

# HUTCHISON WHAMPOA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 013)

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Directors proposed to amend the Articles of Association in order to reflect the recent amendments to the Companies Ordinance and the Listing Rules (subject to certain transitional arrangements) which came into effect on 13 February 2004 and 31 March 2004 respectively.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing a special resolution at the EGM. A circular containing, inter alia, information on the proposed amendments to the Articles of Association and notice of the EGM has been despatched to the Shareholders.

To reflect the recent amendments to the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the "Companies Ordinance") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") (subject to certain transitional arrangements) which came into effect on 13 February 2004 and 31 March 2004 respectively, the directors of the Company (the "Directors") proposed to amend the Articles of Association of the Company (the "Articles of Association"). The proposed amendments to the Articles of Association include the following provisions:

- (a) 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 relevant statutes or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time, whichever is shorter;
- (b) where any shareholder of the Company (the "Shareholder") is, under the Listing Rules, 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 Shareholder in contravention of such requirement or restriction shall not be counted;
- (c) unless otherwise determined by the Directors and notified by the Company to the Shareholders, the length of the period, during which notice to the Company by Shareholders of the intention to propose a person for election as a Director and during which notice to the Company by such person of his willingness to be elected may be given, shall be a 7-day period, commencing on the day after the day of 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 Shareholders 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 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; and
- (d) subject to such exceptions specified in the Articles of Association, a Director shall not be entitled to vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associate(s) is materially interested and he shall not be counted in the quorum present at the meeting at which such contract or arrangement or proposal is considered.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing a special resolution at an extraordinary general meeting ("EGM") of the Company to 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 of the Company convened for the same place and date at 12:15 pm shall have been concluded or adjourned). A circular containing, inter alia, information on the proposed amendments to the Articles of Association together with a notice convening the EGM has been despatched to the Shareholders.

As at the date of this announcement, the Directors are Messrs. Li Ka-shing, Li Tzar Kuoi, Victor, Fok Kin-ning, Canning, Chow Woo Mo Fong, Susan, Frank John Sixt, Lai Kai Ming, Dominic, George Colin Magnus, Kam Hing Lam, Michael David Kadoorie, Simon Murray, Raymond Or, William Shurniak, Peter Alan Lee Vine and Wong Chung Hin.

By Order of the Board

**Edith Shih**

*Company Secretary*

Hong Kong, 22 April 2004

**Hutchison Whampoa Limited**

