

HUTCHISON WHAMPOA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 013)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of shareholders of the Company 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 2004 at 12:30 pm (or as soon as the Annual General Meeting convened for the same place and date at 12:15 pm shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following Resolution:

Special Resolution

"THAT the Articles of Association of the Company be altered in the following manner:

- (A) by adding the following definitions in Article 2 immediately after the definition "These presents":
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| "Associates" | Shall have the same meaning as that set out in Rule 1.01 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time." |
| "Clearing house" | A recognised clearing house within the meaning of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571) as modified from time to time." |

(B) by deleting Article 16 in its entirety and substituting the following therefor:

"16. (A) Any person (subject as aforesaid) whose name is entered in the register of members in respect of any shares of any one class, upon the issue or transfer of any such shares, shall be entitled: without payment to one certificate for all such shares of any one class being issued or transferred (as the case may be); or several certificates each of which is for one or more of such shares of any one class being issued or transferred (as the case may be) upon payment for every certificate after the first one of such reasonable out-of-pocket expenses as the Directors may from time to time determine, provided that such payment shall not exceed the amount as may from time to time be permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(B) Share certificates shall be issued after allotment or lodgement of a transfer with the Company within the relevant time limit as may be required by the Statutes or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time, whichever is shorter, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register."

with the following marginal note:

"Issue of certificates"

(C) by deleting Articles 34(A) and 34(B) in their entirety and substituting the following therefor:

"34. (A) All transfers of shares may be effected by an instrument of transfer in writing in any usual or common form or in such other form as may be prescribed by The Stock Exchange of Hong Kong Limited or in such other form as the Directors may accept and may be executed under hand or, if the transferor or transferee is a Clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Directors may approve from time to time.

(B) The instrument of transfer shall be executed by or on behalf of the transferor and the transferee. Without prejudice to Article 34(A), the Directors may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers."

with the following marginal note to Article 34(A):

"Form of transfer"

and with the following marginal note to Article 34(B):

"Execution of transfer"

(D) by deleting the words "or Extraordinary" in Article 57;

(E) by renumbering the existing Article 65 as Article 65(A) and adding the following paragraph immediately thereafter as Article 65(B):

"(B) Where any member is, under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted."

with the following marginal note:

"Votes not be counted"

(F) by renumbering the existing Article 73 as Article 73(A) and adding the following paragraph immediately thereafter as Article 73(B):

"(B) If a Clearing house (or its nominee(s)) is a member of the Company, it may authorise or appoint such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised or appointed, the authorisation or instrument of proxy shall specify the number and class of shares in respect of which each such person is so authorised or appointed. A person so authorised or appointed under the provisions of this Article shall be entitled to exercise the same powers on behalf of the Clearing house (or its nominee(s)) which he represents as that Clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company including, where applicable, the right to vote individually on a show of hands notwithstanding any contrary provisions contained in these Articles."

(G) by inserting in the third line of Article 85 the words "or such other manner of rotation as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as modified from time to time) or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time" immediately after the words "greater than one-third";

(H) by deleting Article 89 in its entirety and substituting the following therefor:

"89. No person, other than a Director retiring at the meeting, shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any General Meeting unless there shall have been lodged at the Office notice in writing signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a Director and also notice in writing signed by that person of his willingness to be elected as a Director. Unless otherwise determined by the Directors and notified by the Company to the member, the period for lodgment of the said notices shall be a 7-day period commencing on the day after the despatch of the notice of the meeting for such election of Director(s) and ending on the date falling 7 days after the despatch of the said notice of the meeting. If the Directors should so determine and notify the members of a different period for lodgment of the said notices, such period shall in any event be a period of not less than 7 days, commencing on no earlier than the day after the despatch of the said notice of the meeting and ending no later than 7 days prior to the date of such meeting."

with the following marginal note:

"Proposal of directors"

(I) by deleting Article 90 in its entirety and substituting the following therefor:

"90. The Company may by Ordinary Resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for breach of any such agreement). Special notice is required of a resolution to remove a Director, or to appoint somebody in place of a Director so removed at the meeting at which he is removed, in accordance with the Ordinance. Any person so elected and appointed to fill the vacancy of a removed Director shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy arising upon the removal of a Director from office may be filled as a casual vacancy.

In this Article 90, "special notice" in relation to a resolution shall have the meaning ascribed thereto in the Ordinance."

(J) by adding the following new Article immediately after Article 92(D):

"(E) An alternate Director shall be responsible and liable for his own act, omission and default. An alternate Director shall not be deemed to be an agent of the Director who appoints him. The Director who appoints the alternate Director shall not be vicariously liable for any acts, including but not limited to any tort, committed by the alternate Director while acting in the capacity of alternate Director."

