

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.*

**Hutchison Whampoa Limited**



*(incorporated in Hong Kong with limited liability)*  
**(Stock Code: 13)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

Please refer to the attached announcement filed with the Luxembourg Stock Exchange by Hutchison Whampoa International (03/33) Limited and Hutchison Whampoa International (01/11) Limited, both indirect wholly-owned subsidiaries of the Company.

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

**Executive Directors:**

Mr LI Ka-shing (*Chairman*)  
Mr LI Tzar Kuoi, Victor (*Deputy Chairman*)  
Mr FOK Kin-ning, Canning  
Mrs CHOW WOO Mo Fong, Susan  
Mr Frank John SIXT  
Mr LAI Kai Ming, Dominic  
Mr KAM Hing Lam

**Non-executive Directors:**

Mr George Colin MAGNUS  
Mr William SHURNIAK

**Independent Non-executive Directors:**

The Hon Sir Michael David KADOORIE  
Mr Holger KLUGE  
Mr William Elkin MOCATTA  
*(Alternate to The Hon Sir Michael  
David Kadoorie)*  
Mr OR Ching Fai, Raymond  
Mr WONG Chung Hin

Hong Kong, 15 May 2009

**Offer to Purchase for Cash**

**Up to US\$750,000,000 Aggregate Principal Amount of  
5.45% Guaranteed Notes due 2010 issued by Hutchison Whampoa International (03/33) Limited**  
(144A – CUSIP 44841SAA7; ISIN US44841SAA78; Common Code 018123967)  
(Regulation S – CUSIP G4672CAA3; ISIN USG4672CAA39; Common Code 018124238)

and

**Up to US\$750,000,000 Aggregate Principal Amount of  
7.00% Guaranteed Notes due 2011 issued by Hutchison Whampoa International (01/11) Limited**  
(144A – CUSIP 44841HAC7; ISIN US44841HAC79; Common Code 012487975)  
(Regulation S – CUSIP G4671XAC4; ISIN USG4671XAC41; Common Code 012488068)  
(Restricted Individual Note – CUSIP 44841HAE3; ISIN US44841HAE36; Common Code 012515472),

each series of Notes unconditionally and irrevocably guaranteed by  
**Hutchison Whampoa Limited**

May 15, 2009 – Hutchison Whampoa International (03/33) Limited (“HWI (03/33)”), an exempted company with limited liability under the laws of the Cayman Islands and a wholly-owned subsidiary of Hutchison Whampoa Limited (the “Company”), and Hutchison Whampoa International (01/11) Limited (“HWI (01/11),” and together with HWI (03/33), the “Issuers”), a BVI business company with limited liability under the laws of the British Virgin Islands and a wholly-owned subsidiary of the Company, hereby announce the commencement of two cash tender offers by Acelist Limited and Daystep Limited, each a BVI business company with limited liability under the laws of the British Virgin Islands and a wholly-owned subsidiary of the Company (collectively, the “Offerors,” and individually, an “Offeror”), for the notes listed in the table below (collectively, the “Notes,” and each a “Series” of Notes) from each registered holder of Notes. Each Series of Notes is unconditionally and irrevocably guaranteed by the Company.

Acelist Limited is offering to purchase for cash up to US\$750,000,000 aggregate principal amount of the 2010 Notes. Concurrently, Daystep Limited is offering to purchase for cash up to US\$750,000,000 aggregate principal amount of the 2011 Notes. The terms and conditions of the tender offers are described in the Offer to Purchase dated May 15, 2009 (the “Offer to Purchase”) and the accompanying Letter of Transmittal dated May 15, 2009, which are available from D.F. King & Co., Inc., the depository and information agent for the tender offers. Morgan Stanley is the Dealer Manager of the tender offers.

<b>Offeror</b>	<b>Title of Security</b>	<b>Issuer</b>	<b>Aggregate Principal Amount Outstanding<sup>(1)</sup></b>	<b>Maximum Tender Offer Amount</b>	<b>Early Tender Premium<sup>(2)</sup></b>	<b>Total Consideration (Acceptable Bid Price Range)<sup>(2)(3)</sup></b>
Acelist Limited	5.45% Guaranteed Notes due 2010	Hutchison Whampoa International (03/33) Limited	US\$1,500,000,000	US\$750,000,000	US\$20	US\$1,035.00- US\$1,041.25
Daystep Limited	7.00% Guaranteed Notes due 2011	Hutchison Whampoa International (01/11) Limited	US\$1,500,000,000	US\$750,000,000	US\$20	US\$1,061.25- US\$1,068.75

(1) The Company and its affiliates hold in the aggregate US\$128,150,000 principal amount of the 2010 Notes, and US\$44,604,000 principal amount of the 2011 Notes.

