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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)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
AND
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION

NOTICE OF ANNUAL GENERAL MEETING**

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, 22 May 2012 at 11:45 a.m. or any adjournment thereof at which the above proposals will be considered is set out on pages 15 to 19 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 principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. 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.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

5 April 2012

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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, 22 May 2012 at 11:45 a.m. at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong, notice of which is set out on pages 15 to 19 of this circular, and any adjournment thereof;
“Articles of Association”	the Articles of Association of the Company as amended from time to time;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Board”	the board of Directors;
“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 its ADSs are eligible for trading in the United States of America only in the over-the-counter market;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“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 and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate;
“Latest Practicable Date”	29 March 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the Memorandum of Association of the Company as amended from time to time;

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate authorising the repurchase by the Company on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate;
“Retiring Directors”	the Directors retiring at the Annual General Meeting and, being eligible, are offering themselves for re-election at the Annual General Meeting, in accordance with the Articles of Association;
“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 issued 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*
(also Alternate to CHOW WOO Mo Fong, Susan)
LUI Dennis Pok Man, *Deputy Chairman and Non-executive Director*
WONG King Fai, Peter, *Executive Director*
CHOW WOO Mo Fong, Susan, *Non-executive Director*
Frank John SIXT, *Non-executive Director*
LAI Kai Ming, Dominic, *Non-executive Director*
(also Alternate to Frank John SIXT)
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:

Scotia Centre, 4th Floor
P. O. Box 2804
George Town
Grand Cayman KY1-1112
Cayman Islands

Principal place of business:

22nd Floor
Hutchison House
10 Harcourt Road
Hong Kong

5 April 2012

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
AND
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Company will propose at the Annual General Meeting resolutions to, inter alia, (i) re-elect the Retiring Directors; (ii) 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 19 May 2011; and (iii) amend the Articles of Association.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr Lui Dennis Pok Man, Mrs Chow Woo Mo Fong, Susan and Mr Lan Hong Tsung, David will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. Information on the Retiring Directors as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 19 May 2011, ordinary resolutions were passed to grant general mandates to the Directors (i) to allot, issue and otherwise deal with 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 Company's then issued share capital 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 Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company 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 Shares efficiently.

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 nominal amount of the share capital of the Company 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 II to this circular.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the Annual General Meeting to amend the Articles of Association to:

- (a) provide flexibility in adjournment of general meetings;
- (b) streamline the procedure for shareholders' nomination of Directors; and
- (c) remove the 5% exemption for voting on a board resolution by a Director in which he has an interest, in line with recent changes in the Listing Rules.

The proposed amendments to the Articles of Association are set out in Appendix III to this circular.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular. The form of proxy for use at the Annual General Meeting is enclosed. Irrespective of whether you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong no less than 48 hours before the time fixed for holding the Annual General Meeting. Completion of the form of proxy and its return to the Company will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

Pursuant to the Listing Rules 13.39(4), 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.

RECOMMENDATION

The Board considers that the proposals mentioned above, including the proposed re-election of the Retiring Directors, the granting of the Issue Mandate and the Repurchase Mandate, and the amendments to the Articles of Association all to be in the interests of the Company and the Shareholders. Accordingly, the Board recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully
For and on behalf of the Board

FOK Kin Ning, Canning
Chairman

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

(1) LUI Dennis Pok Man, BSc

Mr Lui, aged 61, has been the Deputy Chairman and a Non-executive Director of the Company since 4 March 2009. He holds a Bachelor of Science degree. He has approximately 25 years of experience in the telecommunications industry.

Mr Lui is a director of Hutchison Telecommunications Group Holdings Limited (“HTGHL”), a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mr Lui 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 Hutchison Whampoa group. Mr Lui was previously a director of Partner Communications Company Ltd. (“Partner Communications”, whose American depository shares are quoted on the NASDAQ Global Select Market and whose shares are traded on the Tel-Aviv Stock Exchange) (resigned on 28 October 2009) and an executive director and the chief executive officer of Hutchison Telecommunications International Limited (“HTIL”, whose shares were previously listed on the Main Board of the Stock Exchange and whose American depository shares were previously listed on the New York Stock Exchange, Inc.) (resigned on 5 June 2010). Mr Lui first joined Hutchison Paging Limited in 1986 and became its managing director in 1993. He was the managing director of Hutchison Telecommunications (Hong Kong) Limited (a subsidiary of the Company) in charge of the mobile telecommunications, fixed-line, multi-media, Internet and paging businesses in Hong Kong, China, Taiwan and Macau from 1996 to April 2000. From May 2001, he oversaw a number of the telecommunications operations and new business development of the Hutchison Whampoa group in particular as an executive director and the chief executive officer of HTIL from 2004 to 2010.

