

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



Cheung Kong Infrastructure Holdings Limited

長江基建集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1038)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Cheung Kong Infrastructure Holdings Limited (the “**Company**”) will be held at the Grand Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on **Tuesday, 24 November 2015** at 11:30 a.m. (or in the event that a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Wednesday, 25 November 2015) for the purpose of considering and, if thought fit, passing the following resolutions no. 1 to no. 3, with or without modification, as ordinary resolutions and resolutions no. 4 and no. 5 as special resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (A) (i) the Proposal made by the Offeror which involves the cancellation of all the ordinary shares in the issued share capital of PAH (other than those held or beneficially owned by the Relevant Subsidiaries) in exchange for the issue of 1.066 Shares for every one Scheme Share to be effected by way of a scheme of arrangement of PAH under the Companies Ordinance, subject to and conditional upon the conditions set out, and as described, in the circular of the Company dated 20 October 2015 (the “**Circular**”, a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purposes) be and is hereby approved, confirmed and ratified; and (ii) the issue of Shares to the Scheme Shareholders pursuant to the Scheme (and, where applicable, the Selected Person), subject to and conditional upon the conditions set out, and as described, in the Circular, be and is hereby approved and confirmed; and

- (B) the Directors, acting collectively and individually, be and are hereby authorised, for and on behalf of the Company, to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to, to implement or in connection with or incidental to the Proposal and any and all of the transactions contemplated thereunder.”
2. “**THAT** conditional upon the Scheme having become effective, the authorised share capital of the Company be increased from HK\$4,000,000,000 divided into 4,000,000,000 Shares of HK\$1.00 each to HK\$8,000,000,000 divided into 8,000,000,000 Shares of HK\$1.00 each (the “**Increase in Authorised Share Capital**”) by the creation of an additional 4,000,000,000 Shares; and the Directors, acting collectively and individually, be and are hereby authorised, for and on behalf of the Company, to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement the Increase in Authorised Share Capital.”
3. “**THAT:**
- (A) the maximum number of Directors for the time being be fixed at 30; and
- (B) the Directors be authorised to fill any vacancies on the board of Directors and to appoint additional Directors up to such maximum or such other maximum as may be determined from time to time by members of the Company in accordance with Bye-law 86(2) of the Bye-laws of the Company.”

SPECIAL RESOLUTIONS

4. “**THAT** conditional upon (a) the approval of the proposed new name of the Company by the Registrar of Companies in Bermuda and (b) the Scheme having become effective, the English name of the Company be changed from “Cheung Kong Infrastructure Holdings Limited” to “CK Infrastructure Assets (Holdings) Limited” and “長江基建實業(集團)有限公司” be adopted as the Company’s secondary name (collectively, the “**Change of Company Name**”); and the Directors, acting collectively and individually, be and are hereby authorised, for and on behalf of the Company, to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement the Change of Company Name.”

5. “**THAT** the second sentence in Bye-law 86(1) of the Bye-laws set out below:

‘There shall be no maximum number of Directors.’

be deleted in its entirety and replaced with the following:

‘Unless otherwise determined by an ordinary resolution of the Members in general meeting, there shall be no maximum number of Directors.’”

By Order of the Board

Eirene YEUNG

Company Secretary

Hong Kong, 20 October 2015

Notes:

1. Unless otherwise defined in this notice or the context requires otherwise, terms defined in the Circular shall have the same meanings when used in this notice.
2. Voting on the above resolutions will be taken by poll.
3. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
4. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be lodged with the Company’s principal place of business at 12th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
5. Completion and return of the proxy form will not preclude a member from attending and voting at the meeting or any adjournment thereof (as the case may be) should the member so desire.
6. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 19 November 2015 to Tuesday, 24 November 2015 (both days inclusive), during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the meeting, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 18 November 2015.

7. If a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on Tuesday, 24 November 2015, the meeting will not be held on that day but will automatically be postponed and by virtue of this notice, the meeting will be held at the same time and place on Wednesday, 25 November 2015 instead. Shareholders may call the hotline at +852 2128 8888 during business hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays, excluding public holidays. The meeting will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force.

Members of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

8. In the case of joint holders of a share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. In the case of inconsistency between the Chinese translation and the English text of this notice, the English text shall prevail.

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 (Deputy Managing Director), Mr. CHAN Loi Shun (Chief Financial Officer), Mrs. CHOW WOO Mo Fong, Susan (also Alternate Director to Mr. FOK Kin Ning, Canning and Mr. Frank John SIXT) and Mr. Frank John SIXT; 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), Mr. Barrie COOK (Independent Non-executive Director), Mrs. LEE Pui Ling, Angelina 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).