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If you have sold or transferred all your shares in **Cheung Kong Infrastructure Holdings Limited**, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CHEUNG KONG INFRASTRUCTURE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1038)

**DISCLOSEABLE AND CONNECTED TRANSACTIONS
DISPOSAL OF EQUITY INTEREST IN
FUSHUN CHANGSHUN HEAT AND ELECTRICITY CO., LTD.,
FUSHUN CHANGSHUN ENERGY CO., LTD. AND
FUSHUN CHANGSHUN POWER CO., LTD.**

**Independent financial adviser to the Independent Board Committee
and the independent Shareholders**



CIMB-GK Securities (HK) Limited

21st May, 2008

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context indicates otherwise:

“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	Board of Directors of the Company
“Changshun Energy Investment 1”	Changshun Energy Investment 1 Company Limited, a company incorporated under the laws of the British Virgin Islands and an indirect wholly-owned subsidiary of the Company
“Changshun Energy Investment 2”	Changshun Energy Investment 2 Company Limited, a company incorporated under the laws of the British Virgin Islands and an indirect wholly-owned subsidiary of the Company
“Changshun Energy Investment 3”	Changshun Energy Investment 3 Company Limited, a company incorporated under the laws of the British Virgin Islands and an indirect wholly-owned subsidiary of the Company
“CIMB-GK”	CIMB-GK Securities (HK) Limited, a licensed corporation under the SFO to conduct types 1 (dealing in securities), 4 (advising on securities) and 6 (advising on corporate finance) regulated activities, and the independent financial adviser to the Independent Board Committee and the independent Shareholders
“Company”	Cheung Kong Infrastructure Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1038)
“connected person”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal”	the proposed disposal of the Equity Interest pursuant to the Equity Interest Transfer Agreements
“Equity Interest”	60% equity interest held by the Vendors in Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power respectively

DEFINITIONS

“Equity Interest Transfer Agreements”	three equity interest transfer agreements all dated 30th April, 2008 entered into between each of Changshun Energy Investment 1, Changshun Energy Investment 2 and Changshun Energy Investment 3 and 撫順熱電廠 (Fushun Cogen Power Plants*)
“Fushun Changshun Energy”	Fushun Changshun Energy Co., Ltd. 撫順長順能源有限公司, a company established under the laws of the PRC
“Fushun Changshun Heat and Electricity”	Fushun Changshun Heat and Electricity Co., Ltd. 撫順長順熱電有限公司, a company established under the laws of the PRC
“Fushun Changshun Power”	Fushun Changshun Power Co., Ltd. 撫順長順電力有限公司, a company established under the laws of the PRC
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Board Committee”	an independent committee of the board of Directors consisting of the Independent Non-executive Directors, namely, Mr. Cheong Ying Chew, Henry, Mrs. Kwok Eva Lee, Mrs. Sng Sow-mei alias Poon Sow Mei, Mr. Colin Stevens Russel and Mr. Lan Hong Tsung, David
“Latest Practicable Date”	14th May, 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the model code for securities transactions by Directors adopted by the Company
“PRC”	The People’s Republic of China
“PRC GAAP”	generally accepted accounting principles in the PRC
“Purchaser”	撫順熱電廠 (Fushun Cogen Power Plants*), a legal enterprise established under the laws of the PRC
“RMB”	Renminbi, the lawful currency of the PRC for the time being

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Shareholder(s)”	shareholder(s) of the Company
“Shares”	ordinary share(s) of HK\$1.00 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendors”	Changshun Energy Investment 1, Changshun Energy Investment 2 and Changshun Energy Investment 3
“%”	per cent

Note: The figures in RMB are converted into HK\$ at the rate of RMB100 : HK\$110 throughout this circular for indication purposes only.

* *Name translated for reference purposes only in this circular.*

LETTER FROM THE BOARD



CHEUNG KONG INFRASTRUCTURE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1038)

Directors

Executive Directors

LI Tzar Kuoi, Victor (*Chairman*)

FOK Kin Ning, Canning

(Deputy Chairman)

CHOW WOO Mo Fong, Susan*

Frank John SIXT

TSO Kai Sum

KAM Hing Lam

(Group Managing Director)

IP Tak Chuen, Edmond

(Deputy Chairman)

Andrew John HUNTER

(Chief Operating Officer)

Registered Office

Clarendon House
Church Street
Hamilton HM11
Bermuda

* also alternate to FOK Kin Ning, Canning and Frank John SIXT

Independent Non-executive Directors

CHEONG Ying Chew, Henry

KWOK Eva Lee

SNG Sow-mei alias POON Sow Mei

Colin Stevens RUSSEL

LAN Hong Tsung, David

Alternate Directors

MAN Ka Keung, Simon

(alternate to IP Tak Chuen, Edmond)

Eirene YEUNG

(alternate to KAM Hing Lam)

Principal Place of Business

12th Floor
Cheung Kong Center
2 Queen's Road Central
Hong Kong

Non-executive Directors

LEE Pui Ling, Angelina

Barrie COOK

George Colin MAGNUS

Company Secretary

LAW Kai Chung, Edmund

21st May, 2008

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTIONS DISPOSAL OF EQUITY INTEREST IN FUSHUN CHANGSHUN HEAT AND ELECTRICITY CO., LTD., FUSHUN CHANGSHUN ENERGY CO., LTD. AND FUSHUN CHANGSHUN POWER CO., LTD.

INTRODUCTION

On 30th April, 2008, the Vendors, being indirect wholly-owned subsidiaries of the Company, entered into three Equity Interest Transfer Agreements with the Purchaser pursuant to which the Vendors agreed to sell and the Purchaser agreed to purchase the Equity Interest at a total consideration of RMB100 million (approximately HK\$110 million).

LETTER FROM THE BOARD

The purpose of this circular is to provide Shareholders with relevant information relating to the Disposal. The recommendation of the Independent Board Committee regarding their view on the Disposal is set out on page 9 of this circular. A copy of the letter from CIMB-GK containing its advice in relation to the terms of the Disposal is set out on pages 10 to 12 of this circular.

