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# Macquarie International Infrastructure Fund Limited

Acquisition of Changshu Xinghua Port

October 2005



# Disclaimer

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- Investment Summary
- Impact on MIIF Portfolio
- CXP – The Asset
- Funding Structure
- Operations
- Conclusion

- MIIF to acquire 38% of Changshu Xinghua Port (“CXP”)
  - Multi-purpose port handling mainly steel, forestry products and containers
  - Centrally located within a high-growth industrial zone along China’s Yangtze River
  - 41 years remaining of a 50 year concession
  
- Total consideration of up to S\$158.0m (CNY753.5m<sup>(1)</sup>)
  - S\$112.6m (CNY537.1m)<sup>(1)</sup> payable at financial close
  - Additional amount of up to S\$45.4m (CNY216.4m)<sup>(1)</sup> payable in annual instalments over the following three years subject to CXP achieving a certain level of business performance
  
- Ports represent attractive infrastructure investments
  - Double drivers of growth (trade, GDP growth)

### MIIF Investment and Yields

<b>Initial Equity Investment at Financial Close</b>	▪ S\$112.6 million
<b>5 Year Average Cash Yield 2006 – 2010</b>	▪ >13% per annum <sup>(2)</sup>



<sup>(1)</sup> All S\$ to CNY conversions in this presentation are based on an exchange rate of CNY4.77 per S\$. All consideration amounts include transaction costs of S\$5.9m (CNY28.2m)

<sup>(2)</sup> Pre MIMAL management fees and based on internal financial model with assumptions as at 17 October 2005

<sup>(3)</sup> Based on 2006 Forecast EBITDA



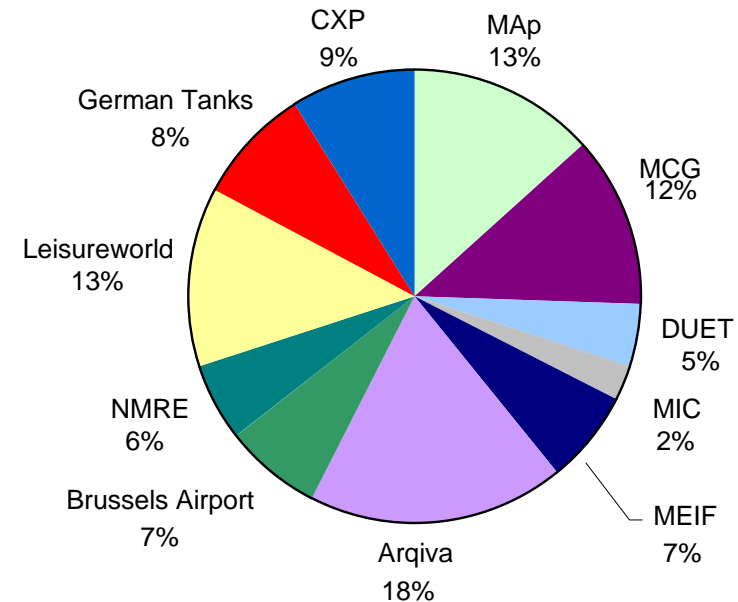
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# Investment Summary

- Will comprise 9% of MIF portfolio post acquisition
  - Financial close is scheduled for December
  - Will be funded via equity capital raising expected in November
  
- First MIF investment in Asia
  - Establishes MIF's presence in China
  - Opportunity for future investments in the region
  
- New asset class
  - Gain access to Chinese port sector with high growth prospects
  - Returns positively correlated with Chinese growth/trade
  - Partner with a port developer and operator with experience and proven track record in China
  - Establish a partnership for future investment opportunities

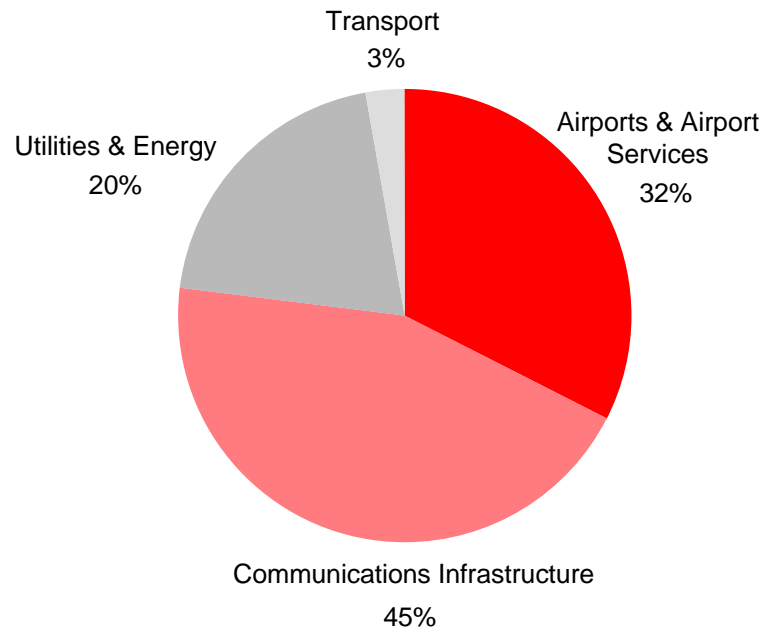
## Portfolio Composition – Post CXP<sup>(1)</sup>



