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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Road King Infrastructure Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank manager, the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected, for transmission to the purchaser or transferee.

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**ROAD KING INFRASTRUCTURE LIMITED**

(incorporated in Bermuda with limited liability)

(Stock Code: 1098)

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Road King Infrastructure Limited to be held at Jade Room, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 20 May 2010 at 2:30 p.m. is set out on Appendix III to this circular. Whether or not you intend to attend such meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting if you so wish.

15 April 2010

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Jade Room, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 20 May 2010 at 2:30 p.m.
“associates”	the same definition as described under the Listing Rules
“Board”	the board of directors of the Company
“Bye-laws”	the bye-laws of the Company
“Company”	Road King Infrastructure Limited, a company incorporated in Bermuda with limited liability, and the Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Latest Practicable Date”	12 April 2010, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to issue new Shares on the terms set out in the Notice
“Notice”	the notice convening the AGM
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the terms set out in the Notice
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Wai Kee”	Wai Kee Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange and is the controlling shareholder of the Company
“%”	per cent

LETTER FROM THE BOARD



ROAD KING INFRASTRUCTURE LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1098)

Executive Directors:

Zen Wei Pao, William (*Chairman*)

Ko Yuk Bing (*Deputy Chairman,*

Managing Director and Chief Executive Officer)

Chan Kam Hung (*Chief Operating Officer*)

Fong Shiu Leung, Keter (*Finance Director*)

Zen Wei Peu, Derek

Non-executive Directors:

Guo Limin

Xu Ruxin

Independent Non-executive Directors:

Chow Shiu Kee, Stephen

Lau Sai Yung

Chow Ming Kuen, Joseph

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business:

Suite 501, 5th Floor

Tower 6, The Gateway

9 Canton Road

Tsimshatsui

Kowloon

Hong Kong

15 April 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM, among other things, resolutions will be proposed:

- (a) to allot, issue and deal with additional Shares and to make or grant offers, agreements, options not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing such resolution;

LETTER FROM THE BOARD

- (b) to repurchase Shares not exceeding 10% of the aggregate nominal value of the issued Shares as at the date of passing such resolution;
- (c) to add to the general mandate for issuing Shares set out in (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (b) above; and
- (d) to re-elect retiring Directors.

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, it will be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to issue new Shares up to 20% of the aggregate nominal value of the issued share capital of the Company at the date of the passing of the ordinary resolution.

In addition, it is further proposed, by way of a separate ordinary resolution, that the New Issue Mandate be extended so that the Directors be given a general mandate to issue further Shares of an aggregate nominal value equal to the aggregate nominal value of the Share repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, there were 740,116,566 Shares in issue. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be authorised under the New Issue Mandate to issue up to a maximum of 148,023,313 Shares.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it will also be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the Shares in issue at the date of passing the ordinary resolution.

An explanatory statement containing information relating to the Repurchase Mandate as required pursuant to the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87, at each annual general meeting of the Company, one-third of the number of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation and eligible for re-election. Messrs. Chan Kam Hung, Fong Shiu Leung, Keter, Lau Sai Yung, and Dr. Chow Ming Kuen, Joseph will retire by rotation at the AGM. They, being eligible, will offer themselves for re-election at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

Set out in Appendix III to this circular is the Notice. A form of proxy for use by the Shareholders in respect of the AGM is also enclosed. Whether or not the Shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or adjourned meeting. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the AGM or any adjournment should they wish to do so.

VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules and Bye-law 66, any votes of the Shareholders at a general meeting must be taken by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39 of the Listing Rules.

RECOMMENDATION

The Directors are of the opinion that the proposed resolutions set out in the Notice are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement), Appendix II (Details of Retiring Directors Proposed for Re-election) and Appendix III (Notice of Annual General Meeting) to this circular.

Yours faithfully,
For and on behalf of the Board
Zen Wei Pao, William
Chairman

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with requisite information reasonably necessary for them to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, there were 740,116,566 Shares in issue. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be authorised to repurchase up to a maximum of 74,011,656 Shares.

REASONS FOR THE REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchase may, depending on marketing conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

FUNDING OF THE REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account before the Shares are repurchased.

