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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
GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES**

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, 9 May 2017 at 12:15 pm or any adjournment thereof at which the above proposals will be considered is set out on pages 15 to 18 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.

31 March 2017

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RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Company accepts full responsibility for the accuracy of the information contained in this circular and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

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, 9 May 2017 at 12:15 pm at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong, notice of which is set out on pages 15 to 18 of this circular, and any adjournment thereof;
“Articles of Association”	the Articles of Association of the Company as amended from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Company”	Hutchison Telecommunications Hong Kong Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 215) and whose ADSs are eligible for trading in the United States of America only in the over-the-counter market;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“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”	24 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the Memorandum of Association of the Company as amended from time to time;
“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*
LUI Dennis Pok Man, *Deputy Chairman and Non-executive Director*
WOO Chiu Man, Cliff, *Executive Director*
LAI Kai Ming, Dominic, *Non-executive Director*
(also Alternate to FOK Kin Ning, Canning and Edith SHIH)
Edith SHIH, *Non-executive Director*
MA Lai Chee, Gerald
(Alternate to LAI Kai Ming, Dominic)
CHEONG Ying Chew, Henry, *Independent Non-executive Director*
(also Alternate to WONG Yick Ming, Rosanna)
LAN Hong Tsung, David, *Independent Non-executive Director*
WONG Yick Ming, Rosanna, *Independent Non-executive Director*

Registered office:

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

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

22nd Floor
Hutchison House
10 Harcourt Road
Hong Kong

31 March 2017

Dear Shareholder(s)

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

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Company will propose resolutions at the Annual General Meeting to be held on Tuesday, 9 May 2017 at 12:15 pm (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on that day, at the same place on Wednesday, 10 May 2017 at 4:00 pm) to, inter alia, (i) re-elect the Retiring Directors; and (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 11 May 2016.

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 Code Provision A.4.2 contained in Appendix 14 of the Listing Rules and Article 83(3) of the Articles of Association, Mr Woo Chiu Man, Cliff and Ms Edith Shih, who were appointed to fill the casual vacancies, will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. In accordance with Code Provision A.4.2 contained in Appendix 14 of the Listing Rules and 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 11 May 2016, 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

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular. The form of proxy for use at the Annual General Meeting is enclosed. Irrespective of whether you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong no less than 48 hours before the time fixed for holding the Annual General Meeting. Completion of the form of proxy and its return to the Company will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

Pursuant to 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, and the grant of the Issue Mandate and the Repurchase Mandate, 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

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, FCA (ANZ)

Mr Fok, aged 65, has been Chairman and a Non-executive Director of the Company since March 2009. 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 Fellow of the Chartered Accountants Australia and New Zealand.

Mr Fok is an executive director and group co-managing director of CK Hutchison Holdings Limited (“CKHH”, whose shares are listed on the Main Board of the Stock Exchange), and also the chairman of Hutchison Telecommunications (Australia) Limited (“HTAL”, whose shares are listed on the Australian Securities Exchange), Hutchison Port Holdings Management Pte. Limited (“HPHM”) (as trustee-manager of Hutchison Port Holdings Trust, whose units are listed on the Main Board of Singapore Exchange Securities Trading Limited (the “Singapore Exchange”)), Power Assets Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange), HK Electric Investments Manager Limited (as trustee-manager of HK Electric Investments) and HK Electric Investments Limited (“HKEIL”, the shares stapled units jointly issued by HK Electric Investments and HKEIL are listed on the Main Board of the Stock Exchange), co-chairman of Husky Energy Inc. (whose securities are listed on the Toronto Stock Exchange) and deputy chairman of Cheung Kong Infrastructure Holdings Limited (“CKI”, whose shares are listed on the Main Board of the Stock Exchange). He was previously Alternate Director to Mrs Chow Woo Mo Fong, Susan, a then Non-executive Director of the Company (ceased to act on 1 August 2016), a non-executive director of Cheung Kong (Holdings) Limited (“Cheung Kong (Holdings)”, whose listing status on the Stock Exchange was replaced by CKHH on 18 March 2015) and was re-designated as director of Cheung Kong (Holdings) on 3 June 2015, an executive director and group managing director of Hutchison Whampoa Limited (“HWL”) and was re-designated as director of HWL on 8 June 2015 when HWL was privatised by way of a scheme of arrangement on 3 June 2015. Mr Fok was also previously chairman and an executive director of Hutchison Harbour Ring Limited (“HHR”, now known as China Oceanwide Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange) (resigned on 19 December 2014).

