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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 by Hutchison Whampoa International (03/33) Limited and Hutchison Whampoa International (01/11) 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 LEUNG KO May Yee, Margaret
Mr William Elkin MOCATTA
*(Alternate to The Hon Sir Michael
David Kadoorie)*
Mr WONG Chung Hin

Hong Kong, 17 June 2009

Offer to Purchase for Cash

By Acelist Limited of
Up to US\$750,000,000 Aggregate Principal Amount of
5.45% Guaranteed Notes due 2010 issued by Hutchison Whampoa International (03/33) Limited
(144A – CUSIP 44841SAA7; ISIN US44841SAA78; Common Code 018123967)
(Regulation S – CUSIP G4672CAA3; ISIN USG4672CAA39; Common Code 018124238)

and

By Daystep Limited of
Up to US\$750,000,000 Aggregate Principal Amount of
7.00% Guaranteed Notes due 2011 issued by Hutchison Whampoa International (01/11) Limited
(144A – CUSIP 44841HAC7; ISIN US44841HAC79; Common Code 012487975)
(Regulation S – CUSIP G4671XAC4; ISIN USG4671XAC41; Common Code 012488068)
(Restricted Individual Note – CUSIP 44841HAE3; ISIN US44841HAE36; Common Code 012515472),

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

June 17, 2009 – Hutchison Whampoa International (03/33) Limited (“HWI (03/33)”), an exempted company with limited liability under the laws of the Cayman Islands and 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 Limited (the “Company”), and Hutchison Whampoa International (01/11) Limited (“HWI (01/11),” and together with HWI (03/33), the “Issuers” and individually, an “Issuer”), a BVI business company with limited liability under the laws of the British Virgin Islands and a wholly-owned subsidiary of the Company, hereby announce the expiration and final results of two previously announced cash tender offers, one by Acelist Limited and the other by Daystep 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). The tender offers, each for up to US\$750,000,000 aggregate principal amount of the applicable Series of Notes at a purchase price per US\$1,000 principal amount of such Series of Notes determined by the modified “Dutch Auction” procedure described in the Offer to Purchase dated May 15, 2009 (the “Offer to Purchase”), expired at 12:00 midnight, New York City time, on June 16, 2009 (the “Expiration Date”), under the terms of the Offer to Purchase and the related Letter of Transmittal dated May 15, 2009.

Offeror	Title of Security	Issuer	Aggregate Principal Amount Outstanding	Total Consideration ⁽¹⁾	Tender Offer Consideration ⁽²⁾	Accrued Interest ⁽³⁾	Aggregate Principal Amount Accepted for Purchase
Acelist Limited	5.45% Guaranteed Notes due 2010 (the “2010 Notes”)	Hutchison Whampoa International (03/33) Limited	US\$1,500,000,000	US\$1,041.25	US\$1,021.25	US\$3.63	US\$162,373,000
Daystep Limited	7.00% Guaranteed Notes due 2011 (the “2011 Notes”)	Hutchison Whampoa International (01/11) Limited	US\$1,500,000,000	US\$1,068.75	US\$1,048.75	US\$23.72	US\$182,806,000

(1) Per US\$1,000 principal amount of Notes validly tendered (and not withdrawn) on or before the Early Tender Date (as defined in the Offer to Purchase) and accepted for purchase, including the applicable Early Tender Premium of US\$20 per US\$1,000 principal amount of each Series of Notes.

(2) Per US\$1,000 principal amount of Notes validly tendered after the Early Tender Date and on or before the Expiration Date and accepted for purchase.

(3) Per US\$1,000 principal amount of Notes based on an expected Settlement Date of June 18, 2009.

Acelist Limited has accepted for purchase all of the 2010 Notes validly tendered (and not withdrawn) in the tender offer. The aggregate principal amount of the 2010 Notes validly tendered (and not withdrawn) pursuant to the tender offer was US\$162,373,000.

Daystep Limited has accepted for purchase all of the 2011 Notes validly tendered (and not withdrawn) in the tender offer. The aggregate principal amount of the 2011 Notes validly tendered (and not withdrawn) pursuant to the tender offer was US\$182,806,000.

The Clearing Price per US\$1,000 principal amount of each Series of Notes is US\$1,041.25 for the 2010 Notes and US\$1,068.75 for the 2011 Notes. The consideration payable per US\$1,000 principal amount of each Series of Notes is listed in the table above.

Each Offeror will pay to The Depository Trust Company for distribution to holders, as set forth in the Offer to Purchase, the applicable Total Consideration or Tender Offer Consideration, as the case may be, plus the applicable accrued and unpaid interest from the last interest payment date to, but not including, the actual date of settlement, for the Notes accepted for purchase in the tender offers.

As Notes purchased in the tender offers will not initially be cancelled, the aggregate outstanding principal amount of each Series of Notes will not be reduced by reason of such purchases. However, although there are no current plans to transfer any Notes of a particular Series purchased in the tender offers to the applicable Issuer, such transfer may occur in the future, in which event such Issuer may or may not after such transfer decide to cancel such Notes.

Morgan Stanley acted as the dealer manager for the tender offers. Persons with questions regarding the tender offers 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.

Questions regarding tenders of Notes or requests for copies of the Offer to Purchase, Letter of Transmittal or related materials should be directed to D.F. King & Co., Inc., the information agent and depository for the tender offers, at (212) 269-5550 (for banks and brokers only) or (800) 431-9645 (for all others and toll-free).

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 related Letter of Transmittal.

This announcement is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The tender offers have been made only by, and pursuant to the terms of, the Offer to Purchase and the related Letter of Transmittal, and the information in this announcement is qualified by reference to such documents.