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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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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**

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The notice convening the annual general meeting of Hutchison Telecommunications Hong Kong Holdings Limited to be held at Grand Ballroom II, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Wednesday, 8 May 2019 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 Salon 1, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 14 May 2019 at 12:15 pm) or any adjournment thereof at which the above proposals will be considered is set out on pages 8 to 12 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 2019

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company convened to be held on Wednesday, 8 May 2019 at 12:15 pm at Grand Ballroom II, 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 Salon 1, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 14 May 2019 at 12:15 pm), notice of which is set out on pages 8 to 12 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);
“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 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

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## DEFINITIONS

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“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.

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## LETTER FROM THE BOARD

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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, *Co-Deputy Chairman and Non-executive Director*  
WOO Chiu Man, Cliff, *Co-Deputy Chairman and Non-executive Director*  
KOO Sing Fai, *Executive Director and Chief Executive Officer*  
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:**

48th Floor  
Cheung Kong Center  
2 Queen's Road Central  
Hong Kong

28 March 2019

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 Wednesday, 8 May 2019 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 Salon 1, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 14 May 2019 at 12:15 pm). 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 8 May 2018.

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## LETTER FROM THE BOARD

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### 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](http://www.hthkh.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://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 the 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 83(3) of the Articles of Association, Mr Koo Sing Fai, who was appointed as an additional director, will retire at the Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting. Mr Koo was appointed Executive Director and Chief Executive Officer with effect from 1 August 2018. He is also a member of the Nomination Committee of the Company. He has more than 23 years of experience in the telecommunications industry.

Further, in accordance with Article 84 of the Articles of Association, Messrs Fok Kin Ning, Canning, Edith Shih and Cheong Ying Chew, Henry will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr Fok and Ms Shih, both Non-executive Directors of the Company, were appointed to the Board in 2009 and 2017 respectively. Mr Fok is also the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. Ms Shih is a member of the Nomination Committee of the Company. Mr Fok, as the Chairman of the Company, determines and monitors group-wide strategies and policies, annual budgets and business plans, evaluates the performance of the Company, and supervises the management of the Company. Ms Shih exercises independent judgement and monitors the legal, regulatory and compliance aspects of the Company as well as operational performance of the Group. Ms Shih has been the Company Secretary of the Company since 2007. Mr Fok and Ms Shih have contributed to the Board with their deep knowledge of the businesses of the Group and both of them have attended all Board and relevant Board committee meetings during their tenure.

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## LETTER FROM THE BOARD

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Mr Cheong, appointed to the Board in 2009, has now served as Independent Non-executive Director of the Company for more than nine years. Mr Cheong is also the Chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee of the Company. In addition, he currently serves as a director of nine other listed companies, eight of which as independent non-executive director and one of which as deputy chairman and executive director. For details, please refer to his biographical details set out in Appendix II to this circular.

During his tenure, Mr Cheong has not been involved in the daily management of the Company nor is he in any relationship or circumstances which would materially interfere with his exercise of independent judgement. He has confirmed that he satisfied the independence factors set out in Rule 3.13 of the Listing Rules. There is no evidence that his tenure has compromised his continued independence.

Mr Cheong has over 40 years of experience in the securities industry and also possesses diverse experience and expertise through his involvement across businesses in different sectors. The Company values Mr Cheong's continued board service by bringing different perspectives and insights to the boardroom. In addition, Mr Cheong has shown devotion and commitment to the Board and has attended all Board and Board committee meetings during his tenure.

In accordance with the Nomination Policy of the Company, the Nomination Committee established a sub-committee, chaired by the Chairman of the Board comprising two Independent Non-executive Directors in compliance with the requirements under the Listing Rules for a nomination committee, to facilitate the Nomination Committee in the selection and nomination process for the above Directors. The nomination was made in accordance with the Nomination Policy and took into account the Board's composition as well as the various diversity aspects as set out in the Board Diversity Policy. Each of the above Directors has abstained from voting on his or her own nomination when it was being considered.

