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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Hutchison Whampoa Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **HUTCHISON WHAMPOA LIMITED**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 013)**

### **DISCLOSEABLE TRANSACTION**

**Sale of shares**

**in**

**Hutchison Telecommunications International Limited**

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11 January 2006

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Announcement”	announcement dated 21 December 2005 made by the Company relating to the Transaction
“Call Option”	the option granted by the Vendor to the Purchaser on Completion pursuant to the Shareholders’ Agreement for the acquisition of an additional 175,326,456 HTIL Shares or such other number of HTIL Shares as is equal to 3.69% of the total number of HTIL Shares in issue at the date of the exercise of the Call Option, exercisable within twelve (12) months after Completion upon obtaining all regulatory approvals required for the exercise of such option
“Company”	Hutchison Whampoa Limited, a limited liability company incorporated in Hong Kong, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 013)
“Completion”	completion of the Transaction which occurred on the Completion Date
“Completion Date”	21 December 2005, upon signing of the Sale and Purchase Agreement
“connected person”	shall have the meaning ascribed to that expression in the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HTIL”	Hutchison Telecommunications International Limited, a limited liability company incorporated in the Cayman Islands, whose shares are listed on the Stock Exchange (Stock Code: 2332) and whose American depositary shares are listed on the New York Stock Exchange, Inc. (Ticker: HTX)
“HTIL Group”	HTIL and its subsidiaries
“HTIL Share(s)”	ordinary share(s) of HK\$0.25 each in the issued share capital of HTIL
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	6 January 2006, being the latest practicable date before the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“OTH”	Orascom Telecom Holding S.A.E., a company established in accordance with the laws of the Arab Republic of Egypt whose shares are listed on the Cairo and Alexandria Stock Exchange (symbol: ORTE.CA, ORAT EY) and whose GDRs are traded on the London Stock Exchange (symbol: ORTEq.L and OTLD L)
“OTH Group”	OTH and its subsidiaries
“Promissory Note”	an interest-bearing note issued by the Purchaser to the Vendor for repayment of US\$1,172,030,623.81 (or approximately HK\$9,085,815,802) on or before 28 February 2006, the Purchaser’s obligations thereunder being guaranteed by OTH and secured by a legal mortgage over the Sale Shares
“Purchaser”	Orascom Telecom Eurasia Limited, the purchaser under the Sale and Purchase Agreement
“Sale and Purchase Agreement”	an unconditional agreement dated 21 December 2005 and made amongst the Vendor, the Purchaser, the Company and OTH for the sale and purchase of the Sale Shares
“Sale Shares”	917,759,172 HTIL Shares, representing approximately 19.31% of the issued share capital of HTIL as at 21 December 2005
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders’ Agreement”	an agreement dated 21 December 2005 and made pursuant to the Sale and Purchase Agreement upon Closing amongst the Vendor, the Purchaser, the Company and OTH to regulate the parties relationship as shareholders of HTIL and for the grant of the Call Option
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the sale and purchase of the Sale Shares for an aggregate consideration of US\$1,302,256,248.81 (or HK\$10,095,350,892) on terms and conditions set out in the Sale and Purchase Agreement
“Vendor”	Hutchison Telecommunications Investment Holdings Limited, an indirect wholly owned subsidiary of the Company and the vendor under the Sale and Purchase Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America

Note: The figure in US\$ is translated into HK\$ at the rate of US\$1.00 = HK\$7.7522 throughout this circular for reference purpose only.

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## LETTER FROM THE BOARD

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# HUTCHISON WHAMPOA LIMITED

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 013)**

**Directors:**

LI Ka-shing, *Chairman*  
LI Tzar Kuoi, Victor, *Deputy Chairman*  
FOK Kin-ning, Canning, *Group Managing Director*  
CHOW WOO Mo Fong, Susan,  
*Deputy Group Managing Director*  
Frank John SIXT, *Group Finance Director*  
LAI Kai Ming, Dominic, *Executive Director*  
KAM Hing Lam, *Executive Director*  
Michael David KADOORIE, *Independent Non-Executive Director*  
Holger KLUGE, *Independent Non-Executive Director*  
George Colin MAGNUS, *Non-Executive Director*  
William Elkin MOCATTA  
*(Alternate to Michael David KADOORIE)*  
Simon MURRAY, *Independent Non-Executive Director*  
OR Ching Fai, Raymond, *Independent Non-Executive Director*  
William SHURNIAK, *Non-Executive Director*  
WONG Chung Hin, *Independent Non-Executive Director*  
*(Also Alternate to Simon MURRAY)*

**Registered Office and  
Head Office:**

Hutchison House, 22nd Floor  
10 Harcourt Road  
Hong Kong

11 January 2006

To the shareholders

### DISCLOSEABLE TRANSACTION

#### Sale of shares

in

#### Hutchison Telecommunications International Limited

#### INTRODUCTION

On 21 December 2005, the Directors announced that the Sale and Purchase Agreement had been entered into pursuant to which the Vendor, an indirect wholly owned subsidiary of the Company, sold and the Purchaser, purchased, the Sale Shares for a total cash consideration of US\$1,302,256,248.81 (or HK\$10,095,350,892) representing a sale price of HK\$11 per Sale Share. The respective obligations of the Vendor and the Purchaser under the Sale and Purchase Agreement are guaranteed by the Company and OTH respectively. Completion of the Sale occurred on signing of the Sale and Purchase Agreement.