THE EQUITY INTEREST TRANSFER AGREEMENTS

Date

30th April, 2008

Parties

- Vendors:
- (i) Changshun Energy Investment 1, an indirect wholly-owned subsidiary of the Company;
 - (ii) Changshun Energy Investment 2, an indirect wholly-owned subsidiary of the Company; and
 - (iii) Changshun Energy Investment 3, an indirect wholly-owned subsidiary of the Company.
- Purchaser: 撫順熱電廠 (Fushun Cogen Power Plants*), a legal enterprise engaging in the generation and sales of steam and electricity, and the provision of related services. The Directors confirm that to the best of their knowledge, information and belief having made all reasonable enquiries, 撫順熱電廠 (Fushun Cogen Power Plants*) and its associate(s) do not hold any Shares in the Company. The Directors also confirm that to the best of their knowledge, information and belief, there was no prior relationship or transactions between the Group and the Purchaser and its ultimate beneficial owners that require aggregation under Rules 14.22 and 14A.25 of the Listing Rules.

Subject matter of the Equity Interest Transfer Agreements

Disposal of 60% equity interest in each of Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power.

Fushun Changshun Heat and Electricity is an indirect non wholly-owned non-consolidated subsidiary of the Company owned as to 60% by Changshun Energy Investment 1 and 40% by the Purchaser. Fushun Changshun Heat and Electricity is engaged in the business of generation and sale of electricity and steam.

Fushun Changshun Energy is an indirect non wholly-owned non-consolidated subsidiary of the Company owned as to 60% by Changshun Energy Investment 2 and 40% by the Purchaser. Fushun Changshun Energy is engaged in the business of generation and sale of electricity and steam.

LETTER FROM THE BOARD

Fushun Changshun Power is an indirect non wholly-owned non-consolidated subsidiary of the Company owned as to 60% by Changshun Energy Investment 3 and 40% by the Purchaser. Fushun Changshun Power is engaged in the business of generation and sale of electricity and steam.

Based on the latest audited financial statements of Fushun Changshun Heat and Electricity prepared under the PRC GAAP, the net loss for the years ended 31st December, 2006 and 31st December, 2007 were approximately RMB18.9 million (approximately HK\$20.8 million) and approximately RMB8.5 million (approximately HK\$9.3 million) respectively. As at 31st December, 2007, the audited net asset value of Fushun Changshun Heat and Electricity was approximately RMB187.9 million (approximately HK\$206.7 million).

Based on the latest audited financial statements of Fushun Changshun Energy prepared under the PRC GAAP, the net loss for the year ended 31st December, 2006 was approximately RMB13.8 million (approximately HK\$15.1 million) and the net profit before tax and the net profit after tax for the year ended 31st December, 2007 were approximately RMB84.0 million (approximately HK\$92.4 million) and approximately RMB72.1 million (approximately HK\$79.3 million) respectively. As at 31st December, 2007, the audited net asset value of Fushun Changshun Energy was approximately RMB240.4 million (approximately HK\$264.4 million).

Based on the latest audited financial statements of Fushun Changshun Power prepared under the PRC GAAP, the net loss for the years ended 31st December, 2006 and 31st December, 2007 were approximately RMB26.5 million (approximately HK\$29.2 million) and approximately RMB9.8 million (approximately HK\$10.7 million) respectively. As at 31st December, 2007, the audited net asset value of Fushun Changshun Power was approximately RMB176.6 million (approximately HK\$194.2 million).

Consideration

The total consideration for the Disposal is RMB100 million (approximately HK\$110 million). Such consideration was determined after arm's length negotiations between the parties on normal commercial terms.

Completion date

The target completion date for the Disposal is 1st June, 2008. If the Purchaser remits the total consideration in Hong Kong dollars to the bank accounts designated by the Vendors on a date earlier than 1st June, 2008, then completion shall be brought forward to the date on which the remittance is received by the Vendors. The actual completion date is subject to variation by agreement in writing between the parties.

Upon completion, the Group will cease to hold any equity interest in each of Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power and accordingly these companies will cease to be subsidiaries of the Company.

LETTER FROM THE BOARD

INFORMATION ON THE GROUP

The principal activities of the Group are development, investment and operation of infrastructure businesses in Hong Kong, the Mainland, Australia, Canada, Philippines and the United Kingdom.

REASONS AND BENEFIT FOR THE DISPOSAL

In view of the total consideration offered by the Purchaser, the Board considers that the Disposal is a good opportunity for the Group to realize its investment in Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power and that the terms of the Disposal and the Equity Interest Transfer Agreements, which were negotiated on arm's length basis, are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

The carrying value of the Company's investment in Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power is nil as at the Latest Practicable Date. The expected gain to be derived from the Disposal before expenses will amount to approximately HK\$110 million.

The net proceeds from the Disposal will be held by the Group as working capital.

The Directors consider the terms of the Equity Interest Transfer Agreements are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole, and the Disposal is entered into by the Company in the ordinary and usual course of its business.

EFFECT OF THE DISPOSAL ON THE EARNINGS, ASSETS AND LIABILITIES OF THE GROUP

Save for the cash to be received from the Disposal, which is minimal as compared with the Group's total assets and liabilities, the Directors are of the view that the Disposal will not have any significant financial impacts on the earnings, assets and liabilities of the Group.

LISTING RULES IMPLICATIONS

According to the articles of association of Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power, all important matters specified in their respective articles of association must be approved by their respective boards of directors with unanimous consent. Since the Company has no power to govern the financial and operating policies of Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power, the financial statements of Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power have never been included in the consolidated financial statements of the Company. The Company's investment in Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power is classified as interests in infrastructure project investments in the consolidated financial statements of the Company. Based on the calculation reckoned on

LETTER FROM THE BOARD

the basis of 60% of the aggregate assets, profits and revenue of each of Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power, the Disposal constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules.

As the Purchaser is a substantial shareholder of Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power, all of which are indirect non wholly-owned non-consolidated subsidiaries of the Company, the Purchaser is a connected person of the Company and the Disposal therefore also constitutes a connected transaction for the Company under the Listing Rules. Since the total consideration for the Disposal is more than HK\$10,000,000 and the applicable ratios exceed 2.5%, the Disposal is subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As no Shareholder of the Company is required to abstain from voting if the Company were to convene a general meeting for approving the Disposal, and as the Company has obtained from Hutchison Infrastructure Holdings Limited, which currently holds approximately 84.58% of the issued share capital of the Company, their written approval of the Disposal, the Company has applied to the Stock Exchange for and been granted a waiver such that approval of the Disposal can be dealt with by way of a written independent Shareholders' approval in lieu of holding a general meeting pursuant to Rule 14A.43 of the Listing Rules.

