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If you have sold or transferred all your shares in Hutchison Whampoa Limited, you should at once hand this circular to the purchaser or 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: 13)

CONNECTED TRANSACTION

PROVISION OF FINANCIAL ASSISTANCE

**Independent financial adviser to
the Independent Board Committee and the Independent Shareholders**



SOMERLEY LIMITED

A letter from the Board is set out on pages 4 to 6 of this circular. A letter from the Independent Board Committee giving its opinion to the Independent Shareholders in connection with the Guarantee is set out in Appendix I to this circular. A letter from Somerley, the independent financial adviser, issuing its opinion and recommendation to the Independent Board Committee and the Independent Shareholders is set out in Appendix II to this circular.

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DEFINITIONS

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

“associate(s)”	has the meaning ascribed to such term under the Listing Rules;
“Board”	the board of Directors;
“CKH”	Cheung Kong (Holdings) Limited, a company incorporated in Hong Kong whose securities are listed on the Main Board of the Stock Exchange (Stock Code: 1) and a member of the closely allied group of Shareholders which held approximately 49.97% in nominal value of the securities giving the right to attend and vote at any general meeting of the Company and whose written approval of the Guarantee was obtained on 22 December 2009;
“Companies Ordinance”	the Companies Ordinance (Cap 32 of the Laws of Hong Kong);
“Company” or “HWL”	Hutchison Whampoa Limited, a company incorporated in Hong Kong, whose securities are listed on the Main Board of the Stock Exchange (Stock Code: 13);
“connected person(s)”	has the meaning ascribed to such expression under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Facility”	the SEK10,500,000,000 term loan facility made available to HI3GE under the Facility Agreement;
“Facility Agreement”	the agreement dated 10 December 2009 and entered into by HI3GE as borrower and independent financial institutions named therein in respect of the Facility;
“Finance Documents”	have the meaning ascribed to such expression in the Facility Agreement;
“Group”	the Company and its subsidiaries;
“Guarantee”	the guarantee dated 10 December 2009 and executed by the Company in respect of the 60% obligations of HI3GE under the Facility Agreement;
“HI3G Access”	HI3G Access AB, a company incorporated in the Kingdom of Sweden, a wholly owned subsidiary of HI3GH and an indirect non-wholly owned subsidiary of the Company, which is held as to 60% by an indirect wholly owned subsidiary of the Company and as to 40% by Investor AB;

DEFINITIONS

“HI3GE”	HI3G Enterprise AB, a company incorporated in the Kingdom of Sweden, a jointly controlled entity of the Company, which is held as to 60% by an indirect wholly owned subsidiary of the Company and as to 40% by Investor AB;
“HI3GH”	HI3G Holdings AB, a company incorporated in the Kingdom of Sweden, an indirect non-wholly owned subsidiary of the Company, which is held as to 60% by an indirect wholly owned subsidiary of the Company and as to 40% by Investor AB;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, namely The Hon. Sir Michael David KADOORIE, Mr Holger KLUGE, Mrs Margaret LEUNG KO May Yee and Mr WONG Chung Hin, established to give an opinion in relation to the terms of the Guarantee to the Independent Shareholders;
“IFA” or “Somerley”	Somerley Limited, a corporation licensed to carry out business in type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under SFO, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Guarantee;
“Independent Shareholders”	Shareholders who do not have any material interests in the Guarantee other than by virtue of their respective shareholdings in the Company;
“Investor AB”	Investor AB, a company incorporated in the Kingdom of Sweden, a 40% shareholder of each of HI3GE, HI3GH and HI3G Access, and a connected person of the Company;
“Investor AB Guarantee”	the guarantee dated 10 December 2009 and executed by Investor AB in respect of the 40% obligations of HI3GE under the Facility Agreement;
“Latest Practicable Date”	24 December 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange;

DEFINITIONS

“LKSTC”	Li Ka-Shing Castle Trustee Company Limited, acting as trustee of The Li Ka-Shing Castle Trust, a member of the closely allied group of Shareholders which held approximately 0.27% in nominal value of the securities giving the right to attend and vote at any general meeting of the Company and whose written approval of the Guarantee was obtained on 22 December 2009;
“Model Code”	the Model Code on Securities Transactions by Directors of Listed Issuers;
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of par value HK\$0.25 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary”	has the meaning ascribed to such term under the Listing Rules;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“SEK”	Swedish Krona, the lawful currency of the Kingdom of Sweden.

For the purpose of this circular and for reference only, exchange rates of US\$1.00 to HK\$7.7503 and US\$1.00 to SEK7.0949 are adopted.

LETTER FROM THE BOARD

Hutchison Whampoa Limited



(incorporated in Hong Kong with limited liability)
(Stock Code: 13)

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*
Margaret LEUNG KO May Yee, *Independent Non-executive Director*
George Colin MAGNUS, *Non-executive Director*
William Elkin MOCATTA
(Alternate to Michael David Kadoorie)
William SHURNIAK, *Non-executive Director*
WONG Chung Hin, *Independent Non-executive Director*

Registered Office:

22nd Floor, Hutchison House
10 Harcourt Road
Hong Kong

31 December 2009

To the Shareholders

Dear Sir or Madam

CONNECTED TRANSACTION

PROVISION OF FINANCIAL ASSISTANCE

INTRODUCTION

On 11 December 2009, the Board announced that the Company had executed the Guarantee in respect of 60% of the obligations of HI3GE under a SEK 10,500,000,000 (approximately HK\$11,470 million) Facility made available to HI3GE by a syndicate of independent financial institutions.

