



MACQUARIE KOREA INFRASTRUCTURE FUND

2013 1st QUARTER ASSET MANAGEMENT REPORT



Name: Macquarie Korea Infrastructure Fund (MKIF)
Period: Quarter 1 (1 January 2013 - 31 March 2013)
Prepared by Macquarie Korea Asset Management Co., Ltd.(MKAM)
Fund code: 35801

Important notice

Under the Financial Investment Services and Capital Markets Act (the "Act"), Macquarie Korea Infrastructure Fund ("MKIF") is required an Asset Management Report to upload at MKIF website in the form, and containing the specific information, set out in the Act on a quarterly basis. This Asset Management Report has been prepared by MKIF in compliance with its statutory obligations.

Disclaimer

MKIF and Macquarie Korea Asset Management Co., Ltd. ("MKAM"), are not an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia) and its obligations do not represent deposits or other liabilities of Macquarie Bank Limited ABN 46 008 583 542 (MBL). MBL does not guarantee or otherwise provide assurance in respect of the obligations of MKIF/ MKAM. Neither MKIF, nor any member of the Macquarie Group companies, including MKAM, guarantees the performance of MKIF, the repayment of capital or the payment of a particular rate of return on MKIF securities.

General advice warning

The contents of this report do not constitute an offer, invitation or recommendation for the subscription or purchase of securities. It does not take into account the investment objectives, financial situation and particular needs of the investor. Before making an investment in MKIF, the investor or prospective investor should consider whether such an investment is appropriate to their particular investment needs, objectives and financial circumstances and consult an investment adviser if necessary.

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I General report

1. Overview

Under the Financial Investment Services and Capital Markets Act (the Act)

Investment Grade : 4

Fund name	Macquarie Korea Infrastructure Fund (MKIF)
Fund type	Investment company/Special asset fund/Closed-end/Listed fund
Fund code*	35801
Date of incorporation	12 December 2002
Date of registration	26 December 2002
Date of listing	15 March 2006
Financial year end	31 December every year
Fund maturity	Perpetual (until the occurrence of dissolution events defined in the Act)
Asset manager	Macquarie Korea Asset Management Co., Ltd. (MKAM)
Sales agents	Shinhan Investment Corp., Samsung Securities Co., Ltd., Macquarie Securities Korea, Ltd., Hanwha Securities Co., Ltd., Kyobo Securities Co., Ltd., Tong Yang Securities Inc.
Custodian	Korea Securities Finance Corporation (KSFC)
Fund administrator	Korea Exchange Bank Investor Service Co., Ltd.
Board of directors +	Corporate Director: MKAM
	Supervisory Directors: Dae Yun Cho, Kyung Soon Song and Dae-Hee Yoon
Key staff of MKAM +	Chul Hum Paik (CEO) Jason Pak (COO) Johnno Kim (Asset Management) Jong Hyuk Park (Asset Acquisition) Young Ju Ahn (Compliance)
MKIF profile	<p>MKIF is a leading private sector infrastructure investor in Korea and has the largest portfolio of infrastructure assets in Korea that have been, or are being, constructed under the Private Participation in Infrastructure Act (PPI Act).</p> <p>MKIF was established in December 2002 with a mandate to invest in concession companies that construct or operate infrastructure assets such as toll roads, bridges and tunnels in Korea. MKIF invests in these concession companies through equity and debt. MKIF is focused on generating profits from its investments and distributing these profits to its shareholders. MKIF is proud to be making a significant contribution to Korea's infrastructure development.</p> <p>MKIF is managed by MKAM. MKAM is a subsidiary of Macquarie Infrastructure and Real Assets (Europe) Limited, a member of the Macquarie Group Limited.</p>

* Fund code generated by the Korea Financial Investment Association (KOFIA)

+ See Section IV Registered Asset Managers and Appendix I Board of Directors for more information

2. Asset details

Under the Act, MKIF is required to report the net asset value per share (NAV per share) of its portfolio.

The total net asset value of MKIF's portfolio is calculated by subtracting total liabilities from total assets of MKIF. MKIF's assets include its equity and debt investments in concession companies, cash and deposits and other investment securities. The net asset value per share of MKIF is calculated by dividing total net asset value by the number of outstanding shares.

The Collective Investment Property Appraisal Committee of MKAM has chosen to adopt the acquisition cost as its assessment of fair value for the unlisted equity investments under the Act and accounting principles generally accepted in Korea (KGAAP). In addition, the loan investments are measured at amortised cost under the Act and KGAAP.

