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Hutchison Whampoa Limited 

和記黃埔有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 13)

 **Hutchison Telecom**

HUTCHISON TELECOMMUNICATIONS INTERNATIONAL LIMITED

和記電訊國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2332)

JOINT ANNOUNCEMENT

PROPOSED SPIN-OFF BY WAY OF A DISTRIBUTION IN SPECIE OF, AND A SEPARATE LISTING OF, THE SHARES OF HUTCHISON TELECOMMUNICATIONS HONG KONG HOLDINGS LIMITED 和記電訊香港控股有限公司 ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF INTRODUCTION

DISTRIBUTION RECORD DATE

CLOSURE OF REGISTER OF MEMBERS OF HTIL

This announcement is made pursuant to Listing Rule 13.09.

Reference is made to the joint announcement of HWL and HTIL on 4 March 2009 regarding the Proposed Spin-off, the Distribution and the Introduction.

The HWL Board and the HTIL Board announce that on 9 April 2009 the Stock Exchange confirmed its approval of the Proposed Spin-off.

The HTIL Board announces that it has determined the share distribution ratio and the Distribution Record Date for the Proposed Spin-off. Pursuant to the Distribution, each HTIL Qualifying Shareholder will be entitled to one HTHKH Share for each HTIL Share held on Thursday, 30 April 2009, the Distribution Record Date. Each HTIL Qualifying ADS Holder will be entitled to one HTHKH ADS (representing 15 HTHKH Shares) for each HTIL ADS held on the Distribution Record Date.

In order to determine the entitlements of HTIL Qualifying Shareholders to the Distribution, the register of members of HTIL will be closed from Wednesday, 29 April 2009 to Thursday, 30 April 2009 (both days inclusive), during which period no transfers of HTIL Shares will be registered.



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The implementation of the Distribution, the Proposed Spin-off and the Introduction is subject to the Listing Committee granting approval for the Listing, failing which, the Distribution will not be made, the Proposed Spin-off will not be implemented and the Introduction will not occur. Accordingly, shareholders of HWL, HTIL Shareholders, HTIL ADS Holders and potential investors are reminded to exercise caution when dealing in the respective securities of HWL and HTIL.

This announcement is made pursuant to Listing Rule 13.09.

INTRODUCTION

Reference is made to the joint announcement of HWL and HTIL on 4 March 2009 regarding the Proposed Spin-off, the Distribution and the Introduction (the "Announcement"). Terms defined in the Announcement shall have the same meanings when used herein unless the context otherwise requires.

As stated in the Announcement, the Proposed Spin-off will be implemented by way of the Distribution. On 4 March 2009, the HTIL Board approved the payment of an interim dividend by HTIL to be satisfied by way of a distribution in specie of the entire share capital of HTHKH to HTIL Qualifying Shareholders in proportion to their respective shareholdings in HTIL on the Distribution Record Date, conditional on (i) the Stock Exchange approving the Proposed Spin-off, and (ii) the Listing Committee granting approval for the Listing.

The HWL Board and the HTIL Board announce that on 9 April 2009 the Stock Exchange confirmed its approval of the Proposed Spin-off.

The Introduction does not involve an offer of new HTHKH Shares or any other securities and no new proceeds will be raised pursuant to the Listing. The Introduction is conditional on the Listing Committee granting approval for the Listing.

HTHKH SHARES AND HTHKH ADSs TO BE DISTRIBUTED

The HTIL Board announces that it has determined the share distribution ratio and the Distribution Record Date for the Proposed Spin-off. Pursuant to the Distribution, each HTIL Qualifying Shareholder will be entitled to one HTHKH Share for each HTIL Share held on Thursday, 30 April 2009, the Distribution Record Date. Based on the issued share capital of HTIL as at the date of this announcement and assuming this will remain unchanged on the Distribution Record Date, HTIL will distribute a total of 4,814,346,208 HTHKH Shares, comprising the entire issued share capital of HTHKH, pursuant to the Distribution.

HTIL Qualifying Shareholders (except for any HTIL Overseas Shareholders) will receive one HTHKH Share for each HTIL Share held on the Distribution Record Date.

HTIL Overseas Shareholders (if any) will be entitled to the Distribution but will not receive the HTHKH Shares. Instead, they will receive a cash amount equal to the net proceeds of the sale of their HTHKH Shares by HTIL on their behalf after dealings in the HTHKH Shares commence on the Stock Exchange at the prevailing market price.

