

# 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.keppelinfrastructure.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.keppelinfrastructure.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.keppelinfrastructure.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.keppelinfrastructure.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.