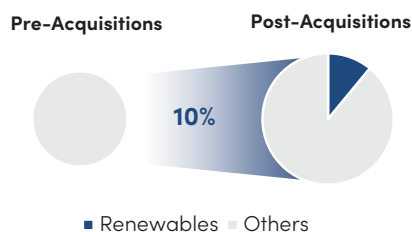
5 Reinforces KIT's commitment to ESG targets

Drive long-term value creation through sustainable investments and supporting global climate agenda

Increase exposure of renewable energy to 10% of FY2022 AUM¹



Supporting GHG emission targets and net zero ambitions



Contribute to the circular economy



An essential service for building sustainable and livable cities

Incineration plants are able to **significantly reduce the volume of waste**, thus extending the lifespan of landfills

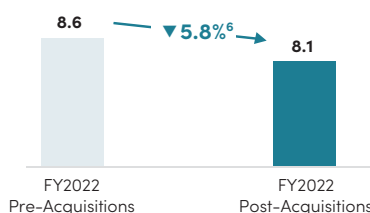
Leading market player compliant with tightening environmental regulations and standards

Reduce emissions intensity by 5.8%⁶



Progressing KIT's decarbonisation roadmap

Carbon emissions/distributable income ('000t CO₂/\$m)



Notes:

- Following AUM Portfolio Valuation, AUM of S\$7.3b.
- Based on audited consolidated financial statements of the KIT Group for FY2022.
- Based on audited consolidated financial statements of the KIT Group for FY2022 and adjusted to exclude the contributions to FFO, the Trustee-Manager's fees and borrowing costs derived and incurred in connection with the Acquisitions for FY2022.
- Assumes the issue of approximately 571.4 million Units at the Illustrative Issue Price (being S\$0.518 per New Unit) pursuant to the proposed Equity Fund Raising, and calculated based on the Adjusted Base.
- Based on audited consolidated financial statements of the KIT Group for FY2022 and adjusted to exclude the contributions to DIPU, the Trustee-Manager's fees and borrowing costs derived and incurred in connection with the Acquisitions for FY2022.
- Carbon emissions intensity is calculated based on distributable income, and includes latest available full year Scopes 1 and 2 carbon emissions data for the Acquisitions.

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IMPORTANT NOTICE

General. The value of Units and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by, the Trustee-Manager or any of its affiliates. An investment in the 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.

The past performance of KIT is not necessarily indicative of the future performance of KIT.

Circular not an Offering Document. This Circular is issued to Unitholders solely for the purpose of convening the extraordinary general meeting (“EGM”) and seeking the approval of Unitholders for the resolutions to be proposed at the EGM. This Circular does not constitute an offering document for the offer of the New Units and no offer of any New Units is being made in this Circular. Any offer of New Units will be made in compliance with all applicable laws and regulations.

Forward-looking Statements. This Circular 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 known and unknown 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. Unitholders are cautioned not to place undue reliance on these forward-looking statements, which are based on the Trustee-Manager’s current view of future events.

Disclaimers. Nothing in this Circular constitutes, or shall be construed as legal, business, financial or tax advice. Unitholders should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if they are in any doubt as to the contents of this Circular or the action they should take.

Certain Restrictions. The distribution of this Circular in certain jurisdictions may be restricted by law. KIT and the Trustee-Manager require persons whose possession this Circular comes into to inform themselves about and to observe any such restrictions at their own expense and without liability to KIT and the Trustee-Manager. Persons to whom a copy of this Circular has been issued shall not circulate to any other person, reproduce or otherwise distribute this Circular or any information herein in breach of any applicable laws and regulations nor permit or cause the same to occur.

Distribution Restrictions. This Circular may not be forwarded or distributed and may not be reproduced in any manner whatsoever. Any forwarding, distribution or reproduction of this Circular in whole or in part is unauthorised. Failure to comply with this directive may result in a violation of the US Securities Act, or the applicable laws of other jurisdictions. This Circular is purely for information purposes in connection with the EGM described herein, and nothing in this Circular constitutes an offer of the New Units for sale in any jurisdiction. Any proposed issuance of New Units described in this Circular will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States, and any such New Units may not be offered or sold within the United States except pursuant to an exemption from, or transactions not subject to, the registration requirements of the US Securities Act and in

compliance with any applicable state or local securities laws. The Trustee-Manager does not intend to conduct a public offering of any securities of KIT in the United States or any other jurisdiction where such an offering is restricted or prohibited.

Documents Incorporated by Reference. The audited consolidated financial statements of the KIT Group for the financial year ended 31 December 2022 (“**FY2022**”) are deemed incorporated into this Circular by reference, are current only as at the date of such financial statements, and the incorporation of such financial statements by reference is not intended to create any implication that there has been no change in the affairs of KIT since the respective dates of such financial statements or that the information contained in such financial statements is current as at any time subsequent to their respective dates.

Any statement contained in the above-mentioned financial statements shall be deemed to be modified or superseded for the purposes of this Circular to the extent that a subsequent statement contained herein modifies or supersedes that statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to form a part of this Circular.

CORPORATE INFORMATION

Directors of Keppel Infrastructure Fund Management Pte. Ltd., as Trustee-Manager of Keppel Infrastructure Trust	: Mr Daniel Cuthbert Ee Hock Huat (<i>Independent Director and Chairman of the Board</i>) Mr Mark Andrew Yeo Kah Chong (<i>Independent Director</i>) Mr Kunnasagaran Chinniah (<i>Independent Director</i>) Ms Susan Chong Suk Shien (<i>Independent Director</i>) Mr Chan Pengee, Adrian (<i>Independent Director</i>) Ms Christina Tan Hua Mui (<i>Non-Executive and Non-Independent Director</i>)
Registered Office of the Trustee-Manager	: 1 HarbourFront Avenue #18-01 Keppel Bay Tower Singapore 098632
Legal Adviser to the Trustee-Manager	: Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
Unit Registrar and Unit Transfer Office	: Boardroom Corporate & Advisory Services Pte Ltd 1 HarbourFront Avenue #14-07 Keppel Bay Tower Singapore 098632

INDICATIVE TIMETABLE

The timetable for the events which are scheduled to take place after the EGM is indicative only and is subject to change at the Trustee-Manager's discretion. Any changes (including any determination of the relevant dates) to the timetable below will be announced by the Trustee-Manager via SGXNet.

Event	Date and Time
SIAS Dialogue Session	: 3 April 2023 at 7.00 p.m.
Last date and time for submission of questions in advance of the EGM	: 2 April 2023 at 2.00 p.m.
Last date and time for KIT to publish responses to questions received	: 12 April 2023 at 2.00 p.m.
Last date and time for lodgement of Proxy Forms	: 15 April 2023 at 2.30 p.m.
Date and time of the EGM	: 17 April 2023 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of KIT to be held at 2.00 p.m. on the same day and at the same venue)
Place of the EGM	: Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593

If approval for the issuance of up to 758,763,838 New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering is obtained at the EGM

Launch of the Equity Fund Raising	: To be determined and announced in due course
Issuance of New Units and commencement of trading on the SGX-ST	: To be determined and announced in due course

DEFINITIONS

In this Circular, the following definitions apply throughout unless the context requires otherwise:

“2H2022”	:	The six months ended 31 December 2022
“Acquisitions”	:	The Wind Fund Acquisition, the EMKH Acquisition and the BKR2 Acquisition, collectively, and each, an “Acquisition”
“AGM”	:	The annual general meeting of KIT
“AGPC”	:	Aramco Gas Pipelines Company, a company incorporated in the Kingdom of Saudi Arabia, in which KIT (through a wholly-owned special purpose vehicle) and certain other investors have an indirect shareholding interest of 49%
“AIFM”	:	Alternative investment fund manager
“AIF Act”	:	The Norwegian Act of 20 June 2014 no. 28 regarding the management of alternative investment funds
“Audit and Risk Committee”	:	The audit and risk committee of the Trustee-Manager (comprising Mr Mark Andrew Yeo Kah Chong, Mr Daniel Cuthbert Ee Hock Huat and Mr Kunnasagaran Chinniah)
“AUM”	:	Assets under management
“AUM Portfolio Valuation”	:	The portfolio valuation of KIT’s FY2022 AUM based on: (i) a revaluation by an independent third-party valuer, Ernst & Young LLP, of KIT’s equity stake in the enterprise value of its investments (excluding the Ixom Group and the Acquisitions); (ii) KIT’s internal valuation of the Ixom Group; (iii) KIT’s equity stake in the enterprise value of the Wind Fund Initial Platform, the EMKH Group and BKR2; and (iv) cash held at KIT
“Bartley”	:	Bartley Investments Pte. Ltd., a company incorporated in the Republic of Singapore, and a Substantial Unitholder of KIT
“BKR2”	:	Borkum Riffgrund 2 Investor Holding GmbH, a company incorporated in Germany, as described in paragraph 1.1(c) of this Circular
“BKR2 Acquisition”	:	The acquisition relating to BKR2, as described in paragraph 1.1(c) of this Circular

“BKR2 KIT Purchase Consideration”	:	The aggregate amount paid by KIT in respect of the BKR2 Acquisition, which amounts to €250.1 million (approximately S\$365.1 million), as described in paragraph 6.1(c) of this Circular
“BKR2 WF”	:	Borkum Riffgrund 2 Offshore Wind Farm GmbH & Co. Ohg, a company incorporated in Germany, as described in paragraph 1.1(c) of this Circular
“BKR2 WF Wind Farm”	:	The offshore wind farm owned by BKR2 WF located 59km off the coast of Lower Saxony in the North Sea, Germany, as described in paragraph 1.1(c) of this Circular
“Bridge Facilities”	:	A bridge facility of up to S\$290 million and a bridge facility of up to S\$300 million, collectively, and each, a “Bridge Facility”
“BTA”	:	The Business Trusts Act 2004 of Singapore (including all subsidiary legislation made thereunder) as modified, supplemented or amended from time to time
“CAGR”	:	Compound annual growth rate
“Capital Reduction”	:	The capital reduction exercise in respect of the in-kind distribution of all the issued and outstanding shares in Shindaehan to the seller by EMKH, as described in paragraph 6.2(b) of this Circular
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Unitholders dated 24 March 2023 in relation to the Equity Fund Raising and the Proposed KIHPL Placement
“City Energy”	:	City Energy Trust, a wholly-owned subsidiary of KIT
“Controlling Unitholder”	:	A person who: (a) holds directly or indirectly 15% or more of the total voting rights in KIT (unless the SGX-ST has determined such person not to be a Controlling Unitholder); or (b) in fact exercises control over KIT
“DIPU”	:	Distributable Income per Unit
“Directors”	:	The directors of the Trustee-Manager, as at the date of this Circular
“Distributable Income”	:	FFO less mandatory debt repayment and other charges, credits or adjustments as deemed appropriate by the Trustee-Manager, for the relevant period

“EEG”	:	The German Erneuerbare-Energien-Gesetz – German Renewable Energy Sources Act
“EGM”	:	The extraordinary general meeting of KIT to be held at Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593 on 17 April 2023 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of KIT to be held at 2.00 p.m. on the same day and at the same venue), notice of which is given in the Notice of EGM set out on pages B-1 to B-3 of this Circular (or any adjournment thereof)
“EMKH”	:	Eco Management Korea Holdings Co., Ltd., a company incorporated in South Korea, as described in paragraph 1.1(b) of this Circular
“EMKH Acquisition”	:	The acquisition of EMKH, as described in paragraph 1.1(b) of this Circular
“EMKH Acquisition JVCo”	:	The joint venture company established by KIT, KIHPL and KAIF in respect of the EMKH Acquisition, as described in paragraph 1.1(b) of this Circular
“EMKH KIT Purchase Consideration”	:	The portion of the purchase consideration for the EMKH Acquisition paid by KIT, which amounts to ₩296.7 billion (approximately S\$315.6 million), as described in paragraph 6.1(b) of this Circular
“EMKH Purchase Consideration”	:	The purchase consideration for the EMKH Acquisition, which amounts to ₩570.6 billion (approximately S\$607.0 million), following certain pre-completion adjustments, as described in paragraph 6.1(b) of this Circular
“EMKH Group”	:	EMKH and its subsidiaries, excluding Shindaehan
“EMKH Shares”	:	All issued and outstanding shares of common stock of EMKH
“EMKH SPA”	:	The sale and purchase agreement entered into by KIT, KIHPL, KAIF with the seller in respect of the EMKH Acquisition (as amended and restated), as described in paragraph 1.1(b) of this Circular
“Equity Fund Raising”	:	An equity fund raising, by way of the issuance of up to 758,763,838 New Units, which may comprise: (a) the Placement; or (b) the Placement and the Preferential Offering, in each case, pursuant to the approvals sought under Ordinary Resolution 1

“ESG”	:	Environmental, social, and corporate governance
“Expiry Date”	:	Has the meaning defined in paragraph 10.3 of this Circular
“FFO”	:	Funds from operations, calculated as profit after tax adjusted for reduction in concession or lease receivables, transaction costs, non-cash interest and current cash tax, maintenance capital expenditure, non-cash adjustments and non-controlling interest adjustments
“FID”	:	Final investment decision
“FiT”	:	Feed-in-Tariff
“FORAS”	:	Fred. Olsen Renewables AS, a company incorporated in Norway, as described in paragraph 6.2(a) of this Circular
“FY2022”	:	In respect of the KIT Group, the financial year ended 31 December 2022
“FY2022 AUM”	:	KIT’s AUM for FY2022. Following the AUM Portfolio Valuation, KIT’s FY2022 AUM is S\$7.3 billion. For the avoidance of doubt, the five-year exclusive right and obligation to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and the United Kingdom with FORAS in respect of the Wind Fund Acquisition is excluded from KIT’s FY2022 AUM
“General Mandate”	:	The general mandate for the Trustee-Manager to issue, among others, new Units, for which Unitholders’ approval will be sought at the AGM to be held on 17 April 2023 at 2.00 p.m.
“Gulf”	:	Gulf International Holding Pte. Ltd., a company incorporated in the Republic of Singapore, as described in paragraph 6.2(c) of this Circular
“Illustrative Issue Price”	:	S\$0.518 per New Unit
“Ixom Group”	:	IX Infrastructure Pty Ltd, a company incorporated in Australia and a wholly-owned subsidiary of KIT, together with its subsidiaries
“KAIF”	:	Keppel Asia Infrastructure Fund LP and a co-investor, which have jointly entered into the EMKH SPA for the EMKH Acquisition with KIT and KIHPL, as described in paragraph 1.1(b) of this Circular
“KCL”	:	Keppel Corporation Limited, a company incorporated in the Republic of Singapore, and a Substantial Unitholder of KIT
“Keppel Group”	:	KCL and its subsidiaries

“KIHPL”	:	Keppel Infrastructure Holdings Pte. Ltd., a company incorporated in the Republic of Singapore, and a wholly-owned subsidiary of KCL
“KIT”	:	Keppel Infrastructure Trust, a business trust constituted in the Republic of Singapore pursuant to the Trust Deed and registered with MAS
“KIT Group”	:	KIT and its subsidiaries
“KMC”	:	Keppel Merlimau Cogen Pte Ltd, a company incorporated in the Republic of Singapore, in which KIT holds a 51% shareholding interest
“KRI”	:	Keppel Renewable Investments Pte. Ltd., a company incorporated in the Republic of Singapore, and a wholly-owned subsidiary of KCL
“Latest Practicable Date”	:	16 March 2023, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, as modified, supplemented or amended from time to time
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“MAS”	:	The Monetary Authority of Singapore
“NAV”	:	Net asset value
“Neptune”	:	Neptune1 Infrastructure Holdings Pte. Ltd., a company incorporated in the Republic of Singapore, in which KIT holds an 82% shareholding interest, as described in paragraph 1.1(c) of this Circular
“Net Gearing”	:	Net debt of the KIT Group divided by the total assets of the KIT Group
“New Units”	:	The new Units to be issued pursuant to the Equity Fund Raising
“Notice of EGM”	:	The notice of EGM which is set out on pages B-1 to B-3 of this Circular
“NTA”	:	Net tangible assets, calculated as the total assets of the KIT Group less the total liabilities of the KIT Group, in each case excluding intangible assets and goodwill, before minority interest
“Ordinary Resolution 1”	:	The Ordinary Resolution in relation to the issuance of up to 758,763,838 New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering

“Ordinary Resolution 2”	:	The Ordinary Resolution in relation to the Proposed KIHPL Placement
“Ørsted”	:	Ørsted Wind Power A/S, a company incorporated in Denmark, as described in paragraph 6.2(c) of this Circular
“O&M Operators”	:	Third-party operation and maintenance operators, as described in paragraph 8 in this Circular
“Philippine Coastal”	:	Philippine Coastal Storage & Pipeline Corporation, a company incorporated in the Philippines, in which KIT has an indirect shareholding interest of approximately 50%
“Placement”	:	The proposed private placement of New Units to institutional and other investors, pursuant to the approvals sought under Ordinary Resolution 1, which forms part of the Equity Fund Raising
“Placement Settlement Date”	:	The date of issuance of the Placement Units
“Placement Units”	:	The New Units to be issued pursuant to the Placement
“Preferential Offering”	:	The proposed non-renounceable preferential offering of New Units to eligible Unitholders on a pro rata basis, pursuant to the approvals sought under Ordinary Resolution 1, which may form part of the Equity Fund Raising
“Preferential Offering Settlement Date”	:	The date of issuance of the Preferential Offering Units (if and to the extent the Preferential Offering is undertaken)
“Preferential Offering Units”	:	The New Units to be issued pursuant to the Preferential Offering (if and to the extent the Preferential Offering is undertaken)
“Proposed Placement”	:	The proposed private placement of New Units to KIHPL as part of the Placement
“Register”	:	The register of Unitholders kept in accordance with the Trust Deed
“Securities Account”	:	Securities account maintained by a Depositor with CDP (but does not include a securities sub-account)
“Senoko WTE Plant”	:	Senoko Waste-to-Energy Plant, which KIT holds a 100% interest in and forms part of KIT’s portfolio as at the Latest Practicable Date, as described in paragraph 2 of this Circular
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGXNet”	:	The SGXNet Corporate Announcement System

“Shindaehan”	:	Shindaehan Refined Fuel Co., Ltd., a company incorporated in South Korea, as described in paragraph 6.2(b) of this Circular
“SingSpring Plant”	:	SingSpring Desalination Plant, which KIT holds a 100% interest in and forms part of KIT’s portfolio as at the Latest Practicable Date, as described in paragraph 2 of this Circular
“Substantial Unitholder”	:	A person who has an interest or interests in Units representing not less than 5% of the total voting rights of all the Unitholders
“Temasek”	:	Temasek Holdings (Private) Limited, a company incorporated in the Republic of Singapore, and a Substantial Unitholder of KIT
“Temasek Entities”	:	Temasek’s subsidiaries who are Unitholders
“Tembusu”	:	Tembusu Capital Pte. Ltd., a company incorporated in the Republic of Singapore, and a Substantial Unitholder of KIT
“Total Acquisition Cost”	:	The total amount (which, in relation to the investment in Wind Fund, only includes the amount paid in respect of the Wind Fund Initial Portfolio) and costs relating to the Acquisitions paid by KIT, which amounts to approximately S\$721.0 million ² , as described in paragraph 1.1 of this Circular
“Trust Deed”	:	The trust deed dated 5 January 2007 constituting KIT, as amended and restated by an Amendment and Restatement Deed dated 18 May 2015, as supplemented by a First Supplemental Deed dated 17 April 2018, and as further supplemented by a Second Supplemental Deed dated 28 April 2022
“Trustee-Manager”	:	Keppel Infrastructure Fund Management Pte. Ltd., acting in its capacity as trustee-manager for KIT
“Tuas WTE Plant”	:	Keppel Seghers Tuas Waste-to-Energy Plant, which KIT holds a 100% interest in and forms part of KIT’s portfolio as at the Latest Practicable Date, as described in paragraph 2 of this Circular
“Ulu Pandan NEWater Plant”	:	Keppel Seghers Ulu Pandan NEWater Plant, which KIT holds a 100% interest in and forms part of KIT’s portfolio as at the Latest Practicable Date, as described in paragraph 2 of this Circular
“Underwriter(s)”	:	The bank(s) to be appointed as underwriter(s) for the Equity Fund Raising

² Based on the respective purchase considerations for the Acquisitions being translated at the respective exchange rates as set out in Appendix A.

