



## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of the Company will be held at the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 14th December, 2004 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following Resolutions as Ordinary Resolutions:

### **ORDINARY RESOLUTIONS**

- (i) **“THAT** the Blackwater Acquisition (as defined in the circular of the Company dated 26th November, 2004 (the **“Circular”**)) on the terms and subject to the conditions of the Blackwater Acquisition Agreement and the Gas Network Shareholders Agreement (each as defined in the Circular), copies of each of which have been produced to this meeting marked **“A”** and **“B”** respectively and signed by the Chairman of this meeting for the purpose of identification, be approved and that any one executive director of the Company be authorised to execute all such documents and if necessary apply the common seal of the Company thereto and do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable on behalf of the Company for the purpose of implementing, and otherwise in connection with, the Blackwater Acquisition or the implementation, exercise or enforcement of any of the rights, and performance of any of the obligations, under the Blackwater Acquisition Agreement and/or the Gas Network Shareholders Agreement including (i) exercising, or procuring the exercise of, the option to require Transco to sell to Gas Network the Blackwater Shares (as such terms are defined in the Circular) in accordance with the Blackwater Acquisition Agreement (including the service of the Option Exercise Notice (as defined in the Circular)) and doing all such acts and executing all such documents as may be necessary in connection therewith; and (ii) agreeing any modifications, amendments, waivers, variations or extensions of the Blackwater Acquisition Agreement and/or the Gas Network Shareholders Agreement as such director may deem fit.”
- (ii) **“THAT**, subject to the approval by the HEH Independent Shareholders at the HEH EGM (as such terms are defined in the circular of the Company dated 26th November, 2004 (the **“Circular”**)) of the Alpha Disposal Agreement (as defined in the Circular), the Alpha Disposal (as defined in the Circular) on the terms and subject to the conditions of the Alpha Disposal Agreement, a copy of which has been produced to this meeting marked **“C”** and signed by the Chairman of this meeting for the purpose of identification, be approved and that any one executive director of the Company be authorised to execute all such documents and if necessary apply the common seal of the Company thereto and do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable on behalf of the Company for the purpose of implementing, and otherwise in connection with, the Alpha Disposal or the implementation, exercise or enforcement of any of the rights, and performance of any of the obligations, under the Alpha Disposal Agreement including agreeing any modifications, amendments, waivers, variations or extensions of the Alpha Disposal Agreement as such director may deem fit.”

- (iii) “**THAT**, the 9.9% Disposal (as defined in the circular of the Company dated 26th November, 2004 (the “**Circular**”)) on the terms and subject to the conditions of the 9.9% Disposal Agreement (as defined in the Circular), a copy of which has been produced to this meeting marked “D” and signed by the Chairman of this meeting for the purpose of identification, be approved and that any one executive director of the Company be authorised to execute all such documents and if necessary apply the common seal of the Company thereto and do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable on behalf of the Company for the purpose of implementing, and otherwise in connection with, the 9.9% Disposal or the implementation, exercise or enforcement of any of the rights, and performance of any of the obligations, under the 9.9% Disposal Agreement including agreeing any modifications, amendments, waivers, variations or extensions of the 9.9% Disposal Agreement as such director may deem fit.”

By Order of the Board  
**Eirene Yeung**  
*Company Secretary*

Hong Kong, 26th November, 2004

*Notes:*

- (1) A form of proxy for use at the meeting is enclosed with the Company’s circular dated 26th November, 2004.
- (2) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (3) A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting.
- (4) To be valid, the proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at 12th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the meeting (or any adjournment thereof) should they so wish. If a member who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
- (5) If there are joint registered holders of a share in the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (6) The Chairman of the meeting will exercise his power under the Company’s bye-law 66 to put each of the above resolutions to the vote by way of a poll.
- (7) The register of members of the Company will be closed from Thursday, 9th December, 2004 to Tuesday, 14th December, 2004, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4.00 p.m. on Wednesday, 8th December, 2004.

CHEUNG KONG INFRASTRUCTURE HOLDINGS LIMITED

*As at the date hereof, the Executive Directors of the Company are Mr. LI Tzar Kuoi, Victor (Chairman), Mr. KAM Hing Lam (Group Managing Director), Mr. George Colin MAGNUS (Deputy Chairman), Mr. FOK Kin Ning, Canning (Deputy Chairman), Mr. IP Tak Chuen, Edmond (Deputy Chairman), Mr. KWAN Bing Sing, Eric (Deputy Managing Director), Mrs. CHOW WOO Mo Fong, Susan, Mr. Frank John SIXT and Mr. TSO Kai Sum; and the Non-executive Directors are Mr. CHEONG Ying Chew, Henry (Independent Non-executive Director), Mrs. LEE Pui Ling, Angelina, Mr. Barrie COOK, Mrs. KWOK Eva Lee (Independent Non-executive Director) and Mrs. SNG Sow-Mei (PHOON Sui Moy, alias POON Sow Mei) (Independent Non-executive Director).*

Please also refer to the published version of this announcement in The Standard dated 26 November 2004.