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HUTCHISON WHAMPOA LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 013)

PROPOSED SEPARATE LISTING OF 3 ITALIA S.p.A

(incorporated in Italy with limited liability)

ON THE ITALIAN STOCK EXCHANGE CONDITIONAL PREFERENTIAL OFFERING

Independent financial adviser to the Independent Board Committee and the Independent Shareholders



Sommerley Limited

ANNOUNCEMENT

This announcement is made pursuant to the disclosure obligations under Listing Rule 13.09(1).

Reference is made to the First Announcement which set out more background information relating to the Proposed Separate Listing.

The Board is pleased to announce that the Hong Kong Stock Exchange have confirmed that based on the information provided to them, they consider it acceptable for the Company to proceed with the Proposed Separate Listing subject to approval of the same by the Shareholders according to the requirements of the Listing Rules.

As stated in the First Announcement, as part of the Proposed Separate Listing, subject to, among other things, the Global Offering and Proposed Separate Listing becoming unconditional, the approval of Consob and Borsa Italiana and the final decision of the 3 Italia Board, the Board and the Shareholders to proceed with the Proposed Separate Listing, it is intended that Qualifying HWL Shareholders will be provided Assured Entitlements in respect of the 3 Italia Shares to be offered in the Global Offering.

The register of members of the Company will be closed on 22 November 2005 for the purpose of determining the Assured Entitlements. No transfer of HWL Shares may be registered on that day. In order to qualify for the Assured Entitlements, all transfer forms accompanied by the relevant share certificates must be lodged with the Registrar by no later than 4:00 p.m. on 21 November 2005. If the Proposed Separate Listing is postponed, the Board may determine another date(s) for closure of the register of members of the Company for the purpose of determination of Assured Entitlements, and if the Proposed Separate Listing does not proceed for any reason, there will be no closure of the register of members of the Company on such date. The Company will make announcement(s) to inform the Shareholders and other investors accordingly.

The subscription of any 3 Italia Shares and the trading thereof will be in Euros only. Any refund (partial or whole) of any subscription monies will also be in Euros only.

The holding of any 3 Italia Shares and the trading thereof will require the investors to have access to an Italian securities trading account that allows for trading of shares listed on the MTA of the Italian Stock Exchange. Extensive enquiries have been made with a view to identifying Hong Kong brokerage houses who would commit to provide services for opening such trading accounts in Hong Kong. To date no such service providers have been identified and it is therefore anticipated that the opening of such trading accounts in Hong Kong may be time consuming and not an entirely straightforward process. Qualifying HWL Shareholders who may be interested in participating in the Preferential Offering should consider taking appropriate steps now in order to address any potential logistical, trading and settlement barriers to acquiring the 3 Italia Shares from the Preferential Offering.

As the listing of the 3 Italia Shares pursuant to the Proposed Separate Listing and Global Offering is subject to, among other things, the Global Offering and Proposed Separate Listing becoming unconditional, the approval of Consob and Borsa Italiana and the final decision of the 3 Italia Board, the Board and the Shareholders to proceed with the Proposed Separate Listing, the Proposed Separate Listing and the Global Offering may or may not proceed. If the Proposed Separate Listing and the Global Offering do not proceed for any reason, the Preferential Offering will not be made and there will be no determination of Assured Entitlements. Accordingly, Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

This announcement is made pursuant to Listing Rule 13.09(1). Reference is made to the First Announcement which set out more background information relating to the Proposed Separate Listing.

CONFIRMATION OF THE HONG KONG STOCK EXCHANGE FOR PROPOSED SEPARATE LISTING TO PROCEED

The Board is pleased to announce that the Hong Kong Stock Exchange confirmed on 7 October 2005 that based on the information provided to them, they consider it acceptable for the Company to proceed with the Proposed Separate Listing subject to approval of the same by the Shareholders according to the requirements of the Listing Rules.

CONDITIONAL PREFERENTIAL OFFERING TO QUALIFYING HWL SHAREHOLDERS AND ASSURED ENTITLEMENTS

As stated in the First Announcement, it is the intention of the Company that, subject to the Global Offering and Proposed Separate Listing becoming unconditional and the final decision of the 3 Italia Board, the Board and the Shareholders to proceed with the Proposed Separate Listing, Qualifying HWL Shareholders will be given Assured Entitlements in respect of 3 Italia Shares to be offered in the Global Offering by way of a preferential right of application. The Assured Entitlements will not be extended to Overseas HWL Shareholders.

