

# ROAD KING INFRASTRUCTURE LIMITED

## Co-Chairmen and Chief Executive Officer

The duties and responsibilities between the Co-Chairmen and the Chief Executive Officer (“CEO”) are segregated and listed as follows:

### *Co-Chairmen*

The Co-Chairmen are responsible for overseeing the functioning of the Board and ensuring the establishment of strategic direction of the Group. Their duties and responsibilities are:

- (a) to provide leadership for the Board;
- (b) to ensure that all Directors are properly briefed on issues arising at Board meetings;
- (c) to ensure all Directors receive in a timely manner, adequate information which must be accurate and clear, complete and reliable;
- (d) to draw up and approve the agenda for each Board meeting;
- (e) to take into account any matters proposed by the other Directors for inclusion in agenda;
- (f) to ensure that Board decisions are properly implemented;
- (g) to ensure that good corporate governance practices and procedures are established;
- (h) to encourage all Directors to make a full and active contribution to the Board’s affairs and take the lead to ensure that it acts in the best interests of the Company;
- (i) to encourage all Directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure that Board decisions fairly reflect Board consensus;
- (j) to hold meetings at least annually with the Non-executive Directors (including Independent Non-executive Directors (“INEDs”)) without the Executive Directors present;
- (k) to ensure that appropriate steps are taken to provide effective communication with shareholders and that their views are communicated to the Board as a whole;

- (l) to promote a culture of openness and debate by facilitating the effective contribution of Non-executive Directors (including INEDs) and ensuring constructive relations between Executive and Non-executive Directors (including INEDs); and
- (m) to ensure effective communication of the Board with senior management, Audit, Nomination and Remuneration Committees.

### ***CEO***

The CEO is responsible for managing the Group's toll road and property development businesses. His duties and responsibilities are:

- (a) to oversee the day to day operations of the above businesses; and
- (b) to implement the Board's approved strategy and policies.