

# Macquarie Korea Infrastructure Fund

2015 4th Quarter Asset Management Report



## 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

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#### 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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# 1. General Report

#### 1.1 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 with an option for new share issuance
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 Articles of Incorporation of MKIF)
Asset manager	Macquarie Korea Asset Management Co., Ltd. (MKAM)
Sales agents	Shinhan Investment Corp., Samsung Securities Co., Ltd., Hanwha Investment & Securities Co., Ltd., Kyobo Securities Co., Ltd., Yuanta Securities Korea Co., Ltd.
Custodian	Korea Securities Finance Corporation (KSFC)
Fund administrator	Hana Investors 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 / MKIF Management) Jong-hyuck Park (Fund Management) Namwook Choi (Fund Management) Jinwook Park (Risk Management) Young Ju Ahn (Compliance) DK Kim (Legal)
MKIF profile	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 Act on Public-Private Partnerships in Infrastructure (PPI Act).
	MKIF was established in December 2002 with a mandate to invest in entities that construct or operate infrastructure businesses such as toll roads, bridges and tunnels in Korea. MKIF invests in these infrastructure businesses 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.
	MKIF is managed by MKAM. MKAM is a subsidiary of Macquarie Infrastructure and Real Assets (Europe) Limited, a member of the Macquarie Group Limited.

<sup>\*</sup> Fund code generated by the Korea Financial Investment Association (KOFIA)

<sup>^</sup> See Section 4. Registered Asset Managers and Appendix I Board of Directors for more information

#### 1.2 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 debt 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)

Туре	Q3 2015	Q4 2015	% Change
Total Assets (A)	2,119,472,907,448	2,057,355,599,990	-2.93 %
Total Liabilities (B)	460,250,334,442	371,210,808,612	-19.35 %
Net Asset Amount (C=A-B)	1,659,222,573,006	1,686,144,791,378	1.62 %
Shares (D)	331,459,341	331,459,341	0.00 %
NAV per share (E=C/D) +	5,005.81	5,087.03	1.62 %

<sup>+</sup> 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 fourth quarter)

(Unit: KRW, share)

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

## 2. Management performance and term performance

#### 2.1 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 2015 MKIF has committed to invest in 11 toll roads and one port with total investment commitment of KRW1,602.3 billion.

#### 2.2 Management plan

MKIF is focusing on investments in loans to, and unlisted equity and equity-linked securities of, concession companies that operate infrastructure assets under concessions from Korean central, provincial or city governments throughout the country. Target assets for infrastructure investment in Korea have historically been concessionaires operating toll roads, bridges, tunnels and subway lines. The Company is also considering investment in entities conducting facilities projects defined under Article 2 Subparagraph 1 of the PPI Act.

Our primary strategic objective is to invest in entities that develop and/or operate Infrastructure Assets and to generate attractive returns to our shareholders through capital growth and cash distribution

#### 2.3 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: %)

Туре	3 Month	6 Month	9 Month	12 Month
MKIF	1.62	5.52	7.00	9.17
Comparative Index +				

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

#### B. Long-term performance

(Unit: %)

Туре	1 Year	2 Year	3 Year	5 Year
MKIF	9.17	8.25	8.59	8.22
Comparative Index ^		N/A		

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

#### 2.4 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, %)

Туре	Equity	Loan	Dividend Income	Short-term Facilities & Deposit	Other Asset	Total Profit (Loss)
Q4 2015	-	41,670	-	72	18	41,760
Q3 2015	-	46,026	32,923	59	406	79,414

<sup>\*</sup> Performance quoted above is historical and does not guarantee future performance.

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

## 3. Details of assets

#### 3.1 Asset portfolio

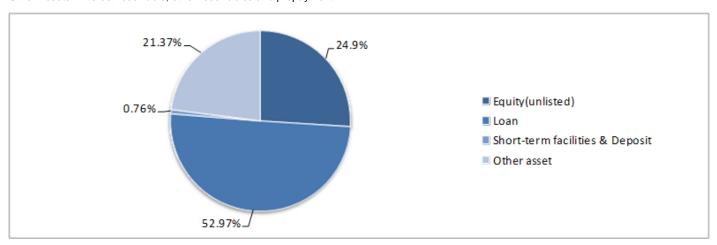
MKIF's investment portfolio consists of equity, loan, cash and deposits and other assets.