The main purpose of this circular is to provide you with further information relating to the Transaction which constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

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## LETTER FROM THE BOARD

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### THE SALE AND PURCHASE AGREEMENT

#### Date

21 December 2005

#### Parties

1. Vendor
2. Purchaser
3. Company as vendor guarantor
4. OTH as purchaser guarantor

#### Transaction

The Sale and Purchase Agreement was completed on signing. The Vendor sold, and the Purchaser purchased, at Completion the Sale Shares subject to and in accordance with the terms and conditions of the Sale and Purchase Agreement. The respective obligations of the Vendor and the Purchaser under the Sale and Purchase Agreement were guaranteed by the Company and OTH respectively.

The Sale Shares represented approximately 19.31% of HTIL's issued share capital as at the Completion Date. HTIL Group is a leading global provider of telecommunications services which currently operates mobile and fixed telecommunications services in Hong Kong and operates or is rolling out mobile telecommunication services in Macau, India, Israel, Thailand, Sri Lanka, Ghana, Indonesia and Vietnam.

Through the Transaction, the Purchaser acquired approximately 19.31% equity in HTIL and the Company's indirect equity in HTIL was reduced from 69.11% to approximately 49.8%. After Completion, HTIL ceased to be a subsidiary of the Company and will be accounted for as an associated company of the Company.

#### Consideration

The total cash consideration for the Sale Shares is US\$1,302,256,248.81 (or HK\$10,095,350,892) satisfied in cash and by the issue of the Promissory Note. The sale price of HK\$11 per Sale Share represents a (i) premium of approximately 0.92% to the closing price of the HTIL Shares on 21 December 2005 of HK\$10.90, (ii) premium of approximately 2% to the average closing price of the HTIL Shares over the 3 weeks up to and including 20 December 2005 of HK\$10.793, (iii) discount of approximately 0.45% to the closing price of the HTIL Shares on the Latest Practicable Date of HK\$11.05, and (iv) discount of approximately 1.31% to the average closing price of the HTIL Shares over the 3 weeks up to and including the Latest Practicable Date of HK\$11.146. Such consideration has been arrived at after arm's length negotiations.

#### Completion

Completion occurred on 21 December 2005.

At Completion and pursuant to the Shareholders' Agreement, the Purchaser was also granted the Call Option to acquire from the Vendor additional 175,326,456 HTIL Shares or such other number of HTIL Shares as is equal to 3.69% of the total number of HTIL Shares in issue at the

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## LETTER FROM THE BOARD

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date of the exercise of the Call Option, exercisable within twelve (12) months after Completion upon obtaining all regulatory approvals required for the exercise of such option. The Call Option may be exercised at a price per HTIL Share equal to the higher of (i) the average of the closing traded price of a HTIL Share for the thirty (30) trading days on the Stock Exchange immediately prior to the date of service of the notice of the Purchaser's intention to exercise the Call Option, and (ii) HK\$11, subject to adjustment for any events occurring after Completion which shall have a diluting or concentrating effect on the market value of the HTIL Shares.

Save and except for any disposal of HTIL Shares pursuant to the exercise of the Call Option, the Company has no current intention to further dispose of any HTIL Shares. Subject to certain exceptions, the Vendor and the Purchaser have agreed not to dispose of their respective interests in HTIL Shares for a period of two years, commencing from the Completion Date. The Vendor has also agreed that, from the Completion Date, it will procure (having regard to the Vendor's continuing voting rights in HTIL) that two non-executive directors nominated by the Purchaser be appointed to the nine member board of HTIL. On 21 December 2005, HTIL announced, among other things, the appointment of Messrs Naguib Sawiris and Aldo Mareuse as new non-executive directors of HTIL and Messrs Martin Michlmayr and Ragy Soliman as their respective alternate directors all with effect from 21 December 2005.

The Purchaser is an investment holding company. OTH is a leading mobile telecommunications company operating GSM networks in seven countries in the Middle East (namely Algeria, Pakistan, Egypt, Tunisia, Iraq, Bangladesh and Zimbabwe), Africa and South Asia.

### **REASONS FOR, BENEFITS OF, THE TRANSACTION**

Through implementing the Transaction, the Company has created an opportunity for the strategic co-operation between the HTIL Group and the OTH Group, pursuant to which the two groups will seek to exploit synergy benefits fully between their businesses. The Directors consider the terms of the Sale and Purchase Agreement, including the terms of the Call Option, which are reached based on arms' length negotiations, to be on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

On Completion, the Company realised a profit on disposal of approximately HK\$7,400 million. The net proceeds derived by the Group from the Transaction will be used for its general working capital purposes.

### **FINANCIAL EFFECTS OF THE TRANSACTION**

As disclosed in the annual report of HTIL for the financial year ended 31 December 2004 dated 7 March 2005, the audited consolidated net asset value of HTIL as at 31 December 2004 was approximately HK\$14,287 million (2003: net deficit of approximately HK\$6,375 million), the audited consolidated profit of HTIL before taxation for the year ended 31 December 2004 was approximately HK\$805 million (2003: loss of approximately HK\$101 million), the audited consolidated profit of HTIL after taxation for the year ended 31 December 2004 was approximately HK\$316 million (2003: approximately HK\$72 million), and the audited consolidated profit of HTIL attributable to shareholders of HTIL for the year ended 31 December 2004 was approximately HK\$72 million (2003: loss of approximately HK\$214 million).