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 latest published audited accounts of the Company for the year ended 31 December 2009), in the event that the proposed Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date:

	Per Share	
	Highest HK\$	Lowest HK\$
2009		
April	3.98	3.19
May	5.80	3.65
June	6.50	5.11
July	6.30	5.18
August	6.68	5.68
September	6.30	5.71
October	6.71	5.74
November	6.95	5.80
December	6.39	5.90
2010		
January	6.30	5.50
February	5.80	5.46
March	6.65	5.74
April (up to the Latest Practicable Date)	6.92	6.38

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any of the Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the proposed resolution in accordance with the Listing Rules and the laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Based on the register maintained by the Company pursuant to Part XV of the SFO, the aggregate number of Shares held by Wai Kee and Shenzhen Investment Limited ("Shenzhen Investment") or their respective subsidiaries as at the Latest Practicable Date or immediately after full exercise of the Repurchase Mandate (assuming no change in the number of Shares then held) are as follows:

Name	Number of Shares held	Approximate % shareholding	
		As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Wai Kee and its subsidiaries (Note 1)	286,317,428	38.69%	42.98%
Shenzhen Investment and its subsidiary (Note 2)	202,334,142	27.34%	30.38%

Notes:

1. Wai Kee is deemed to be interested in the Shares through its interests in (i) its wholly-owned subsidiaries, namely Wai Kee (Zens) Holding Limited, Groove Trading Limited, Wai Kee China Investments (BVI) Company Limited, Wai Kee China Investments Company Limited, ZWP Investments Limited and Top Horizon Holdings Limited; and (ii) its subsidiaries, namely Build King Holdings Limited, Top Tactic Holdings Limited, Amazing Reward Group Limited, Leader Construction Company Limited and Leader Civil Engineering Corporation Limited, which beneficially held 3,000,000 Shares.
2. Shenzhen Investment is deemed to be interested in the Shares through its interests in Hover Limited, its wholly-owned subsidiary.

If the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate and assuming that there are no alteration to the existing shareholdings of Wai Kee, and Shenzhen Investment and their subsidiaries, the shareholdings of Wai Kee and Shenzhen Investment and their subsidiaries in the Company will be increased to 42.98% and 30.38% respectively. This may give rise to an obligation under Rule 26 of the Takeovers Code (a) by Wai Kee as its holding of voting rights in the Company by Wai Kee and its subsidiaries will have increased by more than 2%; and (b) by Shenzhen Investment and its subsidiary (and parties acting in concert with them in respect of the Company) as its holding of voting rights in the Company will have increased to 30% or more. However, the Directors do not have any intention to exercise the Repurchase Mandate to the extent that it would trigger a mandatory offer by Wai Kee and/or Shenzhen Investment under Rule 26 of the Takeovers Code.

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of the Shares has been made by the Company during the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM:

Mr. Chan Kam Hung (aged 51)

Mr. Chan has been appointed as an Executive Director of the Company since July 2002. He is also an Independent Non-executive Director of China Metal Recycling (Holdings) Limited (“China Metal”). The shares of China Metal are listed on the main board of the Stock Exchange. He holds a Bachelor of Economics degree from the University of Sydney. He is a Chartered Accountant of Australia and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has over 25 years of auditing, accounting and corporate management experience. Prior to joining the Company, he held senior corporate management positions in several multi-national companies and listed companies in Hong Kong.

Save as disclosed above, Mr. Chan did not hold any directorship in other listed public companies in the last three years. Save for his directorship in the Group, Mr. Chan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Except holding 1,000,000 Shares, 1,800,000 and 1,600,000 outstanding share options granted by the Company on 20 December 2006 and 6 November 2007 respectively, as at the Latest Practicable Date, Mr. Chan did not have, or was not deemed to have, any other interests or short positions in the Shares or underlying Shares or interests in the debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Chan entered into a service agreement with the Company. The service agreement is for three years commencing from 1 May 2008 and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Chan is currently entitled to receive under his service agreement an annual salary of HK\$2,440,680 plus bonus subject to the performance of the Company and the individual. His emolument will be reviewed and determined by the Remuneration Committee annually with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. Mr. Chan has received Director’s emoluments of HK\$5,233,000 including salary, allowances, performance related bonus and retirement scheme contributions for the year ended 31 December 2009.