(2) Per US\$1,000 principal amount of Notes accepted for purchase.

(3) Includes the applicable Early Tender Premium per US\$1,000 principal amount of Notes of each Series.

The tender offers will expire at 12:00 midnight, New York City time, on June 16, 2009, unless extended (the “Expiration Date”). Holders must validly tender their Notes on or before the “Early Tender Date,” which is 5:00 p.m., New York City time, on June 2, 2009, unless extended, and not withdraw such notes on or before the “Withdrawal Date,” which is 5:00 p.m., New York City time, on June 2, 2009 in order to be eligible to receive the applicable Total Consideration (as described below), which includes the applicable Early Tender Premium set out in the table above. Holders who validly tender their Notes after the Early Tender Date and on or before the Expiration

Date and whose Notes are accepted for purchase will receive the applicable “Tender Offer Consideration,” which is the Total Consideration less the applicable Early Tender Premium.

The Total Consideration per US\$1,000 principal amount of each Series of Notes validly tendered and accepted for payment pursuant to the tender offer for such Series of Notes will be equal to the “Clearing Price” for such Series of Notes as determined by the modified “Dutch Auction” procedure described in the Offer to Purchase. In addition, Holders who tender any Series of Notes that are accepted for purchase will receive a cash payment representing the applicable accrued and unpaid interest on such Series of Notes from the last interest payment date to, but not including, the settlement date (the “Settlement Date”) for Notes purchased by the applicable Offeror pursuant to the tender offers.

As set forth in the Offer to Purchase, Notes tendered on or before the Withdrawal Date may be withdrawn at any time on or before the Withdrawal Date. Notes tendered after the Withdrawal Date but before the Expiration Date may not be withdrawn, except in the limited circumstances described in the Offer to Purchase.

The Settlement Date is expected to be the second Business Day following the Expiration Date. Assuming the tender offers are not extended, the Settlement Date is expected to be June 18, 2009. The applicable Total Consideration or the applicable Tender Offer Consideration, as the case may be, will be payable on such date.

The Offerors' obligations to accept any Notes tendered and to pay the applicable consideration for them are set forth solely in the Offer to Purchase and the accompanying Letter of Transmittal. Any Notes purchased by the Offerors in the tender offers will not be cancelled. The Offerors have no current plans to transfer any purchased Notes but may decide to do so in the future, including, if appropriate at the time, a transfer to the respective Issuers which may or may not after such transfer decide to cancel such Notes.

This announcement is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The tender offers are made only by, and pursuant to the terms of, the Offer to Purchase, and the information in this announcement is qualified by reference to the Offer to Purchase and the accompanying Letter of Transmittal. If any Holder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax and financial advice, including as to any tax consequences, from its stockbroker, bank manager, counsel, accountant or other independent financial adviser. None of the Offerors, the Issuers, the Company, the Dealer Manager, the Depositary and Information Agent or any of their respective affiliates, makes any recommendation as to whether or not any Holder should tender Notes held by them pursuant to the tender offers. Subject to applicable law, the Offerors may amend, extend or, subject to certain conditions, terminate the tender offer for any Series of Notes.

Persons with questions regarding the tender offers should contact Thomas O'Connor at Morgan Stanley in New York at (800) 624-1808 (toll free) or (212) 761-5384 (collect). In Hong Kong, questions may be directed to Meng Gao at +852 2848 5961.

Requests for copies of the Offer to Purchase, Letter of Transmittal and related materials should be directed to D.F. King & Co., Inc., the Information Agent and Depositary for the tender offers, at (212) 269-5550 (for banks and brokers only) or (800) 431-9645 (for all others and toll-free).

Neither this announcement nor the Offer to Purchase and accompanying Letter of Transmittal constitutes an offer to purchase in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities laws and tenders of Notes pursuant to the tender offers will not be accepted from Holders thereof in any jurisdiction where such invitation or tender is unlawful.