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 0.1889% of the issued share capital of the Company within the meaning of Part XV of the SFO. There is a service agreement entered into between the Company and Mr Lui for his appointment as a Non-executive Director of the Company for an initial term which ended 31 December 2010 and thereafter automatically renews for successive 12-month periods, subject to possible re-election in accordance with the provisions of the Listing Rules and the Articles of Association. He is entitled to a director’s fee of HK\$70,000 per annum (or a pro-rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions.

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

(2) CHOW WOO Mo Fong, Susan, BSc

Mrs Chow, aged 58, has been a Director of the Company since 2007 and designated as a Non-executive Director of the Company since 4 March 2009. She is a qualified solicitor and holds a Bachelor's degree in Business Administration. She has approximately 18 years of experience in the telecommunications industry.

Mrs Chow is an executive director and the deputy group managing director of Hutchison Whampoa Limited ("HWL", whose shares are listed on the Main Board of the Stock Exchange), an executive director of Cheung Kong Infrastructure Holdings Limited ("CKI", whose shares are listed on the Main Board of the Stock Exchange), Hutchison Harbour Ring Limited ("HHR", whose shares are listed on the Main Board of the Stock Exchange) and Power Assets Holdings Limited ("Power Assets", whose shares are listed on the Main Board of the Stock Exchange), and a director of Hutchison Telecommunications (Australia) Limited ("HTAL", whose shares are listed on the Australian Securities Exchange). She is also an alternate director to directors of each of CKI, Power Assets, HTAL, TOM Group Limited ("TOM Group", whose shares are listed on the Main Board of the Stock Exchange) and Hutchison Port Holdings Management Pte. Limited (as trustee-manager of Hutchison Port Holdings Trust, whose units are listed on the Main Board of Singapore Exchange Securities Trading Limited). She was previously a director of Partner Communications (resigned on 28 October 2009), a non-executive director and an alternate director to directors of HTIL (resigned on 26 May 2010) and a non-executive director of TOM Group (resigned on 5 March 2012).

Mrs Chow is a director of Hutchison International Limited, Ommaney Holdings Limited, HTGHL, Hutchison Telecommunications Investment Holdings Limited ("HTIHL") and Hutchison Telecommunications Holdings Limited ("HTHL"), all of which and HWL are substantial shareholders of the Company within the meaning of Part XV of the SFO. She also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mrs Chow does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mrs Chow had personal interests in 250,000 Shares, representing approximately 0.0052% of the issued share capital of the Company within the meaning of Part XV of the SFO. There is a service agreement entered into between the Company and Mrs Chow for her appointment as a Non-executive Director of the Company for an initial term which ended 31 December 2010 and thereafter automatically renews for successive 12-month periods, subject to possible re-election in accordance with the provisions of the Listing Rules and the Articles of Association. She is entitled to a director's fee of HK\$70,000 per annum (or a pro-rata amount for the duration of her directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mrs Chow Woo Mo Fong, Susan that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(3) LAN Hong Tsung, David, National Committee Member-CPPCC, GBS, ISO, JP

Mr Lan, aged 71, has been an Independent Non-executive Director of the Company since 3 April 2009. He is the Chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Mr Lan is a Chartered Secretary and a Fellow Member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. 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.

Mr Lan is currently the chairman of David H T Lan Consultants Limited. He is also an independent non-executive director of CKI, HHR, ARA Asset Management (Prosperity) Limited (as manager of Prosperity Real Estate Investment Trust, which is listed on the Main Board of the Stock Exchange), ARA Asset Management (Fortune) Limited (as manager of Fortune Real Estate Investment Trust, which is listed on the Main Board of the Stock Exchange and on the Main Board of Singapore Exchange Securities Trading Limited), SJM Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange) and Nanyang Commercial Bank, Limited. He is also a senior advisor of Mitsui & Company (Hong Kong) Limited. Mr Lan was the Secretary for Home Affairs of the Hong Kong Special Administrative Region Government 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 (GBS) on 1 July 2000. In January 2003, he was appointed National Committee Member of the Chinese People's Political Consultative Conference, the People's Republic of China.