Mr. Chan has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Chan that need to be brought to the attention of the Shareholders.

Mr. Fong Shiu Leung, Keter (*aged 47*)

Mr. Fong has been appointed as an Executive Director of the Company since July 2000. He holds a Bachelor of Arts degree in Accountancy. He is a Certified Practising Accountant in Australia and a fellow of the Hong Kong Institute of Certified Public Accountants. He has over 20 years of experience in auditing, accounting and business advisory profession. Prior to joining the Company, he was an audit principal of an international accounting firm.

Save as disclosed above, Mr. Fong did not hold any directorship in other listed public companies in the last three years. Save for his directorship in the Group, Mr. Fong does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Except holding 380,000 Shares, 700,000, 1,400,000 and 1,600,000 outstanding share options granted by the Company on 14 December 2005, 20 December 2006 and 6 November 2007 respectively, as at the Latest Practicable Date, Mr. Fong did not have, or was not deemed to have, any other interests or short positions in the Shares or underlying Shares or interests in the debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Fong entered into a service agreement with the Company. The service agreement is for three years commencing from 1 May 2008 and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Fong is currently entitled to receive under his service agreement an annual salary of HK\$1,931,040 plus bonus subject to the performance of the Company and the individual. His emolument will be reviewed and determined by the Remuneration Committee annually with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. Mr. Fong has received Director's emoluments of HK\$3,944,000 including salary, allowances, performance related bonus and retirement scheme contributions for the year ended 31 December 2009.

Mr. Fong has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Fong that need to be brought to the attention of the Shareholders.

Mr. Lau Sai Yung (*aged 62*)

Mr. Lau has been appointed as an Independent Non-executive Director of the Company since August 2004. He is the sole-proprietor of Lau SY & Co., Certified Public Accountants, the Executive Chairman of Union Alpha CPA Limited, the Director of Union Alpha CAAP Certified Public Accountants Limited, a council member and an Honorary Fellow of The Chinese University of Hong Kong and also holds honorary positions in various schools, charitable and non-profit making organisations. He holds a Bachelor degree in Business Administration from The Chinese University of Hong Kong. He is a Certified Public Accountant (Practising), a fellow of the Association of Chartered Certified Accountants of the United Kingdom and the Hong Kong Institute of Certified Public Accountants, an associate member of the Institute of Chartered Accountants in England and Wales, The Taxation Institute of Hong Kong, The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators of the United Kingdom, and a member of The Society of Chinese Accountants and Auditors, Hong Kong. Mr. Lau has over 35 years of experience in the profession of accounting.

Save as disclosed above, Mr. Lau did not hold any directorship in other listed public companies in the last three years. Save for his directorship in the Group, Mr. Lau does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Except holding 55,000 Shares, 250,000, 250,000 and 100,000 outstanding share options granted by the Company on 14 December 2005, 20 December 2006 and 6 November 2007 respectively, as at the Latest Practicable Date, Mr. Lau did not have, or was not deemed to have, any other interests or short positions in the Shares or underlying Shares or interests in the debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Lau has not entered into any service agreement with the Company. There is no fixed term or proposed length of service except that he is subject to retirement in accordance with the Bye-laws. Mr. Lau is entitled to a Director's fee of HK\$200,000 per annum for acting as an Independent Non-executive Director, HK\$120,000 per annum for acting as the Chairman of the Audit Committee and HK\$40,000 per annum for acting as a member of the Remuneration Committee. The Director's fees of Mr. Lau will be reviewed and determined by the Board annually with authorisation granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Mr. Lau has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Lau that need to be brought to the attention of the Shareholders.

