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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 Hutchison Whampoa Limited (the “Company”) will be held at The Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 16 May 2014 at 12:00 noon for the following purposes:

1. To receive and adopt the Statement of Audited Accounts, Report of the Directors and Report of the Auditor for the year ended 31 December 2013.
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. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

### **ORDINARY RESOLUTIONS**

- (1) “**THAT** a general mandate be and is hereby unconditionally given to the Directors to issue, allot and dispose of such number of additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue at the date of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution) until the next Annual General Meeting (“Relevant Period”), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period.”
- (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 buy back shares 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 maximum number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing 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 of the Company in general meeting.”
- (3) “**THAT** the general mandate granted to the Directors to issue, allot and dispose of such number of additional shares of the Company 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 such number of shares of the Company bought back 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 number of shares of the Company shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution).”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

### **SPECIAL RESOLUTION**

“**THAT** the new Articles of Association of the Company, a copy of which has been produced to the meeting marked “A” and initialled by the Chairman for the purpose of identification, which, among other things, dispenses with the “objects” clause, be and is hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Articles of Association of the Company in force immediately before the passing of this Special Resolution and **THAT** any Director or the Company Secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the new Articles of Association of the Company.”

7. To consider and, if thought fit, pass with or without amendments, the following resolutions as Special Resolutions:

### SPECIAL RESOLUTIONS

- (1) “**THAT** subject to the approval of the Registrar of Companies of Hong Kong, the Chinese name of the Company “和記黃埔有限公司” be added to its existing Company name “Hutchison Whampoa Limited” such that the name of the Company becomes “Hutchison Whampoa Limited 和記黃埔有限公司”, and any Director or the Company Secretary of the Company be and is hereby authorised to do all such acts and things and execute all documents or make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient to effect and implement the formal adoption of the Chinese name of the Company.”
- (2) “**THAT** subject to the passing of Special Resolution No. 7(1) set out in the notice convening this meeting and the issue of the “Certificate of Change of Name” of the Company by the Registrar of Companies of Hong Kong, the Articles of Association of the Company be altered in the following manner:

by deleting the existing Article 3 in its entirety and substituting the following therefor:

“3. The name of the Company is Hutchison Whampoa Limited 和記黃埔有限公司.””

The Register of Members of the Company will be closed from Tuesday, 13 May 2014 to Friday, 16 May 2014, both days inclusive.

By Order of the Board

**Edith Shih**  
*Company Secretary*

Hong Kong, 8 April 2014

*Notes:*

- In order to be eligible 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 Share Registrar of the Company (Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong) for registration no later than 4:30 pm on Monday, 12 May 2014.*

2. *In order to be qualified for the proposed final dividend payable on Tuesday, 3 June 2014, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar of the Company (Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for registration no later than 4:30 pm on Thursday, 22 May 2014, being the record date for determining shareholders' entitlements to the proposed final dividend.*
3. *Only shareholders are entitled to attend, speak and vote at the meeting (or at any adjournment thereof).*
4. *A shareholder entitled to attend, speak and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend, speak and, on a poll, vote at the meeting instead of that shareholder. A proxy need not be a shareholder. 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 no less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) (as the case may be).*
5. *In the case of joint registered holders of the shares, any one of such persons may vote at the meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant shares.*
6. *At the meeting (or at any adjournment thereof), the chairman of the meeting will 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 website of the Company at [www.hutchison-whampoa.com](http://www.hutchison-whampoa.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) on 16 May 2014.*
7. *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 shareholders under Ordinary Resolution No. 5(1) as a general mandate for the purposes of Section 141 of the Companies Ordinance and the Listing Rules.*
8. *A circular containing the information regarding, inter alia, the Directors proposed to be re-elected, the general mandates to issue shares and buy back shares of the Company, the adoption of New Articles of Association and the formal adoption of the Chinese name of the Company will be sent to the shareholders of the Company together with the Company's 2013 Annual Report.*
9. *If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 am on the date of the meeting, the meeting will be postponed. Shareholders may call the hotline 3169 3868 or visit the website of the Company at [www.hutchison-whampoa.com](http://www.hutchison-whampoa.com) for details of the postponement and alternative meeting arrangements.*

*The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.*

*Shareholders should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to so do, they are advised to exercise care and caution.*

10. *The Chinese translation of this notice is for reference only. 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

**Non-executive Directors:**

Mr LEE Yeh Kwong, Charles  
Mr George Colin MAGNUS

**Independent Non-executive Directors:**

The Hon Sir Michael David KADOORIE  
Mr Holger KLUGE  
Ms LEE Wai Mun, Rose  
Mr William Elkin MOCATTA  
*(Alternate to The Hon Sir Michael  
David Kadoorie)*  
Mr William SHURNIAK  
Mr WONG Chung Hin