INDEPENDENT ADVICE

The Independent Board Committee has been formed to advise the independent Shareholders, and CIMB-GK has been retained as an independent financial adviser to advise the Independent Board Committee and the independent Shareholders in relation to the Disposal.

GENERAL

Your attention is drawn to the information as set out in the following sections of this circular:

- (i) Letter from the Independent Board Committee set out on page 9;
- (ii) Letter from CIMB-GK set out on pages 10 to 12; and
- (iii) General information set out in the Appendix.

Yours faithfully,
By Order of the Board
CHEUNG KONG INFRASTRUCTURE HOLDINGS LIMITED
LI TZAR KUOI, VICTOR
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



CHEUNG KONG INFRASTRUCTURE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1038)

21st May, 2008

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTIONS
DISPOSAL OF EQUITY INTEREST IN
FUSHUN CHANGSHUN HEAT AND ELECTRICITY CO., LTD.,
FUSHUN CHANGSHUN ENERGY CO., LTD. AND
FUSHUN CHANGSHUN POWER CO., LTD.**

We refer to the circular of the Company to the Shareholders dated 21st May 2008 (the “**Circular**”), of which this letter forms part. Terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

The Independent Board Committee has been established to give an opinion to the independent Shareholders in respect of the terms of the Equity Interest Transfer Agreements and the transactions contemplated thereunder. CIMB-GK has been appointed as the independent financial adviser to advise us and the independent Shareholders in connection with the terms of the Equity Interest Transfer Agreements and the transactions contemplated thereunder. Details of its advice, together with the principal factors and reasons taken into consideration in arriving at such advice, are set out in its letter on pages 10 to 12 of the Circular.

Your attention is drawn to the “Letter from the Board” set out on pages 4 to 8 of the Circular and the additional information set out in the Appendix to the Circular.

Having taken into account the terms of the Equity Interest Transfer Agreements and the transactions contemplated thereunder and the advice of CIMB-GK, we consider that the terms of the Equity Interest Transfer Agreements and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we would recommend the independent Shareholders to vote in favour of the resolution approving the Disposal if a general meeting of the Company were to be convened.

Yours faithfully,

For and on behalf of
Independent Board Committee
Cheong Ying Chew, Henry
Kwok Eva Lee
Sng Sow-mei alias Poon Sow Mei
Colin Stevens Russel
Lan Hong Tsung, David
Independent Non-executive Directors

LETTER FROM CIMB-GK



CIMB-GK Securities (HK) Limited

25/F., Central Tower
28 Queen's Road Central
Hong Kong

21st May, 2008

*To the Independent Board Committee and the independent Shareholders of
Cheung Kong Infrastructure Holdings Limited*

Dear Sirs,

DISCLOSEABLE AND CONNECTED TRANSACTIONS

We refer to our engagement as the independent financial adviser to advise the Independent Board Committee and the independent Shareholders in respect of the Equity Interest Transfer Agreements and the transactions contemplated thereunder, details of which are set out in the letter from the Board as contained in the circular of the Company to the Shareholders dated 21st May, 2008 (the "Circular"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

In formulating our recommendation, we have relied on the information and facts contained or referred to in the Circular. We have also assumed that the information and representations contained or referred to in the Circular were true and accurate in all material respects at the time they were made and continue to be so at the date of the dispatch of the Circular. We consider that we have reviewed sufficient information and documents to satisfy ourselves that we have a reasonable basis to assess the fairness and reasonableness of the terms of the Equity Interest Transfer Agreements in order to reach an informed view, to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our recommendation.

We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors. We have also been advised by the Directors and believe that no material facts have been omitted from the Circular. We have not, however, conducted an independent verification of the information nor have we conducted any form of in-depth investigation into the businesses and affairs or the prospects of the Company or any of its subsidiaries or associates.

As no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approving the Disposal, and as the Company has obtained from Hutchison Infrastructure Holdings Limited, which currently holds approximately 84.58% of the issued share capital of the Company, their written approval of the Disposal, the Company has applied to the Stock Exchange for and been granted a waiver such that approval of the Disposal can be dealt with by way of a written independent Shareholders' approval in lieu of holding a general meeting pursuant to Rule 14A.43 of the Listing Rules.

LETTER FROM CIMB-GK

PRINCIPAL FACTORS CONSIDERED

In arriving at our opinion on the Equity Interest Transfer Agreements, we have considered the following principal factors and reasons:

Background and reasons

The Group is principally engaged in development, investment and operation of infrastructure businesses in Hong Kong, the Mainland, Australia, Canada, Philippines and the United Kingdom. The Equity Interest Transfer Agreements relate to the Group's disposal of the Equity Interest, which was held by the Group since 1997. Fushun Changshun Heat and Electricity, Fushun Changshun Energy and Fushun Changshun Power (together the "Fushun Companies") are principally engaged in the business of generation and sale of electricity and steam. Set out below are the financial highlights of the Fushun Companies for the two financial years ended 31st December, 2007:

Profit/(loss) after taxation <i>(Note 1)</i>	For the year ended	
	2006	2007
	<i>(RMB'million)</i>	<i>(RMB'million)</i>
Fushun Changshun Heat and Electricity	(18.9)	(8.5)
Fushun Changshun Energy	(13.8)	72.1
Fushun Changshun Power	(26.5)	(9.8)
Total:	(59.2)	53.8

Notes:

1. The financial figures were approximate figures based on the latest audited financial statements of the Fushun Companies which were prepared in accordance with the PRC GAAP.
2. Included a gain of an exceptional nature.

We noted that the Fushun Companies continued to make operating losses in recent years. Given the recurrent loss, full provision for impairment loss had been made by the Company for the Equity Interest in the year ended 31st December, 2005 as the then expected returns to be generated from the Fushun Companies was significantly lower than the then respective carrying values of the Equity Interest. We have been advised by the Company that the main reason for the losses incurred by the Fushun Companies in recent years was attributable to the relatively fixed electricity price and this, coupled with the increase in coal costs, had led to an operating loss in each of the Fushun Companies. The Company advised that the net profits recorded by Fushun Changshun Energy in FY2007 was attributable to an exceptional gain, and if excluding such exceptional gain, Fushun Changshun Energy would have also incurred a net loss in FY2007.

