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

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
HUTCHISON PORT HOLDINGS TRUST
ON THE MAIN BOARD OF SINGAPORE EXCHANGE SECURITIES TRADING LIMITED**

POSSIBLE DISCLOSEABLE TRANSACTION

The Board announces that on 17 January 2011 Hutchison Port Holdings Management Pte. Limited, a wholly owned subsidiary of the Company, made, through its appointed joint bookrunners and joint issue managers, DBS Bank Ltd., Deutsche Bank AG, Singapore Branch and Goldman Sachs (Singapore) Pte., an application to list on the Main Board of Singapore Exchange Securities Trading Limited all units of a business trust to be established as Hutchison Port Holdings Trust which are in issue and to be issued under the Global Offering further described below.

As the proposed separate listing of HPH Trust will constitute a spin-off for the Company under Practice Note 15 of the Listing Rules, a formal application to the Hong Kong Stock Exchange for its approval of the Proposed Transaction was submitted on 14 January 2011.

The assets of HPH Trust at the time of the Proposed Separate Listing are more particularly described below, with the principal assets being the Group's interests in its deep-water container port operations in Hong Kong and the Guangdong Province of the PRC.

Ports and related services is one of the five core businesses of the Group. The Company will remain a significant unitholder of HPH Trust following completion of the Proposed Transaction and HPH Trust will have access to all commercial, operational management, IT, procurement and other resources and synergies enjoyed by companies within HPH and the Group. The Board believes the Proposed Transaction offers clear commercial benefits to the Group,

and the Company's shareholders taken as a whole, as it will establish HPH Trust as a new publicly traded entity to hold, operate and develop all of the Group's existing and future deep-water container port business in the HPH Trust Territory, enable the Group to expand its ports, infrastructure and other businesses aggressively while maintaining a strong financial profile and reducing the Group's overall consolidated debt, enhance access to capital markets for financing HPH Trust's future business opportunities through greater transparency and allow the Company's shareholders to continue enjoying the benefits of the growth and development of HPH Trust through the Company's significant unitholding in HPH Trust.

In giving due regard to the interests of the Company's shareholders as required under Practice Note 15 of the Listing Rules, it is intended that, if the Proposed Transaction proceeds, an assured entitlement to the Units by way of a preferential application in the Global Offering will be offered to the Company's qualifying shareholders on terms yet to be finalised.

As one or more of the percentage ratios represented by the Proposed Transaction is or are expected to be more than 5% but less than 25%, its implementation will constitute a discloseable transaction of the Company under the Listing Rules and, accordingly, approval of the Shareholders for the Proposed Transaction will not be required. The Company will comply with the applicable requirements of Chapter 14 of the Listing Rules as and when necessary.

The implementation of the Proposed Transaction is subject to, among others, the approval of the SGX-ST, the MAS and the Hong Kong Stock Exchange and the final decision of the Board. Accordingly, Shareholders and potential investors in the Company should be aware that there is no assurance that the Proposed Transaction will take place or as to when it may take place. Shareholders and potential investors in the Company should therefore exercise caution when dealing in or investing in the securities of the Company.

This announcement is made pursuant to Listing Rule 13.09.

INTRODUCTION

The Board is pleased to announce that on 17 January 2011 HPH Management, a wholly owned subsidiary of the Company and the proposed trustee-manager of HPH Trust to be constituted, made, through its appointed joint bookrunners and joint issue managers, DBS Bank Ltd., Deutsche Bank AG, Singapore Branch and Goldman Sachs (Singapore) Pte., an application with SGX-ST to list on the Main Board of SGX-ST the Units in issue and to be issued under the Global Offering. As the proposed separate listing of HPH Trust will constitute a spin-off for the Company under Practice Note 15 of the Listing Rules, a formal application to the Hong Kong Stock Exchange for its approval of the Proposed Transaction was submitted on 14 January 2011.

