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## Hutchison Whampoa Limited

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 13)**

### **OVERSEAS REGULATORY ANNOUNCEMENT**

Attached is the text of documents relating to the conversion of Convertible Preference Shares issued by Hutchison Telecommunications (Australia) Limited, an Australian Securities Exchange listed and a 52.03% owned subsidiary of Hutchison Whampoa Limited.

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  
Mrs Margaret LEUNG KO May Yee  
Mr William Elkin MOCATTA  
*(Alternate to The Hon Sir Michael  
David Kadoorie)*  
Mr WONG Chung Hin

Hong Kong, 10 June 2009

10 June 2009

Dear CPS holder

## **CONVERSION OF HTAL CONVERTIBLE PREFERENCE SHARES**

### **Introduction**

On 9 February 2009, Hutchison Telecommunications (Australia) Limited (the "**Company**") announced that it had entered into an arrangement with Vodafone Group Plc ("**Vodafone**") to combine the Australian operations of its subsidiary, Hutchison 3G Australia Pty Limited ("**H3GA**") (to be re-named VHA Pty Limited), and Vodafone Australia Limited.

Under that arrangement, Hutchison 3G Australia Holdings Pty Limited would enter into a joint venture with subsidiaries of Vodafone to own H3GA on a 50/50 basis, with Vodafone Australia Limited becoming a wholly-owned subsidiary of H3GA. The implementation of the joint venture was subject to the satisfaction of certain conditions, including approval by shareholders in the Company. Such shareholder approval was obtained at the Company's extraordinary general meeting held on 2 April 2009, and all other conditions have been satisfied.

Consequently, the joint venture was implemented on 9 June 2009 and the Shareholders' Agreement governing the joint venture was signed on that date. A summary of the key provisions of the Shareholders' Agreement was set out in the notice of the extraordinary general meeting issued in March 2009.

### **Acquisition Event under CPS terms**

The purpose of this letter is to inform you, as a holder of convertible preference shares in the Company ("**CPS**"), that the implementation of the joint venture has resulted in the occurrence of an Acquisition Event (as defined in the CPS terms of issue (the "**Issue Terms**")). The relevant Acquisition Event is a Change of Control Event (as defined in the Issue Terms) which occurred on 9 June 2009 by reason of the signing of the Shareholders' Agreement. In broad summary, the Shareholders' Agreement contains certain restrictions on the ability of the Company's major shareholder, Hutchison Whampoa Limited, to dispose of its shares in the Company, which is for the benefit of Vodafone. Whilst Vodafone does not hold any shares in the Company and does not hold any power to vote in respect of any shares in the Company, the existence of these disposal restrictions is sufficient to give rise to a Change of Control Event within the meaning of the Issue Terms.

### **Conversion of CPS – election by Company**

This Change of Control Event has triggered the Company's right under clause 7.6 of the Issue Terms to convert some or all of the CPS into ordinary shares. The Company has decided to exercise its right of conversion in respect of **all** of the CPS. Accordingly, we **enclose** an Issuer Event Conversion Notice under which the Company requires the conversion of all CPS held by you, in accordance with clause 7.6 of the Issue Terms.

On the Conversion Date (being 24 June 2009) all CPS held by you will automatically convert into ordinary shares at a ratio of 0.85 ordinary shares for each CPS and otherwise in accordance with the Issue Terms. No amount is payable by you in respect of such conversion. The Company will then issue you with a holding statement confirming the number of ordinary shares your CPS have been converted into, and the aggregate number of ordinary shares you will then hold.

### **Conversion of CPS – Election by CPS holders**

The Change of Control Event has also triggered each CPS holder's right under clause 7.5 of the Issue Terms to convert some or all of their CPS into ordinary shares. However, given that the Company has exercised its right to convert all of the CPS, and that **all** of the CPS will automatically convert into ordinary shares on the Conversion Date, CPS holders do **not** need to send a Holder Event Conversion Notice (as defined in the Issue Terms) to the Company.

### **Trading of CPS and ordinary shares**

The Company will apply to the ASX for the quotation of CPS to end following market close on 17 June 2009. This is to enable the Company to identify all of the CPS holders as at the Conversion Date.

The Company will also apply to the ASX for quotation of the ordinary shares that will exist following conversion of the CPS. It is expected that those ordinary shares will begin trading on a normal settlement basis on ASX on 30 June 2009.

On 9 June 2009 (being the trading day immediately prior to the date of this letter), the last recorded sale price for the Company's ordinary shares traded on ASX was \$0.11. During the 3 months immediately prior to the date of this letter:

- the highest recorded sale price of the Company's ordinary shares traded on ASX was \$0.14 on 1<sup>st</sup> June 2009; and
- the lowest recorded sale price of the Company's ordinary shares traded on ASX was \$0.085 on 10<sup>th</sup> March 2009.

On behalf of your Directors, I thank you for your ongoing support of the company. For any enquiries in relation to this letter, please call 1800 629 116.

Yours sincerely



Louise Sexton  
Company Secretary

10 June 2009

**ISSUE OF NON-CUMULATIVE CONVERTIBLE PREFERENCE SHARES  
ISSUER EVENT CONVERSION NOTICE**

The Company hereby gives notice, pursuant to and in accordance with clause 7.6 of the terms of the CPS in the Company (the **Issue Terms**) of its intention to convert into Ordinary Shares in accordance with clause 7.8 of the Issue Terms, all CPS registered in your name at 5:00pm (Eastern Daylight Saving Time) on the Conversion Date, the Issuer Trigger Event described in clause 7.6(a) of the Issue Terms having occurred on 9 June 2009.

For the purposes of this notice, the Conversion Date will be 24 June 2009.

Words and expressions defined in and for the purposes of the Issue Terms have the same meanings where used in this notice.

Executed by  
Hutchison Telecommunications (Australia) Limited  
by authority of its directors:

Barry Roberts-Thomson  
Director

Louise Sexton  
Company Secretary