



MACQUARIE

MACQUARIE INTERNATIONAL INFRASTRUCTURE FUND LIMITED

(A mutual fund company incorporated with limited liability in Bermuda)

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a SPECIAL GENERAL MEETING of Macquarie International Infrastructure Fund Limited (the “**Company**”) will be held at Cinnamon Room, Novotel Clarke Quay, 177A River Valley Road, Singapore 179031 on 10 November 2005 at 2.30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolutions:

**ORDINARY RESOLUTION 1**

**THE PROPOSED ACQUISITION OF A 55.0% INDIRECT INTEREST IN LEISUREWORLD BY WAY OF TOTAL RETURN SWAPS**

That:

- (a) approval be and is hereby given for the proposed acquisition by the Company of a 55.0% indirect interest in Leisureworld (as defined in the Circular to Shareholders dated 22 October 2005 (the “**Circular**”), on the terms of total return swaps described in Appendix 1 of the Circular, and related security documents and related assignment agreements made between (1) the Company and MIMAL (as defined in the Circular) and (2) the Company and 2083875 Ontario Inc.; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including modifying the total return swaps and related security documents and related assignment agreements and executing all such documents (including related security documents) as may be required under or pursuant to the total return swaps and related security documents) as they or he consider necessary, desirable or expedient to give effect to this Resolution as they or he may deem fit.

**ORDINARY RESOLUTION 2**

**THE PROPOSED ALLOTMENT AND ISSUE OF NEW SHARES UNDER THE EQUITY FUND RAISING**

That:

- (a) (i) subject to and conditional upon Resolution 1 being approved, approval be and is hereby given for the Directors to allot and issue, in the manner as described in the Circular, up to a maximum of 500,000,000 ordinary shares of S\$0.01 each (“**Shares**”) in the capital of the Company, as would be required to raise up to a maximum of S\$500.0 million for the purposes as set out in the Circular; or
  - (ii) in the event that Resolution 1 is not approved, approval be and is hereby given for the Directors to allot and issue, in the manner as described in the Circular, up to a maximum of 329,000,000 Shares in the capital of the Company, as would be required to raise up to a maximum of S\$329.0 million for the purposes as set out in the Circular,(the “**Equity Fund Raising**”); and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he consider necessary, desirable or expedient to give effect to this Resolution as they or he may deem fit.

**ORDINARY RESOLUTION 3**

**THE PROPOSED GENERAL MANDATE TO ALLOT AND ISSUE NEW SHARES**

That, subject to and conditional upon Resolutions 1 and 2 being approved, authority be and is hereby given pursuant to Bye-Law 7(g) of the Company’s Bye-Laws to the Directors to:

- (a) (i) allot and issue Shares (other than the new Shares to be allotted pursuant to the Equity Fund Raising); and
  - (ii) issue convertible securities and any Shares in the Company pursuant to the convertible securities (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions whether for cash or otherwise and for such purposes and to such persons as the Directors shall in their absolute discretion deem fit; provided, that the aggregate number of Shares to be allotted and issued pursuant to such authority shall not exceed 50% of the post-Equity Fund Raising issued share capital of the Company and that the aggregate number of Shares to be allotted and issued other than on a pro-rata basis to the then existing Shareholders of the Company shall not exceed 20% of the post-Equity Fund Raising issued share capital of the Company; and
- (b) unless revoked or varied by the Company in a general meeting, such authority shall continue in full force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier, except that the Directors shall be authorised to allot and issue new Shares pursuant to convertible securities notwithstanding that such authority has ceased.

**ORDINARY RESOLUTION 4**

**THE PROPOSED GENERAL MANDATE FOR ADVISORY FEES**

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the listing manual (“**Chapter 9**”) of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in paragraph 7.2 of the Circular with any party who is of the class of Interested Persons described in paragraph 7.2 of the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the “**General Mandate for Advisory Fees**”) shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the General Mandate for Advisory Fees and/or this Resolution.

BY ORDER OF THE BOARD  
MACQUARIE INTERNATIONAL INFRASTRUCTURE FUND LIMITED

Roslyn O’Brien  
Company Secretary  
Singapore

22 October 2005

**Notes:**

1. A Shareholder entitled to attend and vote at the Special General Meeting who is a holder of two (2) or more Shares is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. The Depositor Proxy Form must be lodged at the registered office of the Singapore Share Transfer Agent, M & C Services Private Limited at 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906 not less than 48 hours before the time appointed for the Special General Meeting.