BACKGROUND

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

The Company is the controlling shareholder of HPH and currently indirectly owns 80% effective interest in HPH. HPH is the world's leading port investor, developer and operator with interests in a total of 308 berths in 51 ports, spanning 25 countries throughout Asia, the Middle East, Africa, Europe, the Americas and Australasia.

It is proposed that HPH Trust will be established as a business trust in Singapore registered with the MAS with the initial Units issued being held by HPH. The investment mandate of HPH Trust is principally to invest in, develop, operate and manage deep-water container ports in the Guangdong Province of the PRC, Hong Kong and Macau (together, the “HPH Trust Territory”). HPH Trust will also undertake certain port ancillary services, including trucking, feeder services, container freight station, freight-forwarding, supply chain management, warehousing and distribution services.

It is proposed that the HPH Trust Initial Business Portfolio will comprise the Group’s entire effective interests in the deep-water container ports in Hong Kong and the Guangdong province of the PRC, the Group’s entire effective interests in its port ancillary interests in the same geographical area as well as the Group’s entire economic benefits in certain river ports in the PRC. Specifically, the HPH Trust Initial Business Portfolio consists of the Group’s entire interests in:

- HIT, the owner and operator of Terminals 4, 6, 7 and two berths in Terminal 9 at Kwai Tsing, Hong Kong;
- COSCO-HIT, the owner and operator of Terminal 8 East at Kwai Tsing, Hong Kong;
- YICT, the operator of Yantian International Container Terminals Phases I and II at Yantian district, Shenzhen, in the Guangdong Province of the PRC;
- YICTP3, the operator of Yantian International Container Terminals Phase III and its expansion project, which is being developed;
- SYWPT, the operator of Shenzhen Yantian West Port Terminals Phase I and Shenzhen Yantian West Port Terminals Phase II which is being developed;
- the economic benefits in the river ports in Nanhai, Jiangmen and Jiuzhou in Zhuhai, the PRC (together the “River Ports”), which serve predominantly as feeder ports to the deep-water facilities referred to above and hence are complementary to the operation of these deep-water ports;
- APS, which is mainly engaged in providing port ancillary services to shipping lines and other customers and which operates the mid-stream business in Hong Kong. APS also offers empty container storage, container repair and feeder services between ports in Hong Kong and the Pearl River Delta in southern China;
- SHICD, which operates an inland container depot and warehouse and provides value-added warehousing and distribution services; and
- Hutchison Logistics, which provides supply chain solutions logistic services.

Measured by throughput, and considering Hong Kong and Shenzhen as one market by virtue of their geographical proximity, in 2009, Hong Kong and Shenzhen were the world’s busiest container port market and trading hub with a total throughput of approximately 39.2 million TEU. The Group’s deep-water container ports in the HPH Trust Initial Business Portfolio are the market leaders by throughput in Kwai Tsing Port in Hong Kong and Shenzhen Port of the PRC, with market shares of approximately 60% and 47% in 2009, respectively.

Further details of the HPH Trust Initial Business Portfolio are set out at the end of this announcement.

Following completion of the Proposed Transaction, (a) the Company will remain a significant Unitholder of HPH Trust, and (b) the Group (excluding HPH Trust) will continue to invest, develop and operate deep-water container ports around the world outside the HPH Trust Territory currently operating in 25 countries.

In connection with the Proposed Transaction and in compliance with the listing regulations prescribed by the SGX-ST and Practice Note 15 of the Listing Rules, it is proposed that HPH and the Trustee-Manager will enter into non-compete and right of first refusal agreements such that effective on the Proposed Separate Listing there is a clear delineation of the businesses of HPH Trust and the remaining port businesses retained by the Group and for managing potential competition and conflict of interests with HPH. The non-compete agreement will operate on a geographical basis so that, subject to certain defined exceptions, there will be no single area in which both HPH Trust and the Group (excluding HPH Trust) will have competing businesses to invest, develop, operate or manage deep-water container ports.

