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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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hutchison Telecommunications Hong Kong Holdings Limited (the “**Company**”) will be held at the Conference Room, 18th Floor, Hutchison Telecom Tower, 99 Cheung Fai Road, Tsing Yi, Hong Kong (the “**Principal Meeting Place**”) on Wednesday, 11 May 2022 at 4:30 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 1:00 pm on that day, at the same time and place on Thursday, 12 May 2022) for the following purposes:

1. To consider and adopt the audited financial statements together with the reports of the directors and the independent auditor for the year ended 31 December 2021.
2. To declare a final dividend.
3. To re-elect directors.
4. To re-appoint PricewaterhouseCoopers as independent auditor and to authorise the directors to fix the auditor’s remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT** director’s fees payable to each director of the Company (the “**Director**”) shall be HK\$70,000 for each financial year until otherwise determined by an ordinary resolution of the Company, provided that such fees shall be payable in proportion to the period during which a Director has held office in a financial year in the case of a Director who has not held office for the entire financial year.”
6. “**THAT:**
 - (a) subject to paragraphs (b), (c) and (d) of this resolution, the exercise by 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).”

7. **“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, 4 April 2022

Notes:

1. *The Annual General Meeting will be a hybrid meeting. In light of the Government regulations, shareholders will not be able to attend the Annual General Meeting physically at the Principal Meeting Place. Shareholders are strongly encouraged to exercise their rights to (i) attend, participate and vote at the Annual General Meeting through online access by visiting website at <https://web.lumiagm.com> (the “**Online Platform**”); or (ii) vote by appointing the Chairman of the Annual General Meeting as their proxy in advance of the Annual General Meeting. Shareholders attending the Annual General Meeting using the Online Platform will also be counted towards the quorum and they will be able to cast their votes and submit questions through the Online Platform. Details of the Online Platform are set out in the circular of the Company dated 4 April 2022 (the “**Circular**”).*
2. *At the Annual General Meeting, the Chairman of the Annual General Meeting will put each of the above resolutions to be voted by way of a poll pursuant to Article 66(a) of the Articles of Association of the Company.*
3. *Any shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and on a poll, vote in his/her stead. A proxy need not be a shareholder.*
4. *All shareholders who wish to appoint a proxy to attend and vote at the Annual General Meeting are recommended to appoint the Chairman of the Annual General Meeting as their proxy by completing, signing and returning the proxy form in accordance with the instructions printed thereon.*
5. *To be valid, the completed and signed proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must be returned (i) 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); or (ii) by email to AGMProxy@hthk.com, in either case, no later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment or postponement thereof. As the postal service may be subject to interruption or delay as a result of the COVID-19 pandemic situation, and any proxy form returned by a shareholder will be valid only if it is received no later than the above deadline, shareholders are recommended to return proxy forms by email where possible and, if they elect to return proxy forms by post, ample time should be allowed for postal delivery.*
6. *Completion and return of the proxy form will not preclude a shareholder from attending and voting by means of electronic facilities at the Annual General Meeting or any adjournment or postponement thereof should the shareholder so desire, and, in the such event, the proxy appointment shall be deemed to be revoked.*
7. *The register of members of the Company will be closed from Thursday, 5 May 2022 to Wednesday, 11 May 2022 (or, to Thursday, 12 May 2022, in the event that the Annual General Meeting is to be held on Thursday, 12 May 2022 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 or postponement thereof). In order to qualify for attending at the Annual General Meeting, 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, 4 May 2022.*
8. *For determination of shareholders’ entitlement to the proposed final dividend payable on Thursday, 26 May 2022, 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 Tuesday, 17 May 2022, being the record date for determining shareholders’ entitlements to the proposed final dividend. In the event that the Annual General Meeting is held on a date later than Wednesday, 11 May 2022 because of bad weather or other reasons, the record date for determination of entitlement to the proposed final dividend will be deferred accordingly. Further details of the new record date will be announced in such circumstances.*
9. *In relation to agenda item No. 3 of Notice of Annual General Meeting, Mr Fok Kin Ning, Canning, Ms Edith Shih and Dr Lan Hong Tsung, David will retire by rotation and 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.*
10. *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.*

11. *In relation to ordinary resolution in agenda item No. 7 above, the explanatory statement containing the information reasonably necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of an authority for the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on the Stock Exchange, is set out in Appendix III to the Circular.*
12. **COVID-19 PANDEMIC SITUATION**
- Due to the constantly evolving COVID-19 pandemic situation in Hong Kong and related change of legal restrictions or requirements, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the latest requirements, policies and notices announced by the Hong Kong Government. As at the date of Notice of Annual General Meeting, it is not certain as to whether the group gathering restrictions and related legal requirements and policies will continue to apply on the date of the Annual General Meeting, and those restrictions, requirements and policies may still have a significant impact on the Annual General Meeting arrangements on that date. Even if, before the date of the Annual General Meeting, the current restrictions might have eased such that physical general meetings or attendance of additional shareholders and proxies may not strictly be prohibited, it may not be practically possible for the Company to change the Annual General Meeting arrangements to accommodate the physical attendance of additional shareholders at the Principal Meeting Place. Shareholders should check the website of the Company at www.hthkh.com for future announcements and updates on the Annual General Meeting arrangements.*
13. **Bad weather arrangements:**
- The Annual General Meeting will be held on Wednesday, 11 May 2022 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 1:00 pm on Wednesday, 11 May 2022, the Annual General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Thursday, 12 May 2022 instead.*
- Shareholders may call the hotline at (852) 3166 8888 or visit the website of the Company at www.hthkh.com for details of the postponement and alternative meeting arrangements.*
14. *In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.*

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

Chairman and Non-executive Director:

Mr FOK Kin Ning, Canning

Co-Deputy Chairmen and Non-executive Directors:

Mr LUI Dennis Pok Man

Mr WOO Chiu Man, Cliff

Executive Director:

Mr KOO Sing Fai

Non-executive Directors:

Mr LAI Kai Ming, Dominic

(also Alternate to Mr FOK Kin Ning, Canning and Ms Edith SHIH)

Ms Edith SHIH

Mr MA Lai Chee, Gerald

(Alternate to Mr LAI Kai Ming, Dominic)

Independent Non-executive Directors:

Mr IP Yuk Keung

Dr LAN Hong Tsung, David

Dr WONG Yick Ming, Rosanna