The calculation of the NAV per share of MKIF is set out in the table below. For the purposes of this calculation, asset and liability information is based on the balance sheet of MKIF, which is attached as Appendix II.

(Unit: KRW, Share)			
Type	Q4 2012	Q1 2013	% Change
Total Assets (A)	2,055,283,393,866	2,080,494,872,920	1.23 %
Total Liabilities (B)	343,090,278,915	424,775,926,884	23.81 %
Net Asset Amount (C=A-B)	1,712,193,114,951	1,655,718,946,036	-3.30 %
Shares (D)	331,459,341	331,459,341	0.00 %
NAV per share (E=C/D) *	5,165.62	4,995.24	-3.30%

* NAV per share of MKIF is calculated by dividing total net asset value by the number of outstanding shares. However, as MKIF is listed on the Korea Exchange and the London Stock Exchange, its shares are traded at share price.

※ Distribution payment (during the first quarter)

(Unit: KRW, Share)					
Date of Payment	Distribution Amount (KRW Million)	Balance after Payment (Shares)	NAV per share		Remarks
			Before declaration	After declaration	
25/ 02/ 2013	86,179	331,459,341	5,195.86	4,935.86	

II Management performance and term performance

1. Overview

Established on 12 December 2002, MKIF is a leading private sector infrastructure investor in Korea under the PPI Act and governed by the Act. MKIF is mandated to invest in concession companies that construct or operate infrastructure assets through equity and debt. MKIF focused on generating profits from its investments and distributing these profits to its shareholders. As of 31 March 2013 MKIF has committed to invest in 11 toll roads, one subway and one port with total investment commitment of KRW1,663.2billion.

2. Management plan

MKIF is focusing on investments in loans to, and unlisted equity and equity-linked securities of, concession companies that operate infrastructure assets such as toll roads and other infrastructure under concessions from Korean central, provincial or city governments throughout the country. These infrastructure assets have been, or are being, constructed under the PPI Act and benefit from various forms of government support. Also, these assets offer opportunities to maximise MKIF's profit through capital restructuring initiatives.

3. Management performance

The table below sets out the historical NAV (including the distribution paid) for MKIF. As explained above and given that the majority of MKIF's assets are held at their acquisition cost, the net asset value is not representative of changes in the value of the MKIF portfolio.

A. Short-term performance

(Unit: %)

Type	3 Month	6 Month	9 Month	12 Month
MKIF	1.73	3.53	5.26	9.27
Comparative Index +	N/A			

+ There is no comparable index available because MKIF is the only listed infrastructure fund in Korea with publicly available NAV data.

※ Performance quoted above is historical and does not guarantee future performance.

B. Long-term performance

(Unit: %)

Type	1 Year	2 Year	3 Year	5 Year
MKIF	9.27	7.93	7.46	6.43
Comparative Index ^	N/A			

^ There is no comparison index available because MKIF is the only listed infrastructure fund in Korea with publicly available NAV data.

※ Performance quoted above is historical and does not guarantee future performance.

4. Profit and Loss summary

The table below sets out the profit and loss incurred by MKIF in its P&L during the Quarter, in comparison with any profit and loss from the previous quarter.

(Unit: KRW million, %)

Type	Equity	Loan	Certificates of Deposit	Short-term Facilities & Deposit	Other Asset	Total Profit (Loss)
Q1 2013	-	42,453	-	132	-	42,585
Q4 2012	-	43,110	-	72	-	43,182

