

MACQUARIE KOREA INFRASTRUCTURE FUND

2012 4th QUARTER ASSET MANAGEMENT REPORT



Name: Macquarie Korea Infrastructure Fund (MKIF)

Period: Quarter 4 (1 October 2012 - 31 December 2012)

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.

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.

Type	Q3 2012	Q4 2012	(Unit: KRW, Share)
			% Change
Total Assets (A)	2,024,066,720,354	2,055,283,393,866	1.54 %
Total Liabilities (B)	341,559,919,134	343,090,278,915	0.45 %
Net Asset Amount (C=A-B)	1,682,506,801,220	1,712,193,114,951	1.76 %
Shares (D)	331,459,341	331,459,341	0.00 %
NAV per share (E=C/D)	5,076.06	5,165.62	1.76%

※ Distribution payment (during the fourth quarter)

(Unit: KRW, Share)

Date of Payment	Distribution Amount (KRW Million)	Balance after Payment (Shares)	NAV per share		Remarks
			Before declaration	After declaration	
N/A					

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 December 2012 MKIF has committed to invest in 11 toll roads, one subway and one port with total investment commitment of KRW1,665.1billion.

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	1.76	3.54	7.48	9.14
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	9.14	7.67	7.31	7.18
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)
Q4 2012	-	43,110	-	72	-	43,182
Q3 2012	-	42,682	-	160	641	43,483

III Details of assets

1. Asset portfolio

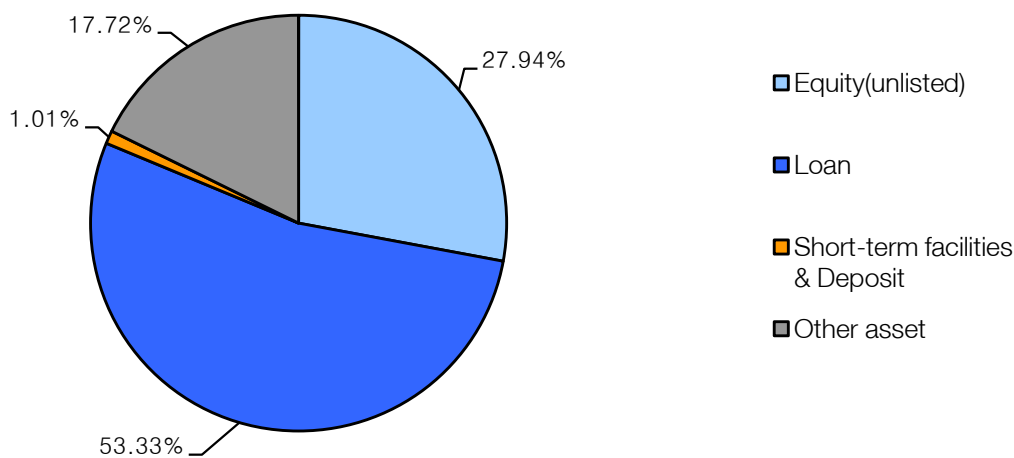
MKIF's investment portfolio consists of equity, loan and certificates of deposit, cash and deposits and other assets.

(Unit: KRW million, %)

Type	Equity (unlisted)	Loan ⁺	Short-term facilities & Deposit	Other asset [^]	Total Assets
KRW	574,251	1,096,042	20,815	364,175	2,055,283
Composition Ratio	27.94	53.33	1.01	17.72	100

⁺ Includes loans to concession companies

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



2. Top ten invested assets

(Unit: million, %)

Rank	Type	Name	Acquisition Value ⁺	Composition Ratio [^]
1	Subordinated loan	BNCT Co., Ltd.	193,000	9.39
2	Subordinated loan	Cheonan-Nonsan Expressway Co., Ltd.	182,250	8.87
3	Senior loan	Kwangju Beltway Investment Co., Ltd.	142,000	6.91
4	Equity (unlisted)	Cheonan-Nonsan Expressway Co., Ltd.	93,815	4.57
5	Subordinated loan	Incheon Bridge Co., Ltd.	89,378	4.35
6	Subordinated loan	Seoul Chuncheon Highway Co., Ltd.	87,450	4.26
7	Subordinated loan	MCB Co., Ltd.	79,000	3.84
8	Subordinated loan	Gyungso Highway Co., Ltd.	77,000	3.75
9	Equity (unlisted)	Private Infrastructure Investment Korea	76,887	3.74
10	Equity (unlisted)	BNCT Co., Ltd.	67,048	3.26

⁺ 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	-	4.57
Private Infrastructure Investment Korea	14,266,425	100%	76,887	76,887	-	3.74
BNCT Co., Ltd	13,284,000	30%	67,048	67,048	-	3.26
New Airport Hiway Co., Ltd.	10,594,360	24.1%	59,880	59,880	-	2.91
Gyungso Highway Co., Ltd.	11,550,000	35%	58,362	58,362	-	2.84

