

31 July 2002

Mr Nigel Gould
Chairman
CentrePort Ltd
PO Box 794
WELLINGTON

Dear Nigel

Draft SCI for 2002/03

The purpose of this letter is to provide you and your fellow directors with feedback on the draft SCI of CentrePort for 2002/03. The directors of Port Investments Ltd (PIL) considered the draft SCI on 25 July 2002.

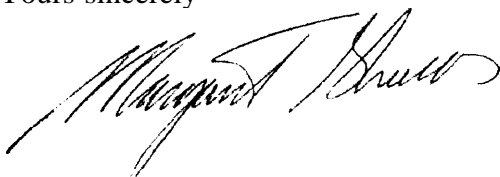
The PIL directors are generally supportive of all the changes in wording made to the draft SCI when compared with the 2001/02 SCI. However, PIL is not comfortable with the loose nature of the wording in clause 6.2 which appears to put all the discretion with CentrePort and none with the shareholders, in relation to the level of dividend paid.

PIL therefore request that the wording of clause 6.2 be amended before the SCI is finalised to reflect the fact that a 60% dividend will be paid unless a lesser percentage is required by CentrePort (for major capital expenditure or investment) and agreed to by the shareholders. This would require a specific consultation at the time.

The other minor matter noted by PIL is that clause 11.1d needs to also refer to clause 11.1c (in addition to 11.1a and 11.1b).

Thank you for the opportunity to comment on the SCI.

Yours sincerely



MARGARET SHIELDS
Chairperson, Port Investments Ltd