

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Spark Infrastructure Holdings No. 1 Limited (ABN 14 116 940 786) ("Holdco1");
Spark Infrastructure Holdings No. 2 Limited (ABN 16 116 940 795) ("Holdco2");
Spark Infrastructure Holdings International Limited (ARBN 117 034 492) ("Holdco3"); and
Spark Infrastructure Trust (ARSN 116 870 725) ("Trust") (represented by its responsible
entity Spark Infrastructure RE Limited (ABN 36 114 940 984) (AFSL 290436) ("RE"))
(together the "Group")

ABN

As above

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Fully paid stapled securities (ASX:SKI) each comprising one ordinary share in Holdco1, one ordinary share in Holdco2, one CHESS Depository Interest ("CDI") representing one ordinary share in Holdco3, one unit of the Trust and one loan note with a principal amount of \$1.25 issued by the RE as responsible entity of the Trust. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 117,494,964 fully paid stapled securities under the Entitlement Offer announced on 22 September 2010, in respect of the Retail Entitlement Offer for which valid Applications had been received by the Final Retail Acceptance Date of 21 October 2010. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Rank equally in all respects with the existing quoted fully paid stapled securities |

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>						
<p>5 Issue price or consideration</p>	<p>\$1.00 per stapled security, which has been fully allocated to the loan notes in accordance with the Group's constituent documents</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The purpose is to partially fund near term growth capital expenditure requirements of CHEDHA and ETSA Utilities, to reduce debt at the Spark Infrastructure level and to pay transaction costs.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>29 October 2010 for final allotment under the Retail Entitlement Offer (not already allotted under the Initial Allotment).</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 1489 997 1534">Number</th> <th data-bbox="997 1489 1300 1534">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1534 997 1579"><u>1,209,239,300</u></td> <td data-bbox="997 1534 1300 1579" rowspan="3">Fully paid stapled securities</td> </tr> <tr> <td data-bbox="694 1579 997 1624">+ <u>117,494,964</u></td> </tr> <tr> <td data-bbox="694 1624 997 1668">= <u>1,326,734,264</u></td> </tr> </tbody> </table>	Number	+Class	<u>1,209,239,300</u>	Fully paid stapled securities	+ <u>117,494,964</u>	= <u>1,326,734,264</u>
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<u>1,209,239,300</u>	Fully paid stapled securities						
+ <u>117,494,964</u>							
= <u>1,326,734,264</u>							

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Nil	Not applicable
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as for existing quoted fully paid stapled securities	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No	
12	Is the issue renounceable or non-renounceable?	Non-renounceable	
13	Ratio in which the +securities will be offered	2 new stapled securities for every 7 existing securities	
14	+Class of +securities to which the offer relates	Ordinary stapled securities	
15	+Record date to determine entitlements	7:00pm (Sydney time) 27 September 2010	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.	
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded down to the nearest whole number.	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	For Retail Entitlement Offer - all countries except for Australia or New Zealand	
19	Closing date for receipt of acceptances or renunciations	21 October 2010 (Final Retail Acceptance Date)	

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20	Names of any underwriters	Deutsche Bank AG, Sydney Branch and UBS AG, Australia Branch
21	Amount of any underwriting fee or commission	Underwriting fees of approximately \$7.5 million including offer management fees paid out of the proceeds from the Entitlement Offer (2.5% of the Entitlement Offer proceeds).
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Not applicable
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No prospectus or Product Disclosure Statement being provided. Investor Information Booklet and Entitlement and Acceptance Form has been sent to Eligible Retail Securityholders on or about 30 September 2010
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

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- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which ⁺quotation is sought

Not applicable

39 Class of ⁺securities for which quotation is sought

Not applicable

40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

Not applicable

	Number	⁺ Class
42 Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 38)	Not applicable	Not applicable

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

 - There is no reason why those +securities should not be granted +quotation.

 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

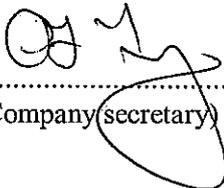
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


.....
(Company secretary)

Date: 29 October 2010

Print name: Alexandra Finley

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+ See chapter 19 for defined terms.

