

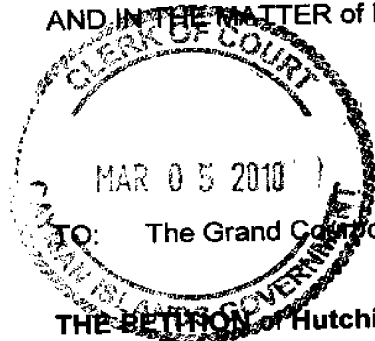
**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD 0071 OF 2010

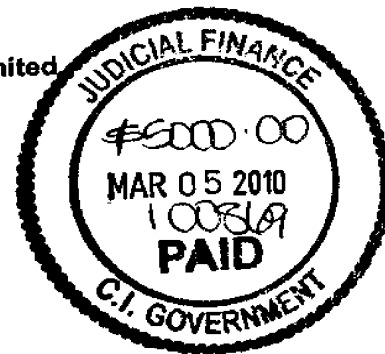
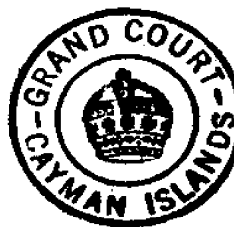
IN THE MATTER of sections 15 and 86 of the Companies Law (2009 Revision)

AND IN THE MATTER of the Grand Court Rules 1995 Order 102

AND IN THE MATTER of **Hutchison Telecommunications International Limited**



PETITION



TO: The Grand Court of the Cayman Islands

THE PETITION of Hutchison Telecommunications International Limited shows as follows:

1. The object of this Petition is to seek:

- (i) the sanction of the Court, pursuant to section 86 of the Companies Law (2009 Revision) (the "Companies Law"), to a proposed scheme of arrangement (the "Scheme of Arrangement") between the petitioner, **Hutchison Telecommunications International Limited** (the "Company") and the Scheme Shareholders as defined in the draft Scheme of Arrangement attached as Exhibit "CTY-1" to the affirmation of Chan Ting Yu; and
- (ii) the confirmation of the Court, pursuant to section 15 of the Companies Law, of the intended reduction of the issued share capital ("Reduction of Capital") of the Company consequent upon the cancellation of the Scheme Shares (as defined in the Scheme of Arrangement) pursuant to the Scheme of Arrangement which is expected to be approved by a special resolution of the shareholders passed at an extraordinary general meeting of the Company immediately after the Court Meeting referred to herein.

2. The Company was incorporated under the Companies Law on 17 March 2004 and registered in the Cayman Islands as an exempted company with registration number CT-133883.

The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is at 22F, Hutchison House, 10 Harcourt Road, Hong Kong.

3. As at the date of this Petition, the Company has an authorised and issued share capital of:

(i) HK\$2,500,000,000 divided into 10,000,000,000 ordinary shares of par value HK\$0.25 each (the "Shares"), 4,814,562,875 of which have been issued fully paid-up or credited as fully paid-up and the remainder are unissued; and

(ii) US\$10,000 divided into 1,000,000 redeemable preference shares of par value US\$0.01 each, none of which has been issued.

4. The Shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and American depository shares ("ADSs") of the Company (representing 15 Shares each) issued by Citibank N.A. are listed on the New York Stock Exchange, Inc. ("NYSE").

5. On the Latest Practicable Date (as defined in the Scheme of Arrangement), assuming no options ("Share Options") to subscribe for shares pursuant to the share option scheme of the Company dated 17 September 2004 (as amended on 12 July 2005, 9 February 2006 and 8 May 2007) are exercised before the Record Time (as defined in the Scheme of Arrangement), the profile of the shareholders of the Company (the "Shareholders") is as follows:-

Name of Shareholders or beneficial owner	Number of Shares	%
Hutchison Telecommunications	285,893,149	5.938

Holdings Limited (the "Offeror")		
Hutchison Telecommunications Investment Holdings Limited ("HTIHL")	2,619,929,104	54.417
LKS-Controlled Companies (as defined in the Scheme of Arrangement)	266,621,499	5.538
LKS-Trust Company (as defined in the Scheme of Arrangement)	153,280	0.003
CKH-Controlled Companies (as defined in the Scheme of Arrangement)	52,092,587	1.082
VL-Controlled Companies (as defined in the Scheme of Arrangement)	2,519,250	0.052
CF-Controlled Company (as defined in the Scheme of Arrangement)	1,202,380	0.025
Mrs. Chow Woo Mo Fong, Susan	250,000	0.005
Mr. Frank John Sixt	255,000	0.005
Mr. George Colin Magnus and his wife	13,333	0.001
HTIL Independent Shareholders (as defined in the Scheme of Arrangement)	1,585,633,293	32.934
	Total:	4,814,562,875
		100
Scheme Shareholders:		
Parties acting in concert with Offeror (other than HTIHL)	323,107,329	6.711