The Global Offering and Proposed Separate Listing will be conditional upon, amongst others, the following:

- (1) the Shareholders passing an ordinary resolution at an EGM;
- (2) all relevant notifications, consents and regulatory approvals (including the approval of Consob and Borsa Italiana) required for the implementation of the Proposed Separate Listing and the Global Offering having been obtained, made and/or waived; and
- (3) the obligations of the underwriters, under the underwriting agreements to be entered into between, among others, 3 Italia and the underwriters in respect of the Global Offering becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) by or on behalf of the underwriters) and such underwriting agreements not having been terminated in accordance with their terms or otherwise, on or before the dates and times to be specified therein.

It is currently proposed that the size of the Preferential Offering will not exceed €25 million (or approximately HK\$230.6 million). Qualifying HWL Shareholders will be entitled to subscribe for Reserved Shares with an aggregate value not exceeding €5.86 (or approximately HK\$54) for every

board lot of 1,000 HWL Shares held by them at 4:00 p.m. on the Record Date. CKH has indicated that its intention is to continue its indirect investment in the 3 Italia Group only through its approximately 49.97% shareholding in the Company and will not take up the Assured Entitlements which would otherwise be available to the CKH Group. On the assumption that 49.97% of the Assured Entitlements will be made available to Qualifying HWL Shareholders (excluding the CKH Group), such HWL Shareholders will be entitled to subscribe for Reserved Shares with an aggregate value of €11.72 (or approximately HK\$108) for every board lot of 1,000 HWL Shares held by them at 4:00 p.m. on the Record Date. This ratio of HWL Shares to Reserved Shares may be subject to change and the final ratio will be stated in the Prospectus. No fractional Reserved Shares will be issued. A valid application for a number of Reserved Shares which is less than or equal to a Qualifying HWL Shareholder's Assured Entitlement will be accepted in full. Qualifying HWL Shareholders may apply for a greater number of Reserved Shares than their Assured Entitlements, but the excess portion of such applications will only be met to the extent that there are sufficient available Reserved Shares resulting from other Qualifying HWL Shareholders declining to take up some or all of their Assured Entitlements. Any Reserved Shares not taken up by Qualifying HWL Shareholders will be reallocated first to satisfy the excess portion of such applications for Reserved Shares from Qualifying HWL Shareholders on a fair and reasonable basis and thereafter to the International Offering.

Assured Entitlements of Qualifying HWL Shareholders will not be transferable and there will be no trading in nil-paid entitlements on the MTA of the Italian Stock Exchange. As 3 Italia has no current intention to seek a listing on the Hong Kong Stock Exchange, there will be no trading of 3 Italia Shares on the Hong Kong Stock Exchange.

Qualifying HWL Shareholders who intend to take up some or all of their Assured Entitlements will be required to have access to an Italian securities trading account that allows for holding and/or trading of shares listed on the MTA of the Italian Stock Exchange. Extensive enquiries have been made with a view to identifying Hong Kong brokerage houses who would commit to provide services for opening such trading accounts in Hong Kong. To date no such service providers have been identified and it is therefore anticipated that the opening of such trading accounts in Hong Kong may be time consuming and not an entirely straightforward process. Qualifying HWL Shareholders who may be interested in participating in the Preferential Offering should consider taking appropriate steps now in order to address any logistical, trading and settlement barriers to the acquiring of 3 Italia Shares in the Preferential Offering.

Any 3 Italia Shares to be issued pursuant to the Preferential Offering shall be fully paid and rank *pari passu* in all respects with other 3 Italia Shares then in issue. The subscription of any 3 Italia Shares and the trading thereof will be in Euros only. Any refund (partial or whole) of any subscription monies will also be made in Euros only.

