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Hutchison Whampoa Limited

(incorporated in Hong Kong with limited liability)

(Stock Code: 13)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of shareholders of the Company will be held at the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 21 May 2009 at 12:00 noon for the following purposes:

1. To receive and adopt the Statement of Audited Accounts and Reports of the Directors and Auditor for the year ended 31 December 2008.
2. To declare a final dividend.
3. To re-elect Directors.
4. To appoint Auditor and authorise the Directors to fix the Auditor's remuneration.
5. As special business, to consider and, if thought fit, pass the following ordinary resolution:

Ordinary Resolution

“THAT the remuneration of HK\$50,000 and HK\$120,000 respectively be payable to the Chairman and each of the other Directors of the Company for each financial year until otherwise determined by an Ordinary Resolution of the Company, provided that such remuneration be payable in proportion to the period during which a Director has held office in case of a Director who has not held office for the entire year.”

6. As special business, to consider and, if thought fit, pass the following ordinary resolutions:

Ordinary Resolutions

- (1) **“THAT** a general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional ordinary shares of the Company not exceeding 20% of the existing issued ordinary share capital of the Company.”

(2) **“THAT:**

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of HK\$0.25 each in the capital of the Company 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 or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of ordinary shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue at the date of this Resolution, and the said approval shall be limited accordingly; and
- (C) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

- (3) **“THAT** the general mandate granted to the Directors to issue and dispose of additional ordinary shares pursuant to Ordinary Resolution No 6(1) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the ordinary share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No 6(2) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company at the date of this Resolution.”

7. As special business, to consider and, if thought fit, pass the following ordinary resolution:

Ordinary Resolution

“THAT with effect from the conclusion of the meeting at which this Resolution is passed, the proposed amendments to the 2004 Partner Share Option Plan (as defined in the circular to shareholders of the Company dated 6 April 2009 (the “Circular”)) of Partner Communications Company Ltd. (“Partner”, an indirect non wholly owned subsidiary of the Company held through Hutchison Telecommunications International Limited (“HTIL”), whose shares are listed on Tel-Aviv Stock Exchange with American depositary shares quoted on the US NASDAQ) as described in the Circular and more particularly set out in the amended 2004 Partner Share Option

Plan (a copy of which has been produced to the meeting and marked “A”) together with any changes to the terms of options granted arising therefrom, and conditionally on the approval of the same by shareholders of Partner and by shareholders of HTIL, be and they are hereby approved, subject to such modifications of the relevant amendments to the 2004 Partner Share Option Plan as the Directors may consider necessary, taking into account the requirements of the relevant regulatory authorities, including without limitation, The Stock Exchange of Hong Kong Limited, and that the Directors be and they are hereby authorised to do all such acts and things as may be necessary to carry out such amendments and (if any) modifications into effect.”

The Register of Members of the Company will be closed from Thursday, 14 May 2009 to Thursday, 21 May 2009, both dates inclusive.

By Order of the Board

Edith Shih

Company Secretary

Hong Kong, 6 April 2009

Notes:

- 1. In order to qualify for the final dividend payable on Friday, 22 May 2009, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 pm on Wednesday, 13 May 2009.*
- 2. Only members are entitled to attend and vote at the meeting.*
- 3. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of that member. A proxy need not be a member. The Company's Articles of Association require proxy forms to be deposited at the registered office of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong not later than 48 hours before the time for holding the meeting.*
- 4. At the meeting, the chairman of the meeting will exercise his power under Article 58 of the Articles of Association of the Company to put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The poll results will be published on the websites of the Company and Hong Kong Exchanges and Clearing Limited on 21 May 2009.*
- 5. With respect to Ordinary Resolution No 6(1), the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members under Ordinary Resolution No 6(1) as a general mandate for the purposes of Section 57B of the Companies Ordinance and the Listing Rules.*
- 6. A circular containing the information regarding, inter alia, the Directors proposed to be re-elected, remuneration of Directors, the general mandates to issue shares and repurchase shares of the Company and proposed amendments to the 2004 Partner Share Option Plan, will be sent to the shareholders of the Company together with the Company's 2008 Annual Report.*

As at the date of this notice, the Directors of the Company are:

Executive Directors:

Mr LI Ka-shing (*Chairman*)
Mr LI Tzar Kuoi, Victor (*Deputy Chairman*)
Mr FOK Kin-ning, Canning
Mrs CHOW WOO Mo Fong, Susan
Mr Frank John SIXT
Mr LAI Kai Ming, Dominic
Mr KAM Hing Lam

Non-executive Directors:

Mr George Colin MAGNUS
Mr William SHURNIAK

Independent Non-executive Directors:

The Hon Sir Michael David KADOORIE
Mr Holger KLUGE
Mr William Elkin MOCATTA
*(Alternate to The Hon Sir Michael
David Kadoorie)*
Mr OR Ching Fai, Raymond
Mr WONG Chung Hin