

Macquarie Infrastructure Co LLC
Form POSASR
July 07, 2014

As filed with the Securities and Exchange Commission on July 7, 2014.

Registration No. 333-187794

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

POST EFFECTIVE AMENDMENT NO. 1 TO

Form S-3

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Macquarie Infrastructure Company LLC

(Exact Name of Registrant as Specified in Its Charter)

Delaware	43-2052503
<i>(State or Other Jurisdiction of Incorporation or Organization)</i>	<i>(I.R.S. Employer Identification No.)</i>

**125 West 55th Street
New York, NY 10019
(212) 231-1000**

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*(Address, including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)*

Michael Kernan, Esq.
General Counsel and Secretary
125 West 55th Street
New York, NY 10019
(212) 231-1000

*(Name, Address, including Zip Code, and Telephone Number,
including Area Code, of Agent for Service)*

Copy to:

Michelle B. Rutta, Esq.

White & Case LLP

1155 Avenue of the Americas

New York, NY 10036

(212) 819-8200

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Macquarie Infrastructure Company LLC's Registration Statement on Form S-3 (File No. 333-187794) is being filed to file certain exhibits to the Registration Statement, and no changes or additions are being made hereby to the Prospectus which forms a part of the Registration Statement. Accordingly, the Prospectus has been omitted from this filing.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. *Other Expenses of Issuance and Distribution.*

The expenses relating to the registration of the securities will be borne by the registrant. Such expenses (other than underwriting discounts and commissions) are estimated to be as follows:

Securities and Exchange Commission Registration Fee	\$	*
Printing and Engraving Expenses		**
Accounting Fees and Expenses		**
Legal Fees and Expenses		**
Transfer Agent and Registrar Fees		**
Miscellaneous		**
Total	\$	**

* Omitted because the registration fee is being deferred pursuant to Rule 456(b) and 457(r) of the Securities Act.

** These fees are calculated based on the number of issuances and the amount of securities offered and accordingly cannot be estimated at this time.

Item 15. *Indemnification of Directors and Officers.*

Certain provisions of the LLC agreement are intended to be consistent with Section 145 of the Delaware General Corporation Law, which provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against amounts paid and expenses incurred in connection with an action or proceedings to which he is, or is threatened to be made, a party by reason of such position, if such person shall have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal proceedings, if such person had no reasonable cause to believe his conduct was unlawful; provided that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the adjudicating court determines that such indemnification is proper under the circumstances.

The LLC agreement includes a provision that eliminates the personal liability of our directors for monetary damages for breach of fiduciary duty as a director, except for liability:

- for any breach of the director's duty of loyalty to the company or its members;
- for acts or omissions not in good faith or a knowing violation of law; regarding unlawful dividends and stock purchases analogous to Section 174 of the Delaware General Corporation Law; or
- for any transaction from which the director derived an improper benefit.

The LLC agreement provides that:

we must indemnify our directors or officers to the equivalent extent permitted by the Delaware General Corporation Law;

we may indemnify our other employees and agents to the same extent that we indemnified our officers and directors, unless otherwise determined by the company's board of directors; and we must advance expenses, as incurred, to our directors and executive officers in connection with a legal proceeding to the extent permitted by Delaware law and may advance expenses as incurred to our other employees and agents, unless otherwise determined by the company's board of directors.

The indemnification provisions contained in the LLC agreement are not exclusive of any other rights to which a person may be entitled by law, agreement, vote of members or disinterested directors or otherwise.

In addition, we maintain insurance on behalf of our directors and executive officers and certain other persons insuring them against any liability asserted against them in their respective capacities or arising out of such status.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment of expenses incurred or paid by a director, officer or controlling person in a successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling *precedent*, submit to the court of appropriate jurisdiction the question whether such indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 16. *List of Exhibits.*

The following exhibits are included as exhibits to this Registration Statement.

Exhibit Description

- | | |
|-----|---|
| 1.1 | Form of Underwriting Agreement.* |
| 4.1 | Third Amended and Restated Operating Agreement of Macquarie Infrastructure Company LLC (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on June 22, 2007). |
| 4.2 | Registration Rights Agreement among Macquarie Infrastructure Company Trust, Macquarie Infrastructure Company LLC and Macquarie Infrastructure Management (USA) Inc., dated as of December 21, 2004 (incorporated by reference to Exhibit 99.4 of the Registrant's Current Report on Form 8-K, filed with the SEC on December 27, 2004). |
| 4.3 | Specimen certificate evidencing LLC interests of Macquarie Infrastructure Company LLC (incorporated by reference to Exhibit 4.1 of the Registrant's Annual Report on Form 10-K for the year ended December 31, |

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2009).