GUARANTEE

Date:	10 December 2009
Guarantor:	the Company
Borrower:	HI3GE
Lenders:	A syndicate of independent financial institutions
Facility Amount:	SEK10,500,000,000 (approximately HK\$11,470 million)
Maturity Date:	3 years from the date of the Facility Agreement
Terms and conditions:	Normal commercial terms

LETTER FROM THE BOARD

The Guarantee is being provided on a several basis and in respect of 60% of HI3GE's obligations (including the principal, interests accrued thereon, any payment by HI3GE upon default of its obligations under the Facility Agreement and related expenses for enforcing the Guarantee and other Finance Documents) in proportion to the Company's indirect equity interest in HI3GE and replaced a guarantee under an existing facility of the same amount.

It is a condition precedent to drawing under the Facility that the Company provides the Guarantee and Investor AB provides the Investor AB Guarantee, namely a several guarantee in respect of 40% of HI3GE's obligations as aforesaid. The stated purpose of the Facility is for the refinancing of the existing loan facility owing by HI3G Access, a 60%-owned indirect subsidiary of the Company.

REASONS FOR, AND BENEFITS OF, THE PROVISION OF THE FINANCIAL ASSISTANCE

The Facility was taken out for the purpose of refinancing another term loan facility of the same amount of HI3G Access which had a Company several guarantee in respect of 60% of the obligations and an Investor AB several guarantee in respect of 40% of the obligations. The provision of the Guarantee and the Investor AB Guarantee is a condition precedent for drawing under the Facility and has resulted from arms' length negotiations with the independent financial institutional lenders of the Facility. The Board, including the independent non-executive Directors after taking into account the opinion given by the IFA, considered the terms and conditions of the Facility to be normal and commercial, and the terms and conditions of the Guarantee to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

HI3GE is a connected person of the Company by virtue of being 40% held by, and is hence an associate of Investor AB, a substantial shareholder of the Company by virtue of its 40% interest in a subsidiary of the Company, HI3GH. The provision of the Guarantee constituted a connected transaction for the Company under the Listing Rules. As one or more of the relevant percentage ratios are more than 2.5%, the transaction is subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. On 22 December 2009, the Company obtained a written approval of the Guarantee from a closely allied group of Shareholders comprising CKH and LKSCTC which, in aggregate held approximately 50.24% in nominal value of the securities giving the right to attend and vote at any general meeting of the Company. On 24 December 2009, the Stock Exchange also granted to the Company a waiver applied for pursuant to Listing Rule 14A.43 from the requirement to hold a general meeting of the Shareholders and permission for the independent shareholders' approval of the Guarantee to be given in writing on the basis that no Shareholder was required to abstain from voting if the Company were to convene a general meeting for the approval of the Guarantee and the requisite written independent shareholders' approval of the Guarantee having been obtained.

The Independent Board Committee was established to advise the Independent Shareholders in connection with the terms of the Guarantee after taking into account the opinion issued by the IFA on matters required under the Listing Rules.

LETTER FROM THE BOARD

OPINIONS

Your attention is drawn to (i) the letter from the Independent Board Committee set out in Appendix I to this circular which contains the opinion of the Independent Board Committee to the Independent Shareholders regarding the terms of the Guarantee; and (ii) the letter from the IFA set out in Appendix II to this circular which contains its opinion to the Independent Board Committee and the Independent Shareholders on matters as required under the Listing Rules.

FURTHER INFORMATION

Your attention is drawn to the further information set out in Appendix III to this circular, which form part of this circular.

Yours faithfully
For and on behalf of the Board

FOK Kin-ning, Canning
Group Managing Director

Hutchison Whampoa Limited



(incorporated in Hong Kong with limited liability)
(Stock Code: 13)

31 December 2009

To the Independent Shareholders

Dear Sir or Madam

CONNECTED TRANSACTION

PROVISION OF FINANCIAL ASSISTANCE

We refer to the circular of the Company to the Shareholders dated 31 December 2009 (the "Circular"), of which this letter forms part. Terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

The Independent Board Committee has been established to give an opinion to the Independent Shareholders in respect of the terms of the Guarantee. Somerley has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in connection with the terms of the Guarantee. Details of the advice, together with the principal facts and reasons taken into consideration in arriving at such advice, are set out in their letter on pages 8 to 14 of the Circular.

Having taken into account the terms of the Guarantee and the opinion of Somerley, we consider that the terms of the Guarantee to be on normal commercial terms and fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Yours faithfully

The Independent Board Committee

Michael David KADOORIE Holger KLUGE Margaret LEUNG KO May Yee WONG Chung Hin
All the Independent Non-executive Directors

APPENDIX II LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of the letter of advice from Somerley to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in this circular.



