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**Hutchison Telecommunications
Hong Kong Holdings Limited**

和記電訊香港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 215)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hutchison Telecommunications Hong Kong Holdings Limited will be held at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 22 May 2012 at 11:45 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2011.
2. To declare a final dividend.
3. To re-elect directors and to authorise the board of directors to fix the directors' remuneration.
4. To re-appoint PricewaterhouseCoopers as the auditor and to authorise the board of directors to fix the auditor's remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) **"THAT:**

- (A) subject to paragraphs (B) and (C) of this resolution, the exercise by the board of directors of the Company (the "Directors") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with new shares of the Company (the "Shares") and to allot, issue or grant securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;



A Hutchison Whampoa Company

- (B) the approval in paragraph (A) of this resolution shall not extend beyond the Relevant Period but shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to Shares issued as a result of a Rights Issue (as defined below), the exercise of the subscription or conversion rights attaching to any warrants or any securities convertible into Shares or the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to persons such as officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares or any scrip dividend providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution and the said approval shall be limited accordingly; and

- (D) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(2) **“THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or repurchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the securities of the Company are or may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, Shares including any form of depositary shares representing the right to receive such Shares issued by the Company and that the exercise by the Directors of all powers of the Company to repurchase such securities, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any



other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (B) the aggregate nominal amount of the Shares which may be purchased or repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution, and the said approval shall be limited accordingly; and
- (C) for the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

- (3) **"THAT** subject to the passing of Ordinary Resolutions No. 5(1) and 5(2) set out in the notice convening this meeting, the aggregate nominal amount of the share capital of the Company which may be purchased or repurchased by the Company pursuant to the authority granted to the Directors by Ordinary Resolution No. 5(2) set out in the notice convening this meeting shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors pursuant to Ordinary Resolution No. 5(1) set out in the notice convening this meeting, provided that such shares shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution."

6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be altered in the following manner:

- (1) by deleting the existing Article 62 in its entirety and substituting the following therefor:

"62. If within thirty (30) minutes (or such longer time not exceeding one (1) hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such day, time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved."



(2) by deleting the existing Article 85 in its entirety and substituting the following therefor:

“85. No person other than a Director retiring at the meeting shall be eligible for appointment or re-appointment as a Director at any general meeting unless:–

- (a) he is recommended by the Directors for election; or
- (b) there shall have been lodged at the head office or any other place as determined by the Directors a Notice signed by a Member (other than the candidate to be proposed) duly qualified to attend and vote at the meeting of his intention to propose that candidate for election as a Director. The Notice shall be accompanied by a written confirmation signed by the candidate confirming his willingness to be elected as a Director. Unless otherwise determined by the Directors and notified by the Company to Members, the period for lodgment of Notice(s) and the confirmation shall be a seven (7)-day period commencing on the day after the despatch of the notice of the meeting for such election of Director(s) and ending on the date falling seven (7) days after the despatch of the said notice of the meeting. If the Directors should so determine and notify Members of a different period for lodgment of the Notice(s) and the confirmation, such period shall in any event be a period of not less than seven (7) days, commencing no earlier than the day after the despatch of the notice of the relevant meeting and ending no later than seven (7) days prior to the date of such meeting.”

(3) by deleting the existing Article 100(1)(iv) in its entirety and substituting the following therefor:

“(iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or”

(4) by deleting the existing Article 100(1)(v), Article 100(2) and Article 100(3) in their entirety and substituting therefor the words “Intentionally deleted”.”

The register of members of the Company will be closed from Thursday, 17 May 2012 to Tuesday, 22 May 2012, both days inclusive.

By Order of the Board

Edith SHIH
Company Secretary

Hong Kong, 5 April 2012

Notes:

1. *In order to be entitled to attend and vote at the meeting (or at any adjournment thereof), all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 16 May 2012.*



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2. *In order to be qualified for the proposed final dividend payable on Wednesday, 6 June 2012, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 28 May 2012, being the record date for determining members' entitlements to the proposed final dividend.*
 3. *Only members are entitled to attend and vote at the meeting (or at any adjournment thereof).*
 4. *A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote instead of that member. A proxy needs not be a member of the Company. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) (as the case may be).*
 5. *At the meeting (or at any adjournment thereof), the chairman of the meeting will put each of the resolutions set out in the notice of the meeting to the vote by way of a poll.*
 6. *With respect to Ordinary Resolution No. 5(1), the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members under Ordinary Resolution No. 5(1) as a general mandate for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*
 7. *A circular containing the information regarding, inter alia, the proposed re-election of retiring directors, general mandates to issue shares and repurchase shares, and amendments to the Articles of Association of the Company will be sent to the members of the Company together with the 2011 Annual Report of the Company.*
 8. *If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the meeting, the meeting will be postponed. Members may call the hotline (852) 3166 8888 or visit the website of the Company (www.hthkh.com) for details of the postponement and alternative meeting arrangements.*
- The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.*
- Members should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to so do, they are advised to exercise care and caution.*
9. *This Notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.*

As at the date of this announcement, the Directors of the Company are:

Chairman and Non-executive Director:

Mr FOK Kin Ning, Canning
*(also Alternate to
 Mrs CHOW WOO Mo Fong, Susan)*

Deputy Chairman and Non-executive Director:

Mr LUI Dennis Pok Man

Executive Director:

Mr WONG King Fai, Peter

Non-executive Directors:

Mrs CHOW WOO Mo Fong, Susan
 Mr Frank John SIXT
 Mr LAI Kai Ming, Dominic
(also Alternate to Mr Frank John SIXT)
 Mr MA Lai Chee, Gerald
(Alternate to Mr LAI Kai Ming, Dominic)

Independent Non-executive Directors:

Mr CHEONG Ying Chew, Henry
*(also Alternate to
 Dr WONG Yick Ming, Rosanna)*
 Mr LAN Hong Tsung, David
 Dr WONG Yick Ming, Rosanna