“Underwriting Agreement”	:	The underwriting agreement to be entered into between the Trustee-Manager and the Underwriter(s) in relation to the Equity Fund Raising
“Unit”	:	An undivided interest in KIT, as provided for in the Trust Deed
“Unitholders”	:	Persons who are registered as holders of Units in the Register including persons so registered as joint holders, except that where the registered holder is CDP, the term “Unitholders” shall, in relation to such Units, mean the persons named as depositors in the Depository Register and whose Securities Account are credited with Units
“WEH”	:	Windy EU Holdings Pte. Ltd., a company incorporated in the Republic of Singapore, in which KIT holds an 82% shareholding interest, as described in paragraph 1.1(a) of this Circular
“Wind Fund”	:	Wind Fund I AS, a company incorporated in Norway, as described in paragraph 1.1(a) of this Circular
“Wind Fund Acquisition”	:	The investment and acquisition in respect of the Wind Fund Platform, as described in paragraph 1.1(a) of this Circular
“Wind Fund Capital Commitment Amount”	:	The capital commitment of Wind Fund in respect of the Wind Fund Acquisition, which is up to €480 million (approximately S\$700.8 million), as described in paragraph 6.1(a) of this Circular
“Wind Fund Initial Portfolio”	:	The three operating onshore wind farms in Sweden and Norway with a combined generating capacity of 258MW, as described in paragraph 1.1(a) of this Circular
“Wind Fund KIT Commitment Amount”	:	KIT’s total commitment in respect of the Wind Fund Acquisition, which amounts to €131.2 million (approximately S\$191.6 million), as described in paragraph 6.1(a) of this Circular
“Wind Fund Platform”	:	The Wind Fund Initial Portfolio and the five-year exclusive right and obligation, ending on 12 July 2027, to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and the United Kingdom with FORAS

Currencies and Units of Measurement

“EUR” or “€”	:	Euros, being the lawful currency of the European Union
“KRW” or “₩”	:	South Korean won, being the lawful currency of South Korea
“NOK” or “kr”	:	Norwegian kroner, being the lawful currency of Norway
“SGD” or “S\$” and “cents”	:	Singapore dollars and cents, being the lawful currency of the Republic of Singapore
“USD” or “US\$”	:	United States dollars, being the lawful currency of the United States
“GW”	:	Gigawatts
“km”	:	Kilometre
“MW”	:	Megawatts
“MWh”	:	Megawatts hour
“m³”	:	Cubic meter
“TWh”	:	Terawatt hour
“%”	:	Per centum or percentage

All references to (1) the **“Trustee-Manager”** are to it acting in its capacity as trustee-manager of KIT, and (2) **“KIT”** are to it acting through the Trustee-Manager.

The terms **“Depositor”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001 of Singapore.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the BTA or the Listing Manual or any modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning ascribed to it under the BTA or the Listing Manual or such modification thereof, as the case may be, unless otherwise provided. Summaries of the provisions of any laws and regulations (including the Listing Manual) contained in this Circular are of such laws and regulations (including the Listing Manual) as at the Latest Practicable Date.

Unless otherwise stated:

- (i) all €:S\$ exchange rates set out in this Circular are based on an illustrative exchange rate of €1.00:S\$1.46, which is the illustrative exchange rate used in KIT's announcement(s) relating to the Wind Fund Acquisition and the BKR2 Acquisition;
- (ii) all S\$:¥ exchange rates set out in this Circular are based on an illustrative exchange rate of S\$1:¥940, which is the illustrative exchange rate used in KIT's announcement(s) relating to the EMKH Acquisition; and
- (iii) all S\$:kr exchange rates set out in this Circular are based on an illustrative exchange rate of S\$1:kr7.1, which is the illustrative exchange rate used in KIT's announcement(s) relating to the Wind Fund Acquisition.

The above exchange rates are solely for illustrative purposes and should not be construed as representations that the relevant amounts referred to could have been, or could be, converted into Singapore dollars, as the case may be, at that or any other rate or at all. For avoidance of doubt, the above exchange rates are not used in preparing the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising set out in this paragraph 7 of this Circular, which have been prepared based on the key bases and assumptions as laid out under Appendix A of this Circular.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

LETTER TO UNITHOLDERS

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))

Board of Directors:

Mr Daniel Cuthbert Ee Hock Huat (*Independent Director and
Chairman of the Board*)
Mr Mark Andrew Yeo Kah Chong (*Independent Director*)
Mr Kunnasagaran Chinniah (*Independent Director*)
Ms Susan Chong Suk Shien (*Independent Director*)
Mr Chan Pengee, Adrian (*Independent Director*)
Ms Christina Tan Hua Mui (*Non-Executive and
Non-Independent Director*)

Registered Office:

1 HarbourFront Avenue
#18-01 Keppel Bay Tower
Singapore 098632

24 March 2023

To: The Unitholders of Keppel Infrastructure Trust ("**KIT**")

Dear Sir/Madam,

- (1) **THE PROPOSED ISSUANCE OF UP TO 758,763,838 NEW UNITS IN KIT (REPRESENTING APPROXIMATELY 15.2% OF THE EXISTING NUMBER OF ISSUED UNITS AS AT THE LATEST PRACTICABLE DATE) PURSUANT TO (I) THE PLACEMENT OR (II) THE PLACEMENT AND THE PREFERENTIAL OFFERING; AND**
- (2) **THE PROPOSED PLACEMENT OF NEW UNITS IN KIT TO KEPPEL INFRASTRUCTURE HOLDINGS PTE. LTD., AS PART OF THE PLACEMENT, WHICH ALSO CONSTITUTES AN INTERESTED PERSON TRANSACTION.**

1. INTRODUCTION

1.1 The Acquisitions

Keppel Infrastructure Fund Management Pte. Ltd. in its capacity as trustee-manager of KIT ("**Trustee-Manager**"), had made the following announcements:

(a) Wind Fund Acquisition

On 13 July 2022, the Trustee-Manager announced that Windy EU Holdings Pte. Ltd. ("**WEH**"), a joint venture company established by KIT together with KRI (a wholly-owned subsidiary of KCL) had invested in a 33.33% stake in a joint investment vehicle, Wind Fund I AS ("**Wind Fund**"), with Kommunal Landspensjonskasse and MEAG MUNICH ERGO AssetManagement GmbH holding the remaining 66.67% stake in Wind Fund.

Wind Fund will initially hold a 49% indirect interest in each of three operating onshore wind farms in Sweden and Norway with a combined generating capacity of 258MW (the "**Wind Fund Initial Portfolio**") and have a five-year exclusive right and obligation, ending on 12 July 2027, to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and the United Kingdom with Fred. Olsen Renewables AS ("**FORAS**") (collectively, the "**Wind Fund Platform**")³, up to Wind Fund's capital

³ The Wind Fund Platform is also referred to as the "European Onshore Wind Platform", as described in the relevant announcements made by KIT.

commitment of €480 million (approximately S\$700.8 million). FORAS will hold the remaining 51% stake in the Wind Fund Initial Portfolio and such pipeline of onshore wind projects across Sweden and the United Kingdom.

On 12 September 2022, the Trustee-Manager announced the completion of the acquisition of the Wind Fund Initial Portfolio. KIT's total commitment in respect of the investment in Wind Fund is approximately €131.2 million (approximately S\$191.6 million), of which €48.1 million (approximately S\$70.2 million) was used to fund the Wind Fund Initial Portfolio, and the remaining €83.1 million (approximately S\$121.3 million) is reserved to fulfil the five-year exclusive right and obligation to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and the United Kingdom with FORAS. As at the Latest Practicable Date, €48.1 million (approximately S\$70.2 million) has been called and paid by KIT.

Please refer to paragraph 6 of this Circular for more information on the Wind Fund Acquisition.

(b) EMKH Acquisition

On 8 August 2022, the Trustee-Manager announced that, together with each of KIHPL and Keppel Asia Infrastructure Fund LP (together with a co-investor, "KAIF") (acting through their respective subsidiaries, where applicable), KIT had entered into a sale and purchase agreement (as amended and restated, the "**EMKH SPA**") for the acquisition (the "**EMKH Acquisition**") of all issued and outstanding shares of common stock (the "**EMKH Shares**") of Eco Management Korea Holdings Co., Ltd. ("**EMKH**"), and accordingly, the acquisition of the EMKH Group. On 28 September 2022, the Trustee-Manager subsequently announced that KIT, KIHPL and KAIF had incorporated a joint venture company, One Eco Co., Ltd. (the "**EMKH Acquisition JVCo**"), held by KIT, KIHPL and KAIF in the proportions of 52%, 18% and 30% respectively, and assigned their respective rights, obligations and liabilities under the EMKH SPA to the EMKH Acquisition JVCo.

EMKH is a leading integrated waste management services player in South Korea, with diversified business operations across solid waste management, liquid waste management and landfill.

On 20 October 2022, the Trustee-Manager announced the completion of the EMKH Acquisition, following which EMKH became a wholly-owned subsidiary of the EMKH Acquisition JVCo. The amount paid by KIT in respect of the EMKH Acquisition is ₩296.7 billion (approximately S\$315.6 million).

Please refer to paragraph 6 of this Circular for more information on the EMKH Acquisition.

(c) BKR2 Acquisition

On 12 August 2022, the Trustee-Manager announced that Neptune1 Infrastructure Holdings Pte. Ltd. ("**Neptune**"), a joint venture company established by KIT together with KRI, had entered into a sale and purchase agreement and related documentation for the acquisition (the "**BKR2 Acquisition**") of a 50.01% interest in Borkum Riffgrund 2 Investor Holding GmbH ("**BKR2**"), for the purposes of investing in Borkum Riffgrund 2 Offshore Wind Farm GmbH & Co. Ohg ("**BKR2 WF**").

BKR2 holds a 50% partnership interest in BKR2 WF, which owns an offshore wind farm (the “**BKR2 WF Wind Farm**”) located 59km off the coast of Lower Saxony in the North Sea, Germany, an area with high wind availability as reflected in the high average capacity factors of more than 40%.

On 22 December 2022, the Trustee-Manager announced the completion of the BKR2 Acquisition. The amount paid by KIT in respect of the BKR2 Acquisition is €250.1 million (approximately S\$365.1 million).

Please refer to paragraph 6 of this Circular for more information on the BKR2 Acquisition.

The Wind Fund Acquisition, the EMKH Acquisition and the BKR2 Acquisition are collectively referred to as the “**Acquisitions**”.

The total amount (which, in relation to the investment in Wind Fund, only includes the amount paid in respect of the Wind Fund Initial Portfolio) and costs relating to the Acquisitions paid by KIT is approximately S\$721.0 million⁴ (the “**Total Acquisition Cost**”).

The Total Acquisition Cost was funded with a combination of internal sources of funds and external borrowings, including (a) a bridge facility of up to S\$290 million and (b) a bridge facility of up to S\$300 million (collectively, the “**Bridge Facilities**”). As at the Latest Practicable Date, the Trustee-Manager has drawn down approximately S\$579.5 million of the Bridge Facilities to fund the EMKH Acquisition and BRK2 Acquisition. The Trustee-Manager intends to fully or partially repay the amount drawn down on any of the Bridge Facilities (including any further external borrowings taken out for refinancing of any of the Bridge Facilities) which were taken out to, and/or to replenish working capital and internal cash which were used to, initially fund the Total Acquisition Cost, with proceeds from the Equity Fund Raising.

For the avoidance of doubt, Unitholders’ approval was not required for each Acquisition as for each Acquisition, (i) each of the relevant relative figures computed on the bases set out in Rule 1006 of the Listing Manual did not exceed 20%, being the applicable threshold requiring Unitholders’ approval under Chapter 10 of the Listing Manual for such Acquisition, and/or (ii) such Acquisition was in the ordinary course of KIT’s business, and (iii) compliance with Rule 906 of the Listing Manual requiring Unitholders’ approval was not required as such Acquisition satisfied the conditions set out under Rule 916(2)⁵ of the Listing Manual.

4 Based on the respective purchase considerations for the Acquisitions being translated at the respective exchange rates as set out in Appendix A.

5 Rule 916(2) states that investment in a joint venture with an interested person is not required to comply with Rule 906 if (a) the risks and rewards are in proportion to the equity of each joint venture partner; (b) the issuer confirms by an announcement that its audit committee is of the view that the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the issuer and its minority shareholders; and (c) the interested person does not have an existing equity interest in the joint venture prior to the participation of the entity at risk in the joint venture.

1.2 The Equity Fund Raising

The Trustee-Manager proposes to issue up to 758,763,838 New Units (representing approximately 15.2% of the existing number of issued Units as at the Latest Practicable Date). Based on an illustrative issue price of S\$0.518 per New Unit (the “**Illustrative Issue Price**”), the Equity Fund Raising is expected to raise net proceeds of up to S\$386.9 million⁶ to fully or partially repay the amount drawn down on any of the Bridge Facilities (including any further external borrowings taken out for refinancing of any of the Bridge Facilities) which were taken out to, and/or to replenish working capital and internal cash which were used to, initially fund the Total Acquisition Cost.

As at the Latest Practicable Date, the structure and timing of the Equity Fund Raising have not been determined by the Trustee-Manager. The Equity Fund Raising may, at the Trustee-Manager’s discretion and subject to the then prevailing market conditions, comprise either:

- (a) a private placement of New Units to institutional and other investors (the “**Placement**”); or
- (b) the Placement and a non-renounceable preferential offering of New Units to eligible Unitholders on a *pro rata* basis (the “**Preferential Offering**”),

in each case, pursuant to the approvals sought under Ordinary Resolution 1, and will be undertaken at an issue price to be determined closer to the date of the launch of the Equity Fund Raising. The Trustee-Manager will determine the exact structure of the Equity Fund Raising closer to the launch of such offering, having regard to, among others, the market conditions at such time.

1.3 KIHPL Support

As at the Latest Practicable Date, Keppel Infrastructure Holdings Pte. Ltd. (“**KIHPL**”) has a direct interest in 909,048,658 Units, representing approximately 18.21% of the total Units in issue.

KIHPL intends to take part in the Placement so as to maintain its percentage unitholding in KIT following the completion of the Placement, subject to compliance with the applicable rules in the Listing Manual, including Rules 811(1) and 811(5) of the Listing Manual. Accordingly, Unitholders’ approval is being sought for the Proposed KIHPL Placement. If and to the extent the Preferential Offering is undertaken, KIHPL also intends to subscribe for its *pro rata* entitlement under the Preferential Offering.

⁶ Based on the estimated gross proceeds amount of up to S\$393.0 million and net of the estimated fees and expenses, including professional fees and expenses, incurred or to be incurred by KIT for the Equity Fund Raising.

For the avoidance of doubt, S\$393.0 million is the maximum amount of gross proceeds that may be raised through the Equity Fund Raising, calculated based on the maximum number of 758,763,838 New Units (for which the SGX-ST has granted its in-principle approval for the listing and quotation of) and the Illustrative Issue Price. Unitholders should note that the Illustrative Issue Price is purely illustrative and the actual New Units to be issued pursuant to the Equity Fund Raising (if any) may be issued at a price lower, equal to, or higher than the Illustrative Issue Price.

Please refer to paragraph 7 of this Circular for the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising based on an assumption of gross proceeds of S\$296.0 million to be raised pursuant to the Equity Fund Raising.

1.4 Circular

KIT is convening the EGM to provide Unitholders with information pertaining to, and to seek Unitholders' approval for, (1) the issuance of up to 758,763,838 New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering ("**Ordinary Resolution 1**"), and (2) the Proposed KIHPL Placement ("**Ordinary Resolution 2**").

Unitholders should note that the passing of Ordinary Resolution 2 is conditional on the passing of Ordinary Resolution 1. For the avoidance of doubt, the passing of Ordinary Resolution 1 is not conditional on the passing of Ordinary Resolution 2. Please refer to paragraph 10 of this Circular and the Notice of EGM set out on pages B-1 to B-3 of this Circular for further details.

2. INFORMATION ON KIT

KIT is a diversified business trust listed on the SGX-ST with FY2022 AUM of approximately S\$7.3 billion⁷. KIT's investment strategy is to build a well-diversified portfolio of core and core plus infrastructure businesses and assets that exhibits linkage to economic growth and domestic inflation. This will support the long-term growth in KIT's distributions and contribute to a sustainable future.

Under the Trust Deed, the Trustee-Manager has the power to carry out the following authorised businesses:

- (a) infrastructure businesses⁸;
- (b) investing directly or indirectly in infrastructure businesses, selling, leasing or otherwise disposing of infrastructure businesses or exploring any opportunities for any of the foregoing purposes; and
- (c) any business, undertaking or activity associated with, incidental and/or ancillary to the operation of the businesses referred to in the foregoing sub-paragraphs (a) and (b).

As at the Latest Practicable Date, KIT's portfolio comprises the Senoko WTE Plant, the Tuas WTE Plant, the Ulu Pandan NEWater Plant, the SingSpring Plant, City Energy, Ixom Group, Philippine Coastal, AGPC, KMC, the Wind Fund Initial Portfolio, EMKH Group and the BKR2 WF Wind Farm.

⁷ Based on FY2022 AUM, following the AUM Portfolio Valuation.

⁸ "Infrastructure businesses" is defined in the Trust Deed as including, among others, any business, whether carried on in Singapore or elsewhere, which the Trustee-Manager determines, in its option, to be an infrastructure business.

