

Hutchison Whampoa Limited



(incorporated in Hong Kong with limited liability)
(Stock Code: 013)

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 Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 22 May 2008 at 12:00 noon for the following purposes:

1. To receive and consider the Statement of Audited Accounts and Reports of the Directors and Auditor for the year ended 31 December 2007.
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 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 at 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 (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 (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 at the date of this Resolution.”
6. As special business to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

- (1) **“THAT**, with effect from the conclusion of the meeting at which this resolution is passed, the rules of the share option plan adopted in 2004 by Partner Communications Company Ltd. (“Partner”, an indirect non-wholly owned subsidiary of the Company held through Hutchison Telecommunications International Limited (“HTIL”), whose shares are listed on the Tel-Aviv Stock Exchange with American depository shares quoted on US Nasdaq) (a copy of which has been produced to the meeting and marked “A”) be and they are hereby approved.”
- (2) **“THAT**, conditionally on the approval of the same by the shareholders of HTIL whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited and New York Stock Exchange, Inc., (i) the existing plan mandate limit in respect of the granting of options to subscribe for shares in Partner (the “Partner Shares”) under the share option plans of Partner be refreshed and renewed to the extent and provided that the total number of Partner Shares which may be allotted and issued pursuant to the exercise of the options to be granted under the 2004 Partner Share Option Plan as defined in the circular to shareholders of the Company dated 24 April 2008 (excluding options previously granted, outstanding, cancelled, lapsed or exercised under all share option plans of Partner) shall be increased by 8,142,000 Partner Shares; and (ii) the 2004 Partner Share Option Plan be amended by increasing the total number of Partner Shares reserved for issuance upon exercise of options to be granted under the 2004 Partner Share Option Plan by 8,142,000 Partner Shares.”
- (3) **“THAT**, with effect from the conclusion of the meeting at which this resolution is passed, the proposed amendments to the 2004 Partner Share Option Plan as described in the Circular and more particularly set out in the amended 2004 Partner Share Option Plan (a copy of which have been produced to the meeting and marked “B”), and conditionally on the approval of the same by the shareholders of Partner and HTIL, be and they are hereby approved, subject to such modifications of the relevant amendments to the 2004 Partner Share Option Plan as the Directors of the Company may consider necessary, taking into account the requirements of the relevant regulatory authorities, including without limitation, The Stock Exchange of Hong Kong Limited, and that the Directors be authorised to do all such acts and things as may be necessary to carry out such amendments and (if any) modifications into effect.”
7. As special business to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

- (1) **“THAT** the downward adjustment to the exercise price of the HTIL Share Options (as defined in the circular to shareholders of the Company dated 24 April 2008 (the “Circular”) outstanding and unvested at the date of payment of the HTIL Transaction Special Dividend (as defined in the Circular) on a dollar-for-dollar basis be and is hereby approved.”
- (2) **“THAT** the HTIL Share Option Terms Change (as defined in the Circular), under which, inter alia, downward adjustment to the exercise price of the share options granted but not exercised as at the date of each payment of special dividend by HTIL shall be made by an amount which the HTIL Directors consider as reflecting the impact such payment will have or will likely to have on the trading prices of the ordinary shares of HTIL, provided that, inter alia, (a) the amount of the downward adjustment shall not exceed the amount of such special dividend to be paid; (b) such adjustment shall take effect on the date of payment by HTIL of such special dividend; and (c) the adjusted exercise price of the share options shall not, in any case, be less than the nominal value of the ordinary shares of HTIL.”

The Register of Members of the Company will be closed from Thursday, 15 May 2008 to Thursday, 22 May 2008 both dates inclusive.

By Order of the Board

Edith Shih
Company Secretary

Hong Kong, 24 April 2008

Notes:

- 1. In order to qualify for the final dividend payable on Friday, 23 May 2008, 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 Wednesday, 14 May 2008.*
- 2. Only members are entitled to attend and vote at the meeting.*
- 3. A member entitled to attend and vote at the meeting 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, 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. The poll results will be published on the websites of the Company and The Stock Exchange of Hong Kong Limited on 22 May 2008.*
- 5. With respect to Ordinary Resolution No (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 (1) as a general mandate for the purposes of Section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*
- 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, the 2004 Partner Share Option Plan, including the Plan Mandate Limit Refreshment Proposal and the Plan Amendment Proposal, and change of terms of the HTIL Share Options and HTIL Share Option Scheme, will be sent to the shareholders of the Company together with the Company's 2007 Annual Report.*

As at the date of this notice, 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 George Colin MAGNUS
Mr William SHURNIAK

Independent Non-executive Directors:

The Hon. Sir Michael David KADOORIE
Mr Holger KLUGE
Mr William Elkin MOCATTA
(*Alternate to The Hon. Sir Michael David Kadoorie*)
Mr OR Ching Fai, Raymond
Mr WONG Chung Hin

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