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# Hutchison Whampoa Limited

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 013)**

## **ANNOUNCEMENT CONTINUING CONNECTED TRANSACTIONS**

The Directors announce that as a result of HTIL becoming a subsidiary of the Company, the marketing agreement dated 14 August 1996 and entered into between Hutchison CAT, a subsidiary of HTIL, and CAT Telecom, became continuing connected transactions for the Company which are subject to the reporting and announcement requirements and are exempt from the independent shareholders' approval requirements of the Listing Rules.

The Company announced on 14 June 2007 that as a result of the on-market purchases of shares of HTIL described therein, HTIL would be accounted for as a subsidiary of the Company. Consequently, the Non-exempt Thai Continuing Connected Transactions under the Thai Marketing Agreement became continuing connected transactions for the Company which are subject to the reporting and announcement requirements and are exempt from the independent shareholders' approval requirements of the Listing Rules.

### **THAI MARKETING AGREEMENT**

On 27 March 2007, HTIL announced ("HTIL Announcement") its proposal to set the annual caps for the three years ending 31 December 2009 for the Non-exempt Thai Continuing Connected Transactions under the Thai Marketing Agreement subject to obtaining the approval of the HTIL Independent Shareholders, which was forthcoming at HTIL's extraordinary general meeting held on 8 May 2007.

Reference is made to the HTIL Announcement and HTIL Shareholders' Circular for all relevant information (including the annual caps and background information on the parties) relating to the Non-Exempt Thai Continuing Connected Transactions under the Thai Marketing Agreement for HTIL.

The Board, including the Independent Non-Executive Directors, agrees with the opinion from the HTIL Independent Financial Adviser to the HTIL Independent Board Committee and the HTIL Independent Shareholders that the respective annual caps for these transactions are fair and reasonable and considers such caps to be in the interest of the Company and its shareholders as a whole.

### **LISTING RULES IMPLICATIONS OF THE CONTINUING CONNECTED TRANSACTIONS**

The Non-exempt Thai Continuing Connected Transactions under the Thai Marketing Agreement became continuing connected transactions for the Company as a result of HTIL

becoming a subsidiary of the Company and by virtue of CAT Telecom being a substantial shareholder holding approximately 26% interest of and in Hutchison CAT, which is consolidated as a subsidiary into the HTIL's financial statements.

As each of the applicable percentage ratios for the Company calculated with reference to the Non-exempt Thai Continuing Connected Transactions under the Thai Marketing Agreement is in excess of the 0.1% but less than the 2.5% threshold as set out in Listing Rule 14A.34(1), these continuing connected transactions for the Company are subject only to the reporting and announcement requirements and are exempt from the independent shareholders' approval requirements of the Listing Rules.

## GENERAL

The Group operates and invests in five core businesses: ports and related services; property and hotels; retail; energy, infrastructure, finance & investments and others; and telecommunications.

As at the date of this announcement, the Directors 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. W. E. MOCATTA  
*(Alternate to The Hon. Sir Michael  
David Kadoorie)*  
Mr. OR Ching Fai, Raymond  
Mr. WONG Chung Hin

In this announcement, the following terms and expressions have the meanings set out below unless the context requires otherwise:-

## DEFINITIONS

“Board”	the board of Directors
“CAT Telecom”	CAT Telecom Public Company Limited (formerly known as Communications Authority of Thailand)
“Company”	Hutchison Whampoa Limited, a company incorporated in Hong Kong, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 013)
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China

“HTIL”	Hutchison Telecommunications International Limited, a company incorporated in the Cayman Islands and a non wholly owned subsidiary of the Company, whose securities are listed on the Main Board of the Stock Exchange (Stock Code: 2332) and whose American depository shares are listed on New York Stock Exchange, Inc. (Ticker: HTX)
“HTIL Announcement”	HTIL’s press announcement dated 26 March 2007 on, among others, the Non-exempt Thai Continuing Connected Transactions
“HTIL Independent Board Committee”	an independent committee of the board of directors of HTIL, comprising all the independent non-executive directors of HTIL, established to give an opinion to the HTIL Independent Shareholders in relation to, among others, the proposed annual caps for such of the Non-exempt Thai Continuing Connected Transactions where the applicable percentage ratios were in excess of 2.5% for HTIL
“HTIL Independent Financial Adviser”	an independent financial adviser appointed to render its opinion to the HTIL Independent Board Committee and HTIL Independent Shareholders in respect of, among others, the Non-exempt Thai Continuing Connected Transactions under the Thai Marketing Agreement
“HTIL Independent Shareholders”	those shareholders of HTIL who did not have any material interests in the matter proposed to be approved by shareholders of HTIL other than by virtue of their shareholding in HTIL
“HTIL Shareholders’ Circular”	HTIL’s circular to shareholders dated 4 April 2007 on, among others, the Non-exempt Thai Continuing Connected Transactions
“Hutchison CAT”	Hutchison CAT Wireless Multimedia Limited, which is consolidated as a subsidiary of HTIL in its combined financial statements and is incorporated in Thailand
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“Non-exempt Thai Continuing Connected Transactions”	the transactions as contemplated under the Thai Marketing Agreement
“percentage ratios”	shall have the same meaning ascribed to that expression in the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“subsidiary”

has the meaning ascribed to it in Listing Rule 1.01

“Thai Marketing Agreement”

the marketing agreement dated 14 August 1996 and entered into between Hutchison CAT and CAT Telecom (as amended on 1 April 1997, 16 October 2000 and 11 August 2003)

By Order of the Board

**Edith Shih**

*Company Secretary*

Hong Kong, 12 July 2007