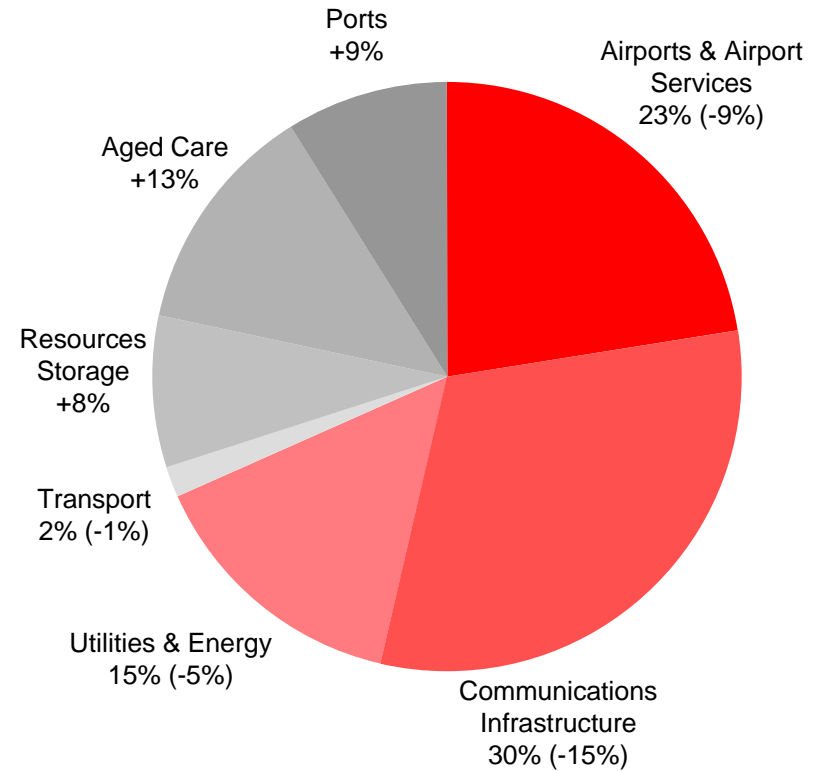
Note: <sup>(1)</sup> Based on book value of the Existing Assets at 30 June 2005; MEIF drawdowns subsequent to 30 June 2005 at cost at 30 June 2005 exchange rates; and the New Acquisitions based on the forecast acquisition prices at 30 June 2005 exchange rates. Indirect interests are based on publicly available information regarding portfolio composition for listed funds and information available to the Company for MEIF's portfolio composition

# Increased sectoral diversification

## Existing Assets<sup>(1)</sup>



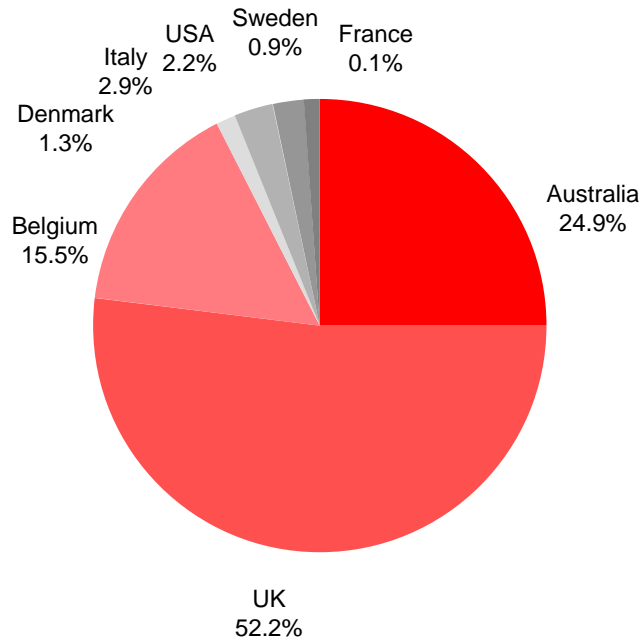
## Existing Assets and Acquisitions<sup>(1)</sup>



