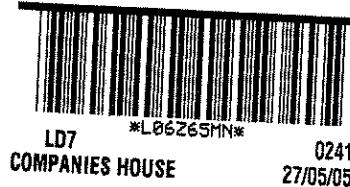


Limited Partnership Act 1907

CHFP025



P6

Statement specifying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners.

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No. LP 9649

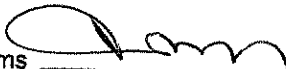
Name of firm or partnership HSBC INFRASTRUCTURE FUND II L.P. G

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a.	The firms name Previous Name NIL	New name NIL
b.	General nature of the business Business previously carried on NIL	Business now carried on NIL
c.	Principal place of business Previous place of business NIL	New place of business NIL
d.	Change in the partners or the name of a partner (see Note 1) NIL	
e.	Term of character of the partnership (see Note 2) Previous term NIL	New term NIL
f.	Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf). SEE SCHEDULE 1 ATTACHED	
g.	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. NIL	

h. Statement of increase in capital contributions		
Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
SEE SCHEDULE 1		

Signature of firms 
FOR AND ON BEHALF OF
HSBC INFRASTRUCTURE FUND
MANAGEMENT LIMITED

Date 26 May 2005

Presented by: Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

Presentor's reference: GDE/C1431/00426/NH

NOTES

149120 Canary Wharf 3

- Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here.
- If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
- Any variation in the sum contributed by any limited partner must be stated at f. overleaf. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
- Each change must be entered in the proper section a., b., c., d., e., f., g., or h., as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

h. Statement of increase in capital contributions		
Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
SEE SCHEDULE 1		

Signature of firms

*FOR AND ON BEHALF OF
HSBC INFRASTRUCTURE FUND
MANAGEMENT LIMITED*

Date

26 May 2005

Presented by: Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

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149120 Canary Wharf 3

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- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

Schedule 1*f. Change in the sum contributed by a limited partner**h. Statement of increase in capital contributions*

Name of Limited Partner	Additional Capital Contribution £	Total Contribution £
The State Pension Fund	500	500
Paternoster Carried Interest Limited Partnership	125	500