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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt about this circular, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Cheung Kong Infrastructure Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or 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)**

**Directors*****Executive Directors***

LI Tzar Kuoi, Victor  
*(Chairman)*

KAM Hing Lam  
*(Group Managing Director)*

George Colin MAGNUS  
*(Deputy Chairman)*

KWAN Bing Sing, Eric  
*(Deputy Managing Director)*

IP Tak Chuen, Edmond  
*(Deputy Chairman)*

FOK Kin Ning, Canning  
*(Deputy Chairman)*

**Registered Office**

Clarendon House  
Church Street  
Hamilton HM11  
Bermuda

***Independent Non-executive Directors***

CHEONG Ying Chew, Henry  
KWOK Eva Lee  
SNG Sow-Mei (PHOON Sui Moy,  
alias POON Sow Mei)  
Colin Stevens RUSSEL  
LAN Hong Tsung, David

***Executive Directors***

CHOW WOO Mo Fong, Susan  
Frank John SIXT  
TSO Kai Sum

**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

**Company Secretary**

Eirene YEUNG

14th April, 2005

Dear Shareholder(s),

**PROPOSED ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING,  
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
AND NOTICE OF ANNUAL GENERAL MEETING**

**1. Introduction**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Company's forthcoming annual general meeting ("AGM") to be held on

12th May, 2005 at 2:45 p.m. These include (i) the ordinary resolutions proposing election of Directors who are due to retire at the AGM, and (ii) the ordinary resolutions granting the Board of Directors (“Board”) general mandates to issue and repurchase shares of the Company.

## **2. Proposed Election of Directors**

In accordance with the Company’s Bye-laws, Mrs. Kwok Eva Lee, Mrs. Sng Sow-Mei (Phoon Sui Moy, alias Poon Sow Mei), Mr. Colin Stevens Russel and Mr. Lan Hong Tsung, David who were appointed as Independent Non-executive Directors of the Company during the year, will hold office until the 2005 AGM of the Company and being eligible, have offered themselves for re-election at the AGM.

In accordance with Bye-law 87(1) of the Company’s Bye-laws, Mr. Li Tzar Kuoi, Victor, Mr. Kam Hing Lam, Mr. George Colin Magnus, Mr. Ip Tak Chuen, Edmond, Mr. Frank John Sixt and Mrs. Lee Pui Ling, Angelina will retire by rotation at the 2005 AGM and, being eligible, have offered themselves for re-election.

Details of the above Directors who are required to be disclosed by the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (“Listing Rules”) are set out in **Appendix I** to this circular.

Each of Mrs. Kwok Eva Lee, Mrs. Sng Sow-Mei (Phoon Sui Moy, alias Poon Sow Mei), Mr. Colin Stevens Russel and Mr. Lan Hong Tsung, David, all being Independent Non-executive Directors of the Company eligible for re-election at the 2005 AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mrs. Kwok, Mrs. Sng, Mr. Russel and Mr. Lan meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Any shareholder who wishes to nominate a person to stand for election as a Director of the Company at the AGM must lodge with the Company’s principal place of business at 12th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong within the period from Friday, 15th April, 2005 to Thursday, 21st April, 2005, both days inclusive, (i) his written nomination of the candidate, (ii) written confirmation from such nominated candidate of his willingness to be elected as Director and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

## **3. Proposed General Mandate to Issue New Shares**

A general mandate is proposed to be unconditionally given to the Board to issue and dispose of additional shares not exceeding 20% of the issued share capital of the Company at the date of the resolution until the next annual general meeting. The relevant resolution is set out as Ordinary Resolution No. 5(1) in the Notice of AGM dated 14th April, 2005 (“Ordinary Resolution No. (1)”).

Concerning Ordinary Resolution No. (1), the Directors wish to state that approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.

#### **4. Proposed General Mandate to Repurchase Shares of the Company**

At the last annual general meeting of the Company held on 13th May, 2004, a general mandate was given to the Board to exercise the power of the Company to repurchase shares of HK\$1.00 each of the Company (“Share(s)”). Such mandate will lapse at the conclusion of the forthcoming AGM. It is therefore proposed to seek your approval of the Ordinary Resolution No. 5(2) as set out in the Notice of AGM (“Ordinary Resolution No. (2)”) to give a fresh general mandate to the Board to exercise the power of the Company to repurchase Share(s).

