

## HUTCHISON WHAMPOA LIMITED

(Incorporated in Hong Kong with limited liability)

### CONNECTED TRANSACTIONS

The Directors announce that on 28 April 2003, one of the Company's indirect wholly owned subsidiaries, Hutchison 3G Europe, committed under the Shortfall Loan Agreements to make available to H3G UK HoldCo shareholder's loans in the aggregate principal amount of up to £150 million. H3G UK HoldCo will on-lend the proceeds of the Shortfall Loans to its wholly owned subsidiary, Hutchison 3G UK, for funding the construction of its 3G network and exploitation of its 3G telecommunications licence in the UK.

The Shortfall Loans are made available to cover the shortfall arising as a result of KPN, H3G UK HoldCo's 15% shareholder, not providing its pro rata amount of the £1,000 million Funding Call made by H3G UK HoldCo.

The balance of the Funding Call was met on 28 April 2003 by each of the Company, through Hutchison 3G Europe, and DoCoMo agreeing under the HWL Loan Agreement and the DoCoMo Loan Agreement to make available in the principal amounts of up to £650 million and £200 million respectively in proportion to their respective shareholdings in H3G UK HoldCo.

KPN is a connected person of the Company by virtue of it being a substantial shareholder of H3G UK HoldCo.

In addition to being a substantial shareholder of H3G UK HoldCo, DoCoMo is also a connected person of the Company by virtue of it being a substantial shareholder of HTCL and Hutchison 3G HK.

The loans contemplated under the HWL Loan Agreement and the Shortfall Loan Agreements constitute connected transactions for the Company. The Company has applied to the Stock Exchange for a waiver from the requirements of obtaining a shareholders' approval in general meeting pursuant to Rule 14.23(2) of the Listing Rules for the entering into of the HWL Loan Agreement and the Shortfall Loan Agreements. Details of the loans contemplated under the HWL Loan Agreement and the Shortfall Loan Agreements are required to be disclosed in this announcement and will be included in the Company's next published annual report and accounts in accordance with Rule 14.25(1)(A) to (D) of the Listing Rules.

#### THE HWL LOAN AGREEMENT

**Date:** 28 April 2003

#### Parties

**Borrower:** H3G UK HoldCo  
**Lender:** Hutchison 3G Europe

**Loan Amount:** the principal amount of up to £650 million, equivalent to approximately HK\$8,083.4 million (£1: HK\$12.436)  
**Other principal terms:** interest-bearing long term shareholder's loans

**Purpose:** the borrower will on-lend the loan proceeds to its wholly owned subsidiary, Hutchison 3G UK, for funding the construction of its 3G network and the exploitation of its 3G telecommunications licence in the UK.

#### THE SHORTFALL LOAN AGREEMENTS

**Date:** 28 April 2003

#### Parties

**Borrower:** H3G UK HoldCo  
**Lender:** Hutchison 3G Europe

**Loan Amount:** the aggregate principal amount of up to £150 million, equivalent to approximately HK\$1,865.4 million (£1: HK\$12.436)

**Other principal terms:** interest-bearing long term shareholder's loans

**Purpose:** the borrower will on-lend the loan proceeds to its wholly owned subsidiary, Hutchison 3G UK, for funding the construction of its 3G network and the exploitation of its 3G telecommunications licence in the UK.

#### REASONS FOR ENTERING INTO THE CONNECTED TRANSACTIONS

The Shortfall Loans are made available to cover the shortfall arising as a result of KPN, H3G UK HoldCo's 15% shareholder, not providing its pro rata amount of the £1,000 million Funding Call made by H3G UK HoldCo.

The balance of the Funding Call was met on 28 April 2003 by each of the Company, through Hutchison 3G Europe, and DoCoMo agreeing under the HWL Loan Agreement and the DoCoMo Loan Agreement to make available the principal amounts of up to £650 million and £200 million respectively in proportion to their respective shareholdings in H3G UK HoldCo. The loans contemplated under the HWL Loan Agreement and the DoCoMo Loan Agreement are being provided in discharge of the respective obligations of the Company and DoCoMo under the relevant shareholders' agreements relating to H3G UK HoldCo.

The Directors consider the loans contemplated under the HWL Loan Agreement and the Shortfall Loan Agreements to be in the interests of the Company as they enable its indirect 65% owned subsidiary, Hutchison 3G UK, to be adequately funded in the carrying out of its 3G telecommunications business in the UK.

