
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hutchison Telecommunications Hong Kong Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Hutchison Telecom
Hong Kong Holdings

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

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS
AND
GRANT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES**

The notice convening the annual general meeting of Hutchison Telecommunications Hong Kong Holdings Limited to be held at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 8 May 2018 at 12:15 pm (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on that day, at the same time and place on Monday, 14 May 2018) or any adjournment thereof at which the above proposals will be considered is set out on pages 7 to 11 of this circular. Irrespective of whether you are able to attend the meeting, please complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

28 March 2018

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	
Introduction	3
Annual General Meeting	4
Re-election of Directors	4
Grant of General Mandates to Issue New Shares and Repurchase Shares	5
Recommendation	6
Appendix I – Notice of Annual General Meeting	7
Appendix II – Details of Directors	12
Appendix III – Explanatory Statement	15

DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:

“ADS(s)”	American depository share(s) issued by the depository namely Citibank, N.A., each representing ownership of 15 Shares;
“Annual General Meeting”	the annual general meeting of the Company convened to be held on Tuesday, 8 May 2018 at 12:15 pm at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on that day, at the same time and place on Monday, 14 May 2018), notice of which is set out on pages 7 to 11 of this circular, and any adjournment thereof;
“Articles of Association”	the Articles of Association of the Company as amended from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Company”	Hutchison Telecommunications Hong Kong Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 215) and whose ADSs are eligible for trading in the United States of America only in the over-the-counter market;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general mandate to allot, issue and deal with new Shares;
“Latest Practicable Date”	21 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	the general mandate to repurchase Shares;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of HK\$0.25 each;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Code on Takeovers and Mergers.

LETTER FROM THE BOARD



Hutchison Telecom
Hong Kong Holdings

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)

Directors:

FOK Kin Ning, Canning, *Chairman and Non-executive Director*
LUI Dennis Pok Man, *Deputy Chairman and Non-executive Director*
WOO Chiu Man, Cliff, *Executive Director*
LAI Kai Ming, Dominic, *Non-executive Director*
(also Alternate to FOK Kin Ning, Canning and Edith SHIH)
Edith SHIH, *Non-executive Director*
MA Lai Chee, Gerald
(Alternate to LAI Kai Ming, Dominic)
CHEONG Ying Chew, Henry, *Independent Non-executive Director*
(also Alternate to WONG Yick Ming, Rosanna)
LAN Hong Tsung, David, *Independent Non-executive Director*
WONG Yick Ming, Rosanna, *Independent Non-executive Director*

Registered office:

P.O. Box 31119
Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

**Head office and
principal place of
business:**

22nd Floor
Hutchison House
10 Harcourt Road
Hong Kong

28 March 2018

Dear Shareholder(s)

NOTICE OF ANNUAL GENERAL MEETING

PROPOSALS FOR RE-ELECTION OF DIRECTORS AND GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

1. INTRODUCTION

The purpose of this circular is to give Shareholders notice of the forthcoming Annual General Meeting to be held on Tuesday, 8 May 2018 at 12:15 pm (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on that day, at the same time and place on Monday, 14 May 2018). The circular also provides information regarding resolutions to be proposed at the Annual General Meeting, inter alia, (i) the re-election of Directors; and (ii) the grant to the Directors the Issue Mandate and the Repurchase Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the annual general meeting of the Company held on 9 May 2017.

LETTER FROM THE BOARD

2. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out in Appendix I to this circular. The form of proxy for use at the Annual General Meeting is enclosed and can also be downloaded from the websites of the Company at www.hthkh.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. Whether Shareholders intend to be present at the Annual General Meeting, they are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no less than 48 hours before the time fixed for holding the Annual General Meeting. Completion of the form of proxy and its return to the Company will not preclude Shareholders from attending and voting in person at the Annual General Meeting if Shareholders so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be put to the vote by way of a poll.

An announcement will be made by the Company following the conclusion of the Annual General Meeting to inform Shareholders of the results of the Annual General Meeting.

3. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr Lui Dennis Pok Man, Dr Lan Hong Tsung, David and Dr Wong Yick Ming, Rosanna will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Dr Lan Hong Tsung, David and Dr Wong Yick Ming, Rosanna have served as Independent Non-executive Directors of the Company for more than nine years. They have not been involved in the daily management of the Company nor are they in any relationships or circumstances which would materially interfere with their exercise of independent judgment. Both Dr Lan and Dr Wong have confirmed that they satisfied the independence factors set out in Rule 3.13 of the Listing Rules. In addition, they continue to demonstrate the attributes of independent non-executive directors and there is no evidence that their tenure have had any impact on their independence. The Board is of the opinion that Dr Lan and Dr Wong remain independent notwithstanding the length of their service and also believes that their valuable knowledge and experience in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

Information on the Directors who are proposed to be re-elected at the Annual General Meeting as required to be disclosed under the Listing Rules is set out in Appendix II to this circular.

LETTER FROM THE BOARD

Any Shareholder who wishes to nominate a person to stand for election as a director at the Annual General Meeting must lodge with the Company Secretary of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong within the period from Friday, 30 March 2018 to Thursday, 5 April 2018, both days inclusive, (i) his written nomination of the candidate; (ii) written confirmation from such nominated candidate of his willingness to be elected as Director; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

4. GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 9 May 2017, ordinary resolutions were passed to grant general mandates to the Directors (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of approving the relevant resolution plus the aggregate nominal amount up to a maximum of 10% of the then issued share capital of the Company repurchased by the Company; and (ii) to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of approving the relevant resolution.

These general mandates will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with new Shares not exceeding 10% of the aggregate number of Shares (instead of 20% as permitted under the Listing Rules) in issue as at the date of passing the resolution approving the Issue Mandate to provide flexibility to the Company to raise funds by issue of new Shares efficiently. In addition, any Shares to be allotted and issued under such Issue Mandate shall not be at a discount of more than 10% (instead of a maximum discount of 20% as permitted under the Listing Rules) to the “benchmark price” (as defined in Rule 13.36(5) of the Listing Rules).

At the Annual General Meeting, it is also proposed to grant to the Directors the Repurchase Mandate authorising the repurchase by the Company on the Stock Exchange of up to 10% of the aggregate number of Shares in issue as at the date of passing the resolution approving the Repurchase Mandate.

If the Repurchase Mandate is granted, a further ordinary resolution will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

With respect to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no present intention of exercising the Issue Mandate to issue any Shares for fund raising purposes or the Repurchase Mandate to repurchase any Shares.

An explanatory statement as required by the relevant provisions of the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out in Appendix III to this circular.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Board considers that the proposals mentioned above, including the re-election of the Directors, and the grant of the Issue Mandate and the Repurchase Mandate, are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

FOK Kin Ning, Canning
Chairman



Hutchison Telecom
Hong Kong Holdings

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 (the “Company”) will be held at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 8 May 2018 at 12:15 pm (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on that day, at the same time and place on Monday, 14 May 2018) for the following purposes:

1. To consider and adopt the audited financial statements together with the report of the directors and the report of the independent auditor for the year ended 31 December 2017.
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.

To consider and, if thought fit, pass the following resolutions nos. 5, 6 and 7 as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (a) subject to paragraphs (b), (c) and (d) 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;
 - (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 number of Shares 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 10% of the aggregate number of Shares in issue on the date of passing this resolution (such aggregate number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution), and the said approval shall be limited accordingly;
- (d) any Shares to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the approval in paragraph (a) of this resolution shall not be at a discount of more than 10% of the Benchmarked Price (as defined below) of such Shares; and
- (e) for the purposes of this resolution,

“Benchmarked Price” means the price which is the higher of:

- (i) the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on the date of the agreement involving the relevant proposed issue of Shares; and
- (ii) the average closing price as quoted on the Stock Exchange of the Shares for the five trading days immediately preceding the earliest of the date:
(A) of announcement of the transaction or arrangement involving the relevant proposed issue of Shares, (B) of the agreement involving the relevant proposed issue of Shares and (C) on which the price of Shares that are proposed to be issued is fixed.

“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).”

