
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular, you should consult a licensed securities dealer, 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, licensed securities dealer 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)*

FOK Kin Ning, Canning

(Deputy Chairman)

CHOW WOO Mo Fong, Susan

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

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

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

**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

Eirene YEUNG

13th April, 2007

Dear Shareholder(s),

**PROPOSED ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING,
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES,
PROPOSED AMENDMENT TO THE COMPANY'S BYE-LAWS
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 forthcoming annual general meeting ("AGM") of the Company to be held on

10th May, 2007 at 2:45 p.m. These include (i) the ordinary resolutions proposing election of Directors who are due to retire at the AGM, (ii) the ordinary resolutions granting the Board of Directors (“Board”) general mandates to issue and repurchase shares of the Company (“Shares”), (iii) the special resolution amending the Company’s Bye-laws; and to give you Notice of AGM at which the ordinary resolutions and the special resolution as set out in the Notice of AGM will be proposed.

2. Proposed Election of Directors

In accordance with the Company’s Bye-laws, Mr. Andrew John Hunter who was appointed as Executive Director of the Company during the year, will hold office until the 2007 AGM of the Company and being eligible, has offered himself 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. Ip Tak Chuen, Edmond, Mrs. Chow Woo Mo Fong, Susan and Mr. Frank John Sixt will retire by rotation at the 2007 AGM of the Company and, being eligible, have offered themselves for re-election.

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

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 at its principal place of business at 12th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong within the period from Monday, 16th April, 2007 to Monday, 23rd April, 2007, 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 13th April, 2007 (“Ordinary Resolution No. (1)”).

Concerning Ordinary Resolution No. (1), the Board wishes to state that they have no immediate plans to issue any new Shares of the Company. 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 11th May, 2006, a general mandate was given to the Board to exercise the power of the Company to repurchase Shares of HK\$1.00 each. 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** of this circular.

5. Proposed Amendment to the Company’s Bye-laws

In view of a Code Provision of the Code on Corporate Governance Practices requiring that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment, the Board proposes to the shareholders of the Company for approval of an amendment to the Company’s Bye-laws to be in line with such provision. The full text of the amendment to be made to the Company’s Bye-laws is contained in the Notice of AGM set out in **Appendix III** of this circular.

6. 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, 10th May, 2007 at 2:45 p.m. is set out in **Appendix III** of this circular.

Your right to demand a poll on the resolutions to be proposed at the AGM is set out in **Appendix IV** of 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 with this circular. The proxy form can also be downloaded from the Company’s website at 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 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.

An announcement will be made by the Company following the conclusion of the AGM to inform you of the results of the AGM.

7. Recommendation

The Board considers that the ordinary resolutions and the special resolution as set out in the Notice of AGM are all in the best interests of the Company and its shareholders. Accordingly, the Board recommends 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 six Directors (as required by the Listing Rules) proposed to be elected at the AGM to be held on 10th May, 2007.

1. **LI Tzar Kuoi, Victor**, aged 42, has been the Chairman of the Company since its incorporation in May 1996. He is the Chairman of the Remuneration Committee of the Company. Mr. Victor Li 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 ("HSBC"). All of the companies mentioned above except HSBC are listed companies. Mr. Victor Li serves as a member of the Standing Committee of the 10th National Committee of the Chinese People's Political Consultative Conference of the People's Republic of China. He is also a member of the Executive Committee of the Commission on Strategic Development of the Hong Kong Special Administrative Region. 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. Mr. Victor Li also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1"), Li Ka-Shing Unity Trustcorp Limited ("TDT2") as trustee of another discretionary trust ("DT2"), and Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust in which each of TDT1 and TDT2 holds units, are substantial shareholders of the Company within the meaning of Part XV of the SFO. The discretionary beneficiaries of each of DT1 and DT2 include Mr. Li Tzar Kuoi, Victor, his wife and children. Save as disclosed above, Mr. Victor Li does not have any relationship with any other 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; (ii) long position of 31,644,803 underlying shares of the Company; and (iii) short position of 31,644,801 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 Director's fee of Mr. Victor Li as an Executive Director and Chairman of the Company is HK\$70,000 per annum. 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.

Mr. Victor Li previously held directorship of Star River Investment Limited ("Star River") (*ceased to act as director on 4th June, 2005*), a company owned as to 50% by Cheung Kong (Holdings) Limited with its place of incorporation in Hong Kong and active in acquiring property for development. Star River commenced creditors' voluntary winding up on 28th September, 2004 since it could not continue its business by reason of its liabilities. The amount involved in the winding up was HK\$17,259,710.34 and Star River was dissolved on 4th June, 2005.