No action is required to be taken by HTIL Qualifying Shareholders to receive the HTHKH Shares. HTIL Qualifying Shareholders (except for any HTIL Overseas Shareholders) holding HTIL Shares on the Distribution Record Date will either receive the share certificates representing the HTHKH Shares; investors holding their HTIL Shares through CCASS clearing participants will receive the HTHKH Shares through their respective brokers or custodians who are CCASS clearing participants.



HTHKH intends to establish a sponsored, unlisted American Depositary Share Level 1 programme to be traded over-the-counter (OTC) so that the HTIL Qualifying ADS Holders can receive HTHKH ADSs. Neither the HTHKH Shares nor the HTHKH ADSs will be listed on any securities exchange in the United States or quoted on any automated inter-dealer quotation system in the United States.

Each HTIL Qualifying ADS Holders will be entitled to one HTHKH ADS for each HTIL ADS held on the Distribution Record Date. Each HTHKH ADS will represent 15 HTHKH Shares. The Depositary for the HTIL ADS, who will also act as the Depositary for the HTHKH ADS, will separately inform HTIL Qualifying ADS Holders of the details of the Proposed Spin-off and the Distribution in due course.

DISTRIBUTION RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS OF HTIL

The Distribution Record Date will be on Thursday, 30 April 2009.

In order to determine the entitlements of HTIL Qualifying Shareholders to the Distribution, the register of members of HTIL will be closed from Wednesday, 29 April 2009 to Thursday, 30 April 2009 (both days inclusive), during which period no transfers of HTIL Shares will be registered.

The last day for dealings in HTIL Shares cum entitlement to the HTHKH Shares pursuant to the Distribution will be on Friday, 24 April 2009. In order to qualify for the Distribution, all transfers of HTIL Shares accompanied by the relevant share certificates must be lodged with HTIL's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 28 April 2009.

Further details of the expected timetable for the Proposed Spin-off and the Introduction, including the date on which the share certificates of the HTHKH Shares are to be despatched, will be announced as and when appropriate.

GENERAL

The implementation of the Distribution, the Proposed Spin-off and the Introduction is subject to the Listing Committee granting approval for the Listing, failing which, the Distribution will not be made, the Proposed Spin-off will not be implemented and the Introduction will not occur. Accordingly, shareholders of HWL, HTIL Shareholders, HTIL ADS Holders and potential investors are reminded to exercise caution when dealing in the respective securities of HWL and HTIL.

For the purpose of this announcement, and unless otherwise specified, references to times of day are to Hong Kong.

By Order of the Board
**HUTCHISON WHAMPOA
LIMITED**

Edith Shih
Company Secretary

By Order of the Board
**HUTCHISON TELECOMMUNICATIONS
INTERNATIONAL LIMITED**

Edith Shih
Company Secretary

Hong Kong, 14 April 2009



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As at the date of this announcement, the directors of HWL are:

Executive Directors:

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
Mr. KAM Hing Lam

Non-executive Directors:

Mr. George Colin MAGNUS
Mr. William SHURNIAK

Independent Non-executive Directors:

The Hon. Sir Michael David KADOORIE
Mr. Holger KLUGE
Mr. OR Ching Fai, Raymond
Mr. WONG Chung Hin

Alternate Director:

Mr. William Elkin MOCATTA
(*Alternate to The Hon. Sir Michael David Kadoorie*)

As at the date of this announcement, the directors of HTIL are:

Executive Directors:

Mr. LUI Dennis Pok Man
Mr. Christopher John FOLL
Mr. CHAN Ting Yu
(*also Alternate to Mr. Lui Dennis Pok Man*)
Mr. WONG King Fai, Peter

Non-Executive Directors:

Mr. FOK Kin-ning, Canning (*Chairman*)
Mrs. CHOW WOO Mo Fong, Susan
(*also Alternate to Mr. Fok Kin-ning, Canning and Mr. Frank John Sixt*)
Mr. Frank John SIXT

Independent Non-executive Directors:

Mr. KWAN Kai Cheong
Mr. John W. STANTON
Mr. Kevin WESTLEY

Alternate Directors:

Mr. WOO Chiu Man, Cliff
(*Alternate to Mr. Christopher John Foll*)
Mr. MA Lai Chee, Gerald
(*Alternate to Mr. Wong King Fai, Peter*)