INFORMATION ON THE GLOBAL OFFERING AND THE PROPOSED SEPARATE LISTING

The Global Offering is expected to comprise (a) a public offering of the Units in Singapore, (b) an international offering of the Units to professional, institutional and other investors, and (c) a preferential offering of the Units to Qualifying Shareholders (please see the section headed “Assured Entitlement” below for further details).

The Proposed Separate Listing will involve the separate listing of the Units in the form of a business trust established under the laws of Singapore on the Main Board of SGX-ST. The Group considers a business trust to be an appropriate form of publicly traded vehicle for listing the HPH Trust Initial Business Portfolio having regard to its stable cash flow generation and growth potential. As there are no present rules or regulatory regime in Hong Kong which allow securities in the form of the Units to be listed in Hong Kong, the Company will consider a subsequent additional listing of the Units on the Hong Kong Stock Exchange on an appropriate change in the Hong Kong regulatory environment.

The Proposed Transaction will be conditional upon, among others, the following:

- (1) all relevant notifications, consents and regulatory approvals (including the approval of the SGX-ST, the MAS and the Hong Kong Stock Exchange) required for the implementation of the Proposed Transaction having been made, obtained and/or waived; and
- (2) the obligations of the underwriters under the underwriting agreements to be entered into between, among others, the Trustee-Manager and the underwriters in respect of the Global Offering becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) by or on behalf of the underwriters) and the underwriting agreements not being terminated in accordance with their terms or otherwise, on or before the dates and times to be specified therein.

If such conditions are not satisfied or if the Board decides not to proceed with the Proposed Transaction, the Proposed Transaction will not be implemented and an announcement will be made by the Company.

ASSURED ENTITLEMENT

In giving due regard to the interests of the Shareholders as required under Practice Note 15 of the Listing Rules, it is intended that, if the Proposed Transaction proceeds, an assured entitlement to the Units by way of a preferential application in the Global Offering will be offered to the Qualifying Shareholders on terms yet to be finalised. Further announcement(s) and communications with the Qualifying Shareholders will be made by the Company when details of the assured entitlement of the Qualifying Shareholders are determined. An application will also be made by the Trustee-Manager to the Securities and Futures Commission in Hong Kong for an authorisation to issue the offering document in connection with such preferential offering of Units in Hong Kong.

REASONS FOR, AND BENEFITS OF, THE PROPOSED TRANSACTION

The Board considers that the Proposed Transaction is in the interests of the Group and the Shareholders taken as a whole for the following reasons:

- (1) Upon implementation of the Proposed Transaction, HPH Trust will have access to all commercial, operational management, IT, procurement and other resources and synergies enjoyed by companies within the Group and will remain an integral part of the Group's global port operations through the Company's ownership of the Trustee-Manager and its significant Unitholding in HPH Trust and will provide the best ongoing structure for operating, developing and financing future growth of the Group's port operations in the Pearl River Delta.
- (2) Immediately following completion of the Proposed Transaction, the Company will hold approximately 25% of the Units in issue and as such will remain a significant Unitholder of HPH Trust. Shareholders will therefore be able to continue to enjoy the benefits from the growth and development of the business of HPH Trust through such ownership of the Units.
- (3) There is significant potential for economic and trade growth in the Pearl River Delta generally and the port industry is well-positioned to capitalise on such opportunities. The Proposed Transaction will enable the Company to take advantage of such opportunities by:
 - (a) creating a new publicly traded vehicle to continue growing its deep-water container port business in the HPH Trust Territory by attracting new investors who are seeking investments in a pure ports-related business;
 - (b) providing a clear credit profile for financial institutions who wish to lend against the credit of a pure port-related business focused on deep-water container port opportunities in the Pearl River Delta;
 - (c) facilitating dedicated management focus on further developing the HPH Trust Initial Business Portfolio and any opportunities arising in the deep-water container ports industry in the HPH Trust Territory; and
 - (d) creating a platform for offering management incentives to grow shareholder value in HPH Trust, as the HPH Trust management team will have a public market security related to the operating performance of the HPH Trust's business portfolio.

