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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 Grand Ballroom, 1st Floor, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Friday, 25 May 2012 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 2011.
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:

by deleting the existing Article 93 in its entirety and substituting the following therefor:

“93. Subject to the provisions of these presents, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Hong Kong (and for this purpose a Director shall be deemed absent from Hong Kong on any day if he has given to the Secretary notice of his intention to be absent from Hong Kong for any period including such day and has not revoked such notice). Any Director may waive notice of any meeting and any such waiver may be retrospective. The Directors may participate in a meeting of Directors by telephone, video or other electronic means at which the Directors participating in the meeting are capable of hearing each other.””

The Register of Members of the Company will be closed from Tuesday, 22 May 2012 to Friday, 25 May 2012, both days inclusive.

By Order of the Board

Edith Shih
Company Secretary

Hong Kong, 11 April 2012

Notes:

- 1. 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 Registrars 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, 21 May 2012.*
- 2. In order to be qualified for the proposed final dividend payable on Monday, 11 June 2012, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrars 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, 31 May 2012, being the record date for determining members' entitlements to the proposed final dividend.*
- 3. Only members are entitled to attend and vote at the meeting (or at any adjournment thereof).*
- 4. 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 no less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) (as the case may be).*
- 5. 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 and the website of Hong Kong Exchanges and Clearing Limited ("HKEx") at www.hkexnews.hk on 25 May 2012.*
- 6. 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.*
- 7. 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 amendment to the Articles of Association of the Company will be sent to the shareholders of the Company together with the Company's 2011 Annual Report.*

8. *If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the meeting, the meeting will be postponed. Members may call the hotline 3169 3868 or visit the website of the Company at 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.

Members 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.

9. *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

Non-executive Director:

Mr George Colin MAGNUS

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 William SHURNIAK
Mr WONG Chung Hin