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Hutchison Whampoa Limited



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

OVERSEAS REGULATORY ANNOUNCEMENT

Please refer to the attached announcement released to the Singapore Stock Exchange by Hutchison Whampoa Finance UK plc and Hutchison Whampoa Finance (06) 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
Mrs Margaret LEUNG KO May Yee
Mr William Elkin MOCATTA
*(Alternate to The Hon Sir Michael
David Kadoorie)*
Mr WONG Chung Hin

Hong Kong, 18 June 2009

**NOT FOR DISTRIBUTION TO ANY UNITED STATES OR ITALIAN PERSON OR TO ANY PERSON
RESIDENT AND/OR LOCATED IN THE UNITED STATES OR THE REPUBLIC OF ITALY**

**Invitation for Offers to Sell for Cash
Up to £350,000,000 Aggregate Principal Amount of the Sterling Notes and up to €300,000,000
Aggregate Principal Amount of the Euro Notes Listed Below**

**Series B £400,000,000 5.625% Guaranteed Notes due 2026 issued by Hutchison Whampoa Finance
UK plc (ISIN: XS0276103156; Common Code: 027610315)**

**Series A £300,000,000 5.625% Guaranteed Notes due 2017 issued by Hutchison Whampoa Finance
UK plc (ISIN: XS0276102265; Common Code: 027610226)**

**€1,000,000,000 4.625% Guaranteed Notes due 2016 issued by Hutchison Whampoa Finance (06)
Limited (ISIN: XS0268587127; Common Code: 026858712)**

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

17 June 2009 – Hutchison Whampoa Finance UK plc, incorporated in England and Wales with limited liability, and Hutchison Whampoa Finance (06) Limited, incorporated in the Cayman Islands with limited liability, (collectively, the “Issuers” and each an “Issuer”), each a wholly-owned subsidiary of Hutchison Whampoa Limited, a company with limited liability incorporated under the laws of Hong Kong whose shares are listed on the Main Board of The Stock Exchange of Hong Kong (the “Company”), hereby announce the commencement of a cash tender offer by each of Daystep Limited, Ideal Zone Limited and Plan Bright 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”) by way of an invitation to holders of the notes (“Noteholders”) listed in the table below (collectively, the “Notes,” and each a “Series” of Notes) to offer to sell their Notes for cash (the “Invitations” and in respect of each Series an “Invitation”). Each Series of Notes is unconditionally and irrevocably guaranteed by the Company. The Offerors are collectively offering to purchase up to £350,000,000 aggregate principal amount of Notes denominated in Sterling (the “Sterling Notes”) and up to €300,000,000 aggregate principal amount of Notes denominated in Euro (the “Euro Notes”), subject to change by the Offerors. The Offerors have dispatched to Noteholders an invitation memorandum dated 17 June 2009 (the “Invitation Memorandum”) setting out, *inter alia*, the terms and conditions of the Invitations. In the case of Sterling Notes, the aggregate principal amount of either Series of Sterling Notes that is purchased in the Invitations will be based on the order of priority for such Series, as set forth in the table below and as described in the Invitation Memorandum.

Offeror	Title of Security	Issuer	Aggregate Principal Amount Outstanding ⁽¹⁾	Acceptance Priority Level	Purchase Price ⁽²⁾
Plan Bright Limited	Series B £400,000,000 5.625% Guaranteed Notes due 2026	Hutchison Whampoa Finance UK plc	£400,000,000	1	£840
Ideal Zone Limited	Series A £300,000,000 5.625% Guaranteed Notes due 2017	Hutchison Whampoa Finance UK plc	£300,000,000	2	£953
Daystep Limited	€1,000,000,000 4.625% Guaranteed Notes due 2016	Hutchison Whampoa Finance (06) Limited	€1,000,000,000	Not Applicable	€955

(1) The Guarantor and its affiliates hold in aggregate €52,350,000 principal amount of the 2016 Notes.

(2) Per £1,000 in the case of Sterling Notes or per €1,000 in the case of Euro Notes.

The Invitations will commence on 17 June 2009 and will expire at 12.00 noon Central European time (“CET”) on 26 June 2009, unless extended, re-opened or earlier terminated as provided in the Invitation Memorandum. The Invitations require Noteholders who wish to participate to complete an Electronic Order (as defined in the Invitation Memorandum), which must be received by the relevant Clearing Systems (as defined in the Invitation Memorandum) by no later than 12.00 noon (CET) on 26 June 2009. The relevant Clearing System may set and inform Noteholders of an earlier deadline within which Noteholders should submit their Electronic Order to the relevant Clearing System. Upon the submission of an Electronic Order by a Noteholder, the Notes offered for sale thereunder will be blocked in the relevant account of the Noteholder in the relevant Clearing System until the earlier of (i) the time of settlement on the Settlement Date (as defined below) and (ii) termination of the Purchase Contract (as defined in the Invitation Memorandum) in respect of such Notes or the date of any termination of the Invitations (including where such Notes are not accepted by the Offerors for purchase) or the date on which the offer to sell such Notes is withdrawn, in the limited circumstances in which such withdrawal is permitted.

Noteholders whose Notes are validly offered for sale and are accepted for purchase by the Offerors, will receive the Purchase Price (as defined in the Invitation Memorandum) plus a cash payment representing the accrued and unpaid interest from the last interest payment date up to, but not including, the Settlement Date (as defined below). All Notes shall be tendered pursuant to the terms and conditions of the Invitations as set out in the Invitation Memorandum.

The settlement date for the purchase of the Notes is currently expected to be 30 June 2009 (the “Settlement Date”), subject to the right of the Offerors to extend, re-open, amend and/or terminate the Invitations.

Any Notes purchased by the Offerors pursuant to the Invitations will not initially be cancelled. The Offerors have no current plans to transfer any purchased Notes to the respective Issuers which issued those Notes but may decide to do so in the future. The Issuers after such transfer may or may not decide to cancel the Notes.

In connection with the Invitations, the Offerors have appointed CALYON as the dealer manager and Lucid Issuer Services Limited as the tender agent. For assistance in connection with the Invitations, Noteholders should contact the dealer manager and the tender agent at:

CALYON

Broadwalk House
5 Appold Street
London EC2A 2DA
United Kingdom

During London Business Day:

Tel: +44 20 7214 7408
Fax: +44 20 7214 5642
Email: steve.sahara@uk.calyon.com
Attention: Steve Sahara

During Hong Kong Business Day:

Tel: +852 2826 7363
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Email: swaroop.patel@hk.calyon.com
Attention: Swaroop Patel

Lucid Issuer Services Limited

Leroy House
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Tel: + 44 20 7704 0880
Fax: +44 20 7067 9098
Email: hw@lucid-is.com
Attention: Yves Theis

This announcement is for informational purposes only. The Invitations are not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States, and the Notes may not be tendered in the Invitations by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.