As disclosed in the Company's annual report for the financial year ended 31 December 2004 dated 31 March 2005, the audited consolidated net asset value of the Company as at 31 December 2004 was approximately HK\$260,841 million (2003: approximately HK\$244,017 million), the audited consolidated profit of the Company before taxation for the year ended 31 December 2004 was approximately HK\$6,655 million (2003: approximately HK\$7,031 million), the audited consolidated profit of the Company after taxation for the year ended 31 December 2004 was approximately HK\$9,697 million (2003: approximately HK\$10,127 million), and the audited

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## LETTER FROM THE BOARD

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consolidated profit of the Company attributable to shareholders of the Company for the year ended 31 December 2004 was approximately HK\$16,128 million (2003: profit of approximately HK\$11,677 million).

Subsequent to Completion, the Company's indirect equity in HTIL has been reduced from 69.11% to approximately 49.8%. The Transaction resulted in HTIL ceasing to be a subsidiary of the Company and becoming an associated company of the Company and therefore after Completion the Company's remaining 49.8% equity in HTIL is accounted for under the equity method of accounting for investments in associated companies.

Immediately after Completion, the consolidated net asset value of the Company has been increased by approximately HK\$7,400 million as a result of a one-off gain from the disposal of the Sale Shares for an amount of proceeds which is above their attributable underlying consolidated net asset value. The one-off gain on disposal of the Sale Shares shall be reflected in the Company's consolidated accounts for the financial year ended 31 December 2005. Subsequent to completion, the Company's percentage share of HTIL's net assets and financial results has decreased from 69.11% to approximately 49.8%.

### **DISCLOSEABLE TRANSACTION**

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries prior to entering into the Sale and Purchase Agreement, neither the Purchaser, OTH nor their respective ultimate beneficial owners was a connected person of the Company.

Applying the relevant percentage ratios resulting from the calculations set out in Listing Rule 14.07, the Transaction and the grant of the Call Option constitute a discloseable transaction for the Company under the Listing Rules.

### **GENERAL**

Your attention is also drawn to the General Information set out in the Appendix of this circular.

Yours faithfully,  
By order of the Board

**Fok Kin-ning, Canning**  
*Group Managing Director*



## 1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

## 2. DISCLOSURE OF DIRECTORS' INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and the chief executives of the Company were deemed or taken to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers adopted by the Company (the "Model Code") were as follows:

### (a) Interests and short positions in the shares, underlying shares and debentures of the Company

*Long positions in the shares and underlying shares of the Company*

Name of Director	Capacity	Nature of interests	Number of shares held	Number of underlying shares held	Total	Approximate % of shareholding
Li Ka-shing	(i) Founder of discretionary trusts	(i) Other interest	2,141,698,773 <sup>(1)</sup>	18,613,202 <sup>(2)</sup>	2,207,888,975	51.7874%
	(ii) Interest of controlled corporations	(ii) Corporate interest	47,577,000 <sup>(3)</sup>	–		
Li Tzar Kuoi, Victor	(i) Beneficiary of trusts	(i) Other interest	2,141,698,773 <sup>(1)</sup>	18,613,202 <sup>(2)</sup>	2,161,398,745	50.6969%
	(ii) Interest of controlled corporations	(ii) Corporate interest	1,086,770 <sup>(4)</sup>	–		
Fok Kin-ning, Canning	Interest of a controlled corporation	Corporate interest	4,310,875 <sup>(5)</sup>	–	4,310,875	0.1011%
Chow Woo Mo Fong, Susan	Beneficial owner	Personal interest	150,000	–	150,000	0.0035%
Frank John Sixt	Beneficial owner	Personal interest	50,000	–	50,000	0.0012%
Lai Kai Ming, Dominic	Beneficial owner	Personal interest	50,000	–	50,000	0.0012%
Kam Hing Lam	Beneficial owner	Personal interest	60,000	–	60,000	0.0014%

## APPENDIX

## GENERAL INFORMATION

Name of Director	Capacity	Nature of interests	Number of shares held	Number of underlying shares held	Total	Approximate % of shareholding
Michael David Kadoorie	Beneficiary of trust(s)	Other interest	15,984,095 <sup>(6)</sup>	–	15,984,095	0.3749%
Holger Kluge	Beneficial owner	Personal interest	40,000	–	40,000	0.0009%
George Colin Magnus	(i) Founder and beneficiary of a discretionary trust	(i) Other interest	950,100 <sup>(7)</sup>	– ) ) ) ) ) )		
	(ii) Beneficial owner	(ii) Personal interest	40,000	– ) )		
	(iii) Interest of spouse	(iii) Family interest	9,900	– ) ) )	1,000,000	0.0235%
Simon Murray	Beneficial owner	Personal interest	87,000	–	87,000	0.0020%
William Shurniak	Beneficial owner	Personal interest	165,000	–	165,000	0.0039%

