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### **Hutchison** Telecom





# Hutchison Telecommunications International Limited 和記電訊國際有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2332)

# Hutchison Global Communications Holdings Limited 和記環球電訊控股有限公司\*

(incorporated in Bermuda with limited liability)
(Stock Code: 757)

### JOINT ANNOUNCEMENT CONTINUING CONNECTED TRANSACTIONS

On 16 June 2005, HTIHK and HTHK (both wholly owned subsidiaries of HTIL), and HGC (a subsidiary of HTIL and a wholly owned subsidiary of HGCH), as tenants entered into Tenancy Agreements with HIT, as landlord to lease the Premises for a three-year term.

HIT is a connected person of HTIL and HGCH by virtue of being an associate of a substantial shareholder of both HTIL and HGCH.

The tenancy of the Premises constitutes a continuing connected transaction for each of HTIL and HGCH under Listing Rule 14A.14 which is only subject to the reporting, announcement and annual review requirements under Listing Rules 14A.45 to 14A.47 and is exempt from the independent shareholders' approval requirement of Chapter 14A of the Listing Rules.

#### TENANCY AGREEMENTS

#### HTIHK Tenancy Agreement

Date: 16 June 2005

Parties: (1) HIT as landlord

(2) HTIHK as tenant

Premises: Whole of the 20th floor and portion of the 18th floor, 99 Cheung Fai Road, Tsing Yi, New Territories,

Hong Kong

Gross floor area: Approximately 20,000 square feet

Term: Three years from 1 May 2005. HIT may consider any request from the Tenant for options to renew the

tenancy for two successive periods of three years each on terms to be agreed

Rental: HK\$5.5 per square foot of gross floor area per month, exclusive of management fees, Government rent,

rates and service charges, and which will commence to be payable by reference to an agreed move in timetable which may be adjusted by agreement

timetable which may be adjusted by agreement

Management Fees: HK\$1.8 per square foot of gross floor area per month, which is fixed for 2005 and subject to such adjustment of up to HK\$2.0, HK\$2.2 and HK\$2.3 per square foot of gross floor area per month for 2006,

adjustment of up to FIK\$2.0, FIK\$2.2 and FIK\$2.3 per square foot of gross floor area per month for 2006, 2007 and 2008 respectively as may be requested by HIT resulting from any increase of the operating

costs in relation to the provision of the management services

Annual Cap: Based on the rent and the maximum management fees mentioned above, the annual cap, excluding

Government rent, rates and service charges, for eight months ending 31 December 2005, each of the financial years ending 31 December 2006 and 2007, and four months ending 30 April 2008 will not exceed HK\$1.168 million, HK\$1.8 million, HK\$1.848 million and HK\$0.624 million respectively

#### HTHK Tenancy Agreement

Date: 16 June 2005

Parties: (1) HIT as landlord

(2) HTHK as tenant

Premises: Whole of the 7th, 11th, 12th and 15th floors, and portion of the 5th, 8th, 16th, 18th and 19th floors, 99

Cheung Fai Road, Tsing Yi, New Territories, Hong Kong

Gross floor area: Approximately 152,931 square feet

Term: Three years from 1 May 2005. HIT may consider any request from the Tenant for options to renew the

tenancy for two successive periods of three years each on terms to be agreed

Rental: HK\$6.90 per square foot of gross floor area per month for the 11th and 12th floors (aggregating

approximately 55,270 square feet), HK\$5.50 per square foot of gross floor area per month for the other areas (aggregating approximately 97,661 square feet), both exclusive of management fees, Government rent, rates and service charges, and which will commence to be payable by reference to an agreed move in

timetable which may be adjusted by agreement

Management Fees: HK\$1.8 per square foot of gross floor area per month, which is fixed for 2005 and subject to such

adjustment of up to HK\$2.0, HK\$2.2 and HK\$2.3 per square foot of gross floor area per month for 2006, 2007 and 2008 respectively as may be requested by HIT resulting from any increase of the operating

costs in relation to the provision of the management services

Annual Cap: Based on the rent and the maximum management fees mentioned above, the annual cap, excluding Government rent, rates and service charges, for eight months ending 31 December 2005, each of the

financial years ending 31 December 2006 and 2007 and four months ending 30 April 2008 will not exceed HK\$9.551 million. HK\$14.693 million. HK\$15.06 million and HK\$5.081 million respectively

