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# Hutchison Whampoa Limited

*(incorporated in Hong Kong with limited liability)*  
(Stock Code: 13)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of shareholders of the Company will be held at the Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 20 May 2011 at 12:00 noon for the following purposes:

1. To receive and adopt the Statement of Audited Accounts and Reports of the Directors and Auditor for the year ended 31 December 2010.
2. To declare a final dividend.
3. To re-elect Directors.
4. To appoint Auditor and authorise the Directors to fix the Auditor's remuneration.
5. As special business, to consider and, if thought fit, pass the following ordinary resolutions:

### ORDINARY RESOLUTIONS

- (1) **“THAT** a general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional ordinary shares of the Company not exceeding 20% of the existing issued ordinary share capital of the Company.”
- (2) **“THAT:**
  - (A) Subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of HK\$0.25 each in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (B) the aggregate nominal amount of ordinary shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of this Resolution, and the said approval shall be limited accordingly; and

- (C) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of
    - (i) the conclusion of the next Annual General Meeting of the Company;
    - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
    - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
  - (3) “**THAT** the general mandate granted to the Directors to issue and dispose of additional ordinary shares pursuant to Ordinary Resolution No 5(1) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the ordinary share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No 5(2) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company on the date of this Resolution.”
6. As special business, to consider and, if thought fit, pass the following special resolution:

#### **SPECIAL RESOLUTION**

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

- (1) by deleting the existing Article 58 in its entirety and substituting the following therefor:

“58. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless: -

- (i) voting by poll is 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 applicable laws, rules and regulations; or
- (ii) a poll is (before or on the declaration of the result of the show of hands) demanded by: -
  - (a) the chairman of the meeting; or
  - (b) not less than five members present in person or by proxy and entitled to vote; or

- (c) a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
  - (d) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.”
- (2) by deleting the existing Article 134(B) in its entirety and substituting the following therefor:
  - “(B) Where an entitled person under Article 134(A) has agreed or is, in accordance with the Statutes and other applicable laws, rules and regulations, deemed to have agreed to his having access of the relevant financial documents and/or the summary financial report (each as defined in the Ordinance) in respect of the Company on the Company’s website as mentioned in Article 137(v) or, to the extent permitted by, and in accordance with the Statutes and other applicable laws, rules and regulations in any other manner (including by any other form of electronic communication) instead of being sent the documents or report, as the case may be (an “Assenting Person”), the publication or making available by the Company, in accordance with the Statutes and other applicable laws, rules and regulations, on the Company’s website referred to above of the relevant financial documents and/or the summary financial report throughout the period beginning not less than twenty-one days before the date of the General Meeting of the Company concerned and ending on such date in accordance with the Statutes and other applicable laws, rules and regulations (or such other period or time as is permitted under the Statutes and other applicable laws, rules and regulations) or in such other manner shall be treated as having sent a copy of the relevant financial documents or a copy of the summary financial report to an Assenting Person in satisfaction of the Company’s obligations under Article 134(A).”
- (3) by deleting the existing Article 137(v) in its entirety and substituting the following therefor:
  - “(v) by publishing it on the Company’s website and giving to such person a notice in accordance with the Statutes, other applicable laws, rules and regulations stating that the notice or other document is available there (a “Notice of Availability”) to the extent permitted by, and in accordance with, the Statutes and other applicable laws, rules and regulations. The Notice of Availability may be given to such person by any of the means set out in Article 137(i), (ii), (iii), (iv) or (vi); or”

(4) by deleting the existing Article 141(A)(ii) in its entirety and substituting the following therefor:

“(ii) if sent or transmitted as an electronic communication in accordance with Article 137(iv) or through such means in accordance with Article 137(vi), shall be deemed to have been served or delivered at the time as prescribed by the Statutes and other applicable laws, rules and regulations. A notice or other document published on the Company’s website in accordance with Article 137(v) shall be deemed to have been served or delivered at the time as prescribed by the Statutes and other applicable laws, rules and regulations. In proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof;”

(5) by deleting the existing Article 141(B) in its entirety and substituting the following therefor:

“(B) Where a person has consented or is, in accordance with the Statutes and other applicable laws, rules and regulations, deemed to have consented to receive notices and other documents from the Company in the English language only or the Chinese language only but not both, it shall be sufficient for the Company to serve on or deliver to him any notice or document in such language only in accordance with these presents unless and until there is a notice of revocation or amendment of such consent given by such person to the Company in accordance with the Statutes and other applicable laws, rules and regulations which shall have effect in respect of any notice or document to be served on or delivered to such person subsequent to the giving of such notice of revocation or amendment.”

(6) by deleting the existing Article 143 in its entirety and substituting the following therefor:

“143. Any notice or document delivered or sent by any of the means set out in Article 137 to, or left at the registered address of, any member in pursuance of these presents, shall notwithstanding such member be then deceased, bankrupt or, in the case of such member being a corporation, liquidated or dissolved, and whether or not the Company has notice of his decease, bankruptcy or, in the case of such member being a corporation, its liquidation or dissolution, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his/its stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his executors or administrators, trustee in bankruptcy or his/its receiver or all persons (if any) interested (whether jointly with or claiming through or under him/it) in any such share.”

With the following marginal note to Article 143:

“Notice valid though member deceased, bankrupt, liquidated or dissolved”

The Register of Members of the Company will be closed from Friday, 13 May 2011 to Friday, 20 May 2011, both dates inclusive.

By Order of the Board

**Edith Shih**  
*Company Secretary*

Hong Kong, 12 April 2011

*Notes:*

1. *In order to qualify for the proposed final dividend payable on Monday, 23 May 2011 and be entitled to attend and vote at the meeting (or at any adjournment thereof), all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 pm on Thursday, 12 May 2011.*
2. *Only members are entitled to attend and vote at the meeting (or at any adjournment thereof).*
3. *A member entitled to attend and vote at the meeting (or at any adjournment thereof) 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 at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong not later than 48 hours before the time for holding the meeting.*
4. *At the meeting (or at any adjournment thereof), 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 as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The poll results will be published on the websites of the Company and Hong Kong Exchanges and Clearing Limited on 20 May 2011.*
5. *With respect to Ordinary Resolution No 5(1), the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members under Ordinary Resolution No 5(1) as a general mandate for the purposes of Section 57B of the Companies Ordinance and the Listing Rules.*
6. *A circular containing the information regarding, inter alia, the Directors proposed to be re-elected, the general mandates to issue shares and repurchase shares of the Company and the amendments to the Articles of Association of the Company will be sent to the shareholders of the Company together with the Company's 2010 Annual Report.*
7. *This Notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.*

As at the date of this document, the Directors of the Company 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

**Independent Non-executive Directors:**

The Hon Sir Michael David KADOORIE  
Mr Holger KLUGE  
Mrs Margaret LEUNG KO May Yee  
Mr William Elkin MOCATTA  
*(Alternate to The Hon Sir Michael  
David Kadoorie)*  
Mr WONG Chung Hin

**Non-executive Directors:**

Mr George Colin MAGNUS  
Mr William SHURNIAK