### Short positions in the underlying shares of the Company

Name of Director	Capacity	Nature of interests	Number of underlying shares held	Approximate % of shareholding
Li Ka-shing	Founder of discretionary trusts	Other interest	18,613,202 <sup>(2)</sup>	0.4366%
Li Tzar Kuoi, Victor	Beneficiary of trusts	Other interest	18,613,202 <sup>(2)</sup>	0.4366%

### Notes:

(1) The two references to 2,141,698,773 shares of the Company relate to the same block of shares comprising:

- (a) 2,130,202,773 shares held by certain subsidiaries of Cheung Kong (Holdings) Limited ("Cheung Kong"). Mr Li Ka-shing is the settlor of each of The Li Ka-Shing Unity Discretionary Trust ("DT1") and another discretionary trust ("DT2"). Each of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1", which is the trustee of DT1) and Li Ka-Shing Unity Trustcorp Limited ("TDT2", which is the trustee of DT2) holds units in The Li Ka-Shing Unity Trust ("UT1") but is not entitled to any interest or share in any particular property comprising the trust assets of the said unit trust. The discretionary beneficiaries of each of DT1 and DT2 are, inter alia, Mr Li Tzar Kuoi, Victor, his wife and children, and Mr Li Tzar Kai, Richard. Li Ka-Shing Unity Trustee Company Limited ("TUT1") as trustee of UT1 and its related companies in which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings ("TUT1 related companies") hold more than one-third of the issued share capital of Cheung Kong.

The entire issued share capital of TUT1 and of the trustees of DT1 and DT2 are owned by Li Ka-Shing Unity Holdings Limited ("Unity Holdco"). Each of Mr Li Ka-shing, Mr Li Tzar Kuoi, Victor and Mr Li Tzar Kai, Richard is interested in one-third of the entire issued share capital of Unity Holdco. TUT1 is only interested in the shares of Cheung Kong by reason only of its obligation and power to hold interests in those shares in its ordinary course of business as trustee and, when performing its functions as trustee, exercises its power to hold

interests in the shares of Cheung Kong independently without any reference to Unity Holdco or any of Mr Li Ka-shing, Mr Li Tzar Kuoi, Victor and Mr Li Tzar Kai, Richard as a holder of the shares of Unity Holdco as aforesaid.

As Mr Li Ka-shing may be regarded as a founder of each of DT1 and DT2 for the purpose of the SFO and Mr Li Tzar Kuoi, Victor is a discretionary beneficiary of each of DT1 and DT2, and by virtue of the above, both Mr Li Ka-shing and Mr Li Tzar Kuoi, Victor are taken to have a duty of disclosure in relation to the shares of Cheung Kong held by TUT1 as trustee of UT1 and TUT1 related companies and the said shares of the Company held by the subsidiaries of Cheung Kong under the SFO as directors of Cheung Kong. Although Mr Li Tzar Kai, Richard is interested in one-third of the entire issued share capital of Unity Holdco and is a discretionary beneficiary of each of DT1 and DT2, he is not a director of Cheung Kong and has no duty of disclosure in relation to the shares of Cheung Kong held by TUT1 as trustee of UT1 and TUT1 related companies under the SFO.

- (b) 11,496,000 shares held by Li Ka-Shing Castle Trustee Company Limited ("TUT3") as trustee of The Li Ka-Shing Castle Trust ("UT3").

Mr Li Ka-shing is the settlor of each of the two discretionary trusts ("DT3" and "DT4"). Each of Li Ka-Shing Castle Trustee Corporation Limited ("TDT3", which is the trustee of DT3) and Li Ka-Shing Castle Trustcorp Limited ("TDT4", which is the trustee of DT4) holds units in UT3 but is not entitled to any interest or share in any particular property comprising the trust assets of the said unit trust. The discretionary beneficiaries of each of DT3 and DT4 are, inter alia, Mr Li Tzar Kuoi, Victor, his wife and children, and Mr Li Tzar Kai, Richard.

The entire issued share capital of TUT3 and the trustees of DT3 and DT4 are owned by Li Ka-Shing Castle Holdings Limited ("Castle Holdco"). Each of Mr Li Ka-shing, Mr Li Tzar Kuoi, Victor and Mr Li Tzar Kai, Richard is interested in one-third of the entire issued share capital of Castle Holdco. TUT3 is only interested in the shares of the Company by reason only of its obligation and power to hold interests in those shares in its ordinary course of business as trustee and, when performing its functions as trustee, exercises its power to hold interests in the shares of the Company independently without any reference to Castle Holdco or any of Mr Li Ka-shing, Mr Li Tzar Kuoi, Victor and Mr Li Tzar Kai, Richard as a holder of the shares of Castle Holdco as aforesaid.

As Mr Li Ka-shing may be regarded as a founder of each of DT3 and DT4 for the purpose of the SFO and Mr Li Tzar Kuoi, Victor is a discretionary beneficiary of each of DT3 and DT4, and by virtue of the above, both Mr Li Ka-shing and Mr Li Tzar Kuoi, Victor are taken to have a duty of disclosure in relation to the said shares of the Company held by TUT3 as trustee of UT3 under the SFO as Directors. Although Mr Li Tzar Kai, Richard is interested in one-third of the entire issued share capital of Castle Holdco and is a discretionary beneficiary of each of DT3 and DT4, he is not a Director and has no duty of disclosure in relation to the shares of the Company held by TUT3 as trustee of UT3 under the SFO.