Save as disclosed above, there are no other matters concerning Mr. Victor Li that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

2. **KAM Hing Lam**, aged 60, has been the Group Managing Director of the Company since its incorporation in May 1996. He has also been a Deputy Managing Director of Cheung Kong (Holdings) Limited since February 1993. Mr. Kam is also the President and Chief Executive Officer of CK Life Sciences Int'l., (Holdings) Inc., an Executive Director of Hutchison Whampoa Limited and Hongkong Electric Holdings Limited, and a Non-Executive Director of Spark Infrastructure Group. All of the companies mentioned above are listed companies. Mr. Kam is a member of the Beijing Committee of the Chinese People's Political Consultative Conference of the People's Republic of China. He holds a Bachelor of Science degree in Engineering and a Master's degree in Business Administration.

Mr. Kam is the brother-in-law of Mr. Li Ka-shing, a substantial shareholder of the Company within the meaning of Part XV of the SFO and uncle of Mr. Li Tzar Kuoi, Victor, the Chairman of the Company. 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. Mr. Kam 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 other 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 Director's fee of Mr. Kam as Group Managing Director of the Company is HK\$70,000 per annum. 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.

Mr. Kam previously held directorships in CrossCity Motorway Pty Ltd, CrossCity Motorway Nominees No. 1 Pty Ltd, CrossCity Motorway Nominees No. 2 Pty Ltd, CrossCity Motorway Holdings Pty Ltd and CrossCity Motorway Finance Pty Ltd (collectively the "CrossCity companies") (*all resigned on 22nd December, 2006*), all incorporated in Australia. The principal business of the CrossCity companies is the design, construction and operation of the Cross City Tunnel in Sydney, Australia. A voluntary administrator and a receiver and manager were appointed in respect of the CrossCity companies on 27th December, 2006 as they are insolvent.

Save as disclosed above, there are no other matters concerning Mr. Kam that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

3. **IP Tak Chuen, Edmond**, aged 54, has been an Executive Director of the Company since its incorporation in May 1996 and Deputy Chairman of the Company since February 2003. Mr. Ip is also a Deputy Managing 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, he is the Senior Vice President and Chief Investment Officer of CK Life Sciences Int'l., (Holdings) Inc., a Director of Critical Path, Inc. ("Critical Path") (*de-listed on 17th November, 2005*), and a Non-executive Director of TOM Group Limited, CATIC International Holdings Limited, Excel Technology International Holdings Limited, The Ming An (Holdings) Company Limited and Shougang Concord International Enterprises Company Limited. Mr. Ip previously held directorships as a Director of priceline.com Incorporated (*retired on 1st June, 2005*) and a Non-executive Director of Hanny Holdings Limited (*retired on 1st September, 2005*). All the companies mentioned above except Critical Path are listed companies. Mr. Ip is currently also a Director of ARA Asset Management (Singapore) Limited, the manager of Fortune Real Estate Investment Trust which is listed in Singapore and ARA Trust Management (Suntec) Limited, the manager of Suntec Real Estate Investment Trust which is listed in Singapore. He holds a Bachelor of Arts degree in Economics and a Master of Science degree in Business Administration.

Mr. Ip also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr. Ip does not have any relationship with any other 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. Ip and the Company. The Director's fee of Mr. Ip as an Executive Director and Deputy Chairman of the Company is HK\$70,000 per annum. 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.

Mr. Ip previously held directorships in CrossCity Motorway Pty Ltd, CrossCity Motorway Nominees No. 1 Pty Ltd, CrossCity Motorway Nominees No. 2 Pty Ltd, CrossCity Motorway Holdings Pty Ltd and CrossCity Motorway Finance Pty Ltd (collectively the "CrossCity companies") (*all resigned on 22nd December, 2006*), all incorporated in Australia. The principal business of the CrossCity companies is the design, construction and operation of the Cross City Tunnel in Sydney, Australia. A voluntary administrator and a receiver and manager were appointed in respect of the CrossCity companies on 27th December, 2006 as they are insolvent.

Save as disclosed above, there are no other matters concerning Mr. Ip that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

4. **Andrew John HUNTER**, aged 48, has been an Executive Director and Chief Operating Officer of the Company since December 2006. Mr. Hunter is currently the Chief Financial Officer of Cheung Kong (Holdings) Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. He is also an Executive Director of Hongkong Electric Holdings Limited and a Non-executive Director of Spark Infrastructure Group. All the companies mentioned above are listed companies. Mr. Hunter holds a Master of Arts degree and a Master's degree in Business Administration. He is a member of the Institute of Chartered Accountants of Scotland and of the Hong Kong Institute of Certified Public Accountants. He has over 24 years of experience in accounting and financial management.

Mr. Hunter also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr. Hunter does not have any relationship with any other 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. Hunter and the Company. The Director's fee of Mr. Hunter as an Executive Director of the Company is HK\$70,000 per annum. 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.