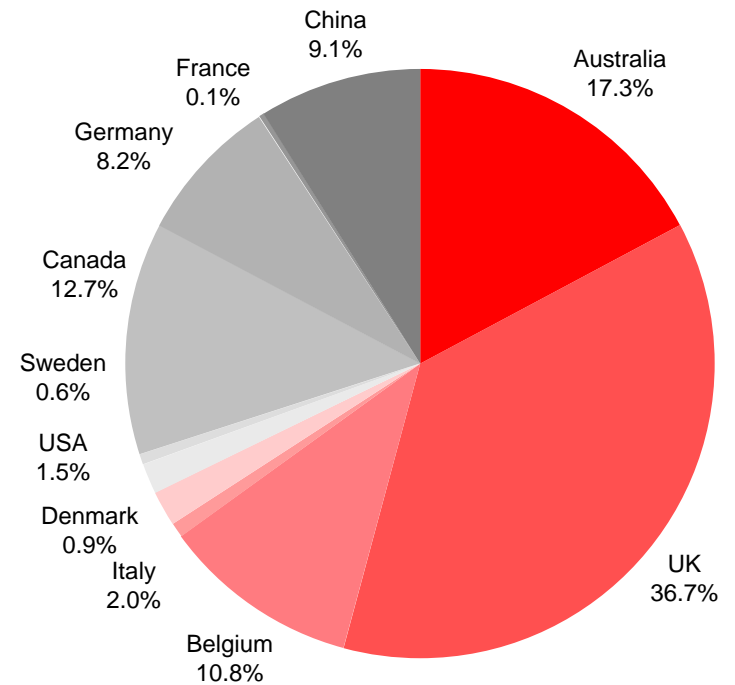
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# Increased global diversification

Existing Assets<sup>(1)</sup>



Existing Assets and Acquisitions<sup>(1)</sup>



Note: <sup>(1)</sup> Based on book value of the Existing Assets at 30 June 2005; MEIF drawdowns subsequent to 30 June 2005 at cost at 30 June 2005 exchange rates; and the New Acquisitions based on the forecast acquisition prices at 30 June 2005 exchange rates. Indirect interests are based on publicly available information regarding portfolio composition for listed funds and information available to the Company for MEIF's portfolio composition



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**CXP**



# CXP: Investment highlights

- **Port asset: Double drivers of growth**
  - Trade
  - China GDP growth
- **Strong growth opportunities**
  - Located in close proximity to centres of high growth
- **“Class 1” port status**
  - Permits international trade
  - Exposure to increased container traffic and trans-shipment opportunities
- **Quality asset with modern facilities and operating practices**
- **Competitive advantages**
  - deep natural port, close proximity to number of ‘captive’ customers
- **Strong shareholder agreement with minority protections**
  - Future investment opportunities in infrastructure sector
- **Lowly geared infrastructure asset**
  - potential to enhance equity returns through refinancing



- One of the first majority foreign owned port in China
- 41 years remaining of concession
- Eight berths and 1,500m of jetty currently commissioned for use
- Water depth of 13m and two quay cranes facilitates handling of containerised traffic
- 365,000m<sup>2</sup> of stacking yards and seven warehouses with 65,000m<sup>2</sup> of storage capacity
  - Planned development to increase storage capacity by further 214,000m<sup>2</sup> in 2006
- Expected to benefit from robust China and global trade growth necessitating increased water cargo transport

