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HUTCHISON HARBOUR RING LIMITED

和記港陸有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 715)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of shareholders of the Company will be held at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 22 May 2012 at 2:30 p.m. for the following purposes:-

1. To receive and consider the Statement of Audited Accounts, the Report of the Directors and the Independent Auditor's Report for the year ended 31 December 2011.
2. To declare a final dividend.
3. To re-elect Directors and authorise the Board of Directors of the Company to fix the Directors' remuneration.
4. To re-appoint Auditor and authorise the Board of Directors of the Company to fix the Auditor's remuneration.
5. As special business, to consider and, if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTIONS

(1) **"THAT:**

- (A) subject to paragraph (C) of this resolution, the exercise by the board of directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with new shares of the Company (the "Shares") or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;

- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to Shares issued as a result of a Rights Issue (as defined below), the exercise of the subscription or conversion rights attaching to any warrants issued by the Company or the exercise of options granted under the share option scheme of the Company or any scrip dividend providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the directors of the Company to holders of Shares of the Company on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(2) **“THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase or repurchase shares of the Company (the “Shares”) on, subject to and in accordance with all applicable laws and rules on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited, be generally and unconditionally approved;
- (B) the aggregate nominal amount of the Shares which may be purchased or repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution, and the said approval shall be limited accordingly; and
- (C) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (3) “**THAT** subject to the passing of Ordinary Resolution Nos. 5(1) and 5(2) set out in the notice convening this meeting, the aggregate nominal amount of the shares of the Company which may be purchased or repurchased by the Company pursuant to the authority granted to the directors of the Company by Ordinary Resolution No. 5(2) set out in the notice convening this meeting shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the directors of the Company pursuant to Ordinary Resolution No. 5(1) set out in the notice convening this meeting, provided that such shares shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution.”

6. As special business, to consider and, if thought fit, pass the following special resolution:

SPECIAL RESOLUTION

“**THAT** the Bye-laws of the Company be amended in the following manner:

(a) by deleting bye-law 73 in its entirety and substituting the following therefor:

“73. If within half an hour (or such longer interval as the chairman of the meeting may think fit to allow) from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day, time and place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present in person (or by corporate representative) or by proxy shall be a quorum and may transact the business for which the meeting was called.”

(b) by deleting bye-law 103(A)(iii)(c) in its entirety and substituting therefor the words “Intentionally deleted.”

(c) by deleting bye-law 116 in its entirety and substituting the following therefor:

“116. No person, other than a Director retiring at the meeting, shall be eligible for appointment or re-appointment as a Director at any general meeting unless:

(i) he is recommended by the Directors for election; or

(ii) there shall have been lodged at the head office or any other place as determined by the Directors a notice in writing signed by a member (other than the candidate to be proposed) duly qualified to attend and vote at the meeting of his intention to propose that candidate for election as a Director. The notice in writing shall be accompanied by a written confirmation signed by the candidate confirming his willingness to be elected as a Director. Unless otherwise determined by the Directors and notified by the Company to members, the period for lodgment of the notice(s) and the confirmation shall be a 7-day period commencing on the day after the despatch of the notice of the meeting for such election of Director(s) and ending on the date falling 7 days after the despatch of the said notice of the meeting. If the

Directors should so determine and notify members of a different period for lodgment of the notice(s) and the confirmation, such period shall in any event be a period of not less than 7 days, commencing no earlier than the day after the despatch of the notice of the relevant meeting and ending no later than 7 days prior to the date of such meeting.”

- (d) by adding the following bye-law 151A after bye-law 151:

“Record dates

151A. Notwithstanding any other provision of these bye-laws, the Directors may fix any date as the record date for:

- (i) determining the members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made; and
- (ii) determining the members entitled to receive notice of and to vote at any general meeting of the Company.”

with the following marginal note:
“Record dates”

The registers of members of the Company will be closed from Thursday, 17 May 2012 to Tuesday, 22 May 2012, both days inclusive.

By Order of the Board

Edith SHIH
Director and Company Secretary

Hong Kong, 11 April 2012

Notes:

1. *In order to be eligible to attend and vote at the meeting (or at any adjournment thereof), all transfers, accompanied by the relevant share certificates, must be lodged with the Hong Kong Branch Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m., on Wednesday, 16 May 2012.*
2. *In order to be qualified for the proposed final dividend payable on Wednesday, 6 June 2012, all transfers, accompanied by the relevant share certificates, must be lodged with the Hong Kong Branch Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Monday, 28 May 2012, being the record date for determining members’ entitlements to the proposed final dividend.*
3. *Only members are entitled to attend and vote at the meeting (or at any adjournment thereof).*
4. *A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote instead of that member. A proxy needs not be a member. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be deposited at the head office of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).*

5. *At the meeting (or at any adjournment thereof), the chairman of the meeting will put each of the resolutions set out in the notice of Annual General Meeting to the vote by way of a poll required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The poll results will be published on the websites of the Company at www.hutchisonharbourring.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.*
6. *With respect to Ordinary Resolution No. 5(1), the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members under Ordinary Resolution No. 5(1) as a general mandate for the purposes of the Listing Rules.*
7. *A circular containing the information regarding, inter alia, the proposed re-election of retiring directors, the general mandate to issue shares and repurchase shares of the Company and amendments to the bye-laws of the Company will be sent to members together with the 2011 Annual Report of the Company.*
8. *If typhoon 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. Members may call the hotline (852) 3169 3866 or visit the website of the Company (www.hutchisonharbourring.com) for details of the postponement and alternative meeting arrangements.*

The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

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

As at the date of this announcement, the Directors of the Company are:

Executive Directors:

Mr FOK Kin Ning, Canning (*Chairman*)
 Mr LAI Kai Ming, Dominic (*Deputy Chairman*)
 (*Also Alternate to Mrs CHOW WOO Mo Fong, Susan*)
 Mr TSUI Kin Tung, Tony (*Managing Director*)
 Mrs CHOW WOO Mo Fong, Susan
 Ms Edith SHIH
 (*Also Alternate to Mr FOK Kin Ning, Canning*)

Non-executive Director:

Mr Ronald Joseph ARCULLI

Independent Non-executive Directors:

Mr KWAN Kai Cheong
 (*Also Alternate to Mr Ronald Joseph ARCULLI*)
 Dr LAM Lee G.
 (*Also Alternate to Mr LAN Hong Tsung, David*)
 Mr LAN Hong Tsung, David

* For identification purpose only



A Hutchison Whampoa Company