HGC Tenancy Agreement

Date: 16 June 2005

Parties: (1) HIT as landlord

(2) HGC as tenant

Premises: Whole of the 9th, 10th and 17th floors and portion of the 5th, 6th, 8th, 16th, 18th and 19th floors, 99

Cheung Fai Road, Tsing Yi, New Territories, Hong Kong

Gross floor area: Approximately 130,000 square feet

Term: Three years from 1 May 2005. HIT may consider any request from the Tenant for options to renew the

tenancy for two successive periods of three years each on terms to be agreed

Rental: HK\$5.50 per square foot of gross floor area per month, exclusive of management fees, Government rent, rates and service charges, and which will commence to be payable by reference to an agreed move in

rates and service charges, and which will commence to be payable by reference to an agreed move in timetable which may be adjusted by agreement

Management Fees: HK\$1.8 per square foot of gross floor area per month, which is fixed for 2005 and subject to such

adjustment of up to HK\$2.0, HK\$2.2 and HK\$2.3 per square foot of gross floor area per month for 2006,

2007 and 2008 respectively as may be requested by HIT resulting from any increase of the operating

costs in relation to the provision of the management services

Annual Cap: Based on the rent and the maximum management fees mentioned above, the annual cap, excluding Government rent, rates and service charges, for eight months ending 31 December 2005, each of the

Government rent, rates and service charges, for eight months ending 31 December 2005, each of the financial years ending 31 December 2006 and 2007, and four months ending 30 April 2008 will not exceed HK\$7.592 million, HK\$11.70 million, HK\$12.012 million and HK\$4.056 million respectively

#### REASONS FOR ENTERING INTO THE CONNECTED TRANSACTIONS

Various offices of the HTIL Group and the HGCH Group are currently situated in different locations in Hong Kong. In order to achieve greater efficiency in communications between the offices and allow more room for expansion, HTIL and HGCH plan to consolidate and relocate most of the different offices of HTIL and HGCH to the Premises, to be renamed the "Hutchison Telecom Tower".

The HTIL Board, including the Independent Non-executive Directors, consider that the Tenancy Agreements are entered into in the ordinary and usual course of business of HTIL and the terms as contained therein are normal commercial terms, which are arrived at after arm's length negotiations between the parties and by reference to open market rent of properties of comparable size and location, and are fair and reasonable and in the interests of HTIL and its shareholders taken as a whole.

The HGCH Board, including the Independent Non-executive Directors, consider that the HGC Tenancy Agreement is entered into in the ordinary and usual course of business of HGCH and the terms as contained therein are normal commercial terms, which are arrived at after arm's length negotiations between the parties and by reference to open market rent of properties of comparable size and location and are fair and reasonable and in the interests of HGCH and its shareholders taken as a whole.

#### GENERAL

The HTIL Group is a leading global provider of telecommunications services. The HTIL Group's business is currently in nine markets around the world. It currently operates mobile and fixed telecom services in Hong Kong and mobile services in Macau, India, Israel, Thailand, Paraguay, Sri Lanka and Ghana. It expects to launch mobile services in Vietnam later this year.

The HGCH Group is one of the leading providers of fixed telecommunications and IT solutions services in Hong Kong.

HIT is a connected person of HTIL and HGCH by virtue of being an associate of a substantial shareholder of both HTIL and HGCH

The tenancy created pursuant to each of the Tenancy Agreements constitutes a continuing connected transaction for HTIL and the tenancy created pursuant to the HGC Tenancy Agreement constitutes a continuing connected transaction for HGCH under Listing Rule 14A.14. As the aggregate annual rental payable to HIT under the Tenancy Agreements and the HGC Tenancy Agreement represents less than 2.5% of the applicable percentage ratios of HTIL and HGCH respectively, such continuing connected transactions are, according to Rule 14A.34(1), only subject to the reporting, announcement and annual review requirements set out in Listing Rules 14A.45 to 14A.47 respectively for each of HTIL and HGCH and are exempt from the independent shareholders' approval requirement of Chapter 14A of the Listing Rules.

#### UNUSUAL MOVEMENT IN TRADING VOLUME OF THE HGCH SHARES

The directors of HGCH have noted the recent increase in the trading volume of the shares of HGCH (the "Unusual Movement") and wish to state that they are not aware of any reasons for the Unusual Movement.

The directors of HGCH also confirm that, save as disclosed above and in respect of the proposed privatisation of HGCH as more particularly described in the scheme document issued by HTIL and HGCH dated 7 June 2005, there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under Listing Rule 13.23 and neither is the HGCH Board aware of any matter discloseable under the general obligation imposed by Listing Rule 13.09, which is or may be of a price-sensitive nature.