- 4.4 Form of senior indenture, between Macquarie Infrastructure Company LLC and Wells Fargo Bank, National Association, as trustee.
- 4.5 Form of subordinated indenture, between Macquarie Infrastructure Company LLC and Wells Fargo Bank, National Association, as trustee.
- 4.6 Form of senior note (included in Exhibit 4.4).
- 4.7 Form of subordinated note (included in Exhibit 4.5).
- 5.1 Opinion of White & Case LLP. **
- 5.2 Opinion of White & Case LLP with respect to the Macquarie Infrastructure Company LLC direct stock purchase and dividend reinvestment program.**
- 12.1 Computation of Ratio of Earnings to Fixed Charges.**
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of KPMG LLP (IMTT).

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Exhibit Description

- 23.3 Consent of White & Case LLP (Included in Exhibit 5.1).
- 23.4 Consent of White & Case LLP (Included in Exhibit 5.2).
- 24.1 Powers of Attorney with respect to Messrs. Hooke, Weintraub, Brown, Carmany, Lentz and Webb (Included on signature page of this Registration Statement).**
- 24.2 Powers of Attorney with respect to Mr. Stanley and Ms. Sananikone (Included on the signature page of this Amendment No. 1 to the Registration Statement).
- 25.1 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of Wells Fargo Bank, National Association, as trustee under the senior indenture.
- 25.2 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of Wells Fargo Bank, National Association, as trustee under the subordinated indenture.

* To be filed by amendment or incorporated by reference from a Current Report on Form 8-K pursuant to Item 601(b) of Regulation S-K if the securities are sold through one or more underwriters.

** Previously filed.

Item 17. *Undertakings.*

The undersigned hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) of this section do not apply if the registration statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

Filings Incorporating Subsequent Exchange Act Documents by Reference

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of such registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SEC Position on Indemnification for Securities Act Liabilities

Insofar as indemnifications for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person, if any, of such registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, such registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Qualification of Trust Indenture under the Trust Indenture Act of 1939

The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act ("Act") in accordance with the rules and regulations prescribed by the Commission under section 305(b)2 of the Act.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 7, 2014.

**Macquarie Infrastructure
Company LLC**

By: /s/ James Hooke

Name: James Hooke

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Martin Stanley and Ouma Sananikone hereby constitutes and appoints James Hooke and Michael Kernan as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-3, including post-effective amendments, and registration statements filed pursuant to Rule 462 under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto each such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ James Hooke James Hooke	Chief Executive Officer (Principal Executive Officer)	July 7, 2014
* Todd Weintraub	Chief Financial Officer (Principal Financial and Accounting Officer)	July 7, 2014

/s/ Martin Stanley

Martin Stanley Director and Chairman of the Board July 7, 2014

*

Norman H. Brown, Jr. Director July 7, 2014

*

George W. Carmany III Director July 7, 2014

*

Henry E. Lentz Director July 7, 2014

Signature	Title	Date
*		
William H. Webb	Director	July 7, 2014

/s/ Ouma Sananikone		
Ouma Sananikone	Director	July 7, 2014

*By: /s/ James Hooke
Attorney-in fact

EXHIBIT INDEX

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**

Previously filed.

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oman" SIZE="2">Executive Officers and Directors of

Hutchison Telecommunications International (Netherlands) B.V.

As of October 12, 2004

Present Principal Occupation or Employment, Including Name,

Name and Business Address^{1a}

Citizenship Principal Business and Address of Each Corporation or Organization

CHOW WOO Mo Fong, Susan

British

Director, Hutchison Telecommunications International (Netherlands) B.V.
 Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited
 Executive Director, Cheung Kong Infrastructure Holdings Limited²
 Executive Director, Hutchison Harbour Ring Limited⁸
 Executive Director, Hutchison Global Communications Holdings Limited¹⁰
 Director, Hongkong Electric Holdings Limited³
 Director, Partner Communications Company Ltd.⁵
 Non-executive Director, TOM Group Limited⁶
 Non-executive Director, Hutchison Telecommunications International Limited¹²
 Director, Advent Investments Pte Ltd
 Director, Colonial Nominees Limited
 Director, Hutchison Telecommunications (Amsterdam) B.V.

