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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, 13 May 2014 at 11:45 a.m. or any adjournment thereof at which the above proposals will be considered is set out on pages 27 to 38 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.

4 April 2014

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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, 13 May 2014 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 27 to 38 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”	28 March 2014, 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 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:

Floor 4, Willow House
Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

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

22nd Floor
Hutchison House
10 Harcourt Road
Hong Kong

4 April 2014

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 14 May 2013; 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 Fok Kin Ning, Canning, Mr Lai Kai Ming, Dominic and Mr 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. 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 14 May 2013, 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 then issued share capital of the Company repurchased by the Company; and (ii) to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of approving the relevant resolution.

These general mandates will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with 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

In order to update market and governance practices and streamline the management and operational processes of the Company, a special resolution will be proposed at the Annual General Meeting to amend the Articles of Association, inter alia, to:

- (a) empower the Directors to call for postponement of general meeting in the event that a black rainstorm warning or a gale warning is in force on the originally scheduled date of such general meeting;
- (b) allow the Company to hold general meetings in more than one location using any technology that enables the shareholders to listen, speak and vote at the general meetings;
- (c) accept the result of poll as recorded in the scrutineers' certificate to be the resolution of the general meeting at which the poll is demanded and conclusive evidence of that fact without further proof;
- (d) provide flexibility for return of an instrument of proxy by various means including by electronic means and to prescribe the period in various situations for the return of an instrument of proxy;
- (e) clarify the place of a meeting of the Directors as the place where the largest group of Directors participating is assembled or, if there is no such group, where the chairman of the meeting then is;
- (f) provide flexibility to the Directors (or their alternate Directors) to signify their agreement to, in place of signing, resolutions in writing of the Directors under certain specified procedures;
- (g) align with effect from 1 July 2014 the definitions of "connected person" and "associate" and the use thereof with the recently announced amendments to the Listing Rules; and
- (h) update the article relating to the restrictions on the making of loans to directors and their associates so as to bring such article in line with the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as required under the Listing Rules.

Other amendments to the Articles of Association for house-keeping purposes are also proposed, including addition of new definitions to improve clarity to the Articles of Association generally.

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 27 to 38 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.

LETTER FROM THE BOARD

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

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, are all 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. FOK Kin Ning, Canning, BA, DFM, CA (Aus)

Mr Fok, aged 62, has been Chairman and a Non-executive Director of the Company since 4 March 2009 and Alternate Director to Mrs Chow Woo Mo Fong, Susan, a Non-executive Director of the Company, since 11 May 2010. He is also 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 member of The Institute of Chartered Accountants in Australia. Mr Fok has 30 years of experience in the telecommunications industry.

Mr Fok is an executive director and group managing director of Hutchison Whampoa Limited (“HWL”, whose shares are listed on the Main Board of the Stock Exchange), chairman of Hutchison Harbour Ring Limited (“HHR”, whose shares are listed on the Main Board of the Stock Exchange), Hutchison Telecommunications (Australia) Limited (“HTAL”, whose shares are listed on the Australian Securities Exchange), 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), Power Assets Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange) and HK Electric Investments Manager Limited (as trustee-manager of HK Electric Investments) and HK Electric Investments Limited (“HKEIL”) (the share stapled units jointly issued by HK Electric Investments and HKEIL are listed on the Main Board of the Stock Exchange), and co-chairman of Husky Energy Inc. (whose securities are listed on the Toronto Stock Exchange). He is also deputy chairman of Cheung Kong Infrastructure Holdings Limited (“CKI”, whose shares are listed on the Main Board of the Stock Exchange). In addition, he is a non-executive director of Cheung Kong (Holdings) Limited (“CKH”, whose shares are listed on the Main Board of the Stock Exchange).

Mr Fok is also a director of Hutchison International Limited (“HIL”) and Ommaney Holdings Limited. The aforementioned two companies, CKH and HWL are substantial shareholders of the Company within the meaning of Part XV of the SFO. He also holds directorships in certain companies controlled by certain substantial shareholders of the Company. 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 share capital of the Company, within the meaning of Part XV of the SFO. There is a service agreement between the Company and Mr Fok for his appointment as Chairman and Non-executive Director of the Company, for an initial term which ended 31 December 2010; such appointment thereafter being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. He is entitled to a director’s fee of HK\$70,000 per annum and his additional fee for being a member of the Remuneration Committee is HK\$20,000 per annum. Such fees are subject to review by the Board from time to time and proration for an incomplete year of service. Mr Fok’s 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.

