

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme Hutchison Telecommunications (Australia) Limited ("HTAL")

ACN/ARSN ACN 003 677 227

**1. Details of substantial holder (1)**

Name Li Ka-Shing Unity Trustee Company Limited (a company incorporated in the Cayman Islands) as trustee of The Li Ka-Shing Unity Trust ("**Unity Trustee**")

ACN/ARSN (if applicable)

The holder became a substantial holder on 3 June 2015

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	12,009,393,175	12,009,393,175	88.48% (rounded to 2 decimal places; based on 13,572,508,577 ordinary shares on issue)

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Unity Trustee	<p>Unity Trustee has a relevant interest in 12,009,393,175 HTAL ordinary shares (the "<b>Relevant HTAL Shares</b>") under s608(3)(a) of the Corporations Act 2001 (Cth) (the "<b>Corporations Act</b>") because:</p> <ul style="list-style-type: none"> <li>Unity Trustee is the registered holder of approximately 24.26% of the shares in CK Hutchison Holdings Limited ("<b>CKH Holdings</b>") (a company incorporated in the Cayman Islands and listed on The Hong Kong Stock Exchange Limited ("<b>HKSE</b>")); and</li> <li>CKH Holdings has a relevant interest in the Relevant HTAL Shares, as disclosed in its Form 603 notice dated 5 June 2015.</li> </ul> <p>Unity Trustee acquired such a relevant interest on 3 June 2015, being (as disclosed in CKH Holdings' Form 603 notice dated 5 June 2015) the date on which CKH Holdings and its subsidiaries increased their aggregate shareholding in Hutchison Whampoa Limited ("<b>HWL</b>") from 49.97% to 100% under a scheme of arrangement regulated by Hong Kong law (a copy of which is attached as Annexure A), following which HWL was delisted from HKSE.</p>	12,009,393,175 ordinary shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Unity Trustee	Hutchison Telecommunications (Amsterdam) B.V. (" <b>HTABV</b> ") (incorporated in the Netherlands and currently a wholly-owned subsidiary of CKH Holdings)	HTABV	11,925,479,378 ordinary shares
Unity Trustee	Leanrose Pty. Ltd. (ACN 010 872 045)	Leanrose Pty. Ltd. (ACN 010 872 045)	83,913,797 ordinary shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder

became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Unity Trustee	3 June 2015	N/A – Deemed relevant interest		12,009,393,175 ordinary shares

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

## 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Unity Trustee	Maples & Calder, P.O. Box 309, Ugland House, George Town, Grand Cayman, Cayman Islands

## Signature

print name

*For and on behalf of*  
**LI KA-SHING UNITY TRUSTEE COMPANY LIMITED**

capacity

Authorised signatory

sign here

date

5 June 2015

*Authorized Signature(s)*

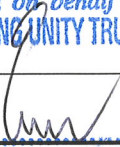
### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

This is Annexure A of 11 pages referred to in the accompanying Form 603.

print name	For and on behalf of LI KA-SHING UNITY TRUSTEE COMPANY LIMITED	capacity	Authorised signatory
sign here		date	5 June 2015
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Authorized Signature(s)			

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## SCHEME OF ARRANGEMENT

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HCMP 404/2015

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
MISCELLANEOUS PROCEEDINGS

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IN THE MATTER OF

the Companies Ordinance (Cap. 622)

and

IN THE MATTER OF

**Hutchison Whampoa Limited**  
和記黃埔有限公司

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**SCHEME OF ARRANGEMENT**  
(under Division 2 of Part 13 of the Companies Ordinance,  
Chapter 622 of the Laws of Hong Kong)

between

**HUTCHISON WHAMPOA LIMITED**  
和記黃埔有限公司

and

**HOLDERS OF SCHEME SHARES**  
(as hereinafter defined)

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PRELIMINARY

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- (A) In this Scheme of Arrangement, unless inconsistent with the subject or context, the following expressions shall bear the following meanings:

**“Business Day”**

a day on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities;