The above statement is made by order of the board of the directors of HGCH which individually and jointly accept responsibility for the accuracy of such statement.

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

"connected person" shall have the meaning ascribed to it in the Listing Rules

"HGC" Hutchison Global Communications Limited, a wholly owned subsidiary of HGCH

"HGC Premises" the leased premises, the subject matter of the HGC Tenancy Agreement

"HGC Tenancy Agreement" the tenancy agreement dated 16 June 2005 and made between HGC and HIT "HGCH" Hutchison Global Communications Holdings Limited, a subsidiary of HTIL, incorporated in

Bermuda, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 757)

"HGCH Board" the board of directors of HGCH "HGCH Group" HGCH and its subsidiaries

"HIT" Hongkong International Terminals Limited, an indirect non wholly owned subsidiary of

Hutchison Whampoa Limited whose shares are listed on the Main Board of the Stock Exchange

"Hong Kong" the Hong Kong Special Administrative Region of the People's Republic of China

"HTHK" Hutchison Telecommunications (Hong Kong) Limited, a wholly owned subsidiary of HTIL

"HTHK Premises" the leased premises, the subject matter of the HTHK Tenancy Agreement "HTHK Tenancy the tenancy agreement dated 16 June 2005 and made between HTHK and HIT

Agreement"

"HTIHK" Hutchison Telecommunications International (HK) Limited, a wholly owned subsidiary of

"HTIHK Premises" leased premises, the subject matter of the HTIHK Tenancy Agreement

"HTIHK Tenancy the tenancy agreement dated 16 June 2005 and made between HTIHK and HIT

Agreement"

"HTIL" Hutchison Telecommunications International Limited, a company incorporated in the Cayman

> Islands, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 2332) and American depositary shares are listed on New York Exchange, Inc. (Ticker: HTX)

"HTIL Board" the board of directors of HTIL "HTIL Group" HTIL and its subsidiaries

"Listing Rules" the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange

"percentage ratios" shall have the meaning ascribed to that expression in the Listing Rules "Premises" collectively, the HGC Premises, HTHK Premises and HTIL Premises

"subsidiary" shall have the meaning ascribed to it in the Listing Rules

"Stock Exchange" The Stock Exchange of Hong Kong Limited "Tenancy Agreements"

collectively, the HTIHK Tenancy Agreement, the HTHK Tenancy Agreement and the HGC Tenancy Agreement all dated 16 June 2005 made between HIT as landlord and HTIHK, HTHK

and HGC as tenants respectively

"HK\$"

Hong Kong dollars, the lawful currency of Hong Kong

As at the date of this announcement, the Directors of each of HTIL and HGCH are:

HTIL:

**Executive Directors:** 

Mr. Dennis Pok Man LUI Mr. Tim PENNINGTON

Mr. CHAN Ting Yu

Mr. WOO Chiu Man, Cliff

Non-executive Directors:

Mr. FOK Kin-ning, Canning (Chairman) Mrs. CHOW WOO Mo Fong, Susan

Mr. Frank John SIXT

Independent Non-executive Directors:

Mr. KWAN Kai Cheong Mr. John W. STANTON Mr. Kevin WESTLEY

HGCH:

**Executive Directors:** 

Mr. Fok Kin-ning, Canning (Chairman)

Mr. LAI Kai Ming, Dominic (Deputy Chairman)

Mrs. CHOW WOO Mo Fong, Susan

Mr. Frank John SIXT

Mr. Dennis Pok Man LUI

Mr. WONG King Fai, Peter Mr. KAN Ka Wing, Frankie

Ms. CHAN Wen Mee, May (Michelle)

Mr. LAM Hon Nam

Non-executive Directors:

Mr. Tuan LAM Mr. YANG Paul Chunyao

(alternate to Mr. Tuan Lam)

**Independent Non-executive Directors:** 

Mr. CHENG Ming Fun, Paul Mr. CHEONG Ying Chew, Henry

Dr. LAM Lee G.

By Order of the Board

Hutchison Telecommunications International Limited

By Order of the Board

Hutchison Global Communications Holdings Limited Edith Shih

Edith Shih Company Secretary

Company Secretary

Hong Kong, 16 June 2005

Please also refer to the published version of this announcement in The Standard.

<sup>\*</sup> For identification purposes only.