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 in Hong Kong, which is an investment bank. Peregrine commenced compulsory liquidation on 18 March 1998. The liquidation of Peregrine is still in progress and 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. LAI Kai Ming, Dominic, BSc, MBA

Mr Lai, aged 60, has been a Non-executive Director of the Company since 4 March 2009 and Alternate Director to Mr Frank John Sixt, a Non-executive Director of the Company, since 11 May 2010. He holds a Bachelor of Science (Hons) degree and a Master’s degree in Business Administration. He has over 30 years of management experience in different industries.

Mr Lai is an executive director of HWL, deputy chairman and alternate director to a director of HHR, and a director and alternate director to directors of HTAL.

Mr Lai is a director of HIL, which is together with HWL are substantial shareholders of the Company within the meaning of Part XV of the SFO. He also holds directorships in certain companies controlled by the substantial shareholders of the Company. Save as disclosed above, Mr Lai 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 Lai did not have any interests in Shares within the meaning of Part XV of the SFO. There is a service agreement between the Company and Mr Lai for his appointment as Non-executive Director of the Company for an initial term which ended 31 December 2010; such appointment thereafter being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. He is entitled to a director’s fee of HK\$70,000 per annum. Such fees are subject to review by the Board from time to time and proration for an incomplete year of service. Mr Lai’s 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 Lai 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. CHEONG Ying Chew, Henry, BSc, MSc

Mr Cheong, aged 66, has been an Independent Non-executive Director of the Company since 3 April 2009 and Alternate Director to Dr Wong Yick Ming, Rosanna, an Independent Non-executive Director of the Company, since 8 March 2010. He is Chairman of the Audit Committee and a member of the Remuneration 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 CKH, CKI, CNNC International Limited (whose shares are listed on the Main Board of the Stock Exchange), Creative Energy Solutions Holdings Limited (whose shares are listed on the Growth Enterprise Market of the Stock Exchange), Greenland Hong Kong Holdings Limited (formerly known as SPG Land (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), TOM Group Limited (whose shares are listed on the Main Board of the Stock Exchange) and 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 is a member of the Securities and Futures Appeals Tribunal in Hong Kong and the Advisory Committee of the Securities and Futures Commission.

Mr Cheong was previously an independent non-executive director of Excel Technology International Holdings Limited (now known as Hong Kong Jewellery Holding Limited, whose shares are listed on the Growth Enterprise Market of the Stock Exchange) from which he resigned on 3 July 2012.

CKH is a substantial shareholder of the Company within the meaning of Part XV of the SFO. 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. There is a service agreement between the Company and Mr Cheong for his appointment as Independent Non-executive Director of the Company and his term is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. He is entitled to receive a director's fee of HK\$70,000 per annum and his additional fee for being Chairman of the Audit Committee and a member of the Remuneration Committee is HK\$70,000 and HK\$20,000 per annum respectively. Such fees are subject to review by the Board from time to time and proration for an incomplete year of service. Mr Cheong's 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 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.

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 4,818,896,208 Shares.

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 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 the 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 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 for the year ended 31 December 2013 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 2014 to the Latest Practicable Date were as follows:

	Per Share	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
2013		
March	4.05	3.60
April	4.17	3.66
May	4.66	4.02
June	4.34	3.97
July	4.60	4.07
August	4.30	3.18
September	3.87	3.31
October	3.66	3.28
November	3.49	2.91
December	3.00	2.50
2014		
January	3.01	2.69
February	2.95	2.76
March (up to and including the Latest Practicable Date)	2.83	2.50

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 person 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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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, Hutchison Telecommunications Investment Holdings Limited and Hutchison Telecommunications Holdings Limited, both being indirect wholly-owned subsidiaries of HWL, held together 3,132,890,253 Shares, representing approximately 65.01% 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 65.01% 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. 6 of the Annual General Meeting, then (if the present shareholdings otherwise remained the same) the aggregate interests of HWL would increase from approximately 65.01% to approximately 72.24% 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:

1. The original definition of “associate” in Article 2(1), which reads:

“ “associate” has the meaning attributed to it in the rules of the Designated Stock Exchange.”

is to be revised as:

“ “associate” has the meaning ~~attributed to it~~ **as that set out** in the rules of the Designated Stock Exchange **as amended from time to time.**”