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<b>“CKH Holdings”</b>	CK Hutchison Holdings Limited 長江和記實業有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited;
<b>“CKH Holdings Shares”</b>	ordinary shares of HK\$1.00 par value each in the capital of CKH Holdings;
<b>“CK Property”</b>	Cheung Kong Property Holdings Limited (長江實業地產有限公司), an exempted company incorporated in the Cayman Islands on 2 January 2015 with limited liability, which is currently a wholly-owned subsidiary of CKH Holdings and which, if the Spin-off Proposal (as defined in the Scheme Document) becomes unconditional, will become the holding company of the Combined Property Businesses (as defined in the Scheme Document) and will be listed on the Main Board of The Stock Exchange of Hong Kong Limited by way of introduction
<b>“CK Property Shares”</b>	ordinary shares of HK\$1.00 par value each in the share capital of CK Property
<b>“Company”</b>	Hutchison Whampoa Limited 和記黃埔有限公司, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited;
<b>“Court”</b>	the Court of First Instance of the High Court of Hong Kong;
<b>“Court Meeting”</b>	the meeting convened at the direction of the Court for the purpose of approving this Scheme;
<b>“Distribution In Specie”</b>	the proposed issue by CK Property of new CK Property Shares immediately following completion of the Property Businesses Combination (as defined in the Scheme Document) to the CKH Holdings Shareholders (other than the non-qualifying CKH Holdings Shareholders) as at the record time for the Distribution In Specie pursuant to the Spin-off Proposal (as defined in the Scheme Document)

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<b>“Effective Date”</b>	the date on which this Scheme becomes effective in accordance with paragraph 7 of this Scheme;
<b>“HK\$”</b>	Hong Kong dollar, the lawful currency of Hong Kong;
<b>“holder”</b>	a registered holder and includes a person entitled by transmission to be registered as such and joint holders;
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the People’s Republic of China;
<b>“Latest Practicable Date”</b>	27 March 2015, being the latest practicable date for the purpose of ascertaining certain information contained in the Scheme Document;
<b>“New CKH Holdings Shares”</b>	the new CKH Holdings Shares to be allotted and issued pursuant to paragraph 1 of this Scheme;
<b>“Non-Qualifying Overseas Shareholders”</b>	those Overseas Shareholders who will not receive CKH Holdings Shares pursuant to this Scheme but will receive cash in full satisfaction of their rights to the CKH Holdings Shares where the law of any relevant jurisdiction precludes an offer of the CKH Holdings Shares, or precludes it except after compliance by CKH Holdings with conditions with which CKH Holdings is unable to comply or which CKH Holdings regards as unduly onerous;
<b>“Offeror”</b>	CK Global Investments Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of CKH Holdings;
<b>“Overseas Shareholder(s)”</b>	Shareholders whose addresses, as shown on the register of members of the Company as at the Record Time, are in any jurisdiction other than Hong Kong;

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<b>“Relevant CKH Holdings Subsidiaries”</b>	collectively, (i) Continental Realty Limited, (ii) Fumanda Limited, (iii) Good Energy Limited, (iv) Guidefield Limited, (v) Haldaner Limited, (vi) Harrowgate Investments Limited, (vii) Harvestime Holdings Limited, (viii) Hey Darley Limited, (ix) Hislop Resources Limited, (x) Kam Chin Investment S.A., (xi) Mirabole Limited, (xii) Oriental Time Investment Limited, (xiii) Polycourt Limited, (xiv) Richland Realty Limited, (xv) Shining Heights Profits Limited, (xvi) Top Win Investment Limited, (xvii) Wealth Pleasure Limited, (xviii) Well Karin Limited, (xix) White Rain Enterprises Ltd., and (xx) Winbo Power Limited, which in aggregate hold approximately 49.97% of the issued shares of the Company;
<b>“Record Time”</b>	4:00 p.m. (Hong Kong time) on the Business Day immediately preceding the Effective Date;
<b>this “Scheme”</b>	this scheme of arrangement in its present form or with or subject to any modification of or addition to it, or any condition, which the Court may think fit to approve or impose;
<b>“Scheme Document”</b>	the document dated 31 March 2015 containing details of this Scheme;
<b>“Scheme Offeror Concert Parties”</b>	all the Specified Offeror Concert Parties other than the Relevant CKH Holdings Subsidiaries;
<b>“Scheme Shareholders”</b>	holders of Scheme Shares;
<b>“Scheme Shares”</b>	all the Shares in issue as at the Record Time, other than those held by the Offeror and the Relevant CKH Holdings Subsidiaries;
<b>“Shareholders”</b>	holders of the Shares;
<b>“Shares”</b>	ordinary shares in the capital of the Company;