⁺ 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	-	4.57
Private Infrastructure Investment Korea	14,266,425	100%	76,887	76,887	-	3.74
BNCT Co., Ltd	13,284,000	30%	67,048	67,048	-	3.26
New Airport Hiway Co., Ltd.	10,594,360	24.1%	59,880	59,880	-	2.91
Gyungso Highway Co., Ltd.	11,550,000	35%	58,362	58,362	-	2.84
Seoul-Chuncheon Highway Co., Ltd.	9,714,000	15%	49,439	49,439	-	2.41
Soojongsan Investment Co., Ltd.	1,114,880	100%	47,248	47,248	-	2.30
Seoul Metro Line 9 Co., Ltd.	8,197,309	24.5%	41,148	41,148	-	2.00
MCB Co., Ltd.	7,955,780	70%	33,925	33,925	-	1.65
Kwangju Ring Road Co., Ltd.	5,775,000	75%	29,495	29,495	-	1.44
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	28,232	12.00	25/02/2008	25/11/2032	N/A	N/A	9.39
Cheonan-Nonsan Expressway Co., Ltd. (Sub)	182,250	135,717	16.00	20/05/2005	20/05/2029	N/A	N/A	8.87
Kwangju Beltway Investment Co., Ltd. (Senior)	142,000	4,831	10.00	25/11/2004	30/09/2024	N/A	N/A	6.91
Incheon Bridge Co., Ltd (Sub)	89,378	34,823	9.31	12/04/2006	18/07/2026	N/A	N/A	4.35
Seoul Chuncheon Highway Co., Ltd. (Sub)	87,450	1,926	11.59	02/11/2006	28/05/2031	N/A	N/A	4.26

⁺ 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 *	351,646	17.11

* 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>).

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 MSIAM, the manager of MKIF which has investment commitment of KRW 1.67 trillion and no other fund. According to the Articles of Incorporation of MKIF, MKIF is allowed to pay the performance fee to MSIAM.

2. Change of registered infrastructure 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>).

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		Q3 2012		Q4 2012		Remarks
		Amount	Ratio ⁺	Amount	Ratio ⁺	
MKIF	Management fee	7,268	0.431	7,455	0.439	
	Sales Agent fee	-	-	-	-	
	Custodian fee	85	0.005	86	0.005	
	Administrator fee	53	0.003	53	0.003	
	Total	7,406	0.439	7,594	0.447	
	Other expenses [^]	579	0.034	1,412	0.083	
	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. Fees and expenses

(Unit: Annualised, %)

Type		Collective Investment Vehicle		Commission Ratio
		Total Expense	Ratio [*]	
MKIF	Q3 2012		1.8769	-
	Q4 2012		2.1043	-

^{*} 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^f

VI Invested asset transactions and Debt facility

1. Equity transactions

During the Quarter, MKIF acquired equity securities in concession companies or holding companies (which hold an interest in an underlying concession company). These acquisitions represented new investments for existing investments (in accordance with the schedule in the relevant shareholders agreement) and are summarised in the table below.

(Unit: Shares, KRW million, %)

	Buy		Sell		Turnover Ratio ⁺	
	Shares	Amount	Shares	Amount	Q4 2012	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: %)

2Q 2012	3Q 2012	4Q 2012
9.15	-	-

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 Q3 2012	Debt facility amounts Movements in Q4 2012 ⁺	Cumulative to Q4 2012
Shinhan Bank	60,000	20,093	293	20,386
National Agricultural Cooperative Federation (NACF)	60,000	20,093	293	20,386
Woori Bank	40,000	13,396	195	13,591
Tongyang Life Insurance	40,000	13,396	195	13,591
Shinhan Life Insurance	30,000	10,047	147	10,194
LIG Insurance	20,000	6,698	98	6,796
Total	250,000	83,723	1,221	84,944

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 web site 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 and Finance and the Ministry of Knowledge Economy – Former 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 – 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) – 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 – Executive Advisor in Yulchon – 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 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 2002 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 December 2012,

30 September 2012

31 December 2011

(Unit: KRW million)

	31 December 2012	30 September 2012	31 December 2011
Assets			
I . Invested assets	1,691,108	1,689,592	1,869,892
Cash & deposits	20,815	12,552	100,893
Loans receivable	1,096,042	1,102,789	1,137,196
Equity securities	574,251	574,251	631,803
II . Others	364,175	334,474	256,628
Interest receivables	351,646	320,986	242,421
Other receivables	4,458	4,458	4,458
Deferred costs, net	8,071	9,030	9,749
Total assets	2,055,283	2,024,066	2,126,520
Liabilities			
I . Operational liabilities	334,100	332,834	432,885
Bond	249,156	249,111	248,978
Long-term debt	84,944	83,723	183,907
II . Others	8,990	8,725	7,953
Payables	1	1	1
Management fee payable	7,455	7,268	6,140
Other liabilities	1,534	1,456	1,812
Total liabilities	343,090	341,559	440,838
Shareholders' equity			
I . Share capital	1,670,986	1,670,986	1,670,986
II . Retained earnings	41,207	11,521	14,696
Total shareholders' equity	1,712,193	1,682,507	1,685,682
Total liabilities and shareholders' equity	2,055,283	2,024,066	2,126,520

Statements of income

For the Quarter Ended 31 December 2012 and 30 September 2012 and
Year Ended 31 December 2012

(Unit: KRW million)

	Quarter Ended 31 Dec. 2012	Quarter Ended 30 Sep. 2012	Year Ended 31 Dec. 2012
I . Revenue	43,182	43,483	205,749
1. Interest income	43,182	42,842	171,912
2. Arrangement fees	-	-	-
3. Gain on sale of investment	-	-	33,151
4. Other income	-	641	686
II . Expenses	13,496	12,206	51,626
1. Management fees	7,454	7,269	27,786
2. Custodian fees	85	85	337
3. Administrator fees	54	53	211
4. Interest expense	4,365	4,080	19,828
5. Other expenses	1,538	719	3,464
III . Net income	29,686	31,277	154,123

CORPORATE DIRECTORY

Manager of MKIF

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MKIF Custodian

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