- (2) The references to 18,613,202 underlying shares of the Company relate to the same block of underlying shares comprising:
- (a) 10,463,201 underlying shares of the Company by virtue of the HK Dollar equity-linked notes due 2007 issued under HK\$10,000,000,000 retail note issuance programme held by a wholly owned subsidiary of Cheung Kong; and
- (b) 8,150,001 underlying shares of the Company by virtue of the HK Dollar equity-linked notes due 2008 issued under HK\$10,000,000,000 retail note issuance programme held by a wholly owned subsidiary of Cheung Kong.
- (3) Such shares were held by certain companies of which Mr Li Ka-shing is interested in the entire issued share capital.
- (4) Such shares were held by certain companies of which Mr Li Tzar Kuoi, Victor is interested in the entire issued share capital.
- (5) Such shares were held by a company which is equally controlled by Mr Fok Kin-ning, Canning and his spouse.

- (6) *The Hon. Sir Michael David Kadoorie is deemed to be interested by virtue of the SFO in 15,984,095 shares in the Company.*
- (7) *Such shares were indirectly held by a discretionary trust of which Mr George Colin Magnus is the settlor and a discretionary beneficiary.*

**(b) Interests and short positions in the shares, underlying shares and debentures of the associated corporations of the Company**

*Long positions in the shares, underlying shares and debentures of the associated corporations of the Company*

As at the Latest Practicable Date, Mr Li Ka-shing and Mr Li Tzar Kuoi, Victor, as Directors, were deemed to be interested in the following by virtue of, inter alia, their interests in the shares of Cheung Kong or the Company as described in Note (1) above:

- (i) (a) 1,912,109,945 shares, representing approximately 84.824% of the then issued share capital, in Cheung Kong Infrastructure Holdings Limited ("CKI") of which 1,906,681,945 shares were held by a wholly owned subsidiary of the Company and 5,428,000 shares were held by TUT1 as trustee of UT1;
- (b) 2 underlying shares in CKI by virtue of the HK\$300,000,000 capital guaranteed notes due 2009 held by a wholly owned subsidiary of Cheung Kong; and
- (c) 31,644,801 underlying shares in CKI by virtue of the HK Dollar equity-linked notes due 2007 issued under HK\$10,000,000,000 retail note issuance programme held by a wholly owned subsidiary of Cheung Kong;
- (ii) 2,419,115,596 ordinary shares, representing approximately 50.901% of the then issued share capital, in HTIL of which 52,092,587 ordinary shares and 2,366,869,729 ordinary shares were held by certain wholly owned subsidiaries of each of Cheung Kong and the Company respectively and 153,280 ordinary shares were held by TUT3 as trustee of UT3. In addition, 917,759,172 ordinary shares were held by a wholly owned subsidiary of the Company in the form of security interest under a share charge created by the Purchaser (as defined in this circular), a substantial shareholder of HTIL;
- (iii) (a) 829,599,612 shares, representing approximately 38.871% of the then issued share capital, in Hongkong Electric Holdings Limited ("HEH") which shares were held by certain wholly owned subsidiaries of CKI; and
- (b) 20,990,201 underlying shares in HEH by virtue of the HK Dollar equity-linked notes due 2007 issued under HK\$10,000,000,000 retail note issuance programme held by a wholly owned subsidiary of Cheung Kong;
- (iv) 1,429,024,545 shares, representing approximately 36.705% of the then issued share capital, in TOM Group Limited ("TOM Group") of which 476,341,182 shares and 952,683,363 shares were held by a wholly owned subsidiary of each of Cheung Kong and the Company respectively;

- (v) 146,809,478 common shares, representing approximately 34.616% of the then issued share capital, in Husky Energy Inc. ("Husky Energy") held by a wholly owned subsidiary of the Company; and
- (vi) all the shares, underlying shares and debentures of the subsidiary and associated companies of the Company held by the Company and its subsidiary companies.

As Mr Li Ka-shing may be regarded as a founder of DT3 for the purpose of SFO and Mr Li Tzar Kuoi, Victor is a discretionary beneficiary of DT3 as disclosed in Note (1) above, Mr Li Ka-shing and Mr Li Tzar Kuoi, Victor, as Directors, were deemed to be interested in 152,801,701 common shares, representing approximately 36.029% of the then issued share capital, in Husky Energy which were held by a company in respect of which TDT3 as trustee of DT3 is indirectly entitled to substantially all the net assets thereof and of which Mr Li Ka-shing is additionally entitled to exercise or control the exercise of one-third or more of the voting power at its general meetings. In addition, Mr Li Ka-shing had, as at the Latest Practicable Date, corporate interests in (a) 4,600 class C common shares, representing 46% of the then issued share capital, in Husky Oil Holdings Limited; and (b) 27,513,355 ordinary shares, representing approximately 0.579% of the then issued share capital, in HTIL, which were held by companies of which Mr Li Ka-shing is interested in the entire issued share capital.