SCHEDULE V (continued)

Executive Officers and Directors of

Hutchison Telecommunications International (Netherlands) B.V.

As of October 12, 2004

Present Principal Occupation or Employment, Including Name,

Name and Business Address^{1a}

Citizenship Principal Business and Address of Each Corporation or Organization

Frank John SIXT

Canadian	Director, Hutchison Telecommunications International (Netherlands) B.V. Group Finance Director and Executive Director, Hutchison Whampoa Limited Chairman, TOM Group Limited ⁶ Chairman, TOM Online Inc. ¹¹ Executive Director, Cheung Kong Infrastructure Holdings Limited ² Executive Director, Hongkong Electric Holdings Limited ³ Executive Director, Hutchison Global Communications Holdings Limited ¹⁰ Director, Hutchison Telecommunications (Australia) Limited ⁴ Director, Husky Energy Inc. ⁷ Director, Partner Communications Company Ltd. ⁵ Non-executive Director, Cheung Kong (Holdings) Limited Non-executive Director, Hutchison Telecommunications International Limited ¹² Director, Advent Investments Pte Ltd Director, Colonial Nominees Limited
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SCHEDULE V (continued)

Executive Officers and Directors of

Hutchison Telecommunications International (Netherlands) B.V.

As of October 12, 2004

Name and Business Address ^{1a}	Citizenship	Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization
HO Wai Leung, Edmond	British	Director, Hutchison Telecommunications International (Netherlands) B.V.
9 Queen Street, Mayfair, London W1J 5PE, United Kingdom		Director, Hutchison Whampoa (Europe) Limited (consultancy services), 9 Queen Street, Mayfair, London W1J 5PE, United Kingdom Director, Hutchison Whampoa (UK) Limited (investment holding), 9 Queen Street, Mayfair, London W1J 5PE, United Kingdom Director, Hutchison Whampoa Properties (Europe) Limited (project management), 9 Queen Street, Mayfair, London W1J 5PE, United Kingdom
CHAN Waichi, Richard	American	Director, Hutchison Telecommunications (Amsterdam) B.V. Director, Hutchison Telecommunications International (Netherlands) B.V.
7, rue du Marché aux Herbes L-1728 Luxembourg		Director, Hutchison Telecommunications (Amsterdam) B.V.
L-1728 Luxembourg		Managing Director, Hutchison Whampoa Europe Investments S.à r.l. (investment holding) 7, rue du Marché aux Herbes, L-1728 Luxembourg
SNG Cheng Khoong, Robin	Singaporean	Director, Hutchison Telecommunications International (Netherlands) B.V.
Blk 5000D, #12-14 Marine Parade Road, Singapore 449287		Director, Advent Investments Pte Ltd Director, Hutchison Telecommunications (Amsterdam) B.V.

SCHEDULE VI

Executive Officers and Directors of

Colonial Nominees Limited

As of October 12, 2004

Present Principal Occupation or Employment, Including Name,

Name and Business Address^{1a}	Citizenship	Principal Business and Address of Each Corporation or Organization
FOK Kin-ning, Canning	British	Director, Colonial Nominees Limited Group Managing Director and Executive Director, Hutchison Whampoa Limited Chairman, Hutchison Telecommunications (Australia) Limited ⁴ Chairman, Partner Communications Company Ltd. ⁵ Chairman, Hutchison Harbour Ring Limited ⁸ Chairman, Hutchison Global Communications Holdings Limited ¹⁰ Co-Chairman, Husky Energy Inc. ⁷ Deputy Chairman, Cheung Kong Infrastructure Holdings Limited ² Deputy Chairman, Hongkong Electric Holdings Limited ³ Non-executive Director, Cheung Kong (Holdings) Limited Non-executive Director, Hutchison Telecommunications International Limited ¹²

SCHEDULE VI (continued)

Executive Officers and Directors of

Colonial Nominees Limited

As of October 12, 2004

Present Principal Occupation or Employment, Including Name,

Name and Business Address^{1a}	Citizenship	Principal Business and Address of Each Corporation or Organization
CHOW WOO Mo Fong, Susan	British	Director, Colonial Nominees Limited Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited Executive Director, Cheung Kong Infrastructure Holdings Limited ² Executive Director, Hutchison Harbour Ring Limited ⁸ Executive Director, Hutchison Global Communications Holdings Limited ¹⁰ Director, Hongkong Electric Holdings Limited ³ Director, Partner Communications Company Ltd. ⁵ Non-executive Director, TOM Group Limited ⁶ Non-executive Director, Hutchison Telecommunications International Limited ¹² Director, Advent Investments Pte Ltd Director, Hutchison Telecommunications (Amsterdam) B.V. Director, Hutchison Telecommunications International (Netherlands) B.V.

