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## Hutchison Whampoa Limited

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 13)**

### **OVERSEAS REGULATORY ANNOUNCEMENT**

Attached are the text of the Chairman's address to the Extraordinary General Meeting ("EGM") of Hutchison Telecommunications (Australia) Limited, an Australian Securities Exchange listed and a 52.03% owned subsidiary of Hutchison Whampoa Limited, the results of EGM and the media release.

As at the date of the announcement, the Directors of Hutchison Whampoa Limited are:

**Executive Directors:**

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

**Non-executive Directors:**

Mr George Colin MAGNUS  
Mr William SHURNIAK

**Independent Non-executive Directors:**

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

Hong Kong, 2 April 2009

## **Hutchison Telecommunications (Australia) Limited**

### **Extraordinary General Meeting**

**2 April 2009**

#### **Chairman's Address**

On 9 February 2009, the Company announced that it had entered into an arrangement with Vodafone Group Plc to combine the Australian telecommunications operations of Hutchison 3G Australia Pty Limited and Vodafone Australia Limited. Under the arrangement, our subsidiary, Hutchison 3G Australia Holdings Pty Limited will enter into a joint venture with subsidiaries of Vodafone to own H3GA on a 50/50 basis, with Vodafone Australia becoming a wholly-owned subsidiary of H3GA. This proposal has the support and involvement of the Company's ultimate holding company, Hutchison Whampoa Limited.

One aspect of the alliance is the commitments which Hutchison Whampoa will make to Vodafone that limit Hutchison Whampoa's ability to dispose of its shareholdings in the Company for a certain period. The Explanatory Memorandum contains details of the proposal and of these disposal restrictions. The matters that shareholders should consider in regard to the alliance and the disposal restrictions are set out in the Explanatory Memorandum and the Independent Expert's Report.

Under the Corporations Act, these disposal restrictions give Vodafone a relevant interest in the voting shares in the Company held by Hutchison Whampoa and its subsidiaries. Through its wholly owned subsidiaries, Hutchison Whampoa holds 52.03% of the voting shares in the Company and has a relevant interest in a further 11.13% of the issued capital, totalling 63.16%. When all the Convertible Preference Shares currently on issue are converted, Hutchison Whampoa will hold or have a relevant interest in 88.49% of the issued capital. The concept of a "relevant interest" in voting shares is a technical concept under the Corporations Act and is not the same as owning the voting shares. Vodafone does not own any shares in the Company and will not acquire any shares in the Company by reason of any of the agreements relating to the proposed merger.

By reason of the disposal restrictions, Vodafone would be considered for the purposes of the Corporations Act to have acquired a relevant interest in the voting shares in the Company of 63.16% and the maximum potential extent of the relevant interest is 88.49%. These are the Hutchison Whampoa interests before and after conversion of the Convertible Preference Shares.

Under the Corporations Act, Vodafone is prohibited from acquiring a relevant interest in more than 20% of issued voting shares in the Company unless the Company has agreed to the acquisition by a resolution passed at a general meeting. That is why we are seeking your approval of the acquisition of the relevant interest by Vodafone.

If the disposal restrictions are not approved by shareholders, the proposed merger will not proceed, and the benefits of the merger will not be available to the Company.

The necessary approvals from the Foreign Investment Review Board and the European Commission were received last week.

The merger is also conditional upon approval by the Australian Competition and Consumer Commission. The ACCC has released a Statement of Issues with their preliminary view regarding the proposed merger between 3 and Vodafone, which seeks clarification on a number of points. We will be responding to the ACCC's enquiry in particular our view that the merger will deliver more competition, a better deal for customers and more investment in the mobile market.

In the meantime we continue to focus on delivering the benefits of 3 to our customers, operating our business and planning for the merged company to continue our value and innovation leadership in the future if the merger is approved.

The Directors believe that the benefits of the proposed merger with Vodafone outlined in the Explanatory Memorandum outweigh any negative considerations in regard to the disposal restrictions. The Independent Expert, Lonergan Edwards and Associates, has concluded that the proposed transaction is fair and reasonable to the shareholders of the Company not associated with Hutchison Whampoa.

Companies Announcements Office

Australian Securities Exchange

Date 02 April 2009

**Subject: Resolution passed at EGM**

I confirm that the resolution put at the Extraordinary General Meeting of the Company today was passed on a show of hands.

Proxy Votes

	For	Against	Open	Abstain
Resolution	111,485,576	449,129	1,887,302	206,202

A copy of the Company's press release is attached.

Yours faithfully



Louise Sexton  
Company Secretary



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(Australia) Limited**

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## Media Release

### **Hutchison receives shareholder approval for proposed merger**

**Sydney, 2 April 2009:** Hutchison Telecommunications (Australia) Limited (ASX:HTA) today announced that its shareholders have voted in favour of an agreement to merge the Australian telecommunications businesses of 3 and Vodafone, to form a 50/50 joint venture to be known as Vodafone Hutchison Australia (VHA).

"We are very pleased that shareholders have voted in favour of the proposed merger. The Foreign Investment Review Board and the European Commission have given their approval, and we will be responding to the Statement of Issues released by the ACCC yesterday, in particular our view that the merger will deliver more competition, more investment and a better deal for consumers," said Canning Fok, Group Managing Director of Hutchison Whampoa and Chairman of Hutchison Telecommunications (Australia) Limited.

"In the meantime we continue to focus on delivering the benefits of 3 to our customers, operating our business and planning for the merged company to continue our value and innovation leadership in the future if the merger is approved."

The proposed merged company will have approximately 6 million customers, revenues of approximately \$4 billion and a market share of 27%.

**- Ends -**

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