- (4) The significant offering proceeds expected to be raised from the Proposed Transaction will enable the Group to continue expanding its ports, infrastructure and other businesses aggressively while maintaining the Group's strong financial profile and continuing to meet the Group's stated objective of reducing overall consolidated debt.

The clear commercial benefits of the Proposed Transaction to the Group, and the Shareholders taken as a whole are, therefore, increased focus on current and future business opportunities in the deep-water container ports industry in the HPH Trust Territory, enabling the Group to expand its ports, infrastructure and other businesses aggressively, while still maintaining strong financial profile and reducing its overall consolidated debt and, through greater transparency, enhanced access to capital markets for financing future expansion.

POSSIBLE DISCLOSEABLE TRANSACTION

As one or more of the percentage ratios represented by the Proposed Transaction is or are expected to be more than 5% but less than 25%, its implementation will constitute a discloseable transaction of the Company under the Listing Rules and accordingly, the approval of the Shareholders for the Proposed Transaction will not be required. The Company will comply with the applicable requirements of Chapter 14 of the Listing Rules as and when necessary.

GENERAL

The implementation of the Proposed Transaction is subject to, among others, the approval of the SGX-ST, the MAS and the Hong Kong Stock Exchange and the final decision of the Board. Accordingly, Shareholders and potential investors in the Company should be aware that there is no assurance that the Proposed Transaction will take place or as to when it may take place. Shareholders and potential investors in the Company should therefore exercise caution when dealing in or investing in the securities of the Company.

DEFINITIONS

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

“APS”	Asia Port Services Limited, a company incorporated in the British Virgin Islands with limited liability, in which the Company has an effective interest of 80% as at the date of this announcement
“Board”	the board of Directors
“Company”	Hutchison Whampoa Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 13)
“COSCO-HIT”	COSCO-HIT Terminals (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, in which the Company has an effective interest of approximately 31% as at the date of this announcement
“Director(s)”	director(s) of the Company

“economic benefits”	derived by an entity from a business means the economic interest and benefits attributable to such business, including all dividends and any other distributions or other monies payable to such entity in its capacity as a shareholder and arising from the profits attributable to such business, including sale or disposal proceeds derived from all or part of any businesses, assets, rights and/or liabilities constituting such business
“Global Offering”	the proposed offering of the Units in issue or to be issued for subscription expected to comprise (a) a public offering of the Units in Singapore, (b) an international offering of the Units to professional, institutional and other investors, and (c) a preferential offering of Units to Qualifying Shareholders
“Group”	the Company and its subsidiaries
“HIT”	Hongkong International Terminals Limited, a company incorporated in Hong Kong with limited liability, in which the Company has an effective interest of approximately 61% as at the date of this announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HPH”	Hutchison Port Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect non-wholly owned subsidiary of the Company
“HPH Management” or “Trustee-Manager”	Hutchison Port Holdings Management Pte. Limited, a company incorporated in Singapore with limited liability, an indirect wholly owned subsidiary of the Company and the proposed trustee-manager of HPH Trust
“HPH Trust”	the business trust to be established to hold the HPH Trust Initial Business Portfolio under the name “Hutchison Port Holdings Trust”
“HPH Trust Territory”	the entire Guangdong Province of the PRC, Hong Kong and Macau
“HPH Trust Initial Business Portfolio”	the assets proposed to be held by HPH Trust at the time of the Proposed Separate Listing
“Hutchison Logistics”	HPH E.Commerce Limited, a company incorporated in the British Virgin Islands with limited liability, in which the Company has an effective interest of 80% as at the date of this Announcement