If the Proposed Separate Listing and Global Offering do not proceed for any reason, the Preferential Offering will not be made and, in such case, no Qualifying HWL Shareholders will be entitled to apply for any Reserved Shares thereunder and there will be no determination of Assured Entitlements.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed on 22 November 2005 for the purpose of determining the Assured Entitlements. No transfer of HWL Shares may be registered on that day. In order to qualify for the Assured Entitlements, all transfer forms accompanied by the relevant share certificates must be lodged with the Registrar by no later than 4:00 p.m. on 21 November 2005. The last day of dealing in the Shares cum Assured Entitlements is expected to be on 17 November 2005 and the Shares will then be traded ex Assured Entitlements as from 18 November 2005. However, if the Proposed Separate Listing is postponed, the Board may then determine another date(s) for closure of the register of members of the Company for the purpose of determination of Assured Entitlements, and if the Proposed Separate Listing does not proceed for any reason, there will be no closure of the register of members of the Company on such date. In such circumstances, the Company will make announcement(s) to inform the Shareholders and other investors accordingly.

NON-COMPETITION AGREEMENT

It was stated in the First Announcement that in order to clearly delineate the Group's telecommunications businesses, a tri-partite non-competition agreement was proposed to be entered into among the Company, 3 Italia and HTIL. Since the date of the First Announcement, the parties have agreed that it will be more appropriate to re-define the 3 Italia Territories and the HWL Remaining Territories by including Spain as a HWL Remaining Territory instead of a 3 Italia Territory. Otherwise the basis of the tri-partite non-competition agreement remains as described in the First Announcement.

GENERAL

As stated in the First Announcement, 3 Italia is a major subsidiary (within the meaning of the Listing Rules) of the Company, and the Proposed Separate Listing is expected to constitute a material dilution (also within the meaning of the Listing Rules) of the Company's interest, a Shareholders Circular will be circulated to the Shareholders in due course and at the same time as the Prospectus.

Beneficial owners of HWL Shares whose Shares are registered in the name of stockbrokers or nominees as at the Record Date may be approached by their stockbrokers or nominees with respect to applications for the Reserved Shares. Beneficial owners of Shares who are in any doubt about applications for the Reserved Shares should consult their stockbrokers or nominees.

Further announcement(s) will be made to update the Shareholders and investors of any significant developments related to the Proposed Separate Listing and the Global Offering (including its size and the price range of the Offer Shares) as and when appropriate.

Shareholders should note that the decisions of the Board and the 3 Italia Board to proceed with the Proposed Separate Listing and the Global Offering respectively are dependent, among other things, on market conditions during the period leading up to the Global Offering. Further, there can be no assurance that approval by Consob and Borsa Italiana of the listing of the 3 Italia Shares in issue and to be issued under the Global Offering on the MTA of the Italian Stock Exchange will be granted. The Company will make further announcements in relation to the Proposed Separate Listing and Global Offering, as and when appropriate.

As the listing of the 3 Italia Shares pursuant to the Proposed Separate Listing and the Global Offering is subject to, among other things, the approval of Consob and Borsa Italiana and the final decision of the 3 Italia Board, the Board and the Shareholders, Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

THE DIRECTORS

As at the date of this announcement, the Directors are: 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 and Mr. KAM Hing Lam as Executive Directors; Mr. George Colin MAGNUS and Mr. William SHURNIAK as Non-Executive Directors; Mr. Michael David KADOORIE, Mr. Holger KLUGE, Mr. William Elkin MOCATTA (*Alternate to Mr. Michael David Kadoorie*), Mr. Simon MURRAY, Mr. OR Ching Fai, Raymond and Mr. WONG Chung Hin (*also Alternate to Mr. Simon Murray*) as Independent Non-Executive Directors.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“3 Italia”	3 Italia S.p.A. (formerly known as Hutchison 3G Italia S.p.A.), currently an approximately 93% held subsidiary of the Company and which was incorporated in Italy on 17 November 1999;
“3 Italia Board”	the board of directors of 3 Italia;
“3 Italia Group”	3 Italia and its wholly owned and sole subsidiary, H3G S.p.A.;
“3 Italia Share(s)”	ordinary share(s) in the share capital of 3 Italia;
“3 Italia Territories”	shall have the meaning ascribed to it in the section entitled “Non-Competition Agreement” above;
“Assured Entitlement(s)”	the entitlement(s) of Qualifying HWL Shareholders to apply for Reserved Shares under the Preferential Offering;
“Board”	the board of Directors;
“Borsa Italiana”	Borsa Italiana S.p.A., the Italian Stock Exchange;
“CKH”	Cheung Kong (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 001);
“CKH Group”	CKH and its subsidiaries;
“Company”	Hutchison Whampoa Limited, a company incorporated in Hong Kong and the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 013);
“Consob”	<i>Commissione Nazionale per le Società e la Borsa</i> (the National Companies and Stock Exchange Commission), the Italian securities regulator for approving the listing of the 3 Italia Shares on the MTA of the Italian Stock Exchange;
“Directors”	directors of the Company;
“EGM”	an extraordinary general meeting of the Company to be convened to approve, among other things, the Proposed Separate Listing;
“First Announcement”	the announcement dated 20 September 2005 issued by the Company in relation to the Proposed Separate Listing;