Based on the track record of the Fushun Companies and the prevailing market conditions in the PRC particularly relating to the electricity price control and the sustaining coal price, the Board believes that the performance of the Fushun Companies will continue to be subject to these unfavourable market conditions in the near future.

LETTER FROM CIMB-GK

Having taken into account the above factors, we concur with the views of the Directors and consider that the Disposal represents an opportunity for the Group to realize its investment in the Fushun Companies such that the Group can direct the sale proceeds and the management resources to other infrastructure projects of the Group, and hence is in the interest of the Company and the Shareholders as a whole.

The consideration

The consideration (the “Consideration”) for the Equity Interest is RMB100 million. We noted that the Fushun Companies made continued operating losses in recent years. The recurrent losses render the price-earnings multiple analysis inappropriate. Furthermore, due to the making of the full provisions for the Equity Interest in the year ended 31st December, 2005, the carrying value of the Equity Interest to the Company is nil since then.

Having taken into account the above factors, particularly the fact that i) the continued operating losses made by the Fushun Companies in recent years; and ii) the full provision made by the Company on the Equity Interest since 31st December, 2005 indicating minimal future cash flows expected to be generated from the Fushun Companies, we concur with the views of the Directors and consider that the Consideration, which has been determined based on arm’s length negotiations between the parties, is on normal commercial terms and is fair and reasonable so far as the Company and the independent Shareholders are concerned.

POSSIBLE FINANCIAL EFFECT

As stated in the Letter from the Board, the carrying value of the Company’s investment in the Fushun Companies was nil as at the Latest Practicable Date. Accordingly, the expected gain to be derived from the Disposal will be equivalent to the Consideration of approximately HK\$110 million (equivalent to RMB100 million), which will be utilised by the Group as working capital. Furthermore, given that such sales proceeds is immaterial as compared with the Group’s total equity of approximately HK\$39,457 million as at 31st December, 2007, we concur with the views of the Directors that the Disposal will not have material impacts on the financial position of the Group.

RECOMMENDATION

Having considered the principal factors and reasons referred to above, we consider that the Equity Interest Transfer Agreements and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole and the terms thereof are fair and reasonable so far as the Company and the independent Shareholders are concerned. If the Company were to convene a general meeting for approving the Disposal, we would advise the Independent Board Committee to recommend the independent Shareholders to vote in favour of the resolution to be proposed at such general meeting to approve the Equity Interest Transfer Agreements.

Yours faithfully,
For and on behalf of
CIMB-GK Securities (HK) Limited
Alex Lau **Flavia Hung**
Director *Director*
Head of Corporate Finance

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this circular misleading.

2. DISCLOSURE OF INTERESTS

(1) Directors' interests and short positions in shares, underlying shares and debentures

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long Positions in Shares

Name of Company	Name of Director	Capacity	Number of Ordinary Shares				Total	Approximate % of Shareholding
			Personal Interests	Family Interests	Corporate Interests	Other Interests		
Company	Li Tzar Kuoi, Victor	Beneficiary of trusts	-	-	-	1,912,109,945 (Note 1)	1,912,109,945	84.82%
	Kam Hing Lam	Beneficial owner	100,000	-	-	-	100,000	0.004%
Hutchison Whampoa Limited	Li Tzar Kuoi, Victor	Interest of controlled corporations & beneficiary of trusts	-	-	1,086,770 (Note 3)	2,141,698,773 (Note 2)	2,142,785,543	50.26%
	Kam Hing Lam	Beneficial owner	60,000	-	-	-	60,000	0.001%
	Fok Kin Ning, Canning	Interest of controlled corporation	-	-	4,310,875 (Note 5)	-	4,310,875	0.10%
	Chow Woo Mo Fong, Susan	Beneficial owner	150,000	-	-	-	150,000	0.003%
	Frank John Sixt	Beneficial owner	50,000	-	-	-	50,000	0.001%
	Lan Hong Tsung, David	Beneficial owner	20,000	-	-	-	20,000	0.0004%
	Lee Pui Ling, Angelina	Beneficial owner	38,500	-	-	-	38,500	0.0009%
	George Colin Magnus	Beneficial owner, interest of child or spouse & founder & beneficiary of a discretionary trust	40,000	9,900	-	950,100 (Note 6)	1,000,000	0.02%
	Man Ka Keung, Simon	Beneficial owner & interest of child or spouse	2,770 (Note 7)	2,770 (Note 7)	-	-	2,770	0.00006%

(i) Long Positions in Shares (Cont'd)

Name of Company	Name of Director	Capacity	Number of Ordinary Shares				Total	Approximate % of Shareholding
			Personal Interests	Family Interests	Corporate Interests	Other Interests		
Hongkong Electric Holdings Limited	Li Tzar Kuoi, Victor	Interest of child or spouse & beneficiary of trusts	-	151,000	-	829,599,612 (Note 4)	829,750,612	38.87%
	Lee Pui Ling, Angelina	Beneficial owner	8,800	-	-	-	8,800	0.0004%
Hutchison Harbour Ring Limited	Li Tzar Kuoi, Victor	Beneficiary of trusts	-	-	-	6,399,728,952 (Note 8)	6,399,728,952	71.51%
	Fok Kin Ning, Canning	Interest of controlled corporation	-	-	5,000,000 (Note 5)	-	5,000,000	0.05%
Hutchison Telecommunications (Australia) Limited	Fok Kin Ning, Canning	Beneficial owner & interest of controlled corporation	4,100,000	-	1,000,000 (Note 5)	-	5,100,000	0.68%
	Frank John Sixt	Beneficial owner	1,000,000	-	-	-	1,000,000	0.13%
Hutchison Telecommunications International Limited	Li Tzar Kuoi, Victor	Interest of controlled corporations & beneficiary of trusts	-	-	2,519,250 (Note 3)	2,889,651,625 (Note 9)	2,892,170,875	60.42%
	Fok Kin Ning, Canning	Interest of controlled corporation	-	-	1,202,380 (Note 5)	-	1,202,380	0.025%
	Chow Woo Mo Fong, Susan	Beneficial owner	250,000	-	-	-	250,000	0.005%
	George Colin Magnus	Beneficial owner & interest of child or spouse	13,201	132	-	-	13,333	0.0003%