An explanatory statement, as required by the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, to provide requisite information to you for your consideration of the proposal to authorise the Board to exercise the power of the Company to repurchase Share(s) up to a maximum of 10% of the issued share capital of the Company at the date of Ordinary Resolution No. (2) (“Repurchase Proposal”) is set out in **Appendix II** to this circular.

#### **5. Annual General Meeting**

A notice convening the AGM of the Company to be held at the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 12th May, 2005 at 2:45 p.m. is set out in **Appendix III** to this circular.

Your right to demand a poll on the resolutions proposed at the AGM is set out in **Appendix IV** to this circular. The Chairman of the AGM will exercise his power under Bye-law 66 of the Company’s Bye-laws to put each of the resolutions proposed at the AGM to the vote by way of a poll.

Proxy form for use at the AGM is enclosed. The proxy form can also be downloaded from the Company’s website at <http://www.cki.com.hk>. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the enclosed proxy form in accordance with the respective instructions printed thereon to the Company’s principal place of business at 12th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof or, in the case of a poll taken subsequently to the date of the AGM or adjourned meeting, not less than 24 hours before the time appointed for taking the poll. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

#### **6. Recommendation**

The Directors consider that the ordinary resolutions as set out in the Notice of AGM are all in the best interests of the Company and its shareholders. Accordingly, the Directors recommend you to vote in favour of such resolutions at the AGM.

Yours faithfully,

**LI TZAR KUOI, VICTOR**  
Chairman

The following are the particulars of the ten Directors (as required by the Listing Rules) proposed to be elected at the AGM to be held on 12th May, 2005.

- LI Tzar Kuoi, Victor**, aged 40, Chairman. Mr. Victor Li has been the Chairman of the Company since its incorporation in May 1996. He is a member of the Remuneration Committee of the Company. He is also the Chairman of CK Life Sciences Int'l., (Holdings) Inc., the Managing Director and Deputy Chairman of Cheung Kong (Holdings) Limited, Deputy Chairman of Hutchison Whampoa Limited, an Executive Director of Hongkong Electric Holdings Limited, the Co-Chairman of Husky Energy Inc. and a Director of The Hongkong and Shanghai Banking Corporation Limited. Mr. Victor Li previously held directorship as an Independent Non-executive Director of Hopewell Holdings Limited (*resigned on 17th October, 2002*). He holds a Bachelor of Science degree in Civil Engineering and a Master of Science degree in Structural Engineering. Mr. Victor Li is son of Mr. Li Ka-shing, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), and nephew of Mr. Kam Hing Lam, the Group Managing Director of the Company. Mr. Victor Li acts as a director of the substantial shareholders of the Company within the meaning of Part XV of the SFO, namely Cheung Kong (Holdings) Limited, Hutchison Whampoa Limited and Hutchison International Limited. He also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr. Victor Li does not have any relationship with any Directors, senior management or substantial shareholders of the Company. Mr. Victor Li has other interest of (i) 1,912,109,945 shares of the Company; and (ii) 31,659,390 underlying shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mr. Victor Li and the Company. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.
- KAM Hing Lam**, aged 58, Group Managing Director. Mr. Kam has been the Group Managing Director of the Company since its incorporation in May 1996. He is also the Deputy Managing Director of Cheung Kong (Holdings) Limited, the President and Chief Executive Officer of CK Life Sciences Int'l., (Holdings) Inc., and an Executive Director of Hutchison Whampoa Limited and Hongkong Electric Holdings Limited. He holds a Bachelor of Science degree in Engineering and a Master's degree in Business Administration. Mr. Kam is uncle of Mr. Li Tzar Kuoi, Victor, the Chairman of the Company and son of Mr. Li Ka-shing, a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mr. Kam acts as a director of the substantial shareholders of the Company within the meaning of Part XV of the SFO, namely Cheung Kong (Holdings) Limited, Hutchison Whampoa Limited and Hutchison International Limited. He also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr. Kam does not have any relationship with any Directors, senior management or substantial shareholders of the Company. Mr. Kam has a personal interest of 100,000 shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mr. Kam and the Company. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

3. **George Colin MAGNUS**, aged 69, Executive Director and Deputy Chairman. Mr. Magnus has been an Executive Director and Deputy Chairman of the Company since its incorporation in May 1996. He is also an Executive Director and Deputy Chairman of Cheung Kong (Holdings) Limited, an Executive Director of Hutchison Whampoa Limited and a Director of Hutchison International Limited, all being substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Magnus is also the Chairman of Hongkong Electric Holdings Limited. He holds a Master's degree in Economics. He also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr. Magnus does not have any relationship with any Directors, senior management or substantial shareholders of the Company. Mr. Magnus does not have interests in shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mr. Magnus and the Company. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.
  
