

CHEUNG KONG INFRASTRUCTURE HOLDINGS LIMITED

EXECUTIVE COMMITTEE – TERMS OF REFERENCE

Formalised by the resolutions of the board (the “Board”) of directors (the “Directors”) of the Company dated as of 26th April, 2005 pursuant to the Code on Corporate Governance Practices effective on 1st January, 2005.

1. Membership

- 1.1 The Executive Committee and its members (“Members”) shall be appointed by the Board.
- 1.2 The Chairman of the Executive Committee shall be appointed by the Board.

2. Secretary

- 2.1 The Company Secretary shall be the secretary of the Executive Committee.
- 2.2 The Executive Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Executive Committee.

3. Meetings

- 3.1 The Executive Committee shall meet as and when it is necessary. Any one Member may request the secretary of the Executive Committee to convene a meeting.
- 3.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 3.3 The quorum of the Executive Committee shall be any two Members.
- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.5 Resolutions of the Executive Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

- 3.7 Minutes shall be kept by the secretary of the Executive Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

4. Attendance at Meetings

- 4.1 The Executive Committee may invite other persons to attend all or part of any meetings as considered appropriate.
- 4.2 Only Members of the Executive Committee are entitled to vote at the meetings.

5. Responsibility, Powers and Discretion

The Executive Committee shall have the following responsibilities, powers and discretion:

- 5.1 to review the financial information of the Company;
- 5.2 to discuss and make decisions on matters relating to the management and operations of the Company including but not limited to financial/treasury planning and to form strategy;
- 5.3 to assess and make recommendations to the Board on acquisitions of or investments in business or projects; and
- 5.4 to review and discuss any other matters, as may from time to time, be delegated by the Board.

6. Reporting Responsibilities

- 6.1 The Executive Committee shall report to the Board after each meeting and obtain prior approval from the Board regarding matters on item 5.3 and other matters as considered appropriate.

7. Authority

- 7.1 The Executive Committee is authorised by the Board to seek any business related information it requires from senior management of the Company in order to perform its duties.
- 7.2 A Director as a Member of the Executive Committee may seek independent professional advice in appropriate circumstances at the Company's expense to discharge his/her duties as a Member of the Executive Committee to the Company.

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

7.3 The Executive Committee shall be provided with sufficient resources to discharge its duties.

8. Publication of the Terms of Reference

8.1 The terms of reference will be posted on the website of the Company. A copy of the terms of reference will be made available to any person without charge upon request.

Remark: "senior management" should refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under Appendix 16 to the Listing Rules.