Mr Li Tzar Kuoi, Victor had, as at the Latest Practicable Date, the following interests:

- (i) family interests in 151,000 shares, representing approximately 0.007% of the then issued share capital, in HEH held by his spouse; and
- (ii) corporate interests in (a) 2,519,250 ordinary shares, representing approximately 0.053% of the then issued share capital, in HTIL; (b) a nominal amount of US\$21,000,000 in the 6.5% Notes due 2013 issued by Hutchison Whampoa International (03/13) Limited; and (c) a nominal amount of US\$12,000,000 in the 7% Notes due 2011 issued by Hutchison Whampoa International (01/11) Limited, which were held by companies of which Mr Li Tzar Kuoi, Victor is interested in the entire issued share capital.

Mr Fok Kin-ning, Canning had, as at the Latest Practicable Date, the following interests:

- (i) (a) 5,100,000 ordinary shares, representing approximately 0.752% of the then issued share capital, in Hutchison Telecommunications (Australia) Limited ("Hutchison Telecommunications Australia") comprising personal and corporate interests in 4,100,000 and 1,000,000 ordinary shares respectively; and
- (b) 1,474,001 underlying shares in Hutchison Telecommunications Australia comprising personal and corporate interests in 134,000 underlying shares and 1,340,001 underlying shares respectively on conversion of the listed and physically settled 5.5% Unsecured Convertible Notes due 2007 issued by Hutchison Telecommunications Australia;
- (ii) corporate interests in 1,202,380 ordinary shares, representing approximately 0.025% of the then issued share capital, in HTIL;

- (iii) corporate interests in 5,000,000 ordinary shares, representing approximately 0.075% of the then issued share capital, in Hutchison Harbour Ring Limited (“Hutchison Harbour Ring”);
- (iv) corporate interests in 300,000 common shares, representing approximately 0.071% of the then issued share capital, in Husky Energy;
- (v) corporate interests in 225,000 American Depositary Shares (each representing one ordinary share), representing approximately 0.147% of the then issued share capital, in Partner Communications Company Ltd. (“Partner Communications”); and
- (vi) corporate interests in (a) a nominal amount of US\$6,500,000 in the 6.25% Notes due 2014 issued by Hutchison Whampoa International (03/33) Limited; and (b) a nominal amount of Euro 12,600,000 in the 4.125% Notes due 2015 issued by Hutchison Whampoa Finance (05) Limited.

Mr Fok Kin-ning, Canning held the above personal interests in his capacity as a beneficial owner and held the above corporate interests through a company which is equally controlled by Mr Fok and his spouse.

Mrs Chow Woo Mo Fong, Susan in her capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in 250,000 ordinary shares, representing approximately 0.005% of the then issued share capital, in HTIL.

Mr Frank John Sixt in his capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in (i) 17,000 American Depositary Shares (each representing 15 ordinary shares), representing approximately 0.005% of the then issued share capital, in HTIL; and (ii) 1,000,000 ordinary shares, representing approximately 0.147% of the then issued share capital, in Hutchison Telecommunications Australia.

Mr Kam Hing Lam in his capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in 100,000 shares, representing approximately 0.004% of the then issued share capital, in CKI.

Mr Holger Kluge in his capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in (i) 200,000 ordinary shares, representing approximately 0.029% of the then issued share capital, in Hutchison Telecommunications Australia; and (ii) 10,000 common shares, representing approximately 0.002% of the then issued share capital, in Husky Energy.

Mr George Colin Magnus had, as at the Latest Practicable Date, the following interests:

- (i) personal interests in 25,000 American Depositary Shares (each representing one ordinary share), representing approximately 0.016% of the then issued share capital, in Partner Communications held in his capacity as a beneficial owner; and
- (ii) 13,333 ordinary shares, representing approximately 0.00028% of the then issued share capital, in HTIL comprising personal interests in 13,201 ordinary shares held in his capacity as a beneficial owner and family interests in 132 ordinary shares held by his spouse.

Mr William Shurniak in his capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in 1,000 common shares, representing approximately 0.0002% of the then issued share capital, in Husky Energy.

*Short positions in the underlying shares of the associated corporations of the Company*

As at the Latest Practicable Date, Mr Li Ka-shing and Mr Li Tzar Kuoi, Victor, as Directors, were deemed to be interested in the following by virtue of, among others, their interests in the shares of Cheung Kong as described in Note (1) above:

- (i) 175,326,456 underlying shares in HTIL by virtue of the Call Option (as defined in this circular) granted over such shares by a wholly owned subsidiary of the Company in favour of the Purchaser (also as defined in this circular);
- (ii) 31,644,801 underlying shares in CKI by virtue of the HK Dollar equity-linked notes due 2007 issued under HK\$10,000,000,000 retail note issuance programme held by a wholly owned subsidiary of Cheung Kong; and
- (iii) 20,990,201 underlying shares in HEH by virtue of the HK Dollar equity-linked notes due 2007 issued under HK\$10,000,000,000 retail note issuance programme held by a wholly owned subsidiary of Cheung Kong.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company and their respective associates had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

Certain Directors held qualifying shares in certain subsidiaries of the Company on trust for other subsidiaries.