4. **IP Tak Chuen, Edmond**, aged 52, Executive Director and Deputy Chairman. Mr. Ip has been an Executive Director of the Company since its incorporation in May 1996 and Deputy Chairman of the Company since February 2003. He is also an Executive Director of Cheung Kong (Holdings) Limited which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. In addition, Mr. Ip is the Senior Vice President and Chief Investment Officer of CK Life Sciences Int'l., (Holdings) Inc., and a Non-executive Director of TOM Group Limited, CATIC International Holdings Limited, Excel Technology International Holdings Limited, Hanny Holdings Limited, Shougang Concord International Enterprises Company Limited. Mr. Ip previously held directorships as Non-executive Director of the following listed companies in Hong Kong: ehealthcareasia Limited (renamed as "Wanji Pharmaceutical Holdings Limited") (*resigned on 30th November, 2001*), Paul Y. – ITC Construction Holdings Limited (*resigned on 7th December, 2001*), Town Health International Holdings Company Limited (*resigned on 5th August, 2002*) and Trasy Gold Ex Limited (*resigned on 28th May, 2003*). He holds a Bachelor of Arts degree in Economics and a Master of Science degree in Business Administration. He also holds directorships in certain companies controlled by the substantial shareholder of the Company. Save as disclosed above, Mr. Ip does not have any relationship with any Directors, senior management or substantial shareholders of the Company. Mr. Ip does not have interests in shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mr. Ip and the Company. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

5. **Frank John SIXT**, aged 53, Executive Director. Mr. Sixt has been an Executive Director of the Company since its incorporation in May 1996. He is a Director of Cheung Kong (Holdings) Limited and the Group Finance Director of Hutchison Whampoa Limited, both being substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Sixt is also the Chairman of TOM Group Limited and TOM Online Inc., and an Executive Director of Hutchison Global Communications Holdings Limited and Hongkong Electric Holdings Limited. He is also a Director of Hutchison Telecommunications International Limited, Hutchison Telecommunications (Australia) Limited, Partner Communications Company Ltd. and Husky Energy Inc. Mr. Sixt holds a Master's degree in Arts and a Bachelor's degree in Civil Law, and is a member of the Bar and of the Law Society of the Provinces of Quebec and Ontario, Canada. Mr. Sixt also acts as a director of each of the following substantial shareholders of the Company within the meaning of Part XV of the SFO: (i) Hutchison Infrastructure Holdings Limited, (ii) Hutchison International Limited, (iii) Li Ka-Shing Unity Trustee Company Limited, (iv) Li Ka-Shing Unity Trustee Corporation Limited, and (v) Li Ka-Shing Unity Trustcorp Limited. He also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr. Sixt does not have any relationship with any Directors, senior management or substantial shareholders of the Company. Mr. Sixt does not have interests in shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mr. Sixt and the Company. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.
6. **LEE Pui Ling, Angelina**, aged 56, Non-executive Director. Mrs. Lee acted as an Independent Non-executive Director of the Company from May 1996 to September 2004 and has been a Non-executive Director of the Company since September 2004. She is a practising solicitor, has a Bachelor of Laws degree and is a Fellow of the Institute of Chartered Accountants in England and Wales. She is active in public service and currently serves on a number of statutory, advisory and appeal committees. She is also an Independent Non-executive Director of Great Eagle Holdings Limited, Henderson Land Development Company Limited and a Non-executive Director (*re-designated from Independent Non-executive Director effective on 4th August, 2004*) of TOM Group Limited, all being listed companies in Hong Kong. She does not have any relationship with any Directors, senior management or substantial shareholders of the Company. She does not have interests in shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mrs. Lee and the Company. Mrs. Lee will receive a Director's fee of HK\$70,000 per annum (subject to review by the Board of Directors of the Company from time to time).

