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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 filed with the Luxembourg Stock Exchange jointly by Hutchison Whampoa Finance (CI) Limited, Hutchison Whampoa International (03/33) Limited and Hutchison Whampoa International (03/13) Limited, all indirect wholly-owned subsidiaries of Hutchison Whampoa Limited. A copy of the announcement is also available at <http://www.hutchison-whampoa.com/europe/luxbonds/HWI0313.htm>.

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, 8 May 2009

Offer to Purchase for Cash
Up to US\$1,500,000,000 Aggregate Principal Amount of Notes Listed Below

7.50% Guaranteed Notes due 2027 issued by Hutchison Whampoa Finance (CI) Limited
(144A – CUSIP 448414AE2; ISIN US448414AE21; Common Code 008244901)
(Regulation S – CUSIP G46715AC5; ISIN USG46715AC56; Common Code 007893221),

7.45% Guaranteed Notes due 2033 issued by Hutchison Whampoa International (03/33) Limited
(144A – CUSIP 44841SAC3; ISIN US44841SAC35; Common Code 018124572)
(Regulation S – CUSIP G4672CAC9; ISIN USG4672CAC94; Common Code 018124629),

6.25% Guaranteed Notes due 2014 issued by Hutchison Whampoa International (03/33) Limited
(144A – CUSIP 44841SAB5; ISIN US44841SAB51; Common Code 018124530)
(Regulation S – CUSIP G4672CAB1; ISIN USG4672CAB12; Common Code 018124548), and

6.50% Guaranteed Notes due 2013 issued by Hutchison Whampoa International (03/13) Limited
(144A – CUSIP 44841RAA9; ISIN US44841RAA95; Common Code 016319384)
(Regulation S – CUSIP G4672QAA2; ISIN USG4672QAA25; Common Code 016317632),

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

May 7, 2009 – Hutchison Whampoa Finance (CI) Limited (“HWF (CI)”), Hutchison Whampoa International (03/33) Limited (“HWI (03/33)”) and Hutchison Whampoa International (03/13) Limited (“HWI (03/13),” and together with HWF (CI) and HWI (03/33), the “Issuers”), each an exempted company with limited liability under the laws of the Cayman Islands and a wholly-owned subsidiary of Hutchison Whampoa Limited (the “Company”), hereby announce the commencement of a cash tender offer by each of Acelist Limited, 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”) 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. The Offerors are collectively offering to purchase up to US\$1,500,000,000 aggregate principal amount (subject to increase) of Notes. The aggregate principal amount of any Series of Notes that is purchased in the Tender Offer will be based on the order of priority for such Series, as set forth in the table below and described in the Offer to Purchase dated May 7, 2009 (the “Offer to Purchase”). The terms and conditions of the tender offer are described in the Offer to Purchase and the accompanying Letter of Transmittal dated May 7, 2009, which are available from D.F. King & Co., Inc., the depository and information agent for the tender offer. Morgan Stanley is the Dealer Manager of the tender offer.

Offeror	Title of Security	Issuer	Aggregate Principal Amount Outstanding	Acceptance Priority Level	Reference U.S. Treasury Security	Bloomberg Reference Page	Fixed Spread ⁽¹⁾	Early Tender Premium ⁽²⁾
Acelist Limited	7.50% Guaranteed Notes due 2027	Hutchison Whampoa Finance (CI) Limited	US\$500,000,000	1	4.50% U.S. Treasury Note due May 15, 2038	PX1	318bps	US\$30
Daystep Limited	7.45% Guaranteed Notes due 2033	Hutchison Whampoa International (03/33) Limited	US\$1,500,000,000	2	4.50% U.S. Treasury Note due May 15, 2038	PX1	333bps	US\$30
Ideal Zone Limited	6.25% Guaranteed Notes due 2014	Hutchison Whampoa International (03/33) Limited	US\$2,000,000,000	3	1.875% U.S. Treasury Note due April 30, 2014	PX1	257bps	US\$30
Plan Bright Limited	6.50% Guaranteed Notes due 2013	Hutchison Whampoa International (03/13) Limited	US\$3,500,000,000	4	1.875% U.S. Treasury Note due April 30, 2014	PX1	251bps	US\$30

(1) Includes the Early Tender Premium per US\$1,000 principal amount of Notes of each Series as set forth in the Offer to Purchase.

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

The tender offer will expire at 12:00 midnight, New York City time, on June 8, 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 May 21, 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 May 21, 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 for each \$1,000 in principal amount of Notes tendered and accepted for payment pursuant to the tender offer will be determined in the manner described in the Offer to Purchase and is equal to (1) the sum of (a) the present value on the date of payment of the applicable tender offer consideration (the “Settlement Date”) of US\$1,000 principal amount of such Series of Notes, plus (b) the present value on the Settlement Date of all remaining scheduled payments of interest on such principal amount, in each case the present value being determined on the basis of a yield to the maturity date for such Series of Notes equal to the sum of (i) the yield to maturity of the Reference U.S. Treasury Security listed in the table above for such Series of Notes, as calculated by the Dealer Manager at 2:00 p.m., New York City time, on the June 4, 2009, the second Business Day before the Expiration Date, plus (ii) the Fixed Spread for such Series of Notes listed in the table above, minus (2) accrued and unpaid interest on such Series of Notes to, but not including, the Settlement Date. In addition to the applicable Total Consideration or applicable Tender Offer Consideration, as the case may be, Holders whose Notes are accepted for purchase will receive a cash payment representing the applicable accrued and unpaid interest up to, but not including, the Settlement Date.

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 first Business Day following the Expiration Date. Assuming the Tender Offer is not extended, the Settlement Date is expected to be June 9, 2009. The Total Consideration or 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 Offer 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 offer is 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 Offer. Subject to applicable law, the Offerors may amend, extend or, subject to certain conditions, terminate the tender offer.

Persons with questions regarding the tender offer 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 offer, 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 Offer will not be accepted from Holders thereof in any jurisdiction where such invitation or tender is unlawful.