

Notice of meeting

NOTICE is hereby given that the Annual General Meeting of shareholders will be held in the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 20 May 1999 at 12:15 pm for the following purposes:

1. To receive and consider the statement of accounts and reports of the directors and auditors for the year ended 31 December 1998.
2. To declare a final dividend.
3. To elect directors.
4. To consider and, if thought fit, pass the following resolution, special notice having been received of the intention to propose the resolution, as an Ordinary Resolution: "THAT PricewaterhouseCoopers be and are hereby appointed auditors of the Company in place of the retiring auditors to hold office until the conclusion of the next annual general meeting and that their remuneration be fixed by the directors."
5. As special business to consider and, if thought fit, pass the following Ordinary Resolutions:

Ordinary Resolutions

1. "THAT the authorised share capital of the Company be and is hereby increased from HK\$1,565,217,856 comprising 4,650,000,000 ordinary shares of HK\$0.25 each and 402,717,856 7^{1/2} per cent cumulative redeemable participating preference shares of HK\$1 each to HK\$1,565,467,856 comprising 4,651,000,000 ordinary shares of HK\$0.25 each and 402,717,856 7^{1/2} per cent cumulative redeemable participating preference shares of HK\$1 each by the creation of an additional 1,000,000 ordinary shares of HK\$0.25 each."
2. "THAT a general mandate be and is hereby unconditionally given to the directors to issue and dispose of additional ordinary shares of the Company (in addition to ordinary shares issued under the Senior Executive Share Option Scheme) not exceeding 20% of the existing issued ordinary share capital of the Company. "
3. "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;

Notes:

1. *In order to qualify for the final dividend payable on Friday, 21 May 1999, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Central Registration Hong Kong Limited, for registration not later than 4 pm, Wednesday, 12 May 1999.*
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 not later than 48 hours before the time for holding the meeting.*
4. *Following the merger of the Company's auditors, Price Waterhouse, with Coopers & Lybrand, it is proposed that the new firm, PricewaterhouseCoopers, be appointed to succeed them as auditors of the Company.*
5. *Concerning Ordinary Resolution No 1, the increase in authorised share capital is being proposed so that the mandate proposed to be given pursuant to Ordinary Resolution No 2 would, if approved, be capable of being exercised in full.*

6. *Concerning Ordinary Resolution No 2, 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 2 as a general mandate for the purposes of Section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*
7. *Concerning Ordinary Resolution No 3, an Explanatory Statement containing the information regarding the repurchase by the Company of its own shares will be sent to shareholders together with the Company's 1998 Annual Report.*

- (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 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 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."

4. "THAT the general mandate granted to the directors to issue and dispose of additional ordinary shares pursuant to Ordinary Resolution No 2 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 3 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."

The register of members will be closed from Thursday, 13 May 1999 to Thursday, 20 May 1999 both days inclusive.

By order of the board

Edith SHIH
Company Secretary

Hong Kong, 25 March 1999



Hutchison Whampoa Limited

Hutchison House, 22nd Floor

10 Harcourt Road, Hong Kong

Telephone: (852) 2128 1188

Facsimile: (852) 2128 1705