

Hutchison Whampoa Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 13)

REMUNERATION COMMITTEE TERMS OF REFERENCE

I. OBJECTIVE

The Remuneration Committee (the “Committee”) of Hutchison Whampoa Limited (the “Company”) is to assist the board of directors of the Company (the “Board”) to develop and administer a fair and transparent procedure for setting policy on the remuneration of Directors and senior management of the Company and for determining and approving their remuneration packages.

II. MEMBERSHIP

- A. All members of the Committee (the “Members”) shall be appointed by the Board and can be removed by the Board at its sole discretion. The Committee shall comprise a minimum of three Directors.
- B. The majority of the Members shall be Independent Non-executive Directors.
- C. The chairman of the Committee (the “Chairman”) shall be appointed by the Board and must be an Independent Non-executive Director.
- D. The Board may from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time (the “Listing Rules”) or the rules of any other stock exchange in respect of which the shares of the Company are listed or quoted, or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time.
- E. The Company Secretary of the Company or his/her delegate shall be the secretary of the Committee.

III. AUTHORITY

- A. The Committee shall report directly to the Board and shall, where appropriate, consult the Chairman and/or chief executive of the Company for any clarification on proposals relating to the remuneration of other Executive Directors and senior management.
- B. The Committee is authorised to obtain independent external professional advice and to secure assistance from external parties with relevant experience and expertise where it considers necessary. The Committee shall have the sole authority to approve all reasonable related fees and terms of engagement.
- C. The Committee shall be provided with sufficient resources to discharge its duties.

IV. DUTIES

The duties of the Committee shall include the following aspects:

- A. to make recommendation to the Board on the policy and structure of the Company for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- B. to make recommendation to the Board on the remuneration of Non-executive Directors;
- C. to review and determine, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management with reference to the Board's corporate goals and objectives. This shall include without limitation: basic salaries, deferred compensation, stock options and any benefits in kind, pension rights, incentive payments and any other compensation payments;
- D. to review and approve compensation and/or related arrangements for Executive Directors and senior management in respect of any loss or termination of office or appointment, including that resulting from dismissal or misconduct, to ensure that such compensation and/or related arrangements are determined in accordance with relevant contractual terms and are otherwise fair, reasonable, appropriate and not excessive;

- E. in the determination of remuneration policy and packages, to consider factors such as salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere within the group and in the market;
- F. to ensure that no Director or any of his associates is involved in determining his own remuneration;
- G. when the occasion arises, to advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under the Listing Rules; and
- H. to review from time to time as appropriate these Terms of Reference and recommend to the Board any necessary changes.

V. MEETINGS

A. Frequency

The Committee shall meet at least once a year. Additional meetings may be held as and when the Committee shall see fit.

B. Notice

Notice of any meetings of the Committee has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. The requisite notice period is not required if a Committee meeting is adjourned for less than 14 days.

C. Quorum

The quorum of the Committee shall be any two Members.

D. Attendance

1. At the invitation of the Remuneration Committee, the Chairman of the Board and/or Group Managing Director and/or Deputy Group Managing Director, external advisers and other persons may be invited to attend all or part of any meetings.
2. Only Members are entitled to vote at Committee meetings.
3. The Chairman or in his/her absence, another Member shall attend the annual general meetings of the Company and be prepared to respond to the questions from shareholders on the activities of the Committee and their responsibilities.

E. Resolutions

1. Resolutions of the Committee shall be passed by a majority of votes. Meetings can be held in person, by telephone or by video conference.
2. A resolution in writing signed by all the Members shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held.

F. Minutes

The secretary of the Committee shall keep full minutes of all Committee meetings. Draft minutes of meetings of the Committee shall be sent to all Members for their comment within a reasonable time after the meeting. The final version of the minutes duly signed by the Chairman shall be sent to all Members for their records.

VI. PUBLICATION OF THESE TERMS OF REFERENCE

A copy of these Terms of Reference will be made available to any person without charge upon request and these Terms of Reference will be posted on the respective website of the Company and Hong Kong Exchanges and Clearing Limited.

1 January 2012