### 3. INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

So far as is known to any Directors or chief executives of the Company, as at the Latest Practicable Date, other than the interests and short positions of the Directors or chief executives of the Company as disclosed above, the following persons had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

#### (a) Interests and short positions of substantial shareholders in the shares and underlying shares of the Company

*Long positions in the shares and underlying shares of the Company*

Name	Capacity	Number of shares held	Number of underlying shares held	Total	Approximate % of shareholding
Li Ka-Shing Unity Trustee Corporation Limited ("TDT1")	Trustee and beneficiary of a trust	2,130,202,773 <sup>(1)</sup>	18,613,202 <sup>(2)</sup>	2,148,815,975	50.40%
Li Ka-Shing Unity Trustcorp Limited ("TDT2")	Trustee and beneficiary of a trust	2,130,202,773 <sup>(1)</sup>	18,613,202 <sup>(2)</sup>	2,148,815,975	50.40%
Li Ka-Shing Unity Trustee Company Limited ("TUT1")	Trustee	2,130,202,773 <sup>(1)</sup>	18,613,202 <sup>(2)</sup>	2,148,815,975	50.40%
Cheung Kong (Holdings) Limited ("Cheung Kong")	Interest of controlled corporations	2,130,202,773 <sup>(1)</sup>	18,613,202 <sup>(2)</sup>	2,148,815,975	50.40%
Continental Realty Limited	Beneficial owner	465,265,969 <sup>(3)</sup>	–	465,265,969	10.91%

*Short positions in the underlying shares of the Company*

Name	Capacity	Number of underlying shares held	Approximate % of shareholding
TDT1	Trustee and beneficiary of a trust	18,613,202 <sup>(2)</sup>	0.43%
TDT2	Trustee and beneficiary of a trust	18,613,202 <sup>(2)</sup>	0.43%
TUT1	Trustee	18,613,202 <sup>(2)</sup>	0.43%
Cheung Kong	Interest of controlled corporations	18,613,202 <sup>(2)</sup>	0.43%



**(b) Interests and short positions of other persons in the shares and underlying shares of the Company**

*Long positions in the shares of the Company*

<b>Name</b>	<b>Capacity</b>	<b>Number of shares held</b>	<b>Approximate % of shareholding</b>
Honourable Holdings Limited	Interest of controlled corporations	322,942,375 <sup>(3)</sup>	7.57%
Winbo Power Limited	Beneficial owner	236,260,200 <sup>(3)</sup>	5.54%
Polycourt Limited	Beneficial owner	233,065,641 <sup>(3)</sup>	5.47%
Well Karin Limited	Beneficial owner	226,969,600 <sup>(3)</sup>	5.32%

Notes:

- (1) *The four references to 2,130,202,773 shares of the Company relate to the same block of shares of the Company which represent the total number of shares of the Company held by certain wholly owned subsidiaries of Cheung Kong where Cheung Kong is taken to be interested in such shares under the SFO. In addition, by virtue of the SFO, each of TDT1, TDT2 and TUT1 is deemed to be interested in the same 2,130,202,773 shares of the Company held by Cheung Kong as described in Note (1)(a) above.*
- (2) *The references to 18,613,202 underlying shares of the Company relate to the same block of interest and short position in the underlying shares of the Company which were derived from the HK Dollar equity-linked notes due 2007 and the HK Dollar equity-linked notes due 2008 issued under HK\$10,000,000,000 retail note issuance programme held by a wholly owned subsidiary of Cheung Kong. By virtue of the SFO, each of TDT1, TDT2 and TUT1 is deemed to be interested in the same block of interest and short position in the 18,613,202 underlying shares of the Company held by Cheung Kong as described in Note (1)(a) above.*
- (3) *These are wholly owned subsidiaries of Cheung Kong and their interests in the shares of the Company are duplicated in the interests of Cheung Kong.*

Save as disclosed above, as at the Latest Practicable Date, there was no other person (other than the Directors and chief executives of the Company), who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were recorded in the register to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

**4. COMPETING INTERESTS**

As at the Latest Practicable Date, the following Directors had interests in the following businesses (apart from the Company's businesses) conducted through the companies named below, their subsidiaries, associated companies or other investment forms which are considered to compete or be likely to compete, either directly or indirectly, with the principal businesses of the Company required to be disclosed pursuant to Listing Rule 8.10:

<b>Name of Director</b>	<b>Name of company</b>	<b>Nature of interest</b>	<b>Nature of competing business</b>
Li Ka-shing	Cheung Kong	Chairman	<ul style="list-style-type: none"> <li>— Property and hotels</li> <li>— Finance and investment</li> </ul>