SCHEDULE VI (continued)

Executive Officers and Directors of

Colonial Nominees Limited

As of October 12, 2004

Present Principal Occupation or Employment, Including Name,

Name and Business Address^{1a}	Citizenship	Principal Business and Address of Each Corporation or Organization
Frank John SIXT	Canadian	<p>Director, Colonial Nominees Limited</p> <p>Group Finance Director and Executive Director, Hutchison Whampoa Limited</p> <p>Chairman, TOM Group Limited⁶</p> <p>Chairman, TOM Online Inc.¹¹</p> <p>Executive Director, Cheung Kong Infrastructure Holdings Limited²</p> <p>Executive Director, Hongkong Electric Holdings Limited³</p> <p>Executive Director, Hutchison Global Communications Holdings Limited¹⁰</p> <p>Director, Hutchison Telecommunications (Australia) Limited⁴</p> <p>Director, Husky Energy Inc.⁷</p> <p>Director, Partner Communications Company Ltd.⁵</p> <p>Non-executive Director, Cheung Kong (Holdings) Limited</p> <p>Non-executive Director, Hutchison Telecommunications International Limited¹²</p> <p>Director, Advent Investments Pte Ltd</p> <p>Director, Hutchison Telecommunications International (Netherlands) B.V.</p>
Edith SHIH	Chinese	<p>Director, Colonial Nominees Limited</p> <p>Head Group General Counsel & Company Secretary, Hutchison Whampoa Limited</p> <p>Executive Director & Company Secretary, Hutchison Harbour Ring Limited⁸</p> <p>Executive Director, Hutchison International Limited (investment holding)</p>

SCHEDULE VII

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

Present Principal Occupation or Employment, Including Name,

Name and Business Address^{1b}	Citizenship	Principal Business and Address of Each Corporation or Organization
LI Ka-shing	Hong Kong	Chairman, Cheung Kong (Holdings) Limited Chairman, Hutchison Whampoa Limited
LI Tzar Kuoi, Victor	Hong Kong	Managing Director and Deputy Chairman, Cheung Kong (Holdings) Limited Chairman, Cheung Kong Infrastructure Holdings Limited ² Chairman, CK Life Sciences Int'l., (Holdings) Inc. ³ Deputy Chairman and Executive Director, Hutchison Whampoa Limited Co-Chairman, Husky Energy Inc. ⁷ Executive Director, Hongkong Electric Holdings Limited ³ Director, The Hongkong and Shanghai Banking Corporation Limited (banking), No. 1 Queen's Road Central, Hong Kong
George Colin MAGNUS	British	Deputy Chairman, Cheung Kong (Holdings) Limited Chairman, Hongkong Electric Holdings Limited ³ Deputy Chairman, Cheung Kong Infrastructure Holdings Limited ² Executive Director, Hutchison Whampoa Limited

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

<u>Name and Business Address^{1b}</u>	<u>Citizenship</u>	<u>Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization</u>
KAM Hing Lam	Hong Kong	Deputy Managing Director, Cheung Kong (Holdings) Limited Group Managing Director, Cheung Kong Infrastructure Holdings Limited ² President and Chief Executive Officer, CK Life Sciences Int l., (Holdings) In ⁸ . Executive Director, Hutchison Whampoa Limited Executive Director, Hongkong Electric Holdings Limited ³
CHUNG Sun Keung, Davy	Hong Kong	Executive Director, Cheung Kong (Holdings) Limited
IP Tak Chuen, Edmond	British	Executive Director, Cheung Kong (Holdings) Limited Deputy Chairman, Cheung Kong Infrastructure Holdings Limited ² Senior Vice President and Chief Investment Officer, CK Life Sciences Int l., (Holdings) Inc. ⁹
PAU Yee Wan, Ezra	Hong Kong	Non-executive Director, TOM Group Limited ⁶ Executive Director, Cheung Kong (Holdings) Limited
WOO Chia Ching, Grace	U.S.A.	Executive Director, Cheung Kong (Holdings) Limited

