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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.

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).

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 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. A circular containing, among other things, (i) further details of the Disposal; (ii) a letter from the Independent Board Committee to the independent Shareholders; and (iii) a letter from the independent financial adviser to the Independent Board Committee and the independent Shareholders will be despatched to the Shareholders as soon as practicable.

THE EQUITY INTEREST TRANSFER AGREEMENTS

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). The principal terms of the Equity Interest Transfer Agreements are set out below:-

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.

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 RMB100,000,000 (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.

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 date of the announcement. 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 (excluding the Independent Non-executive Directors, whose views are subject to the advice from the independent financial adviser) 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.

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 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 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.

An Independent Board Committee comprising all the Independent Non-executive Directors will be formed to advise the independent Shareholders, and an independent financial adviser will be retained to advise the Independent Board Committee and the independent Shareholders in relation to the Disposal.

A circular containing, among other things, (i) further details of the Disposal; (ii) a letter from the Independent Board Committee to the independent Shareholders; and (iii) a letter from the independent financial adviser to the Independent Board Committee and the independent Shareholders will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires.

"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

"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
"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
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Purchaser"	撫順熱電廠 (Fushun Cogen Power Plants*), a legal enterprise established under the laws of the PRC

"PRC"	The People's Republic of China
"PRC GAAP"	generally accepted accounting principles in the PRC
"RMB"	Renminbi, the lawful currency of the PRC for the time being
"Shares"	ordinary share(s) of HK\$1.00 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) 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 announcement for indication purposes only.

** Name translated for reference purpose only in this announcement.*

By Order of the Board
CHEUNG KONG INFRASTRUCTURE HOLDINGS LIMITED
Law Kai Chung, Edmund
Company Secretary

Hong Kong, 30th April, 2008

As at the date hereof, the Executive Directors of the Company are Mr. LI Tzar Kuoi, Victor (Chairman), Mr. KAM Hing Lam (Group Managing Director), Mr. IP Tak Chuen, Edmond (Deputy Chairman), Mr. FOK Kin Ning, Canning (Deputy Chairman), Mr. Andrew John HUNTER, Mrs. CHOW WOO Mo Fong, Susan (also Alternate Director to Mr. FOK Kin Ning, Canning and Mr. Frank John SIXT), Mr. Frank John SIXT and Mr. TSO Kai Sum; the Non-executive Directors are Mr. CHEONG Ying Chew, Henry (Independent Non-executive Director), Mrs. KWOK Eva Lee (Independent Non-executive Director), Mrs. SNG Sow-mei alias POON Sow Mei (Independent Non-executive Director), Mr. Colin Stevens RUSSEL (Independent Non-executive Director), Mr. LAN Hong Tsung, David (Independent Non-executive Director), Mrs. LEE Pui Ling, Angelina, Mr. Barrie COOK and Mr. George Colin MAGNUS; and the Alternate Directors are Mr. MAN Ka Keung, Simon (Alternate Director to Mr. IP Tak Chuen, Edmond) and Ms. Eirene YEUNG (Alternate Director to Mr. KAM Hing Lam).