SOMERLEY LIMITED

10th Floor
The Hong Kong Club Building
3A Chater Road
Central
Hong Kong

31 December 2009

*To: the Independent Board Committee and
the Independent Shareholders*

Dear Sirs,

CONNECTED TRANSACTION

PROVISION OF FINANCIAL ASSISTANCE

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee and the Independent Shareholders in relation to the provision of a several guarantee by the Company in respect of 60% of the obligations of HI3GE under a three-year term loan facility of SEK10,500,000,000 (approximately HK\$11,470 million), for which Independent Shareholders' approval is being sought. Details of the Guarantee are set out in the "Letter from the Board" contained in the circular of the Company to the Shareholders dated 31 December 2009 (the "Circular"), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

As at the Latest Practicable Date, HI3GE is a company which is held as to 60% by an indirect wholly owned subsidiary of the Company and as to 40% by Investor AB. HI3GE is a connected person of the Company by virtue of being 40% held by, and hence an associate of, Investor AB, a connected person of the Company by virtue of its 40% interest in a separate subsidiary of the Company, HI3GH. HI3GH is a company also held as to 60% by an indirect wholly owned subsidiary and as to 40% by Investor AB. Accordingly, the Guarantee constitutes financial assistance to a connected person and is classified as a connected transaction for the Company under Chapter 14A of the Listing Rules.

APPENDIX II LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As one or more of the relevant percentage ratios in respect of the Guarantee referred to in Chapter 14A are more than 2.5%, the Guarantee is subject to the approval of Independent Shareholders in addition to the reporting and announcement requirements. To the best knowledge, information and belief of the Directors, no Shareholder and its associates would have to abstain from voting if the Company were to convene a general meeting for the approval of the Guarantee. Further, the Company has obtained a written approval of the Guarantee from a closely allied group of Shareholders comprising CKH and LKSCTC who in aggregate hold approximately 50.24% in nominal value of the securities giving the right to attend and vote at any general meeting of the Company. In view of the above, the conditions set out in Rule 14A.43 of the Listing Rules have been satisfied and the Company has applied for, and been granted, a waiver from the Stock Exchange so that the Guarantee can be approved in written form in lieu of holding a general meeting of the Company.

The Independent Board Committee, comprising all the independent non-executive Directors, namely, The Hon. Sir Michael David KADOORIE, Mr. Holger KLUGE, Mrs. Margaret LEUNG KO May Yee and Mr. WONG Chung Hin, has been established to give an opinion to the Independent Shareholders as to whether the respective terms of the Guarantee are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. We, Somerley, have been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

In formulating our opinion and recommendation, we have relied on the information and facts supplied, and the opinions expressed, by the Directors and management of the Group, and have assumed that the information and facts provided and opinions expressed to us are true, accurate and complete in all material aspects at the date of the Circular. We have also sought and received confirmation from the Directors that no material facts have been omitted from the information supplied and opinions expressed to us. We have no reason to believe that any material information has been withheld from us, or to doubt the truth, accuracy or completeness of the information provided. We have relied on such information and consider that the information we have received is sufficient for us to reach an informed view. We have not, however, conducted any independent investigation into the business, affairs or financial position of the Group nor have we carried out any independent verification of the information supplied.

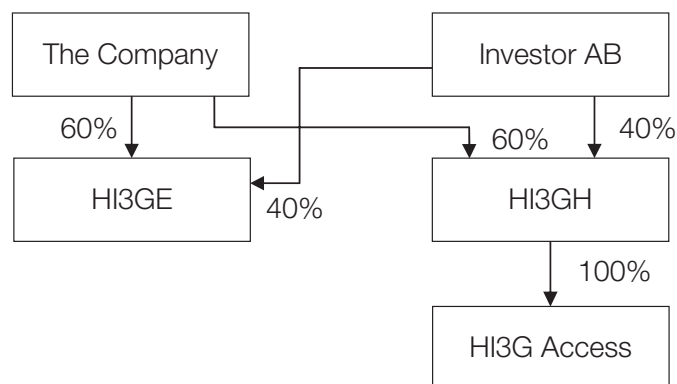
APPENDIX II LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion on the terms of the Guarantee, we have taken the following principal factors and reasons into consideration:

1. Background to and reasons for the Guarantee

Set out below is the shareholding structure of HI3GE, HI3GH and HI3G Access:



As at the Latest Practicable Date, the Company and Investor AB hold an attributable 60% and 40% equity interest in HI3G Access respectively. HI3G Access entered into a five-year SEK10,500,000,000 term loan facility with independent financial institutions in June 2005 (the “2005 Facility”). Each of the Company and Investor AB granted a several guarantee in respect of the obligations of HI3G Access under the 2005 Facility in proportion to their respective equity interests in HI3G Access. As at the Latest Practicable Date, SEK10,500,000,000 has been drawn down under the 2005 Facility by HI3G Access and the loan will fall due in June 2010. As at the Latest Practicable Date, the Company and Investor AB hold an attributable 60% and 40% equity interest in HI3GE respectively. HI3GE is a finance vehicle established in 2009 primarily to refinance the 2005 Facility of SEK 10,500,000,000. To refinance the 2005 Facility, HI3GE entered into the Facility Agreement with a syndicate of independent financial institutions for a facility amount of SEK10,500,000,000. As for the 2005 Facility, as a condition precedent to the Facility Agreement, the Company and Investor AB shall provide a guarantee on a several basis in proportion to their respective equity interests in HI3GE, i.e. 60%:40%.