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

Name and Business Address ^{1b}	Citizenship	Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization
CHIU Kwok Hung, Justin	Canadian	Executive Director, Cheung Kong (Holdings) Limited
LEUNG Siu Hon	British	Non-executive Director, Cheung Kong (Holdings) Limited
502 Aon China Building 29 Queen's Road Central Hong Kong		Consultant, Messrs. S.H. Leung & Co. (solicitors' firm), 502 Aon China Building, 29 Queen's Road Central, Hong Kong
FOK Kin-ning, Canning	British	Non-executive Director, Cheung Kong (Holdings) Limited
22nd Floor, Hutchison House 10 Harcourt Road Hong Kong		Group Managing Director and Executive Director, Hutchison Whampoa Limited
		Chairman, Hutchison Telecommunications (Australia) Limited ⁴
		Chairman, Partner Communications Company Ltd. ⁵
		Chairman, Hutchison Harbour Ring Limited ⁸
		Chairman, Hutchison Global Communications Holdings Limited ¹⁰
		Co-Chairman, Husky Energy Inc. ⁷
		Deputy Chairman, Cheung Kong Infrastructure Holdings Limited ²
		Deputy Chairman, Hongkong Electric Holdings Limited ³
		Non-executive Director, Hutchison Telecommunications International Limited ¹²
		Director, Colonial Nominees Limited

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

Present Principal Occupation or Employment, Including Name,

Name and Business Address^{1b}	Citizenship	Principal Business and Address of Each Corporation or Organization
Frank John SIXT	Canadian	Non-executive Director, Cheung Kong (Holdings) Limited
22nd Floor, Hutchison House		Group Finance Director and Executive Director, Hutchison Whampoa Limited
10 Harcourt Road		Chairman, TOM Group Limited ⁶
Hong Kong		Chairman, TOM Online Inc. ¹¹
		Executive Director, Cheung Kong Infrastructure Holdings Limited ²
		Executive Director, Hongkong Electric Holdings Limited ³
		Executive Director, Hutchison Global Communications Holdings Limited ¹⁰
		Director, Hutchison Telecommunications (Australia) Limited ⁴
		Director, Husky Energy Inc. ⁷
		Director, Partner Communications Company Ltd. ⁵
		Non-executive Director, Hutchison Telecommunications International Limited ¹²
		Director, Advent Investments Pte Ltd
		Director, Colonial Nominees Limited
		Director, Hutchison Telecommunications International (Netherlands) B.V.

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

<u>Name and Business Address^{1b}</u>	<u>Citizenship</u>	<u>Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization</u>
CHOW Kun Chee, Roland	British	Non-executive Director, Cheung Kong (Holdings) Limited
602 Aon China Building 29 Queen's Road Central Hong Kong		Consultant, Herbert Tsoi and Partners (solicitors' firm), 602 Aon China Building, 29 Queen's Road Central, Hong Kong
CHOW Nin Mow, Albert	British	Non-executive Director, Cheung Kong (Holdings) Limited
Units 3610-13 China Merchants Tower Shun Tak Centre 168 Connaught Road Central Hong Kong		Chairman & Managing Director, Wah Yip (Holdings) Limited (property development and investment), Units 3610-13 China Merchants Tower, Shun Tak Centre, 168 Connaught Road Central, Hong Kong
HUNG Siu-lin, Katherine	Hong Kong	Non-executive Director, Cheung Kong (Holdings) Limited
KWOK Tun-li, Stanley	Canadian	Independent Non-executive Director, Cheung Kong (Holdings) Limited
Suite 560-355 Burrard Street Vancouver, British Columbia V6C 2G8, Canada		Director, Amara International Investment Corporation (investment holding), Suite 560-355 Burrard Street, Vancouver, British Columbia, V6C 2G8, Canada