Save as disclosed above, Mr 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, Mr Lan did not have any interests in Shares within the meaning of Part XV of the SFO. There is a service agreement entered into between the Company and Mr Lan for his appointment as an Independent Non-executive Director of the Company and his term is subject to possible re-election in accordance with the provisions of the Listing Rules and the Articles of Association. He is entitled to a director's fee of HK\$160,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr Lan Hong Tsung, David that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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. Share Capital

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 4,818,006,208 Shares.

Subject to the passing of the relevant Ordinary Resolution No. 5(2) 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 481,800,620 Shares, representing 10% of the issued ordinary share capital of the Company 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 its Memorandum and 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 Memorandum and Articles of Association and all applicable laws of the Cayman Islands.

To the extent that repurchase is funded entirely from the Company's available cashflow or working capital facilities, there might be an adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in its latest published audited accounts for the year ended 31 December 2011 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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 2012 to the Latest Practicable Date were as follows:

	Per Share	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
2011		
March	2.95	2.45
April	2.54	2.38
May	2.60	2.13
June	2.54	2.33
July	2.89	2.37
August	3.21	2.56
September	3.22	2.53
October	3.07	2.57
November	3.14	2.77
December	3.03	2.83
2012		
January	3.26	2.88
February	3.60	3.11
March (up to and including the Latest Practicable Date)	3.41	3.15

5. Directors, their undertakings and associates and connected persons

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 Memorandum and Articles of Association.

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No connected persons of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or has undertaken to the Company not to sell any of the Shares held by him/her/it to the Company, 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, HTIHL and HTHL, both being indirect wholly-owned subsidiaries of HWL, held together 3,132,890,253 Shares, representing approximately 65.02% of the issued ordinary share capital of the Company. HWL was deemed to be interested in an aggregate of 3,132,890,253 Shares, representing approximately 65.02% of the issued ordinary share capital of the Company. 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. 5(2) of the Annual General Meeting, then (if the present shareholdings otherwise remained the same) the aggregate interests of HWL, would be increased from approximately 65.02% to approximately 72.25% of the then issued ordinary share capital of the Company. 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 purchase any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association are set out as follows (renumbering of chapter, article, paragraph and sub-paragraph is omitted):

1. The original Article 62, which reads:

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

is to be revised as:

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

2. The original Article 85, which reads:

“85. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

is to be revised as:

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

- (a) he is recommended by the Directors for election; or
- (b) there shall have been lodged at the head office or any other place as determined by the Directors a Notice signed by a Member (other than the candidate to be proposed) duly qualified to attend and vote at the meeting of his intention to propose that candidate for election as a Director. The Notice shall be accompanied by a written confirmation signed by the candidate confirming his

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

willingness to be elected as a Director. Unless otherwise determined by the Directors and notified by the Company to Members, the period for lodgment of Notice(s) and the confirmation shall be a seven (7)-day period commencing on the day after the despatch of the notice of the meeting for such election of Director(s) and ending on the date falling seven (7) days after the despatch of the said notice of the meeting. If the Directors should so determine and notify Members of a different period for lodgment of the Notice(s) and the confirmation, such period shall in any event be a period of not less than seven (7) days, commencing no earlier than the day after the despatch of the notice of the relevant meeting and ending no later than seven (7) days prior to the date of such meeting.”

3. The original Article 100(1)(iv), which reads:

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

is to be revised as:

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

4. The original Article 100(1)(v), which reads:

“(v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five per cent. (5%) or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associate is derived); or”

is to be deleted in its entirety and substituting therefor the words “Intentionally deleted”.

5. The original Article 100(2), which reads:

“(2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five per cent. (5%) or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five per cent. (5%) or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.”

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

is to be deleted in its entirety and substituting therefor the words “Intentionally deleted”.

6. The original Article 100(3), which reads:

“(3) Where a company in which a Director and/or his associate(s) holds five per cent. (5%) or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.”

is to be deleted in its entirety and substituting therefor the words “Intentionally deleted”.