(ii) Long Positions in Underlying Shares

Name of Company	Name of Director	Capacity	Number of Underlying Shares				Total
			Personal Interests	Family Interests	Corporate Interests	Other Interests	
Company	Li Tzar Kuoi, Victor	Beneficiary of trusts	-	-	-	2 (Note 10)	2
Hutchison Whampoa Limited	Li Tzar Kuoi, Victor	Beneficiary of trusts	-	-	-	8,150,001 (Note 11)	8,150,001
Hutchison Telecommunications International Limited	Frank John Sixt	Beneficial owner	255,000 (Note 12)	-	-	-	255,000
Partner Communications Company Ltd.	Fok Kin Ning, Canning	Interest of controlled corporation	-	-	225,000 (Note 13)	-	225,000
	George Colin Magnus	Beneficial owner	25,000 (Note 14)	-	-	-	25,000

(iii) Short Positions in Underlying Shares

Name of Company	Name of Director	Capacity	Number of Underlying Shares				Total
			Personal Interests	Family Interests	Corporate Interests	Other Interests	
Hutchison Whampoa Limited	Li Tzar Kuoi, Victor	Beneficiary of trusts	–	–	–	8,150,001 (Note 11)	8,150,001

(iv) Long Positions in Debentures

Name of Company	Name of Director	Capacity	Amount of Debentures				Total
			Personal Interests	Family Interests	Corporate Interests	Other Interests	
Hutchison Whampoa International (01/11) Limited	Li Tzar Kuoi, Victor	Interest of controlled corporation	–	–	US\$12,000,000 7% Notes due 2011 (Note 3)	–	US\$12,000,000 7% Notes due 2011
Hutchison Whampoa International (03/13) Limited	Li Tzar Kuoi, Victor	Interest of controlled corporation	–	–	US\$21,000,000 6.5% Notes due 2013 (Note 3)	–	US\$21,000,000 6.5% Notes due 2013
	Fok Kin Ning, Canning	Interest of controlled corporation	–	–	US\$2,500,000 6.5% Notes due 2013 (Note 5)	–	US\$2,500,000 6.5% Notes due 2013
	Man Ka Keung, Simon	Beneficial owner & interest of child or spouse	US\$100,000 6.5% Notes due 2013 (Note 7)	US\$100,000 6.5% Notes due 2013 (Note 7)	–	–	US\$100,000 6.5% Notes due 2013
Hutchison Whampoa International (03/33) Limited	Li Tzar Kuoi, Victor	Interest of controlled corporation	–	–	US\$8,000,000 6.25% Notes due 2014 (Note 3)	–	US\$8,000,000 6.25% Notes due 2014
		Interest of controlled corporation	–	–	US\$15,000,000 7.45% Notes due 2033 (Note 3)	–	US\$15,000,000 7.45% Notes due 2033
	Fok Kin Ning, Canning	Interest of controlled corporation	–	–	US\$2,500,000 5.45% Notes due 2010 (Note 5)	–	US\$2,500,000 5.45% Notes due 2010
		Interest of controlled corporation	–	–	US\$2,500,000 6.25% Notes due 2014 (Note 5)	–	US\$2,500,000 6.25% Notes due 2014
		Interest of controlled corporation	–	–	US\$2,000,000 7.45% Notes due 2033 (Note 5)	–	US\$2,000,000 7.45% Notes due 2033
	Man Ka Keung, Simon	Beneficial owner & interest of child or spouse	US\$200,000 6.25% Notes due 2014 (Note 7)	US\$200,000 6.25% Notes due 2014 (Note 7)	–	–	US\$200,000 6.25% Notes due 2014

Notes:

1. The 1,912,109,945 shares in the Company comprise 1,906,681,945 shares held by a subsidiary of Hutchison Whampoa Limited (“HWL”) and 5,428,000 shares held by Li Ka-Shing Unity Trustee Company Limited (“TUT1”) as trustee of The Li Ka-Shing Unity Trust (“UT1”).

The discretionary beneficiaries of each of The Li Ka-Shing Unity Discretionary Trust (“DT1”) and another discretionary trust (“DT2”) are, inter alia, Mr. Li Tzar Kuoi, Victor, his wife and children, and Mr. Li Tzar Kai, Richard. Each of Li Ka-Shing Unity Trustee Corporation Limited (“TDT1”, which is the trustee of DT1) and Li Ka-Shing Unity Trustcorp Limited (“TDT2”, which is the trustee of DT2) holds units in UT1 but is not entitled to any interest or share in any particular property comprising the trust assets of the said unit trust. TUT1 as trustee of UT1 and its related companies in which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings (“TUT1 related companies”) hold more than one-third of the issued share capital of Cheung Kong (Holdings) Limited (“CKH”). Certain subsidiaries of CKH in turn together hold more than one-third of the issued share capital of HWL.

The entire issued share capital of TUT1 and of the trustees of DT1 and DT2 are owned by Li Ka-Shing Unity Holdings Limited (“Unity Holdco”). Each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital of Unity Holdco. TUT1 is only interested in the shares of CKH by reason only of its obligation and power to hold interests in those shares in its ordinary course of business as trustee and, when performing its functions as trustee, exercises its power to hold interests in the shares of CKH independently without any reference to Unity Holdco or any of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard as a holder of the shares of Unity Holdco as aforesaid.

By virtue of the above and as a discretionary beneficiary of each of DT1 and DT2 and as a director of CKH, Mr. Li Tzar Kuoi, Victor is taken to have a duty of disclosure in relation to the shares of CKH held by TUT1 as trustee of UT1 and TUT1 related companies, the shares of HWL held by the subsidiaries of CKH and the shares of the Company held by each of the subsidiary of HWL and TUT1 as trustee of UT1 under the SFO as a Director of the Company. Although Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital of Unity Holdco and is a discretionary beneficiary of each of DT1 and DT2, he is not a director of CKH and has no duty of disclosure in relation to the shares of CKH held by TUT1 as trustee of UT1 and TUT1 related companies under the SFO.