6. **“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, 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 of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of 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 number of Shares in issue on the date of this resolution (such aggregate number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing 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.”

7. “**THAT** subject to the passing of Ordinary Resolutions Nos. 5 and 6 set out in the notice convening this meeting, the aggregate number of Shares which may be purchased or repurchased by the Company pursuant to the authority granted to the Directors by Ordinary Resolution No. 6 set out in the notice convening this meeting shall be added to the aggregate number of Shares 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 set out in the notice convening this meeting, provided that such shares shall not exceed 10% of the aggregate number of Shares in issue on the date of this resolution (such aggregate number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By Order of the Board

Edith SHIH

Non-executive Director and Company Secretary

Hong Kong, 28 March 2018

Notes:

1. *The register of members of the Company will be closed from Thursday, 3 May 2018 to Tuesday, 8 May 2018 (or, to Monday, 14 May 2018, in the event that the Annual General Meeting is to be held on Monday, 14 May 2018 because of a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above (as detailed above)), both days inclusive, during which period no transfer of shares will be effected, to determine shareholders' entitlement to attend and vote at the Annual General Meeting (or at any adjournment thereof).*
2. *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 pm on Wednesday, 2 May 2018.*
3. *For determination of shareholders' entitlement to the proposed final dividend payable on Thursday, 24 May 2018, 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 pm on Monday, 14 May 2018, being the record date for determining members' entitlements to the proposed final dividend. In the event that the Annual General Meeting is held on a date later than 8 May 2018 because of bad weather or other reasons, the record date for determination of entitlement to the final dividend will be deferred accordingly. Further details of the new record date will be announced in such circumstances.*
4. *Only members are entitled to attend and vote at the Annual General Meeting (or at any adjournment thereof).*
5. *A member entitled to attend and vote at the Annual General 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 need 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 Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof) (as the case may be).*

6. *In relation to item No. 3 of Notice of Annual General Meeting, Mr Lui Dennis Pok Man, Dr Lan Hong Tsung, David and Dr Wong Yick Ming, Rosanna will hold office until the Annual General Meeting and, all of them being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix II to the circular of the Company dated 28 March 2018 (the "Circular").*

Procedures for shareholders of the Company to propose a person for election as a director of the Company at the Annual General Meeting are set out under the section headed "Re-election of Directors" in the Circular.

7. *At the Annual General 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.*
8. *With respect to Ordinary Resolution No. 5, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholder of the Company under Ordinary Resolution No. 5 as a general mandate for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*
9. *A circular containing the information regarding, inter alia, the re-election of directors, and the grant of general mandates to issue new shares and repurchase shares of the Company will be sent to the members of the Company together with the notice of the Annual General Meeting of the Company.*
10. *Bad weather arrangements:*

The Annual General Meeting will be held on Tuesday, 8 May 2018 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on Tuesday, 8 May 2018, the Annual General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Monday, 14 May 2018 instead.

Members may call the hotline at (852) 3166 8888 or visit the website of the Company at www.hthkh.com for details of the postponement and alternative meeting arrangements.

Members should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions having regard to their own situation and if they should choose to so do, they are advised to exercise care and caution.

11. *In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.*

The following is the information, as at the Latest Practicable Date, required to be disclosed under the Listing Rules, on the Directors proposed to be re-elected at the Annual General Meeting.

1. LUI Dennis Pok Man, BSc

Mr Lui, aged 67, has been Deputy Chairman and a Non-executive Director of the Company since March 2009. He holds a Bachelor of Science degree. He has approximately 31 years of experience in the telecommunications industry.

Mr Lui is a director of Hutchison Telecommunications Group Holdings Limited and heads the operations of the Hutchison Asia Telecommunications group comprising its telecommunications businesses in Indonesia, Vietnam and Sri Lanka. He also oversees the telecommunications operations in Ireland and Austria and generally assists in other telecommunications operations and related investments within the group of CK Hutchison Holdings Limited ("CKHH", whose shares are listed on the Main Board of the Stock Exchange). CKHH is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mr Lui first joined Hutchison Paging Limited in 1986 and became its managing director in 1993. He was managing director of Hutchison Telecommunications (Hong Kong) Limited (a wholly owned subsidiary of the Company), in charge of the mobile telecommunications, fixed-line, multi-media, Internet and paging businesses in China, Hong Kong, Macau and Taiwan from 1996 to 2000. From 2001, he oversaw a number of the telecommunications operations and new business development of the Hutchison Whampoa Limited group in particular as an executive director and chief executive officer of Hutchison Telecommunications International Limited from 2004 to 2010.