To finance the operation of the Company’s subsidiaries, associated companies and jointly controlled entities, the Company has from time-to-time provided guarantees in respect of bank and other borrowing facilities in line with its general policies. We have noted from published information sourced from the official web-site of the Stock Exchange that other substantial Hong Kong listed companies provide guarantees of banking facilities to their subsidiaries, associated companies and jointly controlled entities. Accordingly, we concur with the Directors that it is common practice for a Hong Kong listed holding company to provide guarantees for its subsidiaries’ banking facilities.

APPENDIX II LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Principal terms of the Facility Agreement and the Guarantee

(i) The Facility Agreement

Pursuant to the Facility Agreement dated 10 December 2009, a syndicate of independent financial institutions has offered a three-year term loan facility to HI3GE in a principal amount of SEK10,500,000,000 for the purpose of refinancing the 2005 Facility. The drawing of the Facility can be made any time within the three months' period from the date of the Facility Agreement (the "Agreement Date") and is conditional upon, among other things, due execution of the Guarantee and the Investor AB Guarantee. Any undrawn amount of the Facility shall be automatically cancelled on the date falling three months from the Agreement Date.

The rate of interest on the Facility is the rate per annum determined by the facility agent to be the aggregate of the applicable (a) margin of 1.6% per annum and (b) STIBOR, being (i) the arithmetic mean of the respective offered quotations in Swedish Kronor (under the caption STIBOR fixing) for the relevant period displayed on the appropriate page of the Reuters screen; or (ii) the arithmetic mean of the rates as supplied to the facility agent at its request quoted by reference banks to leading banks in the Stockholm interbank market for the offering of deposits in Swedish Kronor and for a period comparable to the interest period for the Facility.

HI3GE shall elect an interest period of one week, two weeks, or between one to three or six months which will commence on the drawdown date of the Facility. Interest shall be payable by HI3GE on the last day of interest period as elected by HI3GE.

HI3GE may without premium, fee or penalty on the last day of an interest period voluntarily prepay the loan drawn under the Facility in whole or in part.

(ii) Guarantee

The Company executed the Guarantee on 10 December 2009 on a several basis in respect of 60% of HI3GE's obligations (including the principal, interests accrued thereon, any payment by HI3GE upon default of its obligations under the Facility Agreement and related expenses for enforcing the Guarantee and other Finance Documents), which is in proportion to the Company's indirect equity interest in HI3GE and replaced a guarantee under an existing facility of the same amount. Investor AB, being interested in 40% of HI3GE, has also provided the Investor AB Guarantee in respect of 40% of HI3GE's obligation under the Facility Agreement on the same date. The terms of the Guarantee and Investor AB Guarantee are substantially the same.

The Guarantee remains in force from the date of the Guarantee for so long as any amount is or may be outstanding under the Facility Agreement or any commitment under the Facility Agreement is in force.

APPENDIX II LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

3. Information on the Group

The Group is a multi-national conglomerate which operates a variety of business in fifty-four countries across the world. The operation of the Group consists of five core businesses including (i) ports and related services; (ii) property and hotels; (iii) retail, (iv) energy and infrastructure, finance and investments, and others and (v) telecommunications.

The Group achieved a growth in revenue of 7.7% from HK\$218.7 billion in 2007 to HK\$235.5 billion in 2008 (after restatement for the retrospective adoption of new accounting policies in respect of customer loyalty credits and telecommunications customer acquisition costs as disclosed in the Company's 2009 Interim Report). The Group recorded substantial one-off gains in relation to disposal of investments and others of approximately HK\$25.6 billion and HK\$6.6 billion in 2007 and 2008 respectively.

As the global economy continued to slow, currency markets remained volatile, and many of the world's major economies remained in recession, the Group's revenue and profit attributable to Shareholders for the first half of 2009 dropped by 15.6% and 32.9% respectively when compared to the corresponding period in 2008 (after restatement for the retrospective adoption of new accounting policies in respect of customer loyalty credits and telecommunications customer acquisition costs as disclosed in the Company's 2009 Interim Report). The Group's results for the first half of 2009 and 2008 included substantial one-off gains in relation to disposal of investments and others of approximately HK\$4.7 billion and HK\$3.9 billion respectively.

The Group's cash and liquidity position remained healthy as at 30 June 2009, with a total cash, liquid funds and other listed investments balance of HK\$75.7 billion and a net debt to net total capital ratio of 34%. Net debt is defined by the Group as total principal amount of bank and other debts and excludes interest bearing loans from minority shareholders which are viewed by the Group as quasi-equity. Net total capital is defined by the Group as total principal amount of bank and other debts plus total equity and loans from minority shareholders net of total cash, liquid funds and other listed investments.

4. Information on HI3GE, HI3GH and HI3G Access

HI3G Access holds a telecommunication license in Sweden and operates a national 3rd generation telecommunications network providing telecommunications services. The 2005 facility was provided to HI3G Access, the operating company. HI3GE has been established to function as a finance vehicle for the HI3GH group, a separate entity from the operating company, HI3G Access. To the extent that the operations of HI3GH group do not generate positive cash flow, the Company and Investor AB have provided funding as equity and shareholder loans in proportion to their respective effective shareholding to enable the group to meet its obligations.

APPENDIX II LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

HI3GE is a finance vehicle incorporated in the Kingdom of Sweden. It is a jointly controlled entity of the Company, which is held as to 60% by an indirect wholly owned subsidiary of the Company and as to 40% by Investor AB.

