

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



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

**FURTHER ANNOUNCEMENT**  
**CONNECTED TRANSACTION**  
**FORMATION OF A JOINT VENTURE BY A SUBSIDIARY**

Reference is made to the Announcement dated 28 May 2014.

On 18 July 2014, CKH, CKI (a subsidiary of the Company), CKICL, CFL, Splendid Grand and the New JV Company entered into the Amended and Restated Shareholders' Agreement pursuant to which the Shareholders' Agreement was amended and restated to reflect, among other things, the change of the joint venture vehicle from Splendid Grand to the New JV Company and the provision of an alternative funding arrangement by CKH and CKI to the JV Group by way of corporate guarantee.

Save for the amendments as disclosed in this announcement, there is no material change to the terms of the Shareholders' Agreement and other terms of the Shareholders' Agreement, as disclosed in the Announcement, are restated and shall continue in full force and effect.

Further, the Board is pleased to announce that the asset purchase agreement for the acquisition of 100% of the undertaking and assets of the "Park'N Fly" business in Vancouver has been executed and delivered on 13 June 2014.

Reference is made to the announcement of Hutchison Whampoa Limited (the "Company") dated 28 May 2014 (the "Announcement") in respect of (1) the Shareholders' Agreement in relation to Splendid Grand Limited ("Splendid Grand", as the joint venture company) entered into among CKH, CKI, CKICL, CFL and Splendid Grand; and (2) the Asset Purchase Agreement in respect of the Acquisition entered into among the Vendors, the Purchaser, CKH and CKI (both as guarantors to the Purchaser).

Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Announcement.

## **AMENDED AND RESTATED SHAREHOLDERS' AGREEMENT**

On 18 July 2014, CKH, CKI, CKICL, CFL, Splendid Grand and 1822604 Alberta Ltd. (the "New JV Company") entered into an amended and restated shareholders' agreement (the "Amended and Restated Shareholders' Agreement") pursuant to which the Shareholders' Agreement was amended and restated to reflect, among other things, the change of the joint venture vehicle from Splendid Grand to the New JV Company and the provision of an alternative funding arrangement by CKH and CKI to the JV Group by way of corporate guarantee.

### **Change of joint venture vehicle**

To align with the corporate strategy of CKH Group and CKI Group, CKH and CKI agreed to restructure the JV Group and invest directly in the New JV Company, a corporation organized and existing under the laws of the province of Alberta, Canada, as the joint venture vehicle pursuant to the Amended and Restated Shareholders' Agreement. Splendid Grand has ceased to be a member of the JV Group upon completion of the restructuring. The New JV Company, which was a direct wholly owned subsidiary of Splendid Grand immediately before the restructuring, has been and will continue to be a member of the JV Group owned indirectly as to 50% by each of CKI and CKH notwithstanding the change.

### **Provision of alternative funding arrangement to the joint venture**

To provide for an alternative means to the original funding arrangement of a combination of equity and shareholders' loans from each of CKH Group and CKI Group on a 50:50 basis pro rata to their respective equity interests in the JV Group, the parties to the Amended and Restated Shareholders' Agreement have agreed that CKH and CKI may elect to provide corporate guarantee, on a several and 50:50 basis pro rata to their respective equity interests in the JV Group, to the lender(s) of any loan facility which will be made available to the New JV Company or any of its subsidiaries in an aggregate amount of not exceeding CAD400,000,000 (approximately HK\$2,880,960,000) for the purpose of the Acquisition.

The aggregate funding to the New JV Company committed by each of CKH Group and CKI Group under the original funding arrangement remains unchanged pursuant to the Amended and Restated Shareholders' Agreement. The alternative funding arrangement from CKI by way of corporate guarantee constitutes a connected transaction for the Company which is fully exempt from shareholders' approval, annual review and all disclosure requirements under the Listing Rules.

Save for the amendments as disclosed above, there is no material change to the terms of the Shareholders' Agreement and other terms of the Shareholders' Agreement, as disclosed in the Announcement, are restated and shall continue in full force and effect.

## **ACQUISITION OF "PARK'N FLY" BUSINESS IN VANCOUVER**

As disclosed in the Announcement, the Vendors have agreed in the Asset Purchase Agreement that they will use their commercially reasonable efforts to settle, execute and deliver to the Purchaser an asset purchase agreement substantially in the form of the Asset

Purchase Agreement for the acquisition of 100% of the undertaking and assets of the “Park’N Fly” business in Vancouver. The board of Directors (the “Board”) is pleased to announce that such asset purchase agreement has been executed and delivered on 13 June 2014.

*The exchange rate used for reference purpose only in this announcement is CAD1.00 to HK\$7.2024.*

By order of the Board

**Edith Shih**

*Company Secretary*

Hong Kong, 18 July 2014

As at the date of this announcement, the Directors 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 LEE Yeh Kwong, Charles  
Mr George Colin MAGNUS

**Independent Non-executive Directors:**

Mr CHENG Hoi Chuen, Vincent  
The Hon Sir Michael David KADOORIE  
Ms LEE Wai Mun, Rose  
Mr William Elkin MOCATTA  
*(Alternate to The Hon Sir Michael  
David Kadoorie)*  
Mr William SHURNIAK  
Mr WONG Chung Hin