(K) by deleting Articles 97(A) and 97(B) in their entirety and substituting the following therefor:

"97. (A) Save as herein provided, a Director shall not vote on any resolution of the Directors approving any contract or arrangement or any other proposal whatsoever in which he or any of his Associate(s) has any material

interest otherwise than by virtue of his interests in shares, debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

(B) A Director shall (in the absence of any other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:-

(i) the giving of any security or indemnity to him or his Associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;

(ii) the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he or his Associate(s) has himself/himself assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

(iii) any proposal concerning an offer of shares, debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he or his Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting thereof;

(iv) any proposal concerning any other company in which he or his Associate(s) is/are interested only, whether directly or indirectly, as an officer, executive or shareholder or in which he or his Associate(s) is/are beneficially interested in shares of that company, provided that he and any of his Associate(s) are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his Associate(s) is derived) or of the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances);

(v) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries, including the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme which relates both to Directors (or his Associate(s)) and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his Associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(vi) any contract or arrangement in which the Director or his Associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

For the purposes of this Article 97(B), "subsidiary" shall have the meaning as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time."

(L) by deleting Article 97(D) in its entirety and substituting the following therefor:

"(D) If any question shall arise at any meeting as to the materiality of a Director's or his Associate's interest or as to the entitlement of any Director to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned and of his Associate(s) have not been fully disclosed."

(M) by renumbering the existing Article 145 as Article 145(A) and adding the following paragraph immediately thereafter as Article 145(B):

"(B) Subject to the provisions of and so far as may be permitted by the Statutes, the Company may purchase and maintain for any officer of the Company:

(i) insurance against any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and

(ii) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

In this Article 145(B), "related company" in relation to the Company means any company that is the Company's subsidiary or holding company or a subsidiary of the Company's holding company."

Ordinary Resolutions

(1) "THAT, with effect from the conclusion of the meeting at which this resolution is passed, the rules of the share option scheme of Hutchison Harbour Ring Limited ("HHR", a subsidiary of the Company which is listed on the Main Board of The Stock Exchange of Hong Kong Limited) (a copy of which has been produced to the meeting and marked "A") (the "HHR Share Option Scheme"), and conditionally on the approval of the HHR Share Option Scheme by the shareholders of HHR be and they are hereby approved and adopted and that the directors of the Company acting together, individually or by committee be and they are hereby authorised to approve any amendments to the rules of the HHR Share Option Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited, and to take all such steps as may be necessary, desirable or expedient to carry into effect the HHR Share Option Scheme subject to and in accordance with the terms thereof with effect from the conclusion of the meeting at which this resolution is passed."

(2) "THAT, with effect from the conclusion of the meeting at which this resolution is passed, the rules of the share option scheme of Hutchison 3G UK Holdings Limited ("H3GUKH, a subsidiary of the Company) (a copy of which has been produced to the meeting and marked "B") (the "H3GUKH Share Option Scheme") be and they are hereby approved and adopted and that the directors of the Company acting together, individually or by committee be and they are hereby authorised to approve any amendments to the rules of the H3GUKH Share Option Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited, and to take all such steps as may be necessary, desirable or expedient to carry into effect the H3GUKH Share Option Scheme subject to and in accordance with the terms thereof with effect from the conclusion of the meeting at which this resolution is passed."

(3) "THAT, with effect from the conclusion of the meeting at which this resolution is passed, the rules of the share option scheme of Hutchison 3G Italia S.p.A. ("H3GI", a subsidiary of the Company) (a copy of which has been produced to the meeting and marked "C") (the "H3GI Share Option Scheme") be and they are hereby approved and adopted and that the directors of the Company acting together, individually or by committee be and they are hereby authorised to approve any amendments to the rules of the H3GI Share Option Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited, and to take all such steps as may be necessary, desirable or expedient to carry into effect the H3GI Share Option Scheme subject to and in accordance with the terms thereof with effect from the conclusion of the meeting at which this resolution is passed."

By Order of the Board

Edith Shih
Company Secretary

Hong Kong, 22 April 2004

Notes:

1. Only members are entitled to attend and vote at the meeting.
2. 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.
3. 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.
4. Amendments to the Articles of Association of the Company are being made to reflect the recent amendments to the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A circular containing the information regarding, inter alia, the amendments to the Articles of Association of the Company and the share option schemes of Hutchison Harbour Ring Limited, Hutchison 3G UK Holdings Limited and Hutchison 3G Italia S.p.A. will be sent to the shareholders together with the Company's 2003 Annual Report.

Hutchison Whampoa Limited