(Unit: KRW million, %)

Туре	Equity (unlisted)	Loan +	Short-term facilities & Deposit	Other asset ^	Total Assets
KRW	512,184	1,089,746	15,680	439,746	2,057,356
Composition Ratio	24.9	52.97	0.76	21.37	100

<sup>+</sup> Includes loans to concession companies

<sup>^</sup> Other Assets: interest receivable, other receivables and prepayment



#### 3.2 Top ten invested assets

(Unit: KRW million, %)

Rank	Туре	Name	Acquisition Value +	Composition Ratio ^
1	Subordinated loan	BNCT Co., Ltd.	193,000	9.38
2	Subordinated loan	Cheonan-Nonsan Expressway Co., Ltd.	182,250	8.86
3	Senior loan	Kwangju Beltway Investment Co., Ltd.	142,000	6.90
4	Subordinated loan	Gyungsu Highway Co., Ltd.	99,633	4.84
5	Equity (unlisted)	Cheonan-Nonsan Expressway Co., Ltd.	93,815	4.56
6	Subordinated loan	Incheon Bridge Co., Ltd.	89,378	4.34
7	Subordinated loan	Seoul-Chuncheon Highway Co.,Ltd	87,450	4.25
8	Subordinated loan	MCB Co., Ltd.	79,000	3.84
9	Equity (unlisted)	Private Infrastructure Investment Korea	76,887	3.74
10	Equity (unlisted)	BNCT Co., Ltd.	67,048	3.26

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

<sup>^</sup> Ratio refers to the contribution to total assets

#### 3.3 MKIF's asset portfolio details

#### A. 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	-	4.56
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
Gyungsu Highway Co., Ltd.	10,319,853	43.75%	52,088	52,088	-	2.53
Seoul-Chuncheon Highway Co., Ltd	9,714,000	15%	49,439	49,439	-	2.40

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

#### B. 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	-	4.56
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
Gyungsu Highway Co., Ltd. *	10,319,853	43.75%	52,088	52,088	-	2.53
Seoul-Chuncheon Highway Co., Ltd.	9,714,000	15%	49,439	49,439	-	2.40
Soojungsan Investment Co., Ltd.	1,114,880	100%	47,248	47,248	-	2.30
MCB Co., Ltd.	7,955,780	70%	33,925	33,925	-	1.65
Kwangju Beltway Investment Co., Ltd.	6,610,000	100%	33,050	33,050	-	1.61
Kwangju Ring Road Co., Ltd.	5,775,000	75%	29,495	29,495	-	1.43
New Airport Hiway Co., Ltd.	3,665,273	24.1%	25,235	25,235	-	1.23
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

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

<sup>^</sup> Ratio refers to the contribution to total assets

<sup>^</sup> Ratio refers to the contribution to total assets

<sup>\*</sup> Gyungsu Highway Co., Ltd. completed its capital reduction on 25 November 2015. For the details, refer to MKIF disclosure on 23 October 2015.

#### C. Loans to concession companies (top five assets)

(Unit: KRW million, %)

Name	Acquisition Value	Interest Receivable <sup>†</sup>	Issued Date	Maturity Date	Guarantee	Credit Rating
BNCT Co., Ltd - Sub debt	193,000	122,422	25/02/2008	25/11/2032	N/A	N/A
Cheonan-Nonsan Expressway Co., Ltd Sub debt	182,250	98,711	20/05/2005	20/05/2029	N/A	N/A
Kwangju Beltway Investment Co., Ltd Senior debt	142,000	11,955	25/11/2004	30/09/2024	N/A	N/A
Gyungsu Highway Co., Ltd. – Sub debt	99,633	2,467	29/10/2015	29/07/2039	N/A	N/A
Incheon Bridge Co., Ltd. – Sub debt	89,378	51,328	12/04/2006	18/07/2026	N/A	N/A

<sup>+</sup>These values are the accumulated interest receivable

#### D. Short term facilities and deposit

(Unit: KRW million, %)

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

<sup>\*</sup> Each deposit amount exceeding 5% of the Total Assets

#### E. Other assets

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

(Unit: KRW million, %)

Type	Amount	Composition Ratio ^
Interest Receivable *	433,604	21.08

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

For more information refer to Quarterly Business Reports and Documents of Settlement of Accounts on the website of KOFIA (<a href="http://dis.kofia.or.kr">http://dis.kofia.or.kr</a>). 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.

<sup>+</sup> This value is the principal

<sup>^</sup> Ratio refers to the contribution to total assets

<sup>^</sup> Ratio refers to the contribution to total assets

## 4. Registered asset managers

#### 4.1 Registered infrastructure 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		Management	fund other than MKIF	Fund with perform	ance fee scheme
	registration number	Title	Number of fund(s)	Total asset under management	Number of fund(s)	Total asset under management
Jason Pak	2114000753	Division Director	N/A	N/A	1	KRW 1.60 trillion
Jiroo Eoh	2111000124	Senior Manager	N/A	N/A	1	KRW 1.60 trillion

<sup>\*</sup> According to the Articles of Incorporation of MKIF, MKIF is allowed to pay the performance fee to MKAM.