2. The 2,141,698,773 shares in HWL comprise:
 - (a) 2,130,202,773 shares held by certain subsidiaries of CKH. By virtue of the interests in shares of CKH in relation to which Mr. Li Tzar Kuoi, Victor has a duty of disclosure under the SFO in the issued share capital of CKH as described in Note 1 above and as a Director of the Company, Mr. Li Tzar Kuoi, Victor is taken to have a duty of disclosure in relation to the said shares of HWL under the SFO; and
 - (b) 11,496,000 shares held by Li Ka-Shing Castle Trustee Company Limited (“TUT3”) as trustee of The Li Ka-Shing Castle Trust (“UT3”). The discretionary beneficiaries of each of the two discretionary trusts (“DT3” and “DT4”) are, inter alia, Mr. Li Tzar Kuoi, Victor, his wife and children, and Mr. Li Tzar Kai, Richard. Each of the trustees of DT3 and DT4 holds units in UT3 but is not entitled to any interest or share in any particular property comprising the trust assets of the said unit trust.

Notes: (Cont'd)

The entire issued share capital of TUT3 and the trustees of DT3 and DT4 are owned by Li Ka-Shing Castle Holdings Limited (“Castle Holdco”). Each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital of Castle Holdco. TUT3 is only interested in the shares of HWL by reason only of its obligation and power to hold interests in those shares in its ordinary course of business as trustee and, when performing its functions as trustee, exercises its power to hold interests in the shares of HWL independently without any reference to Castle Holdco or any of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard as a holder of the shares of Castle Holdco as aforesaid.

By virtue of the above and as a discretionary beneficiary of each of DT3 and DT4 and as a director of HWL, Mr. Li Tzar Kuoi, Victor is taken to have a duty of disclosure in relation to the said shares of HWL held by TUT3 as trustee of UT3 under the SFO as a Director of the Company. Although Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital of Castle Holdco and is a discretionary beneficiary of each of DT3 and DT4, he is not a Director of the Company and has no duty of disclosure in relation to the shares of HWL held by TUT3 as trustee of UT3 under the SFO.

3. Such interests are held by certain companies of which Mr. Li Tzar Kuoi, Victor is interested in the entire issued share capital.
4. By virtue of being a Director of the Company and his deemed interest in those shares of the Company as described in Note 1 above, Mr. Li Tzar Kuoi, Victor is taken to have a duty of disclosure in relation to those shares of Hongkong Electric Holdings Limited held through the Company under the SFO.
5. These interests are held by a company which is equally owned by Mr. Fok Kin Ning, Canning and his wife.
6. Such interests are indirectly held by a trust of which Mr. George Colin Magnus is the settlor and a discretionary beneficiary.
7. Such interests are jointly held by Mr. Man Ka Keung, Simon and his wife.
8. Such shares of Hutchison Harbour Ring Limited (“HHR”) are held by certain wholly-owned subsidiaries of HWL.

By virtue of the interests in the shares of HWL in relation to which Mr. Li Tzar Kuoi, Victor has a duty of disclosure under the SFO in the issued share capital of HWL as described in Note 2 above and as a Director of the Company, Mr. Li Tzar Kuoi, Victor is taken to have a duty of disclosure in relation to the said shares of HHR under the SFO.

9. Such shares of Hutchison Telecommunications International Limited (“HTIL”) comprise:
 - (a) 2,889,498,345 ordinary shares of which 52,092,587 ordinary shares and 2,837,405,758 ordinary shares are held by certain wholly-owned subsidiaries of CKH and HWL respectively. By virtue of the interests in the shares of CKH and HWL in relation to which Mr. Li Tzar Kuoi, Victor has a duty of disclosure under the SFO in the issued share capital of CKH and HWL as described in Notes 1 and 2 above and as a Director of the Company, Mr. Li Tzar Kuoi, Victor is taken to have a duty of disclosure in relation to the said shares of HTIL under the SFO; and

Notes: (Cont'd)

- (b) 153,280 ordinary shares held by TUT3 as trustee of UT3. Mr. Li Tzar Kuoi, Victor, as a Director of the Company, by virtue of being a discretionary beneficiary of each of DT3 and DT4 and his deemed interests in TUT3 as trustee of UT3 as described in Note 2(b) above, is taken to have a duty of disclosure in relation to the said shares of HTIL under the SFO.

- 10. Such underlying shares of the Company are held by an indirect wholly-owned subsidiary of CKH by virtue of the HK\$300,000,000 capital guaranteed notes due 2009.

By virtue of the interests in the shares of CKH taken to have by Mr. Li Tzar Kuoi, Victor under the SFO as described in Note 1 above and as a Director of the Company, Mr. Li Tzar Kuoi, Victor is taken to have a duty of disclosure in relation to the said interest in the underlying shares of the Company under the SFO.

- 11. Such underlying shares of HWL are held by an indirect wholly-owned subsidiary of CKH by virtue of the HK Dollar equity-linked notes due 2008 issued under HK\$10,000,000,000 retail note issuance programme.

By virtue of the interests in the shares of CKH taken to have by Mr. Li Tzar Kuoi, Victor under the SFO as described in Note 1 above and as a Director of the Company, Mr. Li Tzar Kuoi, Victor is taken to have a duty of disclosure in relation to the said interest and short position in the underlying shares of HWL under the SFO.

- 12. Such underlying shares are derived from the 17,000 American Depositary Shares (each representing 15 ordinary shares) in HTIL beneficially owned by Mr. Frank John Sixt.

- 13. Such underlying shares are derived from the 225,000 American Depositary Shares (each representing one ordinary share) in Partner Communications Company Ltd. ("Partner Communications") held by a company which is equally owned by Mr. Fok Kin Ning, Canning and his wife.

- 14. Such underlying shares are derived from the 25,000 American Depositary Shares (each representing one ordinary share) in Partner Communications beneficially owned by Mr. George Colin Magnus.

Mr. Li Tzar Kuoi, Victor, by virtue of being a Director of the Company and his interests in the share capital of the Company as a discretionary beneficiary of certain discretionary trusts as described in Note 1 above, is deemed to be interested in those securities of subsidiaries and associated companies of the Company held through the Company and in those securities of the subsidiaries of HWL held through HWL under the SFO.