2. The following definition is to be added in Article 2(1) immediately after the definition of “Auditor”:

“ **“Black Rainstorm Warning”** **has the meaning attributed to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the laws of Hong Kong) as amended from time to time.**”

3. The original definition of “business day” in Article 2(1), which reads:

“ “business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

is to be revised as:

“ “business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a ~~Number 8 or higher Typhoon Signal~~ **Gale Warning**, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

4. The following two definitions are to be added in Article 2(1) immediately after the definition of “clearing house”:

“ **“close associate”** (i) before 1 July 2014, shall have the meaning as that ascribed to “associate” in this Article 2(1); and (ii) on or after 1 July 2014, shall have the meaning as that set out in the rules of the Designated Stock Exchange effective from 1 July 2014 as amended from time to time.

“Companies Ordinance” the Companies Ordinance (Cap. 622 of the laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith and substituted therefor.”

5. The following definition is to be added in Article 2(1) immediately after the definition of “dollars” and “\$”:

“ **“Gale Warning”** has the meaning attributed to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the laws of Hong Kong) as amended from time to time.”

6. The original Article 2(2)(h), which reads:

“(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

is to be revised as:

“(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; **and**”

7. The following Article 2(2)(i) is to be added immediately after Article 2(2)(h):

“(i) sections 8 and 19 of the Electronic Transactions Law (2003 Revision) of the Cayman Islands shall not apply.”

8. The following Article 59(3) is to be added immediately after Article 59(2):

“(3) Notwithstanding any provisions to the contrary in these Articles, the Board shall have the power to provide in every notice calling a general meeting that if a Black Rainstorm Warning or a Gale Warning is in force at a specific time on the day of the general meeting as specified in such notice, the general meeting will not be held on that day (the “Scheduled Meeting Day”) but will without further notice be automatically postponed and by virtue of that same notice, be held instead at a time on an alternative day (as specified in such notice) that falls within

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seven (7) business days of the Scheduled Meeting Day. It shall not be a ground of objection to the validity of such notice that the notice calls a general meeting contingently on whether a Black Rainstorm Warning or a Gale Warning is in force at the relevant time as specified in such notice.”

9. The following Article 61(3) is to be added immediately after Article 61(2):

“(3) The Board may, at its absolute discretion, arrange for Members to attend a general meeting by simultaneous attendance and participation at meeting place(s) using electronic means anywhere in the world. The Members present in person or by proxy at the meeting place(s) shall be counted in the quorum for, and entitled to vote at, the relevant general meeting, and such general meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending at all the meeting places are able to hear and see all persons present who speak in the principal meeting place and any other meeting place(s) and are able to be heard and seen by other persons in the same way. The meeting place at which the chairman of the meeting is present shall be the principal meeting place and the meeting shall be deemed to take place at the principal meeting place.”

10. The original Article 63, which reads:

“63. The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.”

is to be revised as:

“63. **(1)** The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.

(2) The chairman of the meeting shall ensure that the meeting will be conducted in an orderly manner and shall have the power to take all such steps and actions as he deems appropriate to maintain order during the meeting.”

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11. The original Article 67, which reads:

“67. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

is to be revised as:

“67. The result of the poll, **whether or not declared by the chairman at the meeting**, shall be deemed to be the resolution of the meeting **at which the poll was demanded. The poll result, as recorded in the scrutineers’ certificate and signed by the scrutineer, shall be conclusive evidence of such resolution of the meeting without further proof.** The Company shall **record in the minutes of the general meeting such result of the poll in accordance with the Law and** only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

12. The original Article 76, which reads:

“76. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.”

is to be revised as:

“76. **(1)** The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

(2) The Board may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy and notice of termination of the authority of a proxy).”

13. The original Article 77, which reads:

“77. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time

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appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

is to be revised as:

“77. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall **(i) in the case of an appointment of proxy in hard copy form**, be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; **(ii) in the case of an appointment of proxy in electronic form, be received at the electronic address specified in the notice convening the meeting or in any appointment of proxy or any invitation to appoint a proxy sent out or made available by the Company in relation to the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;** or, **(iii)** in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, **be received** not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

14. The original Article 91, which reads:

“91. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act, the signature of an alternate Director to any resolution in writing of the Board or a committee of the Board of which his appointor is a member shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor.”

is to be revised as:

“91. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act, the signature **(which may be handwritten or made electronically as provided in Article 119(2))** of an alternate Director **or his agreement** to any resolution in writing of the Board or a committee of the Board of which his appointor is a member shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor.”