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

<u>Name and Business Address^{1b}</u>	<u>Citizenship</u>	<u>Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization</u>
YEH Yuan Chang, Anthony 26th Floor, Tower A Regent Centre 63 Wo Yi Hop Road Kwai Chung Hong Kong	Hong Kong	Independent Non-executive Director, Cheung Kong (Holdings) Limited Honorary Life President, Tai Ping Carpets International Limited (carpet manufacturing), 26th Floor, Tower A, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, Hong Kong
Simon MURRAY Suite 3601, Cheung Kong Center 2 Queen s Road Central Hong Kong	British	Independent Non-executive Director, Cheung Kong (Holdings) Limited Chairman, General Enterprise Management Services Limited (investment fund), Suite 3601, Cheung Kong Center, 2 Queen s Road Central, Hong Kong Independent Non-executive Director, Hutchison Whampoa Limited
WONG Yick-ming, Rosanna Room 906, Duke of Windsor Social Service Building 15 Hennessy Road Wanchai, Hong Kong	Hong Kong	Independent Non-executive Director, Cheung Kong (Holdings) Limited Chairman, Education Commission of the Hong Kong Special Administrative Region Executive Director, Hong Kong Federation of Youth Groups (charitable organization), Room 906, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong Director, The Hongkong and Shanghai Banking Corporation Limited (banking), No. 1 Queen s Road Central, Hong Kong

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

Name and Business Address ^{1b}	Citizenship	Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization
KWAN Chiu Yin, Robert	British	Independent Non-executive Director, Cheung Kong (Holdings) Limited
26/F., Wing On Centre		Independent Non-executive Director, CK Life Sciences Int l., (Holdings) In ⁹ .
111 Connaught Road Central		Independent Non-executive Director, Pak Fah Yeow International Limited (manufacture and sale of Hoe Hin Brand of products, treasury and property investment, distribution of healthcare and household products), 7th Floor, Lippo Leighton Tower, 103, Leighton Road, Causeway Bay, Hong Kong
Hong Kong		Independent Non-executive Director, Melco International Development Limited (investment holding), Penthouse 38/F, The Centrium, 60 Wyndham Street, Central, Hong Kong
		Independent Non-executive Director, Shun Tak Holdings Limited (shipping, property, hotel, finance, restaurant and air transport), Penthouse, 39/F West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

Name and Business Address ^{1b}	Citizenship	Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization
<p>Cheong Ying Chew, Henry</p> <p>Suite 601, 6/F,</p> <p>Aon China Building,</p> <p>29 Queen s Road Central,</p> <p>Hong Kong</p>	<p>British</p>	<p>Independent Non-executive Director, Cheung Kong (Holdings) Limited</p> <p>Director, UOB Asia (Hong Kong) Limited (investment banking), Suite 601, 6/F, Aon China Building, 29 Queen s Road Central, Hong Kong</p> <p>Independent Non-executive Director, Cheung Kong Infrastructure Holdings Limited²</p> <p>Independent Non-executive Director, Excel Technology International Holdings Limited (investment holding), 5/F., 663 King s Road, North Point, Hong Kong</p> <p>Independent Non-executive Director, Forefront International Holdings Limited (trading of motor trucks, coaches and vehicles accessories, repair and maintenance and other motor vehicle related service and finance business, development of smart card system and investment holding), 1/F Forefront Cyber Centre, 9 Fui Sha Wai Lane, Tong Yan San Tsuen, Yuen Long, NT, Hong Kong</p> <p>Independent Non-executive Director, TOM Group Limited⁶</p> <p>Independent Non-executive Director, Hutchison Global Communications Holdings Limited¹⁰</p>

Notes:-

- 1a. Unless otherwise indicated, the business address of each of the named persons is 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong.
- 1b. Unless otherwise indicated, the business address of each of the named persons is 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.
2. The principal business address of Cheung Kong Infrastructure Holdings Limited is 12th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong. The principal business of Cheung Kong Infrastructure Holdings Limited is the development, investment and operation of infrastructure businesses in Hong Kong, the PRC and Australia.
3. The principal business address of Hongkong Electric Holdings Limited is 44 Kennedy Road, Hong Kong. The principal business of Hongkong Electric Holdings Limited is generation and supply of electricity.
4. The principal business address of Hutchison Telecommunications (Australia) Limited is Building A, 207 Pacific Highway, St. Leonards NSW 2065, Sydney, Australia. The principal business of Hutchison Telecommunications (Australia) Limited is telecommunications.
5. The principal business address of Partner Communications Company Ltd. is 8 Amal Street, Afeq Industrial Park, Rosh Ha'ayin 48103, Israel. The principal business of Partner Communications Company Ltd. is cellular mobile telephone services.
6. The principal business address of TOM Group Limited is 8/F., The Center, 99 Queen's Road Central, Hong Kong. The principal business of TOM Group Limited is the development of software and computer network systems and provision of related services, events production and the operation of an Internet portal delivering Internet infotainment, contents and services.
7. The principal business address of Husky Energy Inc. is 707-8th Avenue S.W., Box 6525 Station D, Calgary, Alberta, Canada, T2P 3G7. The principal business of Husky Energy Inc. is investment in oil and gas.
8. The principal business address of Hutchison Harbour Ring Limited is 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong. The principal business of Hutchison Harbour Ring Limited is the manufacturing and trading of toys, property investments and the Internet B2B businesses.
9. The principal business address of CK Life Sciences Int'l., (Holdings) Inc. is 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong. The principal business of CK Life Sciences Int'l., (Holdings) Inc. is investment holding, research