Save as disclosed above, none of the Directors or chief executives of the Company had, as at the Latest Practicable Date, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(2) Interests and short positions of Shareholders

So far as is known to any Director or chief executive of the Company, as at the Latest Practicable Date, Shareholders (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long Positions of Substantial Shareholders in the Shares and Underlying Shares of the Company

Name	Capacity	Number of Ordinary Shares	Number of Underlying Shares	Total	Approximate % of Shareholding
Hutchison Infrastructure Holdings Limited	Beneficial owner	1,906,681,945 (Note i)	–	1,906,681,945	84.58%
Hutchison International Limited	Interest of controlled corporation	1,906,681,945 (Note ii)	–	1,906,681,945	84.58%
Hutchison Whampoa Limited	Interest of controlled corporations	1,906,681,945 (Note ii)	–	1,906,681,945	84.58%
Cheung Kong (Holdings) Limited	Interest of controlled corporations	1,906,681,945 (Note iii)	2 (Note vi)	1,906,681,947	84.58%
Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust	Trustee	1,912,109,945 (Note iv)	2 (Note vi)	1,912,109,947	84.82%
Li Ka-Shing Unity Trustee Corporation Limited as trustee of The Li Ka-Shing Unity Discretionary Trust	Trustee & beneficiary of a trust	1,912,109,945 (Note v)	2 (Note vi)	1,912,109,947	84.82%
Li Ka-Shing Unity Trustcorp Limited as trustee of another discretionary trust	Trustee & beneficiary of a trust	1,912,109,945 (Note v)	2 (Note vi)	1,912,109,947	84.82%
Li Ka-shing	Founder of discretionary trusts	1,912,109,945 (Note v)	2 (Note vi)	1,912,109,947	84.82%

Notes:

- i. 1,906,681,945 shares of the Company are held by Hutchison Infrastructure Holdings Limited, a subsidiary of HWL. Its interests are duplicated in the interests of HWL in the Company described in Note ii below.
- ii. HWL is deemed to be interested in the 1,906,681,945 shares of the Company referred to in Note i above as it holds more than one-third of the issued share capital of Hutchison International Limited, which holds more than one-third of the issued share capital of Hutchison Infrastructure Holdings Limited.
- iii. CKH is deemed to be interested in the 1,906,681,945 shares of the Company referred to in Note ii above as certain subsidiaries of CKH hold more than one-third of the issued share capital of HWL.
- iv. TUT1 as trustee of UT1 is deemed to be interested in those shares of the Company described in Note iii above as TUT1 as trustee of UT1 and TUT1 related companies hold more than one-third of the issued share capital of CKH and TUT1 as trustee of UT1 holds 5,428,000 shares of the Company.
- v. By virtue of the SFO, each of Mr. Li Ka-shing, being the settlor and may being regarded as a founder of each DT1 and DT2 for the purpose of the SFO, TDT1 as trustee of DT1 and TDT2 as trustee of DT2 is deemed to be interested in the same block of shares TUT1 as trustee of UT1 is deemed to be interested in as referred to in Note iv above as all issued and outstanding units in UT1 are held by TDT1 as trustee of DT1 and by TDT2 as trustee of DT2. More than one-third of the issued share capital of TUT1 and of the trustees of the said discretionary trusts are owned by Unity Holdco. Mr. Li Ka-shing owns one-third of the issued share capital of Unity Holdco.
- vi. Such underlying shares of the Company are held by an indirect wholly-owned subsidiary of CKH by virtue of the HK\$300,000,000 capital guarantee notes due 2009.

By virtue of the SFO, each of Mr. Li Ka-shing, TDT1, TDT2 and TUT1 is deemed to be interested in the same block of interest in the said underlying shares of the Company held by CKH as described in Note v above.

APPENDIX**GENERAL INFORMATION**

So far as is known to any Director or chief executive of the Company, as at the Latest Practicable Date, the following shareholders were interested in 10% or more of the equity interests of the following subsidiaries of the Company:

Name of Subsidiary	Name of Shareholder	No. and Class of Shares Held	% of Shareholding	
			Directly	Indirectly
China Cement Company (International) Limited	Bell Investment Limited	300,000 ordinary	30%	–
Guangdong GITIC Green Island Cement Co. Limited (廣信青洲水泥有限公司)	Bell Investment Limited	N/A	–	28.5%
Fushun Changshun Energy Co., Ltd.	撫順熱電廠 (Fushun Cogen Power Plants*)	N/A	40%	–
Fushun Changshun Heat and Electricity Co., Ltd.	撫順熱電廠 (Fushun Cogen Power Plants*)	N/A	40%	–
Fushun Changshun Power Co., Ltd.	撫順熱電廠 (Fushun Cogen Power Plants*)	N/A	40%	–
Tangshan Tangle Road Co., Ltd.	唐山市交通開發總公司 (Tangshan City Transportation Development Company*)	N/A	49%	–
Zhumadian Gangma Road Development Co., Ltd.	駐馬店市公路工程開發公司 (Zhumadian City Highway Construction Development Company*)	N/A	34%	–
Zhumadian Gangyi Road Development Co., Ltd.	駐馬店市公路工程開發公司 (Zhumadian City Highway Construction Development Company*)	N/A	34%	–

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group, or any options in respect of such capital.

3. COMPETING BUSINESS

As at the Latest Practicable Date, the interests of Directors or their respective associates (as that term is defined in the Listing Rules) in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group (the “Competing Business”) as required to be disclosed pursuant to the Listing Rules were as follows:

(a) Core Business Activities of the Group

- (1) Development, investment and operation of energy infrastructure;
- (2) Development, investment and operation of transportation infrastructure;
- (3) Development, investment and operation of water infrastructure;
- (4) Development, investment and operation and commercialisation of infrastructure related business;
- (5) Investment holding and project management;
- (6) Securities investment; and
- (7) Information technology, e-commerce and new technology.