“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“MAS”	Monetary Authority of Singapore
“PRC”	the People’s Republic of China
“Proposed Separate Listing”	the proposed separate listing of the Units on the Main Board of the SGX-ST
“Proposed Transaction”	the Global Offering and the Proposed Separate Listing
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company on the record date for determining the assured entitlement of the Shareholders to the Units (excluding those Shareholders whose registered addresses on the register of members of the Company on such record date are in a place outside Hong Kong and who the Directors consider such exclusion to be necessary or expedient on account either of the legal restriction under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place)
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) of par value HK\$0.25 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“SHICD”	Shenzhen Hutchison Inland Container Depots Co., Ltd., a co-operative joint venture established under the laws of the PRC, in which the Company has an effective interest of approximately 57% as at the date of this announcement

“Singapore”	the Republic of Singapore
“SYWPT”	Shenzhen Yantian West Port Terminals Limited, a sino foreign owned equity joint venture established under the laws of the PRC, in which the Company has an effective interest of approximately 38% as at the date of this announcement
“TEU”	twenty-foot equivalent unit
“United States”	the United States of America
“Unit(s)”	units of HPH Trust
“Unitholder(s)”	holder(s) of Unit(s)
“YICT”	Yantian International Container Terminals Limited, a sino foreign owned equity joint venture established under the laws of the PRC, in which the Company has an effective interest of approximately 43% as at the date of this announcement
“YICTP3”	Yantian International Container Terminals (Phase III) Limited, a sino foreign owned equity joint venture established under the laws of the PRC, in which the Company has an effective interest of approximately 38% as at the date of this announcement

By Order of the Board

Edith Shih

Company Secretary

Hong Kong, 18 January 2011

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 KAM Hing Lam

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

Non-executive Directors:

Mr George Colin MAGNUS
 Mr William SHURNIAK

Select Financial Highlights of HPH Trust Initial Business Portfolio

(The data is sourced from the draft Combined Financial Statements for the HPH Trust Initial Business Portfolio for years ended 31 December 2008 and 2009, except for the economic benefits in the River Ports)

Select Financial Highlights (HK\$ in millions)	Year ended 31 December	
	2008	2009
Revenue and other income	12,247	10,263
Operating profit	6,459	5,272
EBITDA for the year (Note 1)	7,711	6,440
Profit for the year (Note 2)	5,312	4,568
Profit attributable to HPH Trust after deducting non-controlling interests in the HPH Trust assets	3,049	2,676
Profit attributable to the Company after deducting non-controlling interests in HPH Trust	2,109	1,827
Total non-current assets	30,057	32,457
Total current assets	13,839	10,567
Total equity	3,011	5,782

Notes:

1. "EBITDA" is defined as operating profit after (i) deducting interest income, and (ii) adding depreciation and amortisation, share of EBITDA of associated companies and the share of jointly controlled entities and economic benefits in the River Ports.
2. Profit for the year includes economic benefits in the River Ports.

Select Operating Data of HPH Trust Initial Business Portfolio

Select Operating Data (millions of TEU)	Year ended 31 December		Period up to 30 June
	2008	2009	2010
Total gross throughput, of which:			
HIT (Note 3)	7.4	8.1	4.6
COSCO-HIT (Note 3)	1.7	1.4	0.8
YICT	9.7	8.6	4.6

Note:

- The published statistics from the Hong Kong Marine Department for the total of local and transshipment throughput incorporate liftings to or from oceangoing vessels and containers received from or delivered to ports located within the river trade zone (as defined by the Hong Kong Marine Department) by water-borne traffic. The published statistics are not directly comparable to throughput figures of HIT and COSCO-HIT shown in the above table. HIT and COSCO-HIT figures in 2008 excluded water-borne traffic. From 2009 onwards, HIT and COSCO-HIT included volume in relation to lighterwork, etc and the water-borne traffic for the figures to be more comparable to statistics used by the industry.