III Details of assets

1. Asset portfolio

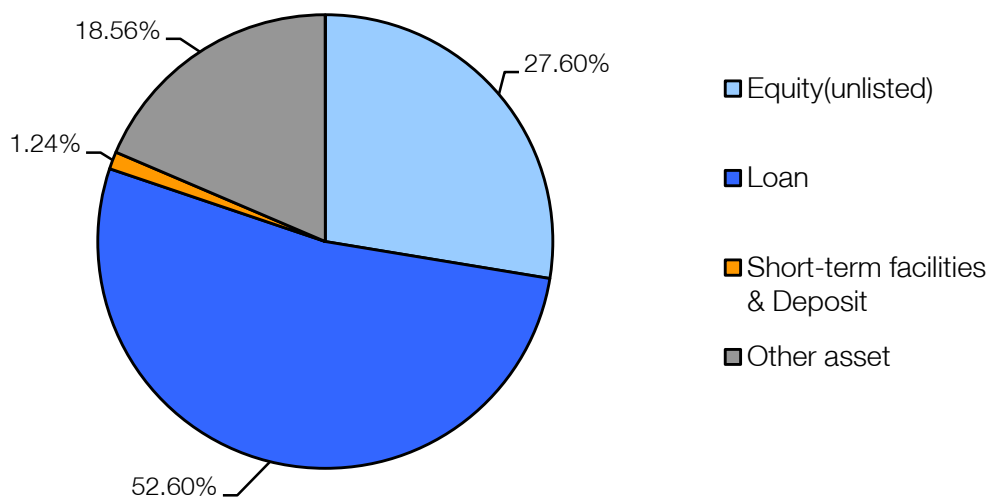
MKIF's investment portfolio consists of equity, loan and certificates of deposit, cash and deposits and other assets.

(Unit: KRW million, %)

Type	Equity (unlisted)	Loan ⁺	Short-term facilities & Deposit	Other asset [^]	Total Assets
KRW	574,251	1,094,231	25,822	386,191	2,080,495
Composition Ratio	27.60	52.60	1.24	18.56	100

⁺ Includes loans to concession companies

[^] Other Assets: interest receivable, other receivables and prepayment



2. Top ten invested assets

(Unit: KRW million, %)

Rank	Type	Name	Acquisition Value ⁺	Composition Ratio [^]
1	Subordinated loan	BNCT Co., Ltd.	193,000	9.28
2	Subordinated loan	Cheonan-Nonsan Expressway Co., Ltd.	182,250	8.76
3	Senior loan	Kwangju Beltway Investment Co., Ltd.	142,000	6.83
4	Equity (unlisted)	Cheonan-Nonsan Expressway Co., Ltd.	93,815	4.51
5	Subordinated loan	Incheon Bridge Co., Ltd.	89,378	4.30
6	Subordinated loan	Seoul Chuncheon Highway Co., Ltd.	87,450	4.20
7	Subordinated loan	MCB Co., Ltd.	79,000	3.80
8	Subordinated loan	Gyungso Highway Co., Ltd.	77,000	3.70
9	Equity (unlisted)	Private Infrastructure Investment Korea	76,887	3.70
10	Equity (unlisted)	BNCT Co., Ltd.	67,048	3.22

⁺ Under KGAAP and the Act, MKIF records the value of its equity investments in concession companies at their acquisition costs including transaction costs

[^] Ratio refers to the contribution to total assets

3. MKIF's asset portfolio details

① Equity securities (unlisted) (top five assets)

(Unit: Share, KRW million, %)

Name	No. of Shares	Percentage Interest	Acquisition Value (A)	Appraisal Value (B) ⁺	Gain/ Loss (B)-(A)	Composition Ratio [^]
Cheonan-Nonsan Expressway Co., Ltd.	17,550,000	60%	93,815	93,815	-	4.51
Private Infrastructure Investment Korea	14,266,425	100%	76,887	76,887	-	3.70
BNCT Co., Ltd	13,284,000	30%	67,048	67,048	-	3.22
New Airport Hiway Co., Ltd.	10,594,360	24.1%	59,880	59,880	-	2.88
Gyungso Highway Co., Ltd.	11,550,000	35%	58,362	58,362	-	2.81

⁺ Under KGAAP and the Act, MKIF records the value of its equity investments in concession companies at their acquisition costs including transaction costs

[^] Ratio refers to the contribution to total assets

② Equity securities (unlisted) (more than 1% of total issued shares)

(Unit: Share, KRW million, %)

Name	No. of Shares	Percentage Interest	Acquisition Value (A)	Appraisal Value (B) ⁺	Gain/ Loss (B)-(A)	Composition Ratio [^]
Cheonan-Nonsan Expressway Co., Ltd.	17,550,000	60%	93,815	93,815	-	4.51
Private Infrastructure Investment Korea	14,266,425	100%	76,887	76,887	-	3.70
BNCT Co., Ltd	13,284,000	30%	67,048	67,048	-	3.22
New Airport Hiway Co., Ltd.	10,594,360	24.1%	59,880	59,880	-	2.88
Gyungso Highway Co., Ltd.	11,550,000	35%	58,362	58,362	-	2.81
Seoul-Chuncheon Highway Co., Ltd.	9,714,000	15%	49,439	49,439	-	2.38
Soojongsan Investment Co., Ltd.	1,114,880	100%	47,248	47,248	-	2.27
Seoul Metro Line 9 Co., Ltd.	8,197,309	24.5%	41,148	41,148	-	1.98
MCB Co., Ltd.	7,955,780	70%	33,925	33,925	-	1.63
Kwangju Ring Road Co., Ltd.	5,775,000	75%	29,495	29,495	-	1.42
Kwangju Beltway Investment Co., Ltd.	2,610,000	100%	13,050	13,050	-	0.63
Woomyunsan Infraway Co., Ltd.	1,915,200	36%	2,724	2,724	-	0.13
Baekyang Tunnel Ltd.	100,000	100%	1,231	1,231	-	0.06