Mr Lui is also a director of certain companies controlled by certain substantial shareholders of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr Lui does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Lui had personal interests in 9,100,000 Shares, representing approximately 0.1888% of the issued Shares, within the meaning of Part XV of the SFO. The initial term of Mr Lui as Deputy Chairman and a Non-executive Director of the Company ended on 31 December 2010; such appointment being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. The director's fees of Mr Lui as a Non-executive Director and Deputy Chairman of the Company under his appointment letter are HK\$70,000 per annum. Such fees are subject to review from time to time and proration for an incomplete year of service.

Save as disclosed above, there are no other matters concerning Mr Lui that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

2. LAN Hong Tsung, David, GBS, ISO, JP

Dr Lan, aged 77, has been an Independent Non-executive Director of the Company since April 2009. He is Chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Dr Lan is a Chartered Secretary, and a Fellow of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom. He received his Bachelor of Arts degree from the University of London, the United Kingdom and completed the Advanced Management Program (AMP) of the Harvard Business School, Boston. He was also a Visiting Fellow at Queen Elizabeth House, University of Oxford. Dr Lan was conferred with Honorary Degree of Doctor of Business Administration by University of the West of England (UWE Bristol), Doctor of Humanities, honoris causa by Don Honorio Ventura Technological State University and Visiting Professorships of Bulacan State University and Tarlac State University.

Dr Lan is currently chairman of David H T Lan Consultants Limited. He is an independent non-executive director of CK Infrastructure Holdings Limited (formerly known as "Cheung Kong Infrastructure Holdings Limited", whose shares are listed on the Main Board of the Stock Exchange), ARA Asset Management (Prosperity) Limited (as manager of Prosperity Real Estate Investment Trust whose units are listed on the Main Board of the Stock Exchange) and SJM Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange). He is also president of The International Institute of Management Limited, senior advisor of Mitsui & Company (Hong Kong) Limited, supervisor of Nanyang Commercial Bank (China), Limited and an independent non-executive director of Nanyang Commercial Bank, Limited and Cinda Financial Holdings Co., Limited. Dr Lan was previously an independent non-executive director of ARA Asset Management (Fortune) Limited (as manager of Fortune Real Estate Investment Trust whose units are listed on the Main Board of the Stock Exchange and on the Main Board of Singapore Exchange Securities Trading Limited) (resigned on 1 January 2017) and a non-executive director and the co-chairman of Aurum Pacific (China) Group Limited (whose shares are listed on the Growth Enterprise Market of the Stock Exchange) (resigned on 8 October 2015).

Dr Lan was Secretary for Home Affairs of the Government of the Hong Kong Special Administrative Region till his retirement in July 2000. He had served as a civil servant in various capacities for 39 years and was awarded the Gold Bauhinia Star Medal in July 2000. He was a member of the 10th and 11th sessions of the National Committee of the Chinese People's Political Consultative Conference of the People's Republic of China.

Save as disclosed above, Dr Lan does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr Lan did not have any interests in Shares within the meaning of Part XV of the SFO. The initial term of Dr Lan as an Independent Non-executive Director of the Company ended on 31 December 2010; such appointment being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. The director's fees of Dr Lan as an Independent Non-executive Director, Chairman of the Remuneration Committee and a member of the Audit Committee of the Company under his appointment letter are HK\$70,000, HK\$20,000 and HK\$70,000 per annum respectively. Such fees are subject to review from time to time and proration for an incomplete year of service.