7. **KWOK Eva Lee**, aged 62, Independent Non-executive Director and a member of the Audit Committee of the Company. Mrs. Kwok has been an Independent Non-executive Director of the Company since September 2004. She is also an Independent Non-executive Director of CK Life Sciences Int'l., (Holdings) Inc. She currently serves as Chair and Chief Executive Officer of Amara International Investment Corporation. Mrs. Kwok also acts as an Independent Director for Husky Energy Inc., Bank of Montreal and Shoppers Drug Mart Corporation. Mrs. Kwok currently sits on the Audit Committee and Conduct Review Committee of the Bank of Montreal, the Compensation Committee and Corporate Governance Committee of Husky Energy Inc. and the Audit Committee of CK Life Sciences Int'l., (Holdings) Inc. She is also a member of the Conference Board of Canada's Advisory Board for the National Awards in Governance. In addition, she previously sat on the Independent Committee of Directors and Human Resources Committee of Telesystems International Wireless (TIW) Inc. (*from 2002 through 2003*), the Independent Committee of Directors and the Corporate Governance Committee of Fletcher Challenge Canada Ltd. (*from 1995 through 1999*), the Audit and Corporate Governance Committees of Clarica Life Insurance Company (*from 1993 through 1999*) and the Corporate Governance Committee of Air Canada (*from 1998 through 2003*). She does not have any relationship with any Directors, senior management or substantial shareholders of the Company. She does not have interests in shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mrs. Kwok and the Company. Mrs. Kwok will receive a Director's fee of HK\$70,000 per annum and a further fee of HK\$70,000 per annum for being a member of the Audit Committee of the Company (subject to review by the Board of Directors of the Company from time to time).
8. **SNG Sow-Mei (PHOON Sui Moy, alias POON Sow Mei)**, aged 63, Independent Non-executive Director and a member of the Audit Committee of the Company. Mrs. Sng has been an Independent Non-executive Director of the Company since September 2004. She has been an Independent Director of ARA Asset Management (Singapore) Limited since 23rd June, 2003, and an Independent Director of ARA Trust Management (Suntec) Limited since 28th October, 2004. She is currently the Senior Consultant (International Business) of Singapore Technologies Electronics Ltd. for business development in the areas of defence, industrial & commercial systems projects including intelligent building and property management systems. Singapore Technologies Electronics Ltd. is a member of the Singapore Technologies Pte Ltd. group in which Mrs. Sng was the Director, Special Projects (North East Asia) in 2000 and Consultant in 2001. Mrs. Sng is concurrently the Advisor of InfoWave Pte Ltd., a company which specialises in design, development and supply of mobile platform and wireless, communications technologies. Prior to the appointments with Singapore Technologies Pte Ltd. and Singapore Technologies Electronics Ltd., Mrs. Sng was the Managing Director of CapitaLand Hong Kong Ltd. (*resigned on 31st December, 1999*) for investment in Hong Kong and the region including Japan and Taiwan. CapitaLand Limited, listed on SGX-ST, is the property arm of the Singapore Technologies Pte Ltd. She holds a Bachelor of Arts from the Nanyang University in Singapore and has wide experience in various fields of industrial, investment, business development, strategic and financial management, especially in property investment and management. Mrs. Sng was conferred the title of PPA(P) – Pingat Pentadbiran Awam (Perak), the Singapore Public Administration Medal (Silver) by the former President of Singapore Mr. Ong Teng Cheong in 1996, for her contribution to the country. She does not have any relationship with any Directors, senior management or substantial shareholders of the Company. She does not have interests in shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mrs. Sng and the Company. Mrs. Sng will receive a Director's fee of HK\$70,000 per annum and a further fee of HK\$70,000 per annum for being a member of the Audit Committee of the Company (subject to review by the Board of Directors of the Company from time to time).