An overview of KIT's existing portfolio is set out below:

		Description	Customer and contract terms	Primary source of cash flows
Energy Transition	City Energy	Sole producer and retailer of piped town gas and green energy solutions provider	Approximately 886,000 commercial and residential customers	Fixed margin per unit of gas sold, with fuel and electricity costs passed through to consumer
	Keppel Merlimau Cogen	1,300MW combined cycle gas turbine power plant	Capacity Tolling Agreement with Keppel Electric until 2030 with option for 10-year extension (land lease till 2035, with 30-year extension)	Fixed payments for meeting availability targets
	AGPC	Holds a 20-year lease and leaseback agreement over the usage rights of AGPC's gas pipelines network	AGPC, one of the largest listed companies globally (A1 credit rating)	Quarterly tariff payments backed by a minimum volume commitment for 20 years with built in escalation
	Wind Fund Initial Portfolio	Three wind farm assets in Sweden and Norway with operational capacity of 258MW	All electricity produced sold to local grid	Sale of electricity to the local grid
	BKR2 WF Wind Farm	A 465 MW operating offshore wind farm located in the North Sea off the coast of Germany	20-year power purchase agreement with Ørsted till 2038	Operates under the German EEG 2014 with an attractive Feed-in-Tariff and guaranteed floor price till 2038
Environmental Services	Senoko WTE Plant	Waste-to-energy plant with 2,310 tonnes/day waste incineration concession	NEA, Singapore government agency - concession until 2024 (Singapore - AAA credit rating)	Fixed payments for availability of incineration capacity
	Tuas WTE Plant	Waste-to-energy plant with 800 tonnes/day waste incineration concession	NEA, Singapore government agency - concession until 2034 (Singapore - AAA credit rating)	Fixed payments for availability of incineration capacity
	Ulu Pandan NEWater Plant	One of Singapore's largest NEWater plants, capable of producing 148,000m ³ /day	PUB, Singapore government agency - concession until 2027 (Singapore - AAA credit rating)	Fixed payments for the provision of NEWater production capacity
	SingSpring Plant	Singapore's first large-scale seawater desalination plant, capable of producing 136,380m ³ /day of potable water	PUB, Singapore government agency - concession until 2025 (land lease till 2033) (Singapore - AAA credit rating)	Fixed payments for availability of output capacity
	EMKH Group	Leading integrated waste management services player in South Korea, serving the national market	Variety of customers including government municipalities and large industrial conglomerates	Payment from customers for provisions of services based on agreed terms
Distribution & Storage	Ixom Group	Industrial infrastructure business in Australia and New Zealand, supplying and distributing key water treatment chemicals, as well as industrial and specialty chemicals	Over 30,000 customers, including municipals and blue-chip companies	Payments from customers for delivery of products and provision of services based on agreed terms.
	Philippine Coastal	The largest independent petroleum products storage facility in the Philippines, located in the Subic Bay Freeport Zone	Blue-chip customers	USD-denominated "take-or-pay" contracts with no direct exposure to petroleum price and volume risk

3. THE EQUITY FUND RAISING

3.1 Overview

The Trustee-Manager proposes to issue up to 758,763,838 New Units (representing approximately 15.2% of the existing number of issued Units as at the Latest Practicable Date). Based on the Illustrative Issue Price, the Equity Fund Raising is expected to raise net proceeds of up to S\$386.9 million⁹ to fully or partially repay the amount drawn down on any of the Bridge Facilities (including any further external borrowings taken out for refinancing of any of the Bridge Facilities) which were taken out to, and/or to replenish working capital and internal cash which were used to, initially fund the Total Acquisition Cost.

3.2 Structure

As at the Latest Practicable Date, the structure and timing of the Equity Fund Raising have not been determined by the Trustee-Manager.

If and when the Trustee-Manager decides to undertake the Equity Fund Raising, the Equity Fund Raising may, at the Trustee-Manager's discretion, comprise either:

- (a) the Placement; or
- (b) the Placement and the Preferential Offering,

in each case, pursuant to the approvals sought under Ordinary Resolution 1, and at an issue price to be determined closer to the date of the launch of the Equity Fund Raising. The Trustee-Manager will determine the exact structure of the Equity Fund Raising closer to the launch of such offering, having regard to, among others, the market conditions at such time.

For the purposes of the EGM, Unitholders' approval is being sought for the New Units to be issued pursuant to the Equity Fund Raising, whether the Equity Fund Raising is undertaken by way of (i) the Placement or (ii) the Placement and the Preferential Offering.

The Trustee-Manager will announce details of the Equity Fund Raising (including details pertaining to the use of proceeds and percentage allocation for each use) via SGXNet at the appropriate time if and when it launches the Equity Fund Raising in such structure and at such time as may be agreed with the Underwriter(s).

Notwithstanding that the Equity Fund Raising is approved by Unitholders, the Trustee-Manager may decide not to undertake the Equity Fund Raising if, among others, market conditions are not conducive to carry out the Equity Fund Raising or the Equity Fund Raising cannot be effected on acceptable terms.

⁹ Based on the estimated gross proceeds amount of up to S\$393.0 million and net of the estimated fees and expenses, including professional fees and expenses, incurred or to be incurred by KIT for the Equity Fund Raising.

For the avoidance of doubt, S\$393.0 million is the maximum amount of gross proceeds that may be raised through the Equity Fund Raising, calculated based on the maximum number of 758,763,838 New Units (for which the SGX-ST has granted its in-principle approval for the listing and quotation of) and the Illustrative Issue Price. Unitholders should note that the Illustrative Issue Price is purely illustrative and the actual New Units to be issued pursuant to the Equity Fund Raising (if any) may be issued at a price lower, equal to, or higher than the Illustrative Issue Price.

Please refer to paragraph 7 of this Circular for the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising based on an assumption of gross proceeds of S\$296.0 million to be raised pursuant to the Equity Fund Raising.

3.3 Issue Price

The issue price at which New Units will be offered and issued pursuant to the Equity Fund Raising will be determined closer to the date of the launch of the Equity Fund Raising. In the event the Equity Fund Raising comprises the Placement and the Preferential Offering, the New Units may be offered at different issue prices under the Placement and the Preferential Offering. Notwithstanding that Unitholders' approval is being sought for the Placement and the Preferential Offering, should the Equity Fund Raising comprise the Placement and, if applicable, the Preferential Offering, the issue price for the New Units to be issued pursuant to the Placement and, if applicable, the Preferential Offering, will comply with Rules 811(1)¹⁰ and 811(5)¹¹ and, as the case may be, Rule 816(2)¹² of the Listing Manual, and shall be at a price that represents a discount of not more than 10% to the weighted average price for trades done on the SGX-ST for the full Market Day on which the underwriting agreement between the Trustee-Manager and the Underwriter(s) (the "**Underwriting Agreement**") is signed, or (if trading in Units is not available for a full Market Day) the weighted average price for trades done on the SGX-ST for the preceding Market Day up to the time the Underwriting Agreement is signed. In the event the Equity Fund Raising comprises the Placement and the Preferential Offering, the issue price for the Placement Units will not be lower than the issue price for the Preferential Offering Units.

3.4 New Units

The Trustee-Manager is seeking Unitholders' approval for the issuance of up to 758,763,838 New Units (representing approximately 15.2% of the existing number of issued Units as at the Latest Practicable Date) under the Equity Fund Raising pursuant to Rule 805(1) of the Listing Manual. For the avoidance of doubt, the Trustee-Manager will not be relying on the General Mandate (if approved by Unitholders at the AGM to be held on 17 April 2023 at 2.00 p.m.) for the issuance of the New Units under the Equity Fund Raising.

Unitholders should note that such maximum number of up to 758,763,838 New Units is purely illustrative and is intended to represent a higher number than the actual number of New Units that may be issued pursuant to the Equity Fund Raising (if any), in order to provide a buffer against fluctuations in the market price of the Units and/or market conditions. The actual number of New Units to be issued pursuant to the Equity Fund Raising will depend on, among others, the final structure of the Equity Fund Raising (as described in paragraph 3.2 above) and the issue price at which such New Units will be offered (as described in paragraph 3.3 above), each as to be determined closer to the date of the launch of the Equity Fund Raising.

3.5 Underwriting

It is envisaged that the Equity Fund Raising will be underwritten by the Underwriter(s) subject to the execution of the Underwriting Agreement on such terms and conditions as the Underwriter(s) may agree with the Trustee-Manager. The Underwriting Agreement is anticipated to be signed upon the terms of the Equity Fund Raising being agreed upon.

10 Rule 811(1): An issue of shares must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full Market Day on which the placement or subscription agreement is signed. If trading in the issuer's shares is not available for a full Market Day, the weighted average price must be based on the trades done on the preceding Market Day up to the time the placement agreement is signed.

11 Rule 811(5): In the case of REITs and business trusts, for the purpose of Rule 811, the discount or premium of the issue price may be computed with reference to the weighted average price excluding declared distributions for trades done for the underlying units on the SGX-ST for the full Market Day on which the placement or subscription agreement is signed, provided that the placees are not entitled to the declared distributions.

12 Rule 816(2)(a): An issuer can undertake non-renounceable rights issues: (i) subject to specific shareholders' approval; or (ii) in reliance on the general mandate to issue rights shares in a non-renounceable rights issue if the rights shares are priced at not more than 10% discount to the weighted average price for trades done on the SGX-ST for the full Market Day on which the rights issue is announced. If trading in the issuer's shares is not available for a full Market Day, the weighted average price must be based on the trades done on the preceding market day up to the time the rights issue is announced. Rule 816(2)(b): The non-renounceable rights issue must comply with Part V of Chapter 8 except Rule 816(1).

3.6 SGX-ST In-Principle Approval

On 17 March 2023, the SGX-ST granted its in-principle approval for the listing and quotation of up to 758,763,838 New Units (representing approximately 15.2% of the existing number of issued Units as at the Latest Practicable Date) on the Main Board of the SGX-ST, subject to the following conditions:

- (a) compliance with the SGX-ST's continuing listing requirements;
- (b) approval of Unitholders for the Placement;
- (c) a written undertaking from the Trustee-Manager that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the Placement and where proceeds are to be used for working capital purposes, the Trustee-Manager will disclose a breakdown with specific details on the use of proceeds for working capital in KIT's announcements on use of proceeds and in KIT's annual report;
- (d) a written undertaking from the Trustee-Manager that it will comply with Rule 803 of the Listing Manual in relation to the New Units to be issued pursuant to the Placement;
- (e) a written undertaking from the Underwriter(s) that it will comply with Rule 803 of the Listing Manual in relation to the New Units to be issued pursuant to the Placement;
- (f) a written confirmation from the Trustee-Manager that it will not issue the New Units to be issued pursuant to the Placement to persons prohibited under Rule 812(1) of the Listing Manual unless specific Unitholders' approval has been obtained;
- (g) a written confirmation from the Underwriter(s) that it will not issue the New Units to be issued pursuant to the Placement to persons prohibited under Rule 812(1) of the Listing Manual unless specific Unitholders' approval has been obtained;
- (h) a written undertaking from the Trustee-Manager that it will comply with Rule 877(10) of the Listing Manual with regards to the allotment of any excess New Units to be issued pursuant to the Preferential Offering;
- (i) a written confirmation from financial institution(s) as required under Rule 877(9) of the Listing Manual that the undertaking Unitholders who have given irrevocable undertakings to apply for their entitlement and/or excess New Units under the Preferential Offering have sufficient financial resources to fulfil their obligations under their undertakings; and
- (j) the New Units to be issued pursuant to the Placement shall be at a price that represents a discount of not more than 10% to the weighted average price of the units of KIT for trades done on the SGX-ST for the full market day on which the Underwriting Agreement is signed, or (if trading in the Units is not available for a full market day) for the preceding market day up to the time the Underwriting Agreement is signed.

The in-principle approval of SGX-ST is not an indication of the merits of the Placement, the Preferential Offering, the New Units or any of the transactions contemplated in association with the Placement, the Preferential Offering, KIT and/or its subsidiaries, the existing Units or the New Units.

3.7 KIHPL Support for the Equity Fund Raising

As described in paragraph 1.3 of this Circular, KIHPL intends to take part in the Placement so as to maintain KIHPL's percentage unitholding in KIT following the completion of the Placement, subject to compliance with the applicable rules in the Listing Manual. If and to the extent the Preferential Offering is undertaken, KIHPL also intends to subscribe for KIHPL's *pro rata* entitlement under the Preferential Offering.

3.8 Use of Proceeds

KIT will apply the net proceeds from the Equity Fund Raising of up to S\$386.9 million¹³ towards the full or partial repayment of the amount drawn down on any of the Bridge Facilities (including any further external borrowings taken out for refinancing of any of the Bridge Facilities) which were taken out to, and/or to replenish working capital and internal cash which were used to, initially fund the Total Acquisition Cost, with the balance of the proceeds of the Equity Fund Raising, if any, to be used for working capital purposes and/or to pare down existing debt.

The Trustee-Manager will make periodic announcements on the utilisation of the net proceeds of the Equity Fund Raising via SGXNet as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated.

Where proceeds are to be used for working capital purposes, the Trustee-Manager will disclose a breakdown with specific details on the use of proceeds for working capital in KIT's announcements and in KIT's annual report, and where there is any material deviation from the stated use of proceeds, the Trustee-Manager will announce the reasons for such deviation.

Pending the deployment of the net proceeds from the Equity Fund Raising, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, invested in short-term money market instruments or marketable securities, used to repay outstanding borrowings, or for any other purpose on a short-term basis as the Trustee-Manager may, in its absolute discretion, deem fit.

The Trustee-Manager is of the view that the funds raised from the Equity Fund Raising will be sufficient to enable KIT to meet its obligations and continue to operate as a going concern.

13 Based on the estimated gross proceeds amount of up to S\$393.0 million and net of the estimated fees and expenses, including professional fees and expenses, incurred or to be incurred by KIT for the Equity Fund Raising.

For the avoidance of doubt, S\$393.0 million is the maximum amount of gross proceeds that may be raised through the Equity Fund Raising, calculated based on the maximum number of 758,763,838 New Units (for which the SGX-ST has granted its in-principle approval for the listing and quotation of) and the Illustrative Issue Price. Unitholders should note that the Illustrative Issue Price is purely illustrative and the actual New Units to be issued pursuant to the Equity Fund Raising (if any) may be issued at a price lower, equal to, or higher than the Illustrative Issue Price.

Please refer to paragraph 7 of this Circular for the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising based on an assumption of gross proceeds of S\$296.0 million to be raised pursuant to the Equity Fund Raising.

4. THE PROPOSED KIHPL PLACEMENT

4.1 The Proposed KIHPL Placement

Rule 812 of the Listing Manual provides that an issue must not be placed to, among others, an issuer's substantial shareholders unless specific shareholders' approval has been obtained for such placement. As at the Latest Practicable Date, KIHPL has a direct interest in 909,048,658 Units, representing approximately 18.21% of the total Units in issue. Accordingly, Unitholders' approval is being sought for Ordinary Resolution 2 in connection with the Proposed KIHPL Placement.

The number of New Units proposed to be placed to KIHPL under the Placement shall be no more than such number as would be required to maintain KIHPL's proportionate unitholding in KIT following the completion of the Placement, in percentage terms, at the level immediately prior to the issuance of New Units under the Placement.

New Units will be issued to KIHPL pursuant to the Proposed KIHPL Placement at the same price as the New Units to be issued to other investors under the Placement. The issue price for the New Units to be issued pursuant to the Placement will comply with Rules 811(1) and 811(5) of the Listing Manual, pursuant to which the New Units must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full Market Day on which the Underwriting Agreement is signed, or (if trading in Units is not available for a full Market Day) the weighted average price for trades done on the SGX-ST for the preceding Market Day up to the time the Underwriting Agreement is signed, excluding (where applicable) declared distributions for trades done for the underlying Units on the SGX-ST for the full Market Day on which the Underwriting Agreement is signed, provided that the placees of the New Units under the Placement are not entitled to the declared distributions.

4.2 Rationale for the Proposed KIHPL Placement

The Trustee-Manager is of the view that it will benefit Unitholders if New Units are permitted to be issued to KIHPL pursuant to the Proposed KIHPL Placement, for the following reasons:

- (a) the issuance of New Units to KIHPL would maintain KIHPL's position as the single largest direct Unitholder of KIT and avoid or mitigate the extent to which it would be diluted as a result of the Equity Fund Raising;
- (b) such issuance would be a positive demonstration of KIHPL's commitment as the sponsor of KIT; and
- (c) such issuance would enhance investors' confidence in the Placement and provide a higher degree of certainty for the successful completion of the Equity Fund Raising.

4.3 Interested Person Transaction

Under Chapter 9 of the Listing Manual, where KIT proposes to enter into a transaction with an interested person (as defined in the Listing Manual) 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, entered into with the same interested person during the same financial year) is of a value equal to, or more than, 5% of KIT's latest audited consolidated net tangible assets ("**NTA**")¹⁴, Unitholders' approval is required in respect of the transaction.

¹⁴ Based on KIT's audited consolidated financial statements for FY2022, the NTA of KIT as at 31 December 2022 was approximately S\$348.5 million.

KIHPL, being a Controlling Unitholder, is deemed to be an interested person for the purposes of Chapter 9 of the Listing Manual. Accordingly, the Proposed KIHPL Placement will constitute an interested person transaction under Chapter 9 of the Listing Manual. As such number of New Units are placed to KIHPL pursuant to the Placement in order for KIHPL to maintain its proportionate unitholding, in percentage terms, at the level immediately prior to the issuance of New Units under the Placement, there is a possibility (depending on the issue price of the New Units under the Placement and the number of New Units that KIHPL subscribes for) that the value of New Units placed to KIHPL, either in itself or in aggregation with all earlier transactions (each of a value equal to or greater than S\$100,000) entered into with KIHPL during the current financial year, may exceed 5% of KIT's latest audited consolidated NTA. In such circumstances, under Rule 906(1) of the Listing Manual, the Trustee-Manager is required to seek Unitholders' approval for the placement of New Units to KIHPL pursuant to the Proposed KIHPL Placement.

In approving the Proposed KIHPL Placement, Unitholders are deemed to have approved the Proposed KIHPL Placement as an interested person transaction under Rule 906(1) of the Listing Manual, regardless of whether the value of New Units placed to KIHPL pursuant to the Proposed KIHPL Placement, either in itself or in aggregation with all other transactions (each of a value equal to or greater than S\$100,000) entered into with KIHPL during the current financial year, exceeds 5% of KIT's latest audited consolidated NTA.

5. FUTURE DISTRIBUTIONS AND STATUS OF NEW UNITS

KIT currently pays distributions to Unitholders out of its retained cash and residual cash flows on a semi-annual basis.

However, pursuant to the Equity Fund Raising, the Trustee-Manager may decide to make adjustments to the distribution period which may include, among others, a cumulative distribution, an advanced distribution or such other plans to ensure fairness to Unitholders holding Units on the day immediately prior to the date on which the New Units are issued under the Placement.

The Placement Units will, upon issuance and allotment, rank *pari passu* in all respects with the other existing issued Units as at the date of issuance of the Placement Units (the "**Placement Settlement Date**") (save for the entitlement to (i) any distributions to be declared by KIT in respect of the period from (and including) the start of the half year in which the Placement takes place to (and excluding) the Placement Settlement Date and (ii) participate in the Preferential Offering (if undertaken)). Holders of the Placement Units will be entitled to distributions declared by KIT in respect of the period from (and including) the Placement Settlement Date to (and including) the end of the half year in which the Placement takes place and thereafter will rank *pari passu* in all respects with the existing Units, including the right to receive all distributions declared, made or paid.

In the event that the Trustee-Manager undertakes the Preferential Offering, the Preferential Offering will be undertaken subsequent to the Placement. The Preferential Offering Units will, upon issuance and allotment, rank *pari passu* in all respects with and carry all rights similar to the other existing issued Units as at the Preferential Offering Settlement Date. Holders of the Preferential Offering Units will be entitled to distributions declared by KIT in respect of the period from (and including) the Placement Settlement Date to (and including) the end of the half year in which the Preferential Offering takes place and thereafter will rank *pari passu* in all respects with the existing Units, including the right to receive all distributions declared, made or paid.

Further details pertaining to any adjustment to the distribution period, if any, and the status of the New Units issued pursuant to the Equity Fund Raising will be announced via SGXNet at the appropriate time.