Mr Fok is a director of CK Hutchison Global Investments Limited (“CKHGI”), which together with CKHH are substantial shareholders of the Company within the meaning of Part XV of the SFO; and director of certain companies controlled by certain substantial shareholders of the Company. The aforementioned companies are either the ultimate holding company of the Company or subsidiaries or associated companies of CKHH in which Mr Fok acts as chairman, co-chairman, deputy chairman or director for the purpose of overseeing the management of such businesses. Save as disclosed above, Mr Fok does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Fok had corporate interests in 1,202,380 Shares, representing approximately 0.025% of the issued share capital of the Company within the meaning of Part XV of the SFO. There is a letter of appointment between the Company and Mr Fok for his appointment as Chairman and a 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. The director's fees specified in the letter of appointment of Mr Fok are HK\$70,000 per annum and his additional fees for being a member of the Remuneration Committee are HK\$20,000 per annum. Such fees are subject to review from time to time and proration for any incomplete year of service.

Mr Fok previously held directorship in Peregrine Investments Holdings Limited ("Peregrine") (resigned on 12 January 1998), a company incorporated in Bermuda and registered under Part XI of the former Companies Ordinance (Chapter 32 of the Laws of Hong Kong) which was an investment bank. Peregrine commenced compulsory liquidation on 18 March 1998. 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. WOO Chiu Man, Cliff, BSc

Mr Woo, aged 63, has been Executive Director and Chief Executive Officer of the Company since January 2017. He holds a Bachelor's degree in Electronics and a Diploma in Management for Executive Development. He is a Chartered Engineer and also a Member of the Institution of Engineering and Technology (UK) and the Hong Kong Institution of Engineers. He possesses extensive operations experience in the telecommunications industry and has been involved in cellular technology for over 30 years.

Mr Woo is a director of HTAL. He held various senior technology management positions in the telecommunications industry before joining the HWL group in 1998. He was deputy managing director of Hutchison Telecommunications (Hong Kong) Limited, a subsidiary of the Company, from 2000 to 2004, and also executive director of Hutchison Telecommunications International Limited ("HTIL") from March 2005 to December 2005. Mr Woo was seconded to Vodafone Hutchison Australia Pty Limited as chief technology officer from 2012 to 2013 and was part of the core management team. HTAL, HWL, and HTIL are all subsidiaries of CKHH, a substantial shareholder of the Company within the meaning of Part XV of the SFO. Further, Mr Woo is also a director of certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr Woo 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 Woo had personal interests in 2,001,333 Shares, representing approximately 0.0415% of the issued share capital of the Company within the meaning of Part XV of the SFO. The term of Mr Woo's service as Executive Director of the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. The director's fees specified in the letter of appointment of Mr Woo are HK\$70,000 per annum. Such fees are subject to review from time to time and proration for any incomplete year of service. The emoluments specified in the service agreement appointing Mr Woo as Chief Executive Officer of the Company are HK\$2,668,800 per annum, including basic and non-pensionable salary but excluding any discretionary bonus which the Company may decide to pay. Mr Woo's emoluments are determined with reference to the performance and profitability of the Company, his personal performance, remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr Woo 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. LAI Kai Ming, Dominic, BSc, MBA

Mr Lai, aged 63, has been a Non-executive Director of the Company since March 2009 and Alternate Director to Mr Fok Kin Ning, Canning, Chairman and a Non-executive Director of the Company, and Ms Edith Shih, a Non-executive Director and Company Secretary of the Company since January 2017. 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 and deputy managing director of CKHH, a director of HTAL, and an alternate director to directors of HTAL and TOM Group Limited ("TOM Group", whose shares are listed on the Main Board of the Stock Exchange). Mr Lai was previously an Alternate Director to Mr Frank John Sixt, a then Non-executive Director of the Company, and an executive director of HWL and was re-designated as director on 8 June 2015 when HWL was privatised by way of a scheme of arrangement on 3 June 2015. Mr Lai was previously deputy chairman, an executive director and also alternate director to director of HHR (resigned on 19 December 2014).

