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

CONNECTED TRANSACTIONS

PROVISION OF FINANCIAL ASSISTANCE

The Board announces that, on 21 July 2009, HWL provided the Guarantees on a several basis in respect of (i) 39.37% of TOM's obligations under the Term Loan Facility, and (ii) 80.32% of TOM's obligations under each of the Term and Revolving Loan Facilities, agreed to be made available to TOM by four independent financial institutions respectively.

TOM is currently held as to approximately 25.45%, 24.47% and 12.23% by the Cranwood Group, and subsidiaries of HWL and of CKH respectively. The provision of the Guarantees by HWL for the benefit of TOM constituted connected transactions for HWL under Listing Rule 14A.13(2)(a)(ii) where one or more of the percentage ratios, on an aggregated basis, are more than 0.1% but less than 2.5%. Such connected transactions for HWL are accordingly only subject to the reporting and announcement requirements and are exempt from the independent shareholders' approval requirements of the Listing Rules.

In consideration of HWL's giving of the 80.32% Guarantees, Cranwood has unconditionally and irrevocably agreed to indemnify HWL against 50.98% of HWL's obligation under the 80.32% Guarantees and the Cranwood Group has, among other things, charged an aggregate of 991,004,363 TOM Shares (representing its entire shareholding in, and comprising approximately 25.45% of the total issued share capital of, TOM) in favour of HWL as security for Cranwood's obligations under such indemnity.

PROVISION OF FINANCIAL ASSISTANCE

The Board announces that, on 21 July 2009, HWL provided the Guarantees on a several basis in respect of (i) 39.37% of TOM's obligations under the Term Loan Facility (including the principal, interests accrued thereon, any payment by TOM upon default of its obligations under the Term Loan Facility and related costs and expenses for enforcing the Guarantee), and (ii) 80.32% of TOM's obligations under each of the Term and Revolving Loan Facilities (including the principal, interests accrued thereon, any payment by TOM upon default of its obligations under the Term and Revolving Loan Facilities and related costs and expenses for enforcing the Guarantees) (together the "**80.32% Guarantees**"), agreed to be made available to TOM by four independent financial institutions respectively.

The Loan Facilities of up to an aggregate principal amount of HK\$1,900 million, subject to interest rates ranging from 1.35 per cent. to 2.1 per cent. per annum above the applicable HIBOR, are sought for refinancing the existing indebtedness of the TOM Group and for financing the working capital requirements of the TOM Group.

TOM has agreed to pay HWL a guarantee fee in an amount equivalent to 0.5% per annum of the aggregate principal amount outstanding under the Loan Facilities payable quarterly in advance in proportion to HWL's respective guarantee percentages in respect of TOM's obligation under the Loan Facilities. In consideration of the giving of the 80.32% Guarantees, Cranwood has unconditionally and irrevocably agreed to indemnify HWL against 50.98% of HWL's obligations under the 80.32% Guarantees and the Cranwood Group has, among other things, charged an aggregate of 991,004,363 TOM Shares (representing its entire shareholding in, and comprising approximately 25.45% of the total issued share capital of, TOM) in favour of HWL as security for the Cranwood Indemnity.

REASONS FOR, AND BENEFITS OF, THE CONNECTED TRANSACTIONS

As the provision of the Guarantees is made a condition precedent to the respective draw down of the Loan Facilities, the Board (including the independent non-executive directors of HWL) consider it in the interests of HWL and its shareholders taken as a whole to provide the financial assistance by way of provision of the Guarantees on their respective terms and upon obtaining the benefit of the Cranwood Indemnity and its related security in order to facilitate the availability of the Loan Facilities.

The Board (including the independent non-executive directors of HWL) also consider the respective terms of the Guarantees to be on normal commercial terms, fair and reasonable and in the interests of HWL and its shareholders as a whole.

LISTING RULES IMPLICATIONS

TOM is currently held as to approximately 25.45%, 24.47% and 12.23% by the Cranwood Group, and subsidiaries of HWL and of CKH respectively. By virtue of CKH being a substantial shareholder and a connected person (other than at the level of the subsidiaries) of HWL, the provision of the Guarantees for the benefit of TOM constituted connected transactions respectively for HWL under Listing Rule 14A.13(2)(a)(ii) where one or more of the percentage ratios, on an aggregated basis, are more than 0.1% but less than 2.5%. These connected transactions for HWL are accordingly only subject to the reporting and announcement requirements and are exempt from the independent shareholders' approval requirements of the Listing Rules.

GENERAL

The HWL Group operate and invest in five core businesses: ports and related services; property and hotels; retail; energy and infrastructure, finance and investments, and others; and telecommunications.

The TOM Group, a leading Chinese-language media group in the Greater China region, has diverse business interests in four key areas: Internet, outdoor media, publishing and television & entertainment across markets in the PRC, Taiwan and Hong Kong.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

“80.32% Guarantees”	collectively such of the Guarantees each provided, on a several basis, on 21 July 2009 by HWL and in respect of 80.32% of TOM’s obligations under each of the Term and Revolving Loan Facilities
“Board”	the board of directors of HWL
“CKH”	Cheung Kong (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1)
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Cranwood”	Cranwood Company Limited, holder of approximately 1.62% of TOM Shares in issue as at the date of this announcement
“Cranwood Group”	collectively Cranwood and its subsidiaries, which together hold an aggregate of approximately 25.45% of TOM Shares in issue as at the date of this announcement
“Cranwood Indemnity”	the indemnity given on 20 July 2009 by Cranwood whereby it unconditionally and irrevocably agreed, among other things, to indemnify HWL against 50.98% of any and all payments, actions, claims, demands, suits, proceedings, losses, liabilities, damages, penalties, costs, charges and expenses which HWL may sustain or suffer in connection with or arising out of any of the 80.32% Guarantees
“Guarantees”	collectively, the guarantee provided all on 21 July 2009 by HWL on a several basis in respect of 39.37% of TOM’s obligations under the Term Loan Facility, and the 80.32% Guarantees
“HIBOR”	has the meaning ascribed to that term in the Loan Facilities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HWL”	Hutchison Whampoa Limited, a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 13)
“HWL Group”	HWL and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Loan Facilities”	collectively, the Term Loan Facility and the Term and Revolving Loan Facilities
“PRC”	the People’s Republic of China

“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Term and Revolving Loan Facilities”	the three separate term and revolving loan facilities of up to an aggregate principal amount of HK\$1,600 million agreed to be made available to TOM by three independent financial institutions for a term of 36 months pursuant to three facility agreements respectively, entered into by TOM on 30 June 2009 and 21 July 2009 (as appropriate)
“Term Loan Facility”	a term loan facility of up to HK\$300 million in principal amount agreed to be made available to TOM by an independent financial institution for a term of 36 months pursuant to a facility agreement entered into by TOM on 21 July 2009
“TOM”	TOM Group Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 2383)
“TOM Group”	TOM and its subsidiaries
“TOM Share(s)”	ordinary share(s) of par value HK\$0.10 each in the capital of TOM

By Order of the Board

Edith Shih

Company Secretary

Hong Kong, 22 July 2009

As at the date of this announcement, the directors of HWL 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

Independent Non-executive Directors:

The Hon. Sir Michael David KADOORIE
 Mr. Holger KLUGE
 Mrs. Margaret LEUNG KO May Yee
 Mr. WONG Chung Hin

Non-executive Directors:

Mr. George Colin MAGNUS
 Mr. William SHURNIAK

Alternate Director:

Mr. William Elkin MOCATTA
 (*Alternate to The Hon. Sir Michael David Kadoorie*)