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15. The original Article 100, which reads:

“100.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (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
- (v) Intentionally deleted
- (vi) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

(2) Intentionally deleted

(3) Intentionally deleted

(4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote

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thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

(5) The Company may by ordinary resolution ratify any transaction not duly authorised by reason of a contravention of this Article provided that no Director who or whose associate(s) is/are materially interested in such transaction, together with any of his associate(s), shall vote upon such ordinary resolution in respect of any shares in the Company in which they are interested or be counted in the quorum.”

is to be revised as:

“100.(1) **Subject to the rules of the Designated Stock Exchange,** a Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his **close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s))** is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (ia) any contract or arrangement for the giving to such Director or his **close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s))** any security or indemnity in respect of money lent by him or any of his **close associate(s) (and other associate(s), as the case may be)** or obligations incurred or undertaken by him or any of his **close associate(s) (and other associate(s), as the case may be)** at the request of or for the benefit of the Company or any of its subsidiaries;
- (iib) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his **close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s))** has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iiic) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his **close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s))** is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iivd) any contract or arrangement in which the Director or his **close associate(s) (and if required by the rules of the Designated Stock Exchange, his other 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
- (v) —Intentionally deleted

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(vie) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his **close** associate(s) **(and if required by the rules of the Designated Stock Exchange, his other associate(s))** and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his **close** associate(s) **(and other associate(s), as the case may be)**, as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

~~(2)~~ Intentionally deleted

~~(3)~~ Intentionally deleted

(42) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

(53) The Company may by ordinary resolution ratify any transaction not duly authorised by reason of a contravention of this Article provided that no Director who or whose **close** associate(s) **(and if required by the rules of the Designated Stock Exchange, his other associate(s))** is/are materially interested in such transaction, together with any of his **close** associate(s) **(and other associate(s), as the case may be)**, shall vote upon such ordinary resolution in respect of any shares in the Company in which they are interested or be counted in the quorum.”

16. The original Article 101(4), which reads:

“(4) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly:

- (i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);
- (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or
- (iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

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Article 101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.”

is to be revised as:

“(4) Except as would **be permitted by the Companies Ordinance as**, if the Company were a company incorporated in Hong Kong, ~~be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law,~~ the Company shall not directly or indirectly:

- (ia) make a loan to **(1) a Director or (2) a director of a holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange)**~~(3) a body corporate controlled by a Director or a director of a holding company of the Company;~~
- (iib) ~~enter into any~~**give a** guarantee or provide ~~any~~ security in connection with a loan made by any person to **(1) a Director or (2) such a director of a holding company of the Company or (3) a body corporate controlled by a Director or a director of a holding company of the Company;** ~~or~~
- (iiic) ~~if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.~~**make a quasi-loan to (1) a Director or (2) a director of a holding company of the Company;**
- (d) **give a guarantee or provide security in connection with a quasi-loan made by any person to (1) a Director or (2) a director of a holding company of the Company;**
- (e) **make a loan or a quasi-loan to (1) an entity connected with a Director or (2) an associate of a Director or (3) an entity connected with a director of a holding company of the Company;**
- (f) **give a guarantee or provide security in connection with a loan or a quasi-loan made by any person to (1) an entity connected with a Director or (2) an associate of a Director or (3) an entity connected with a director of a holding company of the Company;**
- (g) **enter into a credit transaction as creditor for (1) a Director or (2) a director of a holding company of the Company or (3) an entity connected with a Director or (4) an associate of a Director or (5) an entity connected with a director of a holding company of the Company; or**
- (h) **give a guarantee or provide security in connection with a credit transaction entered into by any person as creditor for (1) a Director or (2) a director of a holding company of the Company or (3) an entity connected with a Director or (4) an associate of a Director or (5) an entity connected with a director of a holding company of the Company.**

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In this Article, “an entity connected with a Director” or “an entity connected with a director” shall have the same meaning as that for “an entity connected with a director or former director of a company” set out in Section 486(1) of the Companies Ordinance.

Article 101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.”