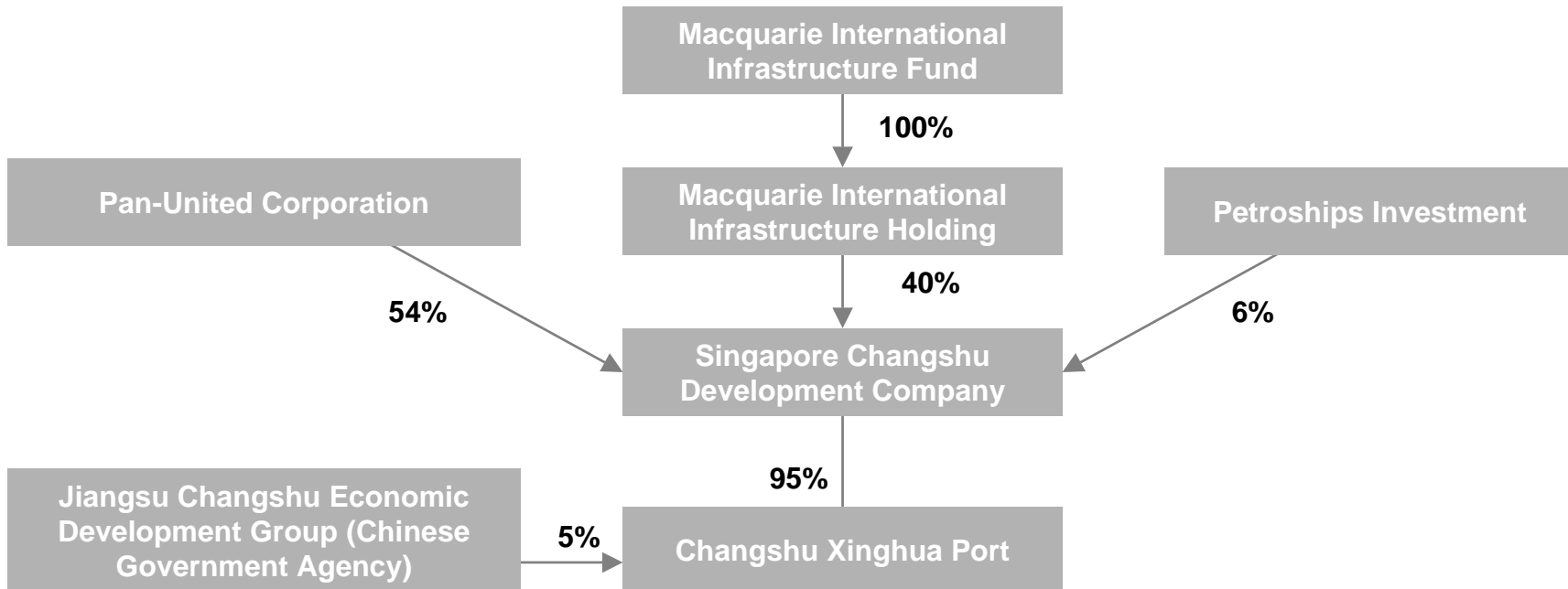




# Structure Following Acquisition

MIIF will acquire CXP by purchasing 40% of Singapore Changshu Development Company (“SCDC”), the holding company of CXP

- Singapore listed Pan-United Corporation (“Pan-United”) will sell-down 26% of its 80% shareholding in SCDC
- Two minority shareholders will divest 14% of their 20% shareholding in SCDC





# Sources & Uses

- Financial close scheduled for December
  - Will be funded via equity capital raising in early November

Sources of Funds*	%	CNY m	S\$m
Equity to be provided by MIIF on financial close	71.3	537.1	112.6
Equity to be provided by MIIF over 3 years subject to CXP performance	28.7	216.4	45.4
<b>Total</b>	<b>100.0</b>	<b>753.5</b>	<b>158.0</b>

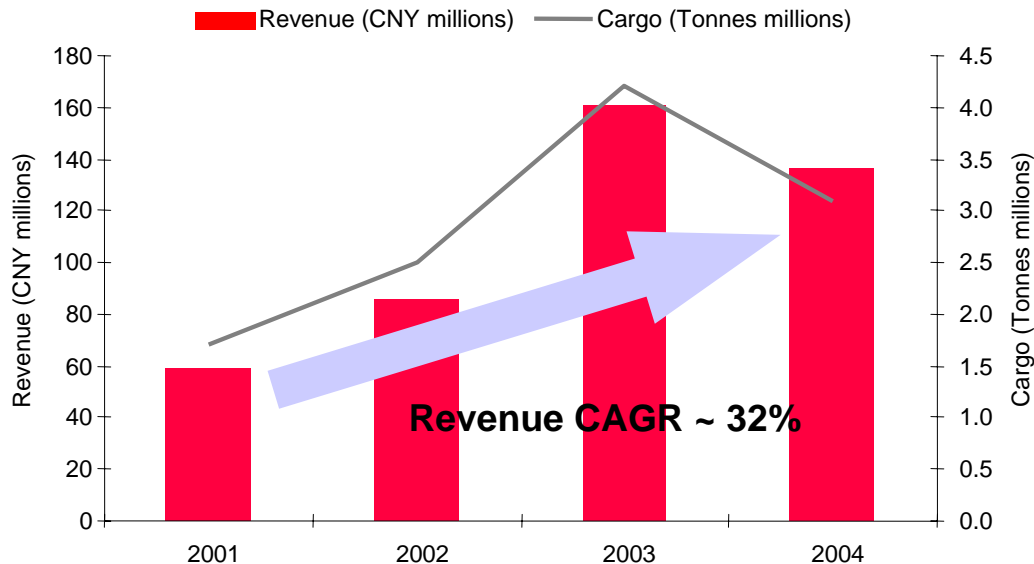
Uses of Funds*	%	CNY m	S\$m
Cash payment for CXP at financial close	67.5	508.9	106.6
Transaction Costs	3.7	28.2	6.0
Cash payment over 3 years subject to CXP performance	28.7	216.4	45.4
<b>Total</b>	<b>100.0</b>	<b>753.5</b>	<b>158.0</b>