6. INFORMATION ON THE ACQUISITIONS

6.1 Overview

(a) Wind Fund Acquisition

On 13 July 2022, the Trustee-Manager announced that WEH, a joint venture company established by KIT together with KRI (a wholly-owned subsidiary of KCL), had invested in a 33.33% stake in a joint investment vehicle, Wind Fund, with Kommunal Landspensjonskasse and MEAG MUNICH ERGO AssetManagement GmbH holding the remaining 66.67% stake in Wind Fund.

KIT holds an 82% shareholding interest in WEH while KRI holds the remaining 18% shareholding interest in WEH. Wind Fund will initially hold a 49% indirect interest in the Wind Fund Initial Portfolio, being the three operating onshore wind farms in Sweden and Norway with a combined generating capacity of 258MW, and have a five-year exclusive right and obligation, ending on 12 July 2027, to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and the United Kingdom with FORAS, up to Wind Fund's capital commitment of €480 million (approximately S\$700.8 million) (the "**Wind Fund Capital Commitment Amount**"). FORAS will hold the remaining 51% stake in the Wind Fund Initial Portfolio and such pipeline of onshore wind projects across Sweden and the United Kingdom.

On 12 September 2022, the Trustee-Manager announced that the effective date of the completion of the acquisition of the Wind Fund Initial Portfolio was 8 September 2022. The amount paid in respect of WEH's interest in the Wind Fund Initial Portfolio is approximately €58.7 million (approximately S\$85.7 million). Accordingly, the amount paid by KIT in respect of the acquisition of the Wind Fund Initial Portfolio, taking into account of its shareholding of 82% in WEH, is €48.1 million (approximately S\$70.2 million).

KIT's total commitment in respect of such investments in Wind Fund, taking into account of its shareholding of 82% in WEH, is approximately €131.2 million (approximately S\$191.6 million) (such amount, the "**Wind Fund KIT Commitment Amount**"), of which €48.1 million (approximately S\$70.2 million) was used to fund the Wind Fund Initial Portfolio (as mentioned above) and the remaining €83.1 million (approximately S\$121.3 million) is reserved to fulfil the five-year exclusive right and obligation to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and the United Kingdom with FORAS. As at the Latest Practicable Date, €48.1 million (approximately S\$70.2 million) has been called and paid by KIT.

(b) EMKH Acquisition

On 8 August 2022, the Trustee-Manager announced that, together with each of KIHPL and KAIF (acting through their respective subsidiaries, where applicable), it had entered into a sale and purchase agreement for the proposed acquisition of all the EMKH Shares.

EMKH is a leading integrated waste management services player in South Korea, with diversified business operations across solid waste management, liquid waste management and landfill. KIT, KIHPL and KAIF proposed to establish, and assign their rights under the EMKH SPA to, a joint venture company, the EMKH Acquisition JVCo, to be held by KIT, KIHPL and KAIF in the proportions of 52%, 18% and 30% respectively.

On 28 September 2022, the Trustee-Manager subsequently announced that the EMKH Acquisition JVCo had been incorporated as a limited liability company in South Korea under the name One Eco Co., Ltd., held by KIT, KIHPL and KAIF in the proportions set out above. Pursuant to an assignment agreement dated 27 September 2022, KIT, KIHPL and KAIF have assigned all their respective rights, obligations and liabilities under the EMKH SPA to the EMKH Acquisition JVCo.

On 20 October 2022, the Trustee-Manager announced the completion of the EMKH Acquisition, following which EMKH became a wholly-owned subsidiary of the EMKH Acquisition JVCo.

Prior to the completion of the EMKH Acquisition, the total purchase consideration for the EMKH Acquisition was estimated at ₩626.1 billion (approximately S\$666.1 million), and the estimated amount of the total purchase consideration payable by KIT was ₩325.6 billion (approximately S\$346.4 million). Following certain pre-completion adjustments, the total purchase consideration for the EMKH Acquisition is ₩570.6 billion (approximately S\$607.0 million) (the “**EMKH Purchase Consideration**”), paid by KIT, KIHPL and KAIF in accordance with their respective shareholding proportion in the EMKH Acquisition JVCo. Accordingly, KIT paid ₩296.7 billion (approximately S\$315.6 million) (the “**EMKH KIT Purchase Consideration**”) (part of which was funded by debt facilities taken up by the EMKH Acquisition JVCo), being 52% of the EMKH Purchase Consideration.

(c) **BKR2 Acquisition**

On 12 August 2022, the Trustee-Manager announced that Neptune, a joint venture company established by KIT together with KRI, held by KIT and KRI in the proportions of 82% and 18% respectively, had entered into a sale and purchase agreement and related documentation for the acquisition of a 50.01% interest in BKR2, for the purposes of investing in BKR2 WF.

BKR2 holds a 50% partnership interest in BKR2 WF, which owns the BKR2 WF Wind Farm, being an offshore wind farm located 59km off the coast of Lower Saxony in the North Sea, Germany, an area with high wind availability as reflected in the high average capacity factors of more than 40%.

On 22 December 2022, the Trustee-Manager announced that the BKR2 Acquisition was completed and following such completion, KIT indirectly holds 20.5% of the partnership interest in BKR2 WF.

The aggregate purchase consideration paid by Neptune for the BKR2 Acquisition is €305.0 million (approximately S\$445.3 million). KIT and KRI paid the purchase consideration for the BKR2 Acquisition in accordance with their respective shareholding proportion in Neptune. Accordingly, the aggregate amount paid by KIT, taking into account of its shareholding of 82% in Neptune, is the BKR2 KIT Purchase Consideration, being €250.1 million (approximately S\$365.1 million), which KIT will fund by way of capital contribution to Neptune. KIT's commitment to contribute capital to Neptune, taking into account its shareholding of 82% in Neptune, is €255.8 million (approximately S\$373.5 million), including transaction costs incurred in connection with the BKR2 Acquisition.

For the avoidance of doubt, Unitholders' approval was not required for each Acquisition as for each Acquisition, (i) each of the relevant relative figures computed on the bases set out in Rule 1006 of the Listing Manual did not exceed 20%, being the applicable threshold requiring Unitholders' approval under Chapter 10 of the Listing Manual for such Acquisition, and/or (ii) such Acquisition was in the ordinary course of KIT's business, and (iii) compliance with Rule 906 of the Listing Manual requiring Unitholders' approval was not required as such Acquisition satisfied the conditions set out under Rule 916(2) of the Listing Manual.

6.2 Description of Acquisitions

(a) Wind Fund Acquisition

Wind Fund will initially co-invest in a 49% indirect interest in the Wind Fund Initial Portfolio and will have a five-year exclusive right and obligation, ending on 12 July 2027, to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and the United Kingdom with FORAS. Such pipeline of onshore wind projects across Sweden and the United Kingdom with FORAS are in various stages of development, of which seven projects with a combined capacity of 503MW have obtained the requisite permits (the "**consented portfolio**") and are expected to reach final investment decision ("**FID**") within the first three years, and an additional eight eligible projects with a combined capacity of 660MW (the "**additional pipeline**") which have a reasonable prospect of reaching FID within the five-year period.

FORAS is one of the largest renewable energy independent power producers in Northern Europe with a 25-year track record of developing, owning and managing wind projects across 12 locations in Northern Europe with a total capacity of 788MW and a pipeline of more than 3.5GW capacity as at 30 September 2022. Other investors in Wind Fund are Kommunal Landspensjonskasse, Norway's largest pension fund with more than kr913 billion (approximately S\$128.6 billion) AUM as of 30 September 2022, and MEAG MUNICH ERGO AssetManagement GmbH, a leading global asset manager with €305 billion (approximately S\$445 billion) AUM as of 30 September 2022 which is part of Munich Re, one of the world's leading providers of reinsurance, primary insurance and insurance-related risk solutions, and acts on behalf of various entities of Munich Re Group (including ERGO).

The total capital commitment of Wind Fund is €480 million (approximately S\$700.8 million). KIT's total commitment in respect of such investments in Wind Fund, taking into account of its shareholding of 82% in WEH, is approximately €131.2 million (approximately S\$191.6 million), of which €48.1 million (approximately S\$70.2 million) was used to fund the Wind Fund Initial Portfolio and the remaining €83.1 million (approximately S\$121.3 million) is reserved to fulfil the five-year exclusive right and obligation to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and the United Kingdom with FORAS.

Hvitsten AS, a company incorporated in Norway, is the investment manager of Wind Fund, which is licenced and supervised by the Financial Supervisory Authority of Norway as an alternative investment fund manager ("**AIFM**") pursuant to the AIF Act section 2-2, and has been appointed as the AIFM for Wind Fund. Wind Fund grants Hvitsten AS, as its AIFM, exclusive rights to perform portfolio management services and risk management services in relation to its portfolio on behalf of Wind Fund. KIT will maintain appropriate level of working capital and debt facilities to meet capital calls relating to its investment in Wind Fund and will continuously evaluate the most efficient capital sources to fund its portfolio to optimise KIT's capital structure.

The Wind Fund Initial Portfolio comprises the following three wind farms:

- (i) Lista Wind Farm is located in Farsund municipality in the southern part of Norway. It consists of 31 turbines of type Siemens SWT-2.3-93 rated 2.3MW, with a total installed capacity of 71.3MW. Lista Wind Farm has been operating since December 2012;
- (ii) Fäbodliden Wind Farm is located approximately 15km northeast of the Municipality of Vindeln, in Sweden, with the closest villages being Risliden, Kamsjön and Buberget. It consists of 24 Vestas V112 turbines rated 3.3MW, with a total installed capacity of 79.2MW. Fäbodliden Wind Farm has been operating since 2015; and
- (iii) Högaliden Wind Farm is located close to Fäbodliden, in the northeastern part of Sweden, close to the city of Umeå. It consists of 25 Vestas V150 turbines rated 4.3MW, with a total installed capacity of 107.5MW. Högaliden Wind Farm has been operating since 2021 and fully operational since late 2021.

The completion of the acquisition of the Wind Fund Initial Portfolio took place on 8 September 2022.

In relation to the pipeline of onshore wind projects that Wind Fund will co-invest in with FORAS, Wind Fund's investors will have limited asset development risk as Wind Fund will only invest in onshore wind projects that are brought to FID and are ready for construction. In addition, FORAS will provide a construction cost wrap by guaranteeing the capital expenditure associated with the construction of each new onshore wind project. Such construction cost wrap refers to FORAS assuming the risks (and benefits) associated with any deviation between the actual cost to administer, construct and finance such wind project (up to the commencement of operations date) and the amount of capital expenditure agreed upon at the point of such wind project being acquired by Wind Fund at FID.

Investments by Wind Fund in the pipeline of onshore wind projects that Wind Fund will co-invest in with FORAS (other than the wind farms located at Lista, Norway and Fäbodliden, Sweden, which have been operating for more than five years) will also be subject to a purchase price adjustment five years following their commencement of operations. The purchase price of an onshore wind project to be invested by Wind Fund will be determined using a prescribed set of principles for valuation of the onshore wind project, which takes into account the average net annual energy production of such onshore wind project. The initial purchase price of an onshore wind project to be invested by Wind Fund will be determined based on the forecasted average net annual energy production initially used for valuation, at a prescribed rate of return to be agreed between parties. Five years following the commencement of operations for any such investment, such initial purchase price will be adjusted in a way such that the final purchase price reflects the actual average net annual energy production of the relevant wind project. Such purchase price adjustment may result in a corresponding (if there is an increase in purchase price) payment by Wind Fund or (if there is a decrease in purchase price) repayment to Wind Fund (as the case may be). The purchase price adjustment is conducted such that the forecasted average net annual energy production used when calculating the initial purchase price is replaced by the actual average net annual energy production data. The recalculation (including how the actual average net annual energy production data is derived) shall be verified by a qualified technical advisor in accordance with the prescribed set of principles for valuation of the onshore wind project. Any dispute in respect of the purchase price adjustment shall be resolved amicably between the parties, failing which such disputes shall be settled by way of arbitration.

For the avoidance of doubt, there is no price floor or price ceiling to such purchase price adjustment. Notwithstanding the foregoing, from an expected rate of return perspective, changes to the purchase price as a result of this mechanism puts KIT in a no better or worse position because Wind Fund benefits from having the opportunity to reprice the asset based on updated wind resource assumptions at a pre-agreed rate of return. Accordingly, such purchase price adjustment helps to mitigate Wind Fund's risk on asset valuation relating to pre-construction wind resource assumptions.

It is expected that any increase in purchase price following the purchase price adjustment in respect of the onshore wind projects will be covered within the Wind Fund Capital Commitment Amount. Nevertheless, in the event that due to the purchase price adjustment, Wind Fund is required to pay an amount which exceeds the outstanding Wind Fund Capital Commitment Amount, such amount is expected to be funded through Wind Fund's internal cash resources or interest-free loan(s) from FORAS.

It is envisaged that the onshore wind projects will be operated and managed by FORAS, a highly experienced and proven operator of wind farms with a track record of maintaining high availability across its portfolio. At the end of the agreed economic lifetime of the relevant wind project, it is intended that FORAS will acquire the entire interest of such project at a nominal value to decommission the project, with minimal decommissioning risk to Wind Fund.

(b) **EMKH Acquisition**

EMKH is a leading integrated waste management services player in South Korea, with diversified business operations across solid waste management, liquid waste management and landfill. Operating six waste-to-energy plants and five sludge drying facilities located across South Korea, EMKH has the third largest incineration capacity (419 tonnes per day) in the nation. It is also the largest waste oil refiner in South Korea (154 tonnes per day) and owns a landfill in Yeongnam, which has the fourth largest capacity (approximately 1.5 million m³) in the nation. EMKH's customers are mainly municipal government entities, industrial conglomerates, and small and medium enterprises.

EMKH currently has eight subsidiaries operating in key industrial regions across South Korea, including Ansan, Hwaseong, Cheongju, Iksan, Gyeongju and Ulsan, forming a robust nationwide network. On 28 September 2022, the Trustee-Manager announced that pursuant to an amendment and restatement of the original EMKH SPA, EMKH will conduct an in-kind distribution of all the issued and outstanding shares in Shindaehan Refined Fuel Co., Ltd. ("**Shindaehan**"), which was previously a subsidiary of the EMKH Group, to the seller through a capital reduction exercise ("**Capital Reduction**"). Following the Capital Reduction, Shindaehan became a wholly-owned subsidiary of the seller and did not form part of the EMKH group of subsidiaries acquired under the EMKH SPA. In this regard, the seller had granted the EMKH Acquisition JVCo a right of first offer to purchase the shares of capital stock of Shindaehan in the event the seller sells, directly or indirectly, the shares in Shindaehan which would result in a change of control in Shindaehan to any person which is not an affiliate of the seller.

As with all waste management companies operating in South Korea, the EMKH Group is subject to certain land laws and environmental laws such as laws relating to greenhouse gas emission limits. Breach of such laws may result in fines, penalties, criminal liabilities or lease suspensions, however it is not expected to cause major disruptions to operations. KIT is able to utilise its operating experience in the waste management sector to implement its best practices in managing EMKH's business. Further, the waste management market is impacted by the economic cycle and regulatory changes. Regulatory developments and recycling trends could impact the

long-term outlook of the waste management industry, but strong economic growth could outweigh any adverse impact from such trends.

The EMKH Group may also be subject to contract renewal risk due to increased competition, changes in demand and other market conditions. However, due diligence has shown a track record of contract renewal and key contracts backed by high switching costs or long-term relationships with customers.

The business plan of the EMKH Group contains expansion plans which involve construction of new facilities. There is no assurance that the facilities will be constructed without delays or cost overruns.

(c) **BKR2 Acquisition**

Operating since 2019, BKR2 WF owns the BKR2 WF Wind Farm, which is located 59km off the coast of Lower Saxony in the North Sea, Germany, an area with high wind availability as reflected in the high average capacity factors of more than 40%. The region is next to the Wadden Sea, a UNESCO World Heritage site. Hence, it is unlikely for wind farms to be built at the Wadden Sea area, mitigating potential risks of reduction in wind availability to the BKR2 WF Wind Farm. BKR2 WF's operations comprise 56 MHI Vestas V164-8.3MW wind turbine generators with a total capacity of 465MW and an export capacity of up to 450MW.

Following the completion of the BKR2 Acquisition, Neptune holds a 50.01% interest in BKR2, while Gulf International Holding Pte. Ltd. ("**Gulf**"), a subsidiary of Gulf Energy Development Public Company Limited and one of Thailand's largest private power producers, continues to hold the remaining 49.99% stake in BKR2. In respect of BKR2 WF, BKR2 holds a 50% partnership interest in BKR2 WF together with Ørsted Wind Power A/S ("**Ørsted**"), a global leader in offshore wind power with over 30 years of experience, holding the remaining 50% partnership interest. Ørsted is one of the largest utilities players globally and operates 28 offshore wind farms, including the world's first large-scale offshore wind farm in Denmark and the world's largest operational offshore wind farm in the United Kingdom. With an established track record in the development and operation of offshore wind farms, Ørsted has four operational wind farms (including the BKR2 WF Wind Farm) and is constructing two wind farms in this particular location of the North Sea alone, amounting to a combined power generation capacity of 2,512MW. Located within Ørsted's offshore wind farm cluster in the North Sea, BKR2 WF Wind Farm also stands to benefit from operational efficiencies.

The completion of the BKR2 Acquisition took place on 22 December 2022. Following the completion of the BKR2 Acquisition, KIT and KRI indirectly hold 20.5% and 4.5% of the partnership interests in BKR2 WF, respectively. The remaining 75.0% of the partnership interests in BKR2 WF is indirectly held by Gulf and Ørsted. Further, following the completion of the BKR2 Acquisition, 50.01% of certain outstanding shareholder loans have been novated from the sellers to Neptune, following which such outstanding shareholder loans will be owing by BKR2 to Neptune. Accordingly, there was no material adverse impact on KIT's NAV arising from the BKR2 Acquisition.

6.3 Industry Outlook

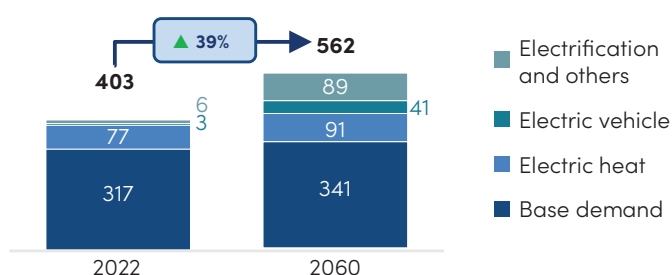
(a) Renewable energy sector outlook for the Nordics and Great Britain¹⁵

The Nordics and Great Britain are among the most mature renewables markets globally. Electrification of existing industries arising from net zero commitments coupled with rising carbon prices due to ambitious decarbonisation policies deliver a positive outlook for wind and other renewable energy sources.

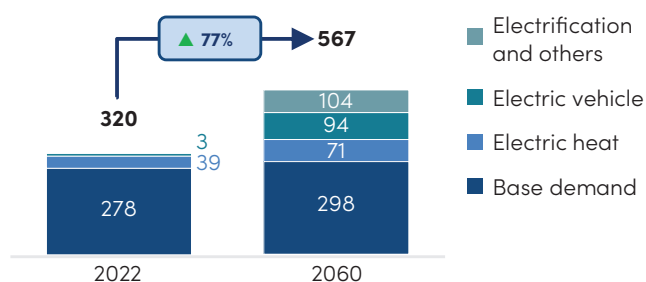
The Nordic power market sees demand growth driven by new industries, including the electrification of steel production, data centres, battery production and transportation. Electricity demand is expected to increase from 403TWh in 2022 to 562TWh by 2060. Great Britain has been one of the driving European countries to decarbonise energy supplies with a push towards net-zero by 2050. Expected electricity demand in Great Britain is expected to increase from 320TWh in 2022 to 567TWh in 2060.