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**“Specified Offeror Concert Parties”**

the persons referred to in the first column of the table under “*Specified Offeror Concert Parties*” in “*Effects of the Merger Proposal on the Shareholding Structure of the Company and CKH Holdings – Shareholding Structure of the Company*” (including the other persons referred to in notes (1), (3) to (7), (10) to (12), (16) and (17) to the table) set out on pages 100 to 103 of the Scheme Document (except for members of the HSBC group and the Bank of America Merrill Lynch group (each as defined in the Scheme Document) which are exempt fund managers or exempt principal traders, in each case recognised by the Executive as such for the purposes of the Takeovers Code), each of which is presumed under the Takeovers Code to be acting in concert (as defined in the Takeovers Code) with the Offeror in relation to the Company; and

**“Takeovers Code”**

the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (as amended, supplemented or otherwise modified from time to time).

- (B) As at the close of business on the Latest Practicable Date, both the issued and paid up capital of the Company were HK\$29,424,795,590 and a total of 4,263,370,780 Shares were in issue.
- (C) CKH Holdings was incorporated in the Cayman Islands on 11 December 2014 as an exempted Company under the Cayman Companies Law Cap. 22 (Laws of 1961, as consolidated and revised) of the Cayman Islands. At the date of this Scheme, CKH Holdings has an authorised share capital of HK\$8,000,000,000 divided into 8,000,000,000 shares of HK\$1.00 par value each and 2,316,164,338 shares of HK\$1.00 par value each are in issue which are fully paid or credited as fully paid.
- (D) The Offeror was incorporated in the British Virgin Islands on 30 December 2014 with limited liability under the BVI Business Companies Act, 2004 (as amended) of the British Virgin Islands and is a wholly-owned subsidiary of CKH Holdings. The Offeror is authorised to issue a maximum of 50,000 (with or without par value) shares of a single class. As at the Latest Practicable Date, there was one share in the Offeror in issue.
- (E) As at the Latest Practicable Date, the Relevant CKH Holdings Subsidiaries, all of which are indirect wholly-owned subsidiaries of CKH Holdings, beneficially owned an aggregate of 2,130,202,773 Shares, representing approximately 49.97% of the issued Shares. The Relevant CKH Holdings Shareholders are not Scheme Shareholders and the Shares held by the Relevant CKH Holdings Shareholders will not form part of the Scheme Shares.

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- (F) As at the Latest Practicable Date, the Scheme Offeror Concert Parties (being all the Specified Offeror Concert Parties other than the Relevant CKH Holdings Subsidiaries) beneficially owned an aggregate of 120,208,248 Shares, representing approximately 2.82% of the issued Shares. In accordance with the Takeovers Code, since the Scheme Offeror Concert Parties are not holders of disinterested Shares (as defined in Note 6 to Rule 2 of the Takeovers Code), they are precluded from voting at the Court Meeting notwithstanding that the Shares, directly or indirectly, held by the Scheme Offeror Concert Parties will form part of the Scheme Shares. Each of the Scheme Offeror Concert Parties shall procure that the Scheme Shares in which he, she or it is beneficially interested will not be voted at the Court Meeting.
- (G) The primary purpose of this Scheme is that the Scheme Shareholders (other than the Non-Qualifying Overseas Shareholders) should receive CKH Holdings Shares in consideration for the cancellation and extinguishment of the Scheme Shares on the basis of 0.684 of a CKH Holdings Share for each Scheme Share held by them as at the Record Time, and that the Company should become a wholly-owned subsidiary of CKH Holdings.
- (H) Each of the Offeror and CKH Holdings has agreed to appear by Counsel at the hearing of the petition to sanction this Scheme and to undertake to the Court to be bound thereby and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme.