HTIL Independent Shareholders	1,585,633,293	32.934
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Total:	1,908,740,622	39.645
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6. On the Latest Practicable Date, on the assumption that all Share Options are exercised before the Record Time, the profile of the Shareholders would be as follows:-

Name of Shareholders or beneficial owner	Number of Shares	%
Hutchison Telecommunications Holdings Limited	285,893,149	5.923
Hutchison Telecommunications Investment Holdings Limited	2,619,929,104	54.275
LKS-Controlled Companies	266,621,499	5.523
LKS-Trust Company	153,280	0.003
CKH-Controlled Companies	52,092,587	1.079
VL-Controlled Companies	2,519,250	0.052
CF-Controlled Company	1,202,380	0.025
Mrs. Chow Woo Mo Fong, Susan	250,000	0.005
Mr. Frank John Sixt	255,000	0.005
Mr. George Colin Magnus and his wife	13,333	0.001
HTIL Independent Shareholders	1,598,199,959	33.109
Total:	4,827,129,541	100

Scheme Shareholders:

Parties acting in concert with the Offeror (other than HTIHL)	323,107,329	6.693
HTIL Independent Shareholders	1,598,199,959	33.109
Total:	1,921,307,288	39.802

7. The objects for which the Company was established are unrestricted and include (a) to act and to perform all the functions of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled directly or indirectly by the Company and (b) to act as an investment company and for that purpose to acquire and hold upon any terms, shares, stocks, debentures, debenture stock, annuities, notes, mortgages, bonds, obligations and securities, foreign exchange, foreign currency deposits and commodities, issued or guaranteed by any company wherever incorporated or carrying on business, or by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or in any other manner.
8. The purpose of the Scheme of Arrangement is to privatise the Company so that the Company shall become an indirect wholly-owned subsidiary of Hutchison Whampoa Limited ("HWL"), the shares of which are listed on the Main Board of the Hong Kong Stock Exchange. This will be achieved by the steps summarised in paragraph 9 below.
9. The principal features of the Scheme of Arrangement are:
- (i) the Reduction Capital (by the cancellation and extinguishment of the Scheme Shares), in consideration of which the Scheme Shareholders will receive HK\$2.20 in cash for each Scheme Share (the "Cancellation Price");
 - (ii) subject to and forthwith upon the Reduction of Capital taking effect, the share capital of the Company being restored to its former amount by the issue to the

Offeror), credited as fully paid at par, the same number of shares as the number of Scheme Shares cancelled and extinguished at the Record Time (as defined in the Scheme of Arrangement) (the "Restoration of Capital"); and

(iii) the credit arising in the books of account of the Company as a result of the Reduction of Capital resulting from the cancellation and extinguishment of the Scheme Shares being applied in paying up in full at par such number of Shares as is equal to the number of Scheme Shares cancelled at the Record Time.

10. The Scheme of Arrangement is conditional upon the Reduction of Capital becoming effective.
11. The Cancellation Price is in excess of the relevant closing prices and the average closing prices of the Shares as detailed in the explanatory memorandum. The directors of the Company believe, under the current market conditions and based on the past performance of the Scheme Shares preceding the Latest Practicable Date, the Cancellation Price is in excess of the price which the Scheme Shareholders might receive for their Scheme Shares in the open market without the Scheme of Arrangement.

Since HWL through its indirect wholly owned subsidiaries (namely the Offeror and Hutchison Telecommunications Investment Holdings Limited) are interested in aggregate in approximately 60.35% of the issued share capital of the Company as at the date hereof, the directors of the Company believe that it is unlikely that the Scheme Shareholders will receive any other offer to acquire their Shares from a third party without the consent of HWL.

The market capitalization of the Company has fallen from a high of approximately HK\$95.6 billion in January 2007 to its current level of approximately HK\$7.9 billion as of 4 January 2010. Concurrently, liquidity and trading in the Shares (and the ADSs) has greatly declined, falling from approximately HK\$87.1 million of average daily trading volume for the 12 months ended 31 December 2006 to less than HK\$19.3 million of average daily trading volume since 12 August 2009.

The listing of the Shares on the Hong Kong Stock Exchange and the ADSs on NYSE requires the Company to bear administrative, compliance and other listing-related costs and expenses which could be more productively used for the business operations of the Company. The privatisation of the Company will also simplify the group structure and create more flexibility to manage the business in an efficient and sustainable manner.

If the Scheme is not approved or implemented, the Company intends to continue with its existing line of business and anticipates that all cash would be retained in order to fund investment so there would be no surplus cash available for dividends.