The Board, having considered the recommendation of the sub-committee, is of the view that Mr Fok, Ms Shih and Mr Cheong will continue to contribute to the Board with their deep understanding of the businesses of the Group, diversity of skillset and perspectives as well as devotion to the Board; and will also continue to make sufficient time available for the discharge of their duties and responsibilities for the benefit of the Company. In particular, the Board considers that Mr Cheong remains independent and committed in spite of the length of his service and other commitments. The Board also believes that the valuable knowledge and experience of these retiring Directors 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. Each of their re-election will be subject to a separate resolution to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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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 48th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong within the period from Saturday, 30 March 2019 to Friday, 5 April 2019, 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 8 May 2018, ordinary resolutions were passed to grant general mandates to the Directors (i) to allot, issue and deal with new Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution; and (ii) to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing 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.

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.



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## LETTER FROM THE BOARD

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### 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 Grand Ballroom II, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Wednesday, 8 May 2019 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 Salon 1, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 14 May 2019 at 12:15 pm) 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 2018.
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 and 6 as ordinary resolutions:

#### ORDINARY RESOLUTIONS

5. **“THAT:**
  - (a) subject to paragraphs (b), (c) and (d) of this resolution, the exercise by the 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.”

By Order of the Board

**Edith SHIH**

*Non-executive Director and Company Secretary*

Hong Kong, 28 March 2019

*Notes:*

1. *The register of members of the Company will be closed from Friday, 3 May 2019 to Wednesday, 8 May 2019 (or, to Tuesday, 14 May 2019, in the event that the Annual General Meeting is to be held on Tuesday, 14 May 2019 because of a black rainstorm warning signal or tropical cyclone warning signal no. 8 or 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 Thursday, 2 May 2019.*
3. *For determination of shareholders' entitlement to the proposed final dividend payable on Friday, 24 May 2019, 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, 15 May 2019, 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 2019 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, Messrs Fok Kin Ning, Canning, Edith Shih, Koo Sing Fai and Cheong Ying Chew, Henry 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 2019 (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 present intention of exercising the Issue Mandate to issue any new shares of the Company for fund raising purposes. 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. *If a shareholder has particular access request for participating in the Annual General Meeting, he/she may contact the Company Secretary by phone at (852) 2128 1188 or by email to [ir@hthkh.com](mailto:ir@hthkh.com) on or before 26 April 2019.*
11. *Bad weather arrangements:*

*The Annual General Meeting will be held on Wednesday, 8 May 2019 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 Wednesday, 8 May 2019, 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 Salon 1, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 14 May 2019 at 12:15 pm instead.*

*Members may call the hotline at (852) 3166 8888 or visit the website of the Company at [www.hthkh.com](http://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.*
12. *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. FOK Kin Ning, Canning, BA, DFM, FCA (ANZ)**

Mr Fok, aged 67, has been Chairman and a Non-executive Director of the Company since March 2009. He is also Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. He holds a Bachelor of Arts degree and a Diploma in Financial Management, and is a Fellow of the Chartered Accountants Australia and New Zealand.

Mr Fok is an executive director and group co-managing director of CK Hutchison Holdings Limited ("CKHH", whose shares are listed on the Main Board of the Stock Exchange). He has been a director of Cheung Kong (Holdings) Limited ("Cheung Kong (Holdings)") and Hutchison Whampoa Limited ("HWL") since 1985 and 1984 respectively, and both companies were formerly listed on the Stock Exchange and have become wholly owned subsidiaries of CKHH in 2015. He is also the chairman of Hutchison Telecommunications (Australia) Limited ("HTAL", whose shares are listed on the Australian Securities Exchange), Hutchison Port Holdings Management Pte. Limited ("HPHM", as trustee-manager of Hutchison Port Holdings Trust, whose units are listed on the Main Board of Singapore Exchange Securities Trading Limited), Power Assets Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange), HK Electric Investments Manager Limited (as trustee-manager of HK Electric Investments) and HK Electric Investments Limited ("HKEIL", the shares stapled units jointly issued by HK Electric Investments and HKEIL are listed on the Main Board of the Stock Exchange), co-chairman of Husky Energy Inc. (whose securities are listed on the Toronto Stock Exchange) and deputy chairman of CK Infrastructure Holdings Limited ("CKI", whose shares are listed on the Main Board of the Stock Exchange). He was previously Alternate Director to Mrs Chow Woo Mo Fong, Susan, a then Non-executive Director of the Company (ceased on 1 August 2016).