#### 4.2 Change of registered infrastructure asset managers

Period term ^	Registered asset managers
January 2015 ~ Present	Jason Pak
January 2015 ~ Present	Jiroo Eoh
January 2008 ~ January 2015	Johnno Kim
March 2006 ~ January 2015	Jong Hyuck Park

<sup>^</sup> Change of registered asset managers during the past three years.

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

## 5. Cost summary

#### 5.1 Fees to service providers

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

(Unit: KRW million, %)

		Q3 2015		Q4 2015		
Туре		Amount	Ratio+	Amount	Ratio+	Remarks
MKIF	Management fee	8,992	0.546	8,867	0.530	
	Sales Agent fee	-	-	-	-	
	Custodian fee	83	0.005	84	0.005	
	Administrator fee	52	0.003	53	0.003	
	Total	9,127	0.554	9,024	0.538	
	Other expenses^	457	0.028	1,309	0.078	
	Transactions fee	-	-	-	-	
	securities transaction tax	-	-	-	-	

<sup>+</sup> Ratio refers to fees as a proportion of Net Asset Value

#### 5.2 Total expense ratio

(Unit: annualised, %)

		Collective Investment Vehicle			
Туре		Total Expense Ratio*	Commission Ratio		
MKIF	Q3 2015	2.3103	-		
	Q4 2015	2.4471	-		

<sup>\*</sup> 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

<sup>^</sup> Other expenses include fund audit fee, fund settlement fee and other recurring expenditures other than transactions fee

## 6. Invested asset transactions and debt facility

#### 6.1 Equity transactions

(Unit: annualised, %)

Buy	Sell			Turnover Ratio +				
Shares	1	Amount	Shares		Amount	Q3 2015	Annualis	sed rate
	-	-		-		-	0.00	0.00

<sup>+</sup> 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

#### 6.2 Equity turnover ratio during the past three quarters

(Unit: %)

2Q 2015	3Q 2015	4Q 2015
-	-	-

#### 6.3 Loan sales

(Unit: KRW million)

Name	Туре	Date	Amount
	N/A		

#### 6.4 Loan injections

(Unit: KRW million)

Name	Туре	Date	Amount
Gyungsu Highway Co., Ltd. +	Subordinated loan	29/10/2015	99,633

<sup>+</sup> Gyungsu Highway Co., Ltd. completed refinancing including share capital reduction on 25 November 2015. For the details, refer to MKIF disclosure on 23 October 2015.

#### 6.5 Debt facility status

(Unit: KRW million)

Name		Debt facility amounts			
	Limit of the Facility +	Cumulative to Q3 2015	Movements in Q4 2015	Cumulative to Q4 2015	
Shinhan Bank	60,000	47,845	-21,578	26,267	
National Agricultural Cooperative Federation (NACF)	60,000	47,845	-21,578	26,267	
Woori Bank	40,000	31,896	-14,385	17,511	
Tongyang Life Insurance	40,000	31,896	-14,385	17,511	
Shinhan Life Insurance	30,000	23,922	-10,789	13,133	
LIG Insurance	20,000	15,948	-7,193	8,756	
Total	250,000	199,352	-89,908	109,444	

#### 6.6 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

# 7. Notice

Under 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 <u>macquarie.com/mkif</u>
KOFIA <u>http://dis.kofia.or.kr</u>