9. **Colin Stevens RUSSEL**, aged 64, Independent Non-executive Director and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Russel has been an Independent Non-executive Director of the Company since January 2005. He is also an Independent Non-executive Director of CK Life Sciences Int'l., (Holdings) Inc. He is the founder and Managing Director of Emerging Markets Advisory Services Ltd., a company which provides advisory services to organisations on business strategy and planning, market development, competitive positioning and risk management. He was the Canadian Ambassador to Venezuela (*from 2001 through 2002*), Consul General for Canada in Hong Kong (*from 1997 through 2001*), Director for China of the Department of Foreign Affairs, Ottawa (*from 1994 through 1997*), Director for East Asia Trade in Ottawa (*from 1993 through 1994*), Senior Trade Commissioner for Canada in Hong Kong (*from 1990 through 1993*), Director for Japan Trade in Ottawa (*from 1988 through 1990*), and was in the Trade Commissioner Service for Canada in Spain, Hong Kong, Morocco, the Philippines, London and India (*from 1972 through 1988*). He was Project Manager for RCA Ltd in Liberia, Nigeria, Mexico and India and electronic equipment development engineer in Canada with RCA Ltd and in Britain with Associated Electrical Industries (*from 1962 through 1971*). Mr. Russel is a Professional Engineer and Qualified Commercial Mediator. He received his Master's degree in Business Administration and a degree in electronics engineering from McGill University, Canada. He does not have any relationship with any Directors, senior management or substantial shareholders of the Company. He does not have interests in shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mr. Russel and the Company. Mr. Russel will receive a Director's fee of HK\$70,000 per annum and a further fee of HK\$70,000 and HK\$20,000 per annum for being a member of the Audit Committee and the Remuneration Committee of the Company respectively (subject to review by the Board of Directors of the Company from time to time).
10. **LAN Hong Tsung, David**, aged 64, Independent Non-executive Director and a member of the Audit Committee of the Company. Mr. Lan has been an Independent Non-executive Director of the Company since February 2005. He is the Chairman of David H T Lan Consultants Ltd., a company which provides consultancy services to organisations on business/investment strategy and planning, market development, competitive positioning and risk management. He is also a Director of Nanyang Commercial Bank Ltd., Cheung Fung Technology (Holdings) Limited, Sichuan Jinfeng Paper Co., Ltd. and a Senior Advisor of Mitsui & Co. (H.K.) Ltd. Mr. Lan was the Secretary for Home Affairs of the Hong Kong Special Administrative Region Government since September 1997 and until he retired in July 2000. He had served in many Government departments for 39 years. He was posted to Japan in October 1991 as the Principal Hong Kong Economic and Trade Representative in Tokyo. He was awarded the Gold Bauhinia Star Medal (GBS) on 1st July, 2000. In January 2003, he was appointed National Committee Member of the Chinese People's Political Consultative Conference, the People's Republic of China. Mr. Lan is a Chartered Secretary and a fellow member of The Hong Kong Institute of Company Secretaries and The Institute of Chartered Secretaries & Administrators. He received his Bachelor of Arts degree in Economics and Law from the University of London and completed the Advanced Management Program (AMP) of the Harvard Business School, Boston. He does not have any relationship with any Directors, senior management or substantial shareholders of the Company. He does not have interests in shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mr. Lan and the Company. Mr. Lan will receive a Director's fee of HK\$70,000 per annum and a further fee of HK\$70,000 per annum for being a member of the Audit Committee of the Company (subject to review by the Board of Directors of the Company from time to time).



This explanatory statement contains all the information required pursuant to rule 10.06 (1)(b) of the Listing Rules.

### **1. Share Capital**

As at 6th April, 2005 (the latest practicable date prior to the printing of this circular) (“Latest Practicable Date”), the issued share capital of the Company comprised 2,254,209,945 Shares of HK\$1.00 each.

Subject to the passing of Ordinary Resolution No. (1) and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 225,420,994 Shares, representing 10% of the issued share capital of the Company.

### **2. Reasons for Repurchase**

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders.

Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a purchase will benefit the Company and its shareholders.

### **3. Funding of Repurchase**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-Laws and the applicable laws of Bermuda. Such purchases may only be effected out of the capital paid up on the purchased Shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided out of funds of the Company otherwise available for dividend or distribution or out of the Company’s share premium account.

In the event that the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Annual Report 2004. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. Share Prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

		<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
April	2004	20.80	17.55
May	2004	19.25	15.70
June	2004	20.00	17.65
July	2004	19.15	18.05
August	2004	19.45	17.80
September	2004	20.70	18.95
October	2004	21.45	18.90
November	2004	23.60	20.90
December	2004	22.90	21.60
January	2005	23.50	20.15
February	2005	24.50	22.00
March	2005	23.95	22.25
1st April – 6th April	2005	22.45	21.90

#### 5. Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to Ordinary Resolution No. (2) and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Repurchase Proposal if such is approved by the shareholders.

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the shareholders.

#### 6. Rule 8.08 of the Listing Rules

As at the Latest Practicable Date, each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor, Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust, Li Ka-Shing Unity Trustee Corporation Limited as trustee of The Li Ka-Shing Unity Discretionary Trust, Li Ka-Shing Unity Trustcorp Limited as trustee of another discretionary trust, Cheung Kong (Holdings) Limited, Hutchison Whampoa Limited, Hutchison International Limited and Hutchison Infrastructure Holdings Limited, are deemed to be interested in the same block of 1,906,681,945 Shares, representing approximately 84.6% of the issued share capital of the Company. Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust additionally owns 5,428,000 Shares, representing approximately 0.2% of the issued share capital of the Company.

