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**Hutchison Whampoa Limited**  
**和記黃埔有限公司**

*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 0013)**

**NOTICE IS HEREBY GIVEN** that a general meeting of the Shareholders of Hutchison Whampoa Limited 和記黃埔有限公司 (the “**Company**”) will be held at the Grand Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on **Monday, 20 April 2015** <sup>(see Note (7))</sup> at 2:30 p.m. (or as soon thereafter as the meeting of the Scheme Shareholders convened by the direction of the High Court of the Hong Kong Special Administrative Region for the same place and day shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

#### **SPECIAL RESOLUTION**

1. “**THAT:**

- (A) the scheme of arrangement dated 31 March 2015 under Division 2 of Part 13 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Scheme**”) between the Company and the holders of Scheme Shares in the form of the print contained in the scheme document of the Company dated 31 March 2015 (the “**Scheme Document**”), which was produced to this Meeting and for the purposes of identification signed by the Chairman of this Meeting and marked “A”, with any modification of or addition to it, or any condition, as may be approved or imposed by the Court, be and the same is hereby approved; and
- (B) for the purposes of giving effect to the Scheme, on the Effective Date:
  - (i) the share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares;
  - (ii) subject to and immediately upon such reduction of capital taking effect, the share capital of the Company be increased to its former amount of HK\$29,424,795,590 by the creation of such number of new shares in the capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished;

- (iii) all the credit arising in the books of account of the Company as a result of the reduction of its share capital be applied by the Company in paying up the new shares to be created as referred to in (B)(ii) above, which shares shall be allotted and issued, credited as fully paid, to CK Global Investments Limited; and
- (C) the directors of the Company be and they are hereby unconditionally authorised to allot and issue the shares referred to in (B)(iii) above, and to do such acts and/or sign such documents as they may deem necessary for the implementation of the Scheme.”

### ORDINARY RESOLUTIONS

2. “**THAT** the conditional share exchange agreement dated 9 January 2015 entered into between L.F. Investments S.à r.l., as the vendor, and Hutchison Whampoa Europe Investments S.à r.l., as the purchaser, in relation to the acquisition of common shares of Husky Energy Inc. (赫斯基能源公司) (the “**Husky Share Exchange**”), a copy of which was produced to this Meeting and for the purposes of identification signed by the Chairman of this Meeting and marked “B”, and the transactions contemplated under the Husky Share Exchange (including the Husky Share Exchange as a special deal under Rule 25 of the Takeovers Code in relation to the Scheme), be and are hereby approved and confirmed.”
3. “**THAT** Mr. Cheng Hoi Chuen, Vincent be and is hereby re-elected as a Director of the Company.”

By Order of the Board  
**Edith Shih**  
*Company Secretary*

Hong Kong, 31 March 2015

*Notes:*

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
2. At the Meeting, the Chairman of the Meeting will put the above resolutions to be voted on by way of poll.
3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
4. To be valid, the blue form of proxy, together with the power of attorney or other authority, if any, under which it is signed or notarially certified copy of such power of attorney or other authority, must be lodged at the Company’s registered office at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment of it (as the case may be).

5. Completion and return of the blue form of proxy will not preclude a member from attending and voting in person at the Meeting or at any adjourned Meeting if the member so wishes.
6. The register of members of the Company will be closed from Wednesday, 15 April 2015 to Monday, 20 April 2015, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the general meeting, all share certificates with completed transfer forms, either overleaf or separate, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 14 April 2015.
7. If a tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 11:00 a.m. on the date of the Meeting, the Meeting will be postponed and by virtue of this notice, the Meeting will be held instead on Tuesday, 21 April 2015 at 2:30 p.m. (or as soon thereafter as the Court Meeting shall have been concluded or adjourned) or at a time on an alternative day to be announced that falls within seven Business Days of the original date scheduled for the Meeting in the event that a tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 11:00 a.m. on Tuesday, 21 April 2015. Shareholders may call the hotline at +852 3169 3868 or visit the website of the Company at [www.hutchison-whampoa.com](http://www.hutchison-whampoa.com) for details of alternative meeting arrangements. The Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

Shareholders should make their own decision as to whether to attend the Meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.

8. In case of any inconsistency, the English version of this notice shall prevail.

As at the date of this document, the directors of the Company are:

**Executive Directors:**

Mr LI Ka-shing (*Chairman*)  
 Mr LI Tzar Kuoi, Victor (*Deputy Chairman*)  
 Mr FOK Kin Ning, Canning  
 Mrs CHOW WOO Mo Fong, Susan  
 Mr Frank John SIXT  
 Mr LAI Kai Ming, Dominic  
 Mr KAM Hing Lam

**Non-executive Directors:**

Mr LEE Yeh Kwong, Charles  
 Mr George Colin MAGNUS

**Independent Non-executive Directors:**

Mr CHENG Hoi Chuen, Vincent  
 The Hon Sir Michael David KADOORIE  
 Ms LEE Wai Mun, Rose  
 Mr William Elkin MOCATTA  
*(Alternate to The Hon Sir Michael  
 David Kadoorie)*  
 Mr William SHURNIAK  
 Mr WONG Chung Hin