# Appendix I. MKIF Board of Directors

### Supervisory directors

Name	Career
Dae Yun Cho	<ul> <li>Practicing law at the law offices of Kim &amp; Chang in Seoul since 1979 (Senior Partner)</li> <li>National Candidate of Korea for the World Trade Organisation (WTO) Panel and for the WTO's Subsidy and Countervailing Duties Committee</li> <li>Arbitrator of the Korean Commercial Arbitration Board</li> <li>Former President of the Korea International Trade Law Association</li> <li>Former consultant for various Korean Ministries, including the Ministry of Strategy and Finance and the Ministry of Knowledge Economy</li> <li>Former President of the International Association of Korean Lawyers</li> </ul>
Kyung Soon Song	<ul> <li>Founding Representative Director of Korea Expert Consulting Group (KECG)</li> <li>Consultant for Korea International Cooperation Agency (KOICA)</li> <li>Former member of International Development Cooperation Committee of the Republic of Korea</li> <li>Former Chairman of International Finance Subcommittee, Financial Sector Development Review Committee of the Korean Government</li> <li>Former senior staff member of World Bank</li> <li>Former Chief Operating Officer of Nomura Project Finance International Limited</li> </ul>
Dae Hee Yoon	<ul> <li>Chair Professor in Economics, Gachon University</li> <li>Attorney-at-law, Senior Advisor of Yulchon</li> <li>Former Minister of the Government Policy Coordination Office</li> <li>Former Senior Secretary of Economic Affairs at Presidential Office</li> <li>Former Deputy Minister for Planning and Management at Ministry of Strategy and Finance</li> <li>Former Head of the Knowledge Sharing Program (KSP) promoted by the Korean government</li> </ul>

#### Corporate director – MKAM

Name	Career
Chul Hum Paik	<ul> <li>Representative Director of MKAM</li> <li>Headed the Financial Products division of Shinhan Macquarie Financial Advisory from 2001 to 2006</li> <li>Joined Shinhan Bank in 1993, with responsibilities for international banking and investment banking division</li> </ul>
Jason Pak	<ul> <li>Chief Operating Officer of MKAM</li> <li>Lead fund manager of MKIF, responsible for overall portfolio/capital management and investor relations</li> <li>Joined Macquarie Group in 2003 and spent 4 years on the equity capital market and M&amp;A advisory side with Macquarie Securities Korea Ltd.</li> <li>Worked over 5 years in the Corporate Finance division of KPMG, in Seoul and London on the M&amp;A advisory side</li> </ul>
Jong Hyuck Park	<ul> <li>Head of Infrastructure transactions and asset management team of Private Concession fund of MKAM</li> <li>Joined Macquarie Group in 2007 with responsibilities for asset transactions</li> <li>Worked over 10 years mainly in Investment Banking Division of Kookmin Bank</li> <li>Worked as a member of advisory panel to PIMAC</li> </ul>
Namwook Choi	<ul> <li>Head of Private Concession and Real Estate team of MKAM</li> <li>Worked over 10 years mainly in Investment Banking Division of Samsung Securities, having various roles in structured finance and IB</li> </ul>

# Appendix II. Summary of Financial Statements

#### **Statements of Financial Position**

As of 31 December 2015, 30 September 2015 and 31 December 2014

(Unit: KRW million)

			(Offic. PCPVV Trimiloff)
	31 December 2015	30 September 2015	31 December 2014
Assets			
Invested assets	1,617,610	1,624,132	1,681,571
Cash & deposits	15,680	31,801	48,864
Loans receivable	1,089,746	1,073,873	1,079,604
Equity securities	512,184	518,458	553,103
Others	439,746	495,341	462,936
Interest receivables	433,604	488,081	455,070
Other receivables	2,430	2,413	2,368
Deferred costs, net	3,712	4,847	5,498
Total assets	2,057,356	2,119,473	2,144,507
Liabilities			
Operational liabilities	359,132	448,996	458,075
Bond	249,688	249,643	249,510
Long-term debt	109,444	199,353	208,565
Others	12,078	11,254	9,914
Payables	1	1	1
Management fee payable	8,867	8,992	8,277
Unearned revenue	1,744	770	-
Other liabilities	1,466	1,491	1,636
Total liabilities	371,210	460,250	467,989
Shareholders' equity			
Share capital	1,670,986	1,670,986	1,670,986
Retained earnings (accumulated deficit)	15,160	(11,763)	5,532
Total shareholders' equity	1,686,146	1,659,223	1,676,518
Total liabilities and shareholders' equity	2,057,356	2,119,473	2,144,507

#### **Statements of Income**

For the Quarter Ended 31 December 2015, 30 September 2015 and the Year Ended 31 December 2015

(Unit: KRW million)

	Quarter Ended	Quarter Ended	Year Ended
	31 Dec. 2015	30 Sep. 2015	31 Dec. 2014
Revenue	41,760	79,414	219,488
1. Interest income	41,742	46,085	178,114
2. Dividend Income	-	32,923	40,923
3. Other income	18	406	451
Expenses	14,837	14,440	65,677
1. Management fees	8,867	8,992	35,353
2. Performance fee	-	-	7,835
3. Custodian fees	84	83	330
4. Administrator fees	53	52	208
5. Interest expense	4,489	4,816	19,370
6. Other expenses	1,344	497	2,581
Net income	26,923	64,974	153,811

#### **Corporate Directory**

## Manager of MKIF

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