⁺ Under KGAAP and the Act, MKIF records the value of its equity investments in concession companies at their acquisition costs including transaction costs

[^] Ratio refers to the contribution to total assets

③ Loans to concession companies (top five assets)

(Unit: KRW million, %)

Name	Acquisition Value	Interest Receivable ⁺	Interest Rate	Issued Date	Maturity Date	Guarantee	Credit Rating	Composition Ratio [^]
BNCT Co., Ltd (Sub)	193,000	34,777	12.00	25/02/2008	25/11/2032	N/A	N/A	9.28
Cheonan-Nonsan Expressway Co., Ltd. (Sub)	182,250	139,515	20.00	20/05/2005	20/05/2029	N/A	N/A	8.76
Kwangju Beltway Investment Co., Ltd. (Senior)	142,000	8,510	10.00	25/11/2004	30/09/2024	N/A	N/A	6.83
Incheon Bridge Co., Ltd (Sub)	89,378	37,674	9.31	12/04/2006	18/07/2026	N/A	N/A	4.30
Seoul Chuncheon Highway Co., Ltd. (Sub)	87,450	1,861	11.59	02/11/2006	28/05/2031	N/A	N/A	4.20

⁺ These values are the accumulated interest receivable

[^] Ratio refers to the contribution to total assets.

④ Short term facilities and deposit

MKIF has also invested a proportion of its cash reserves in MMDA and term deposits. A summary of the MMDA and term deposit set out in the table below.

(Unit: KRW million, %)

Name*	Banks	Deposit amount ⁺	Date of Deposit	Maturity Date	Interest Receivable	Composition Ratio [^]
N/A						

* Each deposit amount exceeding 5% of the Total Assets

⁺ This value is the principal

[^] Ratio refers to the contribution to total assets

⑤ Other assets

The other assets are set out in the table below and consist of accrued income.

Type	Amount	(Unit: KRW million, %)
		Composition Ratio ^
Interest Receivable *	375,387	18.04

* Other assets under the invested assets composition (ex: accrued dividends, accrued income etc), exceeding 5% of the total assets

^ Ratio refers to the contribution to total assets

For more information refer to Quarterly Business Reports and Documents of Settlement of Accounts on the website of KOFIA (<http://dis.kofia.or.kr>). However, the effective dates of the Quarterly Business Reports and Documents of Settlement of Accounts on the website of KOFIA may be different from the effective date of this report.

IV Registered asset managers*

1. Registered asset managers

MKAM is licensed under the Act to carry out asset management activities for MKIF. As part of its licensing requirements, MKAM is required to employ at least two infrastructure asset management professionals who meet certain qualifications. The following is the list of MKAM's infrastructure asset management professionals who are in charge of MKIF management.

Name (KOFIA registration number)	Date of fund management	Title	Management fund other than MKIF		Career
			Number of fund(s)	Total asset under management	
Johnno Kim (06-02323-0004)	February 2006	Division Director	N/A	N/A	Mr Kim has over 25 years experience in asset management and his previous experience includes: - Connell Wagner Group (consulting on major road projects) - Mott Macdonald Group (Project Engineer in UK) - BHP Engineering (Industrial & Commercial Development – Project Manager) - Egis Consulting/GHD (PF & Toll Road Management Consulting company)
Jong Hyuck Park (08-02323-0005)	January 2008	Division Director	N/A	N/A	Mr Park has over 18 years experience in SOC and his previous experience includes: - Kookmin Bank (Project Manager for 3 port projects, 7 toll road projects and 2 property projects) - Worked as a member of advisory panel to PIMAC

* All of the two registered infrastructure asset managers work exclusively for MKAM, the manager of MKIF which has investment commitment of KRW 1.63 trillion and no other fund. According to the Articles of Incorporation of MKIF, MKIF is allowed to pay the performance fee to MKAM.