Mr Fok is a director of CK Hutchison Global Investments Limited ("CKHGI"), which together with CKHH are substantial shareholders of the Company within the meaning of Part XV of the SFO; and director of certain companies controlled by certain substantial shareholders of the Company. The aforementioned companies are either the ultimate holding company of the Company or subsidiaries or associated companies of CKHH of which Mr Fok acts as chairman, co-chairman, deputy chairman or director for the purpose of overseeing the management of such businesses. Save as disclosed above, Mr Fok 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 Fok had corporate interests in 1,202,380 Shares, representing approximately 0.025% of the issued Shares, within the meaning of Part XV of the SFO. The initial term of Mr Fok's service as 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 Articles of Association. The director's fees of Mr Fok as a Non-executive Director and Chairman of the Company, and a member of the Remuneration Committee under his appointment letter are HK\$70,000 and HK\$20,000 per annum respectively. Such fees are subject to review from time to time and proration for an incomplete year of service.

Mr Fok previously held directorship in Peregrine Investments Holdings Limited (“Peregrine”) (resigned on 12 January 1998), a company incorporated in Bermuda and registered under Part XI of the former Companies Ordinance (Chapter 32 of the Laws of Hong Kong) which was an investment bank. Peregrine commenced compulsory liquidation on 18 March 1998 and was finally dissolved on 17 December 2018. The total claim admitted by the liquidators of Peregrine amounts to HK\$15,278 million.

Save as disclosed above, there are no other matters concerning Mr Fok 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. Edith SHIH, BSE, MA, MA, EdM, Solicitor, FCIS, FCS(PE)**

Ms Shih, aged 67, has been Non-executive Director of the Company since January 2017 and Company Secretary of the Company since November 2007. She is also a member of the Nomination Committee of the Company. She holds a Bachelor of Science degree in Education and a Master of Arts degree from the University of the Philippines and a Master of Arts degree and a Master of Education degree from Columbia University, New York. She has over 35 years of experience in the legal, regulatory, corporate finance, compliance and corporate governance fields.

Ms Shih is an executive director and Company Secretary of CKHH. She has been with the Cheung Kong (Holdings) group since 1989 and from 1991 to 2015 with HWL, both of which were formerly listed on the Stock Exchange and have become wholly owned subsidiaries of CKHH in 2015. She has acted in various capacities within the HWL group including director, head group general counsel and company secretary of HWL and its subsidiaries and associated companies. Ms Shih is a non-executive director of Hutchison China MediTech Limited (whose shares are traded on the AIM of the London Stock Exchange and in the form of American depositary shares on the NASDAQ Global Select Market) and HPHM (as trustee-manager of Hutchison Port Holdings Trust), and a member of the Board of Commissioners of PT Duta Intidaya Tbk (whose shares are listed on the Indonesia Stock Exchange). In addition, she is a director of CKHGI, Hutchison Telecommunications Investment Holdings Limited and Hutchison Telecommunications Holdings Limited, all of which together with CKHH are substantial shareholders of the Company within the meaning of Part XV of the SFO; and director of certain companies controlled by certain substantial shareholders of the Company. The aforementioned companies are either the ultimate holding company of the Company or subsidiaries or associated companies of CKHH of which Ms Shih acts as director or commissioner for the purpose of overseeing the management of such businesses. Save as disclosed above, Ms Shih does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

Ms Shih is at present the International President and Executive Committee Chairman of the Institute of Chartered Secretaries and Administrators (“ICSA”) and a past President and current chairperson of certain committees and panels of the Hong Kong Institute of Chartered Secretaries (“HKICS”). She is also the Chairman of the Governance Committee of the Hong Kong Institute of Certified Public Accountants, a panel member of the Securities and Futures Appeals Tribunal and a member of the Process Review Panel of the Financial Reporting Council. Ms Shih is a solicitor qualified in England and Wales, Hong Kong and Victoria, Australia and a Fellow of both ICSA and HKICS, holding Chartered Secretary and Corporate Governance Professional dual designations.



As at the Latest Practicable Date, Ms Shih did not have any interests in Shares within the meaning of Part XV of the SFO. The initial term of Ms Shih's service as a Non-executive Director of the Company ended on 31 December 2017; 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 Articles of Association. The director's fees of Ms Shih as a Non-executive Director of the Company under her 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.

Ms Shih was previously an alternate director to Mr Fok Kin Ning, Canning, a non-executive director of Peregrine (from 3 December 1997 to 11 January 1998), a company incorporated in Bermuda and registered under Part XI of the former Companies Ordinance (Chapter 32 of the Laws of Hong Kong) which was an investment bank. Peregrine commenced compulsory liquidation on 18 March 1998 and was finally dissolved on 17 December 2018. The total claim admitted by the liquidators of Peregrine amounts to HK\$15,278 million.

Save as disclosed above, there are no other matters concerning Ms Shih 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. KOO Sing Fai, BSc**

Mr Koo, aged 46, has been Executive Director and Chief Executive Officer of the Company since 1 August 2018. He is also a member of the Nomination Committee of the Company. He possesses a Bachelor of Science degree in Computer Science and has more than 23 years of experience in the telecommunications industry.

Mr Koo joined the HWL Group in August 2006 and became a director of enterprise and international business of mobile operations of the Company in January 2014. Since then he has led the corporate market and international services, business and development aspects of the mobile business of the Company until January 2015. He re-joined the Company in April 2017 as a director of roaming and services development and became the Chief Commercial Officer in January 2018. Save as disclosed above, Mr Koo 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 Koo had family interests in 20,000 Shares held by his spouse, representing approximately 0.0004% of the issued Shares, within the meaning of Part XV of the SFO. The term of Mr Koo's service as Executive Director of the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The director's fees of Mr Koo as Executive Director 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 any incomplete year of service. The emoluments specified in the service agreement appointing Mr Koo as Chief Executive Officer of the Company are HK\$2,374,500 per annum and such amount of discretionary bonus which the Company may decide to pay. Such emoluments are determined with reference to the performance and profitability of the Company as well as his personal performance, remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr Koo 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.

#### **4. CHEONG Ying Chew, Henry, BSc, MSc**

Mr Cheong, aged 71, has been an Independent Non-executive Director of the Company since April 2009 and Alternate Director to Dr Wong Yick Ming, Rosanna, an Independent Non-executive Director of the Company, since March 2010. He is Chairman of the Audit Committee, a member of the Remuneration Committee and Nomination Committee of the Company. He holds a Bachelor of Science degree in Mathematics and a Master of Science degree in Operational Research and Management.

Mr Cheong is an independent non-executive director of CK Asset Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange), CKI, CNNC International Limited (whose shares are listed on the Main Board of the Stock Exchange), Greenland Hong Kong Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange), New World Department Store China Limited (whose shares are listed on the Main Board of the Stock Exchange), Skyworth Digital Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange) and TOM Group Limited (whose shares are listed on the Main Board of the Stock Exchange). He is also an independent director of BTS Group Holdings Public Company Limited (whose shares are listed on the Stock Exchange of Thailand), and an executive director and deputy chairman of Worldsec Limited (whose shares are listed on the London Stock Exchange). He was a director of Cheung Kong (Holdings) for the period from 2004 to 2015 and such company has become a wholly owned subsidiary of CKHH in 2015. Save as disclosed above, Mr Cheong 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 Cheong did not have any interests in Shares within the meaning of Part XV of the SFO. The initial term of Mr Cheong's service 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 Articles of Association. The director's fees of Mr Cheong as an Independent Non-executive Director, Chairman of the Audit Committee and a member of the Remuneration Committee of the Company under his appointment letter are HK\$70,000, HK\$70,000 and HK\$20,000 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 Mr Cheong 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, the Listing Rules and all applicable laws and regulations 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 2018 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 2019 to the Latest Practicable Date were as follows:

	Per Share	
	Highest (HK\$)	Lowest (HK\$)
<b>2018</b>		
March	2.850	2.720
April	2.910	2.740
May	2.970	2.760
June	2.940	2.750
July	2.930	2.720
August	2.920	2.810
September	3.100	2.770
October	3.100	2.860
November	2.970	2.870
December	3.140	2.890
<b>2019</b>		
January	3.150	2.910
February	3.230	3.020
March (up to and including the Latest Practicable Date)	3.300	3.100

#### 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 Ordinary Resolution No. 6 at the Annual General Meeting, then (if the present shareholdings otherwise remain 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.