Dr. Chow Ming Kuen, Joseph (*aged 68*)

Dr. Chow, *OBE, JP*, has been appointed as an Independent Non-executive Director of the Company since April 2008. He is the Chairman of Joseph Chow and Partners Limited, a firm of independent civil and structural consulting engineers. He is also the Chairman and Independent Non-executive Director of PYI Corporation Limited, an Independent Non-executive Director of Chevalier International Holdings Limited and Build King Holdings Limited and a Non-executive Director of Wheelock Properties Limited, the shares of these four companies are listed on the main board of the Stock Exchange. Dr. Chow is a civil and structural engineer by profession. He is a fellow of The Hong Kong Institution of Engineers, the Institution of Civil Engineers and The Institution of Structural Engineers. Dr. Chow is the Chairman of the Hong Kong Construction Workers Registration Authority and a Hon Senior Superintendent of the Hong Kong Auxiliary Police Force. Dr. Chow previously served as President of the Hong Kong Institution of Engineers, Chairman of Hong Kong Engineers' Registration Board, Hong Kong Examinations and Assessment Authority, Pamela Youde Nethersole Eastern Hospital as well as the Hong Kong Country Club.

Save as disclosed above, Dr. Chow did not hold any directorship in other listed public companies in the last three years. Save for his directorship in the Group, Dr. Chow does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Chow did not have, or was not deemed to have, any other interests or short positions in the Shares or underlying Shares or interests in the debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Dr. Chow has not entered into any service contract with the Company. There is no fixed term or proposed length of service except that he is subject to retirement in accordance with the Bye-laws. Dr. Chow is entitled to a Director's fee of HK\$200,000 per annum for acting as an Independent Non-executive Director, HK\$95,000 per annum and HK\$40,000 per annum for acting as a member of the Audit Committee and the Remuneration Committee respectively. The Director's fees of Dr. Chow will be reviewed and determined by the Board annually with the authorisation granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Dr. Chow has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Dr. Chow that need to be brought to the attention of the Shareholders.

**ROAD KING INFRASTRUCTURE LIMITED**

(incorporated in Bermuda with limited liability)

(Stock Code: 1098)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Road King Infrastructure Limited (the “Company”) will be held at Jade Room, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 20 May 2010 at 2:30 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the Directors and Auditor for the year ended 31 December 2009.
2. To declare a final dividend for the year ended 31 December 2009.
3. To re-elect, each as a separate resolution, the following persons as Directors:
 - (i) Mr. Chan Kam Hung;
 - (ii) Mr. Fong Shiu Leung, Keter;
 - (iii) Mr. Lau Sai Yung; and
 - (iv) Dr. Chow Ming Kuen, Joseph.

and to authorise the Board of Directors to fix their remuneration.

4. To re-appoint Auditor and to authorise the Board of Directors to fix their remuneration.

AS SPECIAL BUSINESS

5. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

(A) “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including bonds, warrants and debentures convertible into shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options including bonds, warrants and debentures convertible into shares of the Company, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of options or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed 20 per cent, of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the Resolution by an ordinary resolution in general meeting of the Company.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

(B) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in Ordinary Resolution No. 5(A) set out in the Notice of this Meeting) of all the powers of the Company to repurchase its own shares, subject to and 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, as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of the shares to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent, of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this Resolution and the said approval shall be limited accordingly.”

- (C) **“THAT** conditional upon Ordinary Resolutions Nos. 5(A) and 5(B) set out in the notice convening this Meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 5(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 5(B) above provided that such amount shall not exceed 10 per cent, of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this Resolution.”

By order of the Board
Fong Shiu Leung, Keter
Company Secretary

Hong Kong, 15 April 2010

Notes:

1. The register of members of the Company will be closed from Monday, 17 May 2010 to Thursday, 20 May 2010, both days inclusive, during which period no transfer of shares will be registered for the purpose of determining entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, 14 May 2010.
2. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
3. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney or other person duly authorised to sign the same. In case of joint holders, the signature of any one of them is sufficient.
4. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be delivered to the office of Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting convened or any adjournment and in such event, the form of proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
7. In relation to Resolution No. 3 in the Notice regarding the re-election of the Directors, Messrs. Chan Kam Hung, Fong Shiu Leung, Keter, Lau Sai Yung and Dr. Chow Ming Kuen, Joseph shall retire and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to the Company's Bye-laws.
8. A circular containing further details regarding Resolutions Nos. 3 and 5 above has been sent to the members of the Company together with the Annual Report 2009.