2. Change of registered asset managers

Period term ^	Registered asset managers	Change
November 2010	Beom Shick Won	Resigned
November 2010	Jung Suk Lee	Resigned

^ Change of registered asset managers during the past three years.

For more information refer to ad-hoc disclosures on the website of KOFIA (<http://dis.kofia.or.kr>). However, the effective dates of information displayed on the website of KOFIA may be different from the effective date of information in this report.

V Cost summary

1. Fees to service providers

The table below sets out fees paid by MKIF to its service providers.

(Unit: KRW million, %)

Type		Q4 2012		Q1 2013		Remarks
		Amount	Ratio ⁺	Amount	Ratio ⁺	
MKIF	Management fee	7,455	0.439	7,577	0.454	
	Sales Agent fee	-	-	-	-	
	Custodian fee	86	0.005	82	0.005	
	Administrator fee	53	0.003	51	0.003	
	Total	7,594	0.447	7,710	0.462	
	Other expenses [^]	1,412	0.083	375	0.022	
	Transactions fee	-	-	-	-	
	securities transaction tax	-	-	-	-	

⁺ Ratio refers to fees as a proportion of Net Asset Value

[^] Other expenses include fund audit fee, fund settlement fee and other recurring expenditures other than transactions fee

2. Total expense ratio

(Unit: Annualised, %)

Type		Collective Investment Vehicle	
		Total Expense Ratio [*]	Commission Ratio
MKIF	Q4 2012	2.1043	-
	Q1 2013	1.9647	-

^{*} Total Expense ratio refers to a ratio calculated by dividing the total management fee and other expenses borne by the collective investment vehicle by annual average balance of the fund (before deducting the fees and expenses) and represents the total fees and expenses borne by the investor during the management period

VI Invested asset transactions and Debt facility

1. Equity transactions

(Unit: Shares, KRW million, %)

	Buy		Sell		Turnover Ratio ⁺	
	Shares	Amount	Shares	Amount	Q1 2013	Annualised rate
	-	-	-	-	-	-

⁺ The Turnover Ratio shows frequency level for the equity transactions. The ratio refers to average sold amounts divided by average retained equity amounts during the application period. Provided that the average equity investment is 10 billion and the average equity disposal amount is 10 billion, turnover ratio is 100%. High turnover ratio will increase fund cost

2. Equity turnover ratio during the past three quarters

(Unit: %)

3Q 2012	4Q 2012	1Q 2013
-	-	-

3. Loan sales

(Unit: KRW million)

Name	Type	Date	Amount
N/A			

4. Loan injections

(Unit: KRW million)

Name	Type	Date	Amount
N/A			

5. Debt facility status

(Unit: KRW million)

Name	Limit of the Facility	Cumulative to Q4 2012	Debt facility amounts	
			Movements in Q1 2013	Cumulative to Q1 2013
Shinhan Bank	60,000	20,386	19,555	39,941
National Agricultural Cooperative Federation (NACF)	60,000	20,386	19,555	39,941
Woori Bank	40,000	13,591	13,036	26,627
Tongyang Life Insurance	40,000	13,591	13,036	26,627
Shinhan Life Insurance	30,000	10,194	9,776	19,970
LIG Insurance	20,000	6,796	6,517	13,313
Total	250,000	84,944	81,475	166,419

6. Corporate bond status

(Unit: KRW million, %)

Name	Par Value	Interest rate	Issued Date	Maturity Date	Credit Rating
Unsecured Bond Tranche 1-1 (5Year)	60,000	4.57	31/05/2011	31/05/2016	AA
Unsecured Bond Tranche 1-2 (7year)	190,000	4.97	31/05/2011	31/05/2018	AA

VII Notice

Under the Financial Investment Service and Capital Market Act (the Act), MKAM shall prepare this report and upload it on the website of MKIF and KOFIA after confirmation from the Custodian (KSFC).