12. The Company proposes to convene a court meeting in accordance with section 86 of the Companies Law to be held on or about 12 May 2010 (the "Court Meeting") at which the following resolution (with such amendments as may be approved at the Court Meeting) will be considered :

"THAT a scheme of arrangement (the "Scheme of Arrangement") dated [●] 2010 between the Company and the holders of the Scheme Shares (as defined in Scheme of Arrangement) in the form of the print thereof which has been produced to the meeting and, for the purpose of identification signed by the chairman of the meeting, or in such other form and on such terms and conditions or may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved."

Each of the capitalised terms referred to in the resolution above are defined in the composite scheme document (the "Composite Scheme Document") exhibited as exhibit "CTY-1" to the first affirmation of Chan Ting Yu which will be sent to all Scheme Shareholders.

13. Article 6 of the Articles of Association of the Company provides as follows:

"The Company may from time to time by special resolution, subject to any confirmation or consent required by Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law."

14. The Company intends to convene an extraordinary general meeting to take place immediately after the Court Meeting at which it is intended to submit a special resolution to approve the Reduction of Capital consequent upon the Scheme of Arrangement being approved and an ordinary resolution to approve the Restoration of Capital as follows:

“SPECIAL RESOLUTION

THAT (i) for the purposes of giving effect to the scheme of arrangement dated [●] (the “Scheme of Arrangement”) between the Company and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement) the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement); and

(ii) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the consequent reduction of capital, including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of capital which the Grand Court of the Cayman Islands may see fit to impose.”

"ORDINARY RESOLUTION

THAT (i) subject to and forthwith upon the cancellation and extinguishment of the Scheme Shares taking effect, the share capital of the Company shall be restored to its former amount by allotting and issuing to Hutchison Telecommunications Holdings Limited, credited as fully paid at par, the same number of shares as the number of Scheme Shares cancelled and extinguished; and

(ii) the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Shares shall be applied in paying up in full at par the shares allotted and issued to Hutchison Telecommunications Holdings Limited, pursuant to paragraph (i) above."

15. The Scheme of Arrangement and the Reduction of Capital will not involve any diminution of liability in respect of any unpaid share capital or the payment to any member of the Company of any paid up capital or alteration of the underlying assets, business operations, management or financial position of the Company and will have no effect on the creditors of the Company. The Company will continue to be able to pay its debts as they fall due in the ordinary course of business.

16. The form of Minute proposed to be registered is as follows:

"The issued share capital of Hutchison Telecommunications International Limited was by virtue of a Special Resolution passed on 12 May 2010 and with the confirmation of an order of the Grand Court of the Cayman Islands dated 24 May 2010, reduced from HK\$[●] divided into [●] shares of par value HK\$0.25 each to HK\$[●] divided into [●] shares of par value HK\$0.25. (the "Reduction of Capital"). Immediately following the Reduction of Capital, the issued share capital of the Company was restored to HK\$[●] by allotting and issuing to Hutchison Telecommunications Holdings Limited, credited as fully paid at par, [●] shares of par value HK\$0.25 each.

The authorised share capital of the Company, on the registration of this Minute, is:

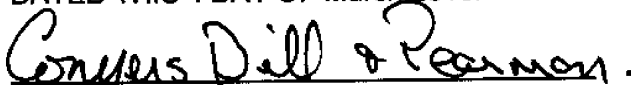
- (i) *HK\$2,500,000,000 divided into 10,000,000,000 ordinary shares of par value HK\$0.25 each; and*
- (ii) *US\$10,000 divided into 1,000,000 redeemable preference shares of par value US\$0.01 each."*

17. Your petitioner, the Company therefore prays as follows:

- (i) That the Scheme of Arrangement of the Company to be approved at the Court Meeting to be convened at the direction of this Honourable Court may be sanctioned by this Honourable Court.
- (ii) That the Reduction of Capital may be confirmed and that the above mentioned minute may be approved by the Court.
- (iii) That the preparation of a list of creditors be dispensed with.
- (iv) That to this end, all necessary inquiries and directions may be made and given.
- (v) That such further or other order be made as this Honourable Court thinks fit.

NOTE: It is intended to serve this Petition on Hutchison Telecommunications International Limited at its registered office located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

DATED THIS 4 DAY OF March 2010.


CONYERS DILL & PEARMAN
Attorneys-at-Law for the Petitioner herein

Notice of Hearing

This Petition, having been presented to the Court on the 4th day of March 2010, will be heard at the Law Courts, George Town, Grand Cayman on the 21st day of May 2010 at 10:00 am or as soon thereafter as the Petition can be heard.

This Petition was filed by Conyers Dill & Pearman, Attorneys-at-Law for and on behalf of the Petitioner herein whose address for service is that of its said Attorneys-at-Law, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.