**APPENDIX**
**GENERAL INFORMATION**

<b>Name of Director</b>	<b>Name of company</b>	<b>Nature of interest</b>	<b>Nature of competing business</b>
Li Tzar Kuoi, Victor	Cheung Kong	Managing Director and Deputy Chairman	<ul style="list-style-type: none"> <li>– Property and hotels</li> <li>– Finance and investment</li> </ul>
	CKI	Chairman	– Energy, infrastructure, finance and investment
	CK Life Sciences Int'l., (Holdings) Inc. ("CK Life Sciences")	Chairman	<ul style="list-style-type: none"> <li>– Retail and manufacturing (research, manufacture and sale of biotechnological and pharmaceutical products)</li> <li>– Finance and investment</li> </ul>
	HEH	Executive Director	– Energy
	Husky Energy	Co-Chairman	– Energy
Fok Kin-ning, Canning	Cheung Kong	Non-executive Director	<ul style="list-style-type: none"> <li>– Property and hotels</li> <li>– Finance and investment</li> </ul>
	CKI	Deputy Chairman	– Energy, infrastructure, finance and investment
	HEH	Chairman	– Energy
	Husky Energy	Co-Chairman	– Energy
	Hutchison Harbour Ring	Chairman	– Property
	Hutchison Telecommunications Australia	Chairman	– Telecommunications
	Panva Gas Holdings Limited	Non-executive Director	– Energy
	Partner Communications	Chairman	– Telecommunications
Chow Woo Mo Fong, Susan	CKI	Executive Director	– Energy, infrastructure, finance and investment
	HEH	Non-executive Director	– Energy
	Hutchison Harbour Ring	Executive Director	– Property
	Partner Communications	Director	– Telecommunications
	TOM Group	Non-executive Director	– Telecommunications (systems integration, development of software and computer network systems)
	TOM Online Inc. ("TOM Online")	Alternate Director	– Telecommunications (wireless value added services, online advertising and commercial enterprise solution)
Frank John Sixt	Cheung Kong	Non-executive Director	<ul style="list-style-type: none"> <li>– Property and hotels</li> <li>– Finance and investment</li> </ul>

**APPENDIX****GENERAL INFORMATION**

<b>Name of Director</b>	<b>Name of company</b>	<b>Nature of interest</b>	<b>Nature of competing business</b>
	CKI	Executive Director	– Energy, infrastructure, finance and investment
	HEH	Executive Director	– Energy
	Husky Energy	Director	– Energy
	Hutchison Telecommunications Australia	Director	– Telecommunications
	Partner Communications	Director	– Telecommunications
	TOM Group	Chairman	– Telecommunications (systems integration, development of software and computer network systems)
	TOM Online	Chairman	– Telecommunications (wireless value added services, online advertising and commercial enterprise solution)
Lai Kai Ming, Dominic	Hutchison Harbour Ring	Deputy Chairman	– Property
	Hutchison Telecommunications Australia	Director	– Telecommunications
Kam Hing Lam	Cheung Kong	Deputy Managing Director	– Property and hotels – Finance and investment
	CKI	Group Managing Director	– Energy, infrastructure, finance and investment
	CK Life Sciences	President and Chief Executive Officer	– Retail and manufacturing (research, manufacture and sale of biotechnological and pharmaceutical products) – Finance and investment
	HEH	Executive Director	– Energy
George Colin Magnus	Cheung Kong	Non-executive Director	– Property and hotels – Finance and investment
	CKI	Non-executive Director	– Energy, infrastructure, finance and investment
	HEH	Non-executive Director	– Energy
William Shurniak	Husky Energy	Director and Deputy Chairman	– Energy

As the board of Directors is independent of the boards of the above entities, the Company has therefore been capable of carrying on its businesses independently of, and at arm's length from, the above businesses.

As at the Latest Practicable Date, Messrs Fok Kin-ning, Canning and Frank John Sixt and Mrs. Chow Woo Mo Fong, Susan (an alternate director to Mr Fok Kin-ning, Canning) are non-executive directors of HTIL (an associated company of the Company) which was engaged in telecommunications businesses. The non-competition agreement entered into by the Company and HTIL on 24 September 2004 maintained a clear geographical delineation, underpinned by the regulatory regime, of the two groups' respective businesses ensuring there would be no competition between them.

The exclusive territory of the Group comprised the member countries of the European Union (prior to its enlargement in 2004), the Vatican City, the Republic of San Marino, the Channel Islands, Monaco, Switzerland, Norway, Greenland, Liechtenstein, Australia, New Zealand, the United States of America, Canada and, unless and until such time as the HTIL Group exercises its option to acquire our Group's interest in Hutchison Telecommunications Argentina S.A., Argentina. The exclusive territory of the HTIL Group comprised all the remaining countries of the world. There is no single country in which both groups have competing operations.

## **5. LITIGATION**

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and, so far as the Directors are aware, no litigation or claims of material importance is pending or threatened against the Company or any of its subsidiaries.

## **6. MISCELLANEOUS**

- (a) The Group operates and invests in five core businesses: ports and related services; property and hotels; retail and manufacturing; energy, infrastructure, finance and investments; and telecommunications.
- (b) As at the Latest Practicable Date, none of the Directors had any service contract with the Company or any of its subsidiaries.
- (c) HTIL made a Schedule 13D filing on 27 December 2005 with the U.S. Securities and Exchange Commission which contains additional information relating to the Transaction and the Call Option.
- (d) The company secretary of the Company is Ms Edith Shih, a solicitor admitted in Hong Kong, England and Wales and Victoria, Australia. Ms Shih is also a Fellow of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. She holds a Bachelor of Science degree in Education and a Master of Arts degree from the University of Philippines, a Master of Arts degree and a Master of Education degree from Columbia University, New York.
- (e) The qualified accountant of the Company is Mr Donald Jeffrey Roberts, Certified Public Accountant, Member (Associate) of the Hong Kong Institute of Certified Public Accountants and Member of the Canadian Institute of Chartered Accountants. Mr Roberts holds a Bachelor of Commerce degree from the University of Calgary, Canada.