\*Subject to rounding



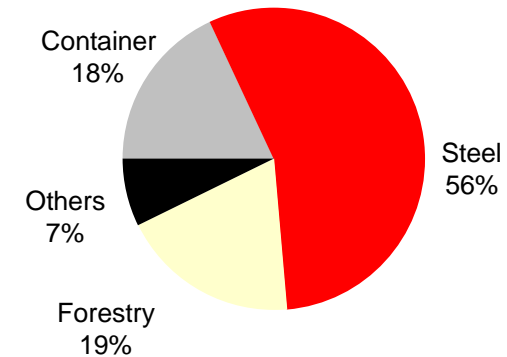
- Revenue forecast to increase significantly
  - Continuing strong import/export trade growth in cargo hinterland
  
- Steel products account for 56% of 1H 2005 revenue
  - Benefits from a number of 'captive' steel mills and processing plants in close proximity
  - Handles finished steel products between steel traders
  - Completion of Phase III expansion enables increased steel handling capacity to accommodate recently commissioned steel mills
  
- Forestry Products handling –accounts for 19% of 1H 2005 revenue
  - Westerlund is a leading Belgium logistics operator specialising in pulp and paper products that has medium term contracts with CXP
  - Captive client due to proximity to CXP
  - Increased volumes due to strong Chinese demand for paper products
  
- Strong growth projected in container volumes
  - Driven by location as trans-shipment hub for container shipping along the Yangtze River
  - Will benefit from strong Chinese growth in containerised cargo including textiles and clothing

## Revenue and volume

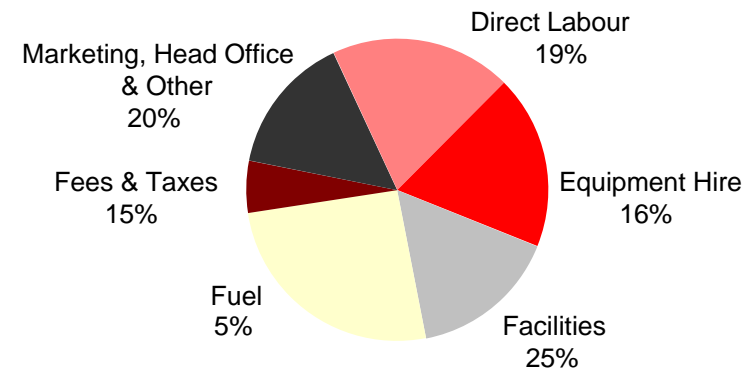


- H12005 revenue of CNY79 million and cargo of 2.0 million tonnes
- CXP achieved 1H05 EBITDA margin of 64%
- Decrease in 2004: One-off Chinese government macro-economic measures to restrain excessive growth in local economy. In 2004, CXP's steel handling revenue was related mainly to import steel handling
- Steel export handling volumes at CXP has since increased as a proportion of total revenue and profitability is now better insulated against macro-economic conditions

## 1H 2005 Revenue Breakdown<sup>(1)</sup>



## 1H 2005 Cost Breakdown<sup>(1)</sup>



Note: <sup>(1)</sup> Based on Jan – June 2005 unaudited CXP management accounts

- **Strong financial returns**
  - Growing yield profile
  - 5 year Average Cash Yield of >13% <sup>(1)</sup>
  - Low level of debt at CXP level (opportunity to enhance returns through refinancing)
  
- **Excellent growth prospects**
  - Central location in China's high growth Yangtze River Delta region
  - Strong cargo hinterland, in particular steel, forestry products and containers
  - Revenue forecast to increase
  
- **New asset class**
  - Establishes MIIF's presence in China
  - Ports are attractive infrastructure investment with double drivers of returns (trade and GDP)
  - Gain access to Chinese port sector
  - Establish a partnership for future investment opportunities

<sup>(1)</sup> Pre MIMAL management fees