KIT's investment in blue chip European wind assets is supported by strong sector tailwinds, including high commodity prices supporting high power prices, improvements in system flexibility through technologies such as batteries and hydrogen and new interconnectors to increase Nordic export and exchange capacity with the European Union.

Nordics Electricity Demand (TWh)



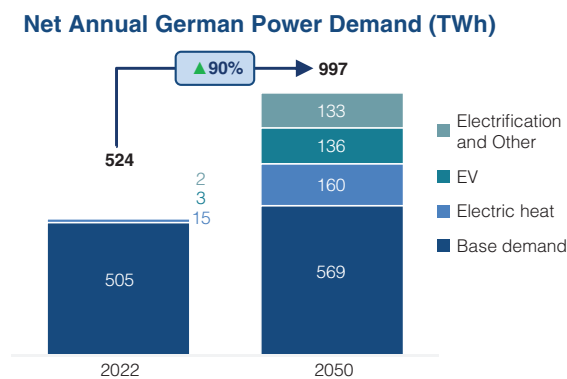
Great Britain Electricity Demand (TWh)



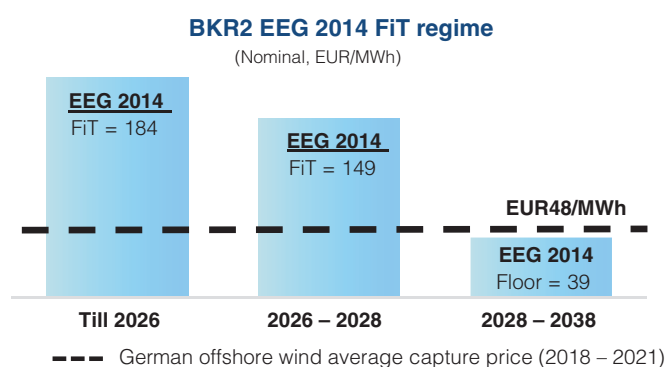
¹⁵ Where relevant, information has been sourced from AFRY Management Consulting, in connection with Project Borgå – Commercial, Technical and IT Final Report, 23 May 2022. AFRY Management Consulting (“AFRY”) has provided its consent to the inclusion of the information cited and attributed to it in this Circular. While the Trustee-Manager has taken reasonable actions to ensure that the information is reproduced in its proper form and context and that the information is extracted accurately and fairly, the Trustee-Manager has not conducted an independent review of this information or verified the accuracy of the contents of the relevant information. AFRY makes no representations or warranties, expressed or implied, as to the accuracy or completeness of this information, which is provided for information purposes only. Such information does not constitute a commitment by AFRY to provide any advice for financing, nor is it a recommendation from AFRY as to any investment decision. Nothing in this information is to be or shall be relied upon as a promise or representation of future events or results. To the fullest extent permitted by law, AFRY and its directors, employees, officers and affiliates accept no responsibility for your use of this information.

(b) **German renewable energy sector outlook¹⁶**

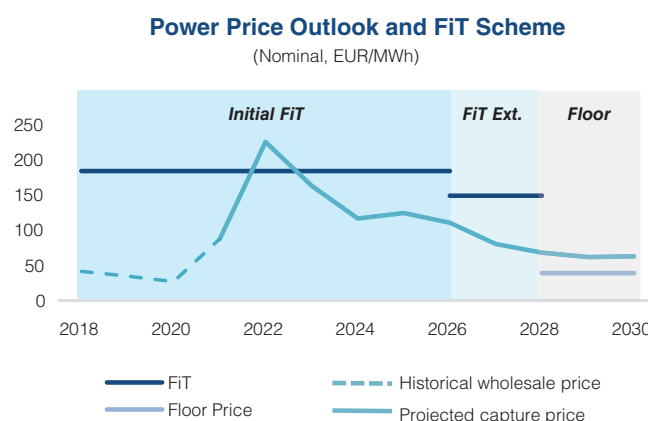
Decarbonisation and support from the government to increase offshore wind capacity creates a favourable landscape for the German renewable energy sector. Electricity demand is expected to grow at a CAGR of 2.3% from 2022 to 2050 with Germany having further plans to triple the pace of capacity expansion for the wind and solar renewable energy sector. These plans are supported by regulations that aim to increase offshore wind capacity by 3.3 times, from the current 8.3GW to 27.1GW by 2030. Additionally, Germany plans to close 31.3GW of coal and 4.3GW of nuclear plants (totalling 16% of 2022 German power capacity).



KIT's investment in BKR2 WF offers predictable cashflows substantially de-risked by FiT and a partnership with Ørsted, the largest developer and operator of offshore wind farms in the world. The BKR2 WF operates under the German Erneuerbare-Energien-Gesetz – German Renewable Energy Sources Act (“**EEG**”) 2014 market premium mechanism with an attractive FiT and guaranteed floor price until 2038. BKR2 WF benefits from a FiT of €184/MWh until 2026 and a FiT of €149/MWh from 2026 to 2028, both of which are significantly above the historical German offshore wind average capture price for the years 2018 to 2021. While there is a stable long-term power price outlook with a projected capture price above the guaranteed floor price, there is also expected short-term volatility in power prices arising from the Russia-Ukraine war.



16 Where relevant, information has been sourced from Wood Mackenzie Limited – Germany offshore wind and power market report, 4 August 2022. Wood Mackenzie Limited (“**Wood Mackenzie**”) has provided its consent to the inclusion of the information cited and attributed to it in this Circular. While the Trustee-Manager has taken reasonable actions to ensure that the information is reproduced in its proper form and context and that the information is extracted accurately and fairly, the Trustee-Manager has not conducted an independent review of this information or verified the accuracy of the contents of the relevant information. The information provided by Wood Mackenzie should not be interpreted as advice or a recommendation to invest in any securities and you should not rely on it for any purpose. You may not copy or use this data and information except as expressly permitted by Wood Mackenzie in writing. To the fullest extent permitted by law, Wood Mackenzie accepts no responsibility for your use of this data and information.

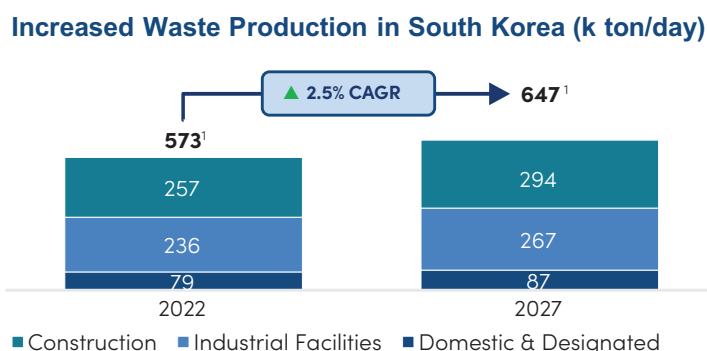


(c) **South Korea waste treatment sector outlook¹⁷**

Waste production in South Korea is expected to grow at a CAGR of 2.5% from 2022 to 2027. This growth is underpinned by the expansion of the manufacturing industry and metropolitan development opportunities which are anticipated to provide steady growth in waste volumes generated from industrial facilities and the construction industry. Changes in population trends (such as an increase in single person households) and increased economic activity may result in an upward trend in waste disposed per person, and consequently domestic waste volume.

Increasing demand for waste treatment is also underpinned by constraints in the nation's waste processing capability, with incineration and landfill capacity expected to grow at a CAGR of only 0.7% and -7.1% respectively from 2022 to 2027. This is due to increasingly stringent regulations and difficulties in obtaining new licenses, as well as plans to shut down public landfills in 2025. These constraints form high barriers to entry, meaning that existing players have a competitive advantage.

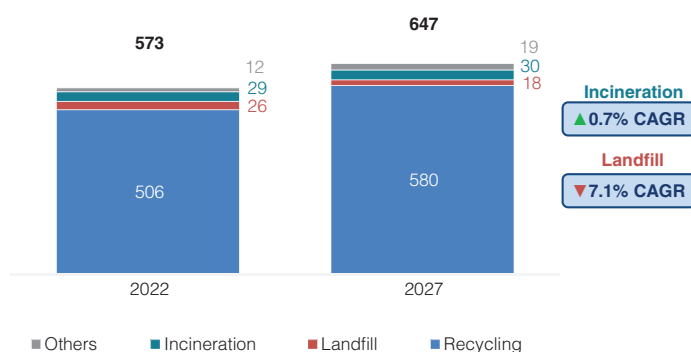
KIT's investment in EMKH represents a strategic expansion opportunity into a market supported by favourable fundamentals and an investment in an established Korean "green" environmental services player. EMKH is the largest waste oil refining player and has the third largest incineration capacity and fourth largest landfill capacity in South Korea. South Korean waste treatment providers stand to benefit from the continued demand for waste treatment capacity coupled with existing supply constraints in the market. Further, the environment management sector is a sector that the Keppel Group and KIT have strong expertise in. Accordingly, KIT's investment in EMKH supports KIT's sustainable urbanisation strategy.



1. Figures do not add up due to rounding differentials

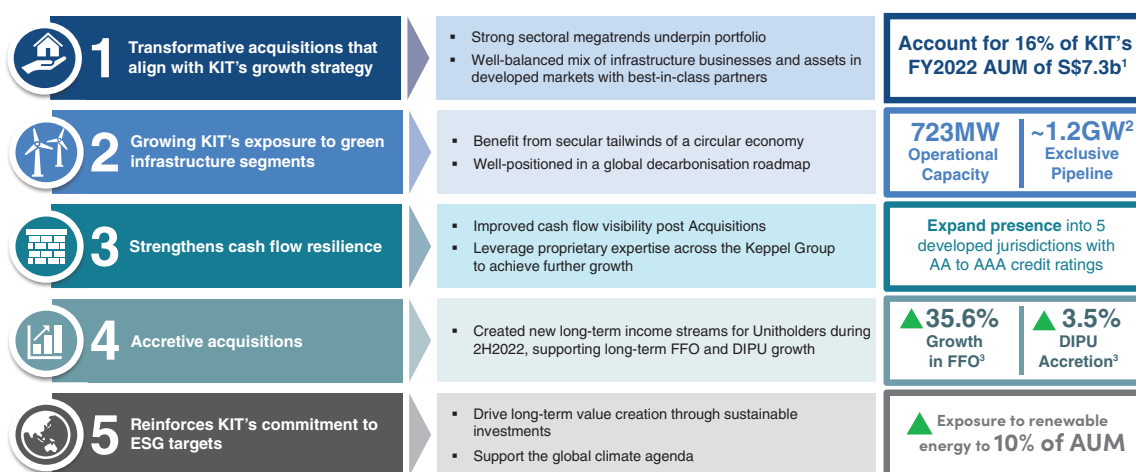
¹⁷ Where relevant, information has been sourced from Deloitte Consulting LLC – Korean Waste Treatment Independent Market Report, 29 July 2022. Deloitte Consulting LLC has provided its consent to the inclusion of the information cited and attributed to it in this Circular. While the Trustee-Manager has taken reasonable actions to ensure that the information is reproduced in its proper form and context and that the information is extracted accurately and fairly, the Trustee-Manager has not conducted an independent review of this information or verified the accuracy of the contents of the relevant information.

Waste Treatment Capacity in South Korea (k ton/day)



6.4 Rationale for the Acquisitions

The Acquisitions contribute to a well-diversified portfolio of infrastructure businesses and assets that generate long-term growth in distributions to Unitholders.



1. Based on FY2022 AUM, following the AUM Portfolio Valuation.
2. As of 31 December 2022. As part of the Wind Fund Acquisition, Wind Fund has a five-year exclusive right and obligation to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and United Kingdom with FORAS.
3. Pro forma FY2022, as if the Acquisitions and the Equity Fund Raising had been completed on 1 January 2022, and KIT held the interests acquired pursuant to the Acquisitions through to 31 December 2022.

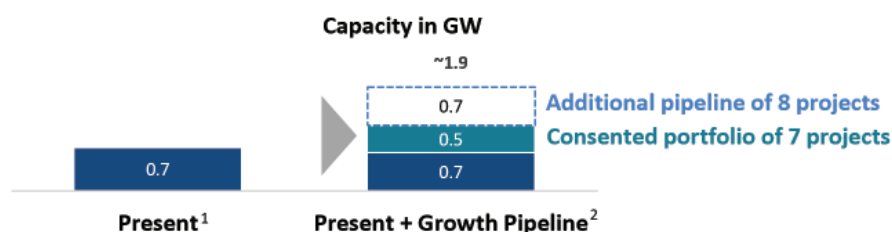
(a) Transformative Acquisitions that align with KIT's growth strategy

The Acquisitions allow KIT to diversify its portfolio and increase its exposure to strong sectoral megatrends in developed markets alongside best-in-class partners. The Acquisitions are considered transformative for the following reasons:

- The Acquisitions will expand KIT's presence into five developed jurisdictions, namely Norway, Sweden, the United Kingdom, Germany and South Korea, positioning KIT as a global infrastructure player.** Following the completion of the acquisition of the Wind Fund Initial Portfolio, the EMKH Acquisition and the BKR2 Acquisition, KIT has an operational footprint comprising 12 businesses and assets across Asia Pacific, Europe and the Middle East. The acquisition of the Wind Fund Initial Portfolio, the EMKH Acquisition and the BKR2 Acquisition account for 16% of KIT's FY2022 AUM of S\$7.3 billion¹⁸.

¹⁸ Based on FY2022 AUM, following the AUM Portfolio Valuation.

- **The Acquisitions allow KIT to increase its exposure to top-tier businesses and assets with growth potential.**
 - The Wind Fund Acquisition and the BKR2 Acquisition mark KIT's strategic entry into the European renewable energy sector with investments in wind farms across Norway, Sweden, the United Kingdom and Germany, representing approximately 10% of KIT's FY2022 AUM¹⁹ based on diversification by geography. This represents a meaningful diversification in KIT's portfolio towards renewable energy, with total operational capacity of 723MW²⁰. The renewable energy markets in Norway, Sweden, the United Kingdom and Germany are also some of the most mature renewable energy markets globally, with supportive political regimes and sovereign ratings of AA to AAA by international credit agencies.
 - KIT, through the Wind Fund Acquisition and the BKR2 Acquisition, has partnered with reputable and best-in-class partners with established track records in their operational expertise. Such partners include Ørsted, the largest offshore wind farm operator and developer in the world, and FORAS, one of the largest renewable energy independent power producers in Northern Europe. In addition, the Wind Fund Acquisition provides an opportunity to further grow KIT's renewable energy portfolio through an exclusive asset pipeline with FORAS in Sweden and the United Kingdom.



1. Includes BKR2 WF Wind Farm and initial operating assets from Wind Fund Initial Portfolio.
2. As of 31 December 2022. As part of the Wind Fund Acquisition, Wind Fund has a five-year exclusive right and obligation to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and United Kingdom with FORAS. 'Consented portfolio of 7 projects' refers to such pipeline of onshore wind projects which has obtained all relevant permits while 'additional pipeline of 8 projects' refers to such other pipeline of onshore wind projects owned and controlled directly or indirectly by FORAS which have a reasonable prospect of reaching FID within five years from the entry into the subscription agreement entered into by WEH in respect of the Wind Fund Acquisition.

- The EMKH Acquisition has given KIT a leading position in the South Korean waste management market. As a leading integrated waste management platform in South Korea, EMKH:
 - o is the largest waste oil refining player in South Korea (with a total maximum waste oil refining capacity of 154 tonnes per day);
 - o has the third largest incineration capacity in South Korea (with an incineration capacity of 419 tonnes per day); and
 - o has the fourth largest landfill capacity in South Korea and second largest landfill capacity in the Yeongnam area (with landfill capacity of approximately 1.5 million m³).

Approximately 6% of KIT's FY2022 AUM²¹, based on diversification by geography, are currently from South Korea.

19 Based on FY2022 AUM, following the AUM Portfolio Valuation.

20 Excluding in respect of the five-year exclusive right and obligation to further co-invest with a 49% stake in a pipeline of onshore wind projects across Sweden and the United Kingdom with FORAS under the Wind Fund Acquisition.

21 Based on FY2022 AUM, following the AUM Portfolio Valuation.

The Acquisitions are highly complementary to Keppel Group's ecosystem and growth strategy. Keppel Group is advancing its transformation to be one integrated business providing solutions for sustainable urbanisation by driving firstly collaboration and increasingly integration across business units and functions. Under this vision, KIT is and will be able to leverage Keppel Group's strong track record in designing and developing high-quality real assets including energy and environmental infrastructure, and the strengths and expertise of the various business units and functions in Keppel Group's ecosystem.

KIT is also able to harness the technology expertise and work with like-minded partners within Keppel Group's ecosystem on solutions to drive sustainable development and create value for Unitholders. For instance, the EMKH Acquisition allows KIT to draw on proprietary expertise relating to waste management across Keppel Group's ecosystem to value-add to and develop EMKH.



1. Based on FY2022 AUM, following the AUM Portfolio Valuation
2. Proposed acquisition of 50% stake in Marina East Water, owner of KMEDP. Transaction structure results in KIT becoming beneficiary of 100% economic interest in KMEDP.

(b) **Growing KIT's exposure to green infrastructure segments, allowing KIT to benefit from the secular tailwinds of a circular economy and thrive in a low-carbon economy in the global decarbonisation roadmap**

The Acquisitions provide Unitholders with exposure to the global green infrastructure sector, strengthening KIT's position in the global decarbonisation roadmap, and allow KIT to benefit from the secular tailwinds of a circular economy.

The net zero commitments made by many governments and companies globally will drive demand for renewables, clean energy and decarbonisation solutions. In this regard, the Acquisitions increase KIT's exposure to the green infrastructure sector and allow KIT to leverage generational megatrends towards sustainable assets to meet global climate and ESG agendas. In respect of the EMKH Acquisition, the strategic expansion into the South Korean waste management market is well-supported by strong tailwinds from supply constraints arising from the high barriers to entry into the waste management sector in South Korea.

- **There are generational megatrends towards sustainable assets to meet global climate and ESG agendas.** This shift is accelerated by, among others, governments and companies focusing on net-zero targets, managing waste generation and/or pricing emissions through carbon taxes or emissions trading schemes.