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### THE SCHEME

#### PART I

#### SCHEME PARTICULARS

1. On the Effective Date:
  - (a) simultaneously with each other:
    - (i) the share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares;
    - (ii) subject to and immediately upon such reduction of capital taking effect, the share capital of the Company shall be increased to its former amount of HK\$29,424,795,590 by the creation of such number of Shares as is equal to the number of Scheme Shares cancelled and extinguished; and
    - (iii) the Company shall apply all the credit arising in its books of account as a result of the reduction of its share capital in paying up the Shares to be created as set out in paragraph 1(a)(ii), which Shares shall be allotted and issued, credited as fully paid, to the Offeror; and
  - (b) in consideration for the cancellation and extinguishment of the Scheme Shares and in exchange for the allotment and issue by the Company to the Offeror of new Shares as set out in paragraph 1(a)(iii) above, CKH Holdings shall allot and issue the New CKH Holdings Shares, credited as fully paid, to the Scheme Shareholders whose names appear in the register of members of the Company as at the Record Time, subject to paragraph 3 of this Scheme, on the basis of 0.684 of a CKH Holdings Share for every one Scheme Share cancelled as set out above.

#### PART II

#### GENERAL APPLICATION

2. The New CKH Holdings Shares shall be fully paid or credited as fully paid and rank *pari passu* in all respects with each other and with all other CKH Holdings Shares then in issue, including as to dividends, voting rights and return of capital or other distributions that may be declared, paid or made.
3. (a) If the law of any relevant jurisdiction precludes an offer of the CKH Holdings Shares, or precludes it except after compliance by CKH Holdings with conditions with which CKH Holdings is unable to comply or which CKH Holdings regards as unduly onerous, no New CKH Holdings Shares will be issued to the relevant Scheme Shareholders (such Scheme Shareholders being the Non-Qualifying Overseas Shareholders).

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- (b) In such case, CKH Holdings shall allot the New CKH Holdings Shares which would otherwise have been allotted to the Non-Qualifying Overseas Shareholders to a person selected by the board of directors of CKH Holdings, who shall sell such CKH Holdings Shares (including the CK Property Shares received pursuant to the Distribution In Specie and which are attributable to such CKH Holdings Shares) on the market as soon as reasonably practicable after this Scheme becomes effective, and CKH Holdings shall cause the aggregate proceeds of such sale (net of expenses and taxes) to be paid to the relevant Non-Qualifying Overseas Shareholders (*pro rata* to their shareholdings in the Company as at the Record Time) in Hong Kong dollars in full satisfaction of their rights to the New CKH Holdings Shares to which, but for paragraph 3(a) above, such Non-Qualifying Overseas Shareholders would have become entitled under the Scheme, provided that if the amount that a Non-Qualifying Overseas Shareholder would be entitled to receive is less than HK\$50, such sum shall be retained for the benefit of CKH Holdings.
  - (c) No Scheme Shareholders shall be entitled to have allotted to them fractions of a New CKH Holdings Share. The fractional entitlements to New CKH Holdings Shares which, but for this paragraph 3(c), the Scheme Shareholders would have become entitled under this Scheme, shall be aggregated (and, if necessary, rounded down to the nearest whole number of a CKH Holdings Share) and allotted by CKH Holdings to a person selected by the board of directors of CKH Holdings, who shall sell the resulting CKH Holdings Shares (including the resulting CK Property Shares received pursuant to the Distribution In Specie and which are attributable to such CKH Holdings Shares) on the market as soon as reasonably practicable after this Scheme becomes effective, and CKH Holdings shall cause the aggregate proceeds of such sale (net of expenses and taxes) to be paid to the relevant Scheme Shareholders according to their respective attributable entitlements thereto.
- 4.
  - (a) On or before the Effective Date, CKH Holdings shall (i) allot and issue the New CKH Holdings Shares to take effect as at the Effective Date pursuant to paragraph 1 above and (ii) send or cause to be sent to the holders of New CKH Holdings Shares certificates representing the appropriate number of New CKH Holdings Shares, in registered form, allotted and issued to such holders pursuant to paragraph 1(b) above.
  - (b) All net proceeds of sale payable by CKH Holdings to a Non-Qualifying Overseas Shareholder or a Scheme Shareholder (as the case may be) in accordance with paragraph 3 above shall be paid by cheque drawn on a licensed bank in Hong Kong. Not later than 28 days after the Effective Date, CKH Holdings shall deliver or procure to be delivered (except to the extent to which it may be prohibited by law in any part of the world from so doing) such cheques to the persons entitled thereto in the manner mentioned in paragraph 4(c) below.
  - (c) Unless indicated otherwise in writing to the Hong Kong share registrar and transfer office of CKH Holdings, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road

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East, Wanchai, Hong Kong, all share certificates referred to in paragraph 4(a) above and cheques referred to in paragraph 4(b) above shall be sent by prepaid post (or by prepaid air-mail if the persons entitled thereto are situated outside Hong Kong) addressed to the persons entitled thereto at their respective addresses as appearing in the register of members of the Company as at the Record Time or, in the case of joint holders, at the address appearing in there at such time of that one of the joint holders whose name stands first in there in respect of the relevant joint holding or to the other persons entitled to them.