17. The original Article 113(2), which reads:

“(2) Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.”

is to be revised as:

“(2) Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person **and is counted in a quorum and entitled to vote. So long as a quorum is present, all business transacted at a meeting of the Board or a committee of the Board is for the purposes of these Articles deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board even if less than two Directors or alternate Directors may be physically present at the same place. The meeting is deemed to take place where the largest group of Directors participating is assembled or, if there is no such group, where the chairman of the meeting then is.**”

18. The original Article 119, which reads:

“119. A resolution in writing signed by each of the Directors for the time being in the territory at which the principal place of business of the Company is situated except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid.”

is to be revised as:

“119.(1) A resolution in writing signed **or otherwise agreed to** by each ~~of~~**all** the Directors **(or their alternate Directors)**~~for the time being in the territory at which the principal place of business of the Company is situated~~ **those who are absent from Hong Kong or**~~such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid~~ shall (provided that such number is sufficient to constitute a quorum and further

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provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of board duly convened and held. ~~Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid.~~

(2) A Director or alternate Director signifies agreement to a resolution in writing by sending to the Company the resolution in writing in hard copy form duly signed or by notifying the Company in hard copy form or in electronic form with authentication as to identity of that Director or his alternate Director:

- (a) identifying the resolution to which it relates; and**
- (b) indicating that Director's agreement to the resolution.**

Without prejudice to any provisions contained in these Articles and subject to any applicable laws, rules and regulations, any signature of the Director or alternate Director to any such resolution in writing may be made electronically, and any such resolution bearing the electronic signature of any Director or alternate Director shall be as valid and effectual as if it were bearing the handwritten signature of the relevant Director or alternate Director. Any such resolution in writing may consist of several documents in like form each signed (whether in handwritten form or in electronic form as aforesaid) by one or more of the Directors or alternate Directors.

(3) The agreement of a Director or alternate Director to a resolution in writing, once signified by following the procedures set out in this Article 119, may not be revoked."

19. The original Article 141, which reads:

"141. Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may issue certificates in respect of fractions of shares, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever."

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is to be revised as:

“141. Whenever the Board ~~or~~ **resolves and, where required in accordance with Article 133, with the sanction of** the Company in general meeting ~~has resolved~~, that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied ~~wholly~~ **wholly in whole** or in part by the distribution of specific assets of any kind ~~and, including~~ in particular ~~of~~ paid up shares, debentures ~~or~~, warrants to subscribe ~~for~~ securities of the Company or any other company, or in ~~any~~ one or more of such ways, **with or without an alternative (whether as a mandatory term of the distribution, with a right for Members to elect, or otherwise) to receive such dividend or any part thereof in cash and where/or in any form of specified alternative assets.** Where any difficulty arises in regard to ~~the~~ **such** distribution, the Board may settle the same as it thinks expedient, and in particular may ~~issue certificates in respect of fractions of shares,~~ disregard fractional entitlements or round the same up or down, ~~and may determine that~~ **fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Members concerned, issue certificates in respect of fractional shares,** fix the value for distribution of such specific assets, or any part thereof, and may ~~determine that~~ **make such adjustments in respect of the rights of all parties concerned as the Board deems appropriate (including adjustments by way of cash payments shall be made to any Members), whether** upon the footing of the value so fixed ~~in order to adjust the rights of all parties,~~ **or otherwise** and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any ~~requisite~~ instruments of transfer and other documents on behalf of the ~~persons~~ **party** entitled to the dividend, and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.”

20. The original Article 142(1)(a), which reads:

“142.(1) Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on any class of the share capital of the Company, the Board may further resolve either:

- (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the Members entitled thereto will be entitled to elect to receive such dividend (or part thereof if the Board so determines) in cash in lieu of such allotment. In such case, the following provisions shall apply:
 - (i) the basis of any such allotment shall be determined by the Board;
 - (ii) the Board, after determining the basis of allotment, shall give not less than two (2) weeks' Notice to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

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- (iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
- (iv) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (“the non-elected shares”) and in satisfaction thereof shares of the relevant class shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserves or other special account, share premium account, capital redemption reserve other than the Subscription Rights Reserve (as defined below)) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or”

is to be revised as:

“142.(1) Whenever the Board ~~or~~ **resolves and, where required in accordance with Article 133, with the sanction of** the Company in general meeting ~~has resolved~~, that a dividend be paid or declared on any class of the share capital of the Company, the Board may further resolve either:

- (a) that such dividend be satisfied ~~wholly~~ **in whole** or in part in the form of an allotment of shares credited as fully paid up, provided that the Members entitled thereto will be entitled to elect to receive such dividend (or part thereof if the Board so determines) in cash in lieu of such allotment. In such case, the following provisions shall apply:
 - (i) the basis of any such allotment shall be determined by the Board;
 - (ii) the Board, after determining the basis of allotment, shall give not less than two (2) weeks’ Notice to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
 - (iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
 - (iv) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (“the non-elected shares”) and in satisfaction thereof shares of the relevant class shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Company (including profits carried and standing to the credit of any reserves or other special account, share premium account, capital redemption reserve other than the Subscription Rights Reserve (as defined below)) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or”

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 (the "Company") will be held at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 13 May 2014 at 11:45 a.m. 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 auditor for the year ended 31 December 2013.
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.