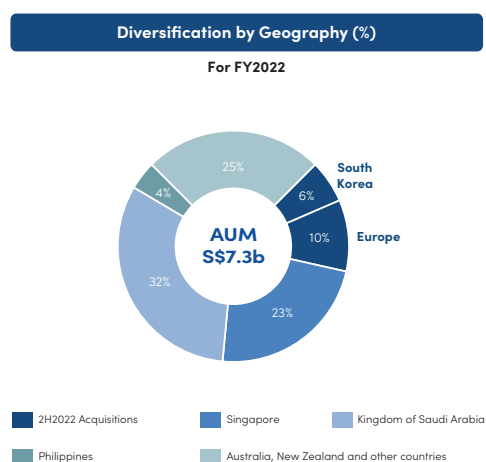
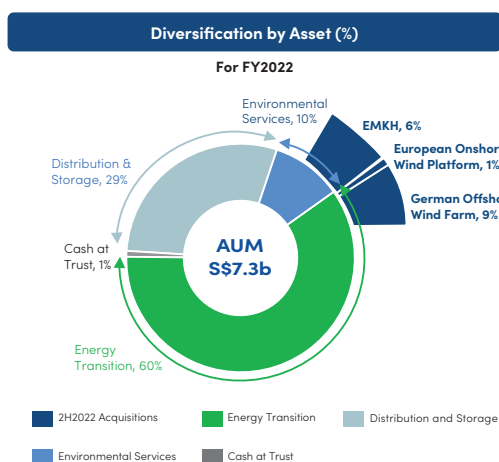
- **There is a positive outlook for wind and other renewable energy sources**, which is supported by rising demand for electricity and supportive government policies. The strong growth in demand for electricity is primarily driven by the electrification of existing industries (due to commitments to net zero emissions), the availability of new electricity interconnectors which result in increased electricity export capacity, and the development of electricity intensive industries (including electric vehicles and data centres industries).
- In respect of the EMKH Acquisition, KIT's strategic expansion into the South Korean waste management market is supported by strong secular tailwinds. Demand for waste processing services is expected to grow due to the growth in waste production driven by population growth and urbanisation, while supply of waste processing services is limited due to high barriers of entry into the waste management sector in South Korea. The waste management sector in South Korea is highly regulated and licences and/or permits are required for many of the activities in the sector, and the application process for such licenses and/or permits may lead to a protracted approval process which could extend to more than five years for new entrants. Supply is further constrained by the "not in my backyard" ("**NIMBY**") phenomenon of locals in South Korea objecting to the development of new waste management infrastructure within their communities. Such NIMBY phenomenon creates high barriers to entry for the waste management industry in South Korea. These supply-demand dynamics favour and benefit incumbent players in the South Korean waste management sector such as EMKH.

(c) **Strengthening of cash flow resilience and improving cash flow visibility through a well-diversified portfolio**

The Acquisitions provide new income streams to KIT and enhance KIT's risk-return profile.

- The Wind Fund Acquisition and the BKR2 Acquisition are expected to provide long-term attractive cash flows to KIT.
 - In respect of the Wind Fund Acquisition, KIT will be able to capitalise on the attractive power price outlook in Europe while having the option of seeking to enter into financial power purchase agreements to protect KIT against any price downside risk. In this regard, there is a potential for KIT to hedge against electricity market price volatility through financial power purchase agreements (if entered into) with high quality off-takers to mitigate short term cash flow fluctuations and protect against downside pricing risk.
 - BKR2 operates under the EEG 2014 market premium mechanism, providing an attractive FiT and a guaranteed floor price until 2038, which will significantly reduce power pricing risk. BKR2 also receives the higher of the FiT or capture price, providing further upside for KIT.
 - The eligible pipeline projects from FORAS can provide further growth potential as well as strong cashflow to KIT with limited development risks.
 - A purchase price adjustment is incorporated for the new onshore wind projects under the Wind Fund Acquisition, which helps to mitigate wind resource projection risk. Please refer to paragraph 6.2(a) of this Circular for more information.

- The wind farms acquired or invested under the Wind Fund Acquisition and the BKR2 Acquisition have a long capacity-weighted average economic life of approximately 21 years and 31 years respectively, assuming a successful extension of the initial 25-year offshore permit held by BKR2 WF in respect of the BKR2 WF Wind Farm.
- The EMKH Acquisition includes businesses in South Korea which provide essential environmental products and services, thereby supporting long-term stable and defensive cash flows and enhancing the income stability of KIT's portfolio, based on the following reasons:
 - with high barriers to enter the waste management industry as described above, EMKH is defensive and well positioned to shield from new entrants and competitors;
 - EMKH shows visible growth potential with opportunity for further expansion of the landfill and incineration capacity of the acquired businesses and assets under the EMKH Acquisition;
 - it is also a platform of scale, which KIT can leverage to pursue bolt-on acquisitions and improve operational efficiency; and
 - KIT possesses strong expertise in environmental management and is able to tap on its operational and technical experience and expertise to further develop and optimise the business.
- The Acquisitions expand and diversify KIT's geographic footprint and increase KIT's AUM in Europe and South Korea.
 - The Wind Fund Acquisition and the BKR2 Acquisition represent approximately 10% of KIT's FY2022 AUM²² based on diversification by geography, with further access to an exclusive pipeline of co-investment opportunities to further expand KIT's footprint in Sweden and the United Kingdom.
 - The EMKH Acquisition comprises 6% of KIT's FY2022 AUM²³ based on diversification by geography, which strengthens KIT's environmental services asset portfolio.



22 Based on FY2022 AUM, following the AUM Portfolio Valuation.

23 Based on FY2022 AUM, following the AUM Portfolio Valuation.

(d) **The Acquisitions are value accretive, deliver new long-term income streams for Unitholders and support sustainable DIPU growth**

KIT's FFO is expected to be increased by 35.6% to S\$314.5 million for the Acquisitions on a FY2022 *pro forma* basis. KIT's DIPU is also expected to be increased by 3.5% to 4.60 cents per Unit for the Acquisitions on a FY2022 *pro forma* basis.

	<i>Pro Forma</i> Effects for FY2022			
	Actual ⁽¹⁾	Adjusted Base ⁽²⁾	Adjusted for the Acquisitions and the Equity Fund Raising ⁽³⁾	% Change
FFO (S\$ million)	232.3	231.9	314.5	35.6%
DIPU (cents)	4.46	4.45	4.60	3.5%

Notes:

- (1) Based on audited consolidated financial statements of the KIT Group for FY2022.
- (2) Based on audited consolidated financial statements of the KIT Group for FY2022 and adjusted to exclude the contributions to the FFO and DIPU, the Trustee-Manager's fees and borrowing costs derived and incurred in connection with the Acquisitions for FY2022.
- (3) Assumes the issue of approximately 571.4 million Units at the Illustrative Issue Price (being S\$0.518 per New Unit) pursuant to the proposed Equity Fund Raising, and calculated based on the Adjusted Base.

The full unaudited *pro forma* financial effects of the Acquisitions and the Equity Fund Raising are set out in paragraph 7 of this Circular, which have been prepared based on the key bases and assumptions as set out under Appendix A of this Circular.

(e) **Reinforces KIT's commitment to ESG targets**

ESG is at the core of KIT's investment strategy. The Acquisitions reinforce KIT's commitment to ESG targets, driving long-term value creation through sustainable investments and supporting global climate agendas.

- The Wind Fund Acquisition and the BKR2 Acquisition will increase KIT's exposure to renewable energy to approximately 10% of KIT's FY2022 AUM²⁴, contributing to KIT's stated target of having its portfolio exposure to renewable energy increased to 25% of its AUM by 2030.
- The EMKH Acquisition contributes to the circular economy by providing essential services for building sustainable and liveable cities. EMKH is a leading market player compliant with tightening environmental regulations and standards in South Korea. Incineration plants are able to significantly reduce the volume of waste, thus extending the lifespan of landfills.
- The Acquisitions would have collectively, on a *pro forma* basis, reduced KIT's carbon emissions intensity by 5.8%²⁵ (from approximately 8,600t CO₂/S\$m to approximately 8,100t CO₂/S\$m) as at 31 December 2022, progressing KIT's decarbonisation roadmap.

²⁴ Based on FY2022 AUM, following the AUM Portfolio Valuation.

²⁵ Carbon emissions intensity is calculated based on KIT's distributable income and includes the latest available full year Scopes 1 and 2 carbon emissions data in respect of the Acquisitions.

7. FINANCIAL EFFECTS

The following tables set out the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising and have been prepared strictly for illustrative purposes only to show:

- (a) what the FFO and DIPU of the KIT Group for FY2022 would have been if the Acquisitions and the Equity Fund Raising had been completed with effect from 1 January 2022; and
- (b) what the NAV per Unit of the KIT Group and Net Gearing of the KIT Group as at 31 December 2022 would have been if the Acquisitions and the Equity Fund Raising had been completed as at 31 December 2022.

The *pro forma* financial effects of the Acquisitions and the Equity Fund Raising set out in this paragraph 7 of this Circular have been prepared based on the KIT Group's audited consolidated financial statements for FY2022, and the key bases and assumptions as laid out under Appendix A of this Circular. Please refer to Appendix A for more information.

7.1 *Pro Forma* FFO

The table below sets out the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising on the FFO of the KIT Group for FY2022, as if the Acquisitions and the Equity Fund Raising had been completed on 1 January 2022, and KIT held the interests acquired pursuant to the Acquisitions through to 31 December 2022.

	<i>Pro Forma</i> Effects for FY2022			
	Actual ⁽¹⁾	Adjusted Base ⁽²⁾	Adjusted for the Acquisitions and the Equity Fund Raising ⁽³⁾	% Change
FFO (S\$ million)	232.3	231.9	314.5	35.6%

Notes:

- (1) Based on audited consolidated financial statements of the KIT Group for FY2022.
- (2) Based on audited consolidated financial statements of the KIT Group for FY2022 and adjusted to exclude the contributions to FFO, the Trustee-Manager's fees and borrowing costs derived and incurred in connection with the Acquisitions for FY2022.
- (3) Assumes the issue of approximately 571.4 million Units at the Illustrative Issue Price (being S\$0.518 per New Unit) pursuant to the proposed Equity Fund Raising, and calculated based on the Adjusted Base.

7.2 **Pro Forma DIPU**

The table below sets out the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising on KIT's DIPU for the FY2022, as if the Acquisitions and the Equity Fund Raising had been completed on 1 January 2022, and KIT held the interests acquired pursuant to the Acquisitions through to 31 December 2022.

	Pro Forma Effects for FY2022			
	Actual⁽¹⁾	Adjusted Base⁽²⁾	Adjusted for the Acquisitions and the Equity Fund Raising⁽³⁾	% Change
Distributable Income (S\$ million)	222.5	222.0	256.1	15.3%
Weighted average number of Units ('million)	4,991.6	4,991.6	5,563.0	11.4%
DIPU (cents)	4.46	4.45	4.60	3.5%

Notes:

- (1) Based on audited consolidated financial statements of the KIT Group for FY2022.
- (2) Based on audited consolidated financial statements of the KIT Group for FY2022 and adjusted to exclude the contributions to DIPU, the Trustee-Manager's fees and borrowing costs derived and incurred in connection with the Acquisitions for FY2022.
- (3) Assumes the issue of approximately 571.4 million Units at the Illustrative Issue Price (being S\$0.518 per New Unit) pursuant to the proposed Equity Fund Raising, and calculated based on the Adjusted Base.

7.3 **Pro Forma NAV**

The table below sets out the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising on the NAV per Unit of the KIT Group as at 31 December 2022 as if the Acquisitions and the Equity Fund Raising had been completed on 31 December 2022.

	Pro Forma Effects for FY2022			
	Actual⁽¹⁾	Adjusted Base⁽²⁾	Adjusted for the Acquisitions and the Equity Fund Raising⁽³⁾	% Change
NAV Per Unit (cents)	19.3	19.8	22.8	15.1%

Notes:

- (1) Based on audited consolidated financial statements of the KIT Group for FY2022.
- (2) Based on audited consolidated financial statements of the KIT Group for FY2022 and adjusted to exclude the actual contributions, the Trustee-Manager's fees and borrowing costs derived and incurred in connection with the Acquisitions for FY2022.
- (3) Assumes the issue of approximately 571.4 million Units at the Illustrative Issue Price (being S\$0.518 per New Unit) pursuant to the proposed Equity Fund Raising, and calculated based on the Adjusted Base.

7.4 **Pro Forma Net Gearing**

The table below sets out the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising on the Net Gearing of the KIT Group for FY2022 as if the Acquisitions and the Equity Fund Raising had been completed on 31 December 2022.

	Pro Forma Effects for FY2022			
	Actual⁽¹⁾	Adjusted Base⁽²⁾	Adjusted for the Acquisitions and the Equity Fund Raising⁽³⁾	% Point Change
Net Gearing (%)	39.8	30.5	35.2	4.7

Notes:

- (1) Based on audited consolidated financial statements of the KIT Group for FY2022.
- (2) Based on audited consolidated financial statements of the KIT Group for FY2022 and adjusted to exclude the actual contributions, the Trustee-Manager's fees and borrowing costs derived and incurred in connection with the Acquisitions for FY2022.
- (3) Assumes the issue of approximately 571.4 million Units at the Illustrative Issue Price (being S\$0.518 per New Unit) pursuant to the proposed Equity Fund Raising, and calculated based on the Adjusted Base.

8. **RISK FACTORS**

Unitholders should consider carefully, together with all other information contained in this Circular, the factors described below before deciding how to vote on the resolutions proposed at the EGM as these may, among others, adversely affect KIT's ability to make distributions to Unitholders. The risk factors below are intended to highlight certain incremental material risks faced by the KIT Group relating to the Equity Fund Raising, the financial information in this Circular, the Acquisitions and KIT's business that Unitholders should consider. These risk factors are not intended to be exhaustive.

RISKS RELATING TO THE EQUITY FUND RAISING

The price of the Units may be volatile or decline after the Equity Fund Raising

The issue price of the New Units will be determined closer to the date of the launch of the Equity Fund Raising and may not be indicative of the market price for the New Units after completion of the Equity Fund Raising.

The price of the Units may be volatile or decline after the Equity Fund Raising. The trading price of the Units will depend on several factors, and may increase or decrease in response to a number of events and factors including:

- differences between KIT's actual financial and operating results and those projected or expected by analysts and investors, as well as any changes in analysts' financial estimates, recommendations or projections;
- variations in operating results;
- changes in general global, economic and market conditions;
- perceived prospects of KIT's business;
- market value of KIT's assets;

- the attractiveness of the Units against other equity securities and the general liquidity of the securities market;
- developments affecting KIT or its competitors;
- changes to the regulatory system, including the tax system, whether specific to KIT, the infrastructure industry, or generally;
- changes in accounting policies; and
- KIT's ability to continually expand its operations.

For any of the reasons above or otherwise, the Units may trade at prices that are higher or lower than the NAV per Unit. Any failure on KIT's part to meet market expectations with regard to future earnings and cash distributions may adversely affect the market price of the Units.

The completion of the Placement may lead to dilution to existing Unitholders

The Equity Fund Raising may be undertaken by way of the Placement or the Placement and the Preferential Offering. The completion of the Placement may lead to dilution to the unitholdings of existing Unitholders. The dilution to existing Unitholders may be significant, depending on, among others, (if the Equity Fund Raising is undertaken by way of the Placement only) the size of the Placement, or (if the Equity Fund Raising is undertaken by way of the Placement and the Preferential Offering) the relative size of the Placement to the Preferential Offering.

Unitholders who do not or are not able to accept their provisional allotment of Units under the Preferential Offering will experience dilution

If the Preferential Offering is undertaken, KIT will have the discretion as to the procedure to be followed in making the provisional allotment of the Preferential Offering Units under the Preferential Offering available to Unitholders, including choosing not to offer such provisional allotment of Units to Unitholders having an address in a jurisdiction outside Singapore. If existing Unitholders do not or are not able to accept their provisional allotment of the Preferential Offering Units under the Preferential Offering, their proportionate ownership of KIT will be reduced. They may also experience a dilution in the value of their Units.

KIT may not be able to make distributions to Unitholders or the level of distribution may fall

Future distributions are subject to modification (including reduction or cancellation of any proposed distributions) at the Trustee-Manager's sole discretion. KIT may use operating cash to fund other acquisitions in the future, and this may result in a reduction in cash available for distributions.

Further, in order for KIT to make distributions from the income of the companies or businesses acquired or to be acquired pursuant to the Acquisitions, KIT has to rely on the receipt of dividends from the relevant companies or businesses. There can be no assurances that these companies or businesses will have sufficient revenue and cash flows in any future period to pay dividends.

The level of revenue, distributable profits or reserves available to pay distributions or dividends by the companies and businesses acquired or to be acquired pursuant to the Acquisitions may be affected by a number of factors including, among others:

- their respective business and financial positions;
- the availability of distributable profits;
- sufficiency of cash flows received from such companies or businesses;
- applicable laws and regulations which may restrict the payment of distributions or dividends by them;
- operating losses incurred by them in any financial year;
- changes in accounting standards, taxation laws and regulations, laws and regulations in respect of foreign exchange and repatriation of funds, corporation laws and regulations in respect of statutory reserves required to be maintained in Singapore and the relevant jurisdictions in which such companies or businesses may operate;
- potential tax and/or legal liabilities; and
- the terms of agreements to which they are, or may become, a party.

There can be no assurance that such companies or businesses will have sufficient revenue and cash flows in any future period to pay distributions or dividends.

Accordingly, there can be no assurances as to KIT's ability to pay or maintain distributions, nor is there any assurance that the level of distributions will increase over time, or that KIT's cash flow available for distribution to Unitholders may increase.

The Trustee-Manager is not obliged to redeem Units

Unitholders have no right to request that the Trustee-Manager redeem their Units while the Units are listed on the SGX-ST. Unitholders may only deal in their listed Units through trading on the SGX-ST. Accordingly, apart from selling their Units through trading on the SGX-ST, Unitholders may not be able to realise their investments in Units.

There is no assurance that the Units will remain listed on the SGX-ST

Although it is intended that the Units will remain listed on the SGX-ST, there is no guarantee of the continued listing of the Units. Accordingly, Unitholders will not be able to sell their Units through trading on the SGX-ST if the Units are no longer listed on the SGX-ST.

RISKS RELATING TO THE FINANCIAL INFORMATION IN THIS CIRCULAR

The effects of the Acquisitions and the Equity Fund Raising may not be fully captured in the pro forma financial information included in this Circular and the unaudited pro forma financial information may not be indicative of the future financial performance of KIT

This Circular contains unaudited *pro forma* financial information of KIT, adjusted to reflect the effects of the Acquisitions and the Equity Fund Raising for FY2022. The financial effects of the Acquisitions and the Equity Fund Raising are consolidated in the KIT Group's audited consolidated financial statements FY2022 on the basis of certain bases and assumptions

as set out in Appendix A of this Circular. KIT's future results of operations and financial condition may be substantially different from the results of operations and financial condition reflected in the unaudited *pro forma* financial information in this Circular, after taking into account the Acquisitions and the Equity Fund Raising.

While the unaudited *pro forma* financial information have been presented in an effort to show the effects of the Acquisitions and Equity Fund Raising, there can be no assurance that the unaudited *pro forma* financial information fully captures the effects of such transactions, and the unaudited *pro forma* financial information may not be indicative of KIT's future financial performance. In particular, while the *pro forma* financial information in this Circular shows that following the completion of the Acquisitions and the Equity Fund Raising, the KIT Group's FFO and DIPU of the KIT Group are expected to increase on a *pro forma* basis, there can be no assurance that following the Acquisitions and the Equity Fund Raising, the KIT Group's actual FFO and DIPU will increase following the Acquisitions and the Equity Fund Raising. Please refer to paragraph 7 and Appendix A of this Circular for more information.

RISKS RELATING TO THE ACQUISITIONS

The Acquisitions may be subject to risks associated with the acquisition of companies and businesses

There can be no assurance that the assets held in connection with the Acquisitions will not have defects or deficiencies including latent defects, requiring significant capital expenditure, repair or maintenance expenses, or that the acquired companies or businesses will not have payment or other obligations to third parties or that the records or diligence documents are complete and up to date. The due diligence documents and reports that the Trustee-Manager has relied upon in relation to the Acquisitions as part of its due diligence investigations may contain inaccuracies and deficiencies, as certain defects and deficiencies may be difficult or impossible to ascertain where such defects are latent or due to the limitations inherent in the scope of the inspections.

