



## HUTCHISON WHAMPOA LIMITED

(Incorporated in Hong Kong with limited liability)



## HUTCHISON HARBOUR RING LIMITED

和記港陸有限公司\*

(Incorporated in Bermuda with limited liability)

### JOINT ANNOUNCEMENT CONNECTED TRANSACTION

The board of directors of HWL announces that PLII, its indirect wholly owned subsidiary, has today exercised in full the Warrants to subscribe for 1,022 million new shares in HHR at HK\$0.39 per share for cash. The aggregate price paid today by PLII upon the exercise of the Warrants is HK\$398,580,000.

Following the share allotment pursuant to such exercise, HWL's indirect shareholding in HHR will be increased from 50.50% to 58.13% of the HHR's issued share capital as enlarged by such share allotment.

PLII is a connected person for HHR by virtue of it being an associate of HWL, a substantial shareholder of HHR.

HHR is a connected person for HWL by virtue of it being one of HWL's non wholly owned subsidiaries.

As the aggregate price paid upon the exercise of the Warrants is within the de minimus exemption in respect of connected transactions under Rule 14.25(1) of the Listing Rules for HWL, details of such transaction are required to be disclosed in this announcement and will be included in the next annual report and accounts of HWL in accordance with Rule 14.25(1)(A) to (D) of the Listing Rules. The creation and grant of the Warrants and the allotment and issue of new HHR shares pursuant to the exercise thereof were approved by the independent shareholders of HHR at a special general meeting held on 28 April 2000.

#### THE EXERCISE OF WARRANTS

<b>Date of exercise of the Warrants:</b>	22 April 2003
<b>Parties:</b>	(1) Promising Land International Inc. (" <b>PLII</b> "), an indirect wholly owned subsidiary of Hutchison Whampoa Limited (" <b>HWL</b> "). (2) Hutchison Harbour Ring Limited (" <b>HHR</b> "), an indirect non wholly owned subsidiary of HWL.
<b>Description of the Warrants:</b>	The warrants confer on the holders thereof the right to subscribe for up to 1,022 million new ordinary shares of HK\$0.10 each in the capital of HHR (" <b>HHR shares</b> ") during the period of three years after 4 May 2000 at an initial subscription price of HK\$0.39 per HHR share (subject to adjustments). The Warrants are not listed or dealt in on any stock exchange. The closing price of the HHR shares on the Stock Exchange of Hong Kong Limited (the " <b>Stock Exchange</b> ") on 22 April 2003, the date of this announcement, was HK\$0.485.
<b>Description of new HHR shares to be issued:</b>	The 1,022 million new HHR shares to be allotted and issued to PLII pursuant to the exercise of the Warrants (the " <b>New Shares</b> ") will be listed on the Stock Exchange and rank pari passu with the fully paid HHR shares in issue on the date of exercise of the Warrants and shall entitle the holders thereof to participate in all dividends or other distributions paid or made after such date.
<b>Aggregate cash consideration:</b>	The aggregate price paid by PLII upon the exercise in full of the Warrants is HK\$398,580,000.

#### REASONS FOR THE CONNECTED TRANSACTION

Prior to the allotment of the New Shares, HHR is a 50.50% subsidiary of HWL. The New Shares will represent 18.22% and 15.41% of HHR's existing issued share capital and issued share capital as enlarged by the New Shares respectively.

The exercise of the Warrants gives HWL a good opportunity to increase its interests in HHR from 50.50% to 58.13% of its issued share capital as enlarged by the New Shares. The directors of HWL, including its independent non executive directors, consider the making of such investment on the terms of the Warrants to be a good and sound investment and is accordingly in the interests of HWL and its shareholders.

#### GENERAL

PLII is an investment holding company and is a connected person for HHR by virtue of it being an associate (as such term is defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) of HWL, an indirect 50.50% shareholder of HHR prior to the issue of the New Shares.

HHR is the holding company of a group the core business of which is the manufacturing and trading of hard, soft and electronic toys. HHR is a connected person for HWL by virtue of it being an indirect non wholly owned subsidiary of HWL.

The subscription, and the allotment and issue, of the New Shares pursuant to the exercise of the Warrants constitutes a connected transaction for each of HWL and HHR under the Listing Rules. As the aggregate price paid upon the exercise in full of the Warrants is within the de minimus exemption in respect of connected transactions under Rule 14.25(1) of the Listing Rules for HWL, details of such subscription are required to be disclosed in this announcement and will be included in the next annual report and accounts of HWL in accordance with Rule 14.25(1)(A) to (D) of the Listing Rules. The creation and grant of the Warrants and the allotment and issue of new HHR shares pursuant to the exercise thereof were approved by the independent shareholders of HHR at a special general meeting held on 28 April 2000.

By Order of the Board  
Hutchison Whampoa Limited

Edith Shih  
Company Secretary

Hong Kong, 22 April 2003

By Order of the Board  
Hutchison Harbour Ring Limited

Edith Shih  
Director and Company Secretary

\* for identification purpose only

*Please also refer to the published version of this announcement in  
The Standard and Sing Tao Daily.*