Save as disclosed above, there are no other matters concerning Dr Lan that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

3. **WONG Yick Ming, Rosanna, PhD, DBE, JP**

Dr Wong, aged 65, has been an Independent Non-executive Director of the Company since April 2009. She is a member of the Audit Committee of the Company. She holds a Doctor of Philosophy degree in Sociology from the University of California (Davis), the United States of America and has been awarded Honorary Doctorates by The Chinese University of Hong Kong, The Hong Kong Polytechnic University, the University of Hong Kong, The Hong Kong Institute of Education and the University of Toronto in Canada.

Dr Wong is an independent non-executive director of CKHH, a substantial shareholder of the Company within the meaning of Part XV of the SFO. Dr Wong is currently an independent non-executive director of The Hongkong and Shanghai Hotels, Limited (whose shares are listed on the Main Board of the Stock Exchange), a director of RJJ Ideas Limited, and a senior advisor of The Hong Kong Federation of Youth Groups. In addition, she is a member of the 13th session of the National Committee of the Chinese People's Political Consultative Conference of the People's Republic of China, The Hong Kong University of Science and Technology Business School Advisory Council and the Advisory Committee of The Jockey Club CPS Limited. She also serves as a global advisor to Mars, Incorporated. She was previously an independent non-executive director (resigned on 3 June 2015) and an alternate director to director (ceased on 3 June 2015) of Cheung Kong (Holdings) Limited (whose listing status on the Stock Exchange was replaced by CKHH on 18 March 2015) and an alternate director to director of CKHH (ceased on 3 June 2015). She was also the executive director of The Hong Kong Federation of Youth Groups, the non-executive chairman of the Advisory Committee of The Hongkong Bank Foundation and an independent non-executive director of The Hongkong and Shanghai Banking Corporation Limited.

Save as disclosed above, Dr Wong does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr Wong did not have any interests in Shares within the meaning of Part XV of the SFO. The initial term of Dr Wong as an Independent Non-executive Director of the Company ended on 31 December 2010; such appointment being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. The director's fees of Dr Wong as an Independent Non-executive Director and a member of the Audit Committee of the Company under her appointment letter are each HK\$70,000 per annum. Such fees are subject to review from time to time and proration for an incomplete year of service.

Save as disclosed above, there are no other matters concerning Dr Wong that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate.

1. Issued Shares

As at the Latest Practicable Date, the total number of Shares in issue were 4,818,896,208.

Subject to the passing of the relevant Ordinary Resolution No. 6 at the Annual General Meeting and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 481,889,620 Shares, representing 10% of the total number of Shares in issue, during the course of the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied.

2. Reasons for Repurchases

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors consider that such a repurchase will benefit the Company and the Shareholders.

3. Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and all applicable laws of the Cayman Islands. Pursuant to the Repurchase Mandate, the Company may repurchase Shares out of funds legally permitted to be utilised for this purpose, including profits of the Company or the proceeds of a fresh issue of shares made for the purpose of the repurchase, under the Articles of Association and all applicable laws of the Cayman Islands.

To the extent that repurchase is funded entirely from the available cashflow or working capital facilities of the Company, there might be an adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2017 in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months and the period from 1 March 2018 to the Latest Practicable Date were as follows:

	Per Share	
	Highest (HK\$)	Lowest (HK\$)
2017		
March	2.41	2.22
April	2.34	2.25
May	2.51	2.26
June	2.90	2.35
July	3.22	2.70
August	3.09	2.85
September	2.99	2.80
October	2.96	2.79
November	2.91	2.75
December	3.26	2.83
2018		
January	3.25	3.08
February	3.50	2.80
March (up to and including the Latest Practicable Date)	2.85	2.72

5. Undertaking

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of the Cayman Islands and the Articles of Association.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. Implications under the Takeovers Code

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, CKHH through certain of its indirect wholly-owned subsidiaries held 3,184,982,840 Shares, representing approximately 66.09% of the aggregate number of Shares in issue. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the relevant Ordinary Resolution No. 6 of the Annual General Meeting, then (if the present shareholdings otherwise remained the same) the aggregate interests of CKHH would increase from approximately 66.09% to approximately 73.44% of the aggregate number of Shares in issue. In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Accordingly, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

7. Share Repurchases made by the Company

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.