

HUTCHISON WHAMPOA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 013)

CONNECTED TRANSACTION

Reference is made to the Company's announcement of 9 May 2005.

The Company has received notice of DoCoMo's intention to effectively exercise the DoCoMo's Option and sell all the 187,966,653 HTIL Shares at HK\$6.91, being an amount per share which is equal to 95% of 5 day VWAP immediately prior to 23 May 2005.

Subject to a waiver being granted by the Executive from the strict compliance with the restriction under Rule 21.3 of the Takeovers Code, the Company intends to purchase all the 187,966,653 HTIL Shares at an aggregate purchase consideration of approximately US\$166.52 million (approximately HK\$1,299 million), thereby increasing the Company's indirect shareholding interest in HTIL from approximately 70.2% to 74.3% of HTIL's current issued share capital.

The Company's present intention is to hold any additional HTIL Shares so acquired as long term investment.

EXERCISE OF THE DOCOMO'S OPTION

Reference is made to the Announcement and the Company's Previous Announcements. Terms and expressions used in this announcement shall have the same meanings as ascribed to them in the Announcement.

As previously announced, DoCoMo was on 27 May 2004 granted the DoCoMo's Option, exercisable up to 24 May 2005, to require the Company to purchase or procure the purchase of all the 187,966,653 HTIL Shares it acquired in October 2004 in connection with the DoCoMo Acquisition.

On 23 May 2005, the Company received notice of DoCoMo's intention to effectively exercise the DoCoMo's Option and to sell all the 187,966,653 HTIL Shares at HK\$6.91, being an amount per share which is equal to 95% of 5 day VWAP immediately prior to 23 May 2005.

The Company has applied to the Executive for a waiver from the strict compliance with the restriction under Rule 21.3 of the Takeovers Code in order for the Company to purchase all the HTIL Shares now put to it by DoCoMo pursuant to the terms of the DoCoMo's Option previously granted.

Subject to the grant of waiver from the Executive, the Company intends to purchase all the 187,966,653 HTIL Shares, thereby increasing the Company's indirect shareholding interest in HTIL from approximately 70.2% to 74.3% of HTIL's current issued share capital.

Completion of the sale and purchase of the HTIL Shares pursuant to the exercise of the DoCoMo's Option is scheduled to occur on 23 June 2005, or such earlier date as may be agreed by the Company and DoCoMo. The total purchase consideration payable in cash on completion of the acquisition of the HTIL Shares is US\$166.52 million (approximately HK\$1,299 million) to be funded from the Company's internal resources.

The Company's present intention is to hold any additional HTIL Shares so acquired as a long term investment.

GENERAL

The Group operates and invests in five core businesses: ports and related services; property and hotels; retail and manufacturing; energy and infrastructure, finance and investments; and telecommunications.

DoCoMo is a connected person of the Company by virtue of being (i) a substantial shareholder of 3G UK HoldCo, currently an indirect non wholly owned subsidiary of the Company, prior to completion of the DoCoMo Acquisition; and (ii) a 24.1% shareholder of HTCL and H3GHK, both of which are indirect non wholly owned subsidiaries of the Company.

For the financial year ended 31 December 2004, HTIL's audited profit before taxation was HK\$805 million and audited net profit after taxation and extraordinary items was HK\$316 million. The audited net asset value of HTIL as at 31 December 2004 was HK\$14,287 million.

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. George Colin MAGNUS
Mr. KAM Hing Lam

Non-executive Directors:

Mr. William SHURNIAK

Independent Non-executive Directors:

Mr. Michael David KADOORIE
Mr. Holger KLUGE
Mr. William Elkin MOCATTA
(*Alternate to Mr. Michael David Kadoorie*)
Mr. Simon MURRAY
Mr. OR Ching Fai, Raymond
Mr. WONG Chung Hin

DEFINITIONS

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

"Announcement" the Company's announcement dated 9 May 2005 on, amongst others, the DoCoMo's Option

"Executive" the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate for the time being of the Executive Director

For the purpose of this announcement and for reference purpose only, an exchange rate of HK\$7.80 to US\$1.00 is adopted.

By Order of the Board

Edith Shih

Company Secretary

Hong Kong, 24 May 2005

Hutchison Whampoa Limited



*Please also refer to the published version of this announcement in
The Standard and Sing Tao Daily.*