

ROAD KING INFRASTRUCTURE LIMITED

Chairman and Chief Executive Officer

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

Chairman

The Chairman is responsible for overseeing the functioning of the Board and ensuring the establishment of strategic direction of the Group. His 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.