(b) Interests in Competing Business

Name of Director	Name of Company	Nature of Interest	Competing Business (Note)
Li Tzar Kuoi, Victor	Cheung Kong (Holdings) Limited	Managing Director and Deputy Chairman	(5), (6) & (7)
	Hutchison Whampoa Limited	Deputy Chairman	(1), (5), (6) & (7)
	Hongkong Electric Holdings Limited	Executive Director	(1), (5), (6) & (7)
	CK Life Sciences Int'l., (Holdings) Inc.	Chairman	(6) & (7)
Kam Hing Lam	Cheung Kong (Holdings) Limited	Deputy Managing Director	(5), (6) & (7)
	Hutchison Whampoa Limited	Executive Director	(1), (5), (6) & (7)
	Hongkong Electric Holdings Limited	Executive Director	(1), (5), (6) & (7)
	CK Life Sciences Int'l., (Holdings) Inc.	President and Chief Executive Officer	(6) & (7)
	Spark Infrastructure Group	Non-executive Director	(1) & (5)
Ip Tak Chuen, Edmond	Cheung Kong (Holdings) Limited	Deputy Managing Director	(5), (6) & (7)
	CK Life Sciences Int'l., (Holdings) Inc.	Senior Vice President and Chief Investment Officer	(6) & (7)
	TOM Group Limited	Non-executive Director	(5), (6) & (7)
	CATIC International Holdings Limited	Non-executive Director	(5) & (6)
	Excel Technology International Holdings Limited	Non-executive Director	(5), (6) & (7)
	Shougang Concord International Enterprises Company Limited	Non-executive Director	(1), (5) & (6)
	The Ming An (Holdings) Company Limited	Non-executive Director	(5) & (6)
	ARA Asset Management Limited	Non-executive Director	(5) & (6)
Fok Kin Ning, Canning	Cheung Kong (Holdings) Limited	Non-executive Director	(5), (6) & (7)
	Hutchison Whampoa Limited	Group Managing Director	(1), (5), (6) & (7)
	Hongkong Electric Holdings Limited	Chairman	(1), (5), (6) & (7)
	Hutchison Harbour Ring Limited	Chairman	(7)
	Hutchison Telecommunications International Limited	Chairman	(7)
Andrew John Hunter	Hongkong Electric Holdings Limited	Executive Director	(1), (5), (6) & (7)
	Spark Infrastructure Group	Non-executive Director	(1) & (5)
Chow Woo Mo Fong, Susan	Hutchison Whampoa Limited	Deputy Group Managing Director	(1), (5), (6) & (7)
	Hongkong Electric Holdings Limited	Executive Director and Alternate Director	(1), (5), (6) & (7)
	TOM Group Limited	Non-executive Director	(5), (6) & (7)
	Hutchison Harbour Ring Limited	Executive Director	(7)
	Hutchison Telecommunications International Limited	Non-executive Director and Alternate Director	(7)

(b) Interests in Competing Business (Cont'd)

Name of Director	Name of Company	Nature of Interest	Competing Business (Note)
Frank John Sixt	Cheung Kong (Holdings) Limited	Non-executive Director	(5), (6) & (7)
	Hutchison Whampoa Limited	Group Finance Director	(1), (5), (6) & (7)
	Hongkong Electric Holdings Limited	Executive Director	(1), (5), (6) & (7)
	Hutchison Telecommunications International Limited	Non-executive Director	(7)
	TOM Group Limited	Chairman	(5), (6) & (7)
Tso Kai Sum	Hongkong Electric Holdings Limited	Group Managing Director	(1), (5), (6) & (7)
Lee Pui Ling, Angelina	TOM Group Limited	Non-executive Director	(5), (6) & (7)
George Colin Magnus	Cheung Kong (Holdings) Limited	Non-executive Director	(5), (6) & (7)
	Hutchison Whampoa Limited	Non-executive Director	(1), (5), (6) & (7)
	Hongkong Electric Holdings Limited	Non-executive Director	(1), (5), (6) & (7)

Note: Such businesses may be made through subsidiaries, associated companies or by way of other forms of investments.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors was interested in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

4. DIRECTORS' INTERESTS IN CONTRACTS

- (a) As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group which will not expire or is not determinable by the Group within one year without payment of compensation (other than statutory compensation).
- (b) As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been, since 31st December, 2007, the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by, or leased to, any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.
- (c) As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the date of this circular and which was significant in relation to the business of the Group.

5. LITIGATION

So far as the Directors are aware, as at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was pending or threatened against the Company or any of its subsidiaries.

6. MATERIAL CHANGE

The Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31st December, 2007, the date to which the latest published audited financial statements of the Company were made up.

7. EXPERT

- (a) The following is the qualification of the expert who has given opinion or advice which is contained in this circular:

Name	Qualification
CIMB-GK Securities (HK) Limited	A licensed corporation under the SFO to conduct types 1 (dealing in securities), 4 (advising on securities) and 6 (advising on corporate finance) regulated activities.

- (b) As at the Latest Practicable Date, CIMB-GK did not have any shareholding in any Shares or any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any shares in any member of the Group.
- (c) As at the Latest Practicable Date, CIMB-GK did not have any direct or indirect interest in any assets which have been since 31st December, 2007, the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by, or leased to, or which were proposed to be acquired or disposed of by, or leased to, the Company or any member of the Group.
- (d) CIMB-GK has given and has not withdrawn its written consent to the issue of this circular with inclusion of its letter dated 21st May, 2008 and the references to its name included herein in the form and context in which they respectively appear.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at 12th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong on weekdays other than public holidays up to and including 4th June, 2008:

- (a) memorandum of association and bye-laws of the Company;
- (b) the Equity Interest Transfer Agreements;
- (c) the letter from CIMB-GK, the text of which as set out on pages 10 to 12 of this circular; and
- (d) the written consent from CIMB-GK referred to in paragraph 7(d) of this Appendix.

9. MISCELLANEOUS

- (a) The company secretary of the Company is Mr. Law Kai Chung, Edmund. He is a solicitor of the High Court of the Hong Kong Special Administrative Region and of the Supreme Court of England and Wales. He is a member of The Law Society of Hong Kong and he holds a Bachelor's degree with Honours in Laws.
- (b) The qualified accountant of the Company is Mr. Chan Loi Shun, Dominic. He is a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.
- (c) The registered office of the Company is at Clarendon House, Church Street, Hamilton HM11, Bermuda and the principal place of business of the Company is at 12th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.
- (d) The principal share registrars and transfer office of the Company is Butterfield Fund Services (Bermuda) Limited, Rosebank Centre, 11 Bermudiana Road, Pembroke HM08, Bermuda. The branch share registrars and transfer office of the Company is Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (e) The English text of this circular shall prevail over the Chinese text, in case of any inconsistency.

This circular ("Circular") (in both English and Chinese versions) has been posted on the Company's website at www.cki.com.hk.

Shareholders may at any time choose to change your choice of the language of the Company's corporate communication (including but not limited to annual report, interim report, notice of meeting, circular and proxy form) by notice in writing to the Company's Branch Share Registrars, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Shareholders who have chosen to receive printed copy of the corporate communication in either English or Chinese version will receive both English and Chinese versions of this Circular since both languages are bound together into one booklet.