As announced by the Company on 8th January, 1997 and 17th February, 1997, the Stock Exchange has granted a waiver from strict compliance with Rule 8.08 of the Listing Rules to the Company on 9th January, 1997 subject to approximately not less than 15.2% of the issued share capital of the Company being held in public hands.

In the event that the Directors exercise the power to repurchase Shares which is proposed to be granted pursuant to Ordinary Resolution No. (2) and (if the present shareholdings otherwise remained the same), the attributable shareholding of each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor, Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust, Li Ka-Shing Unity Trustee Corporation Limited as trustee of The Li Ka-Shing Unity Discretionary Trust, Li Ka-Shing Unity Trustcorp Limited as trustee of another discretionary trust, Cheung Kong (Holdings) Limited, Hutchison Whampoa Limited, Hutchison International Limited and Hutchison Infrastructure Holdings Limited in the Company would be increased to a percentage which would result in the number of Shares in public hands to be below 15.2% of the issued share capital of the Company. The Company may not exercise the power to repurchase if it would constitute a breach of the condition upon which the waiver from strict compliance with Rule 8.08 of the Listing Rules was granted by the Stock Exchange. The Directors have no present intention to exercise the Repurchase Proposal.

#### **7. Takeover Code**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Hong Kong Code on Takeovers and Mergers ("Takeover Code"). As a result, a shareholder or group of shareholders acting in concert may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeover Code. The Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchase made under the Repurchase Proposal.

#### **8. Share Purchase made by the Company**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

**CHEUNG KONG INFRASTRUCTURE HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1038)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders 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 Thursday, 12th May, 2005 at 2:45 p.m. for the following purposes:

1. To receive the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st December, 2004.
2. To declare a final dividend.
3. To elect Directors.
4. To appoint Auditors and authorise the Directors to fix their remuneration.
5. As a special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

**ORDINARY RESOLUTIONS**

- (1) **“THAT** a general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares not exceeding twenty per cent. of the existing issued share capital of the Company at the date of the Resolution until the next Annual General Meeting (“Relevant Period”), such mandate to include the granting of offers or options (including bonds and debentures convertible into shares of the Company) which might be exercisable or convertible during or after the Relevant Period.”
- (2) **“THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$1.00 each in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution, and the said approval shall be limited accordingly; and

- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
- (3) “**THAT** the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 5(1) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 5(2) set out in the notice convening this meeting, provided that such amount shall not exceed ten per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of the said Resolution.”

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

Hong Kong, 14th April, 2005

*Notes:*

- a. At the Annual General Meeting, 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.
- b. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. Any such member who is a holder of two or more shares may appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- c. The Register of Members will be closed from Thursday, 5th May, 2005 to Thursday, 12th May, 2005, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all share certificates with completed transfer forms either overleaf or separately, must be lodged with the Company’s Branch Registrars, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:00 p.m. on Wednesday, 4th May, 2005.
- d. Concerning item No. 3 above, Mr. Li Tzar Kuoi, Victor, Mr. Kam Hing Lam, Mr. George Colin Magnus, Mr. Ip Tak Chuen, Edmond, Mr. Frank John Sixt, Mrs. Lee Pui Ling, Angelina, Mrs. Kwok Eva Lee, Mrs. Sng Sow-Mei (Phoon Sui Moy, alias Poon Sow Mei), Mr. Colin Stevens Russel and Mr. Lan Hong Tsung, David will retire and, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix I to this circular (the “Circular”). Details of submitting the proposal by a shareholder for nomination of a person for election as a Director of the Company at the Annual General Meeting are set out under the section headed “Proposed Election of Directors” in the Circular.
- e. Concerning Ordinary Resolution No. 5(1) above, the Directors wish to state that approval is being sought from the members as a general mandate for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
- f. Concerning Ordinary Resolution No. 5(2) above, the Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchase of shares of the Company. The Explanatory Statement containing the information necessary to enable the members to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to Circular.

**The Company's Bye-laws 66 and 67 set out the procedure by which shareholders may demand a poll:**

A resolution put to the vote of a general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

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

*Shareholders may at any time choose to change your choice of language of the Company's corporate communication to be despatched in the future ("Corporate Communication") by notice in writing to the Company's Branch Share Registrars, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. Corporate Communication includes any document to be given or issued by or on behalf of the Company for your information or action, including but not limited to, annual report, summary financial report (where applicable), interim report, notice of meeting and circular.*

*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.*