“Global Offering”	the offer of new 3 Italia Shares to the public in Italy and placing of new 3 Italia Shares with professional, institutional and other investors in Italy and other jurisdictions abroad by way of subscription;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“HTIL”	Hutchison Telecommunications International Limited, an approximately 69.1%-held subsidiary of the Company, incorporated in the Cayman Islands and whose shares are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 2332) and American Depositary shares are listed on New York Stock Exchange, Inc. (Ticker: HTX);
“HTIL Group”	HTIL and its subsidiaries;
“HWL Remaining Territories”	shall have the meaning ascribed to it in the section entitled “Non-Competition Agreement” above;
“HWL Share(s)”	ordinary share(s) of HK\$0.25 each in the share capital of the Company;
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, established to advise the Independent Shareholders in relation to the Proposed Separate Listing;
“Independent Shareholders”	Shareholders (including the CKH Group) who do not have a material interest in the Proposed Separate Listing;
“International Offering”	the proposed conditional international offering of 3 Italia Shares to professional, institutional and other investors in connection with the Proposed Separate Listing;
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“MTA”	Mercato Telematico Azionario, the electronic equity market organised and managed by Borsa Italiana;
“Offer Shares”	the new 3 Italia Shares to be open for subscription under the Global Offering, if made;
“Overseas HWL Shareholder(s)”	registered holder(s) of HWL Shares, whose addresses on the register of members of the Company at 4:00 p.m. on the Record Date are outside of Hong Kong;
“Preferential Offering”	the proposed conditional preferential offering to Qualifying HWL Shareholders for acquisition of Reserved Shares;
“Proposed Separate Listing”	the separate listing of the 3 Italia Shares on the MTA of the Italian Stock Exchange;
“Prospectus”	the prospectus to be issued in Hong Kong by 3 Italia in relation to the Preferential Offering;
“Qualifying HWL Shareholders”	Shareholders whose names appear on the register of members of the Company at 4:00 p.m. on the Record Date, other than Overseas HWL Shareholders;
“Record Date”	22 November 2005, being the record date for ascertaining the Assured Entitlements;
“Registrar”	Computershare Hong Kong Investor Services Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong;
“Reserved Shares”	the Offer Shares to be offered pursuant to the Preferential Offering;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended from time to time;
“Shareholder(s)”	the holders of ordinary shares in the issued share capital of the Company;
“Shareholders Circular”	the circular to be despatched by the Company to the Shareholders containing, among other things, further details of the Proposed Separate Listing, the recommendation of the Independent Board Committee to the Independent Shareholders, the advice of Somerley to the Independent Board Committee and the Independent Shareholders and a notice convening the EGM in accordance with the Listing Rules;
“Somerley”	Somerley Limited, a licensed corporation under the SFO to conduct types 1 (dealing in securities), 4 (advising on securities), 6 (advising on corporate finance) and 9 (asset management) regulated activities and the independent financial adviser to the Independent Board Committee and the Independent Shareholders;
“€” or “Euros”	the single currency of the participating Member States in the Third Stage of European Economic and Monetary Union of the Treaty Establishing the European Community, as amended;
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong; and
“US\$”	United States Dollars, the lawful currency of the United States of America.

For the purpose of this announcement and for reference only, exchange rates of HK\$7.75 to US\$1.00 and €1.00 to US\$1.19 are adopted.

By Order of the Board

Edith Shih
Company Secretary

Hong Kong, 7 November 2005

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