As special business, to consider and, if thought fit, pass the following resolutions no. 5, 6 and 7 as ordinary resolutions and resolution no. 8 as a special resolution:

ORDINARY RESOLUTIONS

5. **"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;

NOTICE OF ANNUAL GENERAL MEETING

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

(d) for the purposes of this resolution,

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

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

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

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 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.”
7. **“THAT** subject to the passing of Ordinary Resolutions No. 5 and 6 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. 6 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 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.”

SPECIAL RESOLUTION

8. **“THAT** the Articles of Association of the Company be altered in the following manner:
- (a) by deleting the existing definition of “associate” in Article 2(1) in its entirety and substituting the following therefor:
- “ “associate” has the meaning as that set out in the rules of the Designated Stock Exchange as amended from time to time.”
- (b) by adding the following definition in Article 2(1) immediately after the definition of “Auditor”:
- “ “Black Rainstorm Warning” has the meaning attributed to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the laws of Hong Kong) as amended from time to time.”

NOTICE OF ANNUAL GENERAL MEETING

- (c) by deleting the existing definition of “business day” in Article 2(1) in its entirety and substituting the following therefor:

“ “business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Gale Warning, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

- (d) by adding the following two definitions in Article 2(1) immediately after the definition of “clearing house”:

“ “close associate” (i) before 1 July 2014, shall have the meaning as that ascribed to “associate” in this Article 2(1); and (ii) on or after 1 July 2014, shall have the meaning as that set out in the rules of the Designated Stock Exchange effective from 1 July 2014 as amended from time to time.

“Companies Ordinance” the Companies Ordinance (Cap. 622 of the laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith and substituted therefor.”

- (e) by adding the following definition in Article 2(1) immediately after the definition of “dollars” and “\$”:

“ “Gale Warning” has the meaning attributed to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the laws of Hong Kong) as amended from time to time.”

- (f) by deleting the punctuation “.” at the end of Article 2(2)(h) and substituting “; and” therefor as follows:

“(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; and”

- (g) by adding the following Article 2(2)(i) immediately after Article 2(2)(h):

“(i) sections 8 and 19 of the Electronic Transactions Law (2003 Revision) of the Cayman Islands shall not apply.”

NOTICE OF ANNUAL GENERAL MEETING

- (h) by adding the following Article 59(3) immediately after Article 59(2):

“(3) Notwithstanding any provisions to the contrary in these Articles, the Board shall have the power to provide in every notice calling a general meeting that if a Black Rainstorm Warning or a Gale Warning is in force at a specific time on the day of the general meeting as specified in such notice, the general meeting will not be held on that day (the “Scheduled Meeting Day”) but will without further notice be automatically postponed and by virtue of that same notice, be held instead at a time on an alternative day (as specified in such notice) that falls within seven (7) business days of the Scheduled Meeting Day. It shall not be a ground of objection to the validity of such notice that the notice calls a general meeting contingently on whether a Black Rainstorm Warning or a Gale Warning is in force at the relevant time as specified in such notice.”

- (i) by adding the following Article 61(3) immediately after Article 61(2):

“(3) The Board may, at its absolute discretion, arrange for Members to attend a general meeting by simultaneous attendance and participation at meeting place(s) using electronic means anywhere in the world. The Members present in person or by proxy at the meeting place(s) shall be counted in the quorum for, and entitled to vote at, the relevant general meeting, and such general meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending at all the meeting places are able to hear and see all persons present who speak in the principal meeting place and any other meeting place(s) and are able to be heard and seen by other persons in the same way. The meeting place at which the chairman of the meeting is present shall be the principal meeting place and the meeting shall be deemed to take place at the principal meeting place.”

- (j) by deleting the existing Article 63 in its entirety and substituting the following therefor:

“63. (1) The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.

(2) The chairman of the meeting shall ensure that the meeting will be conducted in an orderly manner and shall have the power to take all such steps and actions as he deems appropriate to maintain order during the meeting.”