Save as disclosed above, there are no other matters concerning Mr. Hunter that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

5. **CHOW WOO Mo Fong, Susan**, aged 53, has been an Executive Director of the Company since March 1997. She is the Deputy Group Managing Director of Hutchison Whampoa Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mrs. Chow is also an Executive Director of Hutchison Harbour Ring Limited and Hongkong Electric Holdings Limited, a Director of Hutchison Telecommunications (Australia) Limited, Partner Communications Company Ltd. and Hutchison Global Communications Holdings Limited ("HGCH") (*withdrawal of listing on 18th July, 2005*), a Non-executive Director of TOM Group Limited and an alternate director of Hutchison Telecommunications International Limited and TOM Online Inc. Mrs. Chow previously held directorship as Non-executive Director of Hutchison Telecommunications International Limited (*resigned on 21st December, 2005*). All the companies mentioned above except HGCH are listed companies. She is a solicitor and holds a Bachelor's degree in Business Administration.

Mrs. Chow also acts as a director of Hutchison Infrastructure Holdings Limited, and Hutchison International Limited, which are also substantial shareholders of the Company within the meaning of Part XV of the SFO. Mrs. Chow also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mrs. Chow does not have any relationship with any other 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. Chow and the Company. The Director's fee of Mrs. Chow as an Executive Director of the Company is HK\$70,000 per annum. 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.

Save as disclosed above, there are no other matters concerning Mrs. Chow that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

6. **Frank John SIXT**, aged 55, 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., an Executive Director of Hongkong Electric Holdings Limited, a Director of Hutchison Telecommunications (Australia) Limited, Hutchison Telecommunications International Limited, Husky Energy Inc., Partner Communications Company Ltd. and Hutchison Global Communications Holdings Limited (“HGCH”) (*withdrawal of listing on 18th July, 2005*). All of the companies mentioned above except HGCH are listed companies. He 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 Hutchison Infrastructure Holdings Limited, Hutchison International Limited, 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 and Li Ka-Shing Unity Trustcorp Limited as trustee of another discretionary trust, all being substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Sixt 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 other 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. Sixt and the Company. The Director’s fee of Mr. Sixt as an Executive Director of the Company is HK\$70,000 per annum. 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.

Save as disclosed above, there are no other matters concerning Mr. Sixt that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

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

1. Share Capital

As at 3rd April, 2007 (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 to be held on 10th May, 2007, 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 2006. 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:

		Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April	2006	25.70	24.60
May	2006	25.25	22.80
June	2006	23.35	21.95
July	2006	24.65	22.45
August	2006	25.40	23.50
September	2006	25.30	23.40
October	2006	24.00	22.30
November	2006	24.15	23.00
December	2006	25.00	23.35
January	2007	29.60	23.70
February	2007	31.00	27.35
March	2007	28.20	24.45
1st April – 3rd April	2007	28.60	27.45

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. Hong Kong Code on Takeovers and Mergers

If on 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 ("Takeovers 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 Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers 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, 10th May, 2007 at 2:45 p.m. for the following purposes:

1. To receive the audited Financial Statements and the Report of the Directors and the Independent Auditor's Report for the year ended 31st December, 2006.
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 this 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 issue and dispose of 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.”

6. As a special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“**THAT** the Company’s Bye-laws be and are hereby amended by deleting the existing Bye-law 86(2) in its entirety and substituting therefor the following new Bye-law:

“(2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to ordinary resolution of the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board) and shall then be eligible for re-election at that meeting.” ”

By Order of the Board

Eirene Yeung

Company Secretary

Hong Kong, 13th April, 2007

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 Annual General 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. 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 deposited at the Company’s principal place of business at 12th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be).
- d. Completion and return of the proxy form will not preclude a member from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should the member so desires.
- e. The Register of Members of the Company will be closed from Thursday, 3rd May, 2007 to Thursday, 10th May, 2007, 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 Share Registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 2nd May, 2007.
- f. Concerning item No. 3 above, Mr. Li Tzar Kuoi, Victor, Mr. Kam Hing Lam, Mr. Ip Tak Chuen, Edmond, Mr. Andrew John Hunter, Mrs. Chow Woo Mo Fong, Susan and Mr. Frank John Sixt will retire and, being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix I of the circular of the Company dated 13th April, 2007 (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.
- g. Concerning Ordinary Resolution No. 5(1) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. 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”).
- h. Concerning Ordinary Resolution No. 5(2) above, the Directors are not aware of any consequences which may arise under the Takeovers 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 of the Circular.
- i. The above Special Resolution is to ensure that the Company’s Bye-laws are in line with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules.
- j. The translation into Chinese language of this notice (including the Special Resolution which contains the proposed new Bye-law) is for reference only. In case of inconsistency, the English version shall prevail.

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 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, interim report, notice of meeting, circular and proxy form.

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.