In addition, laws and regulations may have been breached and certain regulatory requirements in relation to the Acquisitions may not have been complied with, which the Trustee-Manager's due diligence investigations did not uncover. As a result, the acquired companies or businesses may incur financial or other obligations in relation to such breaches or non-compliance. Furthermore, existing contracts entered into by the acquired companies or businesses may expose them to contractual liability.

In the event that any of the acquired companies or businesses incurs any obligations in relation to breaches or non-compliance of laws and regulatory requirements, or is exposed to any liability with contracting third parties, this may have an adverse effect on the financial position and results of operations of KIT.

KIT may not be able to complete the Equity Fund Raising and hence KIT's aggregate leverage ratio may remain at a high level

KIT intends to utilise the proceeds from the Equity Fund Raising for the full or partial repayment of the amount drawn down on any of the Bridge Facilities (including any further external borrowings taken out for refinancing of any of the Bridge Facilities) which were taken out to, and/or to replenish working capital and internal cash which were used to, initially fund the Total Acquisition Cost. However, uncertainties and instability in global market conditions could, among others, adversely affect KIT's ability to successfully complete the Equity Fund Raising. In the event that the Equity Fund Raising is not completed, KIT may be required to take on additional debt financing in place of the Equity

Fund Raising to fully or partially repay any of the Bridge Facilities which were taken out to, and/or to replenish working capital and internal cash which were used to, initially fund the Total Acquisition Cost, which would result in the Net Gearing of KIT remaining at a high level. The high level of Net Gearing increases the exposure to interest rate fluctuations on KIT and/or may result in a breach of certain financial covenants in KIT's debt facilities. In the event that the Equity Fund Raising is not completed, and if KIT should then from time to time require further debt financing to achieve its investment strategy, a high level of gearing may adversely affect its ability to make further borrowings.

The consequences of this limitation on borrowings may include, among others:

- an inability to fund capital expenditure requirements;
- cash flow shortages (including with respect to distributions) which KIT might otherwise be able to resolve by borrowing funds; and
- KIT may not be able to obtain additional equity or debt financing or be able to obtain such financing on favourable terms.

The above business consequences may adversely affect KIT's financial condition, results of operations, level of distributable income and unit price.

The historical records of the acquired companies and/or businesses may not be indicative of their future performance

The past performance of each of the companies and/or businesses acquired or to be acquired pursuant to the Acquisitions is not indicative of its future performance. There can be no assurance that the assets and businesses acquired or to be acquired pursuant to the Acquisitions will continue to perform well and achieve their expected production output. Any reduction in performance of such companies and/or businesses could materially and adversely affect the business, financial condition, results of operations and prospects of KIT and the level of distributions payable to Unitholders.

The acquired companies and/or businesses will depend on certain key personnel, and the loss of any key personnel may adversely affect its operations

The performance of the companies and/or businesses acquired or to be acquired pursuant to the Acquisitions will depend, in part, upon the continued service and performance of its executive officers and key personnel, and of any third-party operation and maintenance operators ("O&M Operators"). There is no assurance that these persons will not leave the companies and/or businesses acquired pursuant to the Acquisitions or the O&M Operators and may in the future compete with such companies and/or businesses. The loss of these key personnel could adversely affect the operating results of such companies and/or businesses acquired pursuant to the Acquisitions and ultimately the ability to generate cash and make distributions to the Unitholders.

Volatility in wholesale electricity prices could have an adverse impact on the KIT Group's profitability

Wholesale electricity prices in the countries where the acquired businesses operate may be volatile. Wholesale electricity prices are generally influenced by many factors that are difficult to predict, including weather and climate patterns, operating constraints of power stations, transmission and distribution infrastructure, generator competitive behaviour, power station and gas plant reliability, the type and amount of new build power stations, changes to the regulation of energy markets and actions of the market operator. Wholesale

electricity prices can reach and have reached very high levels for short periods at times of peak demand or as a result of constraints on transmission or generation capacity. Unexpected movements and extreme short-term fluctuations in wholesale electricity prices which are not effectively mitigated through hedging arrangements could result in adverse impacts on the relevant acquired business' financial performance, and in turn could have a material adverse effect on the KIT Group's business, cash flows, financial condition, results of operations and cash flow.

Changes to governmental policies, laws and regulations, tax framework and changes in economic and market conditions in the respective countries could adversely affect the operations and businesses of the acquired companies or businesses

Changes in government policies, laws or regulations or their application and interpretation affecting the business activities of the relevant acquired company or business may adversely affect its operating results, business and financial condition. For example, there may be a need to incur additional costs or limit business activities to comply with new laws or regulations, such as stricter environmental or safety controls. This may in turn have a material adverse effect on the business, financial condition, results of operations and prospects of KIT. In addition, any change in government policies, laws or regulations which result in increased competition in a particular sector in which KIT may have an investment could adversely impact that business or make it more difficult for it to pursue possible acquisitions in that country.

The acquired companies or businesses are subject to taxation in the respective countries where they operate. In Europe, certain governments have adopted new regulations or are proposing to implement new measures to address high energy prices, including imposing windfall taxes or revenue caps on the profits generated by electricity producers. For example, in Norway and Sweden, there are ongoing discussions by their respective governments on imposing interim windfall taxes or revenue caps on electricity production generated. Such interim windfall taxes and revenue caps may result in higher taxes and operating costs and affect the revenue and profitability of the relevant acquired company or business, and in turn could have a material adverse effect on the KIT Group's business, cash flows, financial condition, results of operations and cash flow.

The acquired companies or businesses are also subjected to exposure to the economic and market conditions, including increased competition, changes in demand and substitution risk, as well as changes in regulatory, social, political and economic, environmental and competitive conditions and other changes in jurisdictions where they operate. Any such changes may have a disproportionate and/or material adverse effect on KIT's financial condition, results of operations and the level of distributions payable to Unitholders.

The Acquisitions will be exposed to foreign currency fluctuations

Any fluctuations in foreign exchange rates between the respective reporting currencies of the companies and/or businesses acquired pursuant to the Acquisitions and the currencies in which KIT receives its revenues and incurs its costs could have a material adverse effect on the business, financial condition, results of operations and prospects of KIT.

The Trustee-Manager may enter into foreign currency hedging arrangements with respect to the expected dividends, distributions, interest and loan repayments from these foreign investments at the appropriate time. However, there can be no assurance that these hedging arrangements will be entered into or, if entered into, will have the desired beneficial impact on the business, financial condition or results of operations of KIT, or will completely insulate KIT from the risks associated with fluctuations in currency exchange rates, and such foreign currency fluctuations may result in a material and adverse effect on KIT's business, financial condition, results of operations and the level of distributions payable to Unitholders.

RISKS RELATING TO OUR BUSINESS

KIT is exposed to risks relating to growth and expansion, as well as risks in connection with past acquisitions, joint ventures and strategic partnerships

KIT's future operating results will depend on, among other things, the Trustee-Manager's ability to manage its growth. As part of KIT's investment strategy to build a well-diversified portfolio of infrastructure businesses and assets, KIT has in the past, and intends to continue to, expand its business, both geographically and operationally. Any such expansion carries with it inherent risks and uncertainties and requires significant management attention and company resources, and may not yield the results KIT expects.

In the past, KIT has acquired assets and businesses in order to expand its operations. Acquisitions, joint ventures, strategic partnerships and reorganisations entail risks resulting from the integration of employees, processes, technologies and products. Such transactions may give rise to substantial administrative and other expenses, and may also be subject to regulatory oversight, governmental or other approvals.

On 24 March 2022, the Trustee-Manager announced that it is currently undertaking a strategic review of its 100% stake in Ixom Group, with a view to potentially unlocking value from the business so as to further KIT's growth and maximise long-term Unitholder returns. The Trustee-Manager has appointed a financial adviser in connection with the strategic review and may, through the financial adviser, undertake preliminary discussions with various parties to evaluate the viability of options available. There is no assurance that any transaction will materialise from such a strategic review or that any definitive or binding agreement will be reached. Nevertheless, any development with regards to such strategic review may impact KIT's business, financial performance and results of operations. The Trustee-Manager will make the appropriate announcements if and when there are any material developments relating to the strategic review. For the avoidance of doubt, the outcome of the strategic review will not affect the Trustee-Manager's decision of whether to undertake the Equity Fund Raising and, if the Trustee-Manager so decides to undertake the Equity Fund Raising, the Trustee-Manager's determination of the structure and timing of the Equity Fund Raising.

9. DIRECTORS' AND SUBSTANTIAL UNITHOLDERS' INTERESTS

9.1 **Directors' Interests in Units.** As at the Latest Practicable Date, the Directors' direct or deemed interests in the Units are as follows:

Directors	Direct Interest		Deemed Interest	
	Number of Units	% ⁽¹⁾	Number of Units	% ⁽¹⁾
Daniel Cuthbert Ee Hock Huat	262,792	n.m. ⁽²⁾	—	—
Mark Andrew Yeo Kah Chong	260,163	n.m. ⁽²⁾	—	—
Kunnasagaran Chinniah	791,583	0.016	471,064	0.009
Susan Chong Suk Shien	34,400	n.m. ⁽²⁾	—	—
Chan Pengee, Adrian	—	—	—	—
Christina Tan Hua Mui	—	—	—	—

Notes:

(1) As at the Latest Practicable Date, there are 4,992,253,892 Units in issue.

(2) Not meaningful.

9.2 **Substantial Unitholders' Interests in Units.** As at the Latest Practicable Date, the Substantial Unitholders' direct or deemed interests in the Units are as follows:

Substantial Unitholders	Direct Interest		Deemed Interest	
	Number of Units	% ⁽¹⁾	Number of Units	% ⁽¹⁾
KIHPL	909,048,658	18.21	—	—
KCL ⁽²⁾	—	—	909,048,658	18.21
Bartley	428,333,293	8.58	—	—
Tembusu ⁽³⁾	—	—	684,153,868	13.70
Temasek ⁽⁴⁾	—	—	1,593,772,526	31.92

Notes:

(1) As at the Latest Practicable Date, there are 4,992,253,892 Units in issue.

(2) KCL is deemed to have an interest in the Units which its wholly-owned subsidiary, KIHPL, has an interest.

(3) Tembusu is deemed to have an interest in the Units in which Bartley and its other subsidiaries have interests.

(4) Temasek is deemed to have an interest in the Units in which Tembusu, Bartley, KCL and other subsidiaries and/or associated companies of Temasek hold or have deemed interests.

10. EGM

- 10.1 The EGM will be held, in a wholly physical format, at Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593 on 17 April 2023 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 2.00 p.m. on the same day and at the same venue), for the purpose of considering and, if thought fit, passing with or without modifications the Ordinary Resolutions set out in the Notice of EGM, which is set out on pages B-1 to B-3 of this Circular.

10.2 Resolutions Proposed

At the EGM, the following Ordinary Resolutions will be proposed for the approval of Unitholders for:

- (a) the issuance of up to 758,763,838 New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering; and
- (b) the Proposed KIHPL Placement.

10.3 Ordinary Resolution 1 – The issuance of up to 758,763,838 New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering

The Trustee-Manager proposes to issue up to 758,763,838 New Units (representing approximately 15.2% of the existing number of issued Units as at the Latest Practicable Date), pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering. Based on an illustrative issue price of S\$0.518 per New Unit, the Equity Fund Raising is expected to raise net proceeds of up to approximately S\$386.9 million²⁶.

While the Trustee-Manager will determine, at its discretion, the exact structure of the Equity Fund Raising closer to such offering, having regard to the then prevailing market conditions, the number of New Units to be issued in the event the Equity Fund Raising comprises the Placement and, if applicable, the Preferential Offering may exceed the limits under the General Mandate (if approved by Unitholders at the AGM to be held on 17 April 2023 at 2.00 p.m.). Accordingly, KIT seeks the approval of Unitholders for the issuance of up to 758,763,838 New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering.

Under Section 36(3) of the BTA, any approval received by KIT for the issuance of new Units shall continue in force until the earlier of (a) the conclusion of the Annual General Meeting (“AGM”) commencing next after the date on which the approval was given or (b) the expiration of the period within which the next AGM after that date is required under the BTA to be held (the “Expiry Date”).

26 Based on the estimated gross proceeds amount of up to S\$393.0 million and net of the estimated fees and expenses, including professional fees and expenses, incurred or to be incurred by KIT for the Equity Fund Raising.

For the avoidance of doubt, S\$393.0 million is the maximum amount of gross proceeds that may be raised through the Equity Fund Raising, calculated based on the maximum number of 758,763,838 New Units (for which the SGX-ST has granted its in-principle approval for the listing and quotation of) and the Illustrative Issue Price. Unitholders should note that the Illustrative Issue Price is purely illustrative and the actual New Units to be issued pursuant to the Equity Fund Raising (if any) may be issued at a price lower, equal to, or higher than the Illustrative Issue Price.

Please refer to paragraph 7 of this Circular for the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising based on an assumption of gross proceeds of S\$296.0 million to be raised pursuant to the Equity Fund Raising.

Accordingly, if Ordinary Resolution 1 is passed at the EGM but the Equity Fund Raising is not launched prior to the Expiry Date, the authority to issue up to 758,763,838 New Units pursuant to Ordinary Resolution 1 will expire. In such event, the Trustee-Manager may seek Unitholders' approval for the issuance of New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering at or after the next AGM.

10.4 Ordinary Resolution 2 – The Proposed KIHPL Placement

The Equity Fund Raising may involve a placement of New Units to, among others, KIHPL. As KIHPL is a Controlling Unitholder, KIT seeks the approval of Unitholders (other than KIHPL and its associates (as defined in the Listing Manual)) for the Proposed KIHPL Placement on the terms set out in this Circular.

The passing of Ordinary Resolution 2 is subject to and contingent upon the passing of Ordinary Resolution 1.

For the avoidance of doubt, the passing of Ordinary Resolution 1 is not conditional on the passing of Ordinary Resolution 2.

11. STATEMENT OF THE AUDIT AND RISK COMMITTEE

Having considered the relevant factors, including the rationale for and terms of the Proposed KIHPL Placement, the Audit and Risk Committee (Mr Daniel Cuthbert Ee Hock Huat and Mr Kunnasagaran Chinniah abstaining as each of them is a director of certain subsidiaries of Temasek) is of the view that the Proposed KIHPL Placement is on normal commercial terms, and is not prejudicial to the interests of KIT and its minority Unitholders.

12. ABSTENTION FROM VOTING

By virtue of their interest in the Proposed KIHPL Placement, KIHPL, Temasek and the Temasek Entities will abstain and have undertaken to ensure that their respective associates (as defined in the Listing Manual) will abstain from voting on Ordinary Resolution 2. KIHPL, Temasek and the Temasek Entities will also decline to accept appointment as proxy for any Unitholder to vote on Ordinary Resolution 2 unless that Unitholder concerned shall have given specific instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of Ordinary Resolution 2.

Mr Daniel Cuthbert Ee Hock Huat is a director of a subsidiary of Temasek. Mr Kunnasagaran Chinniah is a director of certain subsidiaries of Temasek and a consultant to a subsidiary of Temasek. Mr Kunnasagaran Chinniah is also an investment committee member of one of the subsidiaries of Keppel Capital Holdings Pte. Ltd.. Mr Chan Pengee, Adrian is a director of certain subsidiaries of Temasek. Ms Christina Tan Hua Mui is the Chief Executive Officer and a director of Keppel Capital Holdings Pte. Ltd., and a director of several other companies within the Keppel Group.

Accordingly, each of Mr Daniel Cuthbert Ee Hock Huat, Mr Kunnasagaran Chinniah, Mr Chan Pengee, Adrian, Ms Christina Tan Hua Mui and their respective associates (as defined in the Listing Manual) will abstain from voting on Ordinary Resolution 2, and will also decline to accept appointment as proxy for any Unitholder to vote on Ordinary Resolution 2 unless that Unitholder concerned shall have given specific instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of Ordinary Resolution 2.

Save for the foregoing, the Trustee-Manager will disregard any votes cast at the EGM on Ordinary Resolution 2 by Mr Daniel Cuthbert Ee Hock Huat, Mr Kunnasagaran Chinniah, Mr Chan Pengee, Adrian, Ms Christina Tan Hua Mui and their respective associates (as defined in the Listing Manual).

Please refer to paragraph 9.1 above for the relevant Directors' direct or deemed interests in the Units as at Latest Practicable Date.

Save as disclosed in this Circular, none of the Directors or Controlling Unitholders have any direct or indirect interest in the Equity Fund Raising or the Proposed KIHPL Placement.

13. DIRECTORS' RECOMMENDATIONS

13.1 Issuance of up to 758,763,838 New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering

Having considered the relevant factors, including the rationale for the issuance of up to 758,763,838 New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering, the Directors are of the opinion that the issuance of up to 758,763,838 New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering is in the best interests of KIT. Accordingly, they recommend that Unitholders vote in favour of Ordinary Resolution 1 as set out in the Notice of EGM.

13.2 Proposed KIHPL Placement

Having considered the relevant factors, including the rationale for the Proposed KIHPL Placement, the Directors (save for Mr Daniel Cuthbert Ee Hock Huat, Mr Kunnasagaran Chinniah, Mr Chan Pengee, Adrian and Ms Christina Tan Hua Mui, all of whom are not making a recommendation in respect of Ordinary Resolution 2, for the reasons set out in paragraph 12 of this Circular) are of the opinion that the Proposed KIHPL Placement is in the best interests of KIT. Accordingly, the Directors (save for Mr Daniel Cuthbert Ee Hock Huat, Mr Kunnasagaran Chinniah, Mr Chan Pengee, Adrian and Ms Christina Tan Hua Mui) recommend that Unitholders vote in favour of Ordinary Resolution 2.

14. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Trustee-Manager in connection with the Equity Fund Raising, the Proposed KIHPL Placement or any other transactions contemplated in relation to the Equity Fund Raising or the Proposed KIHPL Placement. Accordingly, no service contract is proposed to be entered into between the Trustee-Manager and any such person in connection with the Equity Fund Raising or the Proposed KIHPL Placement.

15. ACTION TO BE TAKEN BY UNITHOLDERS

15.1 Appointment of Proxies

Unitholders can vote at the EGM themselves or through duly appointed prox(ies). Unitholders who wish to appoint a prox(ies) to attend, speak and vote at the EGM on their behalf will find attached to this Circular a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event (a) if submitted by post, be lodged with the Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 HarbourFront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or (b) if submitted electronically, be submitted via email to

keppel@boardroomlimited.com, in either case, not later than by 2.30 p.m. on 15 April 2023, being 48 hours before the EGM.

15.2 When Depositor regarded as Unitholder

The Trustee-Manager may reject any Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his name in the Depository Register as at 48 hours before the EGM.

16. MATERIAL LITIGATION

Save as disclosed in the announcements released by the Trustee-Manager via SGXNet, as at the Latest Practicable Date, neither KIT nor any of its subsidiaries is a party to any litigation proceedings which would have a material effect on the financial position or results of operations of KIT or the KIT Group.

17. INSPECTION OF DOCUMENTS

The Trust Deed is available for inspection at the registered office of the Trustee-Manager at 1 HarbourFront Avenue, #18-01 Keppel Bay Tower, Singapore 098632 during normal business hours from the date of this Circular up to the date falling three months from the date of this Circular.

18. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Equity Fund Raising, the Proposed KIHPL Placement and KIT and its subsidiaries which are relevant to the Equity Fund Raising and the Proposed KIHPL Placement, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

Yours faithfully

Keppel Infrastructure Fund Management Pte. Ltd.
(Company Registration Number 200803959H)
(as Trustee-Manager of Keppel Infrastructure Trust)

Mr Daniel Cuthbert Ee Hock Huat
Chairman of the Board

APPENDIX A

KEY BASES AND ASSUMPTIONS RELATING TO THE *PRO FORMA* FINANCIAL EFFECTS OF THE ACQUISITIONS AND THE EQUITY FUND RAISING

Key Bases and Assumptions

The unaudited *pro forma* financial effects analysis of the Acquisitions and the Equity Fund Raising presented in paragraph 7 of this Circular have been prepared based on the following key bases and assumptions:

- the *pro forma* financial effects analysis has been prepared based on the audited consolidated financial statements of the KIT Group in respect of FY2022 and takes into account estimated transaction expenses;
- assuming insofar as:
 - o the FFO and DIPU of the KIT Group for FY2022 are concerned, that the Acquisitions and the Equity Fund Raising had been completed with effect from 1 January 2022; and
 - o the NAV per Unit of the KIT Group as at 31 December 2022 and Net Gearing of the KIT Group for FY2022 are concerned, that the Acquisitions and the Equity Fund Raising had been completed as at 31 December 2022;
- the *pro forma* financial effects presented are strictly for illustration purposes and, because of its nature, may not give a true picture of (i) what the NAV per Unit of the KIT Group and Net Gearing of the KIT Group would have been if the Acquisitions and the Equity Fund Raising had been completed as at 31 December 2022 for FY2022, (ii) what the FFO and DIPU of the KIT Group for FY2022 would have been if the Acquisitions and the Equity Fund Raising had been completed with effect from 1 January 2022 for FY2022, and (iii) the actual method and combination of financing to be utilised;
- the Adjusted Base *pro forma* financial figures are based on the audited consolidated financial statements of the KIT Group in respect of FY2022 and adjusted to exclude the actual contributions, the Trustee-Manager's fees and borrowing costs derived and incurred in connection with the Acquisitions for FY2022;
- the *pro forma* FFO and DIPU figures:
 - o include adjustments to the EMKH Group's financials for the financial year ended 31 December 2022 ("**EMKH FY2022**") on the basis that the EMKH Acquisition been completed on 1 January 2022 and adjustments based on contracts which the EMKH's management has indicated as secured and does not factor in any cash tax impact to the aforesaid adjustments as tax is only payable in the following year which it incurs. The adjustments have been made to better reflect a normalised state of business operations for EMKH FY2022, assuming any ramp-up in sales volumes or operations for landfill business which only began operations in EMKH FY2022 had instead taken place from 1 January 2022;
 - o assume the prevailing loans taken up by the EMKH Group are paid down immediately post-completion of the EMKH Acquisition and include all interest costs attributable to the new 5-year term loans raised to fund the purchase consideration for the EMKH Acquisition and repay prevailing loans; and

- o assume that post-completion of the EMKH Acquisition, the maintenance capital expenditure of the EMKH Group will be fully funded by a loan facility to free up additional cash to be distributed to KIT, KIH and KAIF or the joint venture company, during the initial years as the EMKH Group ramps up its business activities;
- assuming that in relation to the Acquisitions, the Total Acquisition Cost of S\$721.0 million (based on the respective purchase considerations for the Acquisitions being translated at the respective exchange rates set out below) is funded by:
 - o debt facilities of S\$288.4 million (representing an illustrative 40% of the Total Acquisition Cost);
 - o existing cash of S\$141.5 million; and
 - o net proceeds of approximately S\$291.1 million raised from the issue of approximately 571.4 million Units at the Illustrative Issue Price pursuant to the proposed Equity Fund Raising (representing the remainder of the Total Acquisition Cost after subtracting debt funding of S\$288.4 million and the existing cash of S\$141.5 million),

including paying the estimated professional and other fees and expenses incurred or to be incurred by KIT in connection with the Acquisitions;

- the below exchange rates have been used in preparing the *pro forma* financial effects of the Acquisitions and the Equity Fund Raising set out in this paragraph 7 of this Circular;
- the respective purchase considerations for the Acquisitions are translated at the following exchange rates:
 - o exchange rate of €1.00:S\$1.4018, which is the effective exchange rate for which the transaction relating to the Wind Fund Acquisition was settled;
 - o exchange rate of S\$1:¥940, which is the effective exchange rate for which the transaction relating to the EMKH Acquisition was settled; and
 - o exchange rate of €1.00:S\$1.4218, which is the effective exchange rate for which the transaction relating to the BKR2 Acquisition was settled;
- costs relating to the Acquisitions such as professional and other fees and expenses incurred or to be incurred by KIT in connection with the Acquisitions are translated at varying exchange rates for which the respective invoices were paid or accrued; and
- any discrepancies in the figures included in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

KEPPEL INFRASTRUCTURE TRUST

(Business Trust Registration No. 2007001)

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of the holders of units of Keppel Infrastructure Trust (“**KIT**”, and the holders of units of KIT, “**Unitholders**”) will be held at Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593 on **17 April 2023 at 2.30 p.m.** (Singapore time) (or as soon thereafter following the conclusion or adjournment of the annual general meeting of KIT to be held at 2.00 p.m. on the same day and at the same venue), to transact the following business for the purposes of considering, and if thought fit, passing with or without modifications, the following resolution which will be proposed as Ordinary Resolutions:

ORDINARY RESOLUTION 1

THE PROPOSED ISSUANCE OF UP TO 758,763,838 NEW UNITS IN KIT PURSUANT TO (I) THE PLACEMENT OR (II) THE PLACEMENT AND THE PREFERENTIAL OFFERING

That:

- (1) the issuance of up to 758,763,838 new units in KIT (“**New Units**”) pursuant to (i) a private placement of New Units to institutional and other investors (“**Placement**”) or (ii) the Placement and a non-renounceable preferential offering of New Units to eligible Unitholders on a *pro rata* basis (“**Preferential Offering**”), in such manner, on such terms and at such time as the Trustee-Manager may determine, be approved and authorised; and
- (2) the Trustee-Manager and any Director or Chief Executive Officer of the Trustee-Manager be severally authorised to do all such things and execute all documents as they may consider necessary or expedient to give effect to this Ordinary Resolution as they may deem fit.

ORDINARY RESOLUTION 2

THE PROPOSED PLACEMENT OF NEW UNITS TO KEPPEL INFRASTRUCTURE HOLDINGS PTE. LTD., AS PART OF THE PLACEMENT

That subject to and contingent upon the passing of Ordinary Resolution 1:

- (1) the placement of New Units to Keppel Infrastructure Holdings Pte. Ltd. as part of the Placement in the manner outlined in the circular to Unitholders dated 24 March 2023 (“**Circular**”), be approved and authorised; and
- (2) the Trustee-Manager and any Director or Chief Executive Officer of the Trustee-Manager be severally authorised to do all such things and execute all documents as they may consider necessary or expedient to give effect to this Ordinary Resolution as they may deem fit.

BY ORDER OF THE BOARD

Keppel Infrastructure Fund Management Pte. Ltd.

(Company Registration No. 200803959H)

as Trustee-Manager of Keppel Infrastructure Trust

Darren Tan/Chiam Yee Sheng

Company Secretaries

Singapore

24 March 2023

Explanatory Notes:

1. The EGM will be held, in a wholly physical format, at Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593 on 17 April 2023 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 2.00 p.m. on the same day and at the same venue), pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for Unitholders to participate virtually.** In addition to printed copies of this Notice of EGM and the accompanying Proxy Form that will be sent to Unitholders, Unitholders can also access this Notice of EGM and the accompanying Proxy Form on Keppel Infrastructure Trust's website at <https://www.keppinfratrust.com/investor-information/agm-and-egm/> and SGXNet.

The Trustee-Manager may implement such COVID-19 safe management measures (including vaccination-differentiated safe management measures) at the Annual General Meeting as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of the COVID-19 situation in Singapore. Unitholders should check Keppel Infrastructure Trust's website at the URL <https://www.keppinfratrust.com/investor-information/agm-and-egm/> or SGXNet for the latest updates.

2. Investors holding Units through relevant intermediaries ("**Investors**") (other than CPF/SRS investors) and who wish to participate in the EGM by (a) attending the EGM in person; (b) submitting questions to the Trustee-Manager in advance of, or at, the EGM; and/or (c) voting at the EGM (i) themselves; or (ii) by appointing the Chairman as proxy in respect of the Units held by such relevant intermediary on their behalf, should contact the relevant intermediary through which they hold such Units as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

In this Notice of EGM, a "relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds Units in that capacity; or
 - (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. Arrangements relating to:
 - (a) attendance at the EGM by Unitholders, including CPF and SRS investors;
 - (b) submission of questions to the Trustee-Manager in advance of, or at, the EGM, and addressing of substantial and relevant questions in advance of, or at, the EGM; and
 - (c) voting at the EGM by Unitholders, including CPF and SRS investors, or (where applicable) their duly appointed proxy,

are set out in the accompanying announcement dated 24 March 2023. This announcement may be accessed at Keppel Infrastructure Trust's website at <https://www.keppinfratrust.com/investor-information/agm-and-egm/> and SGXNet.

A proxy need not be a Unitholder. A Unitholder can appoint the Chairman as his/her/its proxy, but this is not mandatory.

The instrument for the appointment of proxy ("**proxy form**") will be sent to Unitholders and may be accessed at Keppel Infrastructure Trust's website at <https://www.keppinfratrust.com/investor-information/agm-and-egm/> or SGXNet. Where a Unitholder (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

A Unitholder who is not a relevant intermediary is entitled to appoint not more than two proxies. A Unitholder who is a relevant intermediary may appoint more than two proxies to exercise all or any of its rights to attend, speak and vote at every meeting. In any case where a form of proxy appoints more than one proxy, the proportion of the holding of Units concerned to be represented by each proxy shall be specified in the form of proxy.

4. **The proxy form must be submitted in the following manner:**

- (a) if submitted by post, be lodged with the Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 HarbourFront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically, be submitted via email to **keppel@boardroomlimited.com**,

in either case, by 2.30 p.m. on 15 April 2023, being **48 hours before the time appointed for holding the EGM**.

A Unitholder who wishes to submit the proxy form must complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

5. The proxy form is not valid for use by Investors (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

CPF/SRS investors may appoint Chairman as proxy to vote on his/her behalf at the EGM, in which case he/she should approach his/her respective CPF bank or SRS operator to specify his/her voting instructions by 5.00 p.m. on 4 April 2023, being 7 working days before the date of the EGM.

An Investor (other than a CPF/SRS investor) who wishes to vote should instead approach his/her/its relevant intermediary as soon as possible, and by no later than 5.00 p.m. on 4 April 2023 to specify his/her/its voting instructions, including but not limited to, whether he/she/it wishes to vote at the EGM.

6. **All Unitholders and Investors may also submit questions relating to the business of the EGM no later than 2.00 p.m. on 2 April 2023:**

- (a) by email to **investor.relations@kepinfratrust.com**; or
- (b) by post to the Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 HarbourFront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

The Trustee-Manager will answer all substantial and relevant questions received prior to 2.00 p.m. on **2 April 2023** through the publication of its responses on Keppel Infrastructure Trust's website and on SGXNet by 2.00 p.m. on 12 April 2023.

7. All documents (including the proxy form, this Notice of EGM and the Circular dated 24 March 2023) and information relating to the business of the EGM have been, or will be, published on SGXNet and/or Keppel Infrastructure Trust's website at **<https://www.kepinfratrust.com/investor-information/agm-and-egm/>**. Unitholders and Investors are advised to check SGXNet and/or Keppel Infrastructure Trust's website regularly for updates.
8. Any reference to a time of day is made by reference to Singapore time.

Personal Data Privacy:

By (a) submitting any question prior to or at the EGM; and/or (b) submitting a proxy form appointing a proxy(ies) and/or a representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Trustee-Manager (or their agents or service providers) for the purpose of the processing, administration and analysis by the Trustee-Manager (or their agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Trustee-Manager (or their agents or service providers) to comply with any applicable laws, listing rules, takeover rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Trustee-Manager (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Trustee-Manager (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to provide the Trustee-Manager with written evidence of such prior consent upon reasonable request.

PROXY FORM



(Business Trust Registration No. 2007001)
(Constituted in the Republic of Singapore as a business trust
pursuant to a trust deed dated 5 January 2007 (as amended))

IMPORTANT

- The EGM (as defined below) will be held, in a wholly physical format, at Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593 on 17 April 2023 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 2.00 p.m. on the same day and at the same venue), pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for Unitholders to participate virtually.** In addition to printed copies of the Notice of EGM and this Proxy Form that will be sent to unitholders of Keppel Infrastructure Trust ("Unitholders"), Unitholders can also access the Notice of EGM and this Proxy Form on Keppel Infrastructure Trust's website at <https://www.keppelinfrastructure.com/investor-information/agg-and-egg/> and SGXNet.
- Arrangements relating to attendance at the EGM by Unitholders (including investors holding Units through Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors")), submission of questions to the Trustee-Manager in advance of, or at, the EGM, addressing of substantial and relevant questions in advance of, or at the EGM, and voting at the EGM by Unitholders (including CPF/SRS investors) or, where applicable, their duly appointed proxy, are set out in the Notice of EGM and the accompanying announcement dated 24 March 2023. This announcement may be accessed at Keppel Infrastructure Trust's website at <https://www.keppelinfrastructure.com/investor-information/agg-and-egg/> and SGXNet.
- This Proxy Form is not valid for use by investors holding units in Keppel Infrastructure Trust ("Units") through relevant intermediaries ("Investors") (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. Such Investors (including CPF/SRS investors) should refer instead to the instructions set out in the Notice of EGM and the accompanying announcement dated 24 March 2023. An Investor (other than a CPF/SRS investor) who wishes to vote should instead approach his/her/its relevant intermediary as soon as possible, and no later than 5.00 p.m. on 4 April 2023 to make the necessary arrangements.
- Personal Data Privacy:** By submitting this Proxy Form, a Unitholder accepts and agrees to the personal data terms set out in the Notice of EGM dated 24 March 2023.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxies to vote on his/her/its behalf at the EGM.**

EXTRAORDINARY GENERAL MEETING

I/We (Name(s)) _____ (NRIC/Passport/Co Reg Number(s))
of _____ (address)
being a Unitholder/Unitholders of Keppel Infrastructure Trust ("KIT"), hereby appoint:

Name	Address	NRIC/ Passport number	Proportion of Unitholdings	
			No. of Units	%

and/or (delete as appropriate)

Name	Address	NRIC/ Passport number	Proportion of Unitholdings	
			No. of Units	%

or failing him/her, or if no persons are named above, the Chairman of the Extraordinary General Meeting (the "**Chairman**") as my/our proxy/proxies to attend, speak and vote on my/our behalf at the Extraordinary General Meeting of KIT ("**EGM**") to be held at Suntec Singapore Convention and Exhibition Centre, Nicoll 1-2, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593 on 17 April 2023 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of KIT to be held at 2.00 p.m. on the same day and at the same venue) and at any adjournment thereof. I/We direct my/our proxy/proxies to vote or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies (other than the Chairman) will vote or abstain from voting at his/her/their discretion, as he/she/they may determine on any other matter arising at the EGM. In the absence of specific directions in respect of a resolution, any appointment of the Chairman as your proxy for that resolution will be treated as invalid.

No.	Ordinary Resolutions	For*	Against*	Abstain*
1.	To approve the issuance of up to 758,763,838 New Units pursuant to (i) the Placement or (ii) the Placement and the Preferential Offering. (Ordinary Resolution 1)			
2.	To approve the Proposed KIHPL Placement. (Ordinary Resolution 2)			

* If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise your votes for both "For" and "Against" the relevant resolution, please indicate the number of Units in the boxes provided. If you wish to abstain from voting on a resolution, please tick (✓) within the relevant box provided. Alternatively, please indicate the number of Units which you wish to abstain from voting, in the box provided.

Dated this _____ day of _____ 2023

Total Number of Units held	
-------------------------------	--

Signature(s) of Unitholder(s)/Common Seal of Corporate Unitholder

IMPORTANT: Please read the notes overleaf before completing this Proxy Form.

Notes to the Proxy Form:

1. A Unitholder should insert the total number of Units held. If the Unitholder has Units entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 and maintained by The Central Depository (Pte) Limited ("CDP")), he/she should insert that number of Units. If the Unitholder has Units registered in his/her name in the Register of Unitholders of KIT, he/she should insert that number of Units. If the Unitholder has Units entered against his/her name in the said Depository Register and registered in his/her name in the Register of Unitholders, he/she should insert the aggregate number of Units. If no number is inserted, this Proxy Form will be deemed to relate to all the Units held by the Unitholder.
2. A proxy need not be a Unitholder. A Unitholder can appoint the Chairman as his/her/its proxy. Where a Unitholder (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
3. The Proxy Form is not valid for use by Investors (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors may appoint the Chairman as proxy to vote on his/her behalf at the EGM, in which case he/she should approach his/her respective CPF bank or SRS operator to specify his/her voting instructions by 5.00 p.m. on 4 April 2023, being 7 working days before the date of the EGM. An Investor (other than CPF/SRS investors) who wishes to vote should instead approach his/her/its relevant intermediary as soon as possible, and by no later than 5.00 p.m. on 4 April 2023 to specify his/her/its voting instructions, including but not limited to, whether he/she/it wishes to vote at the AGM.
4. The Proxy Form must be submitted in the following manner:
 - (a) if submitted by post, be lodged with the Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 HarbourFront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to **keppel@boardroomlimited.com**, in either case, by 2.30 p.m. on 15 April 2023, being **48 hours before the time appointed for holding the EGM**.

A Unitholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

fold along this line (1)

Affix
Postage
Stamp

Keppel Infrastructure Fund Management Pte. Ltd.
(as Trustee-Manager of Keppel Infrastructure Trust)
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower Singapore 098632

fold along this line (2)

5. Completion and return of the Proxy Form shall not preclude a Unitholder from attending and voting at the EGM. Any appointment of a proxy shall be deemed to be revoked if a Unitholder attends the EGM.
6. The Proxy Form shall be in writing, under the hand of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised. The Trustee-Manager shall have the right to reject a Proxy Form which has not been properly completed. In determining the rights to vote and other matters in respect of a completed Proxy Form submitted to it, the Trustee-Manager shall have regard to any instructions and/or notes set out in the Proxy Form.
7. Where the Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must (failing previous registration with the Trustee-Manager) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
8. The Proxy Form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at such place as the Trustee-Manager may in the notice convening the meeting direct, or if no such place is appointed, then at the registered office of the Trustee-Manager not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the person named in the Proxy Form proposes to vote and in default the Proxy Form shall not be treated as valid. No Proxy Form shall be valid after the expiration of 12 months from the date named in it as the date of its execution.
9. Any reference to a time of day is made by reference to Singapore time.

General:

The Trustee-Manager shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of Units entered in the Depository Register, the Trustee-Manager may reject any Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his name in the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by the CDP to the Trustee-Manager.



Keppel Infrastructure Fund Management Pte. Ltd.

(as Trustee-Manager of Keppel Infrastructure Trust)

1 HarbourFront Avenue
#18-01 Keppel Bay Tower
Singapore 098632

Tel: (65) 6803 1818

Fax: (65) 6251 4710

www.kepinfratrust.com

Co Reg No: 200803959H