- (k) by deleting the existing Article 67 in its entirety and substituting the following therefor:

“67. The result of the poll, whether or not declared by the chairman at the meeting, shall be deemed to be the resolution of the meeting at which the poll was demanded. The poll result, as recorded in the scrutineers’ certificate and signed by the scrutineer, shall be conclusive evidence of such resolution of the meeting without further proof. The Company shall record in the minutes of the general meeting such

NOTICE OF ANNUAL GENERAL MEETING

result of the poll in accordance with the Law and be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

- (l) by deleting the existing Article 76 in its entirety and substituting the following therefor:

“76. (1) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

(2) The Board may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy and notice of termination of the authority of a proxy).”

- (m) by deleting the existing Article 77 in its entirety and substituting the following therefor:

“77. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall (i) in the case of an appointment of proxy in hard copy form, be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; (ii) in the case of an appointment of proxy in electronic form, be received at the electronic address specified in the notice convening the meeting or in any appointment of proxy or any invitation to appoint a proxy sent out or made available by the Company in relation to the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or, (iii) in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, be received not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

- (n) by deleting the existing Article 91 in its entirety and substituting the following therefor:

“91. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act, the signature (which may be handwritten or made electronically as provided in Article 119(2)) of an alternate Director or his agreement to

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any resolution in writing of the Board or a committee of the Board of which his appointor is a member shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor.”

- (o) by deleting the existing Article 100 in its entirety and substituting the following therefor:

“100.(1) Subject to the rules of the Designated Stock Exchange, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (a) any contract or arrangement for the giving to such Director or his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) any security or indemnity in respect of money lent by him or any of his close associate(s) (and other associate(s), as the case may be) or obligations incurred or undertaken by him or any of his close associate(s) (and other associate(s), as the case may be) at the request of or for the benefit of the Company or any of its subsidiaries;
- (b) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (c) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (d) any contract or arrangement in which the Director or his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other 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
- (e) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s)

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(and other associate(s), as the case may be), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

(2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

(3) The Company may by ordinary resolution ratify any transaction not duly authorised by reason of a contravention of this Article provided that no Director who or whose close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) is/are materially interested in such transaction, together with any of his close associate(s) (and other associate(s), as the case may be), shall vote upon such ordinary resolution in respect of any shares in the Company in which they are interested or be counted in the quorum.”

(p) by deleting the existing Article 101(4) in its entirety and substituting the following therefor:

“(4) Except as would be permitted by the Companies Ordinance as if the Company were a company incorporated in Hong Kong, the Company shall not:

- (a) make a loan to (1) a Director or (2) a director of a holding company of the Company or (3) a body corporate controlled by a Director or a director of a holding company of the Company;
- (b) give a guarantee or provide security in connection with a loan made by any person to (1) a Director or (2) a director of a holding company of the Company or (3) a body corporate controlled by a Director or a director of a holding company of the Company;
- (c) make a quasi-loan to (1) a Director or (2) a director of a holding company of the Company;
- (d) give a guarantee or provide security in connection with a quasi-loan made by any person to (1) a Director or (2) a director of a holding company of the Company;
- (e) make a loan or a quasi-loan to (1) an entity connected with a Director or (2) an associate of a Director or (3) an entity connected with a director of a holding company of the Company;

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- (f) give a guarantee or provide security in connection with a loan or a quasi-loan made by any person to (1) an entity connected with a Director or (2) an associate of a Director or (3) an entity connected with a director of a holding company of the Company;
- (g) enter into a credit transaction as creditor for (1) a Director or (2) a director of a holding company of the Company or (3) an entity connected with a Director or (4) an associate of a Director or (5) an entity connected with a director of a holding company of the Company; or
- (h) give a guarantee or provide security in connection with a credit transaction entered into by any person as creditor for (1) a Director or (2) a director of a holding company of the Company or (3) an entity connected with a Director or (4) an associate of a Director or (5) an entity connected with a director of a holding company of the Company.

In this Article, “an entity connected with a Director” or “an entity connected with a director” shall have the same meaning as that for “an entity connected with a director or former director of a company” set out in Section 486(1) of the Companies Ordinance.

Article 101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.”

