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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 released to the Singapore Stock Exchange by Hutchison Whampoa International (09/16) Limited, an indirect wholly-owned subsidiary 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 Margaret LEUNG KO May Yee
Mr William Elkin MOCATTA
*(Alternate to The Hon Sir Michael
David Kadoorie)*
Mr WONG Chung Hin

Hong Kong, 26 October 2009

Hutchison Whampoa International (09/16) Limited

Offer to Exchange

5.45% Guaranteed Notes due 2010 issued by Hutchison Whampoa International (03/33) Limited (the “2010 Notes”)
and
7.00% Guaranteed Notes due 2011 issued by Hutchison Whampoa International (01/11) Limited (the “2011 Notes”)
for
its 4.625% Guaranteed Notes due 2015,

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

October 26, 2009 – Hutchison Whampoa International (09/16) Limited (the “Issuer”), 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 announces the expiration and final results of an offer by the Issuer to holders of the notes listed in the table below (collectively, the “Existing Notes,” and each a “Series” of Existing Notes) to exchange the Existing Notes into the Issuer’s 4.625% Guaranteed Notes due 2015 (the “New Notes”) upon the terms and conditions described in the Offering Memorandum dated September 24, 2009 (the “Offering Memorandum”) and the accompanying Letter of Transmittal dated September 24, 2009. The exchange offer expired at 12:00 midnight New York City time on October 23, 2009. Morgan Stanley is the Dealer Manager of the exchange offer.

<u>Title of Security</u>	<u>Issuer</u>	<u>Principal Amount Outstanding⁽¹⁾</u>	<u>Maturity Dates</u>	<u>Aggregate Principal Amount Accepted for Exchange</u>	<u>Aggregate Principal Amount of New Notes to be Issued in Exchange</u>	<u>Total Cash Consideration⁽²⁾</u>
5.45% Guaranteed Notes due 2010	Hutchison Whampoa International (03/33) Limited	US\$1,500,000,000	November 24, 2010	US\$122,308,000	US\$122,308,000	US\$7,177,125.84
7.00% Guaranteed Notes due 2011	Hutchison Whampoa International (01/11) Limited	US\$1,500,000,000	February 16, 2011	US\$67,022,000	US\$67,022,000	US\$5,027,754.74

(1) The Company and its affiliates hold in the aggregate US\$310,523,000 principal amount of the 2010 Notes, and US\$264,410,000 principal amount of the 2011 Notes.

(2) Determined pursuant to the terms and conditions set forth in the Offering Memorandum.

The Issuer has accepted for exchange all of the Existing Notes validly tendered (and not withdrawn) in the exchange offer. The aggregate principal amount of the 2010 Notes validly tendered (and not withdrawn) pursuant to the exchange offer was US\$122,308,000 and the aggregate principal amount of the 2011 Notes validly tendered (and not withdrawn) pursuant to the exchange offer was US\$67,022,000. The aggregate principal amount of the New Notes to be issued in connection with the exchange offer will be US\$189,330,000 and the total cash consideration paid in connection with the exchange offer will be US\$12,204,880.58.

The New Notes will mature on September 11, 2015 and bear interest at 4.625% per annum from and including September 11, 2009, payable semi-annually in arrears on March 11 and September 11 of each year (commencing March 11, 2010). The New Notes will be unconditionally and irrevocably guaranteed by the Company. The issuance of New Notes pursuant to the exchange offer will be a further issuance of the Issuer’s 4.625% Guaranteed Notes due 2015. The New Notes will be consolidated and will form a single series with the Issuer’s outstanding US\$2,000,000,000 principal amount of the 4.625% Guaranteed Notes due 2015 that were originally issued on September 11, 2009, except that the New Notes sold outside of the United States pursuant to Regulation S of the U.S. Securities Act of 1933, as amended (the “Securities Act”) will be subject to certain resale restrictions in the United States during the 40 day period after the later of the commencement of offering and the

settlement date of the exchange offer. Application will be made to the Singapore Exchange Securities Trading Limited (“SGX-ST”) for permission to deal in and the listing of the New Notes. The SGX-ST takes no responsibility for the correctness of any statement made, opinion expressed or reports contained herein. Admission to the Official List of the SGX-ST and quotation of the New Notes on the SGX-ST is not to be taken as an indication on the merits of the Issuer, the Company or the New Notes. The listing of the New Notes remains subject to the approval of the SGX-ST.

The settlement date for the New Notes (the “Settlement Date”) is expected to be October 28, 2009. All cash payments in connection with the exchange offer will also be payable on such date.

Any Existing Notes accepted for exchange by the Issuer in the exchange offer will not be cancelled. The Issuer has no current plans to transfer any Existing Notes accepted for exchange 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 Existing Notes.

Persons with questions regarding the exchange 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.

The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any other jurisdiction. Unless they are registered, the New Notes may be offered only in transactions that are exempt from registration under the Securities Act or the securities laws of any other jurisdiction.

This announcement is neither an offer to purchase nor a solicitation of an offer to sell or exchange the Existing Notes or the New Notes. Neither this announcement nor the Offering Memorandum 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 Existing Notes pursuant to the exchange offer will not be accepted from Holders thereof in any jurisdiction where such invitation or tender is unlawful.