HI3GH, a company incorporated in the Kingdom of Sweden, an indirect non-wholly owned subsidiary of the Company. It is held as to 60% by an indirect wholly owned subsidiary of the Company and as to 40% by Investor AB. HI3G Access, a company incorporated in the Kingdom of Sweden, is a wholly owned subsidiary of HI3GH and is principally engaged in 3G mobile multimedia services in Sweden.

5. Financial effects

The provision of Guarantee will not have any immediate and direct impact on the cash flow of the Group unless and until such time that the Guarantee happens to be called upon.

The Group includes in its consolidated financial statements as bank loans and interest expenses its 60% share of HI3GE's obligations under the Facility Agreement for which the Company is severally responsible. Therefore, the Guarantee is not disclosed as an additional contingent liability to bank loans.

In the event that HI3GE fails to meet its obligation and responsibility under the Facility Agreement, though such a risk is considered to be low, and external borrowing is sought to finance the Guarantee when it is called upon, the gearing ratio of the Group will not be affected as the principal amount of the obligation is included as bank loans in the consolidated financial statements of the Group and in the net debt to net total capital ratio of the Group.

DISCUSSION

Although the Guarantee is classified as a connected transaction for the Company as explained above, we regard Investor AB for most practical purposes as an independent third party. The Guarantee serves to continue similar arrangements to those which have been in place for the last five years without any problem arising. As the Guarantee is several, and not for example joint and several, the Company and Investor AB are supporting HI3GE in the same proportions as their attributable shareholdings, which we consider a fair principle.

APPENDIX II LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

OPINION

Having taken into account the above principal factors, we consider that the Guarantee has been entered into by the Company in its ordinary and usual course of business and on normal commercial terms. We further consider that the terms of the Guarantee are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

The Company has obtained from a closely allied group of Shareholders, comprising CKH and LKSCTC, a written approval of the Guarantee. It has applied for, and been granted, a waiver from the Stock Exchange so that the Guarantee can be approved in written form in lieu of holding a general meeting of the Company. If a general meeting of the Shareholders were to be held for the purpose of considering and, if thought fit, approving the Guarantee, we would recommend the Independent Shareholders vote in favour of the resolution to approve the Guarantee.

Yours faithfully,
for and on behalf of
SOMERLEY LIMITED
M. N. Sabine
Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of providing information with regard to the Group. 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 executive of the Company in the Shares, underlying Shares and debentures of the Company 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 executive of the Company were deemed or taken to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to 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

Name of Director	Capacity	Nature of interests	Number of Shares held	Total	Approximate % of shareholding
Li Ka-shing	(i) Founder of discretionary trusts	(i) Other interest	2,141,698,773 ⁽¹⁾)	2,204,906,773	51.7175%
	(ii) Interest of controlled corporations	(ii) Corporate interest	63,208,000 ⁽²⁾)		
Li Tzar Kuoi, Victor	(i) Beneficiary of trusts	(i) Other interest	2,141,698,773 ⁽¹⁾)	2,142,785,543	50.2604%
	(ii) Interest of controlled corporations	(ii) Corporate interest	1,086,770 ⁽³⁾)		
Fok Kin-ning, Canning	Interest of a controlled corporation	Corporate interest	4,810,875 ⁽⁴⁾	4,810,875	0.1128%
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%

Name of Director	Capacity	Nature of interests	Number of Shares held	Total	Approximate % of shareholding
Kam Hing Lam	(i) Beneficial owner	(i) Personal interest	60,000)	100,000	0.0023%
	(ii) Interest of child	(ii) Family Interest	40,000)		
Michael David Kadoorie	Founder, a beneficiary and/or a discretionary object of discretionary trust(s)	Other interest	15,984,095 ⁽⁵⁾	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 ⁽⁶⁾)	1,000,000	0.0235%
	(ii) Beneficial owner	(ii) Personal interest	40,000)		
	(iii) Interest of spouse	(iii) Family interest	9,900)		
William Shurniak	Beneficial owner	Personal interest	165,000	165,000	0.0039%

Notes:

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

- (a) 2,130,202,773 Shares held by certain subsidiaries of CKH. 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 CKH.

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 CKH 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 CKH 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 CKH held by TUT1 as trustee of UT1 and TUT1 related companies and the said shares of the Company held by the subsidiaries of CKH under

the SFO as directors of CKH. 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 CKH and has no duty of disclosure in relation to the shares of CKH 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 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 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 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 held by TUT3 as trustee of UT3 under the SFO.

- (2) Such Shares were held by certain companies of which Mr Li Ka-shing is interested in the entire issued share capital.
- (3) Such Shares were held by certain companies of which Mr Li Tzar Kuoi, Victor is interested in the entire issued share capital.
- (4) Such Shares were held by a company which is equally controlled by Mr Fok Kin-ning, Canning and his spouse.
- (5) Such Shares were ultimately held by discretionary trust(s) of which The Hon Sir Michael David Kadoorie is either the founder, a beneficiary and/or a discretionary object.
- (6) 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 and debentures of associated corporations of the Company 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 executive of the Company were deemed or taken to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code

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 CKH or the Company as described in Note (1) above:

- (i) 1,912,109,945 ordinary shares, representing approximately 84.82% of the then issued share capital, in Cheung Kong Infrastructure Holdings Limited (“CKI”) of which 1,906,681,945 ordinary shares were held by a wholly owned subsidiary of the Company and 5,428,000 ordinary shares were held by TUT1 as trustee of UT1;
- (ii) 2,958,068,120 ordinary shares, representing approximately 61.44% of the then issued share capital, in Hutchison Telecommunications International Limited (“HTIL”) of which 52,092,587 ordinary shares and 2,905,822,253 ordinary shares were held by certain wholly owned subsidiaries of each of CKH and the Company respectively and 153,280 ordinary shares were held by TUT3 as trustee of UT3;
- (iii) 3,064,620,120 ordinary shares, representing approximately 63.65% of the then issued share capital, in Hutchison Telecommunications Hong Kong Holdings Limited (“HTHKH”) of which 52,092,587 ordinary shares and 3,012,374,253 ordinary shares were held by certain wholly owned subsidiaries of each of CKH and the Company respectively and 153,280 ordinary shares were held by TUT3 as trustee of UT3;
- (iv) 829,599,612 ordinary shares, representing approximately 38.87% of the then issued share capital, in Hongkong Electric Holdings Limited (“HEH”) which shares were held by certain wholly owned subsidiaries of CKI;
- (v) 2,420,028,908 ordinary shares, representing approximately 62.16% of the then issued share capital, in TOM Group Limited (“TOM”) of which
 - (a) 476,341,182 ordinary shares and 952,683,363 ordinary shares were held by a wholly owned subsidiary of each of CKH and the Company respectively; and
 - (b) 991,004,363 ordinary shares charged by Cranwood Company Limited and its subsidiaries in favour of the Company as security; and
- (vi) 293,618,956 common shares, representing approximately 34.55% of the then issued share capital, in Husky Energy Inc. (“HEI”) held by a wholly owned subsidiary of the Company.

As Mr Li Ka-shing may be regarded as a founder of DT3 for the purpose of the 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 305,603,402 common shares, representing approximately 35.96% of the then issued share capital, in HEI 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.

Mr Li Ka-shing, as Director, was also deemed to be interested in (a) a nominal amount of US\$100,000,000 in the 5.90% Notes due 2014 issued by HEI; and (b) a nominal amount of US\$100,000,000 in the 7.25% Notes due 2019 issued by HEI held by a wholly owned subsidiary of the Company by virtue of his interests in the shares of the Company as described in Note (1) above.

In addition, Mr Li Ka-shing had, as at the Latest Practicable Date, corporate interests in (i) a nominal amount of US\$100,000,000 in the 5.90% Notes due 2014 issued by HEI; (ii) 266,621,499 ordinary shares, representing approximately 5.54% of the then issued share capital, in HTIL; and (iii) 266,621,499 ordinary shares, representing approximately 5.54% of the then issued share capital, in HTHKH, 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 ordinary shares, representing approximately 0.007% of the then issued share capital, in HEH held by his spouse; and
- (ii) corporate interests in (a) a nominal amount of US\$10,208,000 in the 6.50% Notes due 2013 issued by Hutchison Whampoa International (03/13) Limited ("HWI(03/13)"); (b) a nominal amount of US\$45,792,000 in the 7.625% Notes due 2019 issued by Hutchison Whampoa International (09) Limited ("HWI(09)"); (c) 2,519,250 ordinary shares, representing approximately 0.05% of the then issued share capital, in HTIL; and (d) 2,519,250 ordinary shares, representing approximately 0.05% of the then issued share capital, in HTHKH, 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) corporate interests in (a) a nominal amount of US\$1,216,000 in the 6.50% Notes due 2013 issued by HWI(03/13); (b) a nominal amount of US\$4,000,000 in the 7.625% Notes due 2019 issued by HWI(09); and (c) a nominal amount of US\$2,000,000 in the 7.25% Notes due 2019 issued by HEI; and (d) a nominal amount of US\$4,000,000 in the 5.75% Notes due 2019 issued by Hutchison Whampoa International (09/19) Limited;
- (ii) corporate interests in 5,000,000 ordinary shares, representing approximately 0.06% of the then issued share capital, in HHR;

- (iii) 5,100,000 ordinary shares, representing approximately 0.04% of the then issued share capital, in Hutchison Telecommunications (Australia) Limited (“HTAL”) comprising personal and corporate interests in 4,100,000 ordinary shares and 1,000,000 ordinary shares respectively;
- (iv) corporate interests in 1,202,380 ordinary shares, representing approximately 0.02% of the then issued share capital, in HTIL;
- (v) corporate interests in 1,202,380 ordinary shares, representing approximately 0.02% of the then issued share capital, in HTHKH; and
- (vi) corporate interests in 200,000 common shares, representing approximately 0.02% of the then issued share capital, in HEI.

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 (a) 250,000 ordinary shares, representing approximately 0.005% of the then issued share capital, in HTIL; and (b) 250,000 ordinary shares, representing approximately 0.005% of the then issued share capital, in HTHKH.

Mr Frank John Sixt had, as at the Latest Practicable Date, the following interests:

- (i) personal interests in (a) 1,000,000 ordinary shares, representing approximately 0.007% of the then issued share capital, in HTAL; (b) 17,000 American Depositary Shares (each representing 15 ordinary shares), representing approximately 0.005% of the then issued share capital, in HTIL; (c) 17,000 American Depositary Shares (each representing 15 ordinary shares), representing approximately 0.005% of the then issued share capital, in HTHKH; and
- (ii) corporate interests in a nominal amount of US\$1,000,000 in the 5.90% Notes due 2014 issued by HEI.