- (q) by deleting the existing Article 113(2) in its entirety and substituting the following therefor:

“(2) Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person and is counted in a quorum and entitled to vote. So long as a quorum is present, all business transacted at a meeting of the Board or a committee of the Board is for the purposes of these Articles deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board even if less than two Directors or alternate Directors may be physically present at the same place. The meeting is deemed to take place where the largest group of Directors participating is assembled or, if there is no such group, where the chairman of the meeting then is.”

- (r) by deleting the existing Article 119 in its entirety and substituting the following therefor:

“119.(1) A resolution in writing signed or otherwise agreed to by all the Directors (or their alternate Directors) except those who are absent from Hong Kong or temporarily unable to act through ill-health or disability shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of board duly convened and held.

NOTICE OF ANNUAL GENERAL MEETING

(2) A Director or alternate Director signifies agreement to a resolution in writing by sending to the Company the resolution in writing in hard copy form duly signed or by notifying the Company in hard copy form or in electronic form with authentication as to identity of that Director or his alternate Director:

- (a) identifying the resolution to which it relates; and
- (b) indicating that Director's agreement to the resolution.

Without prejudice to any provisions contained in these Articles and subject to any applicable laws, rules and regulations, any signature of the Director or alternate Director to any such resolution in writing may be made electronically, and any such resolution bearing the electronic signature of any Director or alternate Director shall be as valid and effectual as if it were bearing the handwritten signature of the relevant Director or alternate Director. Any such resolution in writing may consist of several documents in like form each signed (whether in handwritten form or in electronic form as aforesaid) by one or more of the Directors or alternate Directors.

(3) The agreement of a Director or alternate Director to a resolution in writing, once signified by following the procedures set out in this Article 119, may not be revoked.”

- (s) by deleting the existing Article 141 in its entirety and substituting the following therefor:

“141. Whenever the Board resolves and, where required in accordance with Article 133, with the sanction of the Company in general meeting, that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied in whole or in part by the distribution of specific assets of any kind, including in particular paid up shares, debentures, warrants to subscribe for securities of the Company or any other company or in one or more of such ways, with or without an alternative (whether as a mandatory term of the distribution, with a right for Members to elect, or otherwise) to receive such dividend or any part thereof in cash and/or in any form of specified alternative assets. Where any difficulty arises in regard to such distribution, the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements or round the same up or down, determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Members concerned, issue certificates in respect of fractional shares, fix the value for distribution of such specific assets or any part thereof, and may make such adjustments in respect of the rights of all parties concerned as the Board deems appropriate (including adjustments by way of cash payments), whether upon the footing of the value so fixed or otherwise and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any instrument of transfer and other documents on behalf of the party entitled to the dividend and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.”

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- (t) by deleting the existing Article 142(1)(a) in its entirety and substituting the following therefor:

“142.(1) Whenever the Board resolves and, where required in accordance with Article 133, with the sanction of the Company in general meeting, that a dividend be paid or declared on any class of the share capital of the Company, the Board may further resolve either:

- (a) that such dividend be satisfied in whole or in part in the form of an allotment of shares credited as fully paid up, provided that the Members entitled thereto will be entitled to elect to receive such dividend (or part thereof if the Board so determines) in cash in lieu of such allotment. In such case, the following provisions shall apply:
 - (i) the basis of any such allotment shall be determined by the Board;
 - (ii) the Board, after determining the basis of allotment, shall give not less than two (2) weeks' Notice to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
 - (iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
 - (iv) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (“the non-elected shares”) and in satisfaction thereof shares of the relevant class shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserves or other special account, share premium account, capital redemption reserve other than the Subscription Rights Reserve (as defined below)) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or” ”

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The register of members of the Company will be closed from Thursday, 8 May 2014 to Tuesday, 13 May 2014, both days inclusive.

By Order of the Board

Edith SHIH
Company Secretary

Hong Kong, 4 April 2014

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, 7 May 2014.*
2. *In order to be qualified for the proposed final dividend payable on Wednesday, 28 May 2014, 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, 19 May 2014, being the record date for determining members' entitlements to the proposed final dividend.*
3. *Only members are entitled to attend and vote at the meeting (or at any adjournment thereof).*
4. *A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote instead of that member. A proxy needs not be a member of the Company. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) (as the case may be).*
5. *At the meeting (or at any adjournment thereof), the chairman of the meeting will put each of the resolutions set out in the notice of the meeting to the vote by way of a poll.*
6. *With respect to Ordinary Resolution No. 5, 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 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 2013 Annual Report of the Company.*
8. *If tropical cyclone warning 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.