Mr Lai is a director of CKHGI, which together with CKHH are substantial shareholders of the Company within the meaning of Part XV of the SFO; and director of certain companies controlled by certain substantial shareholders of the Company. The aforementioned companies are either the ultimate holding company of the Company or subsidiaries or associated companies of CKHH in which Mr Lai acts as director for the purpose of overseeing the management of such businesses. 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 letter of appointment between the Company and Mr Lai for his appointment as a 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. The director's fees specified in the letter of appointment of Mr Lai are HK\$70,000 per annum. Such fees are subject to review from time to time and proration for any incomplete year of service.

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.

4. Edith SHIH, BSE, MA, MA, EdM, Solicitor, FCIS, FCS(PE)

Ms Shih, aged 65, has been Non-executive Director of the Company since January 2017 and Company Secretary of the Company since November 2007. She holds a Bachelor of Science degree in Education and a Master of Arts degree from the University of the Philippines and a Master of Arts degree and a Master of Education degree from Columbia University, New York. She has over 34 years of experience in the legal, regulatory, corporate finance, compliance and corporate governance fields.

Ms Shih is an executive director, Head Group General Counsel and Company Secretary of CKHH, and a non-executive director of Hutchison China MediTech Limited (whose shares are traded on the AIM, a market regulated by the London Stock Exchange, and in the form of American Depositary Shares on the NASDAQ Stock Market) and HPHM (as trustee-manager of Hutchison Port Holdings Trust, whose units are listed on the Main Board of the Singapore Exchange). In addition, she is a director of CKHGI, which together with CKHH are substantial shareholders of the Company within the meaning of Part XV of the SFO, as well as director and company secretary of numerous companies under the CKHH group. The aforementioned companies are either the ultimate holding company of the Company or subsidiaries or associated companies of CKHH in which Ms Shih acts as director for the purpose of overseeing the management of such businesses. Ms Shih was previously executive director of HHR (resigned on 19 December 2014).

Ms Shih is at present the Senior Vice President and Executive Committee member of the Institute of Chartered Secretaries and Administrators in the United Kingdom and a past President and current council member and Chairperson of various committees and panels of The Hong Kong Institute of Chartered Secretaries. She is also the Chairman of the Remuneration Committee and Vice-Chairman of the Governance Committee of the Hong Kong Institute of Certified Public Accountants. She was a member of the Listing Committee and Corporate Governance Sub-Committee of the Stock Exchange, the Standing Committee on Companies Law Reform as well as the Hong Kong Institute of Certified Public Accountants Council. Ms Shih is a solicitor qualified in England and Wales, Hong Kong and Victoria, Australia and a Fellow of both the Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. Save as disclosed above, Ms Shih does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms Shih did not have any interests in Shares within the meaning of Part XV of the SFO. The initial term of Ms Shih as Non-executive Director of the Company is 12 months from 1 January 2017 to 31 December 2017, which will be automatically renewed for successive 12-month periods on expiry, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. The director's fees specified in the letter of appointment of Ms Shih are HK\$70,000 per annum. Such fees are subject to review from time to time and proration for any incomplete year of service.

Ms Shih was previously an alternate director to Mr Fok Kin Ning, Canning, a non-executive director of Peregrine (from 3 December 1997 to 11 January 1998), a company incorporated in Bermuda and registered under Part XI of the former Companies Ordinance (Chapter 32 of the Laws of Hong Kong) which was an investment bank. Peregrine commenced compulsory liquidation on 18 March 1998. 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 Ms Shih that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