- (d) Share certificates and cheques shall be delivered at the risk of addressees and none of CKH Holdings, the Offeror, the Company or any persons nominated by them to carry out such delivery shall be responsible for any loss or delay in transmission.
  - (e) On or after the day being six calendar months after the posting of the share certificates pursuant to paragraph 4(a) above and the posting of the cheques pursuant to paragraph 4(b) above, CKH Holdings shall have the right to (i) sell those CKH Holdings Shares, the certificates of which have been returned or (ii) cancel or countermand payment of any such cheque which has not then been cashed or has been returned uncashed, and, in each case, shall place all monies represented thereby in a deposit account in CKH Holdings' name with a licensed bank in Hong Kong selected by CKH Holdings. CKH Holdings shall hold such monies until the expiration of six years from the Effective Date and shall prior to such date make payments to persons who satisfy CKH Holdings that they are respectively entitled to them. Any payments made by CKH Holdings hereunder shall include any interest accrued on the sums to which the respective persons are entitled pursuant to paragraph 1(b) calculated at the annual rate prevailing from time to time at the licensed bank in which the monies are deposited, subject, if applicable, to the deduction of interest, tax or any withholding tax or any other deduction required by law. CKH Holdings shall exercise its absolute discretion in determining whether or not it is satisfied that any person is so entitled or not so entitled, as the case may be, which determination shall be conclusive and binding upon all persons claiming an interest in the relevant monies.
  - (f) On the expiration of six years from the Effective Date, CKH Holdings shall be released from any further obligation to make any payments under this Scheme and CKH Holdings shall keep the balance (if any) of the sums then standing to the credit of the deposit account referred to in paragraph 4(e) above including accrued interest subject, if applicable, to the deduction of interest, tax or any withholding tax or any other deduction required by law and subject to the deduction of any expenses.
  - (g) Paragraph 4(f) above shall take effect subject to any prohibition or condition imposed by law.
5. Subject to the despatch of the share certificates by CKH Holdings for the New CKH Holdings Shares, each instrument of transfer and certificate validly subsisting as at the Record Time in respect of a transfer or holding, respectively, of any number of the

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Scheme Shares shall, on the Effective Date, cease to be valid for any purpose as an instrument of transfer or a certificate for the Scheme Shares and every holder of such certificates shall be bound on the request of CKH Holdings to deliver up to the Company the certificates for its, his or her existing shareholdings in the Company.

6. All mandates or other instructions to the Company in force as at the Record Time relating to the Scheme Shares shall on the Effective Date cease to be valid and effective mandates or instructions to the Company but shall, with effect from the Effective Date and unless and until revoked, be deemed to be valid and subsisting mandates or instructions to CKH Holdings relating to the relevant CKH Holdings Shares allotted and issued pursuant to paragraph 1(b) above.
7. This Scheme shall become effective as soon as an office copy of the order of the Court sanctioning this Scheme and minute and return that comply with subsections (2) and (3) respectively of section 230 of the Companies Ordinance shall have been registered by the Registrar of Companies in Hong Kong.
8. Unless this Scheme shall have become effective as set out above on or before Tuesday, 30 June 2015 or such later date, if any, as the Court may allow, this Scheme shall lapse.
9. The Company, CKH Holdings and the Offeror may jointly consent for and on behalf of all concerned to any modification of or addition to this Scheme or to any condition that the Court may see fit to approve or impose.
10. If this Scheme does not proceed or is withdrawn or lapses, all costs and expenses incurred in connection with the Scheme will be borne by CKH Holdings, and if the Scheme becomes effective, all costs and expenses incurred in connection with the Scheme will be borne by CKH Holdings and the Company in equal shares.

Dated 31 March 2015