Mr Frank John Sixt held the above personal interests in his capacity as a beneficial owner and held the above corporate interests through a company of which Mr Frank John Sixt is interested in the entire issued share capital.

Mr Kam Hing Lam in his capacity as a beneficial owner had, as at the Latest Practicable Date, personal interests in 100,000 ordinary 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 0.001% of the then issued share capital, in HTAL; and (ii) 25,914 common shares representing approximately 0.003% of the then issued share capital, in HEI.

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

- (i) 13,333 ordinary shares, representing approximately 0.0003% 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; and
- (ii) 13,333 ordinary shares, representing approximately 0.0003% of the then issued share capital, in HTHKH 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 8,412 common shares, representing approximately 0.001% of the then issued share capital, in HEI.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or 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 recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, 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 executive of the Company, as at the Latest Practicable Date, other than the interests and short positions of the Directors or chief executive of the Company as disclosed above, the following persons had interests or short positions in the Shares or underlying Shares 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

Long positions in the Shares

Name	Capacity	Number of Shares held	Approximate % of shareholding
Li Ka-Shing Unity Trustee Corporation Limited ("TDT1")	Trustee and beneficiary of a trust	2,130,202,773 ⁽¹⁾	49.97%
Li Ka-Shing Unity Trustcorp Limited ("TDT2")	Trustee and beneficiary of a trust	2,130,202,773 ⁽¹⁾	49.97%
Li Ka-Shing Unity Trustee Company Limited ("TUT1")	Trustee	2,130,202,773 ⁽¹⁾	49.97%

Name	Capacity	Number of Shares held	Approximate % of shareholding
Cheung Kong (Holdings) Limited ("CKH")	Interest of controlled corporations	2,130,202,773 ⁽¹⁾	49.97%
Continental Realty Limited	Beneficial owner	465,265,969 ⁽²⁾	10.91%

(b) Interests and short positions of other persons in the Shares and underlying Shares

Long positions in the Shares

Name	Capacity	Number of Shares held	Approximate % of shareholding
Honourable Holdings Limited	Interest of controlled corporations	322,942,375 ⁽²⁾	7.57%
Winbo Power Limited	Beneficial owner	236,260,200 ⁽²⁾	5.54%
Polycourt Limited	Beneficial owner	233,065,641 ⁽²⁾	5.47%
Well Karin Limited	Beneficial owner	226,969,600 ⁽²⁾	5.32%

Notes:

- (1) *The four references to 2,130,202,773 Shares relate to the same block of Shares which represent the total number of Shares held by certain wholly owned subsidiaries of CKH where CKH 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 held by CKH as described in Note (1)(a) of the section titled "Disclosure of Directors' Interests".*
- (2) *These are wholly owned subsidiaries of CKH and their interests in the Shares are duplicated in the interests of CKH.*

Save as disclosed above, as at the Latest Practicable Date, there was no other person (other than the Directors and chief executive of the Company) who had an interest or short position in the Shares or underlying Shares 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 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:

Name of Director	Name of company	Nature of interest	Nature of competing business
Li Ka-shing	CKH	Chairman	– Property and hotels – Finance and investments, and others
Li Tzar Kuoi, Victor	CKH	Managing Director and Deputy Chairman	– Property and hotels – Finance and investments, and others
	CKI	Chairman	– Energy and infrastructure, finance and investments, and others
	CK Life Sciences Int'l., (Holdings) Inc. ("CKLS")	Chairman	– Retail (research and development, manufacturing, commercialization, marketing and selling of environmental and human health products) – Finance and investments, and others
	HEH	Executive Director	– Energy
	HEI	Co-Chairman	– Energy
Fok Kin-ning, Canning	CKH	Non-executive Director	– Property and hotels – Finance and investments, and others
	CKI	Deputy Chairman	– Energy and infrastructure, finance and investments, and others
	HEH	Chairman	– Energy
	HHR	Chairman	– Property
	HTAL	Chairman	– Telecommunications
	HEI	Co-Chairman	– Energy
Chow Woo Mo Fong, Susan	CKI	Executive Director	– Energy and infrastructure, finance and investments, and others
	HEH	Executive Director	– Energy
	HHR	Executive Director	– Property
	HTAL	Director	– Telecommunications

Name of Director	Name of company	Nature of interest	Nature of competing business
	TOM	Non-executive Director	– Telecommunications (Internet, outdoor publishing, television and entertainment across markets in Mainland China, Taiwan and Hong Kong)
Frank John Sixt	CKH	Non-executive Director	– Property and hotels – Finance and investments, and others
	CKI	Executive Director	– Energy and infrastructure, finance and investments, and others
	HEH	Executive Director	– Energy
	HTAL	Director	– Telecommunications
	HEI	Director	– Energy
	TOM	Non-executive Chairman	– Telecommunications (Internet, outdoor publishing, television and entertainment across markets in Mainland China, Taiwan and Hong Kong)
Lai Kai Ming, Dominic	HHR	Deputy Chairman	– Property
	HTAL	Director	– Telecommunications
Kam Hing Lam	CKH	Deputy Managing Director	– Property and hotels – Finance and investments, and others
	CKI	Group Managing Director	– Energy and infrastructure, finance and investments, and others
	CKLS	President and Chief Executive Officer	– Retail (research and development, manufacturing, commercialization, marketing and selling of environmental and human health products) – Finance and investments, and others
	HEH	Executive Director	– Energy