The Directors, including the independent non-executive Directors, consider the loans contemplated under the HWL Loan Agreement and the Shortfall Loan Agreements to be upon normal commercial terms, which are arrived at after arm's length negotiations between the parties and are fair and reasonable insofar as the shareholders of the Company are concerned.

#### GENERAL

Hutchison 3G UK holds a third generation telecommunications licence in the UK and carries on the business of provision of 3G telecommunications services in the UK.

Both H3G UK HoldCo and Hutchison 3G Europe are investment holding companies.

DoCoMo and KPN are connected persons of the Company by virtue of they being (i) substantial shareholders of H3G UK HoldCo, a 65% subsidiary of the Company and the immediate holding company of Hutchison 3G UK and (ii) DoCoMo being a substantial shareholder of HTCL and Hutchison 3G HK, both being non wholly owned subsidiaries of the Company. The loans contemplated under the HWL Loan Agreement and the Shortfall Loan Agreements constitute connected transactions for the Company. The Company has applied to the Stock Exchange for a waiver from the requirements of obtaining a shareholders' approval in general meeting pursuant to Rule 14.23(2) of the Listing Rules for the entering into of the HWL Loan Agreement and the Shortfall Loan Agreements. Details of the loans contemplated under the HWL Loan Agreement and the Shortfall Loan Agreements are required to be disclosed in this announcement and will be included in the Company's next published annual report and accounts in accordance with Rule 14.25(1)(A) to (D) of the Listing Rules.

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

"3G"	third generation
"Company"	Hutchison Whampoa Limited, a limited liability company incorporated in Hong Kong, the shares of which are listed on the Stock Exchange
"Directors"	the directors of the Company
"DoCoMo"	NTT DoCoMo, Inc., a company incorporated in Japan
"DoCoMo Loan Agreement"	the loan agreement dated 28 April 2003 made between H3G UK HoldCo and DoCoMo whereby DoCoMo agreed to make available to H3G UK HoldCo a shareholder's loan in the principal amount of up to £200 million, representing DoCoMo's contribution to the Funding Call pro rata to its 20% shareholding interest in H3G UK HoldCo
"Funding Call"	a calling of funds by H3G UK HoldCo in the aggregate principal amount of £1,000 million from its shareholders pro rata to their respective shareholdings in H3G UK HoldCo pursuant to and in accordance with the terms of the relevant shareholders' agreements relating to H3G UK HoldCo
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HTCL"	Hutchison Telephone Company Limited, a company incorporated in Hong Kong and an indirect non wholly owned subsidiary of the Company
"Hutchison 3G Europe"	Hutchison 3G Europe Investments S.à.r.l., a company incorporated in Luxembourg and an indirect wholly owned subsidiary of the Company
"Hutchison 3G HK"	Hutchison 3G HK Limited, a company incorporated in Hong Kong and an indirect non wholly owned subsidiary of the Company
"Hutchison 3G UK"	Hutchison 3G UK Limited, a company registered in England and Wales and a wholly owned subsidiary of H3G UK HoldCo
"H3G UK HoldCo"	Hutchison 3G UK Holdings Limited, a company registered in England and Wales, owned indirectly as to 65% and 20% by the Company and DoCoMo respectively and directly as to 15% by KPN
"HWL Loan Agreement"	the loan agreement dated 28 April 2003 made between H3G UK HoldCo and Hutchison 3G Europe whereby Hutchison 3G Europe agreed to make available to H3G UK HoldCo a shareholder's loan in the principal amount of up to £650 million, being the Company's contribution to the Funding Call pro rata to its 65% shareholding interests in H3G UK HoldCo
"KPN"	KPN Mobile N.V., a company incorporated in the Netherlands
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China
"Shortfall Loans"	the loans in the aggregate principal amount of up to £150 million, being made available by Hutchison 3G Europe to cover the shortfall to the Funding Call as a result of KPN not providing its pro rata amount of the Funding Call the agreements dated 28 April 2003 made between Hutchison 3G Europe and H3G UK HoldCo in respect of the Shortfall Loans
"Shortfall Loan Agreements"	
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	shall have the meaning ascribed to it under the Listing Rules
"UK"	the United Kingdom
"HK\$"	Hong Kong dollars
"£" or "sterling"	pounds sterling

By Order of the Board

Edith Shih  
Company Secretary  
Hong Kong, 28 April 2003

Hutchison Whampoa Limited