5. CHEONG Ying Chew, Henry, BSc, MSc

Mr Cheong, aged 69, has been an Independent Non-executive Director of the Company since April 2009 and Alternate Director to Dr Wong Yick Ming, Rosanna, an Independent Non-executive Director of the Company, since March 2010. He is Chairman of the Audit Committee 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 Cheung Kong Property Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange), CKI, CNNC International Limited (whose shares are listed on the Main Board of the Stock Exchange), Greenland Hong Kong Holdings Limited (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), Skyworth Digital Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange) and TOM Group. He is also an independent director of BTS Group Holdings Public Company Limited (whose shares are listed on The Stock Exchange of Thailand), and an executive director and deputy chairman of Worldsec Limited (whose shares are listed on the London Stock Exchange). He was previously an independent non-executive director of CKHH, Cheung Kong (Holdings) (both resigned on 3 June 2015) and Creative Energy Solutions Holdings Limited (now known as Kirin Gorup Holdings Limited, whose shares are listed on the Growth Enterprise Market of the Stock Exchange) (resigned on 6 May 2015). Save as disclosed above, Mr Cheong does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Cheong did not have any interests in Shares within the meaning of Part XV of the SFO. There is a letter of appointment between the Company and Mr Cheong for his appointment as an 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. The director's fees specified in the letter of appointment of Mr Cheong are HK\$70,000 per annum and his additional fee for being Chairman of the Audit Committee and a member of the Remuneration Committee are HK\$70,000 and HK\$20,000 per annum respectively. Such fees are subject to review from time to time and proration for any incomplete year of service.

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

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. Issued Shares

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

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

2. Reasons for Repurchases

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

3. Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the 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 of the Company for the year ended 31 December 2016 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 2017 to the Latest Practicable Date were as follows:

	Per Share	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
2016		
March	2.82	2.64
April	2.84	2.69
May	2.81	2.46
June	2.71	2.46
July	3.09	2.57
August	2.87	2.66
September	2.85	2.60
October	2.70	2.49
November	2.65	2.43
December	2.64	2.48
2017		
January	2.56	2.48
February	2.52	2.38
March (up to and including the Latest Practicable Date)	2.41	2.22

5. Undertaking

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

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

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

6. Implications under the Takeovers Code

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

As at the Latest Practicable Date, CKHH through certain of its indirect wholly-owned subsidiaries held 3,184,982,840 Shares, representing approximately 66.09% of the 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 CKHH would increase from approximately 66.09% to approximately 73.44% 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 repurchase any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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, 9 May 2017 at 12:15 pm (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on that day, at the same place on Wednesday, 10 May 2017 at 4:00 pm) for the following purposes:

1. To consider and adopt the audited financial statements together with the report of the directors and the report of the independent auditor for the year ended 31 December 2016.
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 nos. 5, 6 and 7 as ordinary resolutions:

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 of Hong Kong Limited 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 Nos. 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.”

By Order of the Board

Edith SHIH

Non-executive Director and Company Secretary

Hong Kong, 31 March 2017

Notes:

1. *The register of members of the Company will be closed from Thursday, 4 May 2017 to Tuesday, 9 May 2017 (or, Wednesday, 10 May 2017, in the event that the Annual General Meeting is to be held on Wednesday, 10 May 2017 because of a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above (as detailed above)), both days inclusive, during which period no transfer of shares will be effected, to determine shareholders' entitlement to attend and vote at the Annual General Meeting.*
2. *In order to be entitled to attend and vote at the Annual General 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 pm on Tuesday, 2 May 2017.*

NOTICE OF ANNUAL GENERAL MEETING

3. *In order to be qualified for the proposed final dividend payable on Wednesday, 24 May 2017, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar of the Company (Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for registration no later than 4:30 pm on Monday, 15 May 2017, being the record date for determining members' entitlements to the proposed final dividend.*
4. *Only members are entitled to attend and vote at the Annual General Meeting (or at any adjournment thereof).*
5. *A member entitled to attend and vote at the Annual General Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote instead of that member. A proxy need not be a member of the Company. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the 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 Annual General Meeting (or any adjournment thereof) (as the case may be).*
6. *At the Annual General Meeting (or at any adjournment thereof), the chairman of the meeting will put each of the resolutions set out in the notice of the meeting to the vote by way of a poll.*
7. *With respect to Ordinary Resolution No. 5, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the 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.*
8. *A circular containing the information regarding, inter alia, the proposed re-election of retiring directors, and the grant of general mandates to issue shares and repurchase shares of the Company will be sent to the members of the Company together with the 2016 annual report of the Company.*
9. *Bad weather arrangements:*

The Annual General Meeting will be held on Tuesday, 9 May 2017 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on Tuesday, 9 May 2017, the Annual General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same place on Wednesday, 10 May 2017 at 4:00 pm instead.

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

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