and development, commercialization, marketing and sale of biotechnology products.

10. The principal business address of Hutchison Global Communications Holdings Limited is 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong. The principal business of Hutchison Global Communications Holdings Limited is the provision of fixed telecommunications services and computer system integration services.
11. The principal business address of TOM Online Inc. is 48/F., The Center, 99 Queen's Road Central, Hong Kong. The principal business of TOM Online Inc. is the provision of value-added multimedia products and services, including wireless value-added services, online advertising and commercial enterprise solutions.
12. The business address of Hutchison Telecommunications International Limited is 18th Floor, Two Harbourfront, 22 Tak Fung Street, Hung Hom, Kowloon, Hong Kong. The principal business of Hutchison Telecommunications International Limited is the provision of mobile and fixed-line telecommunications services.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.	Instrument of Transfer dated June 18, 2004 between Colonial Nominees Limited and Advent Investments Pte. Limited with respect to filing of Schedule 13D.**
2.	Instrument of Transfer dated September 17, 2004 between Hutchison Telecommunications (Amsterdam) BV and Advent Investments Pte. Limited with respect to filing of Schedule 13D.***
3.	Instrument of Transfer dated September 17, 2004 between Advent Investments Pte. Limited and Hutchison Telecommunications International (Netherlands) BV with respect to filing of Schedule 13D.***
4.	Share pledge dated June 23, 2004 by and among Advent Investments Pte. Ltd. and Bank Leumi Le-Israel B.M. with respect to filing of Schedule 13D.**
5.	Relationship Agreement, dated as of October 10, 1999, by and among Advent Investments Pte Ltd, Matbit Telecommunication Systems Limited, Matav Investments Limited, Elbit.COM Limited and Tapuz Cellular Systems Limited Partnership.*
6.	Supplemental Agreement, dated as of April 24, 2001, by and among Matbit Telecommunication Systems Limited, Matav Investments Limited, Elbit.COM Limited, Advent Investments Pte Ltd, Hutchison Telecommunications (Amsterdam) BV and Matav-Cable Systems Media Limited.*
7.	Amendment Agreement to the Relationship Agreement entered into on April 24, 2002 between Matbit Telecommunications Systems Limited, Matav Investments Limited, Advent Investments Pte Ltd, Hutchison Telecommunications (Amsterdam) BV, Matav-Cable Systems Media Limited, Elbit.COM Limited, Eurocom Communications Limited, Polar Communications Limited and Tapuz Cellular Systems Limited.*
8.	Registration Rights Agreement, dated as of October 26, 1999, by and among Partner Communications Company Ltd., Advent Investments Pte Ltd, Matbit Telecommunication Systems Limited, Tapuz Cellular Systems Limited Partnership and Matav Investments Limited.*

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- * Previously filed with the Statement on Schedule 13D filed jointly by HWL, HTA, Advent, Colonial and Cheung Kong with the Securities and Exchange Commission on May 3, 2002 and incorporated by reference herein.

- ** Previously filed with the Amendment No.1 to the Registration Statement on Form F-1 (File No. 333-118783) filed by Hutchison Telecommunications International Limited with the Securities and Exchange Commission on September 20, 2004 and incorporated by reference herein.

- *** Previously filed with the Amendment No.2 to the Registration Statement on Form F-1 (File No. 333-118783) filed by Hutchison Telecommunications International Limited with the Securities and Exchange Commission on September 27, 2004 and incorporated by reference herein.