Name of Director	Name of company	Nature of interest	Nature of competing business
	Spark Infrastructure Group	Non-executive Director	– Energy
George Colin Magnus	CKH	Non-executive Director	– Property and hotels – Finance and investments, and others
	CKI	Non-executive Director	– Energy and infrastructure, finance and investments, and others
	HEH	Non-executive Director	– Energy
William Shurniak	HEI	Director and Deputy Chairman	– Energy

As the Board 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, Mr Fok Kin-ning, Canning, Mrs Chow Woo Mo Fong, Susan and Mr Frank John Sixt were non-executive directors of HTIL and of HTHKH, both being subsidiaries of the Company which are engaged in telecommunications businesses, Mrs Chow was also an alternate director to each of Mr Fok and Mr Sixt as directors of HTIL and Mr Lai Kai Ming, Dominic was also a non-executive director of HTHKH.

The non-competition agreement entered into by the Company and HTIL on 24 September 2004 (“2004 HTIL Non-Competition Agreement”) maintained a clear geographical delineation, underpinned by the regulatory regime, of the two groups’ respective businesses ensuring there would be no competition between them. Under the 2004 HTIL Non-Competition Agreement, 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 “Group’s Territory Countries”).

The exclusive territory of the HTIL group comprised all the remaining countries of the world. On 25 February 2008, under and in accordance with the requirements of the 2004 HTIL Non-Competition Agreement, the Company granted consent to the establishment of a joint venture between Hutchison Global Communications Limited (a then indirect wholly owned subsidiary of HTIL) and the Philippine Long Distance Telephone Company Group under the co-operation agreement dated 12 March 2008 for operating a mobile virtual network operator business in Italy. Save for the aforesaid business, there is no single country in which both groups have competing operations. On 17 April 2009, the Company and HTIL entered into an amendment agreement to the 2004 HTIL Non-Competition Agreement

whereby the parties thereto agreed, with effect from 8 May 2009 (the “HTHKH Listing Date”), inter alia, the new scope of businesses which is subject to such agreement, the exclusion of Hong Kong and Macau from the HTIL group’s exclusive territory, the exclusive territory of HTHKH and its subsidiaries to comprise Hong Kong and Macau, and the order in which new opportunities arising from any of the exclusive territories of the Group, HTIL group and the HTHKH group will be offered to the other party.

The non-competition agreement entered into by the Company and HTHKH on 17 April 2009, and which came into effect from the HTHKH Listing Date, maintained a clear geographical of the two groups’ respective businesses ensuring there would be no competition between them. The exclusive territory of the HTHKH group comprised Hong Kong and Macau, the exclusive territory of the Group comprised the Group’s Territory Countries, and the exclusive territory of the HTIL group comprised all the remaining countries of the world.

5. NO MATERIAL ADVERSE CHANGE

The Directors believe there has been no material adverse change in the financial or trading position of the Group since 31 December 2008, being the date to which the latest published audited accounts have been made up.

6. QUALIFICATION AND CONSENT OF EXPERT

- (a) The following are the qualifications of the expert who has given a letter which is contained or referred to in this circular:

Name	Qualifications
Somerley	Licensed corporation under the SFO to conduct types 1 (dealing in securities), 4 (advising on securities), 6 (advising on corporate finance) and 9 (asset management) regulated activities and the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Guarantee.

- (b) (i) As at the Latest Practicable Date, Somerley did not have any direct or indirect shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for shares in any member of the Group.
- (ii) As at the Latest Practicable Date, Somerley had no interest, direct or indirect, in any assets which have, since 31 December 2008, being the date of the latest published audited accounts of the Group, been acquired or disposed of or by or leased to any member of the Group, or are proposed to be acquired or disposed of or by or leased to any member of the Group.
- (iii) Somerley has given and has not withdrawn its written consent to the issue of this circular and the inclusion herein of its letter and reference to its name in the form and context in which it is included. Somerley’s letter is given as of the date of this circular for incorporation herein.

7. DIRECTORS' INTEREST IN ASSETS AND CONTRACTS

- (a) As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which have, since 31 December 2008, being the date of the latest published audited accounts of the Group, been acquired or disposed of or by or leased to any member of the Group, or are proposed to be acquired or disposed of or by or leased to any member of the Group.
- (b) As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at such date and which was significant in relation to the business of the Group taken as a whole.
- (c) As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

8. MISCELLANEOUS

- (a) The Group operates and invests in five core businesses: ports and related services; property and hotels; retail; energy and infrastructure, finance and investments, and others; and telecommunications. HI3GE is a finance vehicle incorporated in the Kingdom of Sweden.
- (b) The Company's share registrars are Computershare Hong Kong Investor Services Limited and its transfer office is at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) The company secretary of the Company is Ms Edith Shih. Ms Shih 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. She is qualified to practise law in Hong Kong, England and Wales and Victoria, Australia and is a Fellow of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.
- (d) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copy of the Guarantee, Facility Agreement and other Finance Documents will be available for inspection by Shareholders at the registered office of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong from 9:00 a.m. to 5:00 p.m. on any weekday (Saturdays and public holidays excepted) for a period of 14 days from the date of this circular up to and including 21 January 2010.