For more information on the website:

MKIF macquarie.com/mkif

KOFIA <http://dis.kofia.or.kr>

APPENDIX I. MKIF BOARD OF DIRECTORS

Supervisory directors

Name	Career
Dae Yun Cho	<ul style="list-style-type: none"> – Practicing law at the law offices of Kim & Chang in Seoul since 1979 (Senior Partner) – Acted as a consultant for various Korean Ministries including the Ministry of Strategy – Senior adviser to the Korea International Trade Law Association, the arbitrator of the Korean Commercial Arbitration Board – Panel member of the WTO's Subsidies and Countervailing Duties Committee – Former president of the International Association Korean Lawyer
Kyung Soon Song	<ul style="list-style-type: none"> – Founding Representative Director of Korea Expert Consulting Group (KECG) – Consultant for Korea International Cooperation Agency (KOICA) – Former member of International Development Cooperation Committee of the Republic of Korea – Former Chairman of International Finance Subcommittee, Financial Sector Development Review Committee of the Korean Government – Former senior staff member of World Bank – Former Chief Operating Officer of Nomura Project Finance International Limited
Dae Hee Yoon	<ul style="list-style-type: none"> – Head of the Knowledge Sharing Program (KSP) promoted by the Korean government – Chair Professor in Economics, Gachon University – Former Minister of the Government Policy Coordination Office – Former Senior Secretary of Economic Affairs at Presidential Office – Former Deputy Minister for Planning and Management at Ministry of Strategy and Finance

Corporate director – MKAM

Name	Career
Chul Hum Paik	<ul style="list-style-type: none"> – Representative Director of Macquarie Korea Asset Management Co., Ltd. – Headed the Financial Products division of Shinhan Macquarie Financial Advisory from 2001 to 2006 – Joined Shinhan Bank in 1993, with responsibilities for international banking and investment banking division
Jason Pak	<ul style="list-style-type: none"> – Chief Operating Officer of Macquarie Korea Asset Management Co., Ltd. – Joined Macquarie Group in 2003 and spent 4 years on the equity capital market and M&A advisory side with Macquarie Securities Korea Ltd. – Worked over 5 years in the Corporate Finance division of KPMG, in Seoul and London on the M&A advisory side
Jong Hyuck Park	<ul style="list-style-type: none"> – Head of Transaction Team of Macquarie Korea Asset Management Co., Ltd. – Joined Macquarie Group in 2007 with responsibilities for asset transactions – Worked over 10 years mainly in Investment Banking Division of Kookmin Bank – Worked as a member of advisory panel to PIMAC

APPENDIX II. SUMMARY OF FINANCIAL STATEMENTS

Statements of Financial Position

As of 31 March 2013,

31 December 2012

31 March 2012

(Unit: KRW million)

	31 March 2013	31 December 2012	31 March 2012
Assets			
I . Invested assets	1,694,304	1,691,108	1,834,482
Cash & deposits	25,822	20,815	63,324
Loans receivable	1,094,231	1,096,042	1,139,355
Equity securities	574,251	574,251	631,803
II . Others	386,191	364,175	274,942
Interest receivables	375,387	351,646	260,952
Other receivables	2,947	4,458	4,458
Deferred costs, net	7,857	8,071	9,532
Total assets	2,080,495	2,055,283	2,109,424
Liabilities			
I . Operational liabilities	415,619	334,100	440,333
Bond	249,200	249,156	249,023
Long-term debt	166,419	84,944	191,310
II . Others	9,157	8,990	8,185
Payables	1	1	1
Management fee payable	7,577	7,455	6,434
Other liabilities	1,579	1,534	1,750
Total liabilities	424,776	343,090	448,518
Shareholders' equity			
I . Share capital	1,670,986	1,670,986	1,670,986
II . Retained earnings	-15,267	41,207	-10,080
Total shareholders' equity	1,655,719	1,712,193	1,660,906
Total liabilities and shareholders' equity	2,080,495	2,055,283	2,109,424

Statements of income

For the Quarter Ended 31 March 2013, 31 December 2012, and 31 March 2012

(Unit: KRW million)

	Quarter Ended 31 Mar. 2013	Quarter Ended 31 Dec. 2012	Quarter Ended 31 Mar. 2012
I . Revenue	42,585	43,182	42,968
1. Interest income	42,585	43,182	42,968
2. Arrangement fees	-	-	-
3. Gain on sale of investment	-	-	-
4. Other income	-	-	-
II . Expenses	12,880	13,496	13,053
1. Management fees	7,577	7,454	6,434
2. Custodian fees	82	85	83
3. Administrator fees	51	54	52
4. Interest expense	4,698	4,365	6,007
5. Other expenses	472	1,538	477
III . Net income	29,705	29,686	29,915

CORPORATE DIRECTORY

Manager of MKIF

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