NOTICE OF ANNUAL GENERAL MEETING



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 will be held at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 22 May 2012 at 11:45 a.m. for the following purposes:

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

ORDINARY RESOLUTIONS

(1) **"THAT:**

- (A) subject to paragraphs (B) and (C) of this resolution, the exercise by the board of directors of the Company (the "Directors") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with new shares of the Company (the "Shares") and to allot, issue or grant securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall not extend beyond the Relevant Period but shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to Shares issued as a result of a Rights Issue (as defined below),

NOTICE OF ANNUAL GENERAL MEETING

the exercise of the subscription or conversion rights attaching to any warrants or any securities convertible into Shares or the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to persons such as officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares or any scrip dividend providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution,

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

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

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

(2) **“THAT:**

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

NOTICE OF ANNUAL GENERAL MEETING

- (B) the aggregate nominal amount of the Shares which may be purchased or repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution, and the said approval shall be limited accordingly; and
- (C) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (3) **“THAT** subject to the passing of Ordinary Resolutions No. 5(1) and 5(2) set out in the notice convening this meeting, the aggregate nominal amount of the share capital of the Company which may be purchased or repurchased by the Company pursuant to the authority granted to the Directors by Ordinary Resolution No. 5(2) set out in the notice convening this meeting shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors pursuant to Ordinary Resolution No. 5(1) set out in the notice convening this meeting, provided that such shares shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution.”
6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

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

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

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

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

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

- (a) he is recommended by the Directors for election; or

NOTICE OF ANNUAL GENERAL MEETING

- (b) there shall have been lodged at the head office or any other place as determined by the Directors a Notice signed by a Member (other than the candidate to be proposed) duly qualified to attend and vote at the meeting of his intention to propose that candidate for election as a Director. The Notice shall be accompanied by a written confirmation signed by the candidate confirming his willingness to be elected as a Director. Unless otherwise determined by the Directors and notified by the Company to Members, the period for lodgment of Notice(s) and the confirmation shall be a seven (7)-day period commencing on the day after the despatch of the notice of the meeting for such election of Director(s) and ending on the date falling seven (7) days after the despatch of the said notice of the meeting. If the Directors should so determine and notify Members of a different period for lodgment of the Notice(s) and the confirmation, such period shall in any event be a period of not less than seven (7) days, commencing no earlier than the day after the despatch of the notice of the relevant meeting and ending no later than seven (7) days prior to the date of such meeting.”
- (3) by deleting the existing Article 100(1)(iv) in its entirety and substituting the following therefor:
- “(iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or”
- (4) by deleting the existing Article 100(1)(v), Article 100(2) and Article 100(3) in their entirety and substituting therefor the words “Intentionally deleted”.”

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

By Order of the Board

Edith SHIH
Company Secretary

Hong Kong, 5 April 2012

Notes:

1. *In order to be entitled to attend and vote at the meeting (or at any adjournment thereof), all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 16 May 2012.*
2. *In order to be qualified for the proposed final dividend payable on Wednesday, 6 June 2012, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 28 May 2012, being the record date for determining members' entitlements to the proposed final dividend.*

NOTICE OF ANNUAL GENERAL MEETING

3. *Only members are entitled to attend and vote at the meeting (or at any adjournment thereof).*
4. *A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote instead of that member. A proxy needs not be a member of the Company. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) (as the case may be).*
5. *At the meeting (or at any adjournment thereof), the chairman of the meeting will put each of the resolutions set out in the notice of the meeting to the vote by way of a poll.*
6. *With respect to Ordinary Resolution No. 5(1), the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members under Ordinary Resolution No. 5(1) as a general mandate for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*
7. *A circular containing the information regarding, inter alia, the proposed re-election of retiring directors, general mandates to issue shares and repurchase shares, and amendments to the Articles of Association of the Company will be sent to the members of the Company together with the 2011 Annual Report of the Company.*
8. *If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the meeting, the meeting will be postponed. Members may call the hotline (852) 3166 8888 or visit the website of the Company (www.hthkh.com) for details